

Notice of Annual General Meeting

股東週年大會通告

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the "Meeting") of the Company will be held at Boardroom 3-4 Mezzanine Floor, Renaissance Harbour View Hotel, 1 Harbour Road, Wanchai, Hong Kong on Tuesday, 24 May 2005 at 2:30 p.m. for the following purposes:

1. To receive and consider the audited financial statements and the reports of the directors and auditors for the year ended 31 December 2004;
2. To re-elect directors and authorise the Board to fix their remuneration;
3. To re-appoint the auditors, Deloitte Touche Tohmatsu, and to authorise the Board to fix their remuneration; and
4. As special business to consider and, if thought fit, pass the following ordinary resolutions:

ORDINARY RESOLUTION

"THAT:

- (a) subject to paragraph (c) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the Company, to allot, issue or grant securities convertible or exchangeable into shares, or options, warrants or similar rights to subscribe for or acquire shares or such convertible or exchangeable securities, 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) of this Resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such power after the end of the Relevant Period;

茲通告本公司謹訂於二零零五年五月二十四日星期二下午二時三十分假座香港灣仔港灣道一號萬麗海景酒店閣樓會議廳3-4舉行股東週年大會(「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財務報表、董事會報告與核數師報告；
2. 重選董事並授權董事會釐定董事酬金；
3. 續聘德勤•關黃陳方會計師行為核數師，並授權董事會釐定其酬金；及
4. 作為特別事項，考慮及酌情通過下列普通決議案：

普通決議案

「動議：

- (a) 在本決議案(c)段之規限下，謹此一般及無條件批准董事於有關期間(定義見下文)行使本公司一切權力，以配發、發行及處理本公司之額外股份，及配發、發行或授出可兌換或轉換為股份之證券或購股權、認股權證或可認購或購入股份或該等可兌換或轉換證券之類似權利，並作出或授予可能須行使該等權力之售股建議、協議及購股權；
- (b) 本決議案(a)段所述批准將授權董事於有關期間，作出或授予在有關期間結束後可能須行使該等權力之售股建議、協議、購股權及兌換或轉換權；

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(c) the aggregate nominal amount of share capital to be allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted or issued or dealt with (whether pursuant to an options or otherwise) by the Directors pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to:

- (i) a Rights Issue (as hereinafter defined);
- (ii) the exercise of the subscription rights under options granted under any share option scheme or similar arrangement of the Company for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries or any eligible participants of shares or rights to acquire shares of the Company; or
- (iii) any scrip dividend or similar arrangement providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company,

shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this Resolution and the said approval in paragraph (a) shall be limited accordingly;

(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;

(c) 董事根據本決議案(a)段所述批准，配發、發行或處理或同意有條件或無條件配發、發行或處理（不論根據購股權或其他方式）之股本總面值，不得超過本決議案獲通過當日本公司已發行股本總面值20%，惟根據下述配發者除外：

- (i) 供股（定義見下文）；
- (ii) 行使本公司當時就其向本公司及／或其任何附屬公司之高級職員及／或僱員或任何合資格參與者授出或發行股份或購入本公司股份之權利而採納之任何購股權計劃或類似安排所授出購股權之認購權；或
- (iii) 任何以股代息計劃或根據本公司之公司組織章程細則規定配發及發行股份以代替本公司股份全部或部分股息之類似安排，

而(a)段所述批准亦須受此限制：

(d) 就本決議案而言，「有關期間」指由本決議案獲通過當日起至下列最早時限止期間：

- (i) 本公司下屆股東週年大會結束；

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- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or by the Company's articles of association to be held; and
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the members of the Company in general meeting;

and "Rights Issue" means an offer of shares open for a period fixed by the Directors to holders of shares of the Company on the register of members on a fixed record date in proportion to their then holdings of such shares as at that date (subject to such exclusions 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 recognised regulatory body or any stock exchange in, any territory applicable to the Company)."

5. As special business to consider and, if thought fit, pass the following ordinary resolutions:

ORDINARY RESOLUTION

"THAT:

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase its own securities on the Stock Exchange or any other stock exchange on which the securities 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) 任何適用法例或本公司之公司組織章程細則規定本公司須召開下屆股東週年大會之期限屆滿；及
- (iii) 本公司股東於股東大會通過普通決議案撤銷或修訂本決議案授出之權力；

「供股」乃指董事於指定期間內，向於指定記錄日期名列股東名冊之本公司股份持有人，按彼等當日持有股份之比例提呈發售本公司股份，惟董事有權就零碎股權或經考慮任何適用於本公司之地區的法例之任何限制或責任或該等地區任何認可監管機關或證券交易所之規定後，作出其認為必需或權宜之豁免或其他安排。」

5. 作為特別事項，考慮及酌情通過下列普通決議案：

普通決議案

「動議：

- (a) 在本決議案(b)段規限下，謹此一般及無條件批准董事於有關期間（定義見下文）內，受制於及根據所有適用法例及聯交所或任何其他證券交易所經不時修訂之證券上市規則規定，行使本公司一切權力，在聯交所或本公司證券可能上市且獲香港證券及期貨事務監察委員會與聯交所就此認可之其他證券交易所購回本公司之證券；

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- (b) the aggregate nominal amount of shares of the Company to be repurchased by the Company pursuant to the approval in paragraph (a) above shall not exceed 10% 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;
- (c) for the purpose of this Resolution, "Relevant Period" means the period from the passing of this Resolution until whichever is the earlier of:
- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or by the Company's articles of association to be held; and
 - (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the members of the Company in general meeting;
- (b) 本公司根據上文(a)段之批准所購回本公司股份總面值，不得超過於本決議案獲通過當日本公司已發行股本總面值10%，而上述批准亦須受此數額限制；
- (c) 就本決議案而言，「有關期間」指由本決議案獲通過當日起至下列最早時限止期間：
- (i) 本公司下屆股東週年大會結束；
 - (ii) 任何適用法例或本公司之公司組織章程細則規定本公司須召開下屆股東週年大會之期限屆滿；及
 - (iii) 本公司股東於股東大會通過普通決議案撤銷或修訂本決議案授出之權力；

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6. As special business to consider and, if thought fit, pass the following ordinary resolution:

ORDINARY RESOLUTION

“**THAT** conditional upon the passing of Ordinary Resolutions No. 4 and 5 set out in this notice convening the Meeting, the aggregate nominal amount of share capital of the Company that may be allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with by the Directors pursuant to and in accordance with the mandate granted under Ordinary Resolution No. 4 be and is hereby increased and extended by the addition thereto of the aggregate nominal amount of the share capital of the Company repurchased by the Company pursuant to and in accordance with the mandate granted under Ordinary Resolution No. 5 since the granting of such repurchase mandate, provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this Resolution.”

By Order of the Board

Lao Seng Peng
Chairman

21 April 2005

Notes:

1. A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a member of the Company. Proxy forms must be deposited with the Company's Branch Share Registrar and transfer office in Hong Kong, Hong Kong Registrars Limited, at 46th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the Meeting or adjourned Meeting.
2. A Circular containing important information regarding the ordinary resolutions no. 2, 4 to 6 will be despatched to members together with the 2004 Annual Report.

6. 作為特別事項，考慮及酌情通過下列普通決議案：

普通決議案

「**動議**待召開本大會通告所載第4及5項普通決議案獲通過後，謹此增加及擴大董事根據及按照第4項普通決議案獲授之授權而可能配發、發行或處理或有條件或無條件同意配發、發行或處理之本公司股本總面值，於當中加入本公司根據及按照第5項普通決議案獲授之授權自該項購回授權授出起購回之本公司股本總面值，惟該數額不得超過於本決議案獲通過當日本公司已發行股本總面值10%。」

承董事會命

主席
劉勝平

二零零五年四月二十一日

附註：

1. 凡有權出席大會及於會上投票表決之股東均有權委派一名或以上受委代表出席，並代其投票。受委代表毋須為本公司股東。代表委任表格最遲須於大會或其續會指定舉行時間48小時前，送達本公司之股份過戶登記處香港分處香港證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心46樓。
2. 載列有關第2、4至6項普通決議案之重要資料之通函將隨附二零零四年年報送交股東。