

Notice of Annual General Meeting

股東週年大會通告

NOTICE IS HEREBY GIVEN that the annual general meeting of Sa Sa International Holdings Limited ("Company") will be held at Chatham Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Thursday, 26th August 2004 at 11:00 a.m. for the following purposes:-

1. To receive and consider the audited consolidated financial statements and the reports of the directors and auditors for the year ended 31st March 2004.
2. To consider and declare a final dividend and a special dividend for the year ended 31st March 2004.
3. To re-elect the retiring directors and to authorise the board of directors ("Board") to fix the directors' remuneration.
4. To re-appoint auditors and to authorise the Board to fix their remuneration.

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

ORDINARY RESOLUTIONS

5. **"THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited ("Stock Exchange") granting approval of the listing of, and permission to deal in, the shares of HK\$0.10 each ("Share") in the share capital of the Company to be issued pursuant to the exercise of options which may be granted under the Refreshed Scheme Mandate Limit (as defined below), pursuant to clause 7.2 of the share option scheme adopted by the Company on 29th August 2002 ("Scheme"), approval be and is hereby generally and unconditionally granted for "refreshing" the 10 per cent. limit under the Scheme provided that (i) the total number of Shares which may be issued upon exercise of options to be granted to (and subject to acceptance by) a Participant (as defined in the Scheme) on or after the date of the approval of the shareholders of the Company ("Shareholders") ("Refreshment Date"), together with all options to be granted under any other share option scheme(s) of the Company on or after the Refreshment Date, must not exceed 10 per cent. of the number of issued Shares as at the Refreshment Date ("Refreshed Scheme Mandate Limit"); and (ii) options granted to (and subject to acceptance

茲通告 莎莎國際控股有限公司（「本公司」）謹訂於二零零四年八月二十六日（星期四）上午十一時假座香港金鐘道88號太古廣場港麗酒店7樓漆咸廳舉行股東週年大會，藉以處理下列事項：—

1. 省覽截至二零零四年三月三十一日止年度之經審核綜合財務報表，以及董事會報告與核數師報告。
2. 考慮及宣派截至二零零四年三月三十一日止年度之末期股息及特別股息。
3. 重選退任董事並授權董事會釐定董事之酬金。
4. 續聘核數師並授權董事會釐定其酬金。

作為特別事項，考慮並酌情通過（無論有否作出修訂）下列決議案為本公司普通決議案：—

普通決議案

5. 「**動議**待香港聯合交易所有限公司（「聯交所」）上市委員會批准因行使根據更新計劃限額（定義見下文）而可能授出之購股權而將予發行之本公司股本中每股面值0.10港元股份上市及買賣後，根據本公司於二零零二年八月二十九日採納之購股權計劃（「該計劃」）第7.2條，謹按該計劃一般及無條件地批准「更新」10%限額（「更新計劃限額」），惟(i)因行使於本公司股東（「股東」）批准之日（「更新日期」）或其後授予參與人士（定義見該計劃）之購股權（並由參與人士接納），連同根據本公司所有其他購股權計劃於更新日期或其後授出之所有購股權獲行使而可能發行之股份數目，不得超過於更新日期已發行股份數目之10%；及(ii)於更新日期前根據該計劃或本公司任何其他購股權計劃授予參與人士之購股權（包括根據該計劃或本公司其他計劃尚未行使、已註銷、已失效或已行使之購股權）

Notice of Annual General Meeting (continued)

股東週年大會通告 (續)

by) a Participant prior to the Refreshment Date under the Scheme or any other share option scheme(s) of the Company (including those outstanding, cancelled, lapsed or exercised in accordance with the Scheme or such other scheme(s) of the Company) shall not be counted for the purpose of calculating the Refreshed Scheme Mandate Limit and any director of the Company ("Director") be and is hereby authorised to do such act and execute such document to effect the Refreshed Scheme Mandate Limit."

6. "THAT:—

- (A) subject to paragraph 6(C) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with unissued shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (B) the approval in paragraph 6(A) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which would or might require the exercise of such powers 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 or otherwise) by the Directors pursuant to the approval in paragraph 6(A) and (B), otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) an issue of shares under any options granted under the share option schemes adopted by the Company; (iii) an issue of shares upon the exercise of subscription rights attached to the warrants which might be issued by the Company; (iv) an issue of shares in lieu of the whole or part of a dividend pursuant to any scrip dividend scheme or similar arrangement in accordance with the articles of association of the Company; and (v) any adjustment, after the date of grant or issue of any options, rights to subscribe or other securities referred to in (ii) and (iii) above, in the price at which shares in the Company shall be subscribed,

將不會計入更新計劃限額內，並謹此授權本公司任何一位董事（「董事」）進行有關事宜及簽立有關文件令更新計劃限額生效。」

6. 「動議：—

- (A) 在下文6(C)段之規限下，一般及無條件地批准董事於有關期間（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之未發行股份，並作出或授予可能需要行使該項權力之建議、協議及購股權（包括本公司之認股權證、債券及可換股債券）；
- (B) 根據上文6(A)段之批准董事有權於有關期間內作出或授予可能須於有關期間屆滿後行使該等權力之建議、協議及購股權（包括本公司之認股權證、債券及可換股債券）；
- (C) 董事根據6(A)及(B)段批准配發或有條件或無條件地同意配發（不論是否根據購股權或以其他形式配發）之股本面值總額，除(i)根據配售新股（定義見下文）；(ii)根據本公司所採納之購股權計劃而授出之任何購股權；(iii)本公司可予發行之認股權證所附認購權而配發股份；(iv)根據本公司組織章程細則按任何以股代息計劃或類似安排發行股份以代替全部或部分股息；及(v)在上文(ii)或(iii)所述授予任何購股權、認購權或發行其他證券之日期後，在根據上述購股權、認股權證或其他證券而行使有關權利時，可認購本公司股份之價格，及/或可認購本公司股份之數目出現任何調

Notice of Annual General Meeting (continued)

股東週年大會通告 (續)

and/or in the number of shares in the Company which shall be subscribed, on exercise of relevant rights under such options, warrants or other securities, such adjustment being made in accordance with, or as contemplated by, the terms of such options, rights to subscribe or other securities, shall not exceed 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the time of passing this resolution; and

(D) for the purposes of this resolution:-

“Relevant Period” means the period from the time of 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 the memorandum and articles of association of the Company or any applicable laws of Cayman Islands to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the Shareholders in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares on the register of members on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange).”

整，而該項調整乃遵照該等購股權、認購權或其他證券之條款或彼等預定之步驟而作出者外，不得超過於本決議案通過時本公司已發行股本總面值之20%；及

(D) 就本決議案而言：—

「有關期間」指本決議案獲通過時至下列最早日期止之期間：—

- (i) 本公司下屆股東週年大會結束時；
- (ii) 本公司組織大綱及章程細則或開曼群島任何適用法例規定本公司下屆股東週年大會須予舉行之期限屆滿之時；及
- (iii) 股東於股東大會上通過普通決議案撤銷或修訂本決議案所授予權利。

「配售新股」指董事於指定期間內向於指定記錄日期名列股東名冊之股份持有人按彼等當時持有該等股份之比例提呈配售股份（惟董事可就零碎配額或經考慮任何有關司法權區法例規定之任何限制或責任或任何認可監管機構或任何證券交易所之要求，作出彼等認為必須或適當之行動以取消若干股東在此方面之權利或另作安排）。

Notice of Annual General Meeting (continued)

股東週年大會通告 (續)

7. "THAT:—

- (A) subject to paragraph 7(C) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to purchase issued shares in the capital of the Company on the Stock Exchange or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, and that the exercise by the Directors of all powers of the Company to purchase such securities are subject to and in accordance with all applicable laws and/or requirement of the Rules Governing the Listing of Securities on the Stock Exchange ("Listing Rules") or any other stock exchange from time to time, be and is hereby, generally and unconditionally approved;
- (B) the approval in paragraph 7(A) shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to purchase its shares at a price determined by the Directors;
- (C) the aggregate nominal amount of share capital of the Company purchased or agreed conditionally or unconditionally to be purchased by the Company pursuant to the approval in paragraph 7(A) during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the time of passing this resolution; and

7. 「動議：—

- (A) 受下文7(C)段之限制，一般及無條件地批准董事於有關期間（定義見下文）內，行使本公司之一切權力，於聯交所或本公司證券可能上市並獲證券及期貨事務監察委員會及聯交所認可之其他交易所購回本公司資本中已發行股份，及本公司董事將按照所有不時更改之適用法例及/或香港聯合交易所證券上市規則（「上市規則」）行使本公司一切權力購回該等證券；
- (B) 第7(A)段之批准為賦予董事之任何其他授權以外所附加者，其授權董事代表本公司於有關期間促使本公司按董事釐定的價格購回其股份；
- (C) 本公司根據7(A)段之批准，於有關期間購回或有條件或無條件地同意購回之股本面值總額不得超過本公司於此決議案通過時已發行股本面值總額10%；及

Notice of Annual General Meeting (continued)

股東週年大會通告 (續)

(D) for the purposes of this resolution:-

“Relevant Period” means the period from the time of 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 the memorandum and articles of association of the Company or any applicable laws of Cayman Islands to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the Shareholders in general meeting.”

8. **“THAT** conditional upon the passing of the ordinary resolutions numbered 6 and 7 in the notice convening this meeting, the aggregate nominal amount of the shares in the capital of the Company which are purchased by the Company pursuant to and in accordance with the said resolution numbered 7 shall be added to the aggregate nominal amount of the share capital of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to and in accordance with the resolution numbered 6 set out in this notice of meeting.”

(D) 就本決議案而言：—

「有關期間」指本決議案獲通過時至下列最早日期止之期間：

- (i) 本公司下屆股東週年大會結束時；
- (ii) 本公司組織大綱及章程細則或開曼群島任何適用法例規定本公司下屆股東週年大會須予舉行之期限屆滿之時；及
- (iii) 股東於股東大會上通過普通決議案撤銷或修訂本決議案所授予權利。」

8. 「**動議**待召開本大會之通告所載第6項及第7項普通決議案獲通過後，本公司根據及按照上述第7項決議案購回之本公司股本中股份之面值總額須一併計入董事根據及按照召開本大會之通告所載第6項決議案配發或有條件或無條件地同意配發之本公司股本面值總額內。」

Notice of Annual General Meeting (continued)

股東週年大會通告 (續)

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

SPECIAL RESOLUTION

9. **“THAT** the existing Articles of Association of the Company (“Articles of Association”) be and are hereby amended in the following manner:—

(A) By deleting the definitions of “Associates”, “recognised clearing house”, “subsidiary and holding company” and “writing/printing” in Article 2 and replacing them with the following new definitions:

“Associates “Associates”, in relation to any Director, shall have the meaning assigned to it by the Listing Rules from time to time;

recognised clearing house “recognised clearing house” shall have the meaning ascribed thereto in Part I of Schedule 1 of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor;

subsidiary and holding company “subsidiary” and “holding company” shall have the meanings attributed to such terms in the Companies Ordinance, but interpreting the term “subsidiary” in accordance with the definition of “subsidiary” under the Listing Rules;

作為特別事項，考慮並酌情通過（無論有否作出修訂）下列決議案為本公司特別決議案：—

特別決議案

9. **「動議**本公司現時之公司組織章程細則作出以下修訂：—

(A) 刪除章程細則第2條內「聯繫人士」、「認可結算所」、「附屬公司及控股公司」及「書面/印刷」之釋義，並以下列新釋義取代：

「聯繫人士 「聯繫人士」就任何董事而言，具有上市規則不時賦予之涵義；

認可結算所 「認可結算所」乃指香港法例第571章證券及期貨條例附表1第I部及於當時有效之任何修訂條文或重新制定之條文，並包括就此而綜合或被替代之每項其他法例；

附屬公司及控股公司 「附屬公司」及「控股公司」具公司條例對此等詞彙所賦予之涵義，但對「附屬公司」一詞之詮釋則依循上市規則內「附屬公司」之定義；

Notice of Annual General Meeting (continued)

股東週年大會通告 (續)

writing/printing

“writing” or “printing” shall include writing, printing, lithograph, photograph, type-writing and every other mode of representing words or figures in a legible and non-transitory form and, only where used in connection with a notice served by the Company on members or other persons entitled to receive notices hereunder, shall also include a record maintained in an electronic medium which is accessible in visible form so as to be useable for subsequent reference;”

書面／印刷

「書面」或「印刷」指包括書寫、印刷、平版印刷、照相印刷、打字、或任何代表文字或數字之非短暫顯示方式，而僅就本公司向股東或有權收取通知之其他人士發出通知而言，亦應包括以電子媒體置存之記錄，有關記錄須為清楚可見並可供日後參考之用；」

(B) By inserting the following new definitions in Article 2:

(B) 於章程細則第2條加入以下新釋義：

“the Company’s Website”

“the Company’s Website” shall mean the website of the Company, the address or domain name of which has been notified to members;

「本公司網站」

「本公司網站」指已通知本公司股東之本公司網站，其網址或域名；

electronic

“electronic” shall have the meaning given to it in the Electronic Transactions Law 2000 of the Cayman Islands and any amendment thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefore;

電子

「電子」乃指開曼群島二零零零年電子交易法及於當時有效之任何修訂條文或重新制定之條文，並包括就此而綜合或被替代之每項其他法例；

Electronic Signature

“Electronic Signature” means an electronic symbol or process attached to or logically associated with an electronic communication and executed or adopted by a person with the intent to sign the electronic communication;”

電子簽署

「電子簽署」乃指附帶於電子通訊或與其邏輯相關連之電子符號或程序，並已由有意簽署電子通訊之人士所簽立或採納；」

Notice of Annual General Meeting (continued)

股東週年大會通告 (續)

(C) By deleting Article 15(c) and replacing it with the following:

"15(c) The register may, on 14 days' notice being given by advertisement published in the newspapers, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided, be closed at such times and for such periods as the Board may from time to time determine, either generally or in respect of any class of shares, provided that the register shall not be closed for more than 30 days in any year (or such longer period as the members may by ordinary resolution determine provided that such period shall not be extended beyond 60 days in any year). The Company shall, on demand, furnish any person seeking to inspect the register or part thereof which is closed by virtue of this Article with a certificate under the hand of the Secretary stating the period for which, and by whose authority, it is closed."

(D) By deleting Article 28 and replacing it with the following:

"28 In addition to the giving of notice in accordance with Article 26, notice of the person appointed to receive payment of every call and of the times and places appointed for payment may be given to the members affected by notice published in the newspapers or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided."

(C) 刪除章程細則第15(c)條，並以下文取代：

「15(c) 在報章以廣告方式發出十四日之通告，或根據上市規則規定發出通告之電子通訊後，可暫停辦理全部或任何類別股份之股份過戶登記手續，其時間及限期可由董事會決定，惟在任何年度內，暫停辦理股份過戶登記手續之期間不得超過三十日（或本公司股東以普通決議案決定之較長期間，惟該期間在任何一年均不得超過六十日）。本公司須於收到要求時向要求在根據本章程細則之規定而暫停辦理股份過戶登記手續之期間內查閱股東名冊或其中任何部分之人士發出公司秘書簽署之證明書表明暫停辦理股份過戶登記手續之期間及所依據之權力。」

(D) 刪除章程細則第28條，並以下文取代：

「28 除根據章程細則第26條發出通告外，獲委任接收催繳款項之人士及指定繳款時間及地點之通告可藉在報章刊登通告而進行，或在上市規則另有規限下，按本章程細則規定以本公司可送達通告之方法以電子方式由本公司發送電子通訊。」

Notice of Annual General Meeting (continued)

股東週年大會通告 (續)

(E) By deleting Article 44 and replacing it with the following:

"44 The registration of transfers may, on 14 days' notice being given by advertisement published in the newspapers, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided, be suspended and the register closed at such times for such periods as the Board may from time to time determine, provided always that such registration shall not be suspended or the register closed for more than 30 days in any year (or such longer period as the members may by ordinary resolution determine provided that such period shall not be extended beyond 60 days in any year)."

(F) By deleting Article 76 and replacing it with the following:

"76 For all purposes the quorum for a general meeting shall be two members present in person (or in the case of a corporation, by its duly authorised representative) or by proxy provided always that if the Company has only one member of record the quorum shall be that one member present in person or by proxy. No business (except the appointment of a Chairman) shall be transacted at any general meeting unless the requisite quorum shall be present at the commencement of the business."

(E) 刪除章程細則第44條，並以下文取代：

「44 在報章以廣告方式發出十四日之通告，或根據上市規則本公司按細則規定發出通告之電子通訊後，可暫停辦理全部或任何類別股份之股份過戶登記手續，其時間及限期可由董事會決定，惟在任何年度內，停止辦理股份過戶登記手續之期間不得超過三十日（或本公司股東以普通決議案決定之較長期間，惟該期間在任何一年均不得超過六十日）。」

(F) 刪除章程細則第76條，並以下文取代：

「76 就股東大會之法定人數而言，兩位親身出席之本公司股東或其委任代表（如股東為公司，則指其正式授權之代表）為會議之法定人數。惟倘本公司只有一位股東，則法定人數為親身出席之股東或其委任代表。除非在開始處理事項時已經具備所需之法定人數，否則不得在任何股東大會上辦理任何事項（委任主席除外）。」

Notice of Annual General Meeting (continued)

股東週年大會通告 (續)

(G) By deleting Article 77 and replacing it with the following:

"77 If within 15 minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week and at such time and place as shall be decided by the Board, and if at such adjourned meeting a quorum is not present within 15 minutes from the time appointed for holding the meeting, the member or members present in person (or in the case of a corporation, by its duly authorised representative) or by proxy shall be a quorum and may transact the business for which the meeting was called."

(H) By deleting Article 80 and replacing it with the following:

"80 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is duly demanded or otherwise required under the Listing Rules. A poll may be demanded by:-

- (a) the Chairman of the meeting; or
- (b) at least five members present in person or by proxy and entitled to vote; or
- (c) any member or members present in person (or in the case of a corporation, by its duly authorised representative) or by proxy and representing in the aggregate not less than one-tenth of the total voting rights of all members having the right to attend and vote at the meeting; or

(G) 刪除章程細則第77條，並以下文取代：

「77 倘若大會乃應股東要求召開，而在大會指定舉行時間15分鐘內仍未齊集法定人數，有關會議將予解散，但在其他情況下則會押後至下一個星期之同日舉行，會議時間及地點將由主席決定；倘若在續會上在大會指定舉行時間15分鐘內仍未能齊集法定人數，親身或由代表（如股東為公司，則由其正式授權代表）出席之股東將構成法定人數並可以辦理會議事務。」

(H) 刪除章程細則第80條，並以下文取代：

「80 於任何股東大會上，任何提呈大會表決之決議案須以舉手方式表決，除非在宣佈以舉手方式表決結果之前或當時或於撤回任何其他以投票方式表決之需求時，出現正式要求進行投票表決或上市規則規定須進行投票表決。以下人士可要求投票表決：—

- (a) 大會主席；或
- (b) 最少五名親身出席或委派代表出席並有權投票之股東；或
- (c) 一名或多名親身（或若股東為公司，則其正式授權代表）或委派代表出席，並代表全體有權出席大會及於會上投票之股東之投票權總額不少於十分之一之股東；或

Notice of Annual General Meeting (continued)

股東週年大會通告 (續)

- (d) any member or members present in person (or in the case of a corporation, by its duly authorised representative) or by proxy and holding shares conferring a right to attend and vote at the meeting on which there have been paid up sums in the aggregate equal to not less than one-tenth of the total sum paid up on all shares conferring that right.

Unless a poll is so required or demanded and, in the latter case, not withdrawn, a declaration by the Chairman that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the Company's book containing the minutes of proceedings of meetings of the Company shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against such resolution."

- (l) By deleting Article 81 and replacing it with the following:

"81 (a) If a poll is required or demanded as aforesaid, it shall (subject as provided in Article 82) be taken in such manner (including the use of ballot or voting papers or tickets) and at such time and place, not being more than 30 days from the date of the meeting or adjourned meeting at which the poll was required or demanded as the Chairman directs. No notice need be given of a poll not taken immediately. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was required or demanded. The demand for a poll may be withdrawn, with the consent of the Chairman, at any time before the close of the meeting at which the poll was demanded or the taking of the poll, whichever is earlier.

- (b) The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded."

- (d) 一名或以上親身（或若股東為公司，則其正式授權代表）或委派代表出席之股東，而彼或彼等須持有獲賦予權利出席大會及於會上投票之股份，而該等股份之實繳股款總額不少於全部獲賦予該項權利之股份實繳股款總額十分之一。

除非規定或有要求進行投票表決，且（如屬後者）並無撤回投票表決需求，否則由主席宣佈決議案以舉手方式表決獲通過或一致同意通過或獲特定大多數贊成或否決，而已記入本公司載有本公司會議程序記錄之簿冊，即屬最終憑證，而毋須提出贊成或反對決議案之票數比例記錄作為證明。」

- (l) 刪除章程細則第81條，並以下文取代：

「81 (a) 倘如上文所述規定或有要求進行投票表決，則須在章程細則第82條之規限下，於規定或有要求進行投票表決之大會或續會日期起計30日內，按主席指示之該等形式（包括使用選票或投票表格或投票單），於彼指示之時間及地點進行。本公司毋須就並非即時進行之投票表決發出通告。投票結果須被視作規定或有要求進行投票表決之大會決議案。獲主席同意後，投票表決之要求可於提出投票表決要求之大會結束或進行投票表決前（以較早者為準）任何時間撤回。

- (b) 投票表決之要求不得阻礙大會繼續處理要求進行投票表決事項以外之其他事項。」

Notice of Annual General Meeting (continued)

股東週年大會通告 (續)

(J) By deleting Article 83 and replacing it with the following:

“83 In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is required or demanded, shall be entitled to a second or casting vote.”

(K) By re-numbering Article 85 as Article 85(a) and adding the following as the new Article 85(b) immediately after Article 85(a):

“85(b) Where any member is, under 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.”

(L) By deleting Articles 107(c)(i)-(v) and replacing them with the following:

“107(c) A Director shall not be entitled to vote on (nor shall be counted in the quorum in relation to) any resolution of the Board in respect of any contract or arrangement or any other proposal whatsoever in which he or any of his Associates has any material interest, and if he shall do so his vote shall not be counted (nor is he to be counted in the quorum for the resolution), but this prohibition shall not apply to any of the following matters, namely:

(i) the giving of any security or indemnity either:

(aa) to the Director or any of his Associates in respect of money lent or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries;

(J) 刪除章程細則第83條，並以下文取代：

「83 倘票數相同，不論以舉手或票選方式表決，大會主席有權於以舉手方式投票表決或提出投票表決之要求或規定之大會上投第二票或決定票。」

(K) 重編章程細則第85條為章程細則第85(a)條，並於緊隨章程細則第85(a)條後加入新章程細則第85(b)條：

「85(b) 倘任何股東須根據上市規則放棄就任何特定決議案投票，或遭限制僅可就任何特定決議案投贊成票或反對票，則任何由該名股東或其代表作出而有違有關規定或限制之投票將不予點算。」

(L) 刪除章程細則第107(c)(i)至(v)條，並以下文取代：

「107(c) 董事不得就有關彼或彼任何聯繫人士擁有任何重大權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，亦不得計入法定人數內，如彼已投票，則不得計算其投票（亦不得計入有關決議案之法定人數內），惟本限制不適用於下列任何事項：

(i) 就以下各項提供任何抵押或彌償保證：

(aa) 董事或彼之聯繫人士應本公司或其任何附屬公司之要求或以本公司或其任何附屬公司之利益借出款項或產生或承擔責任；

Notice of Annual General Meeting (continued)

股東週年大會通告 (續)

- (bb) to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or any of his Associates 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;
- (ii) any proposal 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 any of his Associates is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;
- (iii) any proposal concerning any other company in which the Director is interested only, whether directly or indirectly, as an officer or executive or shareholder or in which the Director or any of his Associates is/are beneficially interested in the shares of that company, provided that, the Director and any of his Associates is/are not, in aggregate, beneficially interested in 5 per cent. or more of the issued shares of any class 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;
- (iv) any proposal or arrangement concerning the benefit of employees of the Company or any of its subsidiaries including:-
- (aa) the adoption, modification or operation of any employees' share scheme or any share incentive scheme or share option scheme under which the Director or any of his Associates may benefit;
- (bb) 董事或彼之任何聯繫人士本身已個別或共同根據一項擔保或彌償保證承擔全部或部分責任或提供抵押之本公司或其任何附屬公司有關第三方之債項或責任;
- (ii) 有關提呈發售本公司或本公司可能發起或擁有權益之任何其他公司股份或債權證或其他證券以供認購或購買之任何建議, 而董事或彼之任何聯繫人士因現時或將參與提呈發售的包銷或分包銷而有利益關係;
- (iii) 與董事僅以高級人員或行政人員或股東身分而直接或間接擁有權益或董事或彼之任何聯繫人士於該公司股份擁有實益權益之任何其他公司有關之任何建議, 惟董事及彼之任何聯繫人士擁有該公司 (或彼或彼之任何聯繫人士之權益透過其衍生之任何第三方公司) 任何類別已發行股份或投票權之實益權益合共不得超過5%或以上;
- (iv) 有關本公司或其任何附屬公司僱員利益之任何建議或安排, 包括:-
- (aa) 任何有關採納、修訂或實施董事或彼之任何聯繫人士可據此獲益之任何僱員股份計劃或任何股份獎勵計劃或購股權計劃;

Notice of Annual General Meeting (continued)

股東週年大會通告 (續)

(bb) the adoption, modification or operation of a pension or provident fund or retirement, death or disability benefits scheme which relates both to Directors, their Associates and employees of the Company or any of its subsidiaries and does not provide in respect of any Director or any of his Associates as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates; and

(v) any contract or arrangement in which the Director or any of his Associates 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."

(M) By deleting Article 107(e) and replacing it with the following:

"107(e) A company shall be deemed to be a company in which a Director and/or any of his Associates has an interest of 5 per cent. or more if and so long as (but only if and so long as) he and/or any of his Associates, (either directly or indirectly) is/are the holder(s) of or beneficially interested in 5 per cent. or more of the issued shares 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 any of his Associates 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 any of his Associates 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 any of his Associates 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."

(bb) 採納、修訂或實施與董事、彼之聯繫人士及本公司或其任何附屬公司僱員有關之退休金或公積金或退休、身故或殘疾福利計劃，而該等計劃並無給予董事或彼之任何聯繫人士任何與該等計劃或基金有關類別人士所未獲賦予之特權或利益；及

(v) 董事或彼之任何聯繫人士僅因於本公司股份或債權證或其他證券擁有權益而與其他本公司股份或債權證或其他證券持有人以相同方式擁有權益的任何合約或安排。]

(M) 刪除章程細則第107(e)條，並以下文取代：

[107(e) 只要（惟僅為只要）董事及/或其聯繫人士直接或間接持有股份，或實益擁有該公司（或彼或彼之任何聯繫人士藉此衍生權益之第三方公司）任何類別股本之已發行股份，或擁有該公司任何類別股份投票權5%或以上權益，該公司將被視作由董事及/或其聯繫人士擁有5%或以上權益。就本段而言，不包括任何董事或其任何聯繫人士作為被動或保管信託人持有而彼等並無實益權益之股份，任何組成信託而董事或其任何聯繫人士之權益屬剩餘或復歸權益且只要若干其他人士有權收取收入之股份，及任何組成法定單位信託計劃而董事或其任何聯繫人士僅擁有單位持有人之權益之股份，以及任何並無附有股東大會投票權，且股息及股本回報限制繁多之股份。]

Notice of Annual General Meeting (continued)

股東週年大會通告 (續)

(N) By deleting Article 107(f) and replacing it with the following:

“107(f) Where a company in which a Director and/or any of his Associates has an interest of 5 per cent. or more is materially interested in a transaction, then that Director and/or any of his Associates shall also be deemed materially interested in such transaction.”

(O) By inserting the following as new Article 107(g):

“107(g) 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 any of his Associates 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 or any of his Associates shall be final and conclusive except in a case where the nature or extent of the interest of the Director or any of his Associates 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 or any of his Associates, such question shall be decided by a resolution of the Board (for which purpose such Chairman shall not be counted in the quorum and 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 or any of his Associates as known to such Chairman has not been fairly disclosed to the Board.

For the purposes of this paragraph and in relation to an alternate Director, an interest of his appointor or any of his Associates shall be treated as an interest of the alternate Director without prejudice to any interest which the alternate Director has otherwise.”

(N) 刪除章程細則第107(f)條，並以下文取代：

「107(f) 倘一間公司於一項交易中擁有重大權益，而一名董事及/或其任何聯繫人士於該公司中合共擁有5%或以上之重大權益，則該董事及/或其任何聯繫人士亦將被視為於該項交易中擁有重大權益。」

(O) 加入下文作為新章程細則第107(g) 條：

「107(g) 如於任何董事會會議就有關董事（會議主席除外）或其任何聯繫人士權益之重大程度產生疑問，或任何董事（主席除外）之投票權應否計入法定人數，而該問題未能透過自願同意放棄投票或不計入法定人數而獲解決，則該問題須提呈會議主席，而彼就該董事或其任何聯繫人士所作決定須為最終定論（倘據該董事所知該董事或其任何聯繫人士之權益性質或程度並未向董事會適當披露之情況除外）。倘上述任何問題乃關乎會議主席或其任何聯繫人士，則該問題須由董事會決議案決定（就此而言主席不計入法定人數及不得投票），該決議案須為最終定論（倘據主席所知主席或其任何聯繫人士之權益性質或程度並未向董事會適當披露之情況除外）。

就本段而言，如與替任董事有關，其委任人或其任何聯繫人士之權益將被視作替任董事之權益，而替任董事之其他權益將不受影響。」

Notice of Annual General Meeting (continued)

股東週年大會通告 (續)

(P) By deleting Article 112(c)(i) and replacing it with the following:

“112(c)(i) make a loan to a Director or his Associates or a director of any holding company of the Company;”

(Q) By deleting Article 120 and replacing it with the following:

“120 No person, other than a retiring Director, shall, unless recommended by the Board for election, be eligible for election to the office of Director at any general meeting, unless a notice in writing 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 as a Director and also a notice in writing signed by that person to be proposed of his willingness to be elected shall have been given to the Company for a period of at least seven days which shall commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven days before the date of such general meeting.”

(R) By deleting the words “special resolution” in the first line in Article 122 and replacing it with the words “ordinary resolution”.

(S) By deleting Article 133 and replacing it with the following:

“133 A resolution in writing signed by each and every one of the Directors or their respective alternates pursuant to Article 100(c) or members of any committee of Directors formed pursuant to Article 128 shall be as valid and effectual as if it had been passed at a meeting of the Board or any committee of Directors duly convened and held and may consist of several documents in like form each signed by one or more of the Directors or alternate Directors or members of any committee of Directors.”

(P) 刪除章程細則第112(c)(i)條，並以下文取代：

「112(c)(i) 借貸予董事或彼之聯繫人士或本公司任何控股公司之董事；」

(Q) 刪除章程細則第120條，並以下文取代：

「120 除退任董事外，任何人士若非獲董事會推薦參選，均不具資格在股東大會上獲選為董事，除非有股東發出書面通知推薦參選，並表明提名有關人士參選之意向。該股東本身須具正式資格（而非將獲提名之人士），可出席就該通知而舉行之會議並於會上投票，而獲提名之人士亦須簽署一份書面通知，表示彼願意參選。該兩份通知送交本公司之最短期間為七天，而該段送交通知期間由不早於有關進行該項選舉之股東大會通告寄發翌日開始，及不遲於該股東大會舉行日期前七天結束。」

(R) 刪除章程細則第122條第1行「特別決議案」一詞，並以「普通決議案」一詞取代。

(S) 刪除章程細則第133條，並以下文取代：

「133 每名董事或彼等各自根據章程細則第100(c)條委派之替任董事或任何根據章程細則第128條成立之董事委員會成員書面簽署之決議案為有效力，猶如該決議案已於正式召開並舉行之董事會或董事委員會會議獲通過。該決議案可載於多份格式類似之文件，每份由一名或以上董事或替任董事或董事委員會成員簽署。」

Notice of Annual General Meeting (continued)

股東週年大會通告 (續)

(T) By inserting the following new clause at the end of Article 158:

“158 Notwithstanding any provision contained in these Articles, the Directors may, if permitted by applicable law, authorise the destruction of any documents referred to in this Article or any other documents in relation to share registration which have been microfilmed or electronically stored by the Company or by the share registrar on its behalf provided always that this Article shall apply only to the destruction of a document in good faith and without express notice to the Company that the preservation of such document might be relevant to a claim.”

(U) By deleting Article 167(a) and replacing it with the following:

“167(a) Except as otherwise provided in these Articles, any notice or document may be served by the Company and any notices may be served by the Board on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register or, to the extent permitted by the Listing Rules and all applicable laws and regulations, by electronic means by transmitting it to any facsimile number, electronic number or address or website supplied by the member to the Company or by placing it on the Company's Website provided that the Company has obtained the member's prior express positive confirmation in writing to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by such electronic means, or (in the case of notice) by advertisement published in the newspapers. In the case of joint holders of a share, all notices shall be given to that holder for the time being whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.”

(T) 於章程細則第158條結尾加入以下新條款：

「158 儘管本章程細則有任何規定，董事可在適用法律允許之情況下授權銷毀本章程細則所載文件及任何其他有關股份登記之文件。該等文件為已製成微縮菲林或由本公司以電子方式儲存，或由股份過戶登記處代表本公司儲存，惟本章程細則只適用以真誠銷毀文件，且本公司沒有收到明確通知，指該等文件與索償有關而須予保存。」

(U) 刪除章程細則第167(a)條，並以下文取代：

「167(a) 除有關章程細則另有規定外，本公司可以專人送交或以預付郵資方式按登記冊所示該名股東之登記地址，向任何股東發出任何通告或文件，而董事會亦可以上述方式向任何股東發出任何通告，或以上市規則與所有適用法例或規例所准許之電子方式按有關股東向本公司提供之任何傳真號碼、電子號碼或地址或網站傳送或於本公司網站刊載，惟本公司須事先取得有關股東明確正面書面確認，收取或以該等電子方式向彼作出或發出通告及文件獲取，或（如為通告）以廣告形式於報章刊登。倘屬股份聯名持有人，所有通告將送交當時名列股東名冊首位之持有人，而以此方式發出通告視為已充分向所有聯名持有人發出論。」

Notice of Annual General Meeting (continued)

股東週年大會通告 (續)

(V) By deleting Article 168 and replacing it with the following:

"168 A member shall be entitled to have notice served on him at any address within Hong Kong. Any member who has not given an express positive confirmation in writing to the Company to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by electronic means and whose registered address is outside Hong Kong may notify the Company in writing of an address in Hong Kong which for the purpose of service of notice shall be deemed to be his registered address. A member who has no registered address in Hong Kong shall be deemed to have received any notice which shall have been displayed at the transfer office and shall have remained there for a period of 24 hours and such notice shall be deemed to have been received by such member on the day following that on which it shall have been first so displayed, provided that, without prejudice to the other provisions of these Articles, nothing in this Article 168 shall be construed as prohibiting the Company from sending, or entitling the Company not to send, notices or other documents of the Company to any member whose registered address is outside Hong Kong."

(W) By inserting the following new clause at the end of Article 169:

"169 Any notice given by electronic means as provided herein shall be deemed to have been served and delivered on the day following that on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws of regulations."

(V) 刪除章程細則第168條，並以下文取代：

「168 股東有權按香港境內任何地址獲發通告。未有就收取或獲提供本公司以電子方式向彼作出或發出通告及文件向本公司發出明確正面書面確認，而登記地址位於香港境外的任何股東可就發出通告，書面通知本公司彼之香港地址，而有關地址則視作其登記地址論。倘通告已於過戶登記處展示及保留二十四小時，則視作並無香港登記地址之股東已收取該通告論。有關通告於首次以此方式展示翌日視作該股東收取該通告之日，惟在不影響有關章程細則其他條文之情況下，本章程細則第168條並無禁止本公司向登記地址位於香港境外之任何股東寄發本公司任何通告或其他文件，或授權本公司不寄發有關通告及文件。」

(W) 於章程細則第169條結尾加入以下新條款：

「169 本文所述以電子方式發出之通告，應視作於有關通告成功傳送翌日或上市規則或任何適用法例或規例可能訂明之較後時間已發出及送交論。」

Notice of Annual General Meeting (continued)

股東週年大會通告 (續)

(X) By deleting Article 173 and replacing it with the following:

“173 The signature to any notice to be given by the Company may be written or printed by means of facsimile or, where relevant, by Electronic Signature.”

By Order of the Board

Ho Sze Nga, Maggie

Company Secretary

Hong Kong, 13th July 2004

Notes:

1. The register of members of the Company will be closed from 23rd August 2004 to 26th August 2004, both days inclusive, during which period no transfer of Shares will be effected. All transfers accompanied by the relevant share certificates must be lodged with the Company's branch share and transfer office, Abacus Share Registrars Limited at G/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong for registration not later than 4:00 p.m. on 20th August 2004.
2. Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him. On a poll votes may be given either personally or by proxy. A proxy need not be a member of the Company. A member may appoint more than one proxy to attend in his stead.
3. The enclosed form of proxy and (if required by the Board) the power of attorney or other authority (if any), under which it is signed, or a notarially certified copy of such power or authority shall be deposited at the Company's branch share and transfer office, Abacus Share Registrars Limited at G/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not less than forty-eight hours before the time appointed for holding the above meeting or adjourned meeting at which the person named in the enclosed form of proxy proposes to vote, or, in the case of a poll taken subsequently to the date of the above meeting or adjourned meeting, not less than forty-eight hours before the time appointed for the taking of the poll, and in default the enclosed form of proxy shall not be treated as valid provided always that the chairman of the meeting may at his discretion direct that an instrument of proxy shall be deemed to have been duly deposited upon receipt of telex or cable or facsimile confirmation from the appointor that the instrument of proxy duly signed is in the course of transmission to the Company. Delivery of any instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

(X) 刪除章程細則第173條，並以下文取代：

「173 本公司所發出通知之任何簽署必須以書面或傳真印刷或（如適用）電子簽署作出。」

承董事會命

公司秘書

何詩雅

香港·二零零四年七月十三日

附註：

1. 本公司將於二零零四年八月二十三日至二零零四年八月二十六日期間（首尾兩天包括在內）暫停辦理股份過戶登記手續。股東最遲須於二零零四年八月二十日下午四時將所有過戶文件連同有關股票送交本公司之香港股份過戶登記分處雅柏勤證券登記有限公司（地址為香港灣仔告士打道56號東亞銀行港灣中心地下），辦理登記手續。
2. 凡有權出席本公司股東大會及於會上投票之股東可委任其他人士（須為個人）代其出席大會並於會上投票。進行不記名投票時，股東或受委代表均可投票。受委代表毋須為本公司股東。股東可委任一名或以上之代表代其出席大會。
3. 隨年報附奉之委任代表表格連同（倘董事會要求）經簽署之授權書或其他授權文件（如有）或經公證人簽署核實之授權書或授權文件副本，最遲須於大會或委任代表表格所指定人士擬於會上投票之任何續會指定舉行時間48小時前或倘不記名投票於大會或續會日期後進行，則於進行不記名投票之指定時間不少於48小時前送達本公司之股份過戶登記分處雅柏勤證券登記有限公司，地址為香港灣仔告士打道56號東亞銀行港灣中心地下，否則委任代表之表格將視作無效。惟倘委任人透過電報、電訊或傳真確認已向本公司發出正式簽署之委任代表文據，則大會主席可酌情指示視委任代表文據已正式呈交。交回代表委任文據後，股東仍可親自出席股東週年大會或進行不記名投票，於該等情況下，代表委任文據將視作已被撤回。

Notice of Annual General Meeting (continued)

股東週年大會通告 (續)

4. Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present being the most, or as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register in respect of the relevant joint holding.
 5. The enclosed form of proxy must be signed by the appointor or of his attorney authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
4. 如屬任何股份之聯名登記持有人，則任何一位聯名登記持有人均可親身或委派代表就其股份於任何大會上投票，猶如彼等為唯一有權就有關股份投票者。惟倘超過一名聯名持有人親身或委派代表出席大會，則僅限於排名首位或排名較高（或視情況而定）之持有人方有權就有關聯名股份投票。就此而言，排名次序乃按聯名股東就有關聯名持有股份於股東名冊之排名先後釐訂。
 5. 隨年報附奉之代表委任表格須由委任人或以書面正式授權之人士簽署；或倘委任人為公司，則須加印公司印章或由獲正式授權之人員、授權代表或其他正式獲授權人士簽署。