



NOTICE IS HEREBY GIVEN THAT an Annual General Meeting of Shareholders of the Company will be held at Unit 701, Tower One, Lippo Centre, 89 Queensway, Hong Kong on 7 September 2004, Tuesday, at 10:00 a.m. for the purpose of considering and, if thought fit, passing, the following resolution numbered 5 as special resolution and with or without modifications, resolutions numbered from 1 to 4 and 6 to 7 as ordinary resolutions as indicated:

ORDINARY RESOLUTIONS

1. “**THAT** to receive and consider the audited Financial Statements and the Reports of the Directors and the Auditors for the year ended 31 March 2004.”
2. “**THAT** to re-elect the retiring Director of the Company and to fix the remuneration of Directors.”
3. “**THAT** to appoint an additional Independent Non-Executive Director.”
4. “**THAT** to re-appoint Messrs. Deloitte Touche Tohmatsu as auditors of the Company and authorize the Directors to fix their remuneration.”

SPECIAL RESOLUTION

5. “**THAT** the bye-laws of the Company (the “**Bye-Laws**”) be and are hereby amended by:
 - A. deleting the following definitions of “associates” and “Clearing House” in Bye-Law 1 (A) and substituting therefor the following new definitions of “associate(s)” and “Clearing House”:

““associate(s)” in relation to any Director, shall have the same meaning ascribed to it under the Listing Rules;

茲通告本公司謹訂於二零零四年九月七日星期二上午十時正假座香港金鐘道89號力寶中心第一座701室舉行股東週年大會，以討論及酌情通過下列第五項決議案為特別決議案及（不論有否修訂）第一至第四及第六至第七項決議案為普通決議案：

普通決議案

- 一. 「動議省覽及考慮截至二零零四年三月三十一日止年度之經審核財務報表及董事會與核數師報告。」
- 二. 「動議重選本公司之退任董事及釐定董事酬金。」
- 三. 「動議增委一名獨立非執行董事。」
- 四. 「動議續聘德勤•關黃陳方會計師行為本公司核數師及授權董事釐定其酬金。」

特別決議案

- 五. 「動議以下述方式修訂本公司之公司細則（「公司細則」）：
 - A. 刪除下列於公司細則第1(A)條之『聯繫人』及『結算所』之釋義，並以下列『聯繫人』及『結算所』之新釋義取代：

「『聯繫人』指有關就董事而言，具上市規則賦予該詞語之相同涵義；



“Clearing House” shall mean a recognised clearing house as referred to in the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and any amendments thereto for the time being in force or a clearing house or authorised shares depository recognised by the laws of the jurisdiction in which the shares of the Company are listed or quoted on a stock exchange in such jurisdiction;”;

- B. adding the following definitions in Bye-Law 1(A):

““Hong Kong” shall mean the Hong Kong Special Administrative Region of the People’s Republic of China;

“Listing Rules” shall mean the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time);”

- C. deleting the words “2 months” in line 2 of Bye-Law 15 and substituting therefor the words “the relevant time limit as prescribed in the applicable laws or as the relevant stock exchange may from time to time determine, whichever is shorter.”;
- D. deleting the existing Bye-Law 70 in its entirety and substituting therefor the following as new Bye-Law 70:

“70. At any general meeting a resolution put to the vote of a meeting shall be decided on a show of hands unless a poll is required by the Listing Rules or is demanded (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll):

- (i) by the chairman of such meeting; or
- (ii) by at least three shareholders present in person or by a duly authorized corporate representative or by proxy for the time being entitled to vote at the meeting; or

『結算所』指香港法例第571章證券及期貨條例之認可結算所，或由本公司股份上市或報價之交易所所在之司法權區之法例所認可之結算所或認可股票存託機構；」；

- B. 於公司細則第1(A)條中加入下列釋義：

『香港』指中華人民共和國香港特別行政區；

『上市規則』指香港聯合交易所證券上市規則（以經不時修訂者為準）；」

- C. 刪除公司細則第15條第二行「兩個月」之字眼，並以「適用法例訂明或有關證券交易所不時釐定之有關時限（以較短者為準），」之字眼取代；
- D. 刪除現有公司細則第70條全文，並以下列新公司細則第70條取代：

「70. 在任何股東大會上提呈以於會上表決之決議案，須以舉手投票之方式決定，除非根據上市條例規定或下列人士（於宣佈舉手投票結果時或之前或於撤銷以投票方式表決之任何其他要求時）提出要求以投票方式表決：

- (i) 大會主席；或
- (ii) 至少三名親身出席之股東或獲正式授權之公司代表或當時有權於會上投票之受委代表；或



- (iii) by any shareholder or shareholders present in person or by a duly authorised corporate representative or by proxy and representing not less than one-tenth of the total voting rights of all the shareholders having the right to vote at the meeting; or
- (iv) by any shareholder or shareholders present in person or by a duly authorised corporate representative or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

A demand by a person as proxy for a shareholder or in the case of a shareholder being a corporation by its duly authorised corporate representative shall be deemed to be the same as a demand by a shareholder.

Unless a poll is required by the Listing Rules or duly demanded and, in the later case, the demand is 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 not carried by a particular majority, or lost, and an entry to that effect made in the minute book of the Company, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against the resolution.”

- (iii) 任何一名或多名親身出席之股東或獲正式授權之公司代表或受委代表，並不少於有權於大會上投票之全體股東投票權總額十分之一；或
- (iv) 任何一名或多名親身出席之股東或獲正式授權之公司代表或受委代表，並持有附帶權利可於大會上投票之本公司股份，而當中繳足股款總額，不少於附帶該權利之所有股份繳足股款總額十分之一。

作為股東受委代表或(就公司股東而言)其正式公司授權之公司代表提出之要求，須視作等同股東提出之要求。

除非上市規則規定或正式要求作出投票表決，及如屬後者，要求未被撤回，否則由主席宣佈決議案已以舉手投票方式進行表決或經一致贊成或特定之大多數股東贊成或並非以特定之大多數股東通過或遭否決，並記錄於本公司會議紀錄冊記後，便或為有關實情不可推翻之證明，而毋需再紀錄證明投票贊成或反對有關決議案之票數或比例。」



- E. deleting the existing Bye-Law 76 in its entirety and substituting therefor the following as new Bye-Law 76(A):

“76. (A) Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting on a show of hands every shareholder who is present in person or by a duly authorised corporate representative or by proxy shall have one vote, and on a poll every shareholder present in person or by a duly authorised corporate representative or by proxy, shall have one vote for every share of which he is the holder which is fully paid up or credited as fully paid up (but so that no amount paid up or credited as paid up on a share in advance of calls or instalments shall be treated for the purposes of this Bye-Law as paid up on the share). Notwithstanding anything contained in these Bye-Laws, where more than one proxy is appointed by a shareholder of the Company which is a Clearing House (or its nominee(s)), each such proxy shall have one vote on a show of hands. On a poll a shareholder entitled to more than one vote need not use all his votes or cast his votes in the same way.”

- E. 刪除現有公司細則第76條全文，並以
下列新公司細則第76(A)取代：

「76. (A) 受當時任何一個或多個類別股份附有所規定有關投票之任何特別權利、特權或限制所規限，於任何股東大會上舉手投票時，每名親身或由正式授權之公司代表或受委代表代表出席股東大會之股東擁有一票，而於投票表決時，每名親身或由正式授權之公司代表或受委代表代表出席股東大會之股東可就其持有之每股繳足或入賬列作繳足股份擁有一票（惟就本條公司細則有關繳足股份而言，就預先催繳或分期支付而繳足或入賬列作繳足之股款將不會被視為繳足或入賬列為繳足）。不影響本條公司細則所載任何內容，倘為結算所（或其代名人）的本公司股東委任一名以上受委代表，則各名有關受委代表將有一票於舉手投票時將擁有一票。於投票表決時，有權投超過一票之股東毋須使用其全部票數或以相同方式作出投票。」



- F. adding the following as a new Bye-Law 76(B) immediately after Bye-Law 76(A) and adding the words “Votes cast in contravention of the Listing Rules” as a marginal note to Bye-Law 76(B):

“(B) Where any shareholder 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 shareholder in contravention of such requirement or restriction shall not be counted.”;

- G. deleting the existing Bye-Law 81 in its entirety and substituting therefor the following new Bye-Law 81:

“81. Any shareholder of the Company entitled to attend and vote at a meeting of the Company or a meeting of the holders of any class of shares in the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. Votes may be given either personally or by a duly authorised corporate representative or by proxy. A shareholder who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a shareholder. In addition, a proxy or proxies representing either an individual shareholder or a shareholder which is a corporation, shall be entitled to exercise the same powers on behalf of the shareholder which he or they represent as such shareholder could exercise, including the right to vote on a show of hands in accordance with Bye-Law 76(A).”;

- F. 於緊隨公司細則第76(A)後加入下文作為新公司細則第76(B)，及加入「違反上市規則所投之票數」字眼，作為公司細則第76(B)之邊旁附註：

「(B) 凡任何股東在上市規則下需要對任何指定決議案放棄投票或受限制僅投票贊成或僅投票反對任何指定決議案，則不應點算該股東或其代表在違反該等規定或限制之情況下所作之任何投票。」；

- G. 刪除現有公司細則第81條全文，並以下列新公司細則第81條取代：

「81. 有權出席本公司大會或本公司任何類別股份持有人會議及於會上投票之本公司任何股東，有權委任另一名人士作為其受委代表，代其出席及投票。投票可由股東親身或由正式授權之公司代表或受委代表作出。於相同情況下，持有兩股或以上股份之股東可委任多於一名受委代表出席大會。受委代表毋須為股東。此外，代表一名個別股東或公司股東之一名或多名受委代表，有權代表其所代表之股東行使該名股東有權行使之相同權力，包括根據公司細則第76(A)條以舉手投票方式作出投票之權利。」；



H. deleting the existing Bye-Law 98(H) in its entirety and substituting therefor the following new Bye-Law 98(H):

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

- (i) any contract or arrangement for the giving by the Company of any security or indemnity to the Director or his associate(s) 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;
- (ii) any contract or arrangement for the giving by the Company of any security to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his associate(s) has/have 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 or arrangement concerning an offer of the shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or his associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;

H. 刪除現有公司細則第98(H)條全文，並以下列新公司細則第98(H)條取代：

「(H) 董事不得就批准有關本身或據該名董事所知其任何聯繫人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（亦不得計入有關法定人數），而即使其參與投票，其投票亦不會獲點算（亦不得計入有關決議案之法定人數），惟上述禁制不適用於下列事項：—

- (i) 本公司就董事或其任何聯繫人所借出之款項、或應本公司或其任何附屬公司之要求或為本公司或其任何附屬公司之利益而產生或承擔之責任，給予該董事或其聯繫人任何抵押或彌償保證所訂立之任何合約或安排；
- (ii) 本公司就董事或其聯繫人本身為本公司或其任何附屬公司之債項或債務承擔全部或部分責任（不論為根據一項擔保或彌償保證而獨自或共同或以具抵押之方式作出承擔），而給予第三者任何抵押或彌償保證所訂立之任何合約或安排；
- (iii) 有關提呈本公司或本公司可能發起或擁有權益之任何其他公司之股份或債券或其他證券以供認購或購買，而董事或其聯繫人於參與包銷或分包銷發售建議中擁有或將擁有權益所訂立之任何合約或安排；



- (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 or arrangement concerning any other company in which the Director or his associate(s) is/are interested only, whether directly or indirectly, as an officer or an executive or a shareholder or in which the Director or his associate(s) is/are beneficially interested in shares of that company in which the Director and any of his associate(s) are not in aggregate beneficially interested in five (5) per cent. or more of the issued shares of any class of the equity share capital of such company (or of any third company through which his interest or that of his associate(s) is derived) or of the voting rights;
- (vi) any proposal or arrangement for the benefit of employees of the Company or its subsidiaries including the adoption, modification or operation of a pension fund or retirement, death or disability benefit scheme which relates both to Directors or their associate(s) and employees of the Company or of any of its subsidiaries and does not give the Director or his associate(s) as such any privilege or advantage not generally accorded to the class of persons to whom such scheme or fund relates; and
- (iv) 董事或其聯繫人僅因其於本公司之股份或債券或其他證券擁有權益而訂立，與本公司之股份或債券或其他證券之其他持有人以相同方式擁有權益之任何合約或安排；
- (v) 有關與董事或其聯繫人僅因身為高級職員或行政人員或股東而直接或間接擁有權益之任何其他公司，或董事或其聯繫人實益擁有該公司股份之權益所訂立之任何合約或安排，惟董事及其任何聯繫人並非合共實益擁有該公司(或據此取得其或其聯繫人之權益之任何第三者公司)任何類別權益股本中已發行股份或投票權五(5)%或以上；
- (vi) 有關本公司或其附屬公司僱員福利，包括：採納、修訂或執行退休金或退休、身故或殘疾福利計劃所訂立之任何建議或安排，而該計劃乃與董事或其聯繫人及本公司或其任何附屬公司之僱員有關，且並無賦予董事或其聯繫人任何特權或優惠而參與該計劃或基金之類別人士一般不獲賦予；及



(vii) any proposal or arrangement concerning the adoption, modification or operation of any employees' share scheme involving the issue or grant of options over shares or other securities by the Company to, or for the benefit of, the employees of the Company or its subsidiaries under which the Director or his associate(s) may benefit.;

For the purpose of Bye-Law 98(H), "subsidiary" or "subsidiaries" shall have the same meaning ascribed to it under the Listing Rules."

I. deleting the existing Bye-Law 98(I) in its entirety and substituting therefor the following new Bye-Law 98(I):

"(I) A company shall be deemed to be a company in which a Director and/or any of his associate(s) owns five (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 of any class of shares of such company 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 five (5) per cent. or more of any class of the equity share capital of such company (or of any third company through which his/their interest is/are derived) or of the voting rights of any class of shares available to the shareholders of the 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/have 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.";

(vii) 有關採納、修訂或執行任何僱員股份計劃所訂立之任何建議或安排，而該等計劃涉及本公司向本公司或其附屬公司之僱員或為彼等之利益發行或授出股份或其他證券之選擇權，而董事會或其聯繫人可從中獲益。；

就公司細則第98(H)條而言，『附屬公司』指具有上市規則賦予該詞語之相同涵義。』

I. 刪除現有公司細則第98(I)條全文，並以下列新公司細則第98(I)條取代：

「(I) 董事及／或其任何聯繫人倘於一間公司(或據此取得其／彼等權益之任何第三者公司)直接或間接持有或實益擁有該公司任何類別權益股本或該公司任何類別股份投票權五(5)%或以上，則該公司得被視為董事及／或其任何聯繫人擁有任何類別權益股本中已發行股份或任何類別股份投票權五(5)%或以上之公司(僅限於上述情況及僅於該情況持續期間)。就本段而言，董事或其聯繫人以被動受託人或保管受託人身份持有而彼或彼等任何一人概無實益權益之任何股份，或董事或其聯繫人於一項信託享有之復歸或剩餘權益，而於該信託所包含之股份(僅於若干其他人士有權從該信託獲得收入及僅於該情況持續期間)以及董事或其聯繫人僅以單位持有人之身份於一項獲授權單位信託計劃所包含之股份擁有權益。」；



- J. deleting the existing Bye-Law 98(J) in its entirety and substituting therefor the following new Bye-Law 98(J):

“(J) Where a company in which a Director and/or any of his associate(s) holds five (5) per cent. or more of any class of the equity share capital of such company or of the voting rights of any class of shares available to the shareholders of the company is materially interested in a transaction, then that Director shall also be deemed materially interested in such transaction.”;

- K. deleting the existing Bye-Law 98(K) in its entirety and substituting therefor the following new Bye-Law 98(K):

“(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) 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 and his ruling in relation to such other Director or his associate(s) shall be final and conclusive except in a case where the nature or extent of the interest of the Director 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 or his associate(s) 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 his associate(s) 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 his associate(s) shall be treated as an interest of the alternate Director without prejudice to any interest which the alternate Director has otherwise.”;

- J. 刪除現有公司細則第98(J)條全文，並以下列新公司細則第98(J)條取代：

「(J) 倘董事及／或其任何聯繫人持有該公司任何類別權益股本或該公司股東擁有任何類別股份之五(5)%或以上權益，而該公司在交易中有重大利益，則該董事亦須視為在該交易中擁有重大利益。」；

- K. 刪除現有公司細則第98(K)條全文，並以下列新公司細則第98(K)條取代：

「(k) 倘於任何董事會會議上提出之任何議題涉及董事(主席除外)或其聯繫人實際權益，或任何董事(主席除外)是否有投票權或計入法定人數內，而上述議題未能以其主動同意放棄投票及不計入法定人數內而決，則有關議題將提交主席議決，而主席就有關其他董事或其聯繫人之裁決為最終及不可推翻，惟董事所知董事或其聯繫人權益性質或程度並無向董事會作出公平披露者除外。如上述任何議題涉及主席或其聯繫人，該議題則由董事會決議案決定(在此情況下，主席將不計入法定人數並不得就該決議案投票)，而該決議案將為最終及不可推翻，惟主席所知其或其聯繫人權益性質或程度並無向董事會作出公平披露者除外。就本段及就替代董事而言，其委任人或其聯繫人之權益將被視為替代董事之權益，且不損害該名替代董事所有之任何權益。」；



- L. deleting the existing Bye-Law 103 in its entirety and substituting therefor the following new Bye-Law 103:

“103. 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 notice in writing of the intention to propose that person for election as a Director and notice in writing by that person of his willingness to be elected shall have been lodged at the Head Office or at the Registration Office. The period for lodgment of the notice required under this Bye-Law 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 (7) seven days prior to the date of such general meeting, provided that such period shall be at least (7) seven days.”;

and **THAT** any director of the Company be and is hereby authorised to take such further action as he/she may, at his/her sole and absolute discretion, think fit for and on behalf of the Company to implement the aforesaid amendments to the existing Bye-Laws.”

ORDINARY RESOLUTIONS

6. “THAT

- A. (i) subject to paragraph A(iii) and pursuant to the Listing Rules, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such power by and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph A(i) shall authorize 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 expiry of the Relevant Period;

- L. 刪除現有公司細則第103條全文，並以下列新公司細則第103條取代：

「103. 除退任董事外，任何未經董事推薦之人士均不具資格於任何股東大會獲選為董事，除非向總辦事處或註冊辦事處提交有關提名該名人士參選為董事之通知書及獲提名人士表明有意參選之通知書。本公司細則規定提交通知書之期限，不得早於寄發為有關選舉所召開股東大會通告之翌日開始，亦不得遲於舉行有關股東大會前七(7)日完結，惟有有關期限最少須為七(7)日。」；

及**動議**授權本公司任何董事，採取其可能全權酌情認為就代表本公司執行上述有關現有公司細則修訂而適合之任何其他行動。」

普通決議案

六. 「動議

- 甲. (i) 在本決議案第甲(iii)段之規限下及根據上市規則，特此一般性及無條件地批准董事於有關期間（按下文所界定）行使本公司全部權力以配發、發行及以其他方式處理本公司股本中之額外股份，並訂立或授出可能須行使此等權力之售股建議、協議或認股權；
- (ii) 本決議案第甲(i)段所載之批准應授權董事於有關期間（按下文所界定）訂立或授出可能須在有關期間屆滿後行使該等權力之售股建議、協議或認股權；



(iii) the aggregate nominal value of share capital allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to the approval in paragraph A(i) , otherwise than pursuant to a Rights Issue (as hereinafter defined) or any option scheme or similar arrangement for the time being adopted for the grant or issue to employees of the Company and/or any of its subsidiaries of shares or right to acquire shares in the Company shall not exceed 20% of the aggregate of the total nominal value of the share capital of the Company in issue as at the date of this Resolution and the said approval shall be limited accordingly; and

(iv) for the purposes of this Resolution:

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

1. the conclusion of the next annual general meeting of the Company; or
2. the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or the Companies Act or any applicable law to be held; or
3. the passing of an Ordinary Resolution by the shareholders of the Company in general meeting revoking, varying or revising the authority given to the Directors of the Company by this Resolution; and

(iii) 除依據配售新股（按下文所界定）或目前採納之任何優先認股計劃或類似安排，向本公司及／或其任何附屬公司之僱員授予或發行股份或購買本公司股份之權利外，董事根據第甲(i)段之批准配發或有條件或無條件地同意配發之股本總面額不得超逾本公司於本決議案獲通過之日已發行股本總面額20%，而根據所述批准所授權力亦須受此數額限制；及

(iv) 就本決議案而言：

「有關期間」指由通過本決議案之時至下列三項中之較早日期止之期間：

1. 本公司下屆股東週年大會結束之時；或
2. 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期限屆滿時；或
3. 本公司股東在股東大會通過普通決議案撤銷或修訂本決議案所授予董事之權力；及



“Rights Issue” means an offer of shares in the capital of the Company or an offer or issue of options or, warrants or other securities granting the right to subscribe for shares, open for a period fixed by the Directors of the Company to holders of shares on the register of shareholders of the Company on a fixed record date in proportion to their then holdings of shares, subject to 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 recognized regulatory body or any stock exchange in any territory outside Hong Kong.

- B. (i) subject to paragraph B(ii) and all applicable laws and/or the requirement of the Listing Rules or of any other stock exchange as amended from time to time, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase the shares of the Company on the Stock Exchange or on any other stock exchange on which the shares of the Company may be listed and recognized by the SFC and the Stock Exchange for this purpose, is hereby generally and unconditionally approved;
- (ii) the aggregate nominal amount of shares in the Company pursuant to the approval granted in paragraph B(i) during the Relevant Period shall not exceed 10% of the aggregate of nominal value of the share capital of the Company in issue as at the date of the passing of this Resolution and the said approval be limited accordingly; and

「配售新股」乃指董事於指定期間向於指定記錄日期名列本公司股東名冊之股份持有人，按其當時持有該等股份、可認購股份之期權或認股證或其他股票、有關類別股份之比例發售股份，惟董事有權在必須或權宜之情況下就零碎股權或經考慮任何香港以外地區之任何法律限制或責任或任何認可監管機構或任何證券交易所之規定而取消在此方面之權利或另作安排。

- 乙. (i) 在本決議案第乙(ii)段之規限下及根據上市規則或任何其他證券交易所所有適用法例及規定(以不時之修訂本為準)，特此一般性及無條件地批准董事於有關期間(按下文所界定)行使本公司所有權力，並在其規限下於聯交所或本公司股份可能於其上市並獲證監會及聯交所就此認可之任何其他證券交易所購回本公司股本中之已發行股份；
- (ii) 根據本決議案第乙(i)段之批准，本公司將予購回或有條件或無條件地同意購回之股本總面額不得超逾本公司於本決議案獲通過之日已發行股本總面額10%，而上述批准亦須受此數額限制；及



(iii) for the purposes of this Resolution:

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

1. the conclusion of the next annual general meeting of the Company; or
2. the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or the Companies Act or any applicable law to be held; or
3. the passing of an Ordinary Resolution by the shareholders of the Company in general meeting revoking, varying or revising the authority given to the Directors of the Company by this Resolution; and

C. conditional upon Resolutions Nos. 6A and 6B above being passed, the aggregate nominal value of the number of shares in the capital of the Company which are repurchased by the Company under the authority granted to the Directors as mentioned in Resolution No. 6B above shall be added to the aggregate nominal amount of share the capital that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to Resolution No. 6A above.”

(iii) 就本決議案而言：

「有關期間」指由通過本決議案之時至下列三項中之較早日期止之期間：

1. 本公司下屆股東週年大會結束之時；或
2. 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期限屆滿時；或
3. 本公司股東在股東大會通過普通決議案撤銷或修訂本決議案所授予董事之權力；及

丙. 待上述第六甲項及第六乙項決議案獲通過後，將依據上述第六乙項決議案所述授予董事之授權而購回本公司股本中股份總面額，加入董事依據上述第六甲項決議案可配發或有條件或無條件同意配發股本之總面額上。」



7. “**THAT**, subject to and conditional upon (i) the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting listing of, and permission to deal in, the shares of HK\$0.10 each in the capital of the Company (“**Shares**”) to be issued pursuant to the exercise of options which may be granted under the new share option scheme (a copy of which is produced to this meeting and signed by the chairman of this meeting for the purpose of identification) (“**New Share Option Scheme**”); and (ii) the Bermuda Monetary Authority granting approval for the grant of options under the New Share Option Scheme and the allotment and issue of Shares upon the exercise of such options,
- A. the existing share option scheme (“**Existing Share Option Scheme**”) adopted on 16 August 2000 be and is hereby terminated and no further options will be granted under the Existing Share Option Scheme but in all other respects the provisions of the Existing Share Option Scheme shall remain in force to the extent necessary to give effect to the exercise of any options granted prior thereto or otherwise as may be required in accordance with the provisions of the Existing Share Option Scheme and options granted prior to such termination shall continue to be valid and exercisable in accordance with the Existing Share Option Scheme; and
- B. the rules of the New Share Option Scheme be and are hereby approved and adopted.”

By Order of the Board
LUI CHOI YIU ANGELA
Company Secretary

Hong Kong, 19 July 2004

- 七. 「**動議**待(i)香港聯合交易所(「**聯交所**」)上市委員會批准因行使根據新購股權計劃(其副本已呈交大會及由大會主席簽署以資識別)(「**新購股權計劃**」)可能授出之購股權而發行之本公司股本中每股面值0.10港元之股份(「**股份**」)上市及買賣後；及(ii)百慕達金融管理局批准根據新購股權計劃授出購股權及因行使該等購股權而配發及發行股份後及在其規限下，

甲. 終止於二零零零年八月十六日採納之現有購股權計劃(「**現有購股權計劃**」)及不再根據現有購股權計劃授出其他購股權，惟現有購股權計劃條文在所有其他方面將仍然有效，以行使先前授出或現有購股權計劃條文規定之任何購股權，而終止前授出之購股權將繼續有效，及可根據現有購股權計劃行使；及

乙. 批准及採納新購股權計劃之規則。」

承董事會命
雷彩姚
公司秘書

香港，二零零四年七月十九日



Notes:

- (1) Any member entitled to attend and vote at the Annual General Meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares of the Company may appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a member of the Company.
- (2) A form of proxy for use at the meeting is enclosed herewith.
- (3) The form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be under its seal or the hand of an officer, attorney or other person duly authorised.
- (4) The form of proxy and the power of attorney or other authority, if any, under which it is signed or a notorially certified copy thereof must be lodged at the Company's branch share registrar in Hong Kong, Standard Registrars Limited, at G/F, Bank of East Asia Harbour View Center, 56 Gloucester Road, Wanchai, Hong Kong, not later than 48 hours before the time appointed for holding the Annual General Meeting or any adjourned meeting (as the case may be) and in default the proxy shall not be treated as valid. Completion and return of the form of proxy shall not preclude members from attending and voting in person at the Annual General Meeting or at any adjourned meeting (as the case may be) should they so wish.
- (5) Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either in personal or by proxy, in respect of such share as if he/she was solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, the vote of that one of the said persons so present whose name stands first on the register of members in respect of such share shall be accepted to the exclusion of the votes of the other joint holders.
- (6) The Register of Members will be closed from Tuesday, 31 August 2004 to Tuesday, 7 September 2004, both days inclusive, during which period no transfer of shares will be effected.

附註：

- (一) 凡有權出席股東週年大會及於會上投票之股東均有權委派另一名人士作為其代表，代其出席及投票。持有兩股或以上本公司股份之股東可委任一名或以上受委代表，代其出席及投票。受委代表毋須為本公司股東。
- (二) 隨附大會適用之代表委任表格。
- (三) 代表委任表格必須由閣下或閣下以書面正式授權之受權人簽署，或就公司而言，則必須蓋上公司印鑑或高級職員、受權人或其他獲正式授權之人士簽署。
- (四) 代表委任表格連同簽署人之授權書或其他授權文件(如有)或經公證人簽署證明之授權書或授權文件副本，最遲須於大會或任何續會(視情況而定)指定舉行時間前四十八小時送交本公司於香港之股份過戶登記分處，地址為香港灣仔告士打道56號東亞銀行港灣中心地下，而倘未有按指示交回代表委任表格，該受委代表將被視為無效。填妥及交回代表委任表格後，股東仍可親身出席股東週年大會或任何續會(視情況而定)，並於會上投票。
- (五) 如屬任何股份之聯名持有人，則任何一位該等持有人均可親身或委派代表於大會上以該等股份投票，猶如彼為唯一有權投票者，惟倘超過一位聯名持有人親身或委派代表出席大會，則只接納上述出席大會並就有關股份於股東名冊內排名於首之股東之投票，而其他聯名持有人之投票將不被計算。
- (六) 本公司將由二零零四年八月三十一日(星期二)至二零零四年九月七日(星期二)，包括首尾兩天，暫停辦理股票過戶登記手續。