

Notice of Annual General Meeting

股東週年大會通告

NOTICE IS HEREBY GIVEN that the Annual General Meeting of New Spring Holdings Limited (the "Company") will be held at 10th Floor, Fook Hing Factory Building, 33 Lee Chung Street, Chaiwan, Hong Kong on Tuesday, 30th August 2005, at 3:00 p.m. for the purpose of transacting the followings:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited financial statements together with the reports of the directors and auditors for the year ended 31st March 2005;
2. To re-elect Mr. Lam Kin Kau, Mark, a retiring director and to authorize the Board to fix his remuneration;
3. To appoint Hopkins CPA Limited as auditors of the Company for the ensuring year and to authorize the Board to fix their remunerations;
4. To consider (as special business) and, if thought fit, pass the following resolutions (with or without modifications) in relation to the proposed granting of general mandate to repurchase and issue shares of the Company as ordinary resolutions:

A. **"THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of HK\$0.1 each in the capital of the Company on The Stock Exchange of Hong Kong Limited ("the Stock Exchange") or on 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

茲通告新高準控股有限公司*（「本公司」）謹訂於二零零五年八月三十日星期二下午三時正假座香港柴灣利眾街33號復興工廠大廈10樓舉行股東週年大會，藉以處理下列事項：

普通決議案

1. 接收及採納本公司截至二零零五年三月三十一日止年度之經審核財務報表及董事會報告與核數師報告；
2. 重選退任董事林建球先生，並授權董事會釐訂彼之酬金；
3. 委聘浩勤會計師事務所有限公司為本公司來年之核數師，並授權董事會釐訂彼等之酬金；
4. （作為特別事項）考慮並酌情通過（不論是否另加修訂）以下有關購回及發行本公司股份的一般授權的議案為普通決議案：

A. **「動議：**

- (a) 在下文(b)段之規限下，一般及無條件地批准董事於有關期間（定義見下文）內，根據及按照所有適用法例及香港聯合交易所有限公司（「聯交所」）證券上市規則或任何其他證券交易所不時修訂之規定，行使本公司所有權力，於聯交所或本公司證券可能上市並就此經香港證券及期貨事務監察委員會與聯

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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;

(b) the aggregate nominal amount of shares of the Company which the Directors is authorised to repurchase pursuant to the approval in paragraph (a) above shall not exceed 10% 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

(c) 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 articles of association of the Company to be held; and

(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."

交所認可之任何其他證券交易所，購回本公司股本中每股面值0.1港元之股份；

(b) 董事根據上文(a)段之批准獲授權購回之本公司股份總面值，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；及

(c) 就本決議案而言，「有關期間」乃指由本決議案獲通過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) 按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回或修訂本決議案所述授權之日。】

B. “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 and deal with additional shares of HK\$0.1 each in the capital of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures 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 convertible into shares of the Company) which would or might require the exercise of such power after the end of the Relevant Period;

B. 「動議:

- (a) 在下文(c)段之規限下，謹此一般及無條件地批准董事於有關期間（定義見下文）內，行使本公司所有權力，以配發、發行及處理本公司股本中每股面值0.1港元之額外股份，以及作出或授出需要或可能需要行使該等權力之售股建議、協議及購股權，包括可轉換本公司股份之債券、認股權證及債權證；
- (b) 根據上文(a)段之批准，授權董事於有關期間（定義見下文）內作出或授出需要或可能需要於有關期間結束後行使該等權力之售股建議、協議及購股權，包括可轉換本公司股份之債券、認股權證及債權證；



(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 (i) a Rights Issue (as defined below); (ii) an issue of shares as scrip dividends pursuant to the articles of association of the Company from time to time; or (iii) an issue of shares under any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares and/or any eligible persons thereunder or rights to acquire shares in the capital of the Company, shall not exceed 20% 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 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 articles of association of the Company to be held;

(c) 根據上文(a)段之批准，董事可獲配發或同意有條件或無條件配發（不論根據購股權或其他原因配發）及發行之股本總面值，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20%，惟不包括(i)供股（定義見下文）；(ii)根據本公司不時之公司組織章程細則發行股份以股代息；或(iii)根據任何當時所採納可向本公司及／或其任何附屬公司高級職員及／或僱員及／或計劃項下任何合資格人士授予或發行本公司股份或購買本公司股本中股份之權利之任何購股權計劃或類似安排而發行股份，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」乃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) 按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；

- (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; and

“Rights Issue” means an offer of shares of the Company open for a period fixed by the Directors to the holders of shares of the Company whose names appear in 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 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).” and

- (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述授權之日；及

「供股」乃指董事於指定期間內向於指定記錄日期名列本公司股東名冊之本公司股份持有人，按彼等於該日之持股比例向彼等提呈發售本公司股份，惟董事有權就零碎股權或經考慮根據任何地區之法例或該等地區任何認可監管機構或任何證券交易所之規定適用於本公司之任何限制或責任作出彼等視為必需或合宜之豁免或其他安排。」及

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C. “**THAT** subject to the passing of Resolutions No. 4A and No. 4B set out in the notice convening the meeting, the general mandate granted to the Directors to allot, issue and deal with additional shares pursuant to Resolution No. 4B 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 No. 4A 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 as at the date of passing the said Resolution.”;

By order of the board

New Spring Holdings Limited
Cheng Yun Ming Matthew
Company Secretary

Hong Kong, 27th July 2005

Head Office and Principal Place of Business:

9th and 10th Floors
Fook Hing Factory Building
33 Lee Chung Street
Chaiwan, Hong Kong

Registered Office:

P.O. Box 2681 GT
Century Yard
Cricket Square
Hutchins Drive
George Town
Grand Cayman
British West Indies

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C. 「**動議**在召開本大會之通告所載第4A及4B項決議案獲通過之情況下，謹此透過加入相當於本公司根據召開本大會之通告所載第4A項決議案授出之授權所購回本公司股本中股份總面值之數額，擴大根據召開本大會通告所載第4B項決議案授予董事配發、發行及處理額外股份之一般授權，惟據此購回股份之數額不得超過上述決議案獲通過之日本公司已發行股本總面值10%。」；

承董事會命

新高準控股有限公司*
公司秘書
鄭潤明

香港，二零零五年七月二十七日

總辦事處兼主要營業地點：

香港柴灣
利眾街33號
復興工廠大廈
9樓及10樓

註冊辦事處：

P.O. Box 2681 GT
Century Yard
Cricket Square
Hutchins Drive
George Town
Grand Cayman
British West Indies

* 僅供識別

Notes:

- (1) A member entitled to attend and vote at the meeting convened by the above notice may appoint one or more proxies to attend the meeting and vote on a poll instead of him. A proxy need not be a member of the Company.
- (2) A form of proxy of the meeting is enclosed. If the appointer is a corporation, the form of proxy must be made under its common seal or, under the hand of an officer or attorney duly authorized on its behalf.
- (3) Where there are joint registered holders of any shares, any one of such persons may vote at the above meeting (or at any adjournment thereof), either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the above meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- (4) Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the meeting and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (5) To be valid, a form of proxy and the power of authority (if any) under which it is signed or a notarially certified copy of such power of authority must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Abacus Share Registrars Limited at Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Hong Kong not less than 48 hours before the time appointed for holding the meeting or the adjourned meeting.

附註:

- (1) 凡任何有權出席上述通告召開之大會並有權於會上投票之股東，均可委任一名或以上代表出席該大會並於按股數投票表決時代其投票。受委任之代表毋須為本公司股東。
- (2) 隨附大會適用之代表委任表格。倘委任人為機構，則代表委任表格須加蓋該機構有效印鑑或經該機構負責人或獲正式授權之授權人士簽署。
- (3) 如有關股份由聯名登記持有人持有，該等聯名登記持有人當中任何一人，可親自或委派代表，就有關股份於上述大會或其任何續會投票，猶如彼為唯一有權投票者；倘超過一名該等聯名持有人親自或委派代表出席上述大會，則上述人士當中於本公司股東名冊上排名首位人士，方有權就有關股份投票。
- (4) 交回代表委任表格後，股東仍可親身出席大會並於會上投票，於該情況下，有關代表委任表格將被視作已撤回論。
- (5) 代表委任表格連同簽署表格之授權文件（如有），或經公證人簽署證明之該等授權文件副本，最遲須於大會或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，方始有效。