

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Global China Group Holdings Limited (the "Company") will be held at Function Room, 6/F, Sing Tao Building, 1 Wang Kwong Road, Kowloon Bay, Hong Kong on Friday, 28 May 2004 at 3:30 p.m. for the following purposes:—

1. To receive, consider and approve the audited financial statements and the reports of the directors and auditors for the year ended 31 December 2003.
2. To fix the maximum number of directors and to authorise the board of directors to appoint additional directors up to the maximum number determined.
3. To re-elect directors and to authorise the board of directors to fix their fee.
4. To re-appoint auditors and to authorise the board of directors to fix their remuneration.
5. As special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions:

A. "THAT:

- (a) subject to paragraph (c) 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 and deal with additional shares of HK\$0.10 each in the capital of the Company and to make or grant offers, agreements and options which would or might require the exercise of such power be and is hereby generally and unconditionally approved;

茲通告Global China Group Holdings Limited(「本公司」)謹定於二零零四年五月二十八日星期五下午三時三十分假座香港九龍灣宏光道一號星島大廈六樓演講室舉行股東週年大會，以處理下列事項：

1. 省覽及批准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、董事會報告及核數師報告。
2. 釐定最高董事人數及授權董事會委任額外董事最多至所釐定之人數。
3. 重選董事並授權董事會釐定其酬金。
4. 重聘核數師及授權董事會釐定其酬金。
5. 作為特別事項，考慮並酌情通過下列決議案為普通決議案：

A. 「動議：

- (a) 在下文(c)段所載之規限下，一般及無條件地批准本公司之董事於有關期間內(定義見下文)行使本公司之一切權力，以配發、發行及處理本公司股本中每股面值0.10港元之額外股份，及在將會或可能須要行使此項權力之情況下，作出或授予配發股份動議、協議及購股權；

- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the directors and shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options which would or 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, warrants or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) an issue of shares as scrip dividends from time to time pursuant to the bye-laws of the Company (as amended from time to time); or (iii) the grant of options under the share option scheme of the Company or the exercise of any of the subscription rights attaching to any options that have been or may be granted thereunder; or (iv) any issue of shares of the Company upon exercise of rights of subscription or conversion attaching to any warrants of the Company or any securities which are convertible into shares of the Company, shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (b) 上述(a)段所授予董事之批准為任何其他授權以外之一項額外授權，授權本公司之董事於有關期間內，作出或授予將會或可能須於有關期間完結後行使此項權力之配發股份動議、協議及購股權；
- (c) 本公司董事根據上述(a)段賦予之批准而配發或有條件或無條件同意配發(不論是否依據購股權、認股權證或其他事項)之股本總面值(依據(i) 供股(定義見下文)；或(ii)根據本公司之公司細則(經不時修定)而不時發行之股份以代替本公司股息；或(iii)根據本公司之購股權計劃所授出之購股權及行使(已發予或未發予)購股權所附之認購權以認購本公司之股份；或(iv)行使本公司認股權證所賦予之任何認購或轉換權或行使任何可轉換為本公司股份之證券而發行之股份除外)，不得超過於本決議案通過當日本公司之已發行股本總面值之20%，而上述批准亦須受此限制；及

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(d) for the purposes of this resolution:

“Relevant Period” means the period from the date of 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 any applicable law or the bye-laws of the Company to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting of the Company; and

“Rights Issue” means an offer of shares or an offer or issue of warrants or options or similar instruments to subscribe for shares open for a period fixed by the directors of the Company to holders of shares of the Company whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares as at that date (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 recognized regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company).”

(d) 就本決議案而言：

「有關期間」指由本決議案獲通過當日起至下列三者中之較早日期止之期間：

- (i) 本公司下屆股東週年大會結束時；
- (ii) 任何適用法例或本公司之公司細則規定須舉行本公司下屆股東週年大會之期限屆滿時；及
- (iii) 本公司股東於股東大會上通過普通決議案撤銷或更改本決議案所載授權之日；

「供股」指本公司董事於指定之期間，向於指定記錄日期名列本公司股東名冊之本公司股東，按彼等當時之持股比例發售股份或給予認股權證，或購股權或其他類似工具以認購本公司股份（惟本公司董事可就零碎股權或香港以外任何地區之任何法律限制或責任，或任何認可監管機構或任何證券交易所之規定，作出其認為必要或適當之豁免或其他安排）。

B. "THAT:

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (d) of resolution number 5A above) of all powers of the Company to purchase issued securities in the capital of the Company on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") or any other stock exchange on which the securities of the Company may be listed and recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall be in addition to any other authorization given to the directors and shall authorize the directors during the Relevant Period to procure the Company to purchase its securities at a price determined by the directors;
- (c) the aggregate nominal amount of share capital of the Company to be purchased, or agreed conditionally or unconditionally to be purchased, by the Company pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly."

B. 「動議：

- (a) 根據下文(c)段所載之規限下，一般及無條件批准本公司之董事於有關期間(定義見上述第5A項決議案之(d)段)內行使本公司之一切權力，按照所有適用之法例及香港聯合交易所有限公司(「聯交所」)證券上市規則之規定，於聯交所或本公司證券可能上市及已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，購回本公司股本中之已發行證券；
- (b) 上述(a)段所授予之批准，乃為董事獲授之任何其他授權以外之一項額外授權，授權董事於有關期間內促使本公司按董事釐定之價格購回其已發行證券；
- (c) 本公司根據上述(a)段所授予之批准，購回或有條件或無條件同意購回本公司股本之總面值，不得超過於本決議案通過當日本公司已發行股本總面值之10%，而上述批准亦須受此限制。」

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C. "THAT subject to the passing of resolutions No. 5A and No. 5B set out above, the aggregate nominal amount of shares in the capital of the Company which are repurchased by the Company under the authority granted pursuant to the abovementioned resolution No. 5B shall be added to the aggregate nominal amount of share capital of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to the authority granted pursuant to the abovementioned resolution No. 5A."

6. As special business, to consider and, if thought fit, pass 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 inserting the following new definition of "associate" after the definition of "Act" in existing Bye-law 1:

"associate" the meaning attributed to it in the rules of the Designated Stock Exchange.

Bye-law 76

1. By re-numbering existing Bye-law 76 as Bye-law 76(1);

C. 「動議待大會通過上述第5A項及5B項決議案後，將本公司根據上文第5B項決議案內所授予之授權而購回本公司股本之總面值，加入根據上文第5A項決議案所授予本公司董事之權力，可能配發或可能有條件或無條件同意配發本公司股本之總面值內。」

6. 作為特別事項，考慮並酌情通過下列決議案為特別決議案：

「動議將本公司之公司細則作出下列修改：

細則第1條

將以下「聯繫人士」之新定義加入現有細則第1條「公司法」之定義之後：

「聯繫人士」具指定證券交易所之規則所賦予之涵義。

細則第76條

1. 將現有細則第76條重新編號為細則第76(1)條：

2. By inserting the following as new Bye-law 76(2):

- (2) Where any Member is, under the rules of the Designated Stock Exchange, 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.

Bye-law 88

By deleting the existing Bye-law 88 in its entirety and replacing therewith the following new Bye-law 88:

88. No person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless a Notice signed by a Member (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also a Notice signed by the person to be proposed of his willingness to be elected shall have been lodged at the head office or at the Registration Office provided that the minimum length of the period, during which such Notice(s) are given, shall be at least seven (7) days and that the period for lodgment of such Notice(s) shall commence no earlier than the day after the dispatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting.

2. 加入作為新細則第76(2)條：

- (2) 倘任何股東根據指定證券交易所規則須就任何特定決議案放棄投票，或受限制僅可投票贊成或反對任何特定決議案，則該股東或其代表在違反該規定或限制情況下所投之票數，將不予計算在內。

細則第88條

刪除現有細則第88條全文，並以下列新細則第88條代替：

88. 除非一項由正式合資格出席大會及於會上投票之股東（並非被推選之人士）簽發之書面通知（並於該通知表明其在大會推選該人士出任董事之意願）及一項由被推選人士簽發表明其願意膺選之書面通知已於股東大會舉行日期前最少七（7）日期間（由不早於就寄發指定作該推選之股東大會通告當日起至不遲於該股東大會舉行日期前七（7）日止）呈交至總辦事處或註冊辦事處，否則概無人士（於大會退任之董事除外）合資格於任何股東大會上膺選出任董事職位（由董事推舉除外）。

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Bye-law 103

By deleting the existing Bye-law 103 in its entirety and replacing therewith the following new Bye-law 103:

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

- (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 his associates or obligations incurred or undertaken by him or any of his associates 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 himself/ themselves assumed responsibility in whole or in part whether alone or jointly under a guarantee or indemnity or by the giving of security;

細則第103條

刪除現有細則第103條全文，並以下列新細則第103條代替：

103.(1) 董事不得就其或其任何聯繫人士擁有重要權益之任何合約、安排或任何其他建議投票或計入會議之法定人數內，惟此項限制不適用於有關下列任何情況：

- (i) 向董事或其聯繫人士就其或其任何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出之款項或引致或承諾之責任而提供任何抵押或賠償保證之任何合約或安排；
- (ii) 因應本公司或其任何附屬公司之債項或責任而向第三者提供任何抵押或賠償保證，其中董事或其聯繫人士個人或共同按某項擔保或賠償保證或抵押而承擔全部或部份責任之任何合約或安排；

- (iii) any contract or arrangement 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;
- (iv) 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;
- (v) any contract 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 a shareholder other than a company in which the Director and/or his associate(s) is/are beneficially interested in aggregate in five (5) per cent or more of the issued shares or of the voting rights of any class of shares of such company (or any third company through which his interest or that of any of his associates is derived); or
- (iii) 有關發售本公司或本公司可能創辦或擁有權益之任何其他公司股份、債券或其他證券(或由本公司或該等公司發售)以供認購或購買，而董事或其聯繫人士因參與發售之包銷或分包而於當中擁有權益之任何合約或安排；
- (iv) 董事或其聯繫人士僅因持有本公司或其任何附屬公司股份、債券或其他證券權益而與其他本公司股份、債券或其他證券持有人擁有相同權益之任何合約或安排；
- (v) 有關董事或其聯繫人士直接或間接於當中擁有權益(不論以高級職員、行政人員或股東身份)之任何其他公司之任何合約或安排，惟董事及／或其聯繫人士合共實益擁有該公司(或董事或其任何聯繫人士藉以獲得權益之任何第三者公司)任何類別已發行股份或該等已發行股份之投票權之百分之五(5)或以上之權益除外；或

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- (vi) any proposal concerning the adoption, modification or operation of a share option scheme, a pension fund or retirement, death or disability benefits scheme or other arrangement which relates both to directors, his 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 class of persons to which such scheme or fund relates.
- (2) A company shall be deemed to be a company in which a Director and/or his associate(s) owns five (5) per cent or more if and so long as (but only if and so long as) he and/or his associates, (either directly or indirectly) is/are the holder(s) of or beneficially interested in five (5) per cent or more of any class of the equity share capital of such company or of the voting rights available to members of such company (or of any third company through which his interest or that of any of his associates is derived). For the purpose of this 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 authorised unit trust scheme in which the Director or his associate(s) is/are interested only as a unit holder and any shares which carry no
- (vi) 有關採納、修訂或執行同時涉及本公司或其任何附屬公司之董事、其聯繫人士及僱員之購股權計劃、退休金或退休、身故或傷殘福利計劃或其他安排之任何建議，而任何董事或其聯繫人士並不獲提供任何與該計劃或基金有關之類別人士不獲賦予之特權或利益。
- (2) 只要(惟僅只要)董事及/或其聯繫人士直接或間接為一間公司(或董事或其任何聯繫人士藉以獲得權益之任何第三者公司)之任何類別股本或該公司股東所獲投票權中百分之五(5)或以上權益之持有人或實益擁有該等權益，則該公司將被視為一間有董事及/或其聯繫人士擁有百分之五(5)或以上權益之公司。就本段而言，作為被動或託管受託人之董事或其聯繫人士所持有而彼或彼等任何一人概無擁有實益權益之任何股份、於一項信託(當中只要部份其他人士有權就此收取收入，則董事或其聯繫人士之權益將還原或為剩餘)中之任何股份，以及於一項獲授權之單位信託計劃(當中董事或其聯繫人士僅作為擁有權益之單位持有人)中及不附有股東大會之投票權及高限制性之股息及退回資本權

voting right at general meetings and very restrictive dividend and return of capital right.

- (3) Where a company in which a Director and/or his associate(s) holds five (5) per cent 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) 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 as to the entitlement of any Director (other than such 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 such other Director shall be final and conclusive except in a case where the nature or extent of the interest of the Director 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, 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 interest of such chairman as known to such chairman has not been fairly disclosed to the Board.”

By Order of the Board
Chan Mei Sheung
Company Secretary

Hong Kong, 20 April 2004

利之任何股份將不予計算在內。

- (3) 倘董事及／或其聯繫人士持有當中百分之五(5)或以上之公司於交易中擁有重大權益，則該董事及／或其聯繫人士亦被視為於該項交易中擁有重大權益。
- (4) 倘於任何董事會會議上就有關董事(大會主席除外)權益之重要性或任何董事(該主席除外)享有之投票權產生任何疑問，而該疑問不能透過其自願同意放棄投票之方式解決，除非有關董事並未就該董事所知擁有之權益性質或範圍向董事會作出公平披露，否則該疑問均由大會主席處理，而其就有關該其他董事之裁決將為最終及具決定性。倘上述任何疑問乃有關大會主席，則該疑問將以董事會決議案(該主席不得就此投票)決定，除非該主席並未就該主席所知擁有之權益性質或範圍向董事會作出公平披露，否則該決議案將為最終及具決定性。」

承董事會命
公司秘書
陳美嫦

香港，二零零四年四月二十日

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Notes:

1. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one (or if he holds two or more shares, more than one) proxy to attend and vote in his/her stead. A proxy need not be a member of the Company. If the appointer is a corporation, the form of proxy must be under its common seal, or under the hand of an officer or attorney duly authorised on its behalf.
2. In order to be valid, the form of proxy together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of that power of attorney or authority, must be deposited with the Company Secretary of the Company at 6th Floor, Tower B, Sing Tao Building, 1 Wang Kwong Road, Kowloon Bay, Hong Kong not less than 48 hours before the time appointed for holding of the meeting or any adjournment thereof.
3. The register of members of the Company will be closed from Monday, 24 May 2004 to Friday, 28 May 2004, both days inclusive, during which period no transfer of shares will be effected. In order to be eligible for attending and voting at the said meeting, all share transfers, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Tengis Limited at G/F., Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not later than 4 p.m. on Friday, 21 May 2004.

附註：

1. 凡有權出席上述通告召開之大會並於會上投票之股東，可委派一位代表（如持有兩股或以上股份，則可委派超過一位代表）代其出席及投票。受委代表毋須為本公司股東。倘若委任人為一間公司，代表委任表格必須印有公司印鑑，或經由該公司的主要人員或獲正式授權的授權人簽署。
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）或經證明之該授權書或授權文件副本，最遲須於大會或其任何續會舉行時間四十八小時前交回本公司之公司秘書，地址為香港九龍灣宏光道一號星島大廈B座六樓，方為有效。
3. 本公司將由二零零四年五月二十四日星期一至二零零四年五月二十八日星期五（首尾兩天包括在內）暫停辦理股份過戶登記手續。為符合出席上述大會並於會上投票的資格，股東須於二零零四年五月二十一日星期五下午四時正前將所有股份過戶文件連同有關股票交回本公司之股份過戶登記處香港分處登捷時有限公司，地址為香港灣仔告士打道56號東亞銀行港灣中心地下。