

## NOTICE OF ANNUAL GENERAL MEETING

## 股東週年大會通告

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of the Company will be held at Basement 2, Function Room, The Kowloon Hotel, 19-21 Nathan Road, Kowloon, Hong Kong on Wednesday, 19th May 2004 at 3:00 p.m. for the following purposes:

1. To receive and consider the audited financial statements and the Reports of the Directors and Auditors for the year ended 31st December 2003.
2. To re-elect Directors and to authorise the Board of Directors to fix their remuneration.
3. To appoint Auditors and to authorise the Board of Directors to fix the Auditors' remuneration.
4. As special business, to consider and, if thought fit, pass with or without amendments the following resolution as an Ordinary Resolution:

**“THAT:**

- (A) subject to paragraph (C) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the exercise by the Directors during the Relevant Period (as defined below) 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 and options which might require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (B) the approval in paragraph (A) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;

**茲通告**本公司謹訂於二零零四年五月十九日星期三下午三時正假座香港九龍彌敦道十九至二十一號九龍酒店宴會樓層2宴會廳舉行股東週年大會，以處理下列事項：

- 一、省覽截至二零零三年十二月三十一日止年度之經審核財務報表與董事會及核數師之報告。
- 二、重選董事及授權董事會釐定其酬金。
- 三、聘任核數師及授權董事會釐定核數師酬金。
- 四、作為特別事項，考慮並酌情通過（不論有否修訂）下列決議案為普通決議案：

**「動議：**

- (A) 在下文(C)段規定下，全面及無條件地批准董事根據香港聯合交易所有限公司證券上市規則於有關期間（定義見下文）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，並訂立或授予可能需要行使該等權力之售股要約、協議及購股權；
- (B) 上文(A)段批准將授權董事於有關期間訂立或授予可能需要於有關期間屆滿後行使該等權力之售股要約、協議及購股權；

- (C) the aggregate nominal amount of the share capital of the Company 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 in paragraph (A) above, otherwise than pursuant to (i) a Rights Issue (as defined below), (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 of the Company, (iii) any employee share option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company, and (iv) any scrip dividend scheme or similar arrangements providing for the allotment of shares in lieu of the whole or a part of a dividend on shares of the Company pursuant to the Bye-laws of the Company from time to time, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this resolution and the approval in paragraph (A) shall be limited accordingly;
- (D) the approval in paragraph (A) above shall be additional to the authority given to the Directors at any time to allot and issue additional shares in the capital of the Company; and

- (C) 董事依據上文(A)段之批准配發或有條件或無條件同意配發(不論其為依據購股權或其他方式)及發行之本公司股本面值總額不得超過本公司於本決議案通過之日已發行股本面值總額之20%，惟依據(i)配售新股(定義見下文)；(ii)按本公司發行之任何認股權證之條款行使認購權或按任何可轉換成本公司股份之證券之條款行使換股權；(iii)任何職員認股計劃或其他當時採取之類似安排所授予或發給本公司及／或任何附屬公司之行政人員及／或僱員股份或可認購本公司股份之權力等方式；及(iv)按照本公司不時生效之公司細則配發股份以代替本公司股份之全部或部份股息之任何以股代息計劃或類似安排配發者除外，而上文(A)段授出之批准亦須受相應限制；

- (D) 上文(A)段之批准將附加於隨時授予董事配發及發行本公司股本中額外股份之權力；及

(E) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable law to be held; or
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Directors made to the holders of the shares on the Register of Members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions 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 any stock exchange in, or in any territory outside, Hong Kong).”

(E) 就本決議案而言：

「有關期間」指由本決議案通過之日起至下列日期（以較早者為準）止之期間：

- (i) 本公司下屆股東週年大會結束之日；或
- (ii) 本公司之公司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；或
- (iii) 本公司股東於股東大會上通過普通決議案撤銷或修訂本決議案之日。

「配售新股」指董事於指定期間向於指定記錄日期名列本公司股東名冊之股份持有人，按其當時之持股比例要約配售股份（惟董事可就零碎股份配額或經考慮任何香港或以外地區之法例所訂明之任何限制或責任，或任何認可監管機構或任何證券交易所之規則，按彼等認為必要或適宜者取消若干股東在此方面之權利或另作安排）。」

5. As special business, to consider and, if thought fit, pass with or without amendments the following resolution as an Ordinary Resolution:

“**THAT:**

- (A) subject to paragraph (C) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to repurchase issued shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on another stock exchange recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange under the Code on Share Repurchases, subject to and in accordance with all applicable laws, rules and regulations of the Stock Exchange or any other stock exchange, be and is hereby generally and unconditionally approved;
- (B) the approval in paragraph (A) above shall authorise the Directors to procure the Company to repurchase the shares of the Company at such prices as the Directors may at their discretion determine;
- (C) the aggregate nominal amount of the shares of the Company to be repurchased by the Company pursuant to the approval in paragraph (A) above during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution and the approval in paragraph (A) above shall be limited accordingly; and

五、作為特別事項，考慮並酌情通過（不論有否修訂）下列決議案為普通決議案：

「**動議：**

- (A) 在下文(C)段之規限下，全面及無條件地批准董事於有關期間（定義見下文）內，依據香港聯合交易所有限公司（「聯交所」）或任何其他證券交易所之所有適用法例、規則及規例，行使本公司之一切權力在聯交所或就此獲香港證券及期貨事務監察委員會及聯交所認可之其他證券交易所按股份購回守則購回本公司股本中之已發行股份；
- (B) 上文(A)段之批准授權賦予董事權力以促使本公司按董事酌情決定之有關價格購回本公司股份；
- (C) 本公司依據上文(A)段之批准於有關期間可予購回之股份之面值總額不得超過本決議案通過日期之本公司已發行股本面值總額之10%，而上文(A)段授予之批准亦受此限制；及

(D) for the purposes of this resolution, “Relevant Period” means the period from the date of passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable law to be held; or
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

6. As special business, to consider and, if thought fit, pass with or without amendments the following resolution as an Ordinary Resolution:

“**THAT**, conditional upon the passing of resolution no. 5, the general mandate granted to the Directors and for the time being in force to exercise the powers of the Company to allot, issue and deal with additional shares in the capital of the Company under resolution no. 4 be and is hereby extended by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to resolution no. 5, provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution.”

(D) 就本決議案而言，「有關期間」指由本決議案通過之日起至下列日期（以較早者為準）止之期間：

- (i) 本公司下屆股東週年大會結束之日；或
- (ii) 本公司之公司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；或
- (iii) 本公司股東於股東大會上通過普通決議案撤銷或修訂本決議案之日。」

六. 作為特別事項，考慮並酌情通過（不論有否修訂）下列決議案為普通決議案：

「**動議**待第五項決議案獲通過後，擴大根據第四項決議案授予董事可行使本公司權力以配發、發行及處理本公司股本中額外股份並於當時生效之一般授權，在董事根據該一般授權可能配發或有條件或無條件同意配發之本公司股本面值總額，加入本公司根據第五項決議案獲授之權力購回本公司股本之面值總額（惟其總額不得超過本公司於本決議案通過之日已發行股本面值總額之10%）。

7. As special business, to consider and, if thought fit, pass with or without amendments the following resolution as a Special Resolution:

“**THAT** the Bye-laws of the Company be and are hereby amended in the following manner:

Bye-law 1

By deleting the existing definition of “clearing house” and adding the following new definitions after the definition of “month” in Bye-law 1:

“associate” the meaning attributed to it in the rules of the stock exchange in the Relevant Territory.

“clearing house” a clearing house 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.”

Bye-law 81A

By inserting a new Bye-law 81A after the existing Bye-law 81:

“81A Where the Company has knowledge that any member of the Company is, under the rules of the stock exchange in the Relevant Territory, 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 member in contravention of such requirement or restriction shall not be counted.”

七、作為特別事項，考慮並酌情通過（不論經修訂與否）下列決議案為特別決議案：

「**動議**按以下方式修訂本公司之細則：

細則第1條

刪除「結算所」之現有定義，並於細則第1條「月份」之定義後，加入以下新定義：

「聯繫人士」指有關地區之證券交易所規則所賦予之涵義。

「結算所」指本公司股份上市或掛牌之證券交易所屬司法地區的法律所認可的結算所。」

細則第81A條

在現有細則第81條後加入新細則第81A條：

「81A倘本公司得知本公司任何股東按照有關地區之證券交易所規則須對任何特定決議案放棄投票或受到限制而僅可對任何特定決議案投票贊成或投票反對，則在該股東在違反該規定或限制之情況下所作出或代表作出之任何投票，均不得計算在內。」

## Bye-law 98

1. By deleting the first sentence of Bye-law 98(A) and replacing it with the following sentence:

“98. (A) If a Director or any of his associates is in any way, whether directly or indirectly, interested in a contract, transaction or arrangement or proposed contract, transaction or arrangement with the Company (each being in paragraphs (A), (B) and (C) of this Bye-law referred to as a “transaction”), the Director shall declare the nature of his interest or that of his associates at a meeting of the Board in accordance with the Statutes.”

2. By deleting the words “a Director is to be regarded” in the 1st line of Bye-law 98(A)(i) and replacing them with “a Director or any of his associates is to be regarded” and by adding the words “or any of his associates” immediately before the words “has an interest in any such transaction of the nature and extent so specified” in Bye-law 98(A)(i).

3. By deleting the existing Bye-law 98(B) in its entirety and replacing it with the following new Bye-law 98(B):

“98. (B) A Director shall not, as a Director, vote in respect of any transaction in which to his knowledge he or any of his associates has a material interest and if he shall do so

## 細則第98條

1. 刪除細則第98(A)條首句，並以下列句子取代：

「98.(A) 倘一名董事或其任何聯繫人士透過任何方式直接或間接於與本公司訂定之合約、交易或安排或建議合約、交易或安排（細則第(A)、(B)及(C)段所指均為「交易」）擁有任何權益，則該董事須根據法規在董事會會議上申報本身或其聯繫人士所擁有之權益性質。」

2. 刪除細則第98(A)(i)條第一行「董事被視為」等字眼，以「董事或其任何聯繫人士被視為」取代，並於細則第98(A)(i)條緊接「於任何指定性質及範圍之交易擁有權益」等字眼前加入「或其任何聯繫人士」。

3. 刪除現有細則第98(B)條全文，並以下述新細則第98(B)條取代：

「98.(B) 董事不得以董事之身分就其所知或其任何聯繫人士擁有重大權益之任何交易投票，即使投

his vote shall not be counted, nor in relation thereto shall he be counted in the quorum present at the meeting, but (in the absence of some other material interest than is mentioned below) none of these prohibitions shall apply to any of the following matters namely:

- (i) the giving to any Director or his associate(s) of any security or indemnity in respect of money lent 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; or
- (ii) 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; or

票，該票不得計算在內，該董事亦不可計入出席會議之法定人數，惟(不包括下述若干其他重大權益)該等限制不適用於下述任何事項，包括：

- (i) 就董事或其聯繫人士因應本公司或其任何附屬公司之要求或為本公司或其任何附屬公司之利益而借貸款項所產生或承擔之責任，給予該董事或其聯繫人士任何抵押或賠償保證；或
- (ii) 就董事或其聯繫人士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之本公司或其任何附屬公司之負債或承擔而向第三者提供任何抵押或賠償保證；或

- (iii) any contract or proposal concerning an offer of shares or 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; or
- (iv) any transaction concerning any other corporation in which the Director or his associate(s) does not have a material interest (as defined below); or
- (v) any proposal or arrangement concerning the benefit of employees of the Company or any of its subsidiaries including:
- (1) 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
- (iii) 任何有關提呈發售或有關由本公司提呈發售本公司或其創立或擁有權益之任何其他公司之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士參與或將會參與發售建議之包銷或分包銷之合約或建議；或
- (iv) 有關董事或其聯繫人士並無重大權益（見下述定義）之任何其他公司之任何交易；或
- (v) 任何有關本公司或其任何附屬公司僱員利益之建議或安排，包括：
- (1) 採納、修改或實施任何董事或其聯繫人士可能獲益之僱員股份計劃或任何股份獎勵或購股權計劃；或

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

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

(2) 採納、修訂或實施與本公司或其任何附屬公司董事、其各自之聯繫人士及僱員有關之公積金或退休金、死亡或傷殘津貼計劃，而其中並無給予董事或其聯繫人士任何與該計劃或基金有關之人士一般未獲賦予之特權或利益；或

(vi) 任何董事或其聯繫人士只因其在本公司股份或債券或其他證券擁有之權益而與本公司股份或債券或其他證券之其他持有人以同一方式在其中擁有權益之任何合約或安排，

and so that the interest of a Director or of any of his associates shall not be treated as material in the case of any proposal concerning any company other than the Company in which the Director or any of his associates is/are interested only, whether directly or indirectly, as an officer or executive or shareholder or in which the Director or any of his associates 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. For the purpose of his paragraph there shall be disregarded any shares held by a Director or his associate(s) as bare or custodian trustee and in which he or any of them has no beneficial interest, any shares comprised in a trust in which the interest of the Director or his associate(s) is/are in reversion or remainder if and so long as some other person is entitled to receive the income thereof, and any shares comprised in an authorized unit trust scheme in which the Director or his associate(s) is/are interested only as a unit holder. Where a company in which a

因此，有關本公司以外任何其他公司之建議，而任何董事或其聯繫人士僅以職員、行政人員或股東身份不論直接或間接在該公司持有權益，或董事或其聯繫人士實益持有該公司股份權益，不應視為重大權益，惟條件是董事及其聯繫人士並非在該公司（或董事或其任何聯繫人士透過任何第三者公司而持有權益）實益擁有任何類別已發行股份或投票權之5%或以上。就本段而言，不應把下列股份計算在內：董事或其聯繫人士作為被動受託人或托管受託人身份所持有而其或彼等任何一方概無實益權益之股份，如及只要有其他人士有權收取當中收益，則董事或其聯繫人士只擁有復歸權或剩餘權之信托股份，董事或其聯繫人士僅以信托單位持有人之身份擁有的認可單位信託計劃股份。倘董事及／或其聯繫人士合共持有其任何類別股

Director and/or his associate(s) holds 5% or more is materially interested in a transaction, then that Director and/or his associate(s) shall also be deemed materially interested in such transaction.”

4. By adding the words “or any of his associates” immediately after the words “any transaction in which he” in Bye-law 98(C).
5. By deleting the words “he has no” in the 5th line of Bye-law 98(D) and replacing them with the words “neither he nor any of his associates has any”.
6. By deleting the existing Bye-law 98(E) in its entirety and replacing it with the following new Bye-law 98(E):

“98. (E) If any question shall arise at any meeting as to the materiality of the interest of a Director (other than the Chairman) or that of his associates or as to the entitlement of any Director (other than the Chairman) to vote and such question is not resolved by his voluntarily agreeing to abstain from voting, such question shall be referred to the Chairman of the meeting and his ruling in relation to any other Director shall be final and conclusive except in a case where the nature or extent of the interests of the Director concerned or that of his associates as known to such Director has not been fairly disclosed. If any question

本5%或以上，而該公司在一項交易中有重大權益，則該董事及／或其聯繫人士亦須視為在該交易中擁有重大權益。」

4. 緊接細則第98(C)條「彼之任何交易」等字中之「彼」字後加入「或其任何聯繫人士」。
5. 刪除細則第98(D)條第五行「概無」等字，並以「彼或其任何聯繫人士概無任何」等字取代。
6. 刪除現有細則第98(E)條全文，並以下述新細則第98(E)條取代：

「98. (E) 倘在任何董事會會議上出現有關一名董事（大會主席除外）或其聯繫人士是否擁有重大權益的問題或有關任何董事（該大會主席除外）是否有權投票之問題，而有關問題未能透過該名董事自願同意棄權投票解決，則有關問題將轉交大會主席處理，而大會主席就該名董事所作之裁決將為最終及最後定論，除非該名董事並未向董事會公允地披露據其所知其本人所擁有之權益之

as aforesaid shall arise in respect of the Chairman of the meeting such question shall be decided by a resolution of the Board (for which purpose such Chairman shall not vote thereon) and such resolution shall be final and conclusive except in a case where the nature or extent of the interests of such Chairman or that of his associates as known to such Chairman has not been fairly disclosed.”

7. By replacing the words “the Directors who have a material interest in any such transaction” with the words “any members who are required by the rules of the stock exchange of the Relevant Territory to abstain from voting in the circumstances” in Bye-law 98(F).
8. By adding the words “or any of his associates” after the words “entered into by or on behalf of the Company in which any Director” in Bye-law 98(G).

#### Bye-law 106

By deleting the words “during a period of not less than seven nor more than forty-eight days ending not more than seven days before the day appointed for the meeting” and replacing with the words “during a period of not less than seven days commencing no earlier than the day after the despatch of the notice of the meeting appointed for such election and ending no later than seven days prior to the date of such meeting” in Bye-law 106.

性質或幅度。如大會主席出現上述問題，則有關問題將透過董事會決議案決定(就此而言，該大會主席並無投票權)，而有關決議將為最終及最後定論，除非該大會主席並未向董事會公允地披露據其所知其本人或其聯繫人士所擁有之權益之性質或幅度。」

7. 於細則第98(F)條以「根據有關地區之證券交易所規則在該情況下須放棄投票之任何股東」取代「於任何該交易擁有重大權益之董事」等字。
8. 於細則第98(G)條「任何董事於本公司或代表本公司訂定」等字中之「董事」後加入「或其任何聯繫人士」。

#### 細則第106條

刪除細則第106條「不少於七天或不多於四十八天期間，且不會於大會指定舉行日期前七天內結束」等字，並以「最少為七天期間，由不得早於寄發就選舉而召開大會通告之後一天起計，至不遲於該大會舉行日期前七天結束」等字取代。

By Order of the Board

承董事會命

**Lam Ka Mei**

**林嘉美**

*Company Secretary*

公司秘書

Hong Kong, 19th April 2004

香港，二零零四年四月十九日

**Notes:**

**附註：**

1. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint a proxy or proxies to attend and vote instead of him. A proxy need not be a member of the Company.
  2. In order to be valid, the form of proxy must be deposited at the principal office of the Company at 2nd Floor, WKK Building, 414 Kwun Tong Road, Kwun Tong, Kowloon, Hong Kong together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy or office copy of such power or authority, not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting.
  3. Concerning Resolution 2, Mr. Kwong Man Hang, Bengie and Mr. Tse Wan Chung, Philip will retire from office as directors at the Annual General Meeting pursuant to Bye-laws 103 to 105 of the Company's Bye-laws.
  4. Details of the two Directors proposed to be re-elected, and further information on the repurchase mandate and the amendments of Bye-laws are set out in the circular which will be dispatched to the members together with the 2003 annual report.
1. 凡有權出席上述通告召開之大會並於會上投票之股東，均有權委任一名或以上人士代其出席及投票。受委代表毋須為本公司股東。
  2. 代表委任表格連同簽署人之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授權文件副本，必須於大會或其續會舉行時間48小時前送交香港九龍觀塘觀塘道414號王氏港建大廈2樓本公司主要辦事處，方為有效。
  3. 就第2項決議案而言，根據本公司細則第103至105條，鄭敏恆先生和謝宏中先生將於應屆股東週年大會上退任董事職務。
  4. 建議重選兩位董事詳情及購回授權的進一步資料及修訂細則所載於通函連同二零零三年年報一併寄發予各股東。