



**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Plus Holdings Limited (the “Company”) will be held at Salisbury Room, Level 7, Conrad Hotel, Pacific Place, 88 Queensway, Hong Kong on 27 August 2004 at 10:00 a.m. for the following purposes:—

1. To receive and consider the audited financial statements and the reports of the directors and the auditors for the year ended 31 March 2004.
2. To re-elect directors and to authorize the board of directors to fix their remuneration.
3. To appoint auditors and to authorize the board of directors to fix their remuneration.
4. As special business to consider, and if thought fit, passing, with or without modifications, the following resolutions:

**茲通告**普納集團有限公司(「本公司」)謹訂於2004年8月27日上午十時正假座香港金鐘道88號太古廣場港麗酒店七樓百利廳舉行股東週年大會，以處理下列事項：

- 一 省覽及考慮截至2004年3月31日止年度之經審核財務報表、董事會報告及核數師報告。
- 二 重選董事及授權董事會釐定其酬金。
- 三 委任核數師及授權董事會釐定其酬金。
- 四 作為特別事項，考慮及酌情通過(不論有否經修訂)下列決議案：

### ORDINARY RESOLUTIONS

#### A. **“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 and otherwise deal with additional Shares or securities convertible into Shares, or options, warrants or similar rights to subscribe for any Shares, 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 (a) above shall be in addition to any other authorizations given to the Directors and shall authorize 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;

### 普通決議案

#### A. 「動議：

- (a) 在下文(c)段之規限下，一般及無條件批准董事在有關期間(定義見下文)，行使本公司全部權力，配發、發行及以其他方式處置額外股份或可換股證券，或可認購本公司任何股份之購股權、認股權證或類似權利，並就此作出或授予可能要行使該等權力之售股建議、協議及購股權；
- (b) 按上文(a)段之批准，除任何其他授予董事授權外，授權董事可在有關期間，作出或授予在有關期間結束後行使該等權力之售股建議、協議及購股權；



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(c) the aggregate nominal amount of the 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 in paragraph (a) above, otherwise than pursuant to:—

- (i) a Rights Issue (as hereinafter defined);
- (ii) the exercise of rights of subscription or conversion under terms of any warrants issued by the Company or any securities which are convertible into Shares;
- (iii) the exercise of any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of Shares or right to acquire Shares;
- (iv) any scrip dividend or similar arrangements providing for the allotment of shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws of the Company;

shall not exceed 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this Resolution and the said approval shall be limited accordingly;

(c) 董事根據上文(a)段之批准而配發或有條件或無條件同意配發(不論是否根據購股權或其他原因而配發)之股本面值總額,不得超過本公司於本決議案通過當日已發行股本面值總額之20%,而根據上述批准亦受此限制,惟按以下方式而發行者除外:

- (i) 供股(定義見下文);
- (ii) 因行使根據本公司發行之任何認股權證條款附有之認購權或換股權或任何可轉換為股份之證券附有之認購權或換股權;
- (iii) 因行使任何經已採納向本公司及/或其任何附屬公司之主管人員及/或僱員授予或發行股份之任何購股權計劃或類似安排;
- (iv) 因根據本公司細則所配發以代替股份之全部或部份股息之以股代息或類似安排;



(d) subject to the passing of each of the paragraphs (a), (b) and (c) of this Resolution, any prior approvals of the kind referred to in paragraphs (a), (b) and (c) of this Resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and

(e) 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 any applicable law of Bermuda or the bye-laws of the Company to be held; or

(iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders of the Company in general meeting;

“Rights Issue” means the allotment, issue or grant of Shares pursuant to an offer of Shares open for a period fixed by the Directors to holders of Shares or any class thereof on the register on a fixed record date in proportion to their then holdings of such Shares or class thereof (subject to such exclusion 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 outside Hong Kong).”

(d) 待本決議案(a)、(b)及(c)段各獲通過後，本決議案(a)、(b)及(c)段所述任何先前經已授予董事而仍然生效之批准將予取消；及

(e) 就本決議案而言：

「有關期間」指由本決議案獲通過至下列三者中最早日期止之期間：

(i) 本公司下屆股東週年大會結束；

(ii) 按任何百慕達適用法例或本公司細則所規定本公司須舉行下屆股東週年大會之期限屆滿；或

(iii) 本決議案所載之授權於本公司股東大會上獲通過普通決議案將之撤銷或修訂之日；

「供股」指於董事指定之期間內，向於指定記錄日期名列本公司股東名冊上之股份或任何有關類別之持有人建議按彼等當時所持股份或有關類別之比例配發、發行或授出股份（董事有權就零碎股權或任何香港以外地區之法律限制或責任或當地任何認可管制機構或證券交易所之規定而作出董事認為必須或權宜之取消權利行動或其他安排）。」

B. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase the Shares subject to in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares which may be repurchased pursuant to the approval in paragraph (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 passing of this Resolution and the said approval shall be limited accordingly;
- (c) subject to the passing of each of the paragraphs (a) and (b) of this Resolution, any prior approvals of the kind referred to in paragraphs (a) and (b) of this Resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; 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;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law of Bermuda or the bye-laws of the Company to be held; or
  - (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders of the Company in general meeting;”

B. **「動議:**

- (a) 在下文(b)段之規限下，一般及無條件批准董事在有關期間(定義見下文)根據所有適用之法例行使本公司一切權力購回股份；
- (b) 本公司根據上文(a)段批准購回之股份之面值總額，不得超過本公司於本決議案獲通過當日已發行股本面值總額之10%，而上述批准亦受此限制；
- (c) 在本決議案(a)及(b)段各獲得通過之規限下，本決議案(a)及(b)段所述任何先前經已授予董事而仍然生效之批准將予取消；及
- (d) 就本決議案而言，「有關期間」指由本決議案獲通過至下列三者中最早日期止之期間：
  - (i) 本公司下屆股東週年大會結束；
  - (ii) 按任何百慕達適用法例或本公司細則所規定本公司須舉行下屆股東週年大會之期限屆滿；或
  - (iii) 本決議案所載之授權於本公司股東大會上獲通過普通決議案將之撤銷或修訂之日；」



C. **“THAT:**

conditional upon the passing of the Resolutions A and B as set out in the notice of this meeting, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with shares of the Company pursuant to Resolution A above be and is hereby extended by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted by the Directors pursuant to such general mandate 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 B above, provided that such amount shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this Resolution.”

C. **「動議:**

待本大會通告所載第A及B項決議案通過後，為擴大根據上文第A項決議案授予董事行使本公司配發、發行或處置本公司股份之權力，增加董事根據該一般授權而配發本公司已發行股本面值總額（相當於本公司根據上文第B項決議案獲授權購回本公司股本之股份面值總額之數額），惟該數額不得超過本決議案獲通過當日本公司已發行股本面值總額之10%。」

**SPECIAL RESOLUTION**

**特別決議案**

D. **“THAT** the bye-laws of the Company be amended in the following manner:

D. **「動議**按以下方式修訂本公司組織章程細則:

**Bye-law 1**

**細則第1條**

By inserting the following new definition of “Associate” immediate after the definition of “Act” in bye-law 1:

於緊隨細則第1條「法例」之釋義後插入以下新釋義「聯繫人」:

“Associate” the meaning attributed to it in the rules of the Designated Stock Exchange.”

「「聯繫人」指 具有指定證券交易所規則賦予之涵義。」

By replacing the definition of “clearing house” with the following:

以下文取代「結算所」之釋義:

“clearing house” 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.

「結算所」指 本公司股份上市或於證券交易所報價之有關地區法例認可之結算所。

### Bye-law 75

By inserting the following as new bye-law 75(3):

“(3) Where any shareholder who is, under the rules of the Designated Stock Exchange, 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.”

### Bye-law 86 (4)

By inserting the words “(including a managing or other executive director)” after the word “Director”.

### Bye-law 88

By deleting the existing bye-law 88 in its entirety and replacing therewith the following new bye-law 88:

“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 a notice signed by a member (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intension to propose such person for election and also a notice signed by the person to be proposed of his willingness to be elected shall have been lodged at the Company's registered office or at the Registration Office provided that the minimum length of period, during which such notices are given, shall be at least seven (7) days and the period for lodgment shall commence no earlier than the day after dispatch 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.”

### 細則第75條

插入下文作為新細則第75(3)條：

「(3)任何股東根據指定證券交易所規則須放棄就任何特定決議案投票或受限於就任何特定決議案投贊成或反對票，任何由該名股東或其代表作出有違有關規定或限制之任何投票均不獲計算。」

### 細則第86(4)條

於「董事」一詞後插入「(包括一名董事總經理或其他執行董事)」等字。

### 細則第88條

刪除現行細則第88條全文，並以下文新細則第88條代之：

「除退任董事外，任何未經董事會推薦之人士均不具資格於任何股東大會獲選為董事，除非有資格出席大會並於會上投票之股東（非該獲提名人士）發出經簽署之通知，表示擬於會上提名該名人士參加選舉，且向本公司註冊辦事處或註冊處提交該名獲提名人士簽署表明其參選意向之通知，惟有關通知必須於最少七(7)日前發出，而有關遞交期限須於寄發有關選舉所召開股東大會通告之翌日開始，亦不得遲於舉行有關股東大會完結前七(7)日。」



### Bye-law 103

By deleting the existing bye-law 103 in its entirety and replacing therewith the following new bye-law 103:

103.(1) A Director shall not vote (nor be counted in the quorum) on any resolution of the Board in respect of any contract or arrangement or any other proposal in which he or any of his associate(s) (as defined by the rules, where applicable, of the Designated Stock Exchange) is/are materially interested, but this prohibition shall not apply to any of the following matters namely:

(a) the giving of any security or indemnity either:

(i) 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

(ii) 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;

### 細則第103條

刪除現行細則第103條全文，並以下文新細則第103條代之：

103.(1) 董事不得就涉及董事會有關其或其聯繫人（定義見指定證券交易所規則（如適用））擁有重大權益之任何合約或安排或任何其他建議之決議案投票（或計入法定人數），但該項禁制不適用於任何下列事項：

(a) 以下擔保或彌償保證：

(i) 就董事或其任何聯繫人士在本公司或其任何附屬公司之要求下，或為本公司或其任何附屬公司之利益而借出之款項或招致或承擔之責任，而向該董事或其任何聯繫人士作出；或

(ii) 就本公司或其任何附屬公司之債務或責任，而董事或其聯繫人士根據一項擔保或彌償保證或提供抵押而獨自或共同承擔全部或部份責任，而向第三者作出；



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(b) 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;

(c) 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 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;

(b) 有關本公司或因本公司或本公司可能發起或擁有權益之任何其他公司提呈發售股份或債券或其他證券以供認購或購買，而該董事或其聯繫人士在該項發售事項之包銷或分包銷上以參與者之身份擁有或將擁有權益之任何建議；

(c) 涉及任何董事或其聯繫人士僅因作為高級行政人員、主要行政人員或股東而直接或間接擁有權益之任何建議，惟該董事及其任何聯繫人士並無於該公司（或第三者公司而其或其聯繫人士之權益乃透過此公司而得）任何股份類別之已發行股份或投票權合共實益擁有5%或以上之權益；





(d) any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries including:

(i) the adoption, modification or operation of any employees' share scheme or any share incentive or 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

(ii) 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

(d) 涉及本公司或其附屬公司僱員之利益之任何建議或安排，包括：

(i) 採納、修訂或實施任何僱員股份計劃或任何股份獎勵或購股權計劃（其涉及由本公司向本公司發行或授出股份或其他證券之購股權），而董事或其任何聯繫人士可能藉此獲得利益；或

(ii) 採納、修訂或實施與董事、彼等之聯繫人士及本公司或其任何附屬公司之僱員有關之公積金或退休金或死亡或傷殘福利計劃，而其中並無給予董事或其任何聯繫人士任何以獲享一般不賦予該計劃或基金之有關類別人士之特權或權利；及



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- (e) 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.
- (2) 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 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.
- (e) 董事或其任何聯繫人士僅因其於本公司之股份或債券或其他證券所擁有之權益，而按與本公司之股份或債券或其他證券之持有人相同之方式擁有權益之任何合約或安排。
- (2) 如及只要（但僅在此情況下）一名董事及／或其聯繫人士（直接或間接）於一間公司（或第三者公司而其或其聯繫人士之權益乃透過此公司而得）之任何類別權益股本之已發行股份或該公司之股東所獲之投票權中持有或實益擁有百分之五（5%）或以上權益之情況下，則該公司將被視為一間有一名董事及／或其任何聯繫人士於其中合共擁有百分之五（5%）或以上權益之公司。就本段而言，作為被動或託管受託人而由一名董事或其聯繫人士所持有之任何股份（彼於其中概無擁有實益權益）、於一項信託（當中只要在部分其他人士有權就此收取收入之情況下，則董事或其任何聯繫人士之權益將還原或為剩餘）中之任何股份，以及於一項獲授權之單位信託計劃（其中董事或其聯繫人士僅作為一名單位持有人擁有權益）中之任何股份將不得計算在內。



- (3) 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.
- (4) 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.”
- (3) 倘一間公司於一項交易中擁有重大權益，而一名董事及／或其聯繫人士於該公司中擁有百分之五（5%）或以上之權益，則該董事及／或其聯繫人士亦將被視為於該項交易中擁有重大權益。
- (4) 如於任何董事會議上有任何問題乃有關一名董事（會議主席除外）權益之重大性或有關任何董事（主席除外）之投票資格，而該問題不能透過自願同意放棄投票而獲解決，則該問題須提呈會議主席，而彼對該董事所作決定須為最終及具決定性（倘據該董事所知該董事之權益性質或程度並未向董事會適當披露除外）。倘上述任何問題乃關乎會議主席，則該問題須由董事會決議案決定（就此該主席不得投票），該決議案須為最終及具決定性（倘據該主席所知該主席之權益性質或程度並未向董事會適當披露除外）。」

Yours faithfully,  
For and on behalf of the Board of  
**Plus Holdings Limited**  
**Zou Yishang**  
*Chairman*

Hong Kong, 23 July 2004

承董事會命  
**普納集團有限公司**  
主席  
**鄒藝尚**

香港，2004年7月23日



# Notice of Annual General Meeting

## 股東週年大會通告

### Principal Office:

Unit 4211, 42nd Floor  
COSCO Tower  
183 Queen's Road Central  
Hong Kong

### 總辦事處:

香港  
皇后大道中183號  
中遠大廈  
42樓4211室

### Notes:-

- (1) A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint proxies to attend and vote in his stead. A proxy need not be a member of the Company. In order to be valid, the form of proxy must be deposited at the Company's Hong Kong branch share registrar, Tengis Limited of 28/F., BEA Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong together with a power of attorney or other authority, if any, under which it is signed or a notorially certified copy of that power or authority, not less than 48 hours before the time for holding the meeting or adjourned meeting.
- (2) The Register of Members of the Company will be closed from 23 August 2004 to 27 August 2004, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for attending the forthcoming Annual General Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tengis Limited of 28/F., BEA Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong for registration not later than 4:00 p.m. on 20 August 2004.

### 附註:

- (1) 凡有權出席上述通告召開之大會及於會上投票之股東均可委任一位或多位代表出席及代其投票。受委代表毋須為本公司股東。代表委任表格連同委任人已簽妥之授權書或其他授權文件（指如有而言）或由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舉行時間四十八小時前交回本公司之香港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28樓，方為有效。
- (2) 本公司將於2004年8月23日至2004年8月27日（包括首尾兩天）暫停股東登記，在該期間不會辦理股份過戶登記。如欲符合出席即將舉行之股東週年大會資格，各股東須於2004年8月20日下午四時前將所有過戶文件連同有關股票交回本公司之香港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28樓，方為有效。