

NOTICE OF ANNUAL GENERAL MEETING

股東週年大會通告

NOTICE IS HEREBY GIVEN that the annual general meeting of New Century Group Hong Kong Limited (the "Company") will be held at Plaza I-III, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Wednesday, 22 September 2004 at 10:00 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements and the reports of the directors and auditors for the year ended 31 March 2004;
2. To determine the maximum number of the directors of the Company (the "Directors");
3. To elect the Directors and to authorise the board of directors of the Company to fix their remuneration;
4. To re-appoint the auditors and to authorise the board of directors of the Company to fix their remuneration;
5. As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

A. **"THAT:**

- (a) subject to paragraph 5A(c) below, the exercise by the Directors during the Relevant Period (as defined 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 is hereby generally and unconditionally approved;
- (b) the approval in paragraph 5A(a) above shall authorise the Directors 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;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval

茲通告新世紀集團香港有限公司(「本公司」)謹訂於二零零四年九月二十二日(星期三)上午十時正假座香港灣仔謝斐道238號世紀香港酒店大堂低座一至三號宴會廳舉行股東週年大會，藉以討論下列事項：

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及董事會與核數師報告；
2. 釐定本公司董事(「董事」)之最多人數；
3. 選舉董事及授權本公司之董事會釐定其酬金；
4. 重新委任核數師，並授權本公司之董事會釐定其酬金；
5. 作為特別事項，考慮並酌情通過下列決議案(不論有否修訂)為普通決議案：

A. **「動議：**

- (a) 在下文5A(c)段之規限下，一般及無條件批准董事於有關期間(定義見下文)內行使本公司一切權力配發、發行及處理本公司股本中之額外股份，及提出、訂立或授出可能需要行使該等權力之建議、協議及購股權；
- (b) 上文5A(a)段所述之批准將授權董事於有關期間內提出、訂立或授出可能於有關期間屆滿後仍須行使該等權力之建議、協議及購股權；
- (c) 董事根據上文5A(a)段所賦予之批准配發或同意有條件或無條件配發(不論是否根據購股權或其他原因而配發者)之股本總面值，不得超過本公司於本決議案獲通

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in paragraph 5A(a) above, otherwise than pursuant to the Rights Issue (as defined below) or the exercise of the subscription rights under the share option scheme of the Company, shall not exceed 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of this resolution and the said approval shall be limited accordingly; and

(d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of next annual general meeting of the Company;
- (ii) the expiration of the period within which next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable law to be held; and
- (iii) the revocation or variation of this resolution 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 holders of shares on the Register of Members of the Company on fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to and restrictions or obligations under the laws of or the requirements of any recognized regulatory body or any stock exchange in any territory outside Hong Kong).”

B. **“THAT:**

- (a) subject to paragraph 5B(b) below, the exercise by the Directors during the Relevant Period (as defined in resolution no. 5A(d) above) of all powers of the Company to repurchase shares of the Company on

過當日之已發行股本總面值之20%，但不包括根據供股（定義見下文）或因行使本公司之購股權計劃所授出之認購權而須予配發之股份，而上述批准亦須受此限制；及

(d) 就本決議案而言：

「有關期間」乃指本決議案獲通過當日起至下列日期（以最早者為準）止之期間：

- (i) 本公司下屆股東週年大會結束時；
- (ii) 本公司之公司細則或任何適用法例規定本公司須舉行下屆股東週年大會之期限屆滿時；及
- (iii) 本公司股東於股東大會上以普通決議案方式撤銷或修訂本決議案之時。

「供股」指向於指定記錄日期名列本公司股東名冊之股份持有人按其當時持股比例配售股份之建議，建議之有效期由董事釐定（惟董事有權就零碎股份，或由香港以外任何地區之法例或任何認可監管機構或任何證券交易所規定之任何限制或責任而需要或權宜取消若干股東在此方面之權利或作出其他安排）。

B. 「動議：

- (a) 在下文5B(b)段之規限下，無條件全面批准董事於有關期間（定義見上文所載之第5A(d)項決議案）內根據所有適用法例及規定行使本公司一切權力在香港聯合交

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The Stock Exchange of Hong Kong Limited (the "Stock Exchange") or on any other stock exchange recognized, for this purpose by the Securities and Futures Commission and the Stock Exchange, subject to and in accordance with all applicable laws and requirements, be and is hereby generally and unconditionally approved; and

- (b) the aggregate nominal amount of shares of the Company repurchased by the Company pursuant to the approval in paragraph 5B(a) above shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of this resolution and the said approval be limited accordingly."

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

"**THAT** conditional upon the passing of resolution nos. 5A and 5B set out in the notice convening this meeting being duly passed, the general mandate granted to the Directors of the Company to exercise the power of the Company to allot, issue and deal with additional shares pursuant to resolution no. 5A above be and is hereby extended by the addition to the aggregate nominal amount of the share capital which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to such general mandate of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to resolution no. 5B above, provided that such an amount shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution."

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

"**THAT** the new Bye-laws of the Company, in the form of the printed document marked "A" and produced to this meeting and for the purpose of identification signed by the chairman

易所有限公司(「聯交所」)或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份；及

- (b) 本公司根據上文5B(a)段所賦予之批准而購回之本公司股份總面值，不得超過本公司於本決議案獲通過當日之已發行股本總面值之10%，而上述批准亦須受此限制。」

6. 作為特別事項，考慮並酌情通過下列決議案(不論有否修訂)為普通決議案：

「**動議**待本大會通告所載之第5A項及第5B項決議案獲正式通過後，擴大授予本公司董事根據上文第5A項決議案行使本公司權力配發、發行及處理額外股份之一般授權，將本公司董事根據該一般授權配發或同意有條件或無條件配發之股本總面值，加入本公司根據上文第5B項決議案授出之權力而購回之本公司股本之總面值，惟該數額不得超過本公司於本決議案獲通過當日之已發行股本總面值之10%。」

7. 作為特別事項，考慮並酌情通過下列決議案(不論有否修訂)為特別決議案：

「**動議**批准並採納本公司之新公司細則(註有「A」字樣之印行本將提呈本大會，並由大會主席簽署以資識別)，即時取代和摒除本公司之現有公司細則，

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of this meeting, be and is hereby approved and adopted as the new Bye-laws of the Company in substitution for and to the exclusion of the existing Bye-laws of the Company with immediate effect and that the directors of the Company be and are authorized to do all things necessary to implement the adoption of the new Bye-laws of the Company.”

By Order of the Board
Yu Wai Man
Company Secretary

Hong Kong, 30 July 2004

Notes:

1. Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company. A member of the Company holding more than one share may appoint more than one proxy to represent him and vote on his behalf at a meeting.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorized in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorized to sign the same.
3. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the principal place of business of the Company in Hong Kong at Unit 3808, 38th Floor, West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid.
4. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.

並授權本公司董事辦理一切所需事宜，以使本公司之新公司細則得以採納。」

承董事會命
公司秘書
余偉文

香港，二零零四年七月三十日

附註：

1. 凡有權出席本公司大會並於會上投票之本公司股東，均有權委派其他人士為其受委代表，以代其出席大會並於會上投票。受委代表毋須為本公司股東。持有超過一股股份之本公司股東可委派超過一位受委代表，以代其出席大會並於會上投票。
2. 代表委任表格須經委任人或其正式書面授權代表簽署，或倘委任人為法團，則須蓋上公司印鑑或經負責人、授權代表或其他獲授權人士簽署。
3. 代表委任表格連同已簽署之授權書或其他授權文件（如有）或經簽署證明之該等文件之副本，均須於大會之指定舉行時間四十八（48）小時前送達本公司之香港主要營業地點，地址為香港中環干諾道中168-200號信德中心西翼38樓3808室，方為有效。
4. 交回代表委任表格後，股東仍可親身出席大會並於會上投票，惟在此情況下，代表委任表格將被視為已撤銷論。

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5. In the case of joint holders of a share if more than one of such joint holders be present at the meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
 6. In relation to resolution no. 3 set out in this notice regarding the election of the directors of the Company, Ms. Chen Ka Chee, Ms. Lilian Ng and Mr. Wong Kwok Tai will retire by rotation at the forthcoming annual general meeting, and being eligible, offer themselves for re-election. Details of the directors proposed to be re-elected at the forthcoming annual general meeting are set out in the Appendix I to the circular to shareholders dated 30 July 2004.
 7. A circular containing further details regarding the resolution nos. 3, 5, 6 and 7 above will be sent to shareholders of the Company together with the 2004 Annual Report.
 8. The main amendments to Bye-laws which will be reflected in New Bye-laws are as follows:
 1. As a result of amendments to Appendix 3 of the Listing Rules regarding requirements of Main Board-listed companies' articles of association/Bye-laws which came into effect on 31 March 2004:
 - (a) where the Company has knowledge that any member is, under the rules of The Stock Exchange of Hong Kong Limited (the "Designated Stock Exchange"), required to abstain from voting on any particular resolution of the Company or restricted to voting only for or only against any particular resolution of the Company, any votes cast by or on behalf of such member in contravention of such requirement or restriction shall not be counted (New Bye-law 76(2));
 - (b) to propose a person for appointment as a director at a meeting of the members of the Company, who is neither a director who is retiring at the meeting nor a person recommended by the directors for election, a notice signed by a member (other than the person to be proposed) duly qualified to attend and vote at
5. 如屬聯名股份持有人，倘超過一名聯名持有人出席大會，則排名於首之聯名持有人親身或委派代表投票時，其他聯名持有人一律不得投票，就此而言，排名先後將以本公司股東名冊內就聯名股份之排名次序而定。
 6. 就本通告第3項決議案有關選舉本公司之董事而言，陳格敏小姐、黃莉蓮小姐及黃國泰先生將於應屆股東週年大會上輪值退任，並符合資格膺選連任。有關建議於應屆股東週年大會上重選之董事之資料載於二零零四年七月三十日寄發予股東之通函附錄一。
 7. 載有上文第3項、第5項、第6項及第7項決議案之進一步詳情之通函，將隨二零零四年年報一併寄發予本公司股東。
 8. 將於新公司細則反映之公司細則主要修訂如下：
 1. 由於修訂上市規則附錄三有關主板上市公司之組織章程大綱／公司細則之規定，並於二零零四年三月三十一日生效：
 - (a) 倘本公司知悉任何股東根據香港聯合交易所有限公司（「指定證券交易所」）之規則須就本公司之任何特定決議案放棄投票，或僅限於就本公司之任何特定決議案投贊成票或反對票，則該名股東或其代表違反該項規定或限制所投之票將不會計算（新公司細則第76(2)條）；
 - (b) 於本公司之股東大會上提名任何人士為董事，若其並非於大會上退任之董事或獲董事推薦選舉，則須由符合正式資格出席大會並於會上投票之股東（擬被提名之人士除外）在股東大會通告寄發後翌日（包括該日）開始及於股東大會舉行日期

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the meeting for which such notice is given of his intention to propose such person for election and also a notice signed by the person to be proposed of his willingness to be elected must be lodged at the head office or at the office where the branch register of members is kept at any time and must be submitted during the period commencing on (and including) the day after despatch of the notice of the general meeting and ending at least seven (7) days before the general meeting (New Bye-law 88);

(c) a director shall not vote (nor be counted in the quorum) on any resolution of the Board approving any contract or arrangement or any other proposal in which he or any of his associates is materially interested, but this prohibition shall not apply to any of the following matters namely:

(i) any contract or arrangement for the giving to such Director or his associate(s) any security or indemnity in respect of money lent by him or any of his associates or obligations incurred or undertaken by him or any of his associates at the request of or for the benefit of the Company or any of its subsidiaries;

(ii) any contract or arrangement for the giving of any security or indemnity 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 whether alone or jointly under a guarantee or indemnity or by the giving of security;

(iii) any contract or arrangement 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;

前最少七(7)日結束之期間內，向總辦事處或股東名冊分冊於任何時間存置之辦事處，發出簽署通知表示有意提名該名人士參選，而被提名人士亦發出簽署書面通知表示願意被選(新公司細則第88條)；

(c) 董事不得就有關董事或其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之任何董事會決議案投票(亦不得計入法定人數)，惟此項限制不適用於下列各項：

(i) 就該董事或其聯繫人士應本公司或其任何附屬公司之要求或為彼等之利益所借出之款項或招致或承擔之債務，向董事或其聯繫人士提供任何抵押或賠償保證之任何合約或安排；

(ii) 就本公司或其任何附屬公司之債項或債務向第三方提供任何抵押或賠償保證之任何合約或安排，而董事或其聯繫人士根據擔保或賠償保證或藉提供抵押而個別或共同承擔全部或部分責任；

(iii) 有關提呈發售本公司或本公司可能創立或擁有權益之任何其他公司之股份或債券或其他證券，或由其提呈發售股份或債券或其他證券以供認購或購買之發售建議，而董事或其聯繫人士因參與包銷或分銷發售建議而擁有利益或將擁有利益之任何合約或安排；

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- (iv) any contract or arrangement in which the Director or his associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company;
- (v) any contract or arrangement concerning any other company in which the Director or his associate(s) is/are interested only, whether directly or indirectly, as an officer or executive or a shareholder or in which the Director and any of his associate(s) are not in aggregate beneficially interested in five (5) per cent. or more of the issued shares or of the voting rights of any class of shares of such company (or any third company through which his interest or that of any of his associates is derived); or
- (vi) any proposal or arrangement concerning the adoption, modification or operation of a share option scheme, a pension fund or retirement, death or disability benefits scheme or other arrangement which relates both to directors, his associates and employees of the Company or of any of its subsidiaries and does not provide in respect of any Director, or his associate(s), as such any privilege or advantage not accorded generally to the class of persons to which such scheme or fund relates.
- (iv) 董事或其聯繫人士僅因其於本公司股份或債券或其他證券之權益，而以與本公司股份或債券或其他證券之其他持有人之相同方式擁有利益之任何合約或安排；
- (v) 有關任何其他公司之任何合約或安排，而董事或其聯繫人士僅因其高級職員或行政人員或股東身份直接或間接擁有該公司之權益，或董事及其任何聯繫人士並非合共實益擁有該公司（或董事或其聯繫人士從中取得權益之任何第三方公司）已發行股份或任何類別股份投票權百分之五（5%）或以上；或
- (vi) 有關採納、修訂或實施購股權計劃、退休金或退休、身故或傷殘津貼計劃或其他與本公司或其任何附屬公司之董事、其聯繫人士及僱員有關，而並非向任何董事或其聯繫人士提供該計劃或基金之有關類別人士一般並不享有之任何特權或利益之任何建議或安排。

A company shall be deemed to be a company in which a Director and/or his associate(s) owns five (5) per cent. or more if and so long as (but only if and so long as) he and/or his associates, (either directly or indirectly) are the holders of or beneficially interested in five (5) per cent. or more of any class of the equity share capital of such company or of the voting rights available to members of such company (or of any third company through which his interest or that of any of his associates is derived). For the purpose of this paragraph there shall be disregarded any shares held by a Director or his associate(s) as bare or custodian trustee and in which

倘若及只要（但僅倘若並且只要）董事及／或其聯繫人士直接或間接持有或實益擁有公司任何類別權益股本或該公司股東享有之投票權百分之五（5%）或以上之權益（或董事或其任何聯繫人士從中取得權益之任何第三方公司），則該公司將被視為董事及／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或保管受託人身份持有但並無實益權益之任何股份；組成董事或其聯繫人士具復歸權益或剩餘權益之信託之任何股份（倘若及只有其他人士有權收取有關收入）；及組成

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he or any of them has no beneficial interest, any shares comprised in a trust in which the interest of the Director or his associate(s) is/are in reversion or remainder if and so long as some other person is entitled to receive the income thereof, and any shares comprised in an authorised unit trust scheme in which the Director or his associate(s) is/are interested only as a unit holder.

Where a company in which a Director and/or his associate(s) holds five (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.

If any question shall arise at any meeting of the Board as to the materiality of the interest of a Director (other than the chairman of the meeting) or as to the entitlement of any Director (other than such chairman) to vote and such question is not resolved by his voluntarily agreeing to abstain from voting, 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 concerned as known to such Director has not been fairly disclosed to the Board. If any question as aforesaid shall arise in respect of the chairman of the meeting such question shall be decided by a resolution of the Board (for which purpose such chairman 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 (New Bye-law 103).

認可單位信託計劃(而董事或其聯繫人士僅以單位持有人身份擁有該認可單位信託計劃之權益)之任何股份將不予理會。

倘董事及／或其聯繫人士持有百分之五(5%)或以上權益之公司在任何交易中擁有重大利益，則該董事及／或其聯繫人士亦會被視為在該項交易中擁有重大利益。

倘於任何董事會會議上對董事(大會主席除外)之利益重大性，或任何董事(該主席除外)投票之權利有任何疑問，而該疑問未能藉董事自願同意放棄投票而得以解決，則該疑問將交由大會主席處理，而主席就該等其他董事所作之裁決即屬最終及不可推翻，惟倘就該名董事所知該董事之利益性質或程度並未向董事會公平地披露，則作別論。倘上述任何疑問乃就大會主席提出，則該疑問將以董事會決議案決定(就此而言，該主席不得就此投票)，而該決議案即屬最終及不可推翻，惟倘就該主席所知該主席之利益性質或程度並未向董事會公平地披露，則作別論(新公司細則第103條)。

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2. As a result of the amendments to the Listing Rules which came into effect on 15 February 2002 pursuant to which Main Board listed companies are (i) permitted to send or otherwise make available corporate communications to members by electronic means; (ii) allowed to send corporate communications to members either in English language only, or Chinese language only, or both English and Chinese language in accordance with the wishes of their members and subject always to the Listing Rules and all applicable laws:
- (a) any notice or document (including any "corporate communication" as defined in the Listing Rules) in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or communication which 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 of members of the Company 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 number or address or website supplied by him to the Company for the giving of notice to him or which the person 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 (as defined in the Companies Act 1981) or in newspapers published daily and circulating generally in the territory of and in accordance with the requirements of the Designated Stock Exchange or, to the extent permitted by the applicable laws, by placing it on the Company's website or the website of the Designated Stock Exchange, and giving to the member a notice stating that the notice or other document is available there (a "notice of availability"). The notice of availability may be given to the member by any of the means set out herein (New Bye-law 162);
2. 由於二零零二年二月十五日生效之上市規則修訂，列明於上市規則及所有適用法例之規限下，主板上市公司(i)或可以電子方式向股東發送或提供公司通訊；(ii)可按股東之意願僅以英文或僅以中文或同時使用中英文向股東提供公司通訊：
- (a) 任何書面或以電傳、電報、傳真傳送信息或其他電子傳送或通訊方式傳送之通知或文件(包括任何「公司通訊」，定義見上市規則)，可由本公司親身或以郵寄方式送達或送交任何股東，郵寄時須使用預付郵資信封，按本公司股東名冊所示之股東登記地址或其就此向本公司提供之任何其他地址寄出，或(視乎情況而定)按其向本公司提供以接收通知之任何地址、任何電報或傳真號碼或電子號碼或地址或網站，或以傳送通知之人士合理及真誠地相信於有關時間將讓可股東正式接收通知之方式送交，亦可於指定報章(定義見一九八一年公司法)，或遵照指定證券交易所之規定於指定證券交易所所在地每日出版及廣泛流通之報章以公佈形式送達；或如適用法例准許，則於本公司網站或指定證券交易所網站刊登公佈，並向股東發出通知表示有關通知或其他文件可於該等網站閱覽(「可供使用通知」)。可供使用通知可以上文所載任何方式送交股東(新公司細則第162條)；

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- (b) delivery by electronic communication shall be deemed to be given if 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 placed on the Company's website or the website of the Designated Stock Exchange, 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 (New Bye-law 163(b)); and
- (c) notices or documents may be given to a member either in English or Chinese (New Bye-law 163(d)).
3. As a result of the amendments to the Listing Rules which came into effect on 15 February 2002 and the Companies Act 1981 of Bermuda which came into effect on 14 February 2003 pursuant to which Main Board listed companies are permitted to send and distribute summary financial reports in place of the long form report:
- (a) the Company may now send a summary financial statement derived from the Company's annual accounts and the directors' report 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 a summary financial statement, a complete printed copy of the Company's annual financial statement and the directors' report thereon (New Bye-law 154); and
- (b) the requirement to send a printed copy of the Directors' report, accompanied by the balance sheet and profit and loss account, including every document required by law to be annexed thereto, made up to the end of the applicable financial year and containing a summary of the assets and liabilities of the Company under convenient heads and a statement of income and expenditure, together with a copy of the Auditors' report as required under Bye-laws (Bye-
- (b) 若電子通訊以電子方式傳送，則視為已經送達，並於電子通訊由本公司或其代理之伺服器傳送當日送達。存置於本公司網站或指定證券交易所網站之通知，視為於可供使用通知視作送達股東後翌日由本公司送達該股東（新公司細則第163(b)條）；及
- (c) 通知或文件可以英文或中文向股東提供（新公司細則第163(d)條）。
3. 由於上市規則於二零零二年二月十五日作出修訂及百慕達一九八一年公司法之修訂於二零零三年二月十四日生效，主板上市公司可寄發及派發財務報告概要以代替詳細報告：
- (a) 本公司現可寄發摘錄自本公司年度賬目及董事會報告之財務報表概要，惟須符合適用法例及法規規定之形式及內容，而有權收取本公司年度財務報表及董事會報告之任何人士，若向本公司寄發書面通知，則可要求本公司同時寄發財務報表概要及本公司年度財務報表及董事會報告之完整印刷本（新公司細則第154條）；及
- (b) 倘本公司按照所有適用法例、規則及法規，包括（但不限於）指定證券交易所之規則，於本公司之電腦網絡或以任何其他准許之方式（包括以任何電子通訊方式寄發）刊發公司細則第153條所述之文件及（如適用）符合公司細則第154條之財務報告概要，而有關人士已同意或被視為已同意將刊發或接收該等文件，視作本公司已履行向其寄發有關文件之責任，

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law 153) or a summary financial report in accordance as detailed in sub-paragraph (a) above (Bye-law 154) shall be deemed satisfied where, in accordance with all applicable laws, rules and regulations, including, without limitation, the rules of the Designated Stock Exchange, the Company publishes copies of the documents referred to in Bye-law 153 and, if applicable, a summary financial report complying with Bye-law 154, 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 (New Bye-laws 153 and 155).

4. As a result of the amendments to the SFO which came into effect on 1 April 2003, the Securities and Futures (Clearing House) Ordinance (the "repealed Ordinance") has been repealed with the coming into effect of the SFO. On commencement of the SFO, a recognized clearing house under the repealed Ordinance, Hong Kong Securities Clearing Company Limited, shall be deemed to have been recognized as a clearing house under the SFO:

(a) the definition of "clearing house" in Bye-laws is amended to the effect that "clearing house" shall mean a clearing house 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 (New Bye-law 1);

(b) where a member is a clearing house (or its nominee(s) and, in each case, being a corporation), it may authorise such persons as it thinks fit to act as its representatives at any meeting of the Company or at any meeting of any class of members provided that the authorisation shall specify the number and class of shares in respect of which each such representative is so authorised. Each person so authorised thereunder shall be deemed to have been duly authorised without further evidence of the facts

則寄發董事會報告之印刷本，連同編製至適用財政年度結算日，並以合適標題載有本公司資產與負債概要及收支結算表之資產負債表及損益表（包括法例規定須附上之所有文件），以及公司細則（公司細則第153條）規定之核數師報告或按上文第(a)分段（公司細則第154條）所詳述之財務報告概要之規定將被視為已達成（新公司細則第153條及第155條）。

4. 由於證券及期貨條例於二零零三年四月一日作出修訂，且證券及期貨（結算所）條例（「已撤銷條例」）因證券及期貨條例生效而撤銷，於證券及期貨條例開始後，已撤銷條例項下之認可結算所—香港中央結算有限公司應被視為證券及期貨條例項下之認可結算所：

(a) 修訂公司細則內「結算所」之定義，致令「結算所」指本公司股份上市或報價之證券交易所所在之司法權區法例認可之結算所（新公司細則第1條）；

(b) 若股東為結算所（或其代名人，而於各情況下均為法團），則可授權其認為適合之人士為代表，代其出席本公司任何大會或任何類別股東大會，惟授權書必須列明各獲授權人士所代表之股份數目及類別。據此獲授權之人士應被視為獲正式授權，且毋須提供進一步證明，並有權代表結算所（或其代名人）行使相同權利及權力，包括有權獨立舉手投票，猶如該名人士就有關授權書列明之股份數目

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and be entitled to exercise the same rights and powers on behalf of the clearing house (or its nominee(s)) as if such person was the registered holder of the shares of the Company held by the clearing house (or its nominee(s)) in respect of the number and class of shares specified in the relevant authorisation including the right to vote individually on a show of hands (New Bye-law 84(2)); and

(c) where more than one proxy is appointed by a member which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands (New Bye-law 66).

5. Directors may, at any time before the expiration of their period of office, be removed by an ordinary resolution of the members (New Bye-law 86(4)).
6. The Company may apply its share premium in such manner as may be permitted by the Companies Act 1981 of Bermuda without the need for the sanction of a special resolution (New Bye-law 6).
7. The remuneration of the Directors shall be determined in such manner as resolved by the Company in general meeting (New Bye-law 96).

及類別，為結算所(或其代名人)所持本公司股份之登記持有人(新公司細則第84(2)條)；及

(c) 若身為結算所(或其代名人)之股東委任超過一名受委代表，則每位受委代表於舉手投票時可投一票(新公司細則第66條)。

5. 股東可於董事任期屆滿前任何時間，以普通決議案方式罷免董事(新公司細則第86(4)條)。
6. 本公司可按百慕達一九八一年公司法批准之方式使用其股份溢價，而毋須特別決議案批准(新公司細則第6條)。
7. 董事酬金須按照本公司於股東大會上議決之方式釐定(新公司細則第96條)。