

NOTICE OF ANNUAL GENERAL MEETING

股東週年大會通告

NOTICE IS HEREBY GIVEN that the annual general meeting of The Kwong Sang Hong International Limited (the “Company”) will be held at the Gloucester Room, 2nd Floor, Mandarin Oriental Hong Kong, 5 Connaught Road Central, Hong Kong on Friday, 23rd April, 2004 at 10:00 a.m. for the following purposes:

茲通告 The Kwong Sang Hong International Limited(「本公司」)謹訂於二零零四年四月二十三日星期五上午十時正假座香港干諾道中五號香港文華東方酒店二樓告士打廳召開股東週年大會，議程如下：

As Ordinary Business

普通事項

1. To receive and consider the Financial Statements, Directors’ Report and Auditors’ Report for the year ended 30th November, 2003.
2. To re-elect retiring Directors and to authorise the Directors to fix the remuneration of the Directors.
3. To re-appoint Auditors and to authorise the Directors to fix the remuneration of the Auditors.

- 一、省覽截至二零零三年十一月三十日止年度之財務報表、董事會報告書及核數師報告書。
- 二、重選退任董事並授權董事會釐定董事酬金。
- 三、續聘核數師並授權董事會釐定核數師酬金。

As Special Business

特別事項

4. To consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

- 四、考慮並酌情通過下列決議案為本公司普通決議案：

“THAT:

「動議：

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period of all the powers of the Company to purchase issued shares of HK\$0.40 each in the capital of the Company subject to and in accordance with all applicable laws and

- (a) 在本決議案(c)段之限制下，一般及無條件批准本公司董事會根據適用之法律及香港聯合交易所有限公司證券上市規則(經不時修訂)之規定並在其規限下，於有關期間內行使本公司一切

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requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended from time to time be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors on behalf of the Company during the Relevant Period to procure the Company to purchase its shares at a price determined by the directors;

(c) the aggregate nominal amount of the shares which are authorised to be purchased by the directors of the Company pursuant to the approval in paragraph (a) shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution, and the said approval shall be limited accordingly; and

(d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the Company’s bye-laws to be held; or

權力以購回本公司股本中每股面值港幣0.40元之已發行股份；

(b) (a)段所述之批准乃給予本公司董事會其他授權以外之額外授權，藉此董事會可代表本公司於有關期間內促使本公司以董事會決定之價格購回其股份；

(c) 本公司董事會根據(a)段所述之批准而獲授權購回之股份面值總額，不得超過本公司於本決議案通過日期已發行股本面值總額10%，而上文所述之批准亦須受此數額限制；及

(d) 就本決議案而言：

「有關期間」指由本決議案通過日期起至下列最早期限止期間：

- (i) 本公司下屆股東週年大會結束；
- (ii) 依照法例或本公司之公司細則規定本公司須召開下屆股東週年大會之期限屆滿；或

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(iii) the date upon which the authority set out in this resolution is revoked or varied by way of ordinary resolution of the Company in general meeting.”

5. To consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

“**THAT:**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers after the end of the Relevant Period;

(iii) 本決議案所述之授權經本公司在股東大會通過普通決議案予以撤銷或修訂之日。」

五、考慮並酌情通過下列決議案為本公司普通決議案：

「動議：

- (a) 在本決議案(c)段之限制下，一般及無條件批准本公司董事會於有關期間內行使本公司一切權力，以配發、發行及處理本公司股本中之額外股份，以及訂立或授予可能需行使該等權力之售股建議、協議、期權及交換或轉換股份之權利；
- (b) (a)段所述之批准乃給予本公司董事會其他授權以外之額外授權，藉此本公司董事會可於有關期間內訂立或授予可能須於有關期間屆滿後行使該等權力之售股建議、協議、期權及交換或轉換股份之權利；

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(c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval granted in paragraph (a), otherwise than pursuant to (i) a Rights Issue, or (ii) the share option scheme of the Company approved by The Stock Exchange of Hong Kong Limited, or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the bye-laws of the Company, shall not exceed 20 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution, and the said approval shall be limited accordingly; and

(d) for the purposes of this resolution:

“Relevant Period” shall have the same meaning as that ascribed to it under resolution no. 4 as set out in the notice convening the meeting of which this resolution forms part; and

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company to holders of shares on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange, in any territory outside Hong Kong).”

(c) 本公司董事會依據(a)段所述之批准配發或有條件或無條件同意配發(不論根據期權或其他事項)之股本面值總額(除根據(i)供股或(ii)經香港聯合交易所有限公司批准之本公司購股權計劃或(iii)任何以股代息計劃或類似安排以便根據本公司之公司細則配發股份以代替全部或部分本公司股份股息之情況外),不得超過本公司於本決議案通過日期已發行股本面值總額20%;而上文所述之批准亦須受此數額限制;及

(d) 就本決議案而言:

「有關期間」之定義與召開本大會通告第四項決議案(此決議案為通告之一部份)所賦予之定義相同;及

「供股」乃指於本公司董事會所指定之期間內,向指定記錄日期名列股東名冊之股份持有人,按其當時持股比例配售股份之建議(惟本公司董事會有權在必要或適當時就零碎股權或有關司法權區之法例所定之限制或責任,或香港以外任何地區之任何認可管制機構或任何證券交易所之規定,取消若干股份持有人在此方面之權利或作出其他安排)。

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6. To consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

“**THAT** conditional upon the passing of the resolutions nos. 4 and 5 as set out in the notice convening the meeting of which these resolutions form part, the general mandate granted to the directors of the Company pursuant to the resolution no. 5 as set out in the notice convening the meeting of which this resolution forms part be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of share capital of the Company purchased by the Company under the authority granted pursuant to the resolution no. 4 as set out in the notice convening the meeting of which this resolution forms part, provided that such amount shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution.”

六、考慮並酌情通過下列決議案為本公司之普通決議案：

「動議在通過載於召開本大會通告之第四及第五項決議案(此決議案為通告之一部份)後，根據召開本大會通告所載之第五項決議案(此決議案為通告之一部份)授予本公司董事之一般授權，藉加上本公司根據召開本大會通告第四項決議案(此決議案為通告之一部份)獲授之權力購回之本公司股本總面值之款額而擴大，惟擴大之數額不得超過本公司於本決議案通過日期已發行股本面值總額10%。」

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7. To consider and, if thought fit, pass the following resolution as a special resolution of the Company: 七、考慮並酌情通過下列決議案為本公司之特別決議案：

“THAT the bye-laws of the Company (the “Bye-laws”) be and are hereby amended by:

「動議按下述方式修訂本公司之公司細則（「公司細則」）：

(a) adding the following definitions in Bye-law 1:

(a) 於公司細則第1條加入下述定義：

““clearing house” shall mean a recognised clearing house as referred to in the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) or a clearing house or authorised share depository recognised by the laws of the jurisdiction in which the shares of the Company are listed or quoted on a stock exchange in such jurisdiction;

「「結算所」指證券及期貨條例（香港法例第571章）所指之認可結算所，或本公司股份上市或報價之證券交易所所在之司法權區之法例認可之結算所或認可股份存託處；

“Listing Rules” shall mean the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time);”;

「上市規則」指香港聯合交易所證券上市規則（經不時修訂）；」；

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- (b) deleting the existing definition of “Hong Kong” in Bye-law 1 and substituting therefor the following new definition of “Hong Kong”:

““Hong Kong” shall mean the Hong Kong Special Administrative Region of the People’s Republic of China;”

- (c) adding the following sentence into Bye-law 66 after the words “by proxy or by representative.” but before the words “ Subject to any special rights or restrictions.....”:

“Notwithstanding anything contained in these Bye-laws, where more than one proxy is appointed by a member of the Company which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands.”;

- (d) adding the following as a new Bye-law 66(A) immediately after Bye-law 66:

“66(A) Where any shareholder is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.”;

- (b) 於公司細則第1條刪除「香港」之現有定義，並以下述「香港」之新定義代替：

「「香港」指 中華人民共和國香港特別行政區；」

- (c) 在公司細則第66條「由委任代表或代表」等字後，但在「受任何特別權利及限制所規限……」等字前，加入以下句子：

「儘管公司細則所載之任何規定，倘身為結算所之本公司股東(或其代名人)委任一名以上之委任代表，該等委任代表於舉手表決時各自應有一票，」；

- (d) 於緊接公司細則第66條後加入下述之新公司細則第66(A)條：

「66(A) 根據上市規則，倘任何股東必須就任何個別決議案放棄投票，或受限制只可投票贊成或反對任何特定決議案，則在違反該規定或限制之情況下由該股東作出或代表該股東作出之投票，均不會獲點算。」；

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(e) deleting the existing Bye-law 71(A) and substituting therefor the following new Bye-law 71(A):

“71(A) Notwithstanding Bye-law 71, where a member is a clearing house, it may appoint to the extent permitted by the Companies Act 1981 (Bermuda) such person or persons as it thinks fit to act as its proxy (or proxies) at any members’ general meeting or any meeting of any class of members provided that, if more than one person is so appointed, the appointment must specify the number and class of shares in respect of which each such person is so appointed. The person so appointed will be entitled to exercise the same power on behalf of the clearing house as that clearing house (or its nominees) could exercise if it were an individual member of the Company, including the right to vote individually on a show of hands.”;

(e) 刪除現有之公司細則第71(A)條，並以下述之新公司細則第71(A)條代替：

「71(A) 儘管公司細則第71條有所規定，倘股東為結算所，則在一九八一年公司法(百慕達)允許之情況下，其可委任其認為合適之人士或人等，於任何股東大會或任何類別股東之大會出任其委任代表(或該等委任代表)，惟倘委任一位以上之人士，委任書必須列明獲委任之該等人士各自所代表之股份數目及類別。獲委任之人士將有權代表該結算所行使該結算所(或其代名人)猶如其為本公司個人股東而可行使之相同權力，包括有權於舉手表決時個別投票。」;

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- (f) deleting the existing Bye-law 112 and substituting therefor the following new Bye-law 112:

“112. No person other than a Director retiring at a meeting shall, unless recommended by the Directors, be appointed a Director at a general meeting unless at least seven days’ previous notice in writing shall have been given to the Company of the intention of any member qualified to vote at the meeting to propose any person other than a retiring Director for election to the office of Director with notice executed by that person of his willingness to be appointed. The period for lodgment of the notice required under this Bye-law shall commence no earlier than the day after the despatch of the notice of the meeting appointed for such election and end no later than seven days prior to the date of such meeting, provided that such period shall be at least seven days.”;

- (g) deleting the existing Bye-law 119.1 and substituting therefor the following new Bye-law 119.1:

“119.1 A Director shall not be entitled to vote on any board resolution approving any contract or arrangement in which he or any of his associates is materially interested and not be counted in the quorum present at the meeting at which such contract or arrangement is considered.”;

- (f) 刪除現有之公司細則第112條，並以下述之新公司細則第112條代替：

「112. 除非任何合資格於大會上投票之股東最少七天前向本公司發出表示有意建議退任董事以外之任何人士膺選為董事之書面通知，連同該名人士簽訂願意獲委任之通知，否則除獲董事推薦外，任何人士(於會議上退任之董事除外)均不得於股東大會上獲委任為董事。按照本公司細則呈交該等通知之期間為發出指定進行董事選舉之股東大會通告發出後翌日起至該股東大會日期前七日，惟該段期間不得短於七日。」；

- (g) 刪除現有之公司細則第119.1條，並以下述之新公司細則第119.1條代替：

「119.1 董事無權就批准該董事或其任何聯繫人擁有重大利益之任何合約或安排之任何董事會決議案投票，亦不得計入考慮該合約或安排之會議之出席法定人數。」；

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(h) deleting the existing Bye-law 119.2 and substituting therefor the following new Bye-law 119.2:

“119.2 The prohibitions in Bye-law 119.1 shall not apply to the following matters namely:–

119.2.1 any contract or arrangement for giving any security or indemnity to such Director or his associate(s) in respect of money lent by him or any of them or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries;

119.2.2 any contract or arrangement for the giving of any security or indemnity to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his associate(s) has himself/themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;

119.2.3 any contract or arrangement concerning an offer of shares, debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or his associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;

(h) 刪除現有之公司細則第119.2條，並以下述之新公司細則第119.2條代替：

「119.2 公司細則第119.1條之禁止條文不適用於以下事宜：

119.2.1 就董事或其聯繫人為本公司或其任何附屬公司的利益借出款項或作出承擔而向該董事或其聯繫人提供任何抵押或賠償保證的任何合約或安排；

119.2.2 就董事或其聯繫人本身單獨或共同提供全部或部份擔保或賠償保證或提供抵押的本公司或其任何附屬公司的負債或承擔而向第三者提供任何抵押或賠償保證的任何合約或安排；

119.2.3 任何有關提呈發售或有關由本公司提呈發售發行或其創立或擁有權益的任何其他公司的股份或債券或其他證券以供認購或購買而董事或其聯繫人參與或將會參與發售建議的包銷或分銷的任何合約或安排；

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119.2.4 any proposal or arrangement concerning any other company in which the Director or his associate(s) is/are interested only, whether directly or indirectly, as an officer or executive or shareholder or in which the Director or his associate(s) is/are beneficially interested in shares of that company, provided that the Director and any of his associates are not in aggregate beneficially interested in 5% or more of the issued shares of any class of such company (or of any third company through which his interest or that of his associates is derived) or of the voting rights;

119.2.5 any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries including:

- (a) the adoption, modification or operation of any employees share scheme or any share incentive or share option scheme under which the Director or his associate(s) may benefit; or

119.2.4 任何有關董事或其聯繫人直接或間接在其中擁有權益(不論以高級職員或行政人員或股東身份)或董事或其聯繫人在其中實益擁有股份(惟董事及其任何聯繫人等並非在其中(或其藉以獲得有關權益的任何第三間公司)實益合共擁有任何類別已發行股份或投票權的5%或以上)的任何其他公司的建議或安排;

119.2.5 任何有關本公司或其附屬公司僱員利益的建議或安排，包括：

- (a) 採納、修訂或實施任何董事或其聯繫人可從中受惠的僱員股份計劃或任何股份獎勵或優先認股計劃；或

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(b) the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates both to Directors, their respective associates and employees of the Company or of any of its subsidiaries and does not provide in respect of any Director or his associate(s) as such any privilege or advantage not accorded to the employees to which such scheme or fund relates;

119.2.6 any contract or arrangement in which the Director or his associate(s) is/are interested in a same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest or debentures or other securities of the Company;

119.2.7 in the case of any share capital listed on a stock exchange in Hong Kong, such other exceptions applicable to all companies listed thereon as shall be approved and notified to those companies by such exchange.

For the purpose of Bye-law 119, “associate(s)” in relation to any Director, shall have the meaning ascribed to it under the Listing Rules.”; and

(b) 採納、修訂或實施與本公司或其任何附屬公司董事或其聯繫人及僱員有關的公積金或退休金、死亡或傷殘津貼計劃，而其中並無給予董事或其聯繫人任何與該計劃或基金有關的人士一般未獲賦予特權或利益；

119.2.6 任何董事或其聯繫人只因其在本公司股份或債券或其他證券擁有的權益而與本公司股份或債券或其他證券的其他持有人以同一方式在其中擁有權益的合約或安排；

119.2.7 倘為於香港之證券交易所上市之任何股本，應獲該證券交易所批准及通知該等公司之適用於所有於該證券交易所上市之公司之其他例外條文。

就公司細則第119條而言，有關任何董事之「聯繫人」之定義，應與上市規則所賦予者相同。」；及

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- (i) adding the following new Bye-law 119.4 immediately after Bye-law 119.3:

“119.4 If any question shall arise at any meeting of the Board as to the materiality of the interest of a Director (other than the chairman of the meeting) or his associate(s) or as to the entitlement of any Director (other than such chairman) to vote or be counted in the quorum and such question is not resolved by his voluntarily agreeing to abstain from voting or not to be counted in the quorum, such question shall be referred to the chairman of the meeting and his ruling in relation to such other Director or his associate(s) shall be final and conclusive except in a case where the nature or extent of the interest of the Director or his associate(s) concerned as known to such Director has not been fairly disclosed to the Board. If any question as aforesaid shall arise in respect of the chairman of the meeting or his associate(s), such question shall be decided by a resolution of the Board (for which purpose such chairman shall not be counted in the quorum and shall not vote thereon) and such resolution shall be final and conclusive except in a case where the nature or extent of the interest of such chairman or his associate(s) as known to such chairman has not been fairly disclosed to the Board. For the purposes of this paragraph and in relation to an alternate Director, an interest of his appointor or his associate(s) shall be treated as an interest of the alternate Director without prejudice to any interest which the alternate Director has otherwise.”;

- (i) 於緊接公司細則第119.3條後加入新公司細則第119.4條：

「119.4 倘任何董事會會議對董事(會議主席除外)或其聯繫人之權益之重大程度或任何董事(主席除外)是否有權投票或計入法定人數有任何疑問，而該等疑問並無因其自願同意放棄投票或不計入法定人數而得以解決，則該等疑問應由會議主席決定，而其對該其他董事或其聯繫人之裁決應為終局及定論，惟倘有關董事或據該董事所知其聯繫人之權益之性質或程度仍未公允披露予董事會則除外。倘上述之疑問乃與會議主席或其聯繫人有關，該等疑問應以董事會決議案決定(就此而言，該主席不得計入法定人數及不得對該決議案投票)，而決議案應為終局及定論，惟倘該主席或據該主席所知其聯繫人之權益之性質或程度仍未公允披露予董事會則除外。就本段及就替任董事而言，在不損害該替任董事原應享有之其他利益下，其委任人或其聯繫人之利益應視為該替任董事之利益。」;

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and **THAT** any director of the Company be and is hereby authorised to take such further action as he/she may, in his/her sole and absolute discretion, think fit for and on behalf of the Company to implement the aforesaid amendments to the existing Bye-laws.”

及動議授權本公司任何董事代表本公司採取其全權酌情認為合適之進一步行動，以實行上述現有公司細則之修訂。」

8. To transact any other business.

八、處理其他事項。

By Order of the Board
Lam, Kwong-wai
Company Secretary

承董事會命
公司秘書
林光蔚

Hong Kong, 15th March, 2004

香港，二零零四年三月十五日

Notes:

附註:

- 1) Any shareholder entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a shareholder of the Company.
 - 2) In order to be valid, a form of proxy in the prescribed form together with the power of attorney or other authority (if any) under which it is signed must be deposited at the Company's principal office in Hong Kong at 26th Floor, MassMutual Tower, 38 Gloucester Road, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the meeting.
 - 3) With respect to the resolution set out in resolution no. 4 of the notice, approval is being sought from shareholders for a general mandate to be given to the directors to purchase shares of the Company.
- 一、凡有權出席本大會並投票之股東，均可委派一位或多位代表出席，並代其投票。受委代表毋須為本公司股東。
 - 二、按指定格式擬備之代表委任表格連同簽署人之授權書或其他授權文件(如有)，須於大會或其任何續會指定舉行時間四十八小時前送達本公司之香港主要辦事處，地址為香港灣仔告士打道三十八號美國萬通大廈二十六樓，方為有效。
 - 三、載於本通告第四項之決議案旨在徵求股東批准給予董事會一般授權，以購回本公司之股份。

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- 4) With respect to the resolutions set out in resolution nos. 5 and 6 of the notice, approval is being sought from shareholders for general mandates to be given to the directors to allot, issue and deal with shares of the Company in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.
- 5) An explanatory statement containing the information with respect to the resolutions set out in resolution nos. 4 to 7 of the notice of the meeting will be sent to the shareholders together with the 2003 Annual Report.
- 四、載於本通告第五及第六項之決議案旨在徵求股東批准給予董事會一般授權，以根據香港聯合交易所有限公司證券上市規則配發、發行及處理本公司股份。
- 五、一份載有大會通告第四至第七項決議案有關資料之說明函件，將會連同二零零三年年報寄予股東。