

# Notice of Annual General Meeting

## 股東週年大會通告

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Get Nice Holdings Limited (the “Company”) will be held at 22/E Euro Trade Centre, 13-14 Connaught Road Central, Hong Kong on 24th 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 of the auditors of the Company for the year ended 31st March, 2004.
2. To declare a final dividend for the year ended 31st March, 2004.
3. To re-elect the retiring Directors, namely Messrs. Liu Chun Ning, Wilfred, Lin Zhi Hang and Chung Wai Keung and to authorize the board of directors of the Company to fix the directors’ remuneration.
4. To re-appoint Deloitte Touche Tohmatsu as the Company’s auditors and to authorize the board of directors of the Company to fix their remuneration.

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

### SPECIAL RESOLUTION

5. “THAT the Articles of Association of the Company be and they are hereby amended to reflect the changes that are required under the revised Appendix 3 to the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited as follows:

- (a) the definition of “associates” under the existing Article 1(A) be deleted in its entirety and replaced with the following:

“associates”, in relation to any Director, shall have the same meaning ascribed to it under the rules, regulations or codes of the stock exchange in the Relevant Territory.”

- (b) the existing Article 84 be deleted in its entirety and replaced with the following:

“84.(A) Subject to paragraph (B) of this Article 84, no objection shall be raised to the qualification of any person exercising or purporting to exercise a vote or the admissibility of any vote except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman, whose decision shall be final and conclusive.

茲通告結好控股有限公司（「本公司」）之股東週年大會謹訂於二零零四年八月二十四日上午十一時假座香港干諾道中13-14號歐陸貿易中心22樓舉行，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、本公司董事會報告書及核數師報告書。
2. 宣派截至二零零四年三月三十一日止年度之末期股息。
3. 重選退任董事，即廖俊寧先生、蘭之航先生及鍾偉強先生，並授權本公司董事會釐定董事酬金。
4. 續聘德勤•關黃陳方會計師行為本公司核數師，並授權本公司董事會釐定其酬金。

作為特別事項，考慮並酌情通過下列本公司決議案為普通及／或特別之決議案（不論有否修訂）：

### 特別決議案

5. 「動議修訂本公司章程細則：以反映根據香港聯合交易所有限公司證券上市規則附錄三之規定更改而作下列修訂：

- (a) 將現有第1(A)條「聯繫人士」之定義完全刪除，並以下文取代：

任何有關董事之「聯繫人士」定義將與有關地方之交易所規則、規例或守則相同。

- (b) 將現有第84條完全刪除，並以下文取代：

「84.(A) 在本細則第84條(B)段的限制下，除非在會議或續會上提出或提出反對有關投票，否則行使或擬行使投票權之任何人士的投票資格或任何投票的接納資格不應遭反對，而並非遭禁止的投票在有關會議上就所有事項作出的表決均為有效。於適當時候提出的任何有關反對須交由主席處理，其決定應為最終及決定性。

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- (B) At all times during the Relevant Period (but not otherwise), where any shareholder is, under the rules, regulations or codes of the stock exchange in the Relevant Territory, 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 (whether by way of proxy or, as the case may be, corporate representative) in contravention of such requirement or restriction shall not be counted.”
- (B) 於有關期間全時間(但非任何情況),凡任何股東須按有關地方之交易所規則、規例或守則之要求下,於任何某一特定議案放棄表決權、或於某一特定議案受限制或只能投贊成或反對票,該規定或限制之情況下由該股東(不論以授權方式或(視乎情況以定)由公司代表)所作之表決將不予計算。」
- (c) the existing Article 107 be amended by:
- (c) 將現有第107條更改為:
- aa. insertion of the words “or the appointment of any of his associates” immediately after the word “appointment” on the second line in paragraph (D);
- aa. 緊接於段落(D)第二行「委任」一字後,加入「或委任任何其聯繫人士」;
- bb. deletion of paragraph (E) in its entirety and insertion of the following in its place:
- bb. 將段落(E)完全刪除,並加入以下條文取代:
- “(E) Where arrangements are under consideration concerning the appointment (including the arrangement, remuneration or variation of the terms thereof, or the termination thereof) of two or more Directors or any of the associate(s) of any such Director(s) to offices or places of profit with the Company or any other company in which the Company is interested, a separate resolution may be put in relation to each Director or, as the case may be, the associate(s) of such Director and in such case each of the Directors concerned shall be entitled to vote (and be counted in the quorum) in respect of each resolution except that concerning his own appointment or the appointment of any of his associates (or the arrangement or variation of the terms thereof, or the termination thereof) and (in the case of an office or place of profit with any such other company as aforesaid) where the other company is a company in which the Director and his associates in aggregate own five (5) per cent. or more of the issued shares of any class of the voting equity share capital of such company or of the voting rights of any class of shares of such company (other than shares which carry no voting rights at general meetings and no or nugatory dividend and return of capital rights).”;
- 「(E) 倘考慮有關委任兩名或以上董事或任何該等董事的任何聯繫人士擔任本公司或本公司擁有權益之任何其他公司之職務或受薪職位(包括安排、酬金或修訂其條款,或終止有關委任)的安排,則須就每名董事或(視乎情況而定)該董事的聯繫人士分別提呈決議案,而在此情況下,每名有關董事均可就各項決議案投票(及計入法定人數),惟不包括有關其本身的委任或其任何聯繫人的委任(或安排或修訂其條款,或終止有關委任)的決議案,而(倘為上述任何有關其他公司的職務或受薪職位)若董事及其聯繫人士合共擁有有關該公司任何類別有投票權股本的已發行股份或該公司任何類別股份投票權(不包括並無附帶可在股東大會上投票的權利,亦不可獲派股息及資本權益回報的股份)百分之五(5%)或以上,有關決議案亦不包括在內。」;

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- cc. deletion of paragraph (G) in its entirety and insertion of the following in its place:

“(G) If to the knowledge of a Director, he or any of his associates, is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or arrangement with the Company, he shall declare the nature of his or, as the case may be, his associate(s)’ interest at the meeting of the Directors at which the question of entering into the contract or arrangement is first taken into consideration, if he knows his interest or that of his associate(s) then exists, or in any other case at the first meeting of the Directors after he knows that he or his associate(s) is or has become so interested. For the purposes of this Article, a general notice to the Directors by a Director to the effect that (a) he or his associate(s) is a shareholder of a specified company or firm and is to be regarded as interested in any contract or arrangement which may after the date of the notice be made with that company or firm or (b) he or his associate(s) is to be regarded as interested in any contract or arrangement which may after the date of the notice be made with a specified person who is connected with him or any of his associate(s), shall be deemed to be a sufficient declaration of interest under this Article in relation to any such contract or arrangement; provided that no such notice shall be effective unless either it is given at a meeting of the Directors or the Director takes reasonable steps to secure that it is brought up and read at the next meeting of the Directors after it is given.”;

- cc. 將段落(G)完全刪除，並加入以下條文取代：

「(G) 倘董事知悉其或其任何聯繫人士與本公司所訂立或建議訂立之合約或安排中擁有任何直接或間接利益，其須於知悉該項利益後，於首次考慮訂立該合約或安排之董事會議上申明其或(視乎情況以定) 聯繫人士利益性質或在任何其他情況下，其須於知悉此項利益關係後之首次董事會議上申明其或其聯繫人士之利益性質。就此條文而言，由一名董事發給董事大會通告之影響為：(a) 其或其聯繫人士為某一特定公司或法團之股東，則被視為於該通知發出當日後可能與該公司或法團訂立之合約或安排中擁有權益或(b) 其或其聯繫人士被視為於該通知發出之當日後可能與一名與其或其任何聯繫人士有關連之特定人士訂立之任何合約或安排中擁有權益，通知應被視為本公司細則下就任何該份合約或安排作出之一項充足權益聲明，惟除非該通知已提交董事會議，或董事已採取合理步驟，以確保該通知發出後已於下次召開之董事會議上提呈並宣讀，否則有關通知一概無效。」；

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dd. deletion of paragraph (H) in its entirety and insertion of the following in its place:

“(H) A Director shall not vote (nor be counted in the quorum) on any resolution of the Directors approving any contract or arrangement or proposal in which he or any of his associate(s) is/are to his/their knowledge materially interested, and if he/they shall do so his/their vote shall not be counted (nor is/are he/they 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 obligation undertaken by him or any of his associate(s) at the request of or for the benefit of the Company or any company in which the Company has interest;
- (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 company in which the Company has interest for which the Director or his associate(s) has himself/ themselves guaranteed or secured or otherwise assumed responsibility in whole or in part and whether alone or jointly under a guarantee or by the giving of security;

dd. 將段落(H)完全刪除，並加入以下條文取代：

「(H)董事不得就據其或其聯繫人士所知與其有重大利益關係之任何合約或安排或建議之董事會決議案投票（或被列入投票之法定人數內），而董事或其人士倘作出投票，其票數將不被計算，惟此項限制不適用於任何下列事項：

- (i) 就董事或其任  
何聯繫人士應  
本公司及其擁  
有權益之任何  
本公司要求下  
借出款項或為  
擔債務而向該  
董事或其聯繫  
人士提供任何  
抵押或賠償保  
證本公司之任  
何合約或安  
排；
- (ii) 就董事或其任  
何聯繫人士本  
身或提供抵押  
之形式單獨或  
聯同他人承擔  
全部或部分之  
本公司或其擁  
有權益之任何  
責任或由本公  
司而由第三者  
向任何抵押之  
任何合約或安  
排；

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- (iii) any contract or arrangement by the Director or his associate(s) to subscribe for shares or debentures or other securities of the Company to be issued pursuant to any offer or invitation to the shareholders or holders of debentures or securities of the Company or to the public which does not provide the Director or his associate(s) any privilege not accorded to any other shareholders or holders of debentures or securities of the Company or to the public;
- (iv) any contract or arrangement concerning an offer of the shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or his associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer and/or for the purposes of making any representations, the giving of any covenants, undertakings or warranties or assuming any other obligations in connection with such offer;
- (iii) 董事或其聯繫人士訂立以認購本公司或本公司發行之證券或債券，持人何或邀本或證向無聯任其券持人之任排；
- (iv) 有關本公司之證券或債券，或由本公司發售或由本公司認購或購買其權益，或因項分及任何言等何或任而有任排；

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- (v) any contract or arrangement in which the Director or his associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company be virtue only of his/their interest in shares or debentures or other securities of the Company and/or his/theirs being the offeror or one of the offerors or is/are interested in one of the offerors for the purchase or effective acquisition of such shares, debentures or other securities;
- (v) 董事或因其聯繫人士或公債券持有方之因有股其購名其方而益或
- (v) 董事或因其聯繫人士或公債券持有方之因有股其購名其方而益或
- (vi) any contract or arrangement concerning any other company in which the Director or his associate(s) is/are interested only, whether directly or indirectly, or 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, provided that such Director and any of his associate(s) is/are not in aggregate beneficially interested in five (5) per cent. or more of the issued shares of any class of the voting equity share capital of such company or of the voting rights of any class of shares of such company (other than shares which carry no voting rights at general meetings and no or nugatory dividend and return of capital rights);
- (vi) 與董事或其聯繫人士或公債券持有方之因有股其購名其方而益或
- (vi) 與董事或其聯繫人士或公債券持有方之因有股其購名其方而益或

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- (vii) any proposal or arrangement for the benefit of employees of the Company or its subsidiaries including the adoption, modification or operation of a pension fund or retirement, death or disability benefit scheme or personal pension plan under which a Director, his associate(s) and employees of the Company or of any of its subsidiaries may benefit and which has been approved by or is subject to and conditional on approval by the relevant taxing authorities for taxation purposes or relates to Director or his associate(s) and employees of the Company or of any of its subsidiaries and does not give the Directors or his associate(s) any privilege not accorded to the class of persons to whom such scheme or fund relates;
- (viii) any proposal concerning the adoption, modification or operation of any employees' share option scheme involving the issue or grant of options over shares or other securities by the Company to, or for the benefit of the employees of the Company or its subsidiaries under which the Director or his associate(s) may benefit; and
- (ix) any contract, transaction or proposal concerning the purchase and/or maintenance of any insurance policy for the benefit of any Director or his associate(s), officer or employee pursuant to these Articles.”
- (vii) 為本公司或其員  
附屬公司而設(包  
之利益、納稅、修  
括採納、退休、訂  
或執行、退、基  
或金或退休、身  
故或傷殘、福  
計或個、利  
休計劃)、而  
事、其聯、重  
士及本公、人  
其何附、司  
司之僱員、或  
中受惠、並  
稅務方、經  
關稅務、局  
准或須、批  
准或其、事  
或其聯、重  
及本公、人  
任何附、司  
僱員、董  
給予、士  
聯繫、之  
職級、計  
該等、有  
金之、賦  
未獲、權  
何特、予  
建議、之  
或安、任  
排；何
- (viii) 有關於採納、修  
訂或其司、為  
公屬或公、任  
附屬司、之  
員而設、而  
事或其、董  
士亦從、中  
之僱員、受  
計亦購、股  
公予購、權  
購股、或  
證份、以  
券之、其  
議任、他  
；及建
- (ix) 有關根據細則  
為任何董事或  
其聯繫人士、  
職員或僱員、  
利益而購買、  
／或保、持  
保險單、之  
合約、任  
合、何  
約、議、  
交、或  
易、建  
議。」

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- ee. deletion of paragraph (I) in its entirety and insertion of the following in its place:

“(I) A company shall be deemed to be a company in which a Director and/or his associate(s) in aggregate owns five (5) per cent. or more of any class of the voting equity share capital of such company or of the voting rights of any class of shares of such company 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 of or beneficially interested in five (5) per cent. or more of any class of the issued voting equity share capital of such company (or of the third company, other than the Company or any of its subsidiaries, through which his/their interest or that of any of his associate(s) is derived) or of the voting rights of any class of shares 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 such associates has no beneficial interest, any shares comprised in a trust in which the Director's interest 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, any shares comprised in an authorized unit trust scheme in which the Director or his associate(s) is/are interested only as a unit holder, and shares which carry no voting right at general meetings and no or nugatory dividend and return of capital rights.”

- ee. 將段落(I)完全刪除，並加入以下條文取代：

「(I) 倘及只要(惟僅倘只要)董事及／或其聯繫人士(不論直接或間接)持有或實益擁有一間公司(或透過其權益或其任何聯繫人士之權益而獲取權益之任何第三者公司)任何類別股本或佔該公司股東可享有之投票權百分之五(5%)或以上權益，則被視為一間由董事及／或其聯繫人士擁有百分之五(5%)或以上權益之公司。就本段而言，董事或其聯繫人士以被動受託人或保管受託人身份持有且其或其任何聯繫人士並未擁有實益權益之任何股份、計入董事或其聯繫人士於信託持有之權益為復歸權益或剩餘權益之任何股份(倘及只要若干其他人士有權收取有關收入)、計入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之任何股份，以及並無附有股東大會投票權及只附有非常有限股息及股本權利回報之任何股份均不予計算。」



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- ff. deletion of paragraph (J) in its entirety and insertion of the following in its place:
- “(J) Where a company (other than a company which is a wholly owned subsidiary of the Company or a subsidiary or associated company of the Company in the voting equity capital of which neither the Director nor any of his associates has any interests) in which a Director and/or his associate(s) in aggregate hold(s) five (5) per cent. or more of any class of the voting equity capital of such company or any of the voting rights of any class of shares available to shareholders of the company is/are materially interested in a transaction, then that Director and/or his associate(s) shall also be deemed materially interested in such transaction.”
- gg. deletion of paragraph (K) in its entirety and insertion of the following in its place:
- “(K) If any question shall arise at any meeting of the Directors as to the materiality of the interest of a Director or his associate(s) or as to the entitlement of any Director 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 (unless it relates to the Chairman) shall be referred to the Chairman and his ruling in relation to such 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 other Directors. If any question as aforesaid shall arise in respect of the Chairman such question shall be decided by a resolution of the Directors (for which purpose the 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 the Chairman as known to him has not been fairly disclosed to the other Directors.”
- ff. 將段落(J)完全刪除，並加入以下條文取代：
- 「(J) 倘董事及／或其聯繫人士持有一間公司（除董事或其聯繫人士並沒有擁有任何該公司，而該公司為本公司之全資附屬公司或附屬公司或本公司之聯繫公司之權益）之任何類別股本或佔該公司股東可享有之投票權百分之五(5%)或以上權益之公司而於交易中擁有重大權益，則董事及／或其聯繫人士而將被視為於有關交易中擁有重大權益。」
- gg. 將段落(K)完全刪除，並加入以下條文取代：
- 「(K) 倘於任何董事會會議上就董事或其聯繫人士所持有重大權益或對任何董事可進行投票或計入會議的決定人數的權利有任何疑問，而該等疑問未能透過由董事自願放棄投票或計入會議的法定人數來解決，則該疑問（除非該疑問惟有關主席）將交予主席作出裁決，而該主席對該董事作出之裁決將被視為最終及決定性的決定，惟倘有關董事本人及／或其聯繫人士所知悉之權益之性質或範圍並未向其他董事全面披露則除外。倘上述提及之疑問涉及有關主席，則有關疑問須以董事會決議案方式議決（就此而該主席之票數將不會計入會議的決定人數及不得進行投票）及該決議案將被視為最後及終局性決定，惟倘有關主席所知悉之權益之性質或範圍並未向其他董事全面披露則除外。」

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- hh. deletion of paragraph (L) in its entirety and insertion of the following in its place:
- “(L) The provisions of paragraphs (D), (E), (H), (I), (J) and (K) of this Article 107 shall apply during the Relevant Period but not otherwise. In respect of all periods other than the Relevant Period, a Director may vote in respect of any contract, arrangement or transaction or proposed contract, arrangement or transaction notwithstanding that he or any of his associates is or may be interested therein and, if he does so, his vote shall be counted and he may be counted in the quorum at any meeting of the Directors at which any such contract, arrangement or transaction or proposed contract, arrangement or transaction shall come before the meeting for consideration provided that he has, where relevant, first disclosed his interest in accordance with paragraph (G).”
- (d) the existing Article 113 be deleted in its entirety and replaced with the following:
- “113. No person, other than a retiring Director, shall, unless recommended by the Directors 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, provided that the minimum length of the period during such notice is given shall be at least seven (7) days and that the period for lodgement of such notice(s) shall commence no earlier than the day after the despatch of the notice of the meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting.”
- (e) Article 175 be amended by deletion of the word “Accounting” and insertion of the words “Financial Reporting” in its place on the eighth line in paragraph (A).”
- hh. 將段落(L)完全刪除，並加入以下條文取代：
- 「(L) 本細則第107條(D)、(E)、(H)、(I)、(J)及(K)段落之規定應適用於有關期間(惟並非其他期間)。就有關期間以外之所有期間，董事可就任何合約、安排或交易或建議合約、安排或交易而投票，而毋須理會彼或其任何聯繫人士是否於當中擁有權益，倘董事就此投票，則於考慮任何該等合約、安排或交易或建議合約、安排或交易提呈於任何董事會議上，董事之投票應獲點算及應獲計入法定人數，惟董事(於有關情況下)須根據(G)段先行披露其權益。」
- (d) 將現有第113條完全刪除，並以下文取代：
- 「113.除退席董事外，其他人士(除董事推薦參選外)均沒有資格於任何股東大會上膺選為董事，除非由董事於書面上有意提名某人參選為董事之通知書及該名被提名之人士以書面上願意接納為參選之通知書，而有關該等之通告書需向總辦事處或註冊辦事處提交之期限為最少為七(7)日，及提交該等通告書為最早寄發舉行委任有關選舉之股東大會通告書日起計，及不得遲於舉行該股東大會前七(7)日。」
- (e) 將第175條段落(A)第八行中「會計」字刪除及加入「財務申報」代替。」

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### ORDINARY RESOLUTIONS

#### 6. A. “THAT:

- (a) subject to paragraph (b) of this Resolution, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to repurchase shares (“Shares”) of HK\$0.10 each in the capital of the Company on The Stock Exchange of Hong Kong Limited (“Stock Exchange”) or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange, the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and all other applicable laws in this regard, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares which may be repurchased or agreed to be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the shares of the Company in issue on the date of passing of this Resolution and the authority pursuant to paragraph (a) of this Resolution shall be limited accordingly; and
- (c) for the purpose of this Resolution: “Relevant Period” means the period from the date of passing of this Resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company; or
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company in force from time to time, the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands or any other applicable law of the Cayman Islands to be held; or
  - (iii) the date upon which the authority set out in this Resolution is revoked or varied by way of ordinary resolution in general meeting.”

### 普通決議案

#### 6. A. 「動議：

- (a) 在本決議案(b)段之規限下，一般及無條件批准本公司之董事（「董事」）於有關期間（定義見下文(c)段）內，根據香港證券及期貨事務監察委員會與香港聯合交易所有限公司（「聯交所」）之規則及規例、開曼群島公司法第二十二章（一九六一年法例三（經綜合及修訂））及所有其他有關適用法例，行使本公司之一切權力於聯交所或股份可能上市及獲香港證券及期貨事務監察委員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每股面值0.10港元之股份（「股份」）；
- (b) 本公司根據(a)段之批准於有關期間可能購回或同意將購回之股份總面值，不得超過本公司於本決議案通過當日之已發行股本總面值之10%及根據本決議案(a)段之授權因而受限制；及
- (c) 就本決議案而言：「有關期間」指由本決議案通過當日起至下列較早者之期間：
- (i) 本公司下屆股東週年大會結束時；或
  - (ii) 本公司不時有效之公司組織章程細則、開曼群島公司法第二十二章（一九六一年法例三（經綜合及修訂））或開曼群島之任何其他適用法例之規定本公司下屆股東週年大會須召開之期限屆滿時；或
  - (iii) 於股東大會上通過普通決議案撤銷或修改本決議案所載授權之日。」

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### B. “THAT:

- (a) subject to paragraph (c) of this Resolution, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below), of all the powers of the Company to allot, issue and deal with any unissued shares (“Shares”) of HK\$0.10 each in the capital of the Company and to make an offer or agreement or grant an option, including warrants to subscribe for Shares, which would or might require such Shares to be allotted and issued be and is hereby generally and unconditionally approved;
- (b) the Directors be authorized to make an offer or agreement or grant an option during the Relevant Period which would or might require shares in the capital of the Company to be allotted and issued either during or after the end of the Relevant Period pursuant to (a) above;
- (c) the aggregate nominal value of the shares in the capital of the Company allotted or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Directors pursuant to the respective approval and authorization referred to in paragraphs (a) and (b) above, otherwise than pursuant to a Rights Issue (as defined in paragraph (d) below) or pursuant to the exercise of options under the share option scheme or an issue of shares of the Company 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 in force from time to time, or any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares or a specific authority granted by the Company’s shareholders in general meeting, shall not exceed (i) 20% of the aggregate nominal value of the share capital of the Company in issue at the date of passing of this Resolution approving the mandate to issue shares and (ii) the aggregate nominal amount of the share capital of the Company subsequent to the passing of this Resolution that may have been repurchased pursuant to resolution 6A; and
- (d) for the purpose 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; or

### B. 「動議：

- (a) 在本決議案(c)段之規限下，根據香港聯合交易所有限公司證券上市規則，一般及無條件批准董事於有關期間(定義見下文(d)段)內行使本公司一切權力，以配發、發行及處理本公司之任何每股面值0.10港元未發行股份(「股份」)，並作出售股建議或協議或授予將會或可能需要配發及發行股份之購股權(包括可認購股份之認股權證)；
- (b) 根據上文(a)段授權董事在有關期間內作出售股建議或協議或授予將會或可能需要於有關期間內或結束後配發及發行本公司股份之購股權；
- (c) 董事依據上文(a)及(b)段批准及授權而配發或有條件或無條件同意配發及發行(不論是否依據購股權或其他原因而配發)之本公司股本總面值(惟根據配售新股(定義見下文(d)段)或按照本公司不時有效之公司組織章程細則，或根據本公司之任何認股權證或可兌換為股份之任何證券之條款行使認購權或兌換權時發行任何股份或本公司股東於股東大會上授出之特定授權行使購股權計劃中之購股權或發行本公司股份以代替本公司股份之全部或部份股息除外，不得超過(i)本公司於有關批准發行股份授權之本決議案通過當日之本公司已發行股本總面值之20%與(ii)於通過本決議案之後根據決議案6A可能購回之本公司股本總面值；及
- (d) 就本決議案而言：
 

「有關期間」指由本決議案通過當日起至下列較早者之期間：

  - (i) 本公司下屆股東週年大會結束時；或

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- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company in force from time to time, the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands or any other applicable law of the Cayman Islands to be held; or
- (iii) the date upon which the authority set out in this Resolution is revoked or varied by way of ordinary resolution in general meeting.”

“Right Issue” means the allotment or issue of shares in the Company or other securities which would or might require shares to be allotted and issued pursuant to an offer made to all the shareholders of the Company (excluding for such purpose any shareholder who is resident in a place where such offer is not permitted under the laws of that place) and, where appropriate, the holders of other equity securities of the Company entitled to such offer, pro rata (apart from fractional entitlements) to their existing holdings of shares or such other equity securities.”

- C. “THAT subject to the passing of Resolutions 6A and 6B above, the authority of the Directors pursuant to Resolution 6B, be and is hereby approved to extend to cover such amount representing the aggregate nominal amount of the shares in the capital of the Company repurchased pursuant to the authority granted under Resolution 6A.”

By Order of the Board  
**Hung Sui Kwan**  
*Company Secretary*

Hong Kong, 28th July, 2004

- (ii) 本公司不時有效之公司組織章程細則、開曼群島公司法第22章(一九六一年法例3(經綜合及修訂))或開曼群島之任何其他適用法例之規定本公司下屆股東週年大會須召開之期限屆滿時；或
- (iii) 於股東大會上通過普通決議案撤銷或修改本決議案所載授權之日。」

配售新股指按股東之股份或其他股本證券現有持有量比例(零碎配額除外)配發或發行本公司股份或將會或可能因向本公司全體股東(就此而言不包括所住地區法例不允許作出售股建議之股東)及(倘適用)有權接納有關售股建議之本公司其他股本證券持有人作出售股建議而須配發及發行股份之其他證券。」

- C. 「動議待上文決議案6A及6B通過後，批准擴大決議案6B所載之董事授權，以應付相當於本公司根據決議案6A授出之授權而購回之股本面值總額。」

承董事會命  
 公司秘書  
**洪瑞坤**

香港，二零零四年七月二十八日

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### Notes:

1. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint a proxy to attend and vote in his/her stead. A proxy need not be a member of the Company. In order to be valid, the completed proxy form, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority, must be deposited at the Company's branch share registrar, Secretaries Limited, at G/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the meeting or adjourned meeting (as the case may be).
2. The register of members of the Company will be closed from 19th August, 2004 to 24th August, 2004 (both dates inclusive), during such period no transfer of Shares will be effected. In order to qualify for the proposed dividend and be eligible to attend and vote at the Annual General Meeting, all transfers, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar, Secretaries Limited, at G/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not later than 4:00 p.m. on 18th August, 2004.
3. In relation to Resolution 5 (being the proposed Special Resolution set out in paragraph 5 of the notice), approval is being sought to amend certain relevant articles to the Articles of Association of the Company to reflect the recent amendments to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") which came into effect on 31st March, 2004.
4. In relation to Resolutions 6A, 6B and 6C above, the Directors do not have immediate plans to issue any new shares or repurchase any shares other than shares which may fall to be issued under the share option scheme of the Company or any scrip dividend scheme which may be approved by shareholders of the Company. Approval is being sought from members of the Company for general mandates pursuant to the laws of Cayman Islands and the Listing Rules.
5. In relation to Resolution 6A, the Directors wish to state that they will exercise the powers conferred thereby to purchase shares of the Company in circumstances which they deem appropriate for the benefit of the shareholders of the Company. An explanatory statement containing the information necessary to enable the shareholders of the Company to make an informed decision to vote on the proposed resolution as required by the Listing Rules has been set out in the circular dated 28th July, 2004 referred to in note 6 below.
6. A circular containing further information concerning Resolutions 5, 6A, 6B and 6C has been despatched to the shareholders of the Company together with the Company's Annual Report for the year ended 31st March, 2004.

At the date of this notice, the board of Directors comprised Mr. Hung Hon Man, Mr. Cham Wai Ho, Anthony, Mr. Shum Kin Wai, Frankie, Mr. Wong Sheung Kwong and Mr. Cheng Wai Ho as executive Directors and Mr. Liu Chun Ning, Wilfred, Mr. Lin Zhi Hang and Mr. Chung Wai Keung, as independent non-executive Directors.

### 附註：

1. 凡有權出席上述通告所召開大會及於會上投票之股東，均有權委任一名代表出席，並代其投票。受委任代表無須為本公司股東。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該等文件副本須於大會或其續會(視乎情況而定)指定舉行時間不少於四十八小時前送交本公司過戶登記處分處秘書商業服務有限公司，地址為香港灣仔告士打道56號東亞銀行港灣中心地下，方為有效。
2. 本公司將於二零零四年八月十九日至二零零四年八月二十四日(包括首尾兩天)暫停辦理股份過戶登記手續。為確定收取擬派股息及股東週年大會之出席及投票資格，所有股份過戶文件連同有關股票須於二零零四年八月十八日下午四時前送交本公司過戶登記分處秘書商業服務有限公司，地址為香港灣仔告士打道56號東亞銀行港灣中心地下。
3. 至於決議案5(載於通告第5段所載提呈特別決議案)，需要徵求股東批准修訂若干有關之本公司章程細則，以反映於二零零四年三月三十一日開始生效之香港聯合交易所有限公司證券上市規則(「上市規則」)之最新修訂。
4. 至於上文決議案6A、6B及6C，董事並無即時計劃發行任何新股份或購回任何現有股份(根據本公司購股權計劃或經本公司股東批准之任何以股代息計劃而須發行之股份除外)。本公司現正尋求股東根據開曼群島法例及上市規則批准一般授權。
5. 至於決議案6A，董事謹此聲明將行使該決議案所賦予之權力，以就本公司股東之利益於彼等認為適當之情況下購回本公司股份。本公司將收納於下文附註6所指之通函日期為二零零四年七月二十八日之通函內之說明函件，而當中載有上市規則規定之所需資料，使股東能作出明智決定就建議之決議案投票。
6. 載有關於決議案5、6A、6B及6C之其他資料之通函，將連同本公司就截至二零零四年三月三十一日止年度年報寄發予股東。

於本通告日期，董事會成員包括執行董事洪漢文先生、湛威豪先生、岑建偉先生、王湘江先生及鄭偉浩先生，而非執行董事為廖俊寧先生、藺之航先生及鍾偉強先生。