

NOTICE OF ANNUAL GENERAL MEETING 股東週年大會通告

**NAM FONG INTERNATIONAL HOLDINGS LIMITED**

(Incorporated in Bermuda with limited liability)  
(Stock Code: 1176)

**南方國際控股有限公司**

(於百慕達註冊成立之有限公司)  
(股份代號：1176)

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of the Company will be held at the Chater Room, Basement 3, Regal Hongkong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong on Monday, 20 June 2005 at 11:00 a.m. for the following purposes:

**茲通告**本公司謹訂於二零零五年六月二十日(星期一)上午十一時正假座香港銅鑼灣怡和街88號富豪香港酒店地庫三樓聚賢廳召開股東週年大會，議程如下：

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 Director and authorise the Board of Directors to fix their remuneration.
3. To re-appoint Auditors and authorise the Board of Directors to fix their remuneration.
4. To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

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及董事會與核數師報告書。
2. 重選董事，並授權董事會釐定其酬金。
3. 續聘核數師，並授權董事會釐定其酬金。
4. 考慮並酌情通過下列決議案為普通決議案：

4(i) **“THAT:**

4(i) **「動議：**

- (a) subject to paragraph (c) below, the exercise by the Directors of the Company during the Relevant Period of all the powers of the Company to repurchase issued shares in the capital of the Company, subject to and in accordance with all applicable laws and requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”) as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the Directors;
- (c) the aggregate nominal amount of the shares which may be repurchased on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange recognized for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange pursuant to the approval in paragraph

- (a) 在下文(c)段之限制下，一般性及無條件批准本公司董事會按照適用之法律及不時修訂之香港聯合交易所有限公司證券上市規則(「上市規則」)之規定，於有關期間內行使本公司一切權力以購回本公司股本中之已發行股份；
- (b) (a)段之批准乃授權本公司董事會可代表本公司於有關期間內促使本公司以董事會決定之價格購回股份；
- (c) 本公司董事會根據(a)段之批准獲授權可於香港聯合交易所有限公司(「聯交所」)，或經香港證券及期貨事務監察委員會及聯交所認可之其他證券交易所購回之股

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- (a) shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company at the date of passing 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 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 law or the Company's byelaws to be held; or
- (iii) the date upon which the authority set out in this resolution is revoked or varied by ordinary resolution of the Company in general meeting."
- 4(ii) "THAT:
- (a) subject to paragraph (c) below, the exercise by the Directors of the Company during the Relevant Period of all the powers of the Company to allot and issue additional shares in the capital of the Company and to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers after the end of the Relevant Period;
- (c) 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 granted in paragraph (a), otherwise than pursuant
- 份面值總額，不得超過本公司於本決議案通過日期已發行股本面值總額10%，而上述批准亦須受此數額限制；及
- (d) 就本決議案而言，「有關期間」指由本決議案通過日期起至下列最早期限止之期間：
- (i) 本公司下屆股東週年大會結束時；
- (ii) 法例或本公司章程細則規定本公司必須舉行下屆股東週年大會期限屆滿之日；或
- (iii) 本公司在股東大會通過普通決議案撤銷或修訂本決議案所授權力之日。」
- 4(ii) 「動議：
- (a) 在下文(c)段之限制下，一般性及無條件批准本公司董事會於有關期間內行使本公司一切權力，以配發及發行本公司股本中之額外股份，並訂立或授予可能須行使該項權力之售股建議、協議、購股權及交換或轉換股份之權利；
- (b) (a)段之批准乃授權本公司董事會可於有關期間內訂立或授予可能須於有關期間屆滿後，行使該項權力之售股建議、協議、購股權及交換或轉換股份之權利；
- (c) 本公司董事會根據(a)段之批准配發或有條件或無條件同意配發之股本面值總額(惟不包括根據(i)配售新股或(ii)經香港聯

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to (i) a Rights Issue or (ii) the share option scheme of the Company approved by The Stock Exchange of Hong Kong Limited or (iii) any scrip dividend or similar arrangement providing for allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the bye-laws of the Company, shall not exceed the aggregate of:

(aa) 20% of the aggregate nominal amount of the issued share capital of the Company at the date of passing this resolution; and

(bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the nominal amount of any share capital of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the aggregate nominal amount of the issued share capital of the Company at the date of passing this resolution),

and the said approval shall be limited accordingly; and

(d) for the purposes of this resolution, "Relevant Period" has the same meaning as assigned to it under ordinary resolution 4(i) set out in the notice convening this meeting.

"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 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)."

合交易所有限公司批准之本公司購股權計劃或(iii)按照本公司章程細則任何以全部或部份股息換取股份或類似的安排)不得超過以下兩者之總和:

(aa) 本公司於本決議案通過日期之已發行股本面值總額20%;及

(bb) (若本公司股東以另一普通決議案授權本公司董事會)本公司於本決議案通過日期後購回之股本面值總額(以本決議案通過日期本公司已發行股本面值總額10%為限),

上述之批准亦須受此數額總值限制;及

(d) 就本決議案而言,「有關期間」一詞與召開本大會通告內之普通決議案4(i)項所賦予之涵義相同。

「配售新股」指於本公司董事會訂定之期間內,向於指定記錄日期名列股東名冊之股份持有人,按其當時持股比例提呈配售股份之建議(惟董事會有權在必要或適當時就零碎股權或香港以外地區之有關法例所定之任何限制或責任,或任何認可管制機構或證券交易所之規定,取消若干股份持有人在此方面之權利或作出其他安排)。」

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4(iii) "THAT the Directors of the Company be and are hereby authorised to exercise the powers of the Company referred in resolution 4(ii)(a) set out in the notice convening this meeting in respect of the share capital of the Company referred in sub-paragraph 4(ii)(c)(bb) of such resolution."

5. To transact any other business.

By Order of the Board  
**Tong Shi Jun**  
Chairman

Hong Kong, 26 April 2005

Notes:

1. A member of the Company entitled to attend and vote at the 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.
2. The Register of Members will be closed from 10 June 2005 to 17 June 2005, both days inclusive, during which period no transfer of shares will be registered. In order to attend the Annual General Meeting, all transfers accompanied by the relevant shares certificates must be lodged with the Company's Hong Kong branch share registrar, Abacus Share Registrars Limited, G/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong no later than 4:00 p.m. on 9 June 2005.
3. To be valid, a form of proxy in the prescribed form together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof must be deposited at the Company's Hong Kong branch share registrar, Abacus Share Registrars Limited, G/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the meeting or any adjournment thereof. Completion and deposit of the proxy form will not preclude you from attending and voting at the meeting if you so wish.
4. An explanatory statement containing further details in relation to Resolution 4 above will be despatched to members together with the Annual Report for 2004.

As at the date hereof, the Board comprises Mr. Tong Shi Jun (Chairman), Mr. Zhang Jian (Deputy Chairman), Mr. Zhao Lishen, Mr. Chiu Kong, Ms. Huang Ling and Ms. Zhu Jun as executive directors and Mr. Chen Song Sheng, Ms. Chang Ling and Ms. Zhou Mei Zhen as independent non-executive directors.

4(iii) 「動議授權本公司董事會行使召開本大會通告內4(ii)(a)項所載列決議案有關4(ii)(c)(bb)項本公司股份之權力。」

5. 處理其他事項。

承董事會命  
主席  
佟世均

香港，二零零五年四月二十六日

附註：

1. 凡有權出席大會投票之本公司股東，均可委任一位或多位代表出席，並代其投票。受委任代表無須為本公司股東。
2. 本公司將由二零零五年六月十日及二零零五年六月十七日(包括首尾兩天)，暫停辦理股份過戶登記手續。如欲參與股東週年大會，所有股份過戶文件連同有關股票，最遲須於二零零五年六月九日下午四時前，送達本公司之香港股份過戶登記分處雅柏勤證券登記有限公司，地址為香港灣仔告士打道56號東亞銀行港灣中心地下。
3. 按指定格式擬備之代表委任表格連同簽署人之授權書或其他授權文件(如有)，或經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指定舉行時間四十八小時前送達本公司之香港股份過戶登記分處雅柏勤證券登記有限公司，地址為香港灣仔告士打道56號東亞銀行港灣中心地下，方為有效。閣下填妥及交回代表委任表格後，倘有意仍可出席大會及於會上投票。
4. 載列上述第4項決議案詳情之說明函件，將連同二零零四年年報寄予股東。

於本年報日期，本公司之董事會由執行董事佟世均先生(主席)、張健先生(副主席)、趙立申先生、趙鋼先生、黃玲小姐及朱軍小姐，以及獨立非執行董事陳頌聲先生、張玲小姐及周美珍小姐組成。