

Notice of Annual General Meeting 股東週年大會通告

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Dream International Limited will be held at Pacific Room II, Towers Wing, 9/F., The Royal Pacific Hotel and Towers Hong Kong, 33 Canton Road, China Hong Kong City, Tsimshatsui, Kowloon, Hong Kong on 20 May 2004 at 10:30 a.m. for the following purposes:

Ordinary Business

1. To receive and adopt the Audited Accounts of the Company for the year ended 31 December 2003 and the reports of the Directors and Auditors thereon.
2. To declare a Final Dividend.
3. To re-elect a Director.
4. To approve the Directors' remuneration for the year ended 31 December 2003 and authorise Directors to fix the Directors' remuneration for the year ending 31 December 2004.
5. To re-appoint KPMG as Auditors and authorise the Directors to fix their remuneration.

Special Business

6. To consider and, if thought fit, pass the following resolutions as Ordinary Resolutions:

(1) "THAT:

- (i) subject to paragraph (iii) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with any unissued shares in the capital of the Company and to make or grant offers, agreements, options and other rights or issue warrants which may require the exercise of such powers be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) above shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements and/or options which may require the exercise of the powers of the Company referred to in that paragraph at any time during or after the end of the Relevant Period;

茲通告德林國際有限公司謹訂於二零零四年五月二十日上午十時三十分假座香港九龍尖沙咀廣東道33號中港城皇家太平洋酒店9樓海景翼太平洋廳II舉行股東週年大會，以處理下列事項：

普通事項

1. 省覽及採納本公司截至二零零三年十二月三十一日止年度的經審核賬目與董事會及核數師報告書。
2. 宣派末期股息。
3. 重選董事。
4. 通過截至二零零三年十二月三十一日止年度之董事酬金及授權董事釐定截至二零零四年十二月三十一日止年度董事酬金。
5. 續聘畢馬威會計師事務所為核數師及授權董事釐定其酬金。

特別事項

6. 考慮並酌情通過下列決議案為普通決議案：

(1) 「動議：

- (i) 在下文第(iii)節的規限下，一般性及無條件地批准本公司董事於有關期間內（定義見下文）行使本公司所有權力，以配發、發行或處理本公司股本中任何未發行股份及作出或授出可能須行使該等權力的售股建議、協議、購股權及其他權利或發行認股權證；
- (ii) 上文第(i)節所述的批准授權本公司董事於有關期間內作出或授出可能須於有關期間內或有關期間結束後的任何時間行使該節所述權力的售股建議、協議及／或購股權；



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- (iii) the aggregate nominal amount of unissued shares in the capital of the Company which may be allotted, issued or otherwise dealt with by the Directors of the Company during the Relevant Period pursuant to paragraph (i) above, otherwise than pursuant to a Rights Issue or the exercise of subscription rights attaching to any warrants issued by the Company, shall not exceed the aggregate of 20 per cent. of the aggregate nominal amount of shares in the capital of the Company in issue as at the date of passing this resolution;
- (iv) for the purpose of this resolution:
- (a) “Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:
- (1) the conclusion of the next annual general meeting of the Company;
 - (2) 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 by law to be held; and
 - (3) 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
- (b) “Rights Issue” means an offer of shares in the capital of the Company, or an offer of warrants, options or other securities giving rights to subscribe for shares in the capital of the Company, open for a period fixed by the Directors of the Company, to holders of shares in the capital of the Company whose names appear on the Register of Members of the Company on a fixed record date in proportion to their holdings of 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 or the requirements of any recognised regulatory body or any stock exchange).”
- (iii) 根據上文第(i)節，本公司董事於有關期間內可配發、發行或處理的本公司股本中未發行股份（根據配售新股或因本公司發行的任何認股權證附有的認購權獲行使而配發、發行及處理者除外）的面值總額，不得超過於本決議案通過日期本公司股本中已發行股份面值總額的20%；
- (iv) 就本決議案而言：
- (a) 「有關期間」指由本決議案獲通過當日起至下列三者中最早之日期止的期間：
- (1) 本公司下屆股東週年大會結束之日；
 - (2) 根據法例的規定或本公司組織章程細則，本公司須舉行下屆股東週年大會的期限屆滿之日；及
 - (3) 本公司股東於股東大會上通過普通決議案撤回或修訂本決議案所述給予授權之日；及
- (b) 「配售新股」指於本公司董事指定的期間內，向於指定記錄日期名列股東名冊的本公司股份的持有人，按其當時的持股比例提呈配售本公司的股本中股份或認股權證、購股權或其他可認購本公司股份之證券的建議，惟本公司董事可就有關零碎股份，或按照任何認可監管機構或任何證券交易所之法例或規定的任何限制或責任，作出認為必須或權宜之例外或其他安排。」

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(2) **“THAT:**

(i) subject to paragraphs (ii) and (iii) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase Shares on The Stock Exchange of Hong Kong Limited be and is hereby generally and unconditionally approved;

(ii) the aggregate nominal amount of Shares which may be purchased pursuant to the approval in paragraph (i) above shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution, and the said approval shall be limited accordingly;

(iii) for the purpose of this Resolution:

(a) “Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:

(1) the conclusion of the next Annual General Meeting of the Company;

(2) 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 by law to be held;

(3) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders in general meeting; and

(b) “Shares” means shares of all classes in the capital of the Company and warrants and other securities issued by the Company which carry a right to subscribe or purchase shares of the Company.”

(3) **“THAT** the general mandate granted to the Directors of the Company to exercise the powers of the Company to allot, issue and otherwise deal with shares in the capital of the Company and to make or grant offers, agreements, options and/or warrants which might require the exercise of such powers be and is hereby extended by the addition to the total nominal

(2) 「動議：

(i) 在下文第(ii)及第(iii)節的規限下，一般性及無條件批准本公司董事於有關期間（定義見下文）內行使本公司的一切權力於香港聯合交易所有限公司購回本公司股份；

(ii) 根據上文第(i)節的批准可購回本公司股份的面值總額，不得超過於本決議案通過日期本公司已發行股本面值總額的10%，而上述批准亦須受此數額限制；

(iii) 就本決議案而言：

(a) 「有關期間」指由本決議案獲通過當日起至下列三者中最早之日期止的期間：

(1) 本公司下屆股東週年大會結束之日；

(2) 根據法例的規定或本公司章程細則，本公司須舉行下屆股東週年大會的期限屆滿之日；

(3) 本公司股東於股東大會上通過普通決議案撤回或修訂本決議案所述給予授權之日；及

(b) 「股份」指本公司股本中各類別股份與本公司所發行附有可認購或購買本公司股份權利的認股權證及其他證券。」

(3) 「動議將該項給予本公司董事一般性授權，以行使本公司配發、發行及處理本公司股本中股份及作出或授出可能須行使該等權力的建議、協議、購股權及／或發行認股權證的權力擴大，在本公司董事根據該一般性授權可配發或有條件



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amount of share capital which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to such general mandate an amount representing the total nominal amount of shares in the capital of the Company purchased by the Company pursuant to the exercise by the Directors of the Company in accordance with Resolution (6)(2) above of the powers of the Company to purchase such shares, provided that such amount shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution.” (Note i)

7. To consider and, if thought fit, pass the following resolution as a Special Resolution:

“**THAT** the Articles of Association of the Company be and are hereby amended in the following manner:

- (a) by replacing the words “Section 2 of the Securities and Futures (Clearing Houses) Ordinance (Chapter 420 of the Laws of Hong Kong)” in the definition “clearing house” of Article 2 with the words “the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)”.
- (b) by adding the following new Article 89A immediately following Article 89:

“89A. Where a member of the Company, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, is 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.”

- (c) by replacing the existing Article 100(h) with the following new Article 100(h) therefor:

“100. (h) A Director shall not vote (nor be counted in the quorum) on any resolution of the Board in respect of any contract or arrangement or any other proposal in which he or any of his associates is materially interested, but this prohibition shall not apply to any of the following matters namely:

或無條件同意配發的股本面值總額上，加入本公司因本公司董事根據上文第(6)(2)項決議案行使本公司購回本公司股本中股份的權力而購回的有關股份的面值總額，惟該數額不得超過於本決議案通過日期本公司已發行股本面值總額的10%。」(附註i)

7. 考慮並酌情通過下列決議案為特別決議案：

「**動議**按下列方式修改本公司的章程細則：

- (a) 於細則第2條「結算所」的釋義，以「香港法例第571章證券及期貨條例」等字詞取代「香港法例第420章證券及期貨（結算所）條例第2條」等字詞。
- (b) 緊隨細則第89條後加入下列新訂的細則第89A條：

「89A. 倘一名本公司股東根據香港聯合交易所有限公司證券上市規則，須就任何特定決議案放棄投票，或受到限制，僅能投票贊成或反對任何特定決議案，則該名股東或其代表的投票如抵觸有關規定或限制，其票數將不會計算在內。」

- (c) 將以下新訂的細則第100(h)條代替現有細則第100(h)條：

「100. (h) 董事不得對董事會任何涉及彼或其任何聯繫人士擁有重大利益的任何合約或安排或任何其他建議而提呈的決議案作出投票（亦不得就此計入會議的法定人數內），惟本限制不適用於任何下列事項：

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- (i) any contract or arrangement for the giving to such Director or his associate(s) any security or indemnity 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;
 - (ii) 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/have himself/ themselves assumed responsibility in whole or in part whether alone or jointly under a guarantee or indemnity or by the giving of security;
 - (iii) any contract or arrangement by a Director or any of his associates to subscribe for shares, debentures or other securities of the Company issued or to be issued pursuant to any offer or invitation to members or debenture holders of the Company or any class thereof, and which does not provide in respect of any Director or any of his associates as such any privilege or advantage not accorded to any other members or debenture holders of the Company or any class thereof or to the public or any sections thereof;
- (i) 就董事或其聯繫人士應本公司或其任何附屬公司的要求或為本公司或其任何附屬公司的利益借出款項或作出承擔，而向該董事或彼等其中任何人提供任何抵押或賠償保證的合約或安排；
 - (ii) 就本公司或其任何附屬公司的債項或承擔而向第三者提供任何抵押或彌償保證的合約或安排，而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；
 - (iii) 任何有關董事或其聯繫人士認購本公司根據任何向本公司股東或債券持有人或任何類別股份或債券持有人提呈發售或要約發行或將予發行的本公司股份、債券或其他證券的任何合約或安排，而該等合約並無給予任何董事或其聯繫人士任何未賦予本公司其他股東或債券持有人或任何類別股份或債券持有人或公眾或其任何一部分的任何特權或利益；



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- (iv) any contract or arrangement concerning an offer of the 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 any of his associates is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;
- (v) 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 or any of its subsidiaries by virtue only of his/their interest in shares or debentures or other securities of the Company;
- (vi) any contract, arrangement or proposal concerning any company in which the Director or his associate(s) is/are interested only, whether directly or indirectly, as an officer or executive or shareholder in which the Director and any of his associates are not in aggregate beneficially interested in five per cent or more of the issued shares of any class of such company (or any third company through which his interest or that of his associate(s) is derived) or of the voting rights;
- (vii) any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries including the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates both to Directors, their associate(s) and employees of the Company or of any of its subsidiaries and does not provide in respect of any Director, or any of
- (iv) 任何有關提呈發售或有關由本公司或任何其他本公司創立或擁有權益之公司提呈發售本公司或本公司創立或擁有權益的公司的股份或債券或其他證券以供認購或購買的任何合約或安排，而董事或其聯繫人士因參與或將會參與發售建議的包銷或分包銷的建議；
- (v) 董事或其聯繫人士僅因其於本公司的股份或債券或其他證券擁有權益或擁有與其他本公司或其任何附屬公司的股份或債券或其他證券持有人按相同形式之權益的合約或安排；
- (vi) 任何與董事或其聯繫人士不論以高級職員或行政人員或股東身份而直接或間接擁有的任何公司有關的合約、安排或建議，而該董事及其任何聯繫人合共並無實益擁有該公司（或該董事藉此取得該項權益的任何第三者公司）任何類別的已發行股份或投票權的5%或以上；
- (vii) 任何有關本公司或其附屬公司的僱員福利包括採納、修訂或實施與本公司或任何附屬公司的董事、其聯繫人士及僱員有關的公積金或退休金、身故或傷殘福利計劃的建議或安排，而該等建議或安排並無授予

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his associates, as such any privilege or advantage not accorded to the employees to which such scheme or fund relates;

(viii) any proposal or arrangement concerning the adoption, modification or operation of any share option scheme involving the issue or grant of options over shares or other securities by the Company to, or for the benefit of the employees of the Company or of any of its subsidiaries under which the Director or any of his associates may benefit.”

(d) by replacing the existing Article 105 with the following new Article 105 therefor:

“105. No person, other than a retiring Director, shall, unless recommended by the Directors for election, be eligible for election to the office of Director at any general meeting, unless notice in writing of the intention to propose that person for election as a Director signed by a member and notice in writing by that person of his willingness to be elected shall have been given to the Company 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.”

By order of the Board
Kyoo Yoon Choi
Chairman

Hong Kong, 7 April 2004

任何董事或其聯繫人士任何與該等計劃或基金有關的僱員未獲賦予的特權或利益；

(viii) 任何有關採納、修訂或實施任何購股權計劃的建議或安排，而該購股權計劃涉及本公司發行或授出股份或其他證券的期權予本公司或其附屬公司的僱員或令彼等從中受惠，而董事或其任何聯繫人士亦可從中受惠。」

(d) 將以下新訂的細則第105條代替現有細則第105條：

「105. 除非獲董事會推選，否則除任滿告退的董事外，概無任何人士具備資格於任何股東大會上參選出任董事職務；惟倘若一名股東簽署發出書面通知表示擬提議該名人士參選董事，及該名人士以書面通知表明參選的意願，則合資格參選，而有關通知須於不早過指定就有關選舉召開的大會通告寄發日期之日開始及不遲於該大會日期前七天結束之期間內的不少於七天遞交期內交給本公司。」

承董事會命
主席
崔奎琬

香港，二零零四年四月七日



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Notes:

- (i) This resolution will be proposed to members for approval provided that resolutions 6(1) and (2) are passed by the members.
- (ii) A member entitled to attend and vote at the above meeting shall be entitled to appoint more than one person as his proxy, to attend and vote for him in accordance with the Articles of Association of the Company. A proxy need not be a member.
- (iii) In the case of joint holders of a share the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by the order in which the names stand in the register in respect of the joint holding.
- (iv) To be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) must be deposited at 8th Floor, Tower 5, China HK City, 33 Canton Road, Tsimshatsui, Kowloon, Hong Kong not less than 48 hours before the time appointed for the holding of the above meeting or any adjournment thereof.
- (v) The Register of Members will be closed from 17 May 2004 to 20 May 2004 (both dates inclusive), during which period no share transfers can be registered.

附註：

- (i) 此決議案將於決議案第 6(1)及(2)項已經股東批准後，提呈予股東以便由彼等批准。
- (ii) 根據本公司的公司章程細則，凡有權出席上述大會及於會上投票的股東均有權委任一名或多名代表代其出席及代其投票。受委代表毋須為股東。
- (iii) 如為聯名持有人，在排名首位的持有人(不論親自或委任代表)投票後，其他聯名持有人將無投票權，就此而言，排名先後乃根據股東名冊內有關聯名持有人的排名次序而定。
- (iv) 代表委任表格及已簽署之授權書或其他授權文件(如有)，或經公證人簽署證明的授權文件副本，須於上述大會或任何續會指定舉行時間最少 48 小時前送交香港九龍尖沙咀廣東道 33 號中港城第 5 座 8 樓，方為有效。
- (v) 本公司於二零零四年五月十七日至二零零四年五月二十日期間(包括首尾兩日)暫停辦理股份過戶登記手續。