

18

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of the Company will be held at 19/F., Sino Centre, 582-592 Nathan Road, Kowloon on 27th August, 2004 (Friday) at 11:30 a.m. for the following purposes:

1. To receive and consider the Audited Consolidated Accounts and the Reports of the Directors and Auditors for the year ended 31st March 2004.
2. To declare the final dividend for the year ended 31st March 2004.
3. To re-elect the retiring Directors, to authorise the Board to fix the remuneration of Directors and to appoint additional Directors.
4. To re-appoint Auditors and to authorise the Board to fix their remuneration.
5. As special business, to consider and, if thought fit, to pass with or without modifications the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors of the Company during the Relevant Period (as defined in paragraph (d) below) 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 be and it is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;

**茲通告**本公司將於2004年8月27日(星期五)上午十一時三十分假座九龍彌敦道582-592號信和中心19樓舉行股東週年大會，藉以處理下列事項：

1. 省覽截至2004年3月31日止年度之經審核綜合賬目、董事會報告及核數師報告。
2. 宣佈派發截至2004年3月31日止年度之末期股息。
3. 重選退任董事，授權董事會釐定董事酬金，並委任額外董事。
4. 續聘核數師，並授權董事會釐定其酬金。
5. 作為特別事項，考慮並酌情通過(無論有否修訂)下列決議案為普通決議案：

**「動議：**

- (a) 在下文(c)段之規限下，一般性及無條件批准本公司董事會在有關期間(定義見下文(d)段)內行使本公司所有權力，以配發、發行及處理本公司股本中之額外股份，並作出或授予可能需要行使此等權力之售股建議，協議及購股權；
- (b) 上文(a)段之批准將授權董事會在有關期間內作出或授予須於有關期間終止後行使上述權力之售股建議、協議及購股權；

(c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to a Rights Issue (as defined in paragraph (d) below) or pursuant to an issue of shares under any option scheme or similar arrangement for the time being adopted for the grant or issue to executives and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company or any script dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Bye-laws of the Company, shall not exceed 20% of the total nominal amount of the share capital of the Company in issue on the date of this Resolution and the said approval to the Directors in paragraph (a) above shall be limited accordingly; and

(d) for the purposes 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;
- (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 laws to be held; or
- (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders in general meeting; and

“Rights Issue” means an offer of shares open for a period fixed by the Directors of the Company to the shareholders on the register of shareholders of the Company on a fixed record date in proportion to their

(c) 董事會依據上文(a)段之批准而配發或有條件或無條件同意配發(不論是否依據購股權而配發者)之股本面值總額(不包因配售新股(定義見下文(d)段)或根據任何購股權計劃或當時所採納之類似安排而向本公司及／或其任何附屬公司之行政人員及／或僱員發行本公司之股份或授出可購入本公司股份之權利或根據本公司之公司細則規定之以股代息計劃或類似安排而配發股份，以代替本公司股份之全部或部份股息者除外)，不得超過本決議案通過當日本公司已發行股本面值總額之20%，而上文(a)段給予董事會之批准須受相應限制；及

(d) 就本決議案而言：

「有關期間」乃指由本決議案通過之日至下列三者之較早日期止之期間：

- (i) 本公司下屆股東週年大會結束；
- (ii) 本公司之公司細則或一切適用法例規定本公司下屆股東週年大會須予召開之期限屆滿；或
- (iii) 本決議案所授權力被股東於股東大會上通過普通決議案撤銷或修訂；及

「配售新股」乃指董事會於指定期間內向指定記錄日期當日本公司股東名冊內所列之股東按其當時持股比例提呈售股建議(惟董事會有權就零

shareholdings as at that date (subject 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 applicable to the Company).”

6. As special business, to consider and, if thought fit, to pass with or without modifications the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) below, the exercise by the Directors of the Company during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to repurchase its own shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which the securities of the Company may be listed and recognized by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and it is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of share capital repurchased by the Company pursuant to the approval in paragraph (a) above shall not exceed 10% of the total nominal amount of the share capital of the Company in issue on the date of this Resolution and the said approval to the Directors of the Company in paragraph (a) above shall be limited accordingly; and

碎股權或香港以外任何地區之法律或任何認可管制機構或證券交易所之規定所訂之任何限制或責任，而必須或權宜取消若干股東在此方面之權利或作出其他安排)。」

6. 作為特別事項：考慮並酌情通過(無論有否修訂)下列決議案為普通決議案：

「動議：

- (a) 在下文(b)段之規限下，一般性及無條件批准本公司董事會在有關期間(定義見下文(c)段)內行使本公司所有權力，依照所有適用法例及／或香港聯合交易所有限公司(「聯交所」)證券上市規則或本公司證券上市所在並獲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不時修訂之規定，在聯交所及任何其他證券交易所購回本公司本身之股份；
- (b) 本公司依據上文(a)段而購回之股本面值總額不得超過本公司於本決議提呈當日已發行股本面值總額之10%，而上文(a)段給予董事會之批准須受相應限制；及

(c) 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;
- (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 laws to be held; or
- (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders in general meeting.”

7. As special business, to consider and, if thought fit, to pass with or without modifications the following resolution as an ordinary resolution:

“**THAT** conditional upon Resolutions Nos. 5 and 6 above being passed, the aggregate nominal amount of the number of shares in the capital of the Company which are repurchased by the Company under the authority granted to the Directors of the Company as mentioned in Resolution No. 6 above shall be added to the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to Resolution No. 5 above, provided that the amount of share capital repurchased by the Company shall not exceed 10% of the total nominal amount of the share capital of the Company in issue on the date of this Resolution.”

(c) 就本決議案而言：

「有關期間」乃指由本決議案通過之日起至下列三者之較早日期止之期間：

- (i) 本公司下屆股東週年大會結束；
- (ii) 本公司之公司細則或一切適用法例規定本公司下屆股東週年大會須予召開之期限屆滿；或
- (iii) 本決議案所授權力被股東在股東大會上通過普通決議案撤銷或修訂。」

7. 作為特別事項，考慮並酌情通過（無論有否修訂）下列普通決議案：

「**動議**在第5及第6項決議案獲通過後，將本公司依據上文第6項決議案所述給予董事會之權力而購回之本公司股本中股份數目之面值總額加入本公司董事會依據上文第5項決議案而配發或有條件或無條件同意配發之股本面值總額內，惟本公司所購回股本之面值不得超過本公司於本決議案提呈當日已發行股本面值總額之10%。」

- 22
8. As special business, to consider and, if thought fit, to pass the following resolution as a special resolution:
- “**THAT** the existing Bye-laws of the Company be and are hereby amended in the following manner, namely:
- (A) *Definitions*
- THAT** the existing definition of “Clearing House” in Bye-law 1(A) be deleted and substituted by the following new definition:
- “Clearing House” shall mean a recognised clearing house within the meaning of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) 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;
- THAT** the existing definition of “associates” in Bye-law 1(A) be deleted and substituted by the following new definition:
- “associates” shall have the meaning as defined in the Listing Rules;
- THAT** following new definition of “Listing Rules” be added to Bye-law 1(A) immediately following the existing definition of “holding company” and “subsidiary”:
- “Listing Rules” shall mean the rules governing the listing of securities made by The Stock Exchange of Hong Kong Limited (as amended from time to time);
8. 作為特別事項，考慮及酌情通過以下決議案為特別決議案：
- 「**動議**現有的公司細則作出以下修訂：
- (A) 定義
- 動議**刪除在細則1(A)條「結算所」之現有定義，代以以下：
- 「結算所」應指證券及期貨條例(香港法律第571章)所指之認可結算所或本公司股份上市或報價之證券交易所所在司法權區之法律所認可之結算所或認可證券寄存處。
- 動議**刪除在細則1(A)條「聯繫人士」之現有定義，代之以下：
- 「聯繫人士」應具有上市規則所賦予之涵義；
- 動議**加入上市規則所賦予的新定義於細則1(A)條(緊隨「控股公司」及「附屬公司」現有定義後)：
- 「上市規則」應指香港聯合交易所有限公司制定及不時修訂有關證券上市的條例；

(B) *Bye-law 76A*

**THAT** the following new Bye-law 76A be added after the existing Bye-law 76:

“76A. 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.”

(C) *Bye-law 98(H)*

**THAT** the existing Bye-law 98(H) be deleted and substituted by the following:

“98(H) A Director shall not vote (nor shall he be counted in the quorum) on any resolution of the Board in respect of any contract or arrangement or proposal in which he or any of his associate(s) has/have a material interest, 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) 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) *細則76A 條*

**動議**緊隨現有細則76條後加上新例第76A條：

「76A 倘任何股東根據上市規則需就任何特定決議案放棄投票，或受到任何限制，僅能投票贊成或反對任何特定決議案，則該名股東或其代表人之投票如抵觸有關規定或限制，將不能計算入票數內。」

(C) *細則98(H) 條*

**動議**刪除現有的細則98(H)條，代之以下：

「98(H) 任何董事都不得在他們擁有利益之合同、安排或建議的任何決議上投票（或是計算到法定人數內），即使董事已經投票，其所投之票亦不獲計算（也不會將董事計算入法定人數內）。但這項禁止不適用於以下情況：

- (i) 向以下各方給予任何抵押或彌償保證：
  - (a) 在本公司或其附屬公司的要求下，或為著本公司或其附屬公司的利益，本公司董事或其聯繫人士任何一人的借款或是承擔的義務而提供；或

- (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;
- (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 associates are not in aggregate beneficially interested in 5% 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 associate(s) 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
- (b) 就本公司或其附屬公司的債務或義務，而董事或其聯繫人士已承諾或予以賠償或用其股份擔保，單獨或聯合承擔全部或部分責任而提供；
- (ii) 任何關於本公司及其附屬公司的股票、債券或其他證券的公開發售，且這項發售是由本公司負責發起或擁有其中權益，而董事或其聯繫人士因有份參與包銷或副包銷而擁有其中權益時；
- (iii) 關於第三方公司任何提議，本公司董事或其聯繫人士作為一名高級職員、經理或是股份持有者(直接或間接)而擁有該公司的權益，或董事或其聯繫人士實益擁有該公司的股份，只要本公司董事或其聯繫人士擁有該公司(或其權益或聯繫人士權益所屬的第三方公司)任何類別現行股份總額(或投票權)不超過5%時；
- (iv) 任何關於本公司或其附屬公司員工利益的提議或安排，包括：
- (a) 任何員工的股票計劃或股票激勵或購股權計劃的採用，

share option scheme involving the issue or grant of options over shares or other securities by the Company 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.”

(D) *Bye-law 103*

**THAT** the existing Bye-law 103 be deleted and substituted by the following:

“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

更改或實行，本公司董事或其聯繫人士將可能在此當中獲利；或

- (b) 養老金或退休金、死亡和殘疾福利計劃的採用、更改或實行，計劃不但涉及本公司董事或其聯繫人士，而且涉及本公司及其附屬公司的員工。且本公司董事或其聯繫人士的任何特權或是優先權不用於任何與此計劃和基金時；及

- (v) 任何合同或安排，向本公司董事或其聯繫人士因本身在本公司股份或債券或其他證券的權益，而與本公司其他股東一樣在該合同或安排擁有權益。

(D) *細則103條*

**動議**刪除現有的細則103條代之以下：

「103 除非由董事會推薦參選，否則除退任董事外，任何人士均不得於任何股東大會上參選出任董事，除非一名股東發出有關其有意建議該名人士參選董事之書面通知及由該名人士發出其願意被推選之書面通知，並於大會舉行日期前至少7日前



Office at least 7 days before the date of the general meeting. The period for lodgment of the notice required under this bye-law will commence no earlier than the day after the dispatch of the notice of the general meeting appointed for such election and end no later than 7 days prior to the date of such general meeting.”

9. To transact any other business.

By Order of the Board

**Law Tim Fuk, Paul**

*Company Secretary*

Hong Kong, 23rd July, 2004

Notes:

1. Any member of the Company entitled to attend and vote at the Annual General Meeting of the Company shall be entitled to appoint another person as proxy to attend and vote instead of him. On a poll, votes may be given either personally or by proxy. A proxy need not be a member of the Company. A member may appoint more than one proxy to attend on the same occasion.
2. The instrument appointing a proxy 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 at the principal place of the Company in Hong Kong at 19/F Sino Centre, 582-592 Nathan Road, Mong Kok, Kowloon, Hong Kong not less than 48 hours before the time appointed for holding the meeting or the adjourned meeting.
3. The Bye-laws of the Company is written in English. There is no Chinese version in respect thereof. Therefore, the Chinese version of the Special Resolution as set out in item 8 above on amendments to the Bye-laws is purely a translation only. Should there be any discrepancies, the English version will prevail. The purpose of the amendments is included in a separate circular to members of the Company which is dispatched to members with the Company's Annual Report 2004.

送呈本公司總辦事處或註冊辦事處。本細則規定之有關通告，須由不早於就有關推選董事指定之大會通告寄發後之一日起計至不遲於有關大會舉行日期前7日止之期間內送呈。」

9. 進行其他業務交易。

承董事會命

公司秘書

羅添福

香港，2004年7月23日

附註：

1. 凡有權出席上述大會及投票之股東，均有權委派代表出席及代其股票。受委代表無須為本公司股東。每位股東可委派一位以上代出席同一大會。
2. 代表委任表格連同經簽署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授權書或授權文件副本，最遲須於大會或其續會指定舉行時間48小時前送達本公司，地址為香港九龍彌敦道582 - 592號信和中心19樓。
3. 本公司細則以英文制定，並無中文版本。因此，該細則載於第8項之修訂特別決議案的純為中文譯本。如中英文版本有任何歧異，應以英文為準。該修訂目的已包含在本公司派發給股東另一通函，給連同2004之年報發給股東。