

茲通告本公司謹訂於二零零四年五月十九日(星期三)上午十時正假座香港灣仔謝斐道238號世紀香港酒店大堂低座宴會廳V號套房召開股東週年大會(「大會」)，以便討論下列決議案：

1. 省覽本公司截至二零零三年十二月三十一日止年度之經審核財務報告表及董事會與核數師報告書。
2. 重選董事及釐定董事袍金。
3. 重新委聘核數師及授權董事會釐定其酬金。
4. 作為特別事項，考慮並酌情通過下列各項決議案(作出修訂或無須修訂)為普通決議案：

普通決議案

(A) 「茲動議：

- (a) 在本決議案(c)段之規限下，一般性及無條件批准董事會於有關期間(按下文之定義)內行使本公司一切權力，以配發、發行或以其他方式處理本公司額外股份(「股份」)或可兌換股份之證券、或購股權、認股權證或可認購任何股份之類似權利，及訂立或授予可能須行使該等權力之建議、協議及購股權；

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company ("Meeting") will be held at Plaza V, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Wednesday, 19th May, 2004 at 10:00 a.m. for the following purposes:

1. To receive and adopt the Audited Financial Statements and the Reports of the Directors and Auditors of the Company for the year ended 31st December, 2003.
2. To re-elect Directors and to fix their remuneration.
3. To re-appoint Auditors and to authorise the Board of Directors to fix their remuneration.
4. By way of special business, to consider, and if thought fit, to pass each of the following resolutions, with or without modification, as an ordinary resolution:

ORDINARY RESOLUTIONS

(A) "THAT:

- (a) subject to paragraph (c) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional shares of the Company ("Shares") or securities convertible into Shares, options, warrants or similar rights to subscribe for any Shares, and to make or grant offers, agreements and options which might require the exercise of such power, be and is hereby generally and unconditionally approved;

- (b) 本決議案(a)段之批准將附加於已授予董事會之任何其他授權及將授權董事會於有關期間內訂立或授予在有關期間結束後可能須行使該等權力之建議、協議或購股權；
- (c) 董事會依據本決議案(a)段之批准而配發或同意有條件或無條件配發(不論是否根據購股權或以其他方式配發者)及發行之股本面值總額，不包括：
- (i) 配售新股(按下文之定義)；
- (ii) 根據本公司所發行認股權證之條款行使認購權，或可兌換股份之任何證券之換股權；
- (iii) 根據任何當時所採納之購股權計劃或類似安排，以授予或發行股份或認購股份之權利予本公司及／或其任何附屬公司之僱員而須發行之股份；或
- (iv) 根據本公司組織章程細則不時發行以股代息或類似安排而需配發股份以代替全部或部份股息；
- (b) the approval given in paragraph (a) of this Resolution shall be in addition to any other authorisations given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval given in paragraph (a) of this Resolution, otherwise than pursuant to:
- (i) a Rights Issue (as hereinafter defined);
- (ii) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into Shares;
- (iii) the exercise of any option scheme or similar arrangement for the time being adopted for the grant or issue to employees of the Company and/or any of its subsidiaries of Shares or rights to acquire Shares; or
- (iv) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company from time to time;

不得超過於本決議案獲通過當日本公司已發行股本面值總額之20%，而上述之批准亦受相應之限制；

shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this Resolution and the said approval shall be limited accordingly;

(d) 就本決議案而言：

『有關期間』指由通過本決議案當日至下列較早日期止之期間：

- (i) 本公司下屆股東週年大會結束時；
- (ii) 本公司之組織章程細則或任何適用之法例規定本公司須舉行下屆股東週年大會之期限屆滿之日；及
- (iii) 本公司股東在股東大會上以普通決議案撤回或修訂本決議案所授予之權力；及

『配售新股』指董事會於指定期間內，向於指定記錄日期名列本公司股東名冊之股份持有人或任何類別股份持有人，按照彼等於指定記錄日期當日所持之股份或類別股份比例配售股份之建議（惟董事會有權就零碎股份，或根據任何地區適用於本公司之法律之限制或責任，或任何認可監管機構或證券交易所之規定，而取消若干股東在此方面之權利或作出其他董事會認為必須或適當之安排）。」

(d) for the purpose of this Resolution:

‘Relevant Period’ means the period from the passing of this Resolution until whichever is the earlier 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 the articles of association of the Company or any applicable laws to be held; and
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

‘Rights Issue’ means the allotment, issue or grant of Shares pursuant to an offer of Shares open for a period fixed by the Directors to holders of Shares or any class thereof on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares or class thereof as at that date (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or stock exchange in, any territory applicable to the Company).”

(B) 「茲動議：

(a) 在本決議案(b)段之規限下，一般性及無條件批准董事會於有關期間(按下文之定義)內行使本公司一切權力，以根據一切適用之法例及規則，在香港聯合交易所有限公司(「聯交所」)或本公司證券可能於其上市之任何其他證券交易所，以及就此而言根據香港《股份購回守則》獲香港證券及期貨事務監察委員會及聯交所認可之任何其他證券交易所購回其本身之證券；

(b) 本公司根據本決議案(a)段於有關期間可能購回證券之面值總額，不得超過於本決議案獲通過當日本公司之已發行相關類別證券面值總額之10%，而根據本決議案(a)段所授之批准亦受相應之限制；

(c) 就本決議案而言：

『有關期間』指由通過本決議案當日至下列較早日期止之期間：

- (i) 本公司下屆股東週年大會結束時；
- (ii) 本公司之組織章程細則或任何適用之法例規定本公司須舉行下屆股東週年大會之期限屆滿之日；及

(B) “THAT:

(a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase its own securities on The Stock Exchange of Hong Kong Limited (“Stock Exchange”) or on any other stock exchange on which the securities of the Company may be listed and recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange under the Hong Kong Code on Share Repurchases, subject to and in accordance with all applicable laws and regulations, be and is hereby generally and unconditionally approved;

(b) the aggregate nominal amount of the securities which may be repurchased by the Company pursuant to paragraph (a) of this Resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the relevant class of securities of the Company in issue at the date of the passing of this Resolution and the approval granted under paragraph (a) of this Resolution shall be limited accordingly;

(c) for the purpose of this Resolution:

‘Relevant Period’ means the period from the passing of this Resolution until whichever is the earlier 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 the articles of association of the Company or any applicable laws to be held; and

(iii) 本公司股東在股東大會上以普通決議案撤回或修訂本決議案所授予之權力。」

(iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

(C) 「茲動議待召開大會通告所載之決議案4(A)及4(B)獲通過後，批准擴大根據召開大會通告所載決議案4(A)所授予董事會可行使本公司權力配發、發行或以其他方式處理本公司額外證券之一般授權，並於該一般授權加入本公司根據召開大會通告所載決議案4(B)授權而購回本公司證券之面值總額，惟此數額不得超過本決議案獲通過當日本公司已發行股本面值總額之10%。」

(C) “**THAT** conditional upon the passing of Resolutions 4(A) and 4(B) as set out in the notice convening the Meeting, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue or otherwise deal with additional securities of the Company pursuant to Resolution 4(A) as set out in the notice convening the Meeting be and is hereby extended by the addition thereto an amount representing the aggregate nominal amount of such securities of the Company repurchased by the Company under the authority granted pursuant to Resolution 4(B) as set out in the notice convening the Meeting, provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this Resolution.”

5. 作為特別事項，考慮並酌情通過以下決議案(作出修訂或無須修訂)為特別決議案：

5. By way of special business, to consider, and if thought fit, to pass the following resolution, with or without modifications, as a special resolution:

特別決議案

SPECIAL RESOLUTION

「茲動議批准及採納本公司之新組織章程細則(「新細則」)(其註有「A」字樣之副本已提呈大會，並經由大會主席簽署以資識別)，以取代本公司於一九八七年三月六日通過特別決議案採納之組織章程細則(該組織章程細則已分別於一九九零年六月二十二日及一九九六年六月二十一日通過之特別決議案作出修訂)，另授權董事會採取一切所需行動，以實施採納新細則。」

“**THAT** the new articles of association (“New Articles”) of the Company, a copy of which has been produced to the Meeting marked “A” and signed by the Chairman of the Meeting by way of identification, be and is hereby approved and adopted in substitution for the articles of association adopted by the Company by special resolution dated 6th March, 1987, as amended by special resolutions dated 22nd June, 1990 and 21st June, 1996 respectively, and that the Directors be and are hereby authorised to do all things necessary to implement the adoption of the New Articles.”

承董事會命
公司秘書
容綺媚

By Order of the Board
Cindy Yung Yee Mei
Company Secretary

香港，二零零四年四月十三日

Hong Kong, 13th April, 2004

註冊辦事處：

香港
灣仔
駱克道333號
中國網絡中心27樓

Registered Office:

27th Floor, China Online Centre
333 Lockhart Road
Wanchai
Hong Kong

附註：

1. 凡有權出席大會及投票之股東，可委派一位或多位代表出席，並於表決時代為投票，所委任之代表毋須為本公司股東。
2. 如為任何股份之聯名登記持有人，任何一位聯名持有人均可就有關股份親身或委派代表於大會上投票，猶如彼為唯一有權投票者；但若超過一位聯名持有人親身或委派代表出席大會，則出席大會之上述聯名持有人中就有關股份在本公司股東名冊排名首位之人士方有權就有關股份投票。
3. 代表委任表格須根據其上印備之指示填妥及簽署後連同經簽署之任何授權書或其他授權文件(如有)，或經由公證人簽署證明之授權書或其他文件之副本，最遲須於大會或其任何續會召開時間48小時前交回本公司之過戶登記處秘書商業服務有限公司之辦事處，地址為香港灣仔告士打道56號東亞銀行港灣中心地下，方為有效。填妥及交回代表委任表格後，閣下仍可親身出席大會，並於會上投票。
4. 有關上述決議案第4(A)項，董事會特此聲明本公司目前並無計劃發行本公司任何新證券，此決議案乃遵照公司條例及香港聯合交易所有限公司證券上市規則及為確保董事會具有靈活性及決定權，在其認為需要時發行佔不超過本公司現有已發行股本之20%之任何證券而提呈，故敦請股東批准授予董事會一般授權。
5. 上述決議案第4(B)項有關授予董事會權力，其一般目的為增加靈活性及給予董事會決定權以在其認為合適之情況下，購回不超過決議案獲通過當日本公司已發行之有關類別本公司證券之10%。

Notes:

1. A member entitled to attend and vote at the Meeting may appoint one or more proxies to attend, and in the event of a poll, vote in his/her stead. A proxy need not be a member of the Company.
2. Where there are joint registered holders of any Share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such Share as if he/she was solely entitled thereto; but if more than one of such joint holders are present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Share shall alone be entitled to vote in respect thereof.
3. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof must be deposited at the office of the registrar of the Company, Secretaries Limited, at Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof. The completion and delivery of the form of proxy will not preclude you from attending and voting at the Meeting if you so wish.
4. Concerning Resolution 4(A) above, the Directors wish to state that they have no immediate plans to issue any new securities of the Company. Approval is being sought from members as a general mandate in compliance with the Companies Ordinance and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited in order to ensure flexibility and discretion to the Directors in the event that it becomes desirable to issue any securities of the Company up to 20% of the existing issued share capital of the Company.
5. The general purpose of the authority to be conferred on the Directors by Resolution 4(B) above is to increase flexibility and to provide discretion to the Directors in the event that it becomes desirable to repurchase securities of the Company representing up to a maximum of 10% of the relevant class of securities of the Company in issue at the date of passing the resolution.