

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of the Company will be held at the C1 Conference Room, 11 Dai Hei Street, Tai Po Industrial Estate, Tai Po, New Territories, Hong Kong at 11:00 a.m. on Friday, 25th June 2004 for the following purposes:

1. To receive and consider the audited financial statements for the period from 1st April, 2003 to 31st December, 2003 and the reports of directors and auditors' thereon.
2. To re-elect retiring directors and to fix their remuneration.
3. To re-appoint auditors for the year ending 31st December, 2004 and to authorise the directors to fix their remuneration.
4. By way of special business to consider and, if thought fit, pass with or without modification, the following resolutions as ordinary resolutions:

(A) "That:

- (i) subject to paragraph (iii) of this Resolution, the exercise by the directors of the Company during the Relevant Period of all the powers of the Company to allot and issue or otherwise deal with additional shares in the share capital of the Company or securities convertible into Shares, or options, warrants or similar right to subscribe for any Shares, and to make or grant offers, agreements or options which might require such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) of this Resolution, 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 power after the end of the Relevant Period;
- (iii) the aggregate nominal amount of share capital allotted and issued or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued, by the directors of the Company pursuant to the approval in paragraph (i) of this Resolutions, otherwise than pursuant to issue of Shares as a result of:

(a) a Rights Issue (as hereinafter defined); or

茲通告本公司謹訂於二零零四年六月二十五日星期五上午十一時假座香港新界大埔大埔工業大禧街11號C1會議室舉行股東週年大會，藉以進行下列事項：

1. 省覽截至二零零三年止四月一日至二零零三年十二月三十一日期間之經審核財務報表及董事會與核數師之報告。
2. 重選退任董事及釐訂其酬金。
3. 續聘截至二零零四年十二月三十一日止年度之核數師，並授權董事會釐訂其酬金。
4. 作為特別事項，考慮並酌情通過（不論有否作出修訂）下列普通決議案：

(A) 「動議：

- (i) 除本決議案第(iii)段另有規定外，一般及無條件批准本公司董事會於有關期間內行使本公司全部權力，以便配發及發行或以其他方式處理本公司股本中之額外股份，或可轉換為股份證券，或購股權、認股權證，或可認購任何股份之類似權力，並作出或授予可能須行使該等權力之建議、協議或購股權，惟須遵守所有適用法例之規定；
- (ii) 本決議案第(i)段所述之批准將授權本公司董事會於有關期間內作出或授予可能須於有關期間終結後行使該項權力之售股建議、協議及購股權；
- (iii) 本公司董事會根據本決議案第(i)段之批准所配發及發行或同意有條件或無條件配發及發行（不論是否根據購股權或以其他方式配發）之股本面值總額，惟不包括下列事項而發行之股份：

(a) 配售新股（定義見下文）；或

- (b) 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, pursuant to the Bye-laws of the Company from time to time; or
- (c) the exercise of any option granted under any share option scheme or similar arrangement for the time being adopted and approved by the shareholders of the Company for the grant or issue to directors or employees or eligible participants of the Company and/or any of its subsidiaries of shares or rights to acquire shares in the Company; or
- (d) the exercise of subscription rights or conversion rights attaching to any warrants or any other securities convertible into shares which may be issued by the Company,

shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this Resolution and the said approval shall be limited accordingly; and

- (iv) for the purpose of this resolution:

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

- the conclusion of the next annual general meeting of the Company; and
- the expiration of the period within which the next annual general meeting of the Company is required by the Company’s bye-laws or any applicable law to be held; and
- the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Right Issue” means an offer of Shares open for a period fixed by the directors of the Company to holders of ordinary shares of the Company on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the director of the Company may deem necessary or expedient in relation to fractional

- (b) 根據本公司不時之公司細則進行之以股代息計劃或類似安排，以替代本公司股份之全部或部份股息；或
- (c) 因任何購股權計劃授出之任何購股權獲行使或本公司股東當時採納及批准有關向本公司及／或其任何附屬公司之董事或僱員或其他合資格參加者授出或發行股份或可認購本公司股份之權利之類似安排；或
- (d) 行使本公司可能發行之任何認股權證或任何其他可換股證券所附認購權或兌換權，

不得超過本決議案通過當日本公司已發行股本面值總額20%，而上述批准亦以此數額為限；及

- (iv) 就本決議案而言：

「有關期間」指由通過本決議案之日起至下列日期（以較早者為準）止之期間：

- 本公司下屆股東週年大會結束之日；
- 本公司之公司細則或任何適用法例規定本公司須舉行下屆股東週年大會之指定期限屆滿之日；及
- 本公司股東於股東大會上通過普通決議案撤銷或修訂本決議案之日。

「配售新股」指乃本公司董事會於指定期間內向於指定記錄日期名列股東名冊之本公司普通股持有人按彼等當時之持股比例建議發售股份（惟本公司董事會可就零碎股份作出認為必需或權宜之安排，或因香港以外任何地區之法例所構成之任何限制或責任，或

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).”

(B) “THAT:

- (i) subject to paragraph (ii) of this Resolution, the exercise by the directors of the Company during the Relevant Period of all the powers of the Company to repurchase its own securities on The Stock Exchange of Hong Kong Limited or on any other stock exchange on which the securities may be listed and recognised for this purpose by the Securities and Futures Commission and The Stock Exchange of Hong Kong Limited, subject to and in accordance with all applicable laws and rules be and is hereby generally and unconditionally approved;
- (ii) the aggregate nominal amount of securities of the Company purchased or repurchased by the Company pursuant to paragraph (i) of this Resolution, shall be no more than 10% of the aggregate nominal amount of the existing issued share capital of the Company at the date of this meeting, and the authority pursuant to paragraph (i) shall be limited accordingly;
- (iii) for the purposes of this resolution, “**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earlier of:
  - the conclusion of the next annual general meeting of the Company;
  - the expiration of the period within which the next annual general meeting of the Company is required by the Company’s bye-laws or any applicable law to be held; and
  - the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

為符合該等地區之認可監管機構或任何證券交易所之規定而作出豁免或其他安排。」

(B) 「動議：

- (i) 除本決議案第(ii)段另有規定外，一般及無條件批准本公司董事於有關期間內行使本公司全部權力，在香港聯合交易所有限公司（「聯交所」）或本公司股份可能上市且獲證券及期貨事務監察委員會與聯交所就此認可之任何其他證券交易所，購回本公司股份，惟須對合作有適用法例及／或聯交所（如適用）任何其他地方證券交易所不時修訂之證券上市規則之規定；
- (ii) 本公司於有關期間內根據本決議案第(i)段之規定而購買之本公司證券之總面值將不超過本公司於本會議舉行日期之現有已發行股本總面值10%，故第(i)段所述之授權將受相應限制；
- (iii) 就本決議案而言，「有關期間」指由通過本決議案之日起至下列日期（以較早者為準）止之期間：
  - 本公司下屆股東週年大會結束之日；
  - 法例或本公司之公司細則或任何適用法例規定本公司須舉行下屆股東週年大會之指定期限屆滿之日；及
  - 本公司股東於股東大會上通過普通決議案撤銷或修訂本決議案之日。」

(C) “That conditional upon Resolutions 4A and 4B above being passed, the general mandate granted to directors of the Company for the time being in force to exercise the powers the Company to allot, issue and deal with additional shares of the Company pursuant to Resolution 4A be and is hereby extended by the addition to the aggregate nominal amount of share capital of the Company which may be allotted, issued, and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with by the directors of the Company pursuant to such general mandate of an amount representing the aggregate nominal amount of the shares repurchased by the Company under the authority granted pursuant to Resolution 4B, provided that such extended amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this Resolution.”

(C) 「動議待上文第4A及第4B項決議案獲通過後，謹此擴大本公司董事獲授並於當時有效以根據第4A項決議案配發、發行及處理本公司額外股份之一般權力，方法為加入本公司董事根據該一般授權而可能配發、發行及處理，或有條或無條件同意將予配發、發行及處理之本公司股份面值總額（即本公司根據第4B項決議案所授予之授權而購回之本公司股本面值總額），惟所擴大之面值不得超過本公司於通過本決議案當日之已發行股本面值總額之10%」。

By order of the Board  
**Lam Kwok Yan**  
*Chairman*

承董事會命  
主席  
藍國恩

Hong Kong, 27th April, 2004

香港，二零零四年四月二十七日

*Notes:*

1. Any member entitled to attend and vote at the meeting shall be entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
2. The form of proxy must be lodged at the head office and principal place of business of the Company in Hong Kong not less than 48 hours before the time appointed for the meeting. Completion and return of the proxy will not preclude a member from attending and voting in person.

*附註：*

1. 凡有權出席大會及投票之股東有權委任一名或多位人士為代表代其出席及投票。受委任代表毋須為本公司股東。
2. 代表委任表格必須不遲於大會指定舉行時間48小時前送達本公司在香港之總辦事處及主要營業地點。填妥及交回代表委任表格後，股東仍可親身出席及投票。