

## 股東週年大會通告

### NOTICE OF ANNUAL GENERAL MEETING

茲通告永利控股有限公司(「本公司」)謹訂於二零零六年一月二十三日上午九時正假座香港九龍尖沙咀海港城馬哥孛羅香港酒店6樓蓮花廳舉行股東週年大會(「股東週年大會」)，藉以處理下列一般事項：

**NOTICE IS HEREBY GIVEN THAT** an Annual General Meeting (“AGM”) of Wing Lee Holdings Limited (the “Company”) will be held at Marco Polo Hong Kong Hotel, Lotus Room, 6th Floor, Harbour City, Tsim Sha Tsui, Kowloon, Hong Kong, on 23 January 2006 at 9:00 a.m. for the following purposes:–

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| <p>1. 作為普通事項，考慮並酌情通過下列決議案為普通決議案：</p> <p>(i) 省覽本公司截至二零零五年九月三十日止年度之經審核財務報表及董事會與核數師之報告；</p> <p>(ii) 宣派末期股息；</p> <p>(iii) 重選本公司執行董事周煥燕女士及黃少華女士(彼等之進一步詳情載於通函(本通告為其一部份))及授權董事會釐定本公司所有董事之酬金；</p> <p>(iv) 委聘核數師及授權董事會釐定其酬金；及</p> <p>(v) 採納本公司之公司細則之完整版本(由大會主席簡簽並標有「A」字樣)；</p> | <p>1. As ordinary business, to consider and if thought fit, pass the following resolutions as ordinary resolutions:–</p> <p>(i) to receive and consider the audited financial statements and the reports of the directors and auditors of the Company for the year ended 30 September 2005;</p> <p>(ii) to declare a final dividend;</p> <p>(iii) to re-elect each of Ms. Chow Woon Yin and Ms. Wong Siu Wah as executive directors of the Company (further details of whom are set out in the circular of which this notice forms part) and authorize the board of directors to fix the remuneration of all directors of the Company;</p> <p>(iv) to appoint auditors and authorize the board of directors to fix their remuneration; and</p> <p>(v) to adopt full set of the Bye-Laws of the Company in the form initialled by the Chairman of the meeting and marked “A”;</p> |
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2. 作為特別事項，考慮並酌情通過下列決議案為普通決議案：
2. As special business, to consider and if thought fit, pass the following resolutions as ordinary resolutions:—
- (i) 「動議：—
- (i) “THAT:—
- (a) 在(c)段之規限下，一般及無條件批准本公司董事於有關期間(定義見下文)行使本公司一切權力，以配發、發行及處理本公司股本中之額外股份，及訂立或授出可能須行使該項權力之售股建議、協議及購股權；
- (a) subject to paragraph (c), the exercise by the board of directors of the Company during the Relevant Period (as hereinafter defined) 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 is hereby generally and unconditionally approved;
- (b) (a)段所述之批准乃授權本公司董事會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等權力之售股建議、協議及購股權；
- (b) the approval in paragraph (a) shall authorize the board of 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;



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- (c) 本公司董事會根據(a)段之批准予以配發或同意有條件或無條件予以配發(不論根據購股權或其他方式而配發者)之股本面值總額，不得超過本決議案獲通過當日之本公司已發行股本面值總額20%，而上述批准亦須受此數額限制，惟就(i)供股(定義見下文)；(ii)根據本公司發行之任何認股權證或可兌換為本公司股份之任何證券之條款行使認購或兌換權；(iii)行使當時為向本公司及／或其任何附屬公司之行政人員、僱員或其他合資格參與者授出或發行股份或可購買本公司股份之權利而採納之購股權計劃或類似安排而授予之任何購股權或(iv)根據本公司之公司細則以配發股份取代全部或部份就本公司股份派付之現金股息之任何以股代息或類似安排而配發之股份除外；及
- (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 board of directors of the Company pursuant to the approval in paragraph (a), otherwise than pursuant to (i) a Rights Issue (as hereinafter defined), (ii) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into shares of the Company, (iii) the exercise of any option under the share option scheme or similar arrangement for the time being adopted for the grant or issue to officers, employees of the Company and/or any of its subsidiaries or other eligible participants of shares or rights to acquire shares in the Company or (iv) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of the cash payment for a dividend on shares of the Company in accordance with the bye-laws 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 this resolution and the said approval shall be limited accordingly; and



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(d) 就本決議案而言：

「有關期間」指由本決議案獲通過當日至下列三者中最早日期止之期間：

- (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百慕達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) 本公司股東於股東大會上以普通決議案撤銷或修訂本決議案。

「供股」指於本公司董事會指定之期間，向於指定記錄日期名列本公司股東名冊之本公司股東按彼等當時之持股比例發售本公司之股份（惟本公司董事會有權就零碎股權，或在顧及香港以外任何地區之法例或當地任何認可管制機構或任何證券交易所之規定而產生之限制或責任後，作出其認為必要或權宜之取消或其他安排）。」

(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;
- (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 of Bermuda to be held; or
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in a general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the board of directors of the Company to shareholders of the Company on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the board of 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).”

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## (ii) 「動議：—

(a) 一般及無條件批准本公司董事會於有關期間行使本公司一切權力，以便根據一切適用法例及聯交所證券上市規則（「上市規則」）之規定並在其規限下於聯交所購回本公司本身之股份；

(b) 本公司於有關期間根據(a)段之批准將予購回之本公司股份面值總額，不得超過本公司於本決議案獲通過當日之已發行股本面值總額10%，而根據本決議案(a)段作出之授權亦須受此數額限制；及

(c) 就本決議案而言：

「有關期間」指由本決議案獲通過當日至下列三者中最早日期止之期間：

(i) 本公司下屆股東週年大會結束；

## (ii) “THAT:—

(a) the exercise by the board of directors of the Company during the Relevant Period of all powers of the Company to purchase its own shares, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange (“Listing Rules”), be and is hereby generally and unconditionally approved;

(b) the aggregate nominal amount of shares of the Company to be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

(c) for the purpose of this resolution:—

“Relevant Period” means the period from the date of the passing of this resolution until whichever is the earlier of:—

(i) the conclusion of the next annual general meeting of the Company;



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| <p>(ii) 任何適用百慕達法例或本公司之公司細則規定本公司須舉行下屆股東週年大會之期限屆滿；或</p> <p>(iii) 本公司股東於股東大會上以普通決議案撤銷或修訂本決議案。」</p>                          | <p>(ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by any other applicable law of Bermuda or the bye-laws of the Company; or</p> <p>(iii) the revocation or variation of this resolution of the Shareholders in general meeting.”</p>   |
| <p>(iii) 「動議待上文決議案2(ii)獲通過後，將本公司根據上文決議案2(ii)授予本公司董事會之授權所購回之本公司股份面值總額，加入本公司董事會根據上文決議案2(i)可予以配發或同意有條件或無條件予以配發之股本面值總額。」</p> | <p>(iii) “<b>THAT</b> conditional upon resolution number 2(ii) 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 board of directors of the Company as mentioned in resolution number 2(ii) 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 board of directors of the Company pursuant to resolution number 2(i) above.”</p> |
| <p>(iv) 「動議批准本公司藉增設200,000,000股每股面值0.5港元之新股份將本公司法定股本由100,000,000港元增至200,000,000港元，而有關係股份將在各方面與本公司現有股本享有同等權益。」</p>        | <p>(iv) “<b>THAT</b> the authorized share capital of the Company be and is hereby approved to be increased from HK\$100,000,000 to HK\$200,000,000 by the creation of 200,000,000 new shares of HK\$0.5 each in the Company and such shares will rank pari passu in all respects with the existing share capital of the Company.”</p>  |



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- (v) 「動議待決議案2(iv)獲通過及聯交所上市委員會批准紅股(定義見本決議案(a)段)上市及買賣後：
- (a) 批准本公司董事之建議，將本公司分派儲備賬不少於93,435,514.50港元之進賬額撥充資本，並謹此授權董事應用該等款額按面值繳足將配發、發行及分派予於於二零零六年一月十八日(「記錄日期」)下午四時三十分營業時間結束時分別名列本公司百慕達總名冊及香港分名冊(統稱「股東名冊」)之股東(惟於記錄日期營業時間結束時名列股東名冊之住址於香港以外地區之股東及董事認為根據上市規則及本公司之公司細則必須或權宜將之排除派發紅股(定義見下文)之股東則除外)之186,871,029股本公司股本中每股面值0.5港元入賬列為繳足之新股份，並授權董事採取彼等認為適合之措施以解決因此而引致之任何困難，基準為彼等每持有一股本公司股本中每股面值0.5港元之現有股份分別獲分派一股紅股(「派送紅股」)：
- (v) **“THAT** conditional upon resolution under 2(iv) being passed and the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Bonus Shares (as defined in paragraph (a) of this resolution):-
- (a) upon the recommendation of the directors of the Company, an amount of not less than HK\$93,435,514.50 standing to the credit of the reserves for distribution of the Company be capitalized and the Directors be and are hereby authorized to apply such amount in paying up in full at par 186,871,029 new shares of HK\$0.5 each in the capital of the Company (“Bonus Shares”) to be allotted, issued and distributed, credited as fully paid, to the members of the Company whose names appear on the principal or branch register of members of the Company in Bermuda or Hong Kong respectively (collectively referred to as the “Register of Members”) as at the close of business at 4:30 p.m. on 18 January 2006 (the “Record Date”), other than those members whose addresses as shown on the Register of Members at the close of business on the Record Date are in places outside Hong Kong and in respect of whom the Directors consider the exclusion from the Bonus Issue (as defined below) to be necessary or expedient in accordance with the Listing Rules and the bye-laws of the Company, and the Directors be authorised to settle, as they consider appropriate, any difficulty arising therefore, on the basis of one Bonus Shares for every one existing share of HK\$0.5 each in the capital of the Company then held by them respectively (“Bonus Issue”);



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- (b) 根據本決議案將予發行之紅股須受本公司組織章程大綱及公司細則所規限，於所有方面與本公司股本中每股面值0.5港元之現有已發行股份享有同等權益，惟彼等將無權享有本決議案所述之派送紅股及截至二零零五年九月三十日止年度之末期股息；及
- (c) 謹此授權董事作出有關配發、發行及分派紅股可能必須及權宜之一切行動及事宜，包括(但不限於)釐定從本公司分派儲備撥充資本之款額及以本決議案(a)段所述之方式作為紅股將予配發、發行及分派之未發行股份數目。」
- (b) the Bonus Shares to be issued pursuant to this resolution shall, subject to the memorandum of association and by-laws of the Company, rank pari passu in all respects with the existing issued shares of HK\$0.5 each in the capital of the Company, except that they will not be eligible for the bonus issue of shares mentioned in this resolution and the final dividend for the year ended 30 September 2005; and
- (c) the Directors be and are hereby authorized to do all acts and things as may be necessary and expedient in connection with the allotment, issue and distribution of the Bonus Shares, including but not limited to determining the amount to be capitalized out of the reserves for distribution of the Company and the number of unissued shares to be allotted, issued and distributed as Bonus Shares in the manner referred to in paragraph (a) of this resolution.”

承董事會命  
公司秘書  
陳國安

By Order of the Board  
**Chan Kwok On**  
Company Secretary

香港，二零零五年十二月十四日

Hong Kong, 14 December 2005



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#### 香港主要營業地點：

香港  
九龍  
觀塘  
成業街27號  
日昇中心  
201及207至208室

#### Principal Place of Business in Hong Kong:

Units 201 and 207-208  
Sunbeam Centre  
27 Shing Yip Street  
Kwun Tong  
Kowloon  
Hong Kong

#### 註冊辦事處：

Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

#### Registered Office:

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

#### 附註：

1. 根據本公司之公司細則，凡有權出席股東週年大會並於會上投票之股東均可委派一位或超過一位代表出席大會，並代其投票。受委代表毋須為本公司股東。
2. 倘為本公司任何股份之聯名登記持有人，則任何一位該等人士均可親身或委派代表在大會就有關股份投票，猶如其為唯一有權投票者；惟倘多於一位聯名持有人親身或委派代表出席大會，則僅在本公司股東名冊上排首位之出席人士方有權就有關股份投票。
3. 代表委任表格連同簽署人之授權書或其他授權文件（如有）或經由公證人簽署證明之該等授權書或授權文件副本，最遲須於股東週年大會舉行時間四十八小時前送達本公司之香港股份登記及過戶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（將由二零零六年一月三日起遷至香港灣仔皇后大道東28號金鐘匯中心26樓），方為有效。股東於填妥及交回代表委任表格後，仍可依願親自出席股東週年大會（或其任何續會）及在會上投票。

#### Notes:

1. Any member entitled to attend and vote at the AGM is entitled to appoint one or more than one proxy to attend and vote in his stead in accordance with the bye-laws of the Company. A proxy need not be a member of the Company.
2. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, 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 shall be present at the meeting personally or by proxy, that one of the holders 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.
3. The form of proxy and the power of attorney or other authority, if any, under which it is signed or a certified copy of such power of attorney or authority must be deposited at the Hong Kong branch share registrar of the Company, Tengis Limited, at Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong (which will be relocated to 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, with effect from 3 January 2006) not less than 48 hours before the time for holding the AGM, and in default the form of proxy shall not be treated as valid. The completion and return of the form of proxy shall not preclude members from attending and voting in person at the AGM (or any adjourned meeting thereof) should they so wish.



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4. 根據本公司之公司細則，下列類別之股東可要求就任何於股東大會上提呈表決之任何決議案以投票方式表決：
4. In accordance with the bye-laws of the Company, the following categories of members may demand that the vote in respect of any resolution to be put to the general meeting should be taken on a poll:—
- (a) 不少於三位有權在會上投票之股東(如股東為公司，則其正式授權代表)，無論是否親身或委任代表出席；或
- (a) at least three members present in person or in the case of a member being a corporation by its duly authorized representative or by proxy for the time being entitled to vote at the meeting; or
- (b) 代表有權在會上投票之全部股東之中不少於十分之一投票權之一位或多位股東(如股東為公司，則其正式授權代表)，彼等可以親身或委任代表出席；或
- (b) any member or members present in person or in the case of a member being a corporation by its duly authorized representative or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or
- (c) 持有大會投票權股份之一位或多位股東(如股東為公司，則其正式授權代表)，該等股份合計之已繳足股本須不少於全部投票權股份之已繳足股本總額之十分之一；該等股東可以親身或委任代表出席；或
- (c) any member or members present in person or in the case of a member being a corporation by its duly authorized representative or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right; or
- (d) 有關大會之主席。
- (d) the chairman of such meeting.

以投票表決之要求須於宣佈舉手投票表決結果之時或之前或任何其他投票表決要求遭撤回時提出。

A poll may be so demanded before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll.

於本通告刊發日期，本公司之董事會包括四位執行董事(即周德雄先生、周煥燕女士、黃少華女士及周彩花女士)及三位獨立非執行董事(即劉宇新博士、葉棣謙先生及林國昌先生)。

*As at the date of this notice, the board of directors of the Company comprises four executive directors, namely Mr. Chow Tak Hung, Ms. Chow Woon Yin, Ms. Wong Siu Wah and Ms. Chau Choi Fa, and three independent non-executive directors, namely Dr. Lau Yue Sun, Mr. Yip Tai Him and Mr. Lam Kwok Cheong.*