

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Shenzhen Investment Limited (“the Company”) will be held at Cherry Room, InterContinental Hong Kong, 18 Salisbury Road, Kowloon, Hong Kong on Thursday, 3rd June, 2004 at 3:00 p.m. for the following purposes:—

1. To receive and consider the financial statements and the directors’ and auditors’ reports of the Company for the year ended 31st December, 2003.
2. To declare a final dividend for the year ended 31st December, 2003.
3. To elect Directors and to fix the Directors’ fees.
4. To re-appoint Auditors and to authorise the Directors to fix their remuneration.

As special business, to consider and, if thought fit, to pass with or without amendments the following resolutions as ordinary resolutions of the Company:—

ORDINARY RESOLUTIONS

5. **“THAT:**
 - (a) subject to paragraph (b) of this resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the securities of the Company may be listed and is recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
 - (b) the aggregate nominal amount of shares to be repurchased by the Company pursuant to the approval of paragraph (a) of this resolution shall not exceed 10 per cent. 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 authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

茲通告深圳控股有限公司(「本公司」)謹訂於二零零四年六月三日(星期四)下午三時正假座香港九龍梳士巴利道十八號香港洲際酒店樓廳舉行股東週年大會,以便處理下列事項:—

1. 省覽本公司截至二零零三年十二月三十一日止年度之財務報表及董事會報告書與核數師報告書。
2. 宣佈派發截至二零零三年十二月三十一日止年度之末期股息。
3. 選舉董事及釐定董事袍金。
4. 重聘核數師及授權董事會釐定其酬金。

作為特別事項,考慮及酌情通過下列決議案為本公司普通決議案(不論有否修訂):—

普通決議案

5. **「動議:**
 - (a) 在本決議案(b)段之規限下,一般及無附帶條件批准本公司董事會於有關期間(按下文所界定)內行使本公司所有權力,於香港聯合交易所有限公司(「聯交所」)或本公司之證券可能上市並經由證券及期貨事務監察委員會及聯交所就此而認可之任何其他證券交易所,遵循及按照不時經修訂之所有適用之法例及/或聯交所證券上市規則或任何其他證券交易所之規定,購回本公司股本中之股份;
 - (b) 本公司依據本決議案(a)段之批准獲將會購回之股份面值總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百分之十,而本決議案(a)段之權力亦須受此限制;及

(c) for the purposes of this resolution:

“Relevant Period” means the period from the 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 law to be held; and
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution.”

6. **“THAT:**

- (a) subject to paragraph (c) of this resolution and pursuant to Section 57B of the Companies Ordinance, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make and grant offers, agreements and options (including warrants, bonds, debentures, notes and other shares which carry rights to subscribe for or are convertible into shares of the Company) which would or might require shares to be allotted be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the directors of the Company during the Relevant Period to make and grant offers, agreements and options (including warrants, bonds, debentures, notes and other shares which carry rights to subscribe for or are convertible into shares of the Company) which would or might require shares to be allotted after the end of the Relevant Period;

(c) 就本決議案而言：

「有關期間」乃指本決議案獲通過之時起至下列任何最早之日期止之期間：

- (i) 本公司下屆股東週年大會結束時；
- (ii) 法例規定本公司須舉行下屆股東週年大會期限屆滿之日；及
- (iii) 本公司股東在股東大會上通過普通決議案撤銷或修改本決議案授予本公司董事之權力。」

6. 「動議：

- (a) 在本決議案(c)段之規限下及根據公司條例第57B條，一般及無附帶條件批准本公司董事會於有關期間（按下文所界定）內行使本公司所有權力，以配發、發行及處理本公司股本中之額外股份，並作出或授予或需配發股份之售股建議、協議及期權（包括附有權利認購或可轉換為本公司股份之認股權證、債券、債權證、票據及其他股份）；
- (b) 本決議案(a)段之批准將授權本公司董事會於有關期間內作出或授予或需要於有關期間結束後配發股份之售股建議、協議及期權（包括附有權利認購或可轉換為本公司股份之認股權證、債券、債權證、票據及其他股份）；

(c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of rights of subscription or conversion under the terms of any existing warrants, bonds, debentures, notes or other securities issued by the Company which carry rights to subscribe for or are convertible into shares of the Company; or (iii) the exercise of options granted under any option scheme or similar arrangement for the time being adopted for the grant or issue of shares or rights to acquire shares in the Company; 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 of the Company in accordance with the articles of association of the Company, shall not exceed 20 per cent. 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; and

(d) for the purposes of this resolution:

“Relevant Period” means the period from the 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 law to be held; and
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution.”

(c) 本公司董事會根據本決議案(a)段之批准·配發或同意有附帶條件或無附帶條件配發(不論是否根據期權而配發)之股本面值總額(根據(i)供股(按下文所界定)·或(ii)行使附有權利認購或可轉換為本公司股份之任何現有認股權證·債券·債權證·票據或其他本公司發行之證券之認購權或換股權·或(iii)根據當時採納之任何優先認股計劃或類似安排以給予或發行本公司股份或購買本公司股份之權利而授出之期權獲行使或(iv)根據本公司之組織章程細則就以股代息計劃或類似安排提供配發股份以代替就本公司股份派發之全部或部份股息除外)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百分之二十·而上述批准亦須受此數額限制·及

(d) 就本決議案而言：

「有關期間」乃指本決議案獲通過之時起至下列任何最早之日期為止之期間：

- (i) 本公司下屆股東週年大會結束時；
- (ii) 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通過普通決議案撤銷或修改本決議案授予本公司董事之權力。」

“Rights Issue” means an offer of shares or issue of options, warrants or other securities giving the right to subscribe for shares of the Company open for a period fixed by the directors of the Company to holders of shares whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of such shares of the Company (or, where appropriate such other securities) (subject in all cases 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 in, any territory applicable to the Company).”

7. “**THAT** subject to the passing of resolution nos. 5 and 6 set out in the notice convening this meeting, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and deal with additional shares in the Company pursuant to resolution no. 6 set out in the notice convening this meeting be and is hereby extended by the addition thereto of 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 set out in the notice convening this meeting, provided that such extended amount shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution.”

As special business, to consider and, if thought fit, to pass with or without amendments the following resolution as a special resolution of the Company:—

SPECIAL RESOLUTION

8. “**THAT** the Articles of Association of the Company be and are hereby amended in the following manner:—
- (a) Article 2
- (i) by deleting the definition of “associate” in Article 2 in its entirety and substituting therefor the following new definition and its marginal note:—

“associate” shall have the meaning ascribed to it under the Listing Rules; associate

「供股」乃指本公司董事會於其所指定時間內根據於某一指定記錄日期已名列本公司股東名冊之股份持有人（及，如適用，向本公司其他證券之合資格持有人），按彼等當時持有該等本公司股份（或，如適用，該等其他證券）之比例向彼等提出股份要約或發行期權、認股權證或其他有權認購本公司股份之證券（惟在所有情況下本公司董事可就零碎配額或就經顧及任何適用於本公司之任何地區之法律或任何認可監管機構或任何證券交易所之規定之任何限制或責任後而必須或權宜豁免權利或作出其他安排）。

7. 「**動議**待召開本大會通告所載之第5及第6項決議案獲通過後，擴大本公司董事會根據召開本大會通告所載之第6項決議案行使本公司之權力配發、發行及處置本公司額外股份之一般授權，將代表本公司根據召開本大會通告所載之第5項決議案授予之權力購回之本公司股本面值總額加入該項一般授權中；惟該擴大之數額不得超過本決議案獲通過當日本公司股本面值總額之百分之十。」

作為特別事項，考慮及酌情通過下列決議案為本公司特別決議案（不論有否修訂）：—

特別決議案

8. 「**動議**按下列方式修訂本公司之組織章程細則：—
- (a) 章程細則第2條
- (i) 刪掉章程細則第2條「聯繫人士」釋義全文，並以下列新釋義及旁註取代：

「聯繫人士」指上市規則所賦予之涵義； 聯繫人士

- (ii) by deleting the definition of “clearing house” in Article 2 in its entirety and substituting therefor the following new definition and its marginal note:—

“clearing house” shall mean a recognised clearing house within the meaning of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);

clearing house

- (iii) by adding the following definitions and their marginal notes immediately after the definition of “dollars” in Article 2:—

“electronic communication” shall mean a communication sent by electronic transmission in any form through any medium, cable and telex message;

electronic communication

“Entitled Person” shall mean an “entitled person” as defined under the Companies Ordinance;

entitled person

“the Listing Rules” shall mean the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and any amendments thereto for the time being in force;

Listing Rules

- (iv) by deleting the words “Secretary for administrative service and information” in the last line of the definition of “newspaper” in Article 2 and substituting therefor the words “Chief Secretary for Administration”.

- (v) by adding the following definition and its marginal note immediately after the definition of “the register” in Article 2:—

“relevant financial documents” shall mean the “relevant financial documents” as defined under the Companies Ordinance;

relevant financial documents

- (ii) 刪掉章程細則第2條「結算所」釋義全文，並以以下列新釋義及其旁註取代：—

「結算所」指香港法例第 結算所
五百七十一章證券及期貨條例所界定之認可結算所；

- (iii) 在章程細則第2條「元」釋義之後，加插下列釋義及其旁註：—

「電子通訊」指透過任何 電子通訊
媒介、電報及電傳訊息以電子傳送方式發送之任何形式通訊；

「有權利的人」指公司條例所界定之「有權利的人」；

有權利的人

「上市規則」指當時生效之香港聯合交易所有限公司證券上市規則及其任何修訂；

上市規則

- (iv) 刪掉章程細則第2條「報章」釋義最後一行「行政服務及資訊秘書」等字眼，並以「政務司司長」取代；

- (v) 緊隨章程細則第2條「登記冊」釋義之後，加插下列釋義及其旁註：—

「有關財務文件」指公司條例所界定之「有關財務文件」；

有關財務文件

(vi) by adding the following definition and its marginal note immediately after the definition of “shareholders” or “members” in Article 2:–

“summary financial report” shall mean the summary financial report as defined under the Companies Ordinance;

(vi) 緊隨章程細則第2條「股東」或「成員」釋義之後，加插下列釋義及其旁註：–

「財務摘要報告」指公司條例所界定之「財務摘要報告」；

(vii) by deleting the definition of “writing” or “printing” in Article 2 in its entirety and substituting therefor the following new definition and its marginal note:–

“writing” and “printing” shall mean written or printed or printed by lithography or printed by photography or typewritten or produced by any other modes of representing words or figures in a visible form or, to the extent permitted by, and in accordance with the Companies Ordinance and other applicable laws, rules and regulations, any visible substitute for writing (including an electronic communication), or partly in one visible form and partly in another visible form;

(vii) 完全刪掉章程細則第2條「書寫」或「印行」之釋義，並以下列新釋義及其旁註取代：–

「書寫」及「印行」指以書寫、印行、平版印刷、影印、打印或以任何其他能夠看見之文字或數字表達方式，或（根據公司條例或其他適用法例、規則及規例並在其容許之情況下）任何可代替書寫並能夠看見之替代方式（包括電子通訊），或部份以一種能夠看見之方式而部份以另一種能夠看見之方式；

(viii) by adding the following paragraph and its marginal note as the last paragraph of Article 2:–

“References to a document being executed include references to its being executed under hand or under seal or, to the extent permitted by, and in accordance with the Companies Ordinance and other applicable laws, rules and regulations, by electronic signature or by any other method. References to a document, to the extent permitted by, and in accordance with the Companies Ordinance and other applicable laws, rules and regulations, include references to any information in visible form whether having physical substance or not.”.

(viii) 加插以下一段及其旁註，作為章程細則第2條最後一段：–

「凡指一份文件簽立，均包括親筆或以印章或（根據公司條例或其他適用法例、規則及規例並在其容許之情況下）以電子簽署方式或以任何其他方式簽立。凡指文件，均包括（根據公司條例或其他適用法例、規則及規例並在其容許之情況下）以能夠看見之方式存在之任何資料，不論是否實質存在。」。

(b) Article 15

by deleting the existing Article 15 in its entirety and substituting therefor the following new Article and its marginal note:—

“15. Every person whose name is entered as a member in the register shall be entitled to receive within such period of time as may be prescribed by the Companies Ordinance or the Listing Rules after allotment or lodgement of a transfer (or within such other period as the conditions of issue shall provide) one certificate for all his shares or, if he so request, in a case where the allotment or transfer is of a number of shares in excess of the number for the time being forming the stock exchange board lot, upon payment, (i) in the case of an allotment, of a fee not exceeding such maximum amount as may from time to time be prescribed by the Listing Rules for every certificate after the first; or (ii) in the case of a transfer, of a fee not exceeding such maximum amount as may from time to time be prescribed by the Listing Rules for every certificate, such number of certificates for shares in stock exchange board lots or multiples thereof as he shall request and one for the balance (if any) of the shares in question, provided that in respect of a share or shares held jointly by several persons the Company shall not be bound to issue a certificate or certificates to each other person, and the issue and delivery of a certificate or certificates to one of several joint holders shall be sufficient delivery to all such holders.”.

Share
certificates

(b) 章程細則第15條

完全刪掉現有章程細則第15條，並以下列新章程細則及其旁註取代：—

[15. 凡已於股東名冊內列為股東之人士，均有權在股份配發或提交過戶文件後於公司條例或上市規則所訂明之期間（或在股份發行條件所規定之其他期間）內，就其名下全部股份獲發一張股票，或倘該股東提出有關要求，而所配發或轉讓之股份數目超出當時聯交所一手買賣單位之數目時，則在該股東支付：—(i)倘屬配發股份，則為股東就首張股票後之每張股票支付不超過上市規則不時訂明金額上限之費用或(ii)倘屬轉讓股份，則為股東就每張股票支付不超過上市規則不時訂明金額上限之費用後，按其要求根據聯交所一手買賣單位之數目或其倍數獲發有關數目之股票，並就有關股份餘額（如有）獲發一張股票。倘一股或多股股份由多位人士聯名持有，本公司毋須就此向每名聯名持有人發出一張或多張股票，而向其中一名聯名持有人發出及交付一張或多張股票，即視作已交付股票予所有聯名持有人。]

股票

(c) Article 19

by deleting the words “as The Stock Exchange of Hong Kong Limited may determine to be the maximum fee payable or such lesser sum as the Board may determine” after the word “any,” in the second line of Article 19 and substituting therefor the words “not exceeding such maximum amount as may from time to time be prescribed by the Listing Rules”.

(d) Article 39

by deleting the words “of such maximum sum as The Stock Exchange of Hong Kong Limited may determine to be payable or such lesser sum as the Board may from time to time require” after the word “fee” in the first line of paragraph (a) of Article 39 and substituting therefor the words “not exceeding such maximum amount as may from time to time be prescribed by the Listing Rules”.

(e) Article 42

by deleting the words “without charge” after the word “issued” and “him” in the third line and the fifth line of Article 42 respectively and substituting therefor the words “with a fee not exceeding the maximum amount as may from time to time be prescribed by the Listing Rules” respectively.

(f) Article 73

(i) by inserting the words “unless a poll is taken as may from time to time be required under the Listing Rules or any other applicable laws, rules or regulations or” before the word “unless” in the second line of the first paragraph of Article 73.

(ii) by inserting the words “a poll is so taken as required under the Listing Rules or any other applicable laws, rules or regulations or unless” after the word “Unless” at the beginning of the second paragraph of Article 73.

(c) 章程細則第19條

刪掉章程細則第19條第二行「有)」字眼後之「香港聯合交易所有限公司可能釐定之應付金額上限或董事會可能釐定之較少款項」等字眼，並以「不超過上市規則不時訂明之金額上限」等字眼取代。

(d) 章程細則第39條

刪掉章程細則第39條(a)段第一行「費用」等字眼後之「香港聯合交易所有限公司可能釐定之應付金額上限或董事會可能不時規定之較少款項」等字眼，並以「不超過上市規則不時訂明之金額上限」等字眼取代。

(e) 章程細則第42條

刪掉分別於章程細則第42條第三行及第五行「已發行」及「彼」等字眼後之「免費」一詞，並分別以「須繳付不超過上市規則不時訂明金額上限之費用」等字眼取代。

(f) 章程細則第73條

(i) 在章程細則第73條第一段第二行「除非」一詞之前，加插「除非根據上市規則或任何其他適用法例、規則或規例之不時規定須進行投票表決，或」等字眼。

(ii) 在章程細則第73條第二段起首「除非」一詞之後，加插「根據上市規則或任何其他適用法例、規則或規例之規定須進行投票表決或除非」等字眼。

(g) Article 82

by adding the following new paragraph and its marginal note immediately after paragraph (b) of Article 82:

“(c) Where the Company has knowledge that any member is, under any applicable laws and the 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 member in contravention of such requirement or restriction shall not be counted.”

Voting in
contravention to
Listing Rules.

(h) Article 93

by adding the following new paragraph immediately after paragraph (d) of Article 93:-

“(e) An alternate Director shall be deemed to be the agent of the Director who appoints him. A Director who appoints an alternate Director shall be vicariously liable for any tort committed by the alternate Director while acting in the capacity of alternate Director.”

(i) Article 100

(i) by deleting paragraphs (h), (i), (j) and (k) of Article 100 in their entirety and substituting therefor the following new paragraphs:

“(h) 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) to his knowledge is/are materially interested, 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 his associate(s) in respect of money lent 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;

(g) 章程細則第82條

在章程細則第82條(b)段之後加插以下新段落及其旁註:

[(c) 倘本公司知悉任何股東根據任何適用法例及上市規則之規定,須就任何特定決議案放棄投票或受限制僅能就任何特定決議案投贊成或反對票,則該股東或其代表在所作出而違反有關規定或限制之投票,將不予計算在內。]

違反上市規則
之投票

(h) 章程細則第93條

在章程細則第93條(d)段後加插以下新段落:-

[(e) 替任董事將被視為所委任董事之代理人。委任替任董事之董事須就替任董事以替任董事身份作出之任何侵權行為負上法律責任。]

(i) 章程細則第100條

(i) 完全刪掉章程細則第100條(h)、(i)、(j)及(k)段,並以以下列新段落取代:

[(h) 董事不得就彼或(就彼所知)其任何聯繫人士擁有重大利益之任何合約或安排或任何其他建議之任何董事會決議案投票,亦不應計入法定人數內,惟本項限制不適用於下列事項:-

(i) 本公司就董事或其任何聯繫人士應本公司或其任何附屬公司要求,或為本公司或其任何附屬公司之利益借出款項或招致或承擔責任,而向董事或其聯繫人士提供任何抵押或彌償保證之任何合約或安排;

- (ii) any contract or arrangement for the giving by the Company 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;
 - (iii) any contract, arrangement or proposal 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;
 - (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 by virtue only of his/their interest in shares or debentures or other securities of the Company;
 - (v) any contract, arrangement or proposal 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 shareholder or in which the Director and/or his associate(s) 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 per cent. or more of the issued shares or voting rights of any class of shares of such company (or of any third company through which his interest or that of his associates is derived);
- (ii) 本公司就本公司或其任何附屬公司之債務或責任向第三方人士提供任何抵押或彌償保證之任何合約或安排，而董事或其聯繫人士本身已根據一項擔保或彌償保證或透過提供抵押就有關債務或責任個別或共同承擔全部或部份責任；
 - (iii) 涉及本公司或本公司可能創辦或擁有權益之任何其他公司提呈發售股份或債權證或其他證券以供認購或購買之任何合約、安排或建議，而董事或其聯繫人士（作為參與者）在或將會在有關發售之包銷或分包銷中擁有利益；
 - (iv) 董事或其聯繫人士擁有權益之任何合約或安排，而董事或其聯繫人士基於在本公司股份或債權證或其他證券中擁有權益而與其他本公司股份或債權證或其他證券之持有人以同一方式在有關合約或安排中擁有權益；
 - (v) 涉及董事或其聯繫人士僅作為高級人員或行政人員或股東而於其中擁有直接或間接權益之任何其他公司，或董事及／或其聯繫人士於其中擁有實益股份權益之任何其他公司之任何合約、安排或建議，惟董事及其任何聯繫人士於有關公司（或董事或其聯繫人士透過其獲得權益之任何第三方公司）已發行股份或任何類別股份投票權中擁有之實益權益合共不得超過百分之五或以上；

- (vi) 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 the Directors, his associates and employees of the Company or any of its subsidiaries or its associated companies and does not provide in respect of any Director or his associate(s) any privilege not generally accorded to the employees to whom such scheme or fund relates; and
- (vii) any proposal or arrangement concerning the adoption, modification or operation of any 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 any of its subsidiaries under which the Director or his associate(s) may benefit. "
- (i) A company shall be deemed to be a company in which a Director and/or his associate(s) own(s) 5 per cent. or more if and so long as (but only if and so long as) he and/or his associate(s) is/are (either directly or indirectly) the holder(s) of or beneficially interested in 5 per cent. or more of any class of the equity share capital of such company (or of any third company through which his interest or that of any of his associates is derived) or of the voting rights available to members of such company. 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 voting right at general meetings and very restrictive dividend and return of capital right.
- (vi) 涉及本公司或其附屬公司僱員福利之任何建議或安排，包括採納、修訂或管理與董事、其聯繫人士及本公司或其任何附屬公司或其聯營公司之僱員有關之退休基金或退休、身故或傷殘福利計劃，而有關基金或計劃並無給予董事或其聯繫人士任何相關僱員一般不會享有之特權；及
- (vii) 涉及採納、修訂或管理任何有關本公司發行或授出可認購股份或其他證券之購股權予本公司或其任何附屬公司之僱員（或為彼等之利益而發行或授出）之股份計劃之任何建議或安排，而董事或其聯繫人士或會從有關股份計劃中受惠。」
- (i) 倘及只要（惟僅倘及只要）董事及／或其聯繫人士（直接或間接）於某公司（或董事或其任何聯繫人士透過其獲得權益之任何第三方公司）之任何類別股份股本或其股東所獲投票權中持有或實益擁有百分之五或以上權益，則該公司應被視為董事及／或其聯繫人士擁有百分之五或以上權益之公司。就本段而言，有關權益不應計入董事或其聯繫人士以被動受託人或託管人身份持有而並無擁有實益權益之任何股份、董事或其聯繫人士之權益屬剩餘權益或復歸權益之信託（只要若干其他人士可收取其收入）所包括之任何股份，以及董事或其聯繫人士僅以單位持有人身份擁有權益之法定單位信託計劃所包括之任何股份，以及並無附帶在股東大會投票之權利且股息及退回資本權利極為有限之任何股份。

- (j) Where a company in which a Director and/or his associate(s) hold(s) 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.
- (k) 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 his associate(s) or as to the entitlement of any Director (other than such chairman) to vote or be counted in the quorum and such question is not resolved by his voluntarily agreeing to abstain from voting or not to be counted in the quorum, 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 and/or his associate(s) 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 be counted in the quorum but 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.”.
- (ii) by adding the words “or his associate(s) is/are” immediately after the word “is” in the fourth line of paragraph (l) of Article 100.
- (iii) by adding the words “or whose associate(s) is/are” immediately after the word “is” in the third line of paragraph (m) of Article 100.
- (j) 倘董事及／或其聯繫人士持有百分之五或以上權益之公司在 一項交易中擁有重大權益，則該董事及／或其聯繫人士亦將被視為於該項交易中擁有重大權益。
- (k) 倘在任何董事會會議上就董事（會議主席除外）或其聯繫人士權益之重大程度或任何董事（會議主席除外）是否有權投票或計入法定人數提出任何問題，而問題未能因有關董事自願同意放棄投票或計入法定人數而解決，則有關問題將交由會議主席決定，會議主席就有關其他董事作出之決定將為最終決定，除非據有關董事所知其本身及／或其聯繫人士之權益性質或程度未有向董事會作出公平披露，則作別論。倘就會議主席提出任何上述問題，則問題將會以董事會決議案（就此而言，會議主席應計入法定人數但不得就此投票）決定，而該決議案將為最終決定，除非據會議主席所知其本身之權益性質或程度未有向董事會作出公平披露，則作別論。」。
- (ii) 在章程細則第100條(l)段第四行「乃」一詞後加插「或其聯繫人士乃」等字眼。
- (iii) 在章程細則第100條(m)段第三行「乃」一詞後加插「或其聯繫人士乃」等字眼。

(j) Article 105

by deleting the existing Article 105 in its entirety and substituting therefor the following Article and its marginal note:

“105. 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 for his willingness to be elected shall have been lodged at the registered 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 despatch of the notice of the general meeting appointed for such election and ending no later than seven (7) days prior to the date appointed for such general meeting.”

Notices to be given when person proposed for election.

(k) Article 107

by deleting the words “special resolution” in the first line of Article 107 and the marginal note of Article 107 and substituting therefor the words “ordinary resolution”.

(l) Article 123

by deleting the word “three Directors” after the word “determined” in the third line of Article 123 and substituting therefor the words “two Directors”.

(j) 章程細則第105條

完全刪掉現有章程細則第105條，並以下列章程細則及其旁註取代：

「105. 除於大會上退任之董事外，任何人士（除非經董事會推薦競選）概無資格於任何股東大會上競選董事職務，惟以下情況例外：經由正式合資格出席及於會上投票之股東（獲建議參選之人士除外）簽署通知，表明有意提名該名人士參選，而獲提名之人士亦簽署通知表示參選意願，則該（等）通知須提交註冊辦事處，並須已給予本公司最少七（7）天之最短通知期，提交該（等）通知之期限應由不早於寄發該項選舉之股東大會通告翌日起至不遲於該股東大會指定舉行日期前七（7）天止。」

提名任何人士參選時須發出之通知

(k) 章程細則第107條

刪掉章程細則第107條第一行中「特別決議案」等字眼及章程細則第107條旁註，並以「普通決議案」等字眼取代。

(l) 章程細則第123條

刪掉章程細則第123條第三行中「決定」一詞後之「三名董事」等字眼，並以「兩名董事」等字眼取代。

(m) Article 163

by deleting Article 163 in its entirety and substituting therefor the following new Article and its marginal note:

“163.(a) The Board shall from time to time in accordance with the provisions of the Companies Ordinance cause to be prepared and laid before the Company at its annual general meeting the relevant financial documents and summary financial report.

(b) Subject to paragraph (c) of this Article, the Company shall in accordance with the Companies Ordinance and other applicable laws, rules and regulations, deliver or send to every member of, and every holder of debentures of, the Company and to every Entitled Person a copy of the relevant financial documents of the Company or a copy of the summary financial report in place of a copy of the relevant financial documents from which the report is derived, not less than twenty-one days before the date of the general meeting of the Company concerned (or such other time as is permitted under the Companies Ordinance and other applicable laws, rules and regulations).

(c) Where any Entitled Person has, in accordance with the Companies Ordinance and other applicable laws, rules and regulations, agreed or is deemed to have agreed to his having access to the relevant financial documents and/or the summary financial report on the Company’s computer network as mentioned in Article 168 or, to the extent permitted by, and in accordance with the Companies Ordinance and other applicable laws, rules and regulations, in any other manner (including any other form of electronic communication) instead of being sent the documents or report, as the case may be (an “assenting

(m) 章程細則第163條

完全刪掉章程細則第163條，並以下列章程細則及其旁註取代：

[163.(a) 董事會應不時遵照公司條例之條文編製並在本公司股東週年大會上呈報有關財務文件。

有關財務文件及財務摘要報告

(b) 在本章程細則(c)段之規限下，本公司應遵照公司條例及其他適用法例、規則及規例，最遲於本公司有關股東大會舉行日期二十一天前（或公司條例及其他適用法例、規則及規例容許之其他時間），向本公司每位股東及每位債權證持有人及每位有權利的人，交付或送交本公司有關財務文件或財務摘要報告，以代替該報告所摘錄之有關財務文件。

(c) 倘任何有權利的人遵照公司條例及其他適用法例、規則及規例，同意或被視為同意進入章程細則第168條所述之本公司電腦網絡瀏覽有關財務文件及／或財務摘要報告，或根據公司條例、其他適用法例、規則及規例之規定並在其容許之情況下，以任何其他方式（包括任何其他電子通訊方式）閱覽，以代替由本公司

person”), the publication or making available by the Company, in accordance with the Companies Ordinance and other applicable laws, rules and regulations, on the Company’s computer network referred to above of the relevant financial documents and/or the summary financial report throughout the period beginning not less than twenty-one days before the date of the general meeting of the Company concerned and ending on such date in accordance with the Companies Ordinance and other applicable laws, rules and regulations (or such other period or time as is permitted under the Companies Ordinance and other applicable laws, rules and regulations) or in such other manner, shall be treated as having sent a copy of the relevant financial documents or a copy of the summary financial report to an assenting person in satisfaction of the Company’s obligations under paragraph (b) of this Article.”.

向其送交該等文件或報告(視屬何情況而定)(「同意之人士」),則本公司根據公司條例及其他適用法例、規則及規例之規定,於根據公司條例及其他適用法例、規則及規例規定之期間(該期間最遲由本公司舉行有關股東大會前二十一天起計,至該大會舉行當日結束),或於公司條例及其他適用法例、規則及規例容許之其他時限或時間內,在上文所述之本公司電腦網絡內或以其他方式刊登或提供有關財務文件及/或財務摘要報告,即被視為本公司已向同意之人士送交有關財務文件或財務摘要報告,履行了本章程細則(b)段所訂明之責任。」。

(n) Articles 167, 168, 169 and 170

(n) 章程細則第167、168、169及170條

by deleting Articles 167, 168, 169 and 170 in their entirety and substituting therefor the following new Articles and their marginal notes:

完全刪掉章程細則第167、168、169及170條,並以下列新章程細則及其旁註取代:

“167. Every Entitled Person shall register with the Company an address either in Hong Kong or elsewhere to which notices can be sent and if any member shall fail so to do, notice may be given to such member by sending the same in any of the manners hereafter mentioned to his last known place of business or residence, or if there be none, by posting the same for one day at the registered office of the Company or by posting the same on the

Address of shareholders and service of notices to joint holders.

[167.每位有權利的人均需向本公司登記一個香港或其他地方之地址,供本公司送交通告之用。如任何股東未有登記地址,則本公司會以下文所述任何方式,送交至最後記錄之一個營業地址或住址,或如無記錄,則本公司會將通告張貼於註冊辦事處一天或刊登於本公司之

股東地址及向聯名持有人寄發通告

website of the Company or any other electronic means. In the case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.

網站，或以任何其他電子方式向該等股東發出通告。倘屬股份聯名持有人，所有通告將發送予在股東名冊上排名首位之聯名持有人，而以此方式發出通告後，即視為已向所有聯名持有人發出通告。

168. Any notice or document (including any "corporate communication" as defined in the Listing Rules), whether or not to be given or issued under the Companies Ordinance, other applicable laws, rules and regulations or these presents from the Company, may be served or delivered by the Company upon any Entitled Person:

Service of notices.

168. 任何通告或文件（包括上市規則所界定之任何「公司通訊」），不論是否根據公司條例、其他適用法例、規則及規例或本文件之規定發表或發出，均可由本公司透過下列任何一種途徑，向有權利的人送達或交付：

送達通告

- (i) personally;
- (ii) by sending it through the post in a prepaid envelope or wrapper addressed to such person at his registered place of address;
- (iii) by advertisement in English in at least one English language newspaper and in Chinese in at least one Chinese language newspaper and for such period as the Board shall think fit to the extent permitted by, and in accordance with the Companies Ordinance and other applicable laws, rules and regulations;

- (i) 親身；
- (ii) 以預付郵資之郵遞方式，在信封或封套上列明該位人士之登記地址寄予該人士；
- (iii) 根據公司條例、其他適用法例、規則及規例之規定並在其容許之情況下，於董事認為適當之期間，在最少一份英文報章（以英文）及在最少一份中文報章（以中文）刊登廣告；

- (iv) by sending or transmitting it as an electronic communication to such person at any telex or facsimile transmission number or electronic number or electronic address or computer network or website supplied by him to the Company for the giving of notice or document from the Company to him to the extent permitted by, and in accordance with the Companies Ordinance and other applicable laws, rules and regulations;
- (v) by publishing it on the Company's computer network and giving to such person a notice in accordance with the Companies Ordinance, other applicable laws, rules and regulations stating that the notice or other document is available there (a "notice of publication") to the extent permitted by, and in accordance with the Companies Ordinance and other applicable laws, rules and regulations. The notice of publication may be given to such person by any of the means set out in paragraphs (i) to (iv) or (vi) of this Article; or
- (vi) by sending or otherwise making available to such person through such means to the extent permitted by, and in accordance with, the Companies Ordinance and other applicable laws, rules and regulations.
- (iv) 根據公司條例及其他適用法例、規則及規例之規定並在其容許之情況下，由本公司以電子通訊方式，將通告或文件送交或傳送至該位人士給予本公司之任何電傳或傳真通訊號碼或電子號碼或電郵地址或電腦網絡或網站；
- (v) 遵照公司條例、其他適用法例、規則及規例，在本公司電腦網絡刊登及發送通告予有關人士，表明所提供之該等通告或其他文件乃根據公司條例、其他適用法例、規則及規例之規定並在其容許之情況下在有關網站可供查閱（「刊登通知」）。刊登通知可按本章程細則第(i)至(iv)或(vi)段所訂明之各種方式發送予有關人士；或
- (vi) 根據公司條例、其他適用法例、規則及規例之規定並在其容許之情況下，送交或以任何其他方式提供予有關人士。

<p>169. (a) Any notice or other document (including any corporate communication as defined in the Listing Rules) given or issued by or on behalf of the Company:-</p>	<p>When notice deemed to be served.</p>	<p>169. (a) 由本公司或本公司代表發表或發出之任何通告或其他文件(包括上市規則所界定之任何公司通訊):</p>	<p>通告被視為送達之時間</p>
<p>(i) if served or delivered in person, shall be deemed to have been served or delivered at the time of personal service or delivery, and in proving such service or delivery, a certificate in writing signed by the Secretary (or other officer of the Company or such other person appointed by the Board) that the notice or document was so served or delivered shall be conclusive evidence thereof;</p>		<p>(i) 倘採用親身送達或交付方式,須被視為親身送達或交付之時已送達或交付;在證明送達或交付通告或文件時,由秘書(或本公司其他高級人員或由董事會委任之其他人士)書面簽署證明上述通告或文件已按上述方式送達或交付之證明書,即屬不可推翻之證據;</p>	
<p>(ii) if served or delivered by post, shall be deemed to have been served or delivered on the day following that on which the envelope or wrapper containing the same is put into a post box, and in proving such service or delivery, it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly prepaid, addressed and put into such post box. A certificate in writing signed by the Secretary (or such other officer of the Company or such other person appointed by the Board) that the envelope or wrapper containing the notice or other document was so prepaid, addressed and put into the post shall be conclusive evidence thereof;</p>		<p>(ii) 倘採用郵遞送達或交付方式,須被視為於載有上述通告或文件之信封或封套投入郵箱翌日已送達或交付;在證明送達或交付通告或文件時,只須證明該等載有上述通告或文件之信封或封套已妥為預付郵資、載有正確地址並已投入郵箱即可。由秘書(或本公司其他高級人員或由董事會委任之其他人士)書面簽署證明該等載有上述通告或其他文件之信封或封套已按上述方式預付郵資、載有正確地址並已投入郵箱之證明書,即屬不可推翻之證據;</p>	

(iii) if sent or transmitted as an electronic communication in accordance with Article 168(iv) or through such means in accordance with Article 168(vi), shall be deemed to have been served or delivered at the time of the relevant despatch or transmission. A notice or document published in the Company's computer network in accordance with Article 168(v), shall be deemed to have been served or delivered on the day following that on which a notice of publication is sent to the Entitled Person. In proving such service or delivery, a certificate in writing signed by the Secretary (or such other officer of the Company or such other person appointed by the Board) as to the fact and time of such service, delivery, despatch, transmission or publication shall be conclusive evidence provided that no notification that the electronic communication has not reached its recipient has been received by the sender, except that any failure in transmission beyond the sender's control shall not invalidate the effectiveness of the notice or document being served; and

(iii) 倘根據章程細則第168(iv)條採用電子通訊方式送交或傳送，或採用章程細則第168(vi)條訂明之方式送交或傳送，須被視為於作出有關派發或傳送之時已送達或交付上述通告或文件。根據章程細則第168(v)條在本公司電腦網絡公佈之通告或文件，須被視為於向有權利的人發出刊登通知翌日已送達或交付。在證明送達或交付通告或文件時，由秘書（或本公司其他高級人員或由董事會委任之其他人士）書面簽署證明作出該等送達、交付、派發、傳送或公佈之事實及時間之證明書，即屬不可推翻之證據（此乃假設寄件者並無收到任何通知表示電子通訊未能傳送至收件者）；惟基於寄件者控制範圍以外之原因而未能傳送，則不得致使通告或文件之送達變為無效；及

- (iv) if served by advertisement in a newspaper in accordance with Article 168(iii), shall be deemed to have been served on the day on which such notice or document is first published.
- (b) Subject to the Companies Ordinance and other applicable laws, rules and regulations, any notice or other document (including but not limited to the documents referred to in Article 163 and corporate communication as defined in the Listing Rules) may be given by the Company in the English language only, in the Chinese language only or in both. Where a person has in accordance with the Companies Ordinance and other applicable laws, rules and regulations consented to receive notices and other documents (including but not limited to the documents referred to in Article 163 and any corporate communication as defined in the Listing Rules) from the Company in the English language only or the Chinese language only but not both, it shall be sufficient for the Company to serve on or deliver to him any such notice or document in such language only in accordance with these presents unless and until there is a notice of revocation or amendment of such consent given or deemed to have been given by such person to the Company in accordance with the Companies Ordinance and other applicable laws, rules and regulations which shall have effect in respect of any notice or document to be served on or delivered to such person subsequent to the giving of such notice of revocation or amendment.
- (iv) 倘根據章程細則第168(iii)條採用報章廣告方式送達，須被視為於上述通告或文件首次刊發當日已經送達。
- (b) 在公司條例及其他適用法例、規則及規例之規限下，本公司可發出任何通告或其他文件（包括但不限於章程細則第163條所述之文件及上市規則所界定之公司通訊）之英文本、中文本或中英兩個文本。任何人士凡根據公司條例及其他適用法例、規則及規例同意收取本公司發出通告或其他文件（包括但不限於章程細則第163條所述之文件及上市規則所界定之公司通訊）之英文本或中文本（但並非中英兩個文本），則本公司僅須根據本文件之規定向該人士送達或交付該等通告或文件之有關語文版本，除非及直至該人士就其根據公司條例及其他適用法例、規則及規例向本公司發出或視作已發出通知撤銷或修正上述同意，而此舉僅對發出上述撤銷或修正通知後送達或交付予該人士之通告或文件具有效力。

170. A notice or document may be given by or on behalf of the Company to the person(s) entitled to a share in consequence of death, mental disorder or bankruptcy of a member in such manner as provided in Article 168 in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.”.

Service of notice to persons entitled on death, mental disorder or bankruptcy of a member.

170. 因股東身故、精神紊亂或破產而對股份有權利之人士，可獲本公司或本公司代表根據章程細則第168條所規定之有關方式向該（等）人士寄發通告或文件，猶如股東並無身故、精神紊亂或破產。」。

向於股東身故、精神紊亂或破產時有權利之人士送達通告

(o) Article 172

by deleting the words “by post or left at the registered address of any member in pursuance of these presents” in the first and second lines of Article 172 and substituting therefor the words “to any member in such manner as provided in Article 168”.

(o) 章程細則第172條

刪掉章程細則第172條第一行及第二行中「根據本文件以郵遞方式寄往或留置在任何股東之登記地址」等字眼，並以「以章程細則第168條規定之方式送往任何股東」等字眼取代。

(p) Article 173

by deleting the words “written or printed” in Article 173 and substituting therefor the words “written, printed or made electronically”.

(p) 章程細則第173條

刪掉章程細則第173條中「書寫或印行」等字眼，並以「書寫、印行或以電子方式作出」等字眼取代。

(q) Article 178

by deleting the words “paragraph (c) of the proviso to Section 165 of the Ordinance” in the fourth line of paragraph (a) of Article 178 and substituting therefor the words “Section 165(2) of the Companies Ordinance”.

(q) 章程細則第178條

刪掉章程細則第178條(a)段第四行中「條例第165條但書(c)段」等字眼，並以「公司條例第165(2)條」等字眼取代。

(r) new Article 179

by adding the following new Article and its marginal note immediately after Article 178:—

(r) 新章程細則第179條

在章程細則第178條之後加插下列新章程細則及其旁註：—

“179. The Company shall have power to purchase and maintain for any Director, or other officer or Auditors of the Company:—

[179. 本公司有權就以下的法律責任為本公司之任何董事或其他高級人員或核數師購買並持有保險：—

(a) insurance against any liability to the Company, a related company or any other party in respect of any negligence, default, breach of duty or breach of trust (save for fraud) of which he may be guilty in relation to the Company or a related company; and

Liability insurance

(a) 就彼犯了與本公司或某關連公司有關之疏忽、失責、失職或違反信託行為（欺詐行為除外）而招致對本公司、某關連公司或任何其他人的法律責任；及

責任保險

(b) insurance against any liability incurred by him in defending any proceedings, whether civil or criminal, taken against him for any negligence, default, breach of duty or breach of trust (including fraud) of which he may be guilty in relation to the Company or a related company.

(b) 就彼犯了與本公司或某關連公司有關之疏忽、失責、失職或違反信託行為(包括欺詐行為)而在針對彼提出之民事或刑事訴訟程序中進行辯護所招致的法律責任。

For the purpose of this Article 179, "related company" means any company which is the Company's subsidiary or holding company or a subsidiary of the Company's holding company."

就本章程細則第179條而言，「關連公司」乃指本公司之附屬公司或控股公司或本公司控股公司之附屬公司之任何公司。」

By order of the Board
HU Aimin
Chairman

承董事會命
主席
胡愛民

Hong Kong, 27th April, 2004

香港，二零零四年四月二十七日

Registered Office:
8th Floor, New East Ocean Centre,
9 Science Museum Road,
Tsimshatsui,
Kowloon,
Hong Kong.

註冊辦事處:
香港
九龍
尖沙咀
科學館道9號
新東海商業中心八樓

Notes:

附註:

1. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.
2. To be valid, a form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority must be deposited at the registered office of the Company at 8th Floor, New East Ocean Centre, 9 Science Museum Road, Tsimshatsui, Kowloon, Hong Kong not less than 48 hours before the time for holding the meeting or any adjournment thereof.

1. 凡有權出席大會並於會上投票之本公司股東，均有權委派一位或多位代表出席，並於投票表決時代其投票。受委代表毋須為本公司股東。
2. 代表委任表格連同授權簽署該表格之授權書或其他授權文件(如有)或經公證人簽署證明之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送達本公司之註冊辦事處(地址為香港九龍尖沙咀科學館道9號新東海商業中心八樓)，方為有效。

3. The register of members of the Company will be closed from Monday, 31st May, 2004 to Thursday, 3rd June, 2004, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for the proposed final dividend and to determine the identity of the shareholders who are entitled to attend and vote at the meeting, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Registrars, Standard Registrars Limited, at Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong for registration not later than 4:00 p.m. on Friday, 28th May, 2004.
4. With regard to item 3 of this notice, the Directors seeking re-election are Mr. LIU Zixian, Mr. LIU Jianhua, Ms. ZHAO Mingfeng, Mr. LIANG Kaiping and Mr. ZHU Huoyang.
5. With regard to items 3 and 5 to 8 of this notice, a circular giving details of the general mandates to repurchase shares and to issue shares and amendments to the Articles of Association of the Company and details of directors seeking re-election will be despatched to the shareholders together with the Annual Report 2003 of the Company on 27th April, 2004.
3. 本公司將由二零零四年五月三十一日(星期一)至二零零四年六月三日(星期四)(首尾兩天包括在內)暫停辦理股份過戶登記手續,期間股份將不獲過戶。為確保收取建議之末期股息之權利及釐定有權出席大會並於會上投票之股東身份,所有正式填妥之過戶文件連同有關股票必須於二零零四年五月二十八日(星期五)下午四時正前送達本公司之股份過戶登記處標準證券登記有限公司(地址為香港灣仔告士打道56號東亞銀行港灣中心地下),辦理過戶登記手續。
4. 就本通告第3項而言,競選連任之董事為劉子先先生、劉建華先生、趙明豐女士、梁開平先生及朱火養先生。
5. 就本通告第3及第5至第8項而言,本公司將於二零零四年四月二十七日向股東寄發一份通函,當中載有購回及發行股份之一般授權、修訂本公司組織章程細則及尋求重選連任董事之詳情。有關通函將連同本公司之二零零三年年報一併寄發。