

茲通告本公司謹訂於二零零四年十一月十九日星期五下午三時三十分假座香港灣仔軒尼詩道250號卓能廿一世紀廣場三十五樓舉行股東週年大會，商議下列事項：

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting will be held at 35/F., Cheuk Nang 21st Century Plaza, 250 Hennessy Road, Wanchai, Hong Kong on Friday, the 19 day of November 2004 at 3:30 p.m. for the following purposes:

- |                                      |   |  |
|--------------------------------------|---|--|
| (一) 省覽截至二零零四年六月三十日止年度之賬目及董事會與核數師報告書； | 1 | To receive and consider the Statement of Accounts and the Reports of the Directors and Auditors for the year ended 30 June 2004; |
| (二) 選舉董事及釐定其酬金；                      | 2 | To elect Directors and fix their remuneration;   |
| (三) 聘任核數師及釐定其酬金；及                    | 3 | To appoint Auditors and fix their remuneration; and  |
| (四) 特別事項考慮及酌情通過下列議案為普通決議案：           | 4 | As special business to consider and if thought fit, pass the following resolutions as Ordinary Resolutions:                      |

甲、動議：

A **That:**

- |  |       |   |
|--|-------|---|
| (i) 在下文第(iii)節之限制下，全面及無條件批准本公司董事會於有關期間行使本公司之一切權力，購回本公司股本中之股份；                          | (i)   | subject to paragraph (iii) below, the exercise by the Directors during the Relevant Period of all the powers of the Company to repurchase shares in the capital of the Company be and is hereby generally and unconditionally approved;   |
| (ii) 上文第(i)節所批准之授權，可附加於本公司董事會獲得之其他任何授權，並將授權董事會於有關期間代表本公司進行由本公司以董事會全權決定之每股股份之價格購回本身之股份； | (ii)  | the approval in paragraph (i) above shall be in addition to any other authorisation given to the Directors of the Company and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its own shares at a price per share determined by the Directors at their discretion; |
| (iii) 本公司根據上文第(i)節之批准獲授權購回之本公司股份面值總額，將不超過本公司已發行股本面值總額百分之十；                             | (iii) | the aggregate nominal amount of the share capital of the Company which the Company is authorised to repurchase pursuant to the approval in paragraph (i) above shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue;   |

## 股東週年大會通告

## NOTICE OF ANNUAL GENERAL MEETING

(iv) 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三者之較早日期止之期間：

- (a) 通過本決議案之後所舉行之第一次股東週年大會結束時，該項授權將失效，除非在該大會通過普通決議案將本決議案之授權續期(不論有無附帶條件)；
- (b) 本公司根據法例而須舉行之下屆股東週年大會期限屆滿之日；及
- (c) 股東在股東週年大會上以普通決議案撤銷或更改本決議案。

乙、動議：

- (i) 根據上文甲項普通決議案授權董事會購回本公司股份，全面及無條件授權董事會於有關期間內可行使本公司一切權力配發本公司新增股份，並可作出或行使此特權力之建議、協議及期權，而該等股份數目與購回股份之數目相同；

(iv) for the purposes of this Resolution:

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

- (a) the conclusion of the first Annual General Meeting of the Company following the passing of this Resolution at which time it shall lapse unless, by ordinary resolution passed at that meeting, the authorisation conferred by this Resolution is renewed, either unconditionally or subject to conditions;
- (b) the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held; and
- (c) revocation or variation of this Resolution by ordinary resolution of the shareholders in general meeting.

B That:

- (i) following any repurchase of shares in the capital of the Company pursuant to the authorisation conferred on the Directors under Ordinary Resolution A above, the exercise by the Directors during the Relevant Period of all the powers of the Company to allot additional shares in the Company, and to make offers, agreements and options which might require the exercise of such power, equivalent to the number of shares so repurchased be and is hereby generally and unconditionally approved;

(ii) 上文第(i)節之批准，可附加於本公司董事會所獲得之任何其他授權，並將授權本公司董事會在有關期間作出或授予或須於有關期間以後行使上述權力之有關建議、協議及期權；

(iii) 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三者之較早日期止之期間：

- (a) 通過本決議案之後所舉行之第一次股東週年大會結束時，該項授權將失效，除非在該大會通過普通決議案將本決議案之授權續期(不論有無附帶條件)；
- (b) 本公司根據法例而須舉行之下屆股東週年大會期限屆滿之日；及
- (c) 股東在股東週年大會上以普通決議案撤銷或更改本決議案。

(ii) the approval in paragraph (i) above shall be in addition to any other authorisation given to the Directors of the Company and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the company to allot or make offers, agreements and options to allot additional shares which might require the exercise of such power after the end of the Relevant Period;

(iii) for the purpose of this Resolution:

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

- (a) the conclusion of the first Annual General Meeting of the Company following the passing of this Resolution at which time it shall lapse unless, by ordinary resolution passed at that meeting, the authorisation conferred by this Resolution is renewed, either unconditionally or subject to conditions;
- (b) the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held; and
- (c) revocation or variation of this Resolution by ordinary resolution of the shareholders in general meeting.

## 丙、動議：

- (i) 在下文第(iii)節之限制下，全面及無條件批准本公司根據公司條例第五十七B條於有關期間內配發新增股份，並可作出或發出或須行使此等權力之有關建議、協議及期權；
- (ii) 上文第(i)節之批准可附加於本公司董事會所獲得之任何其他授權，並授權本公司董事會可在有關期間作出或授予或須於有關期間以後行使上述權力之有關建議、協議及期權；
- (iii) 本公司董事會依據上文第(i)節批准而配發或同意有條件或無條件配發之股本面值總額(因配售新股或因行使認股權證之認購權所發行者除外)不得超過本公司之發行股本面值總額百分之二十；及

## C That:

- (i) subject to paragraph (iii) below, pursuant to section 57B of the Companies Ordinance, the exercise by the Directors of the Company during the Relevant Period of all the powers of the Company to allot additional 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;
- (ii) the approval in paragraph (i) above shall be in addition to any other authorisation given to the Directors of the Company and 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;
- (iii) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to the approval in paragraph (i) above, otherwise than pursuant to a rights issue or on the exercise of the subscription rights under any warrants, shall not exceed the aggregate of 20 per cent of the aggregate amount of the issued share capital of the Company; and

(iv) 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三者之較早日期止之期間：

- (a) 通過本決議案之後所舉行之第一次股東週年大會結束時，該項授權將失效，除非在該大會通過普通決議案將本決議案之授權續期(不論有無附帶條件)；
- (b) 本公司根據法例而須舉行之下屆股東週年大會期限屆滿之日；及
- (c) 股東在股東週年大會上以普通決議案撤銷或更改本決議案。

「配售新股」指本公司董事會於訂定期間向股東名冊內於指定紀錄日期所載之股份持有人按其當時所持有股份比例配售新股之建議(惟本公司董事會可就零碎配額或就香港以外地域之法律或任何認可管制機構或證券交易所之規定而產生之任何限制或責任認為必須或權宜時取消若干股東在此方面之權利或作出其他安排)。

(iv) for the purpose of this Resolution:

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

- (a) the conclusion of the first Annual General Meeting of the Company following the passing of this Resolution at which time it shall lapse unless, by ordinary resolution passed at that meeting, the authorisation conferred by this Resolution is renewed, either unconditionally or subject to conditions;
- (b) the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held; and
- (c) revocation or variation of this Resolution by ordinary resolution of the shareholders 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 on a fixed record date in proportion to their then holdings of such shares (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 recognised regulatory body or any stock exchange in any territory outside Hong Kong).

(五) 作為特別事項，考慮及酌情通過下列決議案為特別決議案：

「動議修訂本公司之公司細則如下：

(1) 第2條

在「書面」或「印刷」之定義後加入以下定義：

「聯繫人士」就任何董事而言具有上市規則第1.01條所載之相同涵義；

「結算所」指認可結算所(定義見不時修訂之證券及期貨條例附表1第1部份)；

「上市規則」指不時修訂之香港聯合交易所有限公司證券上市規則；

「證券及期貨條例」指香港法例第571章證券及期貨條例；

「特別通告」就決議案而言具有公司條例第116C條所賦予之涵義；

(2) 第6條

在「條例」一詞前加入「公司」一詞。

As special business to consider and if thought fit, pass the following resolution as Special Resolution:

“**THAT** the Articles of Association of the Company be and are hereby amended in the following manner:

(1) Article 2

By adding the following definitions after the definition of “writing” or “printing”:

“associate” in relation to any Director shall have the same meaning as set out in Rule 1.01 of the Listing Rules;

“Clearing House” shall mean a recognised clearing house within the meaning of Part 1 of Schedule 1 to the Securities and Futures Ordinance as modified from time to time;

“Listing Rules” shall mean the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as modified from time to time;

“the Securities and Futures Ordinance” shall mean the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);

“Special notice” in relation to a resolution shall have the meaning ascribed thereto in section 116C of the Companies Ordinance;

(2) Article 6

By adding the word “Companies” before the word “Ordinance”.

## (3) 第16條

刪除現有公司細則第16條，並以下列新公司細則第16條代替：

「16. 每名於登記冊登記為股東之人士，均有權於公司條例及／或上市規則不時指明之時間內（或發行條款規定之其他期間內）收取股票（如屬股份配發可毋須付款，如屬轉讓，則須支付上市規則容許及董事會不時釐定之數額），每一手聯交所買賣單位或其倍數之股份獲發一張股票，有關股份之餘數（如有）則獲另發一張股票，倘股東提出要求，則可就其所持有之任何一個類別之全部股份獲發一張股票，惟倘多名人士共同持有一股或多股股份，則本公司毋須向每名有關人士發出一張或多張股票，而向其中一名聯名持有人發出及交付一張或多張股票，即視作已交付予全部有關持有人。」

## (4) 第18條

在「條例」一詞前加入「公司」一詞。

## (3) Article 16

By deleting the existing Article 16 and replacing it with the following new Article 16:

“16. Every person whose name is entered as a member in the register shall be entitled to receive within such time as may from time to time be prescribed by the Companies Ordinance and/or the Listing Rules (or within such other period as the terms of issue shall provide) without payment upon allotment and, upon payment, in the case of a transfer, of such sum as may be permitted under the Listing Rules and as the Board shall from time to time determine, certificates each for one stock exchange board lot or multiples thereof and one for the balance (if any) of the shares in question or, if he shall so request, one certificate for all those shares of any one class held by him provided that in respect of a share or shares held jointly by several persons, the 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.”

## (4) Article 18

By adding the word “Companies” before the word “Ordinance”.

## (5) 第20條

(i) 刪除「(如有)不超過2.00港元」等文字。

(ii) 在「支付有關費用，」等文字後加入以下句子：

「上市規則不時容許及董事會不時釐定」

## (5) Article 20

(i) By deleting the words “if any, not exceeding of HK\$2.00”.

(ii) By adding the following sentence after the words “payment of such fee,”:

“as may from time to time be permitted under the Listing Rules and as the Board may from time to time determine”

## (6) 第40(i)條

(i) 在段初「費用」一詞後加入「上市規則容許及董事會不時釐定」一句。

(ii) 刪除「2港元或董事會不時規定之較小數額」等文字。

## (6) Article 40(i)

(i) By adding the sentence “as may be permitted under the Listing Rules and as the Board may from time to time determine” at the beginning after the words “a fee”.

(ii) By deleting the words “of HK\$2 or such lesser sum as the Board may from time to time require”.

## (7) 第84A條

在第84條後加入以下新第84A條：

「84A. 如根據上市規則，任何股東須就任何特定決議案放棄投票，或受限制僅可投票贊成或反對任何特定決議案，若有任何違反有關規定或限制，則由股東或其代表投下之票數不得計算在內。」

## (7) Article 84A

By adding the following new Article 84A after Article 84:

“84A. Where any member 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 member in contravention of such requirement or restriction shall not be counted.”



## (8) 第91A條

在第91條後加入以下新第91A條：

「91A. 在不損害第91條一般規定之原則下，若結算所(或其代理人)為本公司股東，則結算所(或視乎情況而定，其代理人)可授權或委任其認為合適之人選為其代表或委任代表，出席本公司任何大會或本公司任何類別股東之任何大會，惟倘授權或委任超過一人，則授權書或代表委任文件須指明每名獲授權或委任人士所涉及之股份數目及類別。即使公司細則載有任何相反之規定，惟根據此公司細則之條文獲授權或委任之人士，仍有權代表其所代表之結算所(或其代理人)行使該結算所(或其代理人)可行使之相同權力，猶如該名人士為本公司之個人股東，包括(倘適用)於舉手表決時單獨投票之權利。」

## (8) Article 91A

By adding the following new Article 91A after Article 91:

“91A. Without prejudice to the generality of Article 91, if a Clearing House (or its nominee(s)) is a member of the Company, it (or, as the case may be, its nominee) may authorise or appoint such person(s) as it thinks fit to act as its representative(s) or proxy(ies) at any meeting of the Company or at any meeting of any class of members of the Company provided that if more than one person is so authorised or appointed, the authorisation or instrument of proxy shall specify the number and class of shares in respect of which each such person is so authorised or appointed. A person so authorised or appointed under the provisions of this Article shall be entitled to exercise the same powers on behalf of the Clearing House (or its nominee(s)) which he represents as that Clearing House (or its nominee(s)) could exercise as if such person were an individual member of the Company including, where applicable, the right to vote individually on a show of hands notwithstanding any contrary provisions contained in these Articles.”

## (9) 第101(vii)條

刪除「決議案」一詞前「特別」等文字，並以「普通」等文字代替。

## (9) Article 101(vii)

By deleting the words “a special” before the word “resolution” and replacing them with the words “an ordinary”.

## (10) 第102(B)(ii)條

刪除現有公司細則第102(B)(ii)條，並以下列新公司細則第102(B)(ii)條代替：

## (10) Article 102(B)(ii)

By deleting the existing Article 102(B)(ii) and replacing it with the following new Article 102(B)(ii):

「102(B)(ii). 董事不得就批准據其所知其本人或其任何聯繫人士擁有重大權益之任何合約或安排或任何其他建議之任何董事決議案投票，亦不得計入會議法定人數，惟上述禁制不適用於下述任何事項：

“102(B)(ii). A Director shall not vote on any resolution of the Directors approving any contract or arrangement or any other proposal whatsoever in which, to his knowledge, he or any of his associate(s) has a material interest, nor shall he be counted in the quorum present at the meeting, but this prohibition shall not apply to:

(a) 就董事或其任何聯繫人士應本公司或其任何附屬公司之要求或為本公司或其任何附屬公司之利益借出之款項或招致或承擔之債務，而向董事或其任何聯繫人士提供任何抵押或彌償保證；

(a) the giving of any security or indemnity 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 or for the benefit of the Company or any of its subsidiaries;

- (b) 董事或其聯繫人士因本公司或其任何附屬公司之債項或債務而以擔保或彌償保證或提供抵押之方式個別或共同承擔全部或部份責任，而就此給予第三者之任何抵押或彌償保證；
- (c) 涉及發售本公司或本公司創辦或擁有權益之任何其他公司之股份或債權證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在發售建議之包銷或分包銷中以參與者身份擁有權益；
- (b) 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 and whether alone or jointly under a guarantee or indemnity or by the giving of security;
- (c) 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;

(d) 涉及董事或其聯繫人士僅因高級職員或行政人員或股東之身份而直接或間接擁有權益或董事或其聯繫人士實益擁有該公司股份權益之任何其他公司之任何建議，惟董事及其任何聯繫人士合共並無實益擁有該公司(或透過其取得董事或其聯繫人士之權益之任何第三者公司)任何類別已發行股份或投票權5%或以上權益；

(e) 有關本公司或其附屬公司僱員利益之任何建議或安排，包括：

(1) 採納、修訂或執行任何僱員股份計劃或任何股份獎勵或購股權計劃，而董事或其聯繫人士可據此得益；或

(d) 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% 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;

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

(1) 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

- (2) 採納、修訂或執行與本公司或其任何附屬公司之董事、其聯繫人士及僱員均有關之退休金或退休、身故或傷殘福利計劃，而任何董事或其聯繫人士並不享有該計劃或基金有關類別人士一般不獲給予之任何特權或利益；及
- (f) 董事或其聯繫人士僅因其／彼等於本公司之股份或債權證或其他證券之權益，按與本公司之股份或債權證或其他證券之其他持有人相同之方式擁有權益之任何合約或安排。
- (2) the adoption, modification or operation of a pension fund or retirement, death or disability benefit scheme which relates both to directors, their 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
- (f) 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.

如於任何董事會會議上對董事(會議主席除外)之權益之重大性或任何董事(主席除外)之投票或計入法定人數之權利存有任何疑問，而該疑問未能透過董事自願同意放棄投票或計入法定人數而解決，則該疑問須提呈會議主席，而主席對該董事所作之決定將為最終及不可推翻，惟倘據該董事所知，董事之權益性質及程度並未向董事會公平披露則除外。倘上述任何疑問乃關乎會議主席，則該疑問須以董事會決議案決定(就此而言，該主席不得計入法定人數，亦不得就此投票)，該決議案將為最終及不可推翻，惟倘據該主席所知，主席之權益性質及程度並未向董事會公平披露則除外。」

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 the 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 to be counted in the quorum, such question shall be referred to the Chairman of the meeting and his ruling in relation to such Director shall be final and conclusive except in the case where the nature and 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 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 and extent of the interest of the Chairman as known to such Chairman has not been fairly disclosed to the Board."

## (11) 第107條

刪除現有公司細則第107條，並以下列新公司細則第107條代替：

「107. 除退任董事外，任何人士如並無董事會推薦膺選，則概無資格於任何股東大會上膺選董事一職，除非由正式合資格出席發出通告所述之大會及於會上投票之股東（獲提名人士除外）發出表示有意提名該名人士膺選董事之簽署通知，而獲提名人士亦發出表示願意膺選之簽署通知，並將有關通知遞交至本公司之註冊辦事處，則作別論。除非董事另有決定，並由本公司通知股東，否則遞交上述通知之期間為7日期間，由進行該項董事選舉之大會通告寄發日期翌日開始，至上述大會通告寄發日期起計7日完結。倘董事另行決定並通知股東遞交上述通知之其他不同期間，則有關期間無論如何須為最少7日期間，期間不得早於上述大會通告寄發日期翌日開始，亦不得遲於該大會舉行日期前7日完結。」

## (11) Article 107

By deleting the existing Article 107 and replacing it with the following new Article 107:

“107. 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 there shall have been lodged at the registered office of the Company a notice in writing 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 intention to propose that person for election as a Director and also a notice in writing signed by that person of his willingness to be elected. Unless otherwise determined by the Directors and notified by the Company to the members, the period for lodgment of the said notices shall be a 7-day period commencing on the day after the despatch of the notice of the meeting for such election of Director(s) and ending on the date falling 7 days after the despatch of the said notice of the meeting. If the Directors should so determine and notify the members of a different period for lodgment of the said notices, such period shall in any event be a period of not less than 7 days, commencing no earlier than the date after the despatch of the said notice of meeting and ending no later than 7 days prior to the date of such meeting.”

## (12) 第109條

刪除現有公司細則第109條，  
並以下列新公司細則第109條  
代替：

「109. 本公司可在任何董事之任期屆滿前以普通決議案將董事免職，而不論公司細則或本公司與該名董事訂立之任何協議內之任何規定(惟不得損害該名董事就違反彼與本公司訂立之任何服務合約之任何方面而引致之任何索償)，並可推選他人代其擔任董事。按照公司條例，將董事免職或於將董事免職之股東大會上委任他人代替免職董事之決議案，須發出特別通告。獲推選並委任填補免職董事空缺之任何人士，任期僅至於彼獲推選代替之董事倘並無被免職之原有任期為止，而就釐定彼或任何其他董事須輪值告退之時間而言，彼將視為於彼獲委任代替之董事上一次當選董事當日成為董事。倘並無作出上述委任，則董事免職所致之空缺可視作臨時空缺填補。」

## (12) Article 109

By deleting the existing Article 109 and replacing it with the following new Article 109:

“109. The Company may by ordinary resolution remove any Director before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim which such Director may have for damages for any breach of any contract of any contract of service between him and the Company) and may elect another person as Director in his stead. Special notice is required of a resolution to remove a Director or to appoint another person in place of a Director so removed at the general meeting at which he is removed, in accordance with the Companies Ordinance. Any person so elected and appointed to fill the vacancy of a removed Director shall hold office for such time only as the Director in whose place he is elected would have held the same if he had not been removed and shall be treated for the purpose of determining the time at which he or any other Director is to retire by rotation as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director. In default of such appointment the vacancy arising upon the removal of a Director from office may be filled as a casual vacancy.”



## (13) 第163(B)條

刪除現有公司細則第163(B)條，並以以下列新公司細則第163(B)條代替：

「(B) 本公司每份資產負債表均須按照公司條例之規定簽署，而董事會報告，連同資產負債表(包括法例規定須附於資產負債表之每項文件)及損益賬或收支賬，以及(ii)核數師報告，或概要財務報表(定義見公司條例)，須於股東大會日期前最少21日交付或以郵遞寄往本公司各股東及各債權證持有人，以及每名根據第46條登記之人士及有權收取本公司股東大會通告之所有其他人士之登記地址，惟此公司細則並不規定須將該等文件送交本公司並不知悉其地址之任何人士，或多於一位任何股份或債權證之聯名持有人。」

## (13) Article 163(B)

By deleting the existing Article 163(B) and replacing it with the following new Articles 163(B):

“(B) Every balance sheet of the Company shall be signed pursuant to the provisions of the Companies Ordinance, and a copy of the Directors’ report, accompanied by the balance sheet (including every document required by law to be annexed thereto) and profit and loss account or income and expenditure account and together with a copy of the Auditors report, or (ii) the summary financial report (as defined in the Companies Ordinance) shall, at least 21 days before the date of the general meeting, be delivered or sent by post to the registered address of every member of, and every holder of debentures of, the Company and every person registered under Article 46 and all other person entitled to receive notices of general meetings of the Company, provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware of or to more than one of the joint holders of any shares or debentures.”

## (14) 第163(C)及(D)條

在公司細則第163(B)條後加入下列新公司細則第163(C)及(D)條：

「(C)在第163(D)條之規限下，本公司須按照公司條例之規定將概要財政報告(定義見公司條例)送交予獲給予選擇並按照公司條例之規定同意收取概要財政報告(定義見公司條例)之人士。

「(D)倘任何人士已按照公司條例之規定(倘適用)同意將有關財務文件及／或概要財政報告(各自之定義見公司條例)在電腦網絡或以其他方式刊登或使之可供閱覽，視為履行本公司根據公司條例及上市規則有關送交有關財務文件及／或概要財政報告(各自之定義見公司條例)之責任，則本公司按照公司條例及上市規則(倘適用)之規定將有關財務文件或概要財政報告(各自之定義見公司條例)在電腦網絡或以其他方式刊登或使之可供閱覽，就各同意人士而言，將視為已履行本公司根據此公司細則第163條之責任。」

## (14) Article 163(C) &amp; (D)

By adding the following new Article 163(C) & (D) after Article 163(B):

“(C) Subject to Article 163(D), a copy of the summary financial report (as defined in the Companies Ordinance) shall be sent by the Company in accordance with the provisions of the Companies Ordinance to a person who has been offered and agreed, in accordance with the provisions of the Companies Ordinance, to receive a copy of the summary financial report (as defined in the Companies Ordinance).

“(D) Where a person has, in accordance with the provisions of the Companies Ordinance where applicable, consented to treat the publication or the making available of the relevant financial documents and/or the summary financial report (each as defined in the Companies Ordinance) on a computer network or by such other means as discharging the Company’s obligation under the Companies Ordinance and the Listing Rules to send a copy of the relevant financial documents and/or the summary financial report (each as defined in the Companies Ordinance), then the publication or the making available by the Company, in accordance with the provisions of the Companies Ordinance and the Listing Rules, where applicable, on such computer network or by such other means of the relevant financial documents or the summary financial report (each as defined in the Companies Ordinance) shall, in relation to each consenting person, be deemed to discharge the Company’s obligation under this Article 163.”

## (15) 第179條

- (i) 刪除「證券(披露權益)條例(第296章)(「披露條例」)第18條]等文字，並以「證券及期貨條例第329條]等文字代替。
- (ii) 凡出現「披露條例]等文字，均刪除之，並以「證券及期貨條例]等文字代替。
- (iii) 在「在不損害其權利之原則下]等文字後加入「第XV部]等文字代替。

## (15) Article 179

- (i) By deleting the words “Section 18 of the Securities (Disclosure of Interest) Ordinance (Cap. 296) (“Disclosure Ordinance”)” and replacing them with the words “Section 329 of the Securities and Futures Ordinance”.
- (ii) By deleting the words “Disclosure Ordinance” where they exist and replacing them with the words “Securities and Futures Ordinance”.
- (iii) By adding the words “Part XV of” after the words “without prejudice to its right under”.

## (16) 第180條

刪除「披露條例第46(3)(a)條]等文字，並以「證券及期貨條例第371(4)(a)條]等文字。

## (16) Article 180

By deleting the words “Section 46(3)(a) of the Disclosure Ordinance” and replacing them with the words “371(4)(a) of the Securities and Futures Ordinance”.

## (17) 第181條

凡出現「披露條例]等文字，均刪除之，並以「證券及期貨條例第XV部]等文字代替。」

## (17) Article 181

By deleting the words “the Disclosure Ordinance” where they exist and replacing them with the words “Part XV of the Securities and Futures Ordinance”.

承董事會命  
公司秘書  
何秀芬

By Order of the Board  
**Connie S. F. Ho**  
Company Secretary

## 股東週年大會通告

## NOTICE OF ANNUAL GENERAL MEETING

## 附註：

## Notes:

- |  |   |  |
|--|---|--|
| (一) 凡有資格出席及投票之股東可委派代表出席及投票。代表人不須為本公司之股東。                         | 1 | Every member entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company.   |
| (二) 委託代表書連同授權文件必須於開會時間四十八小時前送達本公司。                               | 2 | Instrument of proxy, to be valid, must be lodged at the Company's registered office not less than 48 hours before the time appointed for holding the meeting.  |
| (三) 本通告甲項普通決議案目的為尋求股東批准一般授權以購回本公司股份。                             | 3 | The purpose of Ordinary Resolution A of this Notice is to seek approval from shareholders for a general mandate to repurchase shares in the Company.   |
| (四) 就本通告乙及丙項普通決議案方面，董事會茲表明現時並無即時計劃發行本公司任何新股。為遵照上市規則，現要求股東批准一般授權。 | 4 | Concerning Ordinary Resolutions B and C of this Notice, the Directors wish to state that they have no immediate plans to issue any new shares of the Company; approval is being sought from members as a general mandate in compliance with the Listing Rules. |