

NOTICE OF ANNUAL GENERAL MEETING

股東週年大會通告

NOTICE IS HEREBY GIVEN that the annual general meeting of the Company will be held at Units B12-16, 3/F., Block B, Hoptite Industrial Centre, 3-5 Wang Tai Road, Kowloon Bay, Hong Kong on Tuesday, 23 August 2005 at 10:30 a.m. for the following purposes:-

1. To receive and adopt the Audited Financial Statements and the Reports of the Directors and Auditors for the year ended 31 March 2005.
2. To re-elect four directors, to fix the number of directors to twelve and to authorise the Board of Directors to fix the remuneration of the directors.
3. To appoint Auditors for the ensuing year and to authorise the Board of Directors to fix their remuneration.
4. As special business to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:-

ORDINARY RESOLUTION

“**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 shares of HK\$0.10 each in the capital of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures, notes and any securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including bonds, warrants and debentures, notes and any securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require the exercise of such powers after the end of the Relevant Period;

茲通告本公司定於二零零五年八月二十三日（星期二）上午十時三十分假座香港九龍灣宏泰道3-5號合力工業中心B座3樓B12-16室召開股東週年大會，討論以下事項：-

- 一、省覽及通過截至二零零五年三月三十一日止年度之經審核財務報告與董事會及核數師報告書。
- 二、重選四位董事，固定董事人數為十二位，並授權董事會釐定董事酬金。
- 三、委聘下年度核數師並授權董事會釐定其酬金。
- 四、作為特別事項，考慮並如認為適當即通過或經修訂後通過下列決議案為普通決議案：

普通決議案

「**動議：**

- (甲) 在下文(丙)段之限制下，一般性及無條件批准董事會於有關期間（定義見下文）內行使本公司全部權力，以便配發、發行本公司股本中每股面值港幣0.10元之股份，並作出或授予將會或可能需行使該項權力之售股建議、協議及期權（包括債券、認股權證及債權證、票據及任何附帶可認購或可轉換為本公司股份之權利之證券）；
- (乙) 在上文(甲)段所述之批准將授權董事會於有關期間（定義見下文）內作出或授予將會或可能需於有關期間終結後行使該項權力之售股建議、協議及期權（包括債券、認股權證及債權證、票據及任何附帶可認購或可轉換為本公司股份之權利之證券）；

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(c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) an issue of shares as scrip dividends in accordance with the bye-laws of the Company from time to time; or (iii) an issue of shares upon the exercise of rights of subscription or conversion under the terms of any bonds, warrants, debenture, notes and any securities which carry rights to subscribe for or are convertible into shares of the Company; or (iv) an issue of shares under any option scheme or similar arrangement for the time being adopted for the grant or issue to the grantees as specified in such scheme or arrangement or rights to acquire shares of the Company, shall not exceed 20 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this Resolution, and the said approval shall be limited accordingly; 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; or
- (ii) 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 applicable law to be held; or
- (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

"Rights Issue" means an offer of shares open for a period fixed by the Directors to the holders of shares of the Company on the register of members of the Company 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

(丙) 除根據(i)配售新股(定義見下文)、(ii)不時依照本公司之公司細則就以股代息計劃發行之股份;或(iii)任何債券、認股權證、債權證、票據及任何附帶可認購或可轉換為本公司股份之權利之證券條款而行使之認購權或換股權發行之股份;或(iv)任何當時被採納以便根據有關計劃或安排指定之方式向承授人授出或發行本公司股份或購入股份之權利之期權計劃或類似安排發行之股份外,董事會根據上文(甲)段之批准而配發或同意有條件或無條件配發(不論根據期權或以其他方式)及發行之股本面值總額,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百分之二十,而此項批准將受到相應限制;及

(丁) 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較早日期為止之期間:

- (i) 本公司下屆股東週年大會結束時;或
- (ii) 按本公司之公司細則或任何適用法例規定本公司召開下屆股東週年大會之期限屆滿時;或
- (iii) 本公司股東於股東大會通過普通決議案撤回或修訂本決議案所載之授權之日。

「配售新股」指董事會於指定期間向本公司股東名冊內於指定記錄日期所登記之本公司股份持有人按其當日之持股比例建議配售股份(惟董事會有權就零碎股份,或適用於本公司之任何

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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 applicable to the Company).”

By Order of the Board
Chan Sik Ming, Harry
Chairman

承董事會命
 主席
陳錫明

Hong Kong, 22 July 2005

香港，二零零五年七月二十二日

Notes:

附註：

- Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on a poll, vote in his stead. A proxy need not be a member of the Company.
 - To be valid, the proxy form, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited with the Company's branch registrar in Hong Kong, Tengis Limited at Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the proxy form will not preclude any member from attending and voting in person at the meeting if the member so wishes.
 - The register of members will be closed from 22 August 2005 to 23 August 2005, both dates inclusive, during which period no transfer of shares will be effected.
 - With regard to item No.2 in the notice convening this meeting, the Board proposes that the retiring directors, namely Motofumi Tsumura, Hiroto Sasaki, Taro Akashi and Chan Yuk Tong, be re-elected as directors of the Company. The biographical information of the said retiring directors seeking re-election are set out in the Company's Annual Report for the year ended 31 March 2005. Except for Hiroto Sasaki who is the President of Daisho Denshi Co., Ltd (a substantial shareholder of the Company), these directors are not related to any directors, senior management or substantial shareholders or controlling shareholders of the Company. Except for Chan Yuk Tong who is an independent non-executive director of two other listed companies in Hong Kong, these directors have not held any other positions in other listed public companies in the past three years. Except for Taro Akashi and Chan Yuk Tong who are entitled to a fixed director fee of HK\$20,000 per annum and HK\$8,333 per month respectively under their service contracts with the Company, there is no service contract entered into between the Company and these directors who will be entitled
- 凡有權出席大會及於會上投票之股東均可委派一位或多位代表出席，並於按股數表決時代其投票，受委派之代表毋須為本公司股東。
 - 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召開時間不少於四十八小時前送達本公司在香港之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地下，方為有效。填妥及交回代表委任表格後，股東仍可依願親身出席大會並於會上投票。
 - 本公司之股份過戶登記分處將由二零零五年八月二十二日至二零零五年八月二十三日（包括首尾兩天）期間暫停辦理股份過戶手續，在此期間內，股份不能過戶。
 - 關於召開本大會通告之第二項議程，董事會建議重選各退任之董事（即津村元史、佐佐木弘人、明石太郎及陳育棠）為本公司董事。上述退任董事之履歷已載於本公司截至二零零五年三月三十一日止年度之年報內。除佐佐木弘人為本公司之主要股東大昌電子株式會社之社長外，此等董事與本公司之任何董事、高層管理人員、主要股東或控股股東概無關連。除陳育棠為另外兩間香港上市公司之獨立非執行董事外，此等董事於過去三年概無在其他公眾上市公司擔任其他職位。除明石太郎及陳育棠有權根據與本公司簽訂的服務合約獲得固定的董事酬金分別為每年港幣20,000元及每月港幣8,333元外，本公司並無與此等董事訂立任何服務合約，此等董事有權獲得由董事會參考其工作表現及職責、本公司之業績及盈利水平以及現行

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to an emolument as determined by the Board from time to time with reference to their performance and duties, the Company's performance and profitability and the prevailing market conditions. These directors will have no fixed term of service but will be subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the bye-laws of the Company. As at the date of this notice of the annual general meeting, except for Hiroto Sasaki who has share options to subscribe for 4,600,000 shares of the Company, these directors have no interests in the shares of the Company within the meaning of Part XV of the Securities and Future Ordinance.

As at the date of this notice, the Board consists of six executive Directors, namely CHAN Sik Ming, Harry, LO Sun Wab, Motofumi TSUMURA, Hiroto SASAKI, Hiroyuki KIKUCHI and AU-YEUNG Wai Hung, and three independent non-executive Directors, namely Taro AKASHI, Kōbu KASHIWAGI and CHAN Yuk Tong.

市場情況而不時釐定之酬金。此等董事並無固定任期，但須根據本公司之公司細則，於股東週年大會上輪值告退及重選連任。於本股東週年大會通告日期，除佐佐木弘人擁有可認購本公司4,600,000股之股份期權外，此等董事並無擁有按證券及期貨條例第XV部之涵義內之任何股份權益。

於本通告日期，董事會包括六位執行董事，即陳錫明、勞新華、津村元史、佐佐木弘人、菊地弘之及歐陽偉洪，與及三名獨立非執行董事，即明石太郎、柏木絃宇及陳育棠。