

NOTICE OF ANNUAL GENERAL MEETING 股東週年大會通告

NOTICE IS HEREBY GIVEN that the annual general meeting of the Company will be held at Unit B8, 6/F., Block B, Hoplite Industrial Centre, 3-5 Wang Tai Road, Kowloon Bay, Hong Kong on Tuesday, 24 August 2004 at 10:30 a.m. for the following purposes:-

1. To receive and adopt the Audited Financial Statements and the Reports of the Directors and Auditors for the year ended 31 March 2004.
2. To re-elect four directors, to fix the number of directors to twelve and to authorise the Board of Directors to fix the remuneration of the directors.
3. To appoint Auditors for the ensuing year and to authorise the Board of Directors to fix their remuneration.
4. As special business to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:-

ORDINARY RESOLUTION

“THAT:

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue shares of HK\$0.10 each in the capital of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures, notes and any securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including bonds, warrants and debentures, notes and any securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require the exercise of such powers after the end of the Relevant Period;

茲通告本公司定於二零零四年八月二十四日（星期二）上午十時三十分假座香港九龍灣宏泰道3-5號合力工業中心B座6樓B8室召開股東週年大會，討論以下事項：-

- 一、省覽及通過截至二零零四年三月三十一日止年度之經審核財務報告與董事會及核數師報告書。
- 二、重選四位董事，固定董事人數為十二位，並授權董事會釐定董事酬金。
- 三、委聘下年度核數師並授權董事會釐定其酬金。
- 四、作為特別事項，考慮並如認為適當即通過或經修訂後通過下列決議案為普通決議案：

普通決議案

「動議：

- (甲) 在下文(丙)段之限制下，一般性及無條件批准董事會於有關期間（定義見下文）內行使本公司全部權力，以便配發、發行本公司股本中每股面值港幣0.10元之股份，並作出或授予將會或可能需行使該項權力之售股建議、協議及期權（包括債券、認股權證及債權證、票據及任何附帶可認購或可轉換為本公司股份之權利之證券）；
- (乙) 在上文(甲)段所述之批准將授權董事會於有關期間（定義見下文）內作出或授予將會或可能需於有關期間終結後行使該項權力之售股建議、協議及期權（包括債券、認股權證及債權證、票據及任何附帶可認購或可轉換為本公司股份之權利之證券）；

NOTICE OF ANNUAL GENERAL MEETING 股東週年大會通告

- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) an issue of shares as scrip dividends in accordance with the bye-laws of the Company from time to time; or (iii) an issue of shares upon the exercise of rights of subscription or conversion under the terms of any bonds, warrants, debenture, notes and any securities which carry rights to subscribe for or are convertible into shares of the Company; or (iv) an issue of shares under any option scheme or similar arrangement for the time being adopted for the grant or issue to the grantees as specified in such scheme or arrangement or rights to acquire shares of the Company, shall not exceed 20 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this Resolution, and the said approval shall be limited accordingly; and
- (d) for the purpose of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earlier 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 bye-laws of the Company or any applicable law to be held; or
 - (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Directors to the holders of shares of the Company on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares as at that date (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, or the requirements of any recognized regulatory body or any stock exchange in, any territory applicable to the Company).”

(丙) 除根據(i)配售新股（定義見下文）、(ii)不時依照本公司之公司細則就以股代息計劃發行之股份；或(iii)任何債券、認股權證、債權證、票據及任何附帶可認購或可轉換為本公司股份之權利之證券條款而行使之認購權或換股權發行之股份；或(iv)任何當時被採納以便根據有關計劃或安排指定之方式向承授人授出或發行本公司股份或購入股份之權利之期權計劃或類似安排發行之股份外，董事會根據上文(甲)段之批准而配發或同意有條件或無條件配發（不論根據期權或以其他方式）及發行之股本面值總額，不得超過本公司於本決議案通過日期之已發行股本面值總額百分之二十，而此項批准將受到相應限制；及

(丁) 就本決議案而言：「有關期間」指由本決議案通過之日起至下列較早日期為止之期間：

- (i) 本公司下屆股東週年大會結束時；或
- (ii) 按本公司之公司細則或任何適用法例規定本公司召開下屆股東週年大會之期限屆滿時；或
- (iii) 本公司股東於股東大會通過普通決議案撤回或修訂本決議案所載之授權之日。

「配售新股」指董事會於指定期間向本公司股東名冊內於指定記錄日期所登記之本公司股份持有人按其當日之持股比例建議配售股份（惟董事會有權就零碎股份，或適用於本公司之任何地區法律或任何認可管制機構或證券交易所之規定所引致之任何限制或責任，而必需或權宜取消股份持有人在此方面之權利或作出其他安排）。

NOTICE OF ANNUAL GENERAL MEETING 股東週年大會通告

5. To consider and, if thought fit, pass the following resolution as a special resolution of the Company:-

SPECIAL RESOLUTION

“**THAT** subject to the approval of the Registrar of Companies in Bermuda, the name of the Company be changed to “Daisho Microline Holdings Limited” and that the Chinese name of the Company be changed from “秀華國際集團有限公司” to “大昌微綫集團有限公司” for identification purposes only.”

6. To consider and, if thought fit, pass the following resolution as a special resolution of the Company:-

SPECIAL RESOLUTION

“**THAT** the existing Bye-laws of the Company be and are hereby amended in the following manner:

(a) Bye-law 1

- (i) by adding the following new definition of “associate” immediately after the definition of “the Companies Act” in the existing Bye-law 1:

““associate” shall have the meaning attributed to it in the rules of the stock exchange in the Relevant Territory.”;

- (ii) by adding the following new definition immediately after the definition of “call” in the existing Bye-law 1:

““Clearing House” shall mean a clearing house or authorised share depository recognized by the laws of the jurisdiction in which the shares of the Company are listed or quoted on a stock exchange in such jurisdiction.”;

五、考慮並如認為適當即通過下列決議案為本公司之特別決議案：

特別決議案

「**動議**待取得百慕達公司註冊處處長之批准後，將本公司名稱改為「Daisho Microline Holdings Limited」，而本公司中文名稱（僅供識別之用）由「秀華國際集團有限公司」改為「大昌微綫集團有限公司」。」

六、考慮並如認為適當即通過下列決議案為本公司之特別決議案：

特別決議案

「**動議**按以下方式修訂本公司現有公司細則：

(a) 公司細則第1條

- (i) 於現有公司細則第1條內緊接「公司法」之釋義後加入以下「聯繫人士」之新釋義：

『「聯繫人士」具有有關地區之證券交易所之規則賦予該詞之涵義。』；

- (ii) 於現有公司細則第1條內緊接「催繳」之釋義後加入以下新釋義：

『「結算所」指本公司股份在當地證券交易所上市或掛牌之該等司法權區之法例所認可之結算所或許可之股份存管處。』；

NOTICE OF ANNUAL GENERAL MEETING 股東週年大會通告

(iii) by substituting the existing definition of “writing” or “printing” in the existing Bye-law 1 in its entirety with the following:

““written” and “in writing” shall mean written or printed or printed by lithography or printed by photography or typewritten or produced by any other modes of representing words or figures in a visible form, and including where the representation takes the form of electronic display, provided that both the mode of service of the relevant document or notice and the Member’s election comply with all applicable Statutes, rules and regulations.”; and

(iv) by adding the following new paragraph at the end of the existing Bye-law 1:

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

(b) Bye-law 8

by adding the following new paragraph at the end of the existing Bye-law 8:

“The words “non-voting” must appear on shares which do not carry voting rights, and where the equity capital includes shares with different voting rights, the designation of each class of shares, other than those with the most favourable voting rights, must include the words “restricted voting” or “limited voting.”;

(iii) 將以下全文取代現有公司細則第1條內「書面」及「印刷」之現有釋義：

『「書面」及「書面形式」應指書寫、印刷、平板印刷、攝影印刷、打字或其他以可見形式代表文字或數字之表達模式、並包括以電子顯示之形式，惟有關文件或通告之送達模式及股東之選擇必須符合所有適用法規、規則及規例。』；及

(iv) 於現有公司細則第1條末加入下段新條文：

「凡提述簽立之文件，即包括提述以親筆、蓋章或（只有在公司法、其他適用法例、規則及規例允許並遵照其規定之情況下）加附電子簽名或以任何其他方法簽立之文件。提述文件（只有在公司法、其他適用法例、規則及規例允許並遵照其規定之情況下）即包括提述任何可視形式（不論是否具實質形態）之資料。」；

(b) 公司細則第8條

於現有公司細則第8條末加入下段新條文：

『「無投票權」之字眼必須出現在本公司不附帶投票權之股份上，以及倘權益股本包含附帶不同投票權之股份，則各類別股份（附帶最佳投票權之類別股份除外）之指示說明中，必須包含「受限制投票權」或「有限制投票權」之字眼。』；

NOTICE OF ANNUAL GENERAL MEETING 股東週年大會通告

(c) Bye-law 15

by deleting the existing Bye-law 15 in its entirety and substituting therefor the following new Bye-law 15 and its marginal note:

"15. Every person whose name is entered as a member in the register shall be entitled to receive within such period of time as may be prescribed by the rules of the stock exchange in the Relevant Territory after allotment or lodgment of a transfer (or within such other period as the conditions of issue shall provide) one certificate for all his shares or, if he so requests, in a case where the allotment or transfer is of a number of shares in excess of the number for the time being forming the stock exchange board lot, upon payment, (i) in the case of an allotment, of a fee (not exceeding, in the case of any share capital listed on a stock exchange in the Relevant Territory, such maximum amount as may from time to time be prescribed by the rules of the stock exchange in the Relevant Territory and, in the case of any other share capital, such sum in such currency as the Board may from time to time determine to be reasonable in the territory in which the relevant register is situate, or otherwise such other sum as the Company may by Ordinary Resolution determine) for every certificate after the first; or (ii) in the case of a transfer, of a fee (not exceeding, in the case of any share capital listed on a stock exchange in the Relevant Territory, such maximum amount as may from time to time be prescribed by the rules of the stock exchange in the Relevant Territory and, in the case of any other share capital, such sum in such currency as the Board may from time to time determine to be reasonable in the territory in which the relevant register is situate, or otherwise such other sum as the Company may by Ordinary Resolution determine) for every certificate, such number of certificates for shares in stock exchange board lots or multiples thereof as he shall request and one for the balance (if any) of the shares in question, provided that in respect of a share or shares held jointly by several persons the

Share
Certificates

(c) 公司細則第15條

刪除現有公司細則第15條全文，並以下列新公司細則第15條及其旁註取代：

「15. 在配發股份或交回股份過戶表格後，名列股東名冊之人士有權在有關地區之證券交易所規則指定之期間內（或發行股份條件所定之其他期間內）領取以一張股票代表彼所擁有之全部股份，或應彼之要求，若配發或轉讓股份數目超逾證券交易所每手買賣單位時，在繳納下述費用後，領取彼所要求以證券交易所每手買賣單位或其倍數表示之股票及以一張股票代表有關餘額股份（如有）：

(i) 就配發股份而言，倘為於有關地區之證券交易所上市之任何股本，第一張股票後每張股票之有關費用不得超逾有關地區之證券交易所規則不時釐定之有關最高金額，而倘屬任何其他股本，則有關費用不得超逾董事會可於有關登記冊所在地區不時合理釐定之有關貨幣之金額，或本公司另行以普通決議案釐定之其他金額；或

(ii) 就轉讓股份而言，倘為於有關地區之證券交易所上市之任何股本，每張股票之有關費用不得超逾有關地區之證券交易所規則不時釐定之有關最高金額，而倘屬任何其他股本，則有關費用不得超逾董事會可於有關登記冊所在地區不時合理釐定之有關貨幣之金額，或本公司另行以普通決議案釐定之其他金額；惟就若干人士聯名持有之一股或多股股份而言，

NOTICE OF ANNUAL GENERAL MEETING 股東週年大會通告

Company shall not be bound to issue a certificate or certificates to each such person, and the issue and delivery of a certificate or certificates to one of several joint holders shall be sufficient delivery to all such holders.”

本公司無責任向該等人士均發行一張或多張股票，而本公司只須向多名聯名持有人其中一名發行及送交一張或多張股票即足以送交該全部聯名持有人。」

(d) Bye-law 19

by deleting the words “in Hong Kong, the maximum fees prescribed by the rules, regulations or codes of the stock exchange in Hong Kong from time to time” after the words “a stock exchange” in the fourth line of Bye-law 19 and substituting therefor the words “in the Relevant Territory, such maximum amount as may from time to time be prescribed by the rules of the stock exchange in the Relevant Territory”;

(d) 公司細則第19條

刪除公司細則第19條第四行「證券交易所」等字後「在香港，香港證券交易所之規則、規例或規章不時指定之最高費用」等字，並以「在有關地區，有關地區之證券交易所規則不時指定之最高金額」之字眼取代；

(e) Bye-law 26

by inserting the words “or by any means and in such manner as may be accepted by the stock exchange in the Relevant Territory” at the end of the existing Bye-law 26;

(e) 公司細則第26條

在現有公司細則第26條末加入「或以有關地區之證券交易所接納之形式之任何方法及方式」等字；

(f) Bye-law 36

by deleting the existing Bye-law 36 in its entirety and substituting therefor the following new Bye-law and its marginal note:

(f) 公司細則第36條

刪除現有公司細則第36條全文，並以下列新公司細則第36條及其旁註取代：

“36. All transfers of shares may be effected by an instrument of transfer in the usual or common form or in such other form as prescribed by the stock exchange in the Relevant Territory or in such form as the Board may accept and may be under hand or, if the transferor or transferee is a Clearing House or its nominee(s), by hand or by machine imprinted signature or by such other manner of execution as the Board may approve from time to time.”

Form of transfer

「36. 所有股份轉讓可以一般或常用或由有關地區之證券交易所指定之其他書面格式進行，或董事會接納之其他書面格式及如出讓人或受讓人屬結算所或其代理人，則以專人或機印簽署或以董事會不時批准之其他簽立形式進行轉讓。」

NOTICE OF ANNUAL GENERAL MEETING 股東週年大會通告

(g) Bye-law 37

by inserting the words “provided that the Board may dispense with the execution of the instrument of transfer by the transferee in any case which it thinks fit in its discretion to do so. The Board may also resolve, either generally or in any particular case, upon request by either the transferor or transferee, to accept mechanically executed transfers” after the words “on behalf of the transferee” in the third line of the existing Bye-law 37;

(h) Bye-law 40

by deleting the words “in Hong Kong, the maximum fees prescribed by the rules, regulations or codes of the stock exchange in Hong Kong from time to time” after the words “a stock exchange” in the second and third lines of the existing Bye-law 40(i) and substituting therefor the words “in the Relevant Territory, such maximum amount as may from time to time be prescribed by rules of the stock exchange in the Relevant Territory”;

(i) Bye-law 44

by deleting the words “in one or more newspapers circulating in the Relevant Territory” in the third and fourth lines of the existing Bye-law 44 and substituting therefor the words “in appropriate newspapers in accordance with the requirements of the stock exchange in the Relevant Territory or by any means and in such manner as may be accepted by the stock exchange in the Relevant Territory”;

(j) Bye-law 66

by deleting the words “recognised clearing house within the meaning of section 2 of the Securities (Clearing Houses) Ordinance (Chapter 420 of the laws of Hong Kong)” in the fifth to eighth lines of the existing Bye-law 66 and substituting therefor the words “Clearing House”;

(g) 公司細則第37條

在現有公司細則第37條第三行「代表受讓人」字眼後加入下列字句：「，惟董事會可在其酌情認為適當之任何情況下豁免受讓人簽立轉讓文書。董事會亦可應出讓人或受讓人之要求而議決，於一般情況或任何特殊情況下，接納機印簽立之轉讓文書」；

(h) 公司細則第40條

刪除現有公司細則第40(i)條第二及第三行「證券交易所」等字後「在香港，香港證券交易所之規則、規例或規章不時指定之最高費用」等字，並以「在有關地區，有關地區之證券交易所規則不時指定之最高費用」字眼取代；

(i) 公司細則第44條

刪除現有公司細則第44條第三及第四行「在有關地區發行之一份或多份報章」等字，並以「在有關地區之證券交易所規定下之適當報章或以有關地區之證券交易所接納之任何形式及方式」等字取代；

(j) 公司細則第66條

刪除現有公司細則第66條第五至第八行「香港法例第420章證券及期貨（結算所）條例第2條所指之認可結算所」等字，並以「結算所」之字眼取代；

NOTICE OF ANNUAL GENERAL MEETING 股東週年大會通告

(k) Bye-law 70

(i) by adding the words "Subject to any special rights or restrictions as to voting for the time being attached to any shares or in accordance with the rules of the stock exchange in the Relevant Territory, or these Bye-laws" before the word "At" at the beginning of the existing Bye-law 70;

(ii) by substituting the first word "At" at the beginning of the existing Bye-law 70 to read as "at";

(l) Bye-law 76

by deleting the words "recognised clearing house within the meaning of section 2 of the Securities (Clearing Houses) Ordinance (Chapter 420 of the laws of Hong Kong)" in the eighth to tenth and sixteenth to nineteenth lines of the existing Bye-law 76 respectively and substituting therefor the words "Clearing House";

(m) Bye-law 80

by adding the following new paragraph (C) and its marginal notes to the end of the existing Bye-law 80:

"(C) Where the Company has knowledge that any member is, under the applicable Statutes and/or the rules 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 member in contravention of such requirement or restriction shall not be counted."

Voting in contravention of rules of the stock exchange in the Relevant Territory

(n) Bye-law 81

by deleting the words "recognised clearing house within the meaning of section 2 of the Securities (Clearing Houses) Ordinance (Chapter 420 of the laws of Hong Kong)" in the ninth to twelfth lines of the existing Bye-law 81 and substituting therefor the words "Clearing House";

(k) 公司細則第70條

(i) 在現有公司細則第70條開首「於」字前加入「在任何股份當時隨附或依據有關地區之證券交易所規則或此等公司細則有關投票之任何特別權利或限制之規限下，」等字；

(ii) 將現有公司細則第70條開首第一個字「At」改寫為「at」；

(l) 公司細則第76條

分別刪除現有公司細則第76條第八至第十行及第十六至第十九行「香港法例第420章證券及期貨（結算所）條例第2條所指之認可結算所」等字，並以「結算所」之字眼取代；

(m) 公司細則第80條

在現有公司細則第80條未加入以下新增之(C)段及其旁註：

「(C) 倘本公司知悉任何股東根據適用法例及／或有關地區之證券交易所規則之規定必須就任何特定決議案棄權投票，或被限制僅可就任何特定決議案投贊成票或投反對票，如有關股東或其代表作出投票違反上述規定或限制，將不會計算在內。」；

投票違反有關地區之證券交易所規則

(n) 公司細則第81條

刪除現有公司細則第81條第九至第十二行「香港法例第420章證券及期貨（結算所）條例第2條所指之認可結算所」等字，並以「結算所」之字眼取代；

NOTICE OF ANNUAL GENERAL MEETING 股東週年大會通告

(o) Bye-law 87A

by deleting the existing Bye-law 87A and substituting therefor the following new paragraph and its marginal note:

"87A.If a Clearing House (or its nominee(s), and in each case, being a corporation) is a member of the Company, it may appoint or authorize such person or persons as it thinks fit to act as its proxy or proxies or as its corporate representative or representatives to the extent permitted by the Companies Act at any meeting of the Company or at any meeting of any class of members of the Company provided that, if more than one proxy or corporate representative is so appointed or authorized, the instrument of proxy or authorization shall specify the number and class of shares in respect of which each such proxy or corporate representative is so authorized or appointed. A person so appointed or authorized under the provisions of this Bye-law shall be deemed to have been duly appointed or authorized without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the Clearing House (or its nominee(s)) which he represents as that Clearing House (or its nominee) could exercise as if it were an individual person. The number of persons a Clearing House (or its nominee) may appoint to act as its corporate representative or representatives shall not exceed the number of shares held by a Clearing House (or its nominee), being shares in respect of which there is an entitlement to attend and vote at the relevant meeting.";

Clearing
House acting
by
representatives
or proxies at
meetings

(p) Bye-law 97(A)

by deleting the words "Special Resolution" in the second line of paragraph (vii) of the existing Bye-law 97(A) and substituting therefor the words "Ordinary Resolution";

(o) 公司細則第87A條

刪除現有公司細則第87A條並以下段新條文及其旁註取代：

「87A.倘若一間結算所（或其代理人，在兩種情況下均屬一法團）為本公司股東，在公司法允許之情況下，可委派或授權其認為合適之一或多名人士在本公司大會或本公司任何類別股東大會上出任其代表或公司代表，惟假如委派或授權多於一名代表或公司代表，該委任或授權文件須指明每名按此獲授權之代表或公司代表所獲授權或委派代表之股份類別及數目。一名按此獲委派或授權之人士將被視為已獲正式委任或授權而毋須進一步就此提供證明，並有權代其所代表之結算所（或其代理人）行使權利及權力，該等權力與該結算所（或其代理人）為個人所能夠行使之權力一樣。一間結算所（或其代理人）可委派為其公司代表或代表之人數，不得超過一間結算所（或其代理人）持有及據此有權出席並於有關大會上投票之股份數目。」；

公司代表
或受委代
表於大會
代表結算
所

(p) 公司細則第97(A)條

刪除現有公司細則第97(A)條第(vii)段第二行「特別決議案」等字，並以「普通決議案」等字取代；

NOTICE OF ANNUAL GENERAL MEETING 股東週年大會通告

(q) Bye-law 98

by deleting the paragraphs (H), (I), (J), (K), (L) of the existing Bye-law 98 in their entirety and substituting therefor the following new paragraphs:

“(H) A Director shall not vote on any Board resolution approving any contract or arrangement or any other proposal in which he or any of his associates has a material interest nor shall he be counted in the quorum present at the meeting, but this prohibition shall not apply to any of the following matters:-

- (i) the giving of any security or indemnity either:-
 - (a) 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; or
 - (b) to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his associate(s) has himself/ themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;
- (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 his associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;

(q) 公司細則第98條

刪除現有公司細則第98條(H)、(I)、(J)、(K)、(L)各段全文，並以下列各段新條文取代：

“(H)董事不得就涉及彼或其任何聯繫人士擁有重大利益之任何合約或安排或任何其他建議在任何董事會決議案投票（亦不可計入法定人數），惟此項禁止條款將不適用於下列任何事項：

- (i) 提供抵押或賠償保證予：
 - (a) 董事或其聯繫人士，而此乃基於彼或其任何一位應本公司或其任何附屬公司之要求或為其利益借出款項或招致或作出承擔而提供；或
 - (b) 第三方，而此乃基於董事或其聯繫人士本身已根據一項擔保或賠償保證或藉提供抵押而就此單獨或共同承擔本公司或其任何附屬公司之債項或責任；
- (ii) 有關提呈發售本公司或任何其他本公司可能創立或擁有權益之公司（或其所提呈發售）之股份或債券或其他證券以供認購或購買之任何建議，而董事或其聯繫人士因參與發售之包銷或分包銷而於其中擁有或將擁有權益；

NOTICE OF ANNUAL GENERAL MEETING 股東週年大會通告

- (iii) any proposal concerning any other company in which the Director or his associate(s) is/are interested only, whether directly or indirectly, as an officer or executive or shareholder or in which the Director or his associate(s) is/are beneficially interested in shares of that company, provided that the Director and any of his associate(s) 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 his associates is derived) or of the voting rights;
- (iv) any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries including:-
- (a) the adoption, modification or operation of any employees' share scheme or any share incentive or share option scheme under which the Director or his associate(s) may benefit; or
- (b) the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates both to Directors, his associates and employees of the Company or any of its subsidiaries and does not provide in respect of any Director, or his associate(s) 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 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.
- (iii) 任何有關董事或其聯繫人士僅以高級職員、行政人員或股東身份直接或間接擁有權益，或董事或其聯繫人士在其中實益擁有股份權益之任何其他公司之建議，惟該董事及其任何聯繫人士並無實益擁有該公司（或董事藉以取得該權益之任何第三方公司）任何類別之已發行股份或投票權百分之五或以上權益；
- (iv) 任何有關本公司或其任何附屬公司之僱員之建議或安排，包括：
- (a) 採納、修訂或執行任何涉及董事或其聯繫人士可據此取得利益之任何僱員股份計劃或股份獎勵計劃或股票期權計劃；或
- (b) 採納、修訂或執行任何有關董事、其聯繫人士及本公司或其任何附屬公司之僱員之公積金或退休、身故或傷殘福利計劃，而該等計劃或基金並無給予任何董事或其聯繫人士任何與該等計劃或基金有關之類別人士未獲賦予之特權或利益；及
- (v) 董事或其聯繫人士僅因其於本公司之股份或債券或其他證券擁有權益而擁有與其他本公司之股份或債券或其他證券持有人相同形式之權益之合約或安排。

NOTICE OF ANNUAL GENERAL MEETING

股東週年大會通告

- (I) A company shall be deemed to be a company in which a Director and/or his associate(s) own 5 per cent. or more if and so long as (but only if and so long as) he and/or his associate(s) is/are (either directly or indirectly) the holder(s) of or beneficially interested in 5 per cent. or more of any class of the equity share capital of such company (or of any third company through which his interest or that of his associate(s) is derived) or of the voting rights available to members of such company. For the purpose of this paragraph there shall be disregarded any shares held by a Director or his associate(s) as bare or custodian trustee and in which he or his associate(s) has/have no beneficial interest, any shares comprised in a trust in which the Director's or his associates' interest is 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.
- (I) 董事及／或其聯繫人士倘於一家公司（或該董事及／或其聯繫人士藉以取得有關權益之任何第三方公司）直接或間接持有或實益擁有該公司任何類別股本或該公司股東可擁有之任何類別股份之投票權百份之五或以上，則該公司應被視為該董事及／或其聯繫人士擁有其任何股本類別已發行股份或任何類別股份之投票權百份之五或以上之公司（僅限於上述情況及僅於該情況持續期間）。就本段而言，董事或其聯繫人士以無條件受託人或保管受託人身份持有而該董事或其聯繫人士概無實益權益之任何股份；董事或其聯繫人士擁有權益之信託所包含之任何股份，而該董事或其聯繫人士在其他人士有權收取該信託之收入期間一直有權享有該信託之復歸權或剩餘權；及董事或其聯繫人士僅以單位持有人之身份擁有一項認可單位信託計劃所包含之任何股份，則該等股份將不計算在內。
- (J) Where a company in which a Director and/or his associate(s) hold 5 per cent. or more is materially interested in a transaction, then that Director and/or his associate(s) shall also be deemed materially interested in such transaction.
- (J) 倘若董事及／或其聯繫人士持有一家公司百份之五或以上權益，而該公司在一項交易中擁有重大利益，則該董事及／或其聯繫人士亦將被視為在該交易中擁有重大利益。
- (K) If any question shall arise at any meeting of the Board as to the materiality of the interest of a Director (other than the Chairman of meeting) and/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 be counted in the quorum, such question shall be referred to the Chairman of the meeting and his ruling in relation to such other Director shall be final and conclusive except in a case where the nature or extent of the interest of the Director and/or his associate(s) concerned as known to such Director has not been
- (K) 倘任何董事會會議就任何董事（除會議主席外）及／或其聯繫人士之重大權益，或任何董事（除會議主席外）是否有權投票或計入法定人數產生疑問，而該問題未能透過該董事自願同意放棄投票或不計入法定人數而解決，則該問題須由會議主席處理，而彼就該名董事所作之決定將為最終及具決定性，除非有關該董事並未據其所知就彼及／或

NOTICE OF ANNUAL GENERAL MEETING 股東週年大會通告

fairly disclosed to the Board. If any question as aforesaid shall arise in respect of the Chairman of the meeting such question shall be decided by a resolution of the Board (for which purpose such Chairman shall 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 as known to such Chairman has not been fairly disclosed to the Board.”;

(L) Subject to the applicable Statutes, rules and regulations, the Company may by Ordinary Resolution suspend or relax the provisions of this Bye-law provided that no Director who is or whose associate(s) is/are materially interested in such transaction shall vote upon Ordinary Resolution in respect of any shares in the Company in which he/they is/are interested.

(r) Bye-law 103

by deleting the existing Bye-law 103 in its entirety and substituting therefor the following new Bye-law and its marginal note:

“103.No person, other than a retiring Director, shall, unless recommended by the Director for election, be eligible for election to the office of Director at any general meeting, unless notice signed by a member (other than the person to be proposed) duly qualified to attend and vote at the general meeting for which such notice is given of his intention to propose such person for election as a Director and also a notice signed by the person to be proposed of his willingness to be elected shall have been given to the Company or lodged at the head office of the Company or at the Registration Office provided that the minimum length of the period, during which such notices are given, shall be at least seven (7) days. The period for lodgment of such notices will 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 (7) days prior to the date of such general meeting.”;

Notices to be given when person proposed for election

其聯繫人士所擁有之權益性質或範圍向董事會作出公平披露。倘上述問題乃有關會議主席本人，則該問題須通過董事會決議案解決（就此而言，該名會議主席不得計入法定人數及並無投票權），而該決議案將為最終及具決定性，惟該會議主席並未據其所知就其所擁有之權益性質或範圍向董事會作出公平披露則除外。」；

(L) 在適用法例、規則及條例規限下，本公司可通過普通決議案暫時中止或放寬本公司細則之條文，惟倘一名董事或其聯繫人士在該宗交易擁有重大利益，則不可就其擁有權益之任何本公司股份對該普通決議案投票。

(r) 公司細則第103條

刪除現有公司細則第103條全文並以下段新條文及其旁註取代：

「103.除非獲董事會提名膺選，否則除於大會上退任之董事以外，概無人士合資格於任何股東大會上獲選為董事，除非由合資格出席股東大會及投票之股東（並非獲提名之人士）簽署一份通知書（該通知書表明其有意在大會提名該名人士參選為董事）及獲提名人士之書面通知，表明其願意參選，並送達本公司總辦事處或過戶登記處，惟發出該等通知之最短期間須為最少七日。提交該等通知之期間不得早於指定進行該推選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日結束。」；

建議膺選人士發出之通知

NOTICE OF ANNUAL GENERAL MEETING

股東週年大會通告

(s) Bye-law 104

by deleting the words “Special Resolution” in the existing Bye-law 104 and in its marginal note and substituting therefor the words “Ordinary Resolution”;

(t) Bye-law 162

by inserting the following new paragraphs and marginal note (if any) as Bye-laws 162(C) and 162(D):

“(C) To the extent permitted by and subject to due compliance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the stock exchange in the Relevant Territory, and subject to obtaining all necessary consents, if any, required thereunder, the requirements of Bye-law 162(B) shall be deemed satisfied in relation to any person by sending to the person in any manner not prohibited by the Statutes, a summary financial statement derived from the Company’s annual accounts and the Directors’ report (which shall include an auditor’s report and a notice informing the member how to notify the Company that he elects to receive the complete printed copy of the Company’s annual financial statements and the Directors’ report) (the “Summary Financial Statements”), which shall be in the form and containing the information required by applicable laws and regulations, provided that any person who is otherwise entitled to the annual financial statements of the Company and the Directors’ report thereon may, if he so requires by notice in writing served on the Company, demand that the Company sends to him, in addition to the Summary Financial Statements, a complete printed copy of the Company’s annual financial statements and the Directors’ report thereon.

Relevant
financial
documents
and summary
financial
statements

(s) 公司細則第104條

刪除現有公司細則第104條及其旁註內「特別決議案」等字，並以「普通決議案」等字取代；

(t) 公司細則第162條

加入下段新條文及其旁註（如有）作為公司細則第162(C)及162(D)條：

「(C) 在所有適用法規、規則及規例（包括但不限於有關地區之證券交易所規則）許可範圍內及妥善遵守該等條文下，以及待取得該等條文規定之一切必需同意（如有）後，以法規未予禁止之任何方式，向公司細則第162(B)條所指之任何人士發送財務報告摘要，該份財務報告摘要乃取自本公司之年度財務報告及董事會報告書（其須包括一份核數師報告及一份通告，其告知股東如欲接收本公司年度財務報告及董事會報告書之完整印刷本，通知本公司有關選擇之方法）（「財務報告摘要」），並按適用法例及規例規定之格式及須載列之內容整理，則公司細則第162(B)條就該人士而言，即被視為已履行，但任何人士如有權收取本公司之年度財務報告及董事會報告書，則可向本公司送達書面通知，要求本公司除發送財務報告摘要外，亦將本公司之年度財務報告及董事會報告書之完整印刷本發送予該名人士。

有關財務
文件及簡
要財務報
告

NOTICE OF ANNUAL GENERAL MEETING 股東週年大會通告

(D) The requirement referred to in Bye-law 162(B) to send to a person the documents set out in that provision or the Summary Financial Statements in accordance with Bye-law 162(C) shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the stock exchange in the Relevant Territory, the Company publishes copies of the documents referred to in Bye-law 162(B) and, if applicable, the Summary Financial Statements complying with Bye-law 162(C) on the Company's computer network or in any other permitted manner (including by sending any form of electronic communication), and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company's obligation to send to him a copy of such documents.”;

(u) Bye-law 167

by deleting the existing Bye-law 167 in its entirety and substituting therefor the following new Bye-law and its marginal note:

“167. Any notice or document (including any “corporate communication” within the meaning ascribed thereto under the rules of the stock exchange in the Relevant Territory), whether or not, to be given or issued under these Bye-laws from the Company to a member shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or communication; and any such notice and document may be served or delivered by the Company on or to any member either personally or by sending it through the post in a prepaid envelope addressed to such member at his registered address as appearing in the register or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it to any such address or transmitting it to any telex or facsimile transmission number or electronic address or website supplied by him to the Company for the purpose of giving of notice to him or which the person

Service of notices

(D) 如本公司按照指定所有適用法規、規則及規例（包括但不限於有關地區之證券交易所規則），將公司細則第162(B)條所指之文件，以及（如適用）遵守公司細則第162(C)條將財務報告摘要，刊登於本公司之電腦網絡或以任何其他許可之方式發出（包括發送任何形式之電子通訊），而公司細則第162(B)條所指之人士已同意或被視為已同意本公司以該方式刊登或收取該等文件即屬履行了本公司向其發送該等文件之責任，則按公司細則第162(B)條向該人士發送該公司細則所列之文件或按照公司細則第162(C)條發送財務報告摘要之規定即屬已履行。」

(u) 公司細則第167條

刪除現有公司細則第167條全文並以下段新條文及其旁註取代：

「167.任何通告或文件（包括根據有關地區之證券交易所規則界定之任何「公司通訊」）不論是根據此等公司細則而由本公司給予或發送予股東，均須以書面作出或經電報、電傳或傳真或其他電子傳送或通訊形式傳遞；而任何該等通告及文件可由本公司送達或遞交股東本人，或以預付郵資之信封，經郵遞送交該股東載於名冊上之登記地址，或該股東就此而向本公司提供之任何地址，或（視乎情況）傳遞至其向本公司提供之任何電傳或傳真號碼或電子號碼或地址或網址，或傳遞至傳遞該通告之人士於有關時間合理而真誠相信股東會妥善收到該通告之地址，或可

送交通告

NOTICE OF ANNUAL GENERAL MEETING 股東週年大會通告

transmitting the notice reasonably and bona fide believes at the relevant time will result in the notice being duly received by the member, or may also be served by advertisement in appointed newspapers or in appropriate newspapers in accordance with the requirements of the stock exchange in the Relevant Territory or, to the extent permitted by the applicable laws, by placing it on the Company's website and giving to the member a notice stating that the notice stating that the notice or other documents are available there (a "notice of availability"). The notice of availability may be given to the member by any of the means set out above. In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.";

(v) Bye-law 169

by re-numbering the existing Bye-law 169 as Bye-law 169(A) and adding the following new paragraphs as Bye-laws 169(B) and 169(C):

"(B) Any notice or document or corporate communication from the Company sent by electronic communication shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A notice or document or corporate communication placed on the Company's website is deemed given by the Company to a member on the day following that on which a notice of availability is deemed served on the member.

(C) Any notice or document or corporate communication from the Company may be given to a member subject to due compliance with all applicable Statutes, rules and regulations either in English or Chinese only or in both English and Chinese.";

刊於指定報章或於根據有關地區之證券交易所之規定於適當報章以廣告形式送達，或在適用法律許可範圍內，將之存放在本公司網站，並向股東發出通告，表示通告或其他文件已可在網站瀏覽（「取閱通告」）。取閱通告可以上述任何方式給予股東。如持有人屬聯名持有人，所有通告均會給予名列名冊首位之聯名持有人，而經此方式給予之通告即被視為已向所有聯名人持有人作出充份送達或遞送。」；

(v) 公司細則第169條

現有公司細則第169條重列為公司細則第169(A)條並加入下段新條文作為公司細則第169(B)及169(C)條：

「(B)本公司所發之任何通告或文件或公司通訊如以電子通訊方式送遞，會視作已於本公司或其代理人伺服器傳送當日發出。如在本公司之網站刊登通告或文件或公司通訊，會視作已於向股東發出取閱通告翌日由本公司向股東發出。

(C) 在以審慎方式符合所有適用法規、規則及規例之情況下，可向股東發出英文本或中文本或兼有中、英文本之任何本公司通告或文件或公司通訊。」；

NOTICE OF ANNUAL GENERAL MEETING

股東週年大會通告

(w) Bye-law 172

by deleting the words “by post to, or left at the registered address of any member in pursuance of these presents” in the first, second and third lines of the existing Bye-law 172 and substituting therefor the words “to any member in such manner as provided in Bye-law 167”.

(x) by re-numbering the existing Bye-laws 174 to 182 as Bye-laws 177 to 185 respectively.

(y) New Bye-laws 174 to 176

(i) by adding the following heading, and new Bye-laws 174 and 175 and their marginal notes immediately after the existing Bye-law 173:

“UNTRACEABLE MEMBERS

174. Without prejudice to the rights of the Company under Bye-law 155 and the provisions of Bye-law 175, the Company may cease sending such cheques for dividend entitlements or dividend warrants by post if such cheques or warrants have been left uncashed on two consecutive occasions. However, the Company may exercise the power to cease sending cheques for dividend entitlements or dividend warrants after the first occasion on which such a cheque or warrant is returned undelivered.

Company may cease sending dividend warrants

175. The Company shall have the power to sell, in such manner as the Board thinks fit, any shares of a member who is untraceable, but no such sale shall be made unless:

Company may sell shares of untraceable members

(i) all cheques or warrants, being not less than three in total number, for any sum payable in cash to the holder of such shares in respect of them sent during the relevant period in the manner authorized by the Bye-laws of the Company have remained uncashed;

(w) 公司細則第172條

刪除現有公司細則第172條第一、第二及第三行中「根據本文件以郵遞方式寄往或留置在任何股東之登記地址」之字眼，並以「以公司細則第167條規定之方式送往任何股東」字眼取代。

(x) 將現有公司細則第174條至第182條重列為第177條至第185條。

(y) 新公司細則第174條至第176條

(i) 緊接現有公司細則第173條後加入下列之標題、新公司細則第174條及第175條及其旁註：

「失去聯絡之股東

174. 在無損本公司於公司細則第155條賦予之權利及公司細則第175條之規定下，倘股息支票或股息單已連續兩次未被兌現，本公司可終止以郵遞方式寄發有關股息支票或股息單。然而，本公司可行使權利，終止寄發於首次無法投遞而被退回之有關股息支票或股息單。

本公司可停止寄發股息單

175. 本公司有權按董事會認為適當之方式出售失去聯絡之股東之任何股份，惟倘不屬以下情況則不得出售：

本公司可出售失去聯絡之股東之股份

(i) 所有以本公司之公司細則認可之方式於有關期間寄發以現金支付予該股份持有人之任何數額之股息支票或股息單總共不下三次未被兌現；

NOTICE OF ANNUAL GENERAL MEETING 股東週年大會通告

- (ii) so far as it is aware at the end of the relevant period, the Company has not at any time during the relevant period received any indication of the existence of the member who is the holder of such shares or of a person entitled to such shares by death, bankruptcy or operation of law;
- (iii) the Company has caused an advertisement to be inserted in appropriate newspapers in accordance with the requirements of the stock exchange in the Relevant Territory of its intention to sell such shares and a period of three months has elapsed since the date of such advertisement; and
- (iv) the Company has notified the stock exchange in the Relevant Territory of its intention of such sale.

For the purpose of the foregoing, “relevant period” means the period commencing twelve years before the date of publication of the advertisement referred to in paragraph (iii) of this Bye-law and ending at the expiry of the period referred to in that paragraph.

To give effect to any such sale the Board may authorize any person to transfer the said shares and instrument of transfer signed or otherwise executed by or on behalf of such person shall be as effective as if it had been executed by the registered holder or the person entitled by transmission to such shares, and the purchaser shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings relating to the sale. The net proceeds of the sale will belong to the Company and upon receipt by the Company of such net proceeds it shall become indebted to the former member for an amount equal to such net proceeds. No trust shall be created in respect of such debt and no interest shall be payable in respect of it and the Company shall not be required to account for any money earned from the net proceeds which may be employed in the

- (ii) 在有關期間結束時所知悉，本公司於有關期間任何時間內未有收到任何因身故、破產或法例實施而持有該等股份之股東或對該等股份擁有權利之人士存在之顯示；
- (iii) 本公司已根據有關地區之證券交易所規定在適當報章刊登廣告，表明出售該等股份之意圖，且自該廣告刊登日期起計三個月期限已經屆滿；及
- (iv) 本公司已將出售股份之意圖通知有關地區之證券交易所。

就以上各項而言，「有關期間」指由本公司細則第(iii)段所述廣告刊登日期前十二年起計至該段所述期限屆滿之期間。

為進行任何該等出售，董事會可授權任何人士轉讓該等股份，而由該授權人士或其代表簽署或以其他方式簽立之轉讓文據均屬有效，猶如該文件已經由股份之登記持有人或因轉送而對該等股份有權利之人士簽立，而買主毋須理會購買款項之用途，其於股份之擁有權亦不因任何出售程序之不當或無效而受到影響。出售所得款項淨額歸本公司所有，於本公司收到該等款項淨額時，本公司將欠有關之前股東相等於出售所得之款項淨額。有關債務概不受託於信託安排，

NOTICE OF ANNUAL GENERAL MEETING 股東週年大會通告

business of the Company or as it thinks fit. Any sale under this Bye-law shall be valid and effective notwithstanding that the member holding the shares sold is dead, bankrupt or otherwise under any legal disability or incapacity.”

- (ii) by adding the following heading, new Bye-law and its marginal note immediately after the aforesaid new Bye-law 175:

“DESTRUCTION OF DOCUMENTS

176. Subject to the provisions of the Statutes, the Company may destroy:-

- (a) any share certificate which has been cancelled at any time after the expiry of one year from the date of such cancellation;
- (b) any dividend mandate or any variation or cancellation thereof or any notification of change of name or address at any time after the expiry of two years from the date such mandate variation, cancellation or notification was recorded by the Company;
- (c) any instrument of transfer of shares which has been registered at any time after the expiry of six years from the date of registration; and
- (d) any other document on the basis of which any entry in the register is made at any time after the expiry of six years from the date any entry in the register was first made in respect of it;

本公司亦不會就此支付利息，及本公司毋須就其業務或按其認為適宜之方式動用該款項淨額所賺取之任何金額作出呈報。即使持有出售股份之股東身故、破產或缺乏其他法律資格或行為能力，根據本公司細則而作出之任何出售均為有效及生效。」

- (ii) 緊接上述新公司細則第175條後加入下列之標題、新公司細則及其旁註：

「文件之銷毀

176. 在法規之條文規限下，本公司可：

- (a) 於任何股票註銷當日後滿一年起計任何時間銷毀該等註銷之股票；
- (b) 於本公司記錄股利指令或其任何修訂或註銷或任何更改名稱或地址之通知當日後滿兩年任何時間銷毀該等指令、修訂、註銷或通知；
- (c) 於股份過戶文據登記當日後滿六年起計任何時間銷毀該等已登記之過戶文據；及
- (d) 於首次存入股東名冊當日後滿六年起計任何時間銷毀該份已存入股東名冊之任何其他文件；

NOTICE OF ANNUAL GENERAL MEETING 股東週年大會通告

and it shall conclusively be presumed in favour of the Company that every share certificate so destroyed was a valid certificate duly and properly cancelled and that every instrument of transfer so destroyed was a valid and effective instrument duly and properly registered and that every other document destroyed hereunder was a valid and effective document in accordance with the recorded particulars thereof in the books and records of the Company. Provided always that:

- (i) the foregoing provisions of this Bye-law 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 was relevant to a claim;
- (ii) nothing contained in this Bye-law shall be construed as imposing upon the Company any liability in respect of the destruction of any such document earlier than as aforesaid or in any case where the conditions of proviso (i) above are not fulfilled; and
- (iii) references in this Bye-law to the destruction of any document include reference to its disposal in any manner."

and **THAT** the Directors of the Company be and hereby authorized to do all such acts, deeds and things as they shall, in their absolute discretion, deem fit in order to effect and complete any of the foregoing."

By Order of the Board
Chan Sik Ming, Harry
Chairman

及以符合本公司之利益之情況下具決定性地假設每份以上述方式銷毀之股票均為正式或適當地註銷之有效股票，每份以上述方式銷毀之過戶文據均為正式或適當地登記之有效文據及每份據此銷毀之其他文件均為按本公司賬冊及記錄所列之詳情而言有效之文件，惟先決條件必須為：

- (i) 本公司細則之上述規定僅適用於本著真誠及在本公司並無接獲任何明確通知保存該文件乃與一項申索有關之情況下銷毀之文件；
- (ii) 本公司細則並無任何規定被解釋為將有關本公司於上述情況之前或於上述但書第(i)項規定未達到之情況下銷毀任何有關文件之責任加諸本公司；及
- (iii) 本公司細則提述有關任何文件之銷毀包括提述以任何方式棄置該文件。」

及**動議**授權本公司董事就實行及完成上述各項而辦理一切其全權認為合適之手續、契約及事宜。

承董事會命
主席
陳錫明

Hong Kong, 28 July 2004

香港，二零零四年七月二十八日

NOTICE OF ANNUAL GENERAL MEETING

股東週年大會通告

Notes:

1. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on a poll, vote in his stead. A proxy need not be a member of the Company.
2. To be valid, the proxy form, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited with the Company's branch registrar in Hong Kong, Tengis Limited at Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the proxy form will not preclude any member from attending and voting in person at the meeting if the member so wishes.
3. The register of members will be closed from 22 August 2004 to 24 August 2004, both dates inclusive, during which period no transfer of shares will be effected.
4. With regard to item No.2 in the notice convening this meeting, the Board proposes that the retiring Directors, namely Chan Sik Ming Harry, Lo Sun Wah, Hiroyuki Kikuchi and Au-Yeung Wai Hung, be re-elected as Directors of the Company. Details of the said retiring Directors seeking re-election are set out in the appendix to the circular to be despatched to the Shareholders on 28 July 2004.

附註：

1. 凡有權出席大會及於會上投票之股東均可委派一位或多位代表出席，並於按股數表決時代其投票，受委派之代表毋須為本公司股東。
2. 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，須於大會或其任何續會指定召開時間不少於四十八小時前送達本公司在香港之股份過戶登記分處登捷時有限公司，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。填妥及交回代表委任表格後，股東仍可依願親身出席大會並於會上投票。
3. 本公司之股份過戶登記分處將由二零零四年八月二十二日至二零零四年八月二十四日（包括首尾兩天）期間暫停辦理股份過戶手續，在此期間內，股份不能過戶。
4. 關於召開本大會通告之第二項議程，董事會建議重選各退任之董事（即陳錫明先生、勞新華先生、菊地弘之先生及歐陽偉洪先生）為本公司董事。上述退任董事之詳細資料已載入將於二零零四年七月二十八日寄予股東之通函之附錄內。