

NOTICE OF ANNUAL GENERAL MEETING

股東週年大會通告

NOTICE IS HEREBY GIVEN that an annual general meeting of the Company will be held at 12th Floor, Phase I, Austin Tower, 22-26A Austin Avenue, Tsim Sha Tsui, Kowloon, Hong Kong on 3rd June 2005 at 3:30 p.m. for the following purposes:

1. To receive and consider the audited consolidated accounts and the reports of the Directors and the Auditors for the year ended 31st December 2004;
2. To declare a final dividend for the year ended 31st December 2004;
3. To re-elect Directors and to fix their remuneration;
4. To re-appoint Auditors and to authorise the Directors to fix their remuneration;
5. As special business, to consider and, if thought fit, pass the following resolution as a Special Resolution of the Company:

“**THAT** the bye-laws (the “Bye-Laws”) of the Company be and are hereby amended in the following manner:

- (a) Bye-Law 1(A)
 - (i) by deleting the existing definition of “associates” in its entirety and substituting therefor a new definition of “associate” as follows:

“associate(s)” shall have the meaning attributed to it in the rules of the stock exchange in the Relevant Territory;
 - (ii) by deleting the words “section 2 of the Securities and Futures (Clearing Houses) Ordinance (Chapter 420 of the Laws of Hong Kong) or” in the definition of “Clearing House” in the Relevant Territory and substituting therefor the words “the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)”;

茲通告本公司謹訂於二零零五年六月三日下午三時三十分假座香港九龍尖沙咀柯士甸路22-26A好兆年行一期十二字樓，召開股東週年大會，藉以處理下列事項：

1. 省覽截至二零零四年十二月三十一日止年度之經審核綜合賬目及董事會報告與核數師報告；
2. 宣派截至二零零四年十二月三十一日止年度之末期股息；
3. 重選董事並釐定其酬金；
4. 重聘核數師並授權董事會釐定其酬金；
5. 作為特別事項，考慮及酌情通過下列決議案為本公司之特別決議案：

「動議修訂本公司之公司組織章程細則（「細則」）如下：

- (a) 細則第1(A)條
 - (i) 刪除「聯繫人士」現有定義之全文並以以下列之「聯繫人士」新定義所取代：

「聯繫人士」指 在有關地區之證券交易所之規則所賦予之涵義；
 - (ii) 在有關地區之「結算所」之定義中刪除「(香港法例第420章)證券及期貨(結算所)條例第2條或」；並以「(香港法例第571章)證券及期貨條例」所取代；

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(b) Bye-Law 76

by re-numbering the existing Bye-Law 76 as Bye-Law 76(A) and inserting the following new Bye-Law 76(B) immediately after the new Bye-Law 76(A):

“76(B) Where the Company has knowledge that any shareholder is, under the rules of the stock exchange in the Relevant Territory, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.”;

(c) Bye-Law 98

(i) by deleting the existing Bye-Law 98(H) in its entirety and substituting therefor a new Bye-Law 98(H) as follows:

“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) will have, to the knowledge of the Director, 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) any contract or arrangement for the giving by the Company of any security or indemnity to the Director or his associate(s) in respect of money lent or obligations

(b) 細則第76條

將現有細則第76條重新編列為細則第76(A)條，並緊隨新細則第76(A)條後加入下文之新細則第76(B)條如下：

「76(B) 根據有關地區之證券交易所之規則規定，倘本公司已知悉任何股東須就任何特別決議案放棄投票，或受限制僅可就任何特別決議案投票贊成或反對，則由該名股東或其代表作出抵觸此規定或限制之任何投票將不予計算。」；

(c) 細則第98條

(i) 刪除現有細則第98(H)條之全文，並以下文之新細則第98(H)條所取代：

「98(H) 董事不得就彼或其任何聯繫人士或據董事所知將會擁有重大權益之任何合約或安排或建議之任何董事會決議案進行投票(或計入法定人數內)，而倘其進行投票，則其票數將不予計算(而彼亦不得計入該決議案之法定人數內)，但該項禁制不適用於任何下列事項：

(i) 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

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incurred or undertaken by him or any of his associate(s) at the request of or for the benefit of the Company or any of its subsidiaries;

(ii) any contract or arrangement for the giving by the Company of any security 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 or guaranteed or secured in whole or in part whether alone or jointly;

(iii) any contract or arrangement concerning an offer of the 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;

屬公司之利益借出款項或招致或承擔之債務，由本公司向該董事或其任何聯繫人士發出之任何抵押或彌償保證所訂立之任何合約或安排；

(ii) 本公司就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根據一項擔保或抵押個別或共同承擔全部或部份責任，而給予第三者任何抵押所訂立之任何合約或安排；

(iii) 涉及發售本公司或任何其他公司之股份或債券或其他證券或由本公司或任何其他公司發售股份或債券或其他證券(本公司可能為發起人或於其中擁有權益)以供認購或購買之任何合約或安排，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；

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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 whether directly or indirectly as an officer or a shareholder or in which the Director and/or any of his associate(s) is/are beneficially interested in shares of that Company other than a company in which the Director together with any of his associates is beneficially interested in five (5) per cent. or more of the issued shares of any class of the equity share capital of such company (or of any third company through which his interest or that of any of his associate(s) is derived) or of the voting rights;
- (vi) any proposal or arrangement for the benefit of employees of the Company or its subsidiaries including the adoption, modification or
- (iv) 董事或其聯繫人士因彼／彼等於本公司之股份或債券或其他證券中擁有權益，按照本公司之股份或債券或其他證券持有人相同之方式擁有權益之任何合約或安排；
- (v) 董事或其聯繫人士直接或間接在其中擁有權益（不論以行政人員或股東之身份，而董事及／或其任何聯繫人士於該公司之股份中擁有實益權益以外之公司）之任何其他公司，惟董事或其聯繫人士並無在該公司（或其權益或其任何聯繫人士之權益透過其產生之任何第三方公司）中實益擁有任何類別已發行股份或投票權百分之五（5%）或以上之任何合約或安排；
- (vi) 本公司或其附屬公司為僱員之利益，就涉及採納、修訂或實施與本公

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operation of a pension fund or retirement, death or disability benefit scheme which relates both to Directors, his associates and employees of the Company or of any of its subsidiaries and does not give the Director, or his associate(s) any privilege not generally accorded to the class of persons to whom such scheme or fund relates; and

- (vii) any proposal or arrangement concerning the adoption, modification or operation of any employees' share scheme involving the issue or grant of options over shares or other securities by the Company to, or for the benefit of, the employees of the Company or its subsidiaries under which the Director or his associate(s) may benefit.”;

- (ii) by deleting the existing Bye-Law 98(I) in its entirety and substituting therefor a new Bye-Law 98(I) as follows:

“98(I) A company shall be deemed to be a company in which a Director and/or his associate(s) own(s) five (5) per cent. or more of the issued shares of any class of the equity share capital of such company or of the voting rights of any class of

司或其任何附屬公司之董事、其聯繫人士及僱員有關之公積金或退休金、身故或傷殘福利計劃之任何合約或安排，而其中並無給予董事或其聯繫人士任何與該計劃或基金有關而僱員一般未獲賦予之任何特權；及

- (vii) 涉及採納、修訂或實施將授予本公司或其任何附屬公司之僱員或為本公司或其任何附屬公司僱員之利益之任何僱員股份計劃（涉及發行或授出股份或其他證券之購股權），而董事或其聯繫人士將因此而受惠。」；

- (ii) 刪除現有細則第98(I)條之全文，並以新的細則第98(I)條取代如下：

「98(I) 一名董事及／或其聯繫人士於一間公司中擁有任何股本權益類別之已發行股份，或該公司之任何類別股份之投票權百份之五(5%)或以上權益，惟

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

- (iii) by deleting the existing Bye-Law 98(J) in its entirety and substituting therefor a new Bye-Law 98(J) as follows:

“98(J) Where a company in which a Director and/or his associate(s) hold(s) five (5) per cent. or more of any class of the equity share capital of such company or of the voting rights of any class of shares available to shareholders of the company is materially interested in a transaction, then that Director and/or his associate(s) shall also be deemed materially interested in such transaction.”;

只要及在(但僅如及只要在)彼及／或其聯繫人士(不論直接或間接)為該公司(或彼或其任何聯繫人士之權益乃透過該第三方公司而產生)任何股本權益類別或該公司股東所獲任何股份類別之投票權百份之五(5%)或以上權益之持有人或實益擁有人，則該公司將被視為一間有一名董事或其聯繫人士擁有百份之五(5%)或以上權益之公司。就本段而言，作為被動或託管受託人之董事或其聯繫人士所持有之任何股份(彼或彼等之其中一方概無擁有實益權益)。」；

- (iii) 刪除現有細則第98(J)條之全文，並以新的細則第98(J)條取代如下：

「98(J) 董事及／或其聯繫人士於一公司之任何類別權益股本或於該公司之股東之任何類別股份所獲之投票權中持有百份之五(5%)或以上權益之公司倘在一項交易中擁有重大權益，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。」；

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- (iv) by deleting the existing Bye-Law 98(K) in its entirety and substituting therefor a new Bye-Law 98(K) as follows:

“98(K) If any question shall arise at any meeting of the Board as to the materiality of the interest of a Director (other than the Chairman) and/or his associates or as to the entitlement of any Director (other than such Chairman) to vote or be counted in the quorum and such question is not resolved by his voluntarily agreeing to abstain from voting or not to be counted in the quorum, such question shall be referred to the Chairman and his ruling in relation to such other Director shall be final and conclusive except in a case where the nature or extent of the interest of the Director and/or his associate(s) concerned as known to such Director has not been fairly disclosed to the Board. If any question as aforesaid shall arise in respect of the Chairman and/or his associates such question shall be decided by a resolution of the Board (for which purpose such Chairman shall not be counted in the quorum and shall not vote thereon) and such resolution shall be final and conclusive except in a case where the nature or extent of the interest of such Chairman and/or his associates as known to him has not been fairly disclosed to the Board.”;

- (iv) 刪除現有細則第98(K)條之全文，並以新的細則第98(K)條取代如下：

「98(K) 倘於任何董事會會議上就董事（主席除外）及／或其聯繫人士權益之重大性或任何董事（該主席除外）享有之投票權（或計入法定人數內）產生之任何問題，而該問題不會因其自願同意放棄投票（或不計入法定人數內）而獲得解決，則該問題將交由主席裁定，而彼就該名其他董事裁決將為最終及不可推翻之裁決，惟於有關董事及／或其聯繫人士並無將其所知關於其或其聯繫人士之權益性質或範圍向董事會作出公平披露之情況下則除外，倘就主席及／或其聯繫人士而產生之任何上述問題，則該問題將由董事會決議案（在該情況下該主席不得計入法定人數內，亦不得就此投票）決定，而該決議案為最終及不可推翻之決議案，惟於該主席及／或其聯繫人士並無將其所知的有關權益性質或範圍作出公平披露之情況下則除外。」；

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(d) Bye-Law 103

by deleting the existing Bye-Law 103 in its entirety and substituting therefor a new Bye-Law 103 as follows:

“103 No person other than a Director retiring at the meeting shall, unless recommended by the Board for election, be eligible for election to the office of Director at any general meeting unless a notice in writing of the intention to propose such person for election as a Director, signed by a shareholder duly qualified to attend and vote at the meeting for which such notice is given, and a notice in writing signed by such person of his willingness to be elected shall have been lodged at the Company’s principal place of business in Hong Kong. The minimum length of the period during which such notices are given shall be at least 7 days and the period for lodgement of such notices shall commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and end no later than 7 days prior to the date of such general meeting.”;

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

“**THAT**

- (i) subject to paragraph (iii), the exercise by the Directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares in the share 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;

(d) 細則第103條

刪除現有細則第103條之全文，並以新的細則第103條取代如下：

「103 任何非退任之董事概無資格於任何股東大會上參與董事職務之選舉(獲董事會推薦參選者除外)，除非一名合資格出席大會及可於會上投票之股東簽署一份表明有意提名他人參選董事之通知，以及被提名之人士亦須簽署一份願意參選的通知，並遞交至本公司之香港主要營業地點，惟發出有關通知的最短期限最少為七日，而遞交有關通知的期間不得早於寄發進行該項選舉之指定股東大會通告之後一日，且不得遲於該股東大會舉行日期前七日終止。」；

6. 作為特別事項，考慮及酌情通過下列決議案(不論修訂與否)為本公司之普通決議案：

「**動議：**

- (i) 在下述第(iii)段之規限下，一般性及無條件授權本公司董事會在有關期間(定義見下文)內行使本公司一切權力，以配發、發行及處理本公司股本中之新增股份，並作出或授予行使該等權力可能需要之建議、協議及購股權；

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(ii) the approval in paragraph (i) 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 (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in paragraph (i), otherwise than pursuant to (a) a Rights Issue (as defined below) or (b) the exercise of any option under the Share Option Scheme, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution and the said approval shall be limited accordingly; and

(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 next Annual General Meeting of the Company; or
- (b) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting; or
- (c) 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 other applicable laws of Bermuda to be held.

“Rights Issue” means an offer of shares open for a period fixed by the Directors of the Company to holders of shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors

(ii) 以上第(i)段之批准將授權本公司董事會在有關期間內作出或授予須於有關期間結束後行使該等權力可能需要之建議、協議及購股權；

(iii) 本公司董事會依據以上第(i)段之批准而配發或同意有條件或無條件配發（不論是否依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日期之已發行股本面值總額之20%，而上述之批准亦須受此限制；惟根據(a)配售新股（定義見下文）或(b)行使本公司購股權計劃所授予之任何購股權而發行之股份則除外；及

(iv) 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最早日期止：

- (a) 本公司下屆股東週年大會結束之日；或
- (b) 本決議案所述之授權經由本公司股東在股東大會上通過普通決議案予以撤銷或修訂之日；或
- (c) 根據本公司細則或任何適用之百慕達法例規定本公司須舉行下屆股東週年大會之期限屆滿之日。

「配售新股」乃指本公司董事會於指定期間內，向於指定記錄日期名列本公司股東名冊之股份持有人，按彼等當時之持股比例提呈配發股份之建議，（惟本公司董事會有權就零碎股權或就本港或本港以外任何地區之法律或

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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 of the requirements of any recognised regulatory body or any stock exchange in, or in any territory outside Hong Kong).”

7. As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution of the Company:

“THAT

- (i) subject to paragraph (iii) below, the exercise by the Directors of the Company during the Relevant Period (as defined below) of all powers of the Company to repurchase its own shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and 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 is hereby generally and unconditionally approved;
- (ii) the aggregate nominal amount of shares of the Company which may be repurchased by the Company pursuant to the approval in paragraph (i) above shall not exceed 10% 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; and

任何認可監管機構或證券交易所規定之任何限制或責任，作出必須或權宜之豁免或其他安排)。」

7. 作為特別事項，考慮及酌情通過下列決議案（不論修訂與否）為本公司之普通決議案：

「動議：

- (i) 在下文第(iii)段之規限下，一般性及無條件批准本公司董事會於有關期間（定義見下文）內行使本公司一切權力，在香港聯合交易所有限公司（「聯交所」），或本公司股份可能上市而香港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，惟此項權力必須根據在此方面之所有適用法律及聯交所證券上市規則或其他證券交易所規則（經不時修訂）行使；
- (ii) 本公司根據第(i)段之批准所購回之本公司股份面值總額，不得超過本公司於本決議案通過之日已發行股本面值總額之10%，而上述批准亦須受此限制；及

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(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 next Annual General Meeting of the Company; or
- (b) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting; or
- (c) 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 other applicable laws of Bermuda to be held.”

8. As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution of the Company:

“**THAT** subject to the passing of Resolutions contained in Items No. 6 and No. 7 set out in the notice convening this meeting, the general mandate granted to the Directors to allot, issue and deal with additional shares pursuant to Resolution contained in Item No. 6 set out in the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of shares in the capital of the Company repurchased by the Company under the authority granted pursuant to Resolution contained in item No. 7 set out in the notice convening this meeting, provided that such amount of shares so repurchased shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company at the date of passing the said Resolution.”

By Order of the Board
HUNG Yuk Kam, Daisy
Company Secretary

Hong Kong, 31st March 2005

(iii) 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最早日期止：

- (a) 本公司下屆股東週年大會結束之日；或
- (b) 本決議案所述之授權經由本公司股東在股東大會上通過普通決議案予以撤銷或修訂之日；或
- (c) 根據本公司細則或任何其他適用之百慕達法例規定本公司須舉行下屆股東週年大會之期限屆滿之日。」

8. 作為特別事項，考慮及酌情（不論修訂與否）通過下列決議案為本公司之普通決議案：

「**動議**：在召開本大會之通告所載第6及第7項決議案獲得通過之情況下，批准將董事會根據該通告所載第6項決議案所獲可配發、發行及處理本公司之額外股份之一般授權擴大，使根據該項一般授權可配發、發行及處理之本公司股份面值總額增加，而加幅等於董事會根據該通告所載第7項決議案所購回本公司股份之面值總額，條件為所購回之股份面值總額不得超過本公司於本決議案通過之日已發行股本面值總額之10%。」

承董事會命
公司秘書
孔玉琴

香港，二零零五年三月三十一日

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Notes:

1. The Register of Members of the Company will be closed from Wednesday, 1st June 2005 to Friday, 3rd June 2005 (both days inclusive). During this period, no transfer of shares of the Company will be registered. In order to qualify for the proposed final dividend and voting at the meeting, all transfers of shares of the Company accompanied by the relevant share certificates must be lodged for registration with the Company's Branch Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 46th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:00 p.m. on 31st May 2005.
2. Any member of the Company entitled to attend and vote at the meeting (or at any adjournment thereof) 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.
3. To be valid, the form of proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority must be lodged with the Company's Branch Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 46th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
4. Concerning Resolution contained in Item No. 6 above, approval is being sought from members as a general mandate in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, in order to ensure flexibility and discretion to the Directors in the event that it becomes desirable to issue any shares of the Company up to 20 per cent. of the issued share capital.
5. In relation to Resolution contained in Item No. 7 above, the Directors wish to state that they will exercise the powers conferred thereby to purchase shares of the Company in circumstances which they deem appropriate for the benefit of the shareholders. An explanatory statement containing the information necessary to enable the shareholders to make an informed decision to vote on this Resolution as required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited will be set out in a separate document to be sent to the shareholders with the annual report for the year ended 31st December 2004.

附註：

- 一、 本公司將由二零零五年六月一日(星期三)至二零零五年六月三日(星期五)(首尾兩天包括在內)期間暫停辦理本公司股份過戶登記手續。期間將不會進行任何股份之過戶登記。如欲獲派建議末期股息及享有上述會議之投票權，所有本公司股份的過戶文件連同有關股票，必須於二零零五年五月三十一日下午四時正前送達本公司在香港之股份過戶登記分處，香港中央證券登記有限公司(地址為香港皇后大道東183號合和中心46樓)辦理過戶登記手續。
- 二、 凡有權出席上述大會(或其任何續會)並於會上投票之本公司股東，均可委派一位或以上代表出席，並代表其投票。委任代表毋須為本公司之股東。
- 三、 代表委任表格連同委任人簽署之授權書或其他授權文件(如有)，或經由公證人證明之授權書或授權文件副本，最遲須於大會或其續會指定召開時間四十八小時前，送達本公司在香港股份過戶登記分處，香港中央證券登記有限公司(地址為香港皇后大道東183號合和中心46樓)，方為有效。
- 四、 為符合香港聯合交易所有限公司證券上市規則，本公司尋求股東批准上文所載第6項決議案之一般授權，以確保於適宜發行本公司任何股份(最多為已發行股本百份之二十)時董事會可酌情靈活行事。
- 五、 就上文所載第7項決議案而言，董事會謹此聲明，彼等僅會認為情況有利股東時方會購回本公司股份。按照香港聯合交易所有限公司證券上市規則之規定，本公司須編製一份說明函件提供所需資料，以便股東可就表決該決議案作出知情決定。該說明函件將隨同截至二零零四年十二月三十一日止年度年報一併寄予本公司各股東。