

# 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 25/F., BEA Tower, Millennium City 5, 418 Kwun Tong Road, Kwun Tong, Kowloon, Hong Kong on 25th August, 2005 (Thursday) at 11:30 a.m. for the following purposes:

1. To receive and consider the Audited Consolidated Accounts and the Reports of the Directors and Auditors for the year ended 31st March 2005.
2. To declare the final dividend and special dividend for the year ended 31st March 2005.
3. To re-elect the retiring Directors, to authorise the Board to fix the remuneration of Directors and to appoint additional directors.
4. To re-appoint Auditors and to authorise the Board to fix their remuneration.
5. As special business, to consider and, if thought fit, to pass with or without modifications the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors of the Company during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such power be and it is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above 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;

**茲通告**本公司將於2005年8月25日(星期四)上午11:30假座香港九龍觀塘觀塘道418號創紀之城5期東亞銀行中心25樓舉行股東週年大會,藉以處理下列事項:

1. 省覽截至2005年3月31日止年度之經審核綜合賬目、董事會報告及核數師報告。
2. 宣佈派發截至2005年3月31日止年度之末期股息及特別股息。
3. 重選退任董事、授權董事會釐定董事酬金,並委任額外董事。
4. 續聘核數師,並授權董事會釐定其酬金。
5. 作為特別事項,考慮並酌情通過(不論有否修訂)下列決議案為普通決議案:

**「動議:**

- (a) 在下文(c)段之規限下,一般及無條件批准本公司董事會於有關期間(定義見下文(d)段)內行使本公司所有權力,以配發、發行及處理本公司股本中之額外股份,並作出或授出可能需要行使此等權力之售股建議、協議及購股權;
- (b) 上文(a)段之批准將授權本公司董事會於有關期間內作出或授予須於有關期間結束後行使上述權力之售股建議、協議及購股權;

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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) by the Directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to a Rights Issue (as defined in paragraph (d) below) or pursuant to an issue of shares under any option scheme or similar arrangement for the time being adopted for the grant or issue to executives and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company or any script dividend or similar arrangement providing for the 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 20% of the total nominal amount of the share capital of the Company in issue on the date of this Resolution and the said approval to the Directors in paragraph (a) above shall be limited accordingly; and
- (c) 本公司董事會根據上文(a)段之批准而配發或同意有條件或無條件配發(不論根據購股權或以其他方式配發)之股本面值總額,除因配售新股(定義見下文(d)段)或根據任何購股權計劃或當時所採納向本公司及/或其任何附屬公司之行政人員及/或僱員發行股份或授出可購入本公司股份之權利之類似安排,或以股代息計劃或根據本公司之公司細則配發股份,以代替本公司股份之全部或部分股息之類似安排外,不得超過本決議案獲通過當日本公司已發行股本面值總額20%,而上文(a)段給予董事會之批准須受相應限制;及
- (d) for the purposes 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 the Bye-laws of the Company or any applicable laws to be held; or
- (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders in general meeting; and
- (d) 就本決議案而言:
- 「有關期間」指由本決議案獲通過之日起至下列較早時限止期間:
- (i) 本公司下屆股東週年大會結束;
- (ii) 本公司之公司細則或任何適用法例規定本公司須舉行下屆股東週年大會之期限屆滿;或
- (iii) 本決議案所授權力經股東於股東大會通過普通決議案撤銷或修訂;及
- “Rights Issue” means an offer of shares open for a period fixed by the Directors of the Company to the shareholders on the register of shareholders of the Company on a fixed record date in proportion to their shareholdings as at that date (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 recognized regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company).”
- 「配售新股」指於本公司董事會指定期間內,向指定記錄日期名列本公司股東名冊之股東,按彼等當時持股比例提呈發售股份,惟本公司董事會有權就零碎股權或經計及適用於本公司之任何香港以外地區法例或該等地區任何認可管制機構或證券交易所之規定任何限制或責任,作出其認為必需或權宜之豁免或其他安排。」

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6. As special business, to consider and, if thought fit, to pass with or without modifications the following resolution as an ordinary resolution:
6. 作為特別事項，考慮並酌情通過（不論有否修訂）下列決議案為普通決議案：

**“THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors of the Company during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to repurchase its own shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which the securities of the Company may be listed and recognized by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or 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 it is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of share capital repurchased by the Company pursuant to the approval in paragraph (a) above shall not exceed 10% of the total nominal amount of the share capital of the Company in issue on the date of this Resolution and the said approval to the Directors of the Company in paragraph (a) above shall be limited accordingly; and
- (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 the Bye-laws of the Company or any applicable laws to be held; or

**「動議:**

- (a) 在下文(b)段之規限下，一般及無條件批准本公司董事會在有關期間（定義見下文(c)段）行使本公司所有權力，根據及依照所有適用法例及／或香港聯合交易所有限公司（「聯交所」）證券上市規則或本公司證券可能上市並獲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不時修訂之規定，在聯交所及任何其他證券交易所購回本公司本身之股份；
- (b) 本公司根據上文(a)段購回之股本面值總額，不得超過本決議案日期本公司已發行股本面值總額之10%，而上文(a)段給予本公司董事會之批准須受相應限制；及
- (c) 就本決議案而言：

「有關期間」指由本決議案獲通過之日起至下列較早時限止期間：

- (i) 本公司下屆股東週年大會結束；
- (ii) 本公司之公司細則或任何適用法例規定本公司須舉行下屆股東週年大會之期限屆滿；或

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(iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders in general meeting.”

7. As special business, to consider and, if thought fit, to pass with or without modifications the following resolution as an ordinary resolution:

“**THAT** conditional upon Resolutions Nos. 5 and 6 above being passed, the aggregate nominal amount of the number of shares in the capital of the Company which are repurchased by the Company under the authority granted to the Directors of the Company as mentioned in Resolution No. 6 above shall be added to the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to Resolution No. 5 above, provided that the amount of share capital repurchased by the Company shall not exceed 10% of the total nominal amount of the share capital of the Company in issue on the date of this Resolution.”

8. To transact any other business.

By Order of the Board  
**LAW Tim Fuk, Paul**  
Company Secretary

Hong Kong, 22nd July, 2005

Notes:

1. Any member of the Company entitled to attend and vote at the Annual General Meeting of the Company shall be entitled to appoint another person as proxy to attend and vote instead of him. On a poll, votes may be given either personally or by proxy. A proxy need not be a member of the Company. A member may appoint more than one proxy to attend on the same occasion.
2. The instrument appointing a proxy 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 at the principal place of the Company in Hong Kong at 25/F BEA Tower, Millennium City 5, 418 Kwun Tong Road, Kowloon, Hong Kong not less than 48 hours before the time appointed for holding the meeting or the adjourned meeting.

(iii) 本決議案所授權力經股東於股東大會通過普通決議案撤銷或修訂。」

7. 作為特別事項，考慮並酌情通過（不論有否修訂）下列決議案為普通決議案：

「**動議**待上文第5及第6項決議案獲通過後，將本公司根據上文第6項決議案所述授予本公司董事會之權力所購回本公司股本中股份數目之面值總額，加入本公司董事會根據上文第5項決議案而配發或同意有條件或無條件配發之股本面值總額內，惟本公司所購回股本之面值不得超過於本決議案日期本公司已發行股本面值總額之10%。」

8. 處理任何其他事項。

承董事會命  
公司秘書  
**羅添福**

香港，2005年7月22日

附註：

1. 凡有權出席本公司股東週年大會及於會上表決之股東，均有權委派其他人士作為其受委代表，代其出席大會及投票。於按股數投票表決時，股東可親身或由其受委代表投票。受委代表毋須為本公司股東。每名股東均可委派一名以上受委代表出席同一大會。
2. 委任代表之文據連同簽署文據之授權書或其他授權文件（如有）或經公證人簽署證明之該等授權書或授權文件副本，最遲須於大會或任何續會指定舉行時間48小時前送達本公司之香港主要營業地點，地址為香港九龍觀塘觀塘道418號創紀之城5期東亞銀行中心25樓。