

Notice of Annual General Meeting

股東週年大會通告

NOTICE IS HEREBY GIVEN that the annual general meeting of Technology Venture Holdings Limited (the "Company") will be held at the Board Room of 8th Floor, Tianjin Building, 167 Connaught Road West, Hong Kong on 21 May 2004 at 11:00 a.m. to transact the following ordinary business:

1. to receive and consider the audited consolidated financial statements and reports of the directors and auditors for the year ended 31 December 2003;
2. to re-elect directors and to authorise the board of directors to fix their remuneration;
3. to re-appoint auditors and to authorise the board of directors to fix their remuneration;

and, as special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as Ordinary Resolutions:

4. "THAT:
 - (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with unissued shares ("Share" and each a "Share") of HK\$0.10 each in the capital of the Company and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

茲通告宏昌科技集團有限公司(「本公司」)訂於二零零四年五月二十一日上午十一時正於香港干諾道西167號天津大廈8樓會議廳舉行股東週年大會·藉以處理下列普通事項:

1. 省覽及考慮截至二零零三年十二月三十一日止年度之經審核綜合財務報表與董事會及核數師之報告;
2. 重選董事並授權董事會釐定董事酬金;
3. 續聘核數師並授權董事會釐定其酬金;

及作為特別事項·考慮並酌情通過下列決議案為普通決議案而不論有否作出修訂:

4. 「動議:
 - (a) 在下文(c)段之限制下·依據香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)·謹此一般及無條件批准本公司董事於有關期間(釋義見下文)內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港元之未發行股份(「股份」及每一「股份」)·以及作出或授予可能需行使上述權力之售股建議·協議及購股權·包括可認購股份之認股權證;

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- (b) the approval in paragraph (a) above shall authorise the directors of the Company 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;
- (c) the aggregate nominal amount of share capital allotted issued and dealt with or agreed conditionally or unconditionally to be allotted issued and dealt with (whether pursuant to options 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 defined below); or (ii) the exercise of any options granted under any share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of:
- (aa) 20% of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this Resolution; and
- (bb) (if the directors of the Company are so authorised by a separate ordinary Resolution of the shareholders of the Company) the nominal amount of any share capital of the Company repurchased by the Company subsequent to the passing of this Resolution (up to a maximum equivalent to 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this Resolution),
- (b) 上文(a)段之批准將授權本公司董事於有關期間內作出或授予或需於有關期間結束後行使上述權力之售股建議、協議及購股權；
- (c) 本公司董事依據上文(a)段之批准、配發、發行或處理或有條件或無條件同意配發、發行或處理（不論是否根據購股權配發）之股本面值總額，除因(i)配售新股（釋義見下文）；或(ii)任何根據本公司之購股權計劃授出之購股權獲行使；或(iii)任何根據本公司不時有效之公司細則規定須配發及發行股份代替股份之全部或部份股息之代息股份或類似安排；或(iv)根據本公司之任何認股權證或任何可兌換為股份之證券之條款因認購或換股權獲行使而發行之股份外，不得超過下列兩者之總和：
- (aa) 本決議案通過日期本公司已發行股本面值總額之20%；及
- (bb)（倘本公司董事獲本公司股東通過另一項普通決議案授權，）於本決議案通過之後本公司所購回本公司任何股本之面值（最多相等於本決議案通過日期本公司已發行股本面值總額之10%），

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and the authority pursuant to paragraph (a) of this Resolution shall be limited accordingly; and

故依據本決議案(a)段獲得之權力須相應受到限制；及

(d) for the purposes of this Resolution:

(d) 就本決議案而言：

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

「**有關期間**」指由本決議案通過日期至下列各項之較早日期止之期間：

- (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 bye-laws of the Company, the Companies Act 1981 of Bermuda (the “Companies Act”) or any other applicable law of Bermuda to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this Resolution;

- (i) 本公司下屆股東週年大會結束之日；
- (ii) 依照本公司之公司細則、百慕達一九八一年公司法（「公司法」）或百慕達任何其他適用法例規定本公司下屆股東週年大會須予召開之期限屆滿之日；及
- (iii) 本公司股東於股東大會上通過一項普通決議案撤銷或修訂本決議案授予本公司董事權力之日期；

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for 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 Shares (subject to such exclusion 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, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or

「**配售新股**」指於本公司董事指定之期間內，向於指定記錄日期名列股東名冊之股份持有人，根據其當時所持之股份數量按比例提呈發售股份或提呈或發行可認購股份之認股權證、購股權或其他賦予可認購股份權利之證券（惟本公司董事可就零碎股份之權益，或在顧及香港以外任何司法權區之法例或香港以外任何認可監管機構或任何證券交易所之規定所引致之任何限制或責任，或因考慮香港以外任

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the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

5. “THAT:

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period of all powers of the Company to purchase the Shares of the Company and warrants of the Company, subject to and in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the Companies Act and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares and warrants which may be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company or 10% of the aggregate amount of outstanding warrants of the Company (as the case may be) as at the date of the passing of this Resolution and the authority pursuant to paragraph (a) of this Resolution shall be limited accordingly; and
- (c) for the purposes of this resolution, “Relevant Period” means the period from the date of the passing of this Resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;

何司法權區之法例或香港以外任何認可監管機構或任何證券交易所之規定所引致之任何限制或責任可能涉及之費用或延誤下·作出彼等認為必須或適當之豁免或其他安排)。」

5. 「動議:

- (a) 在下文(b)段之限制下·一般及無條件批准本公司董事於有關期間內·受限於及根據證券及期貨事務監察委員會與聯交所之規則及規例·公司法及就此所有其他適用法例·行使本公司一切權力·購回本公司股份及本公司之認股權證;
- (b) 本公司依據上文(a)段之批准於有關期間內所購回之股份及認股權證面值總額·不得超過本決議案通過日期本公司已發行股本面值總額之10%或未行使認股權證之10%(以適用者為準)·故依據本決議案(a)段獲得之權力須相應受到限制;及
- (c) 就本決議案而言·「有關期間」指由本決議案通過日期至下列各項之較早日期止之期間:
 - (i) 本公司下屆股東週年大會結束之日;

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- (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, the Companies Act or any other applicable law of Bermuda to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this Resolution.”

- (ii) 本公司之公司細則、公司法或百慕達任何其他適用法例規定本公司須召開下屆股東週年大會之期限屆滿之日；及
- (iii) 本公司股東於股東大會上通過一項普通決議案撤銷或修訂本決議案授予本公司董事之權力。」

6. “**THAT** conditional upon the passing of Resolutions 4 and 5 as set out in the notice convening this meeting, the aggregate nominal amount of the number of Shares that shall have purchased by the Company after the date thereof pursuant to and in accordance with Resolution 5 shall be added to the aggregate nominal amount of Shares that may be issued and allotted or agreed conditionally or unconditionally to be issued and allotted by the directors of the Company pursuant to the general mandate to issue and allot granted to the directors of the Company by Resolution 4.”

6. 「**動議**於召開大會通告所載第4及5項決議案獲通過後，於本公司依據及按照第5項決議案於有關決議案獲通過之日後購回之股份數目面值總額，加入依據第4項決議案授予本公司董事發行及配發之一般授權以發行及配發或同意有條件或無條件發行及配發之股份面值總額。」

and, as special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as Special Resolutions:

及作為特別事項，考慮及酌情通過下列決議案為特別決議案不而不論有否作出修訂：

7. “**THAT** “宏昌科技集團有限公司” be and is hereby adopted as the Chinese name of the Company and THAT such Chinese name be filed and/or registered with the Registrar of Companies in Hong Kong under Part XI of the Companies Ordinance (Cap. 32) of the Laws of Hong Kong and the directors of the Company be and are hereby authorized to do all such acts, deeds and things as they may, in their absolute discretion, deem fit, to effect and implement such adoption of Chinese name of the Company.”

7. 「**動議**謹此採納「宏昌科技集團有限公司」為本公司中文名稱，並動議根據香港法例第32章公司條例XI部之規定，向香港公司註冊處處長存置及／或註冊該中文名稱；另謹此授權本公司董事採取所有彼等全權酌情認為合適之行動、契約或其他事宜，以便執行及實施採納本公司中文名稱。」

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8. "THAT the Bye-laws of the Company be amended as follows:—"
- (1) By substituting the existing definition of "associate" with the following new definition in Bye-law 1:
- "associate" shall have the meaning attributed to it in the Exchange Listing Rules;"
- (2) By adding the following new definition of "Exchange Listing Rules" in Bye-law 1:
- "Exchange Listing Rules" shall mean the Rule Governing the Listing of Securities on the Stock Exchange, as amended from time to time;"
- (3) By re-numbering the existing Bye-law 81 as Bye-law 81(a);
- (4) By inserting the following paragraph as new Bye-law 81(b):
- "(b) Where the Company has knowledge that any shareholder is, under the Exchange 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."
8. 「動議修改本公司之公司細則如下:—」
- (1) 以下列新增之釋義取代現有公司細則第1條「聯繫人士」之釋義:
- 「聯繫人士」須具備證券交易所規則所賦予涵義:
- (2) 於公司細則第1條加入以下「交易所上市規則」之新釋義:
- 「[交易所上市規則]指不時修訂之聯交所證券上市規則:」
- (3) 重編現有公司細則第81條為公司細則第81(a)條:
- (4) 加入下列段落為新公司細則第81(b)條:
- 「(b) 倘本公司得悉,任何股東根據聯交所上市規則須規定就任何特定決議案放棄投票或受限制須就任何特定決議案僅投贊成票或僅投反對票,則任何有關股東或其代表作出而有違該規定或限制之投票不予計算。」

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- (5) By deleting the existing Bye-law 110(H), Bye-law 110(I) and Bye-law 110(J) in its entirety and replacing therewith the following new Bye-law 110(H), Bye-law 110(I) and Bye-law 110(J):

“(H) A Director shall not vote (nor be counted in the quorum) on any resolution of the Directors approving any contract or arrangement or proposal in which he or any of his associates is materially interested, and if he shall do so his vote shall not be counted (nor is he counted in the quorum for that resolution), but this prohibition shall not apply to any of the following matters namely:

- (i) any contract or arrangement for the giving by the Company of any security or indemnity to the Director or any of his associate(s) in respect of money lent or obligation undertaken by him or any of them for the benefit of the Company or any of its subsidiaries;
- (ii) any contract or arrangement for the giving by the Company of any security 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 guaranteed or secured in whole or in part;

- (5) 刪除現有公司細則第110(H)條、公司細則第110(I)條及公司細則第110(J)條全文，並加入以下新公司細則第110(H)條、公司細則第110(I)條及公司細則第110(J)條予以取代：

「(H) 董事不得對任何批准董事或其任何聯繫人士擁有重大利益之任何合約或安排或建議而提呈之決議案投票，亦不得計入法定人數之內，倘彼已投票亦將不予點算，亦不得計入該決議案之法定人數之內，惟本限制不適用於下列任何事項：

- (i) 本公司就董事或彼之任何聯繫人士以本公司或其任何附屬公司之利益借出款項或作出承擔而向彼或彼之任何聯繫人士提供任何抵押或彌償保證之合約或安排；
- (ii) 本公司就董事或其聯繫人士本身擔保或抵押全部或部分本公司或其任何附屬公司之債項或承擔而向第三方提供任何抵押之合約或安排；

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(iii) any contract or arrangement by the Director or his associate(s) to subscribe for shares or debentures or other securities of the Company to be issued pursuant to any offer or invitation to the shareholders or debenture or securities holders of the Company or to the public which does not provide the Director or his associate(s) any privilege not generally accorded to any other shareholders or debenture or securities holders of the Company or to the public;

(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 his associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer and/or for the purposes of making any representations, the giving of any covenants, undertakings or warranties or assuming any other obligations in connection with such offer;

(iii) 董事或彼之聯繫人士認購本公司根據任何提呈或邀請而發行予本公司股東或債權證或證券之持有人或公眾之股份、債權證或其他證券的任何合約或安排，而該等合約或安排並不賦予董事或彼之聯繫人士一般與本公司股東或債權證或證券之持有人或公眾不同之特權；

(iv) 有關提呈本公司或本公司可能發起或擁有權益之任何其他公司之股份、債權證或其他證券以供認購或購買之任何合約或安排，而董事或彼之聯繫人士因參與出售建議的包銷或分包銷而有利益關係及／或就有關提呈而作出任何聲明、提供任何契約、承諾或保證、或承擔任何其他責任；

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- (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 by virtue only of his interest in shares or debentures or other securities of the Company and/or his/their being the offeror or one of the offerors or is/are interested in one of the offerors for the purchase or effective acquisition of such shares, debentures or other securities;
- (vi) any contract or arrangement concerning any other company in which the Director or his associate(s) is/are interested directly or indirectly whether as an officer, a director and/or an employee and/or a shareholder or in which 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 the voting equity share capital of such company or of the voting rights of any class of shares of such company (or of third company through which his interest or that of any of his associates is derived);
- (v) 董事或彼之聯繫人士僅因於本公司之股份或債權證或其他證券擁有權益及／或其就購買或有效收購該等股份、債權證或其他證券而身為提呈人或提呈人之一或於其中一名提呈人擁有權益，而如本公司股份或債權證或其他證券其他持有人般以相同方式擁有權益的任何合約或安排；
- (vi) 任何涉及其他公司之合約或安排，而董事或其聯繫人士以高級職員、董事及／或僱員及／或股東身分而直接或間接擁有權益，或董事及其任何聯繫人士並非合共擁有該公司（或彼或彼之任何聯繫人士之權益透過其衍生之第三方公司）任何類別具投票權股本之已發行股份或任何類別股份之投票權5%或以上；

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- (vii) any proposal or arrangement for 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 benefit scheme or personal pension plan under which a Director or his associate(s) may benefit and which has been approved by or is subject to and conditional on approval by the relevant taxing authorities for taxation purposes or relates both to Directors, his associate(s) and employees of the Company or of any of its subsidiaries and does not give the Director or his associate(s) any privilege not generally accorded to the class of persons to whom such scheme or fund relates;
- (viii) any proposal concerning the adoption, modification or operation of any employees' share 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 its subsidiaries under which the Director or his associate(s) may benefit; and
- (ix) any contract, agreement, transaction or proposal concerning the purchase and/or maintenance of any insurance policy for the benefit of any Director, his associate(s), officer or employee pursuant to the By-laws."
- (vii) 有關本公司或其附屬公司僱員利益之任何建議或安排，包括採納、修訂或執行養老金或退休金、身故或殘疾撫恤金計劃或董事或彼之聯繫人士可能擁有利益且已獲有關稅務機關就徵稅批准或有待批准或與本公司或其任何附屬公司之董事、其聯繫人士及僱員有關個人養老金計劃，而該等建議或安排並不賦予董事或其聯繫人士一般與該等計劃或基金有關人員之類別不同之權利；
- (viii) 有關採納、修訂或執行任何涉及由本公司向本公司或其附屬公司之僱員或為彼等之利益而發行或授出有關股份或其他證券之購股權之僱員股份計劃之任何建議，而董事或其聯繫人士可從該建議受惠；及
- (ix) 根據公司細則就任何董事、其聯繫人士、高級職員或僱員之利益而購買及／或維持任何保單之任何合約、協議、交易或建議。」

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“(I) A company shall be deemed to be a company in which a Director and/or his associate(s) owns 5% or more if and so long as (but only if and so long as) he and/or his associates, (either directly or indirectly) are the holders of or beneficially interested in 5% 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.

(J) Where a company in which a 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.”

「(I) 倘董事及／或其聯繫人士仍然（但僅限於彼仍然）直接或間接持有或實益擁有該公司（或彼或任何彼之聯繫人士之權益透過其衍生之任何第三方公司）任何類別股本或該公司股東之投票權5%或以上權益，則該公司被視作由彼及／或彼之聯繫人士擁有5%或以上權益之公司。就本段而言，董事或其聯繫人士作為被動受託人或保管受託人身分持有但彼本身或彼之任何聯繫人士並無實益權益之任何股份、董事或其聯繫人士在其中的權益為復歸權或剩餘權益之信託（但僅限於若干其他人士仍有權收取該信託之收入）之任何構成股份，以及董事或其聯繫人士僅以單位持有人身分持有權益之認可單位信託計劃之任何構成股份，一概不予計算。

(J) 倘董事及／或其聯繫人士於一家彼等持有5%或以上權益之公司在交易中擁有重大權益，則該董事及／或其聯繫人士亦須視作於該項交易中擁有重大權益。」

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- (6) By deleting the words "at least seven clear days before the date of the general meeting" in the last sentence of Bye-law 116 and replacing therewith the following proviso:

"provided that the minimum length of the period, during which such notice(s) are given, should be at least 7 days and that the period for lodgment of such notice 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 7 days prior to the date of such meeting."

- (7) By deleting the words "Special Resolution" in the first line of the existing Bye-law 117 and inserting in its place the words "Ordinary Resolution" and by deleting the margin note of the existing Bye-law 117 in its entirety and inserting in its place a new margin note "Power to remove Director by Ordinary Resolution".

- (6) 於公司細則第116條最後一句刪除「於股東大會舉行日期前最少足七日」字句，並以下列條文取代：

「惟提交有關通告之最短期限最少為七日，而提交有關通告之期限須最早由有關選舉之指定股東大會通告寄發翌日起計，最遲為舉行該大會日期前七日。」

- (7) 刪除現有公司細則第117條第一行「特別決議案」一詞，並加入「普通決議案」一詞，以及刪除現有公司細則第117條旁註全文，並加入新旁註「通過普通決議案撤換董事之權力」。

By order of the board of directors
Technology Venture Holdings Limited
Chan Tze Ngon
Chairman

承董事會命
宏昌科技集團有限公司
 主席
陳子昂

Hong Kong, 28 April 2004

香港，二零零四年四月二十八日

Registered office:

Clarendon House
 2 Church Street
 Hamilton HM 11
 Bermuda

*Head office and Principal place
 of business in Hong Kong:*

8th Floor, Tianjin Building
 167 Connaught Road West
 Hong Kong

註冊辦事處:

Clarendon House
 2 Church Street
 Hamilton HM11
 Bermuda

*香港總辦處及
 主要營業地點:*

香港
 干諾道西167號
 天津大廈8樓

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Notes:

1. A shareholder entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and, subject to the provisions of the bye-laws of the Company, vote in his stead. A proxy need not be a shareholder of the Company.
2. A form of proxy for use at the annual general meeting is enclosed. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, at the offices of the Company's Hong Kong branch registrars, Tengis Limited at Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not later than 48 hours before the time of the meeting or adjourned meeting and in default the proxy shall not be valid. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the above meeting or any adjournment thereof, should he so wish.
3. In relation to proposed Resolution no. 2 above, Mr Fu Yan Yan will retire and, being eligible, will offer himself for re-election at the above meeting pursuant to bye-law 114 of the bye-laws of the Company.

Mr Chow Siu Lam, Cliff and Mr Tang Kin Hung will retire from their respective offices of directors at the above meeting pursuant to bye-law 111 of the bye-laws of the Company and, being eligible, offer themselves for re-election.

4. In relation to proposed Resolutions nos. 4 and 6 above, approval is being sought from the shareholders for the grant to the directors of a general mandate to authorise the allotment and issue of Shares under the Listing Rules. The directors have no immediate plans to issue any new Shares other than Shares which may fall to be issued under the share option scheme of the Company or any scrip dividend scheme which may be approved by the shareholders.
5. In relation to proposed Resolution no. 5 above, the directors wish to state that they will exercise the powers conferred thereby to purchase Shares or warrants in circumstances which they deem appropriate for the benefit of the shareholders. An explanatory statement containing the information necessary to enable the shareholders to make an informed decision to vote on the proposed Resolution as required by the Listing Rules is set out in another set of documents enclosed in the annual report for the year ended 31 December 2003 sent to shareholders.
6. In relation to proposed Resolutions nos. 7 and 8 above, approval is being sought from the Shareholders for the adoption of Chinese name and the amendment of the Bye-laws of the Company.

附註:

1. 凡有權出席上述通告召開之大會及於會上投票之股東，均有權委任一名或以上之代表出席大會，並在本公司之公司細則規定之限制下代其投票。受委代表毋須為本公司股東。
2. 茲附奉股東週年大會適用之代表委任表格。務請按照表格印備之指示填妥代表委任表格，有關代表委任表格連同簽署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，須於大會或續會舉行時間48小時前交回本公司之香港股份登記及過戶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方為有效。如違反上述各項，代表委任表格須視作無效。閣下填妥及交回代表委任表格後，仍可按意願親身出席上述大會或其任何續會，並於會上投票。
3. 就上文建議之第2項決議案而言，傅欣欣先生將依據本公司之公司細則第114條於上述大會退任董事一職，惟其具資格並願意膺選連任。

周少霖先生及鄧健洪先生將依據本公司之公司細則第111條於上述大會退任董事一職，惟彼等均具資格並願意膺選連任。

4. 就上文建議之第4項及第6項決議案而言，本公司徵求股東批准授予董事根據上市規則配發及發行股份權力之一般授權。除根據本公司之購股權計劃或股東批准之任何以股代息計劃可能需發行之股份外，董事並無發行新股份之即時計劃。
5. 就上文建議之第5項決議案而言，董事擬聲明，彼等將在其認為對股東有利之情況下行使該決議案所賦予購回股份或認股權證之權力。載有上市規則所規定給予股東必須資料，以便股東就投票表決議之決議案作出知情決定之說明函件，將載於另一份隨同截至二零零三年十二月三十一日止年度年報一併寄予股東之文件內。
6. 就上文建議之第7項及第8項決議案而言，本公司要求股東批准採納中文名稱及修訂本公司之公司細則。