

# NOTICE OF ANNUAL GENERAL MEETING

## 股東週年大會通告

**NOTICE IS HEREBY GIVEN** that an annual general meeting of the Company will be held at 12th Floor, Phase I, Austin Tower 22-26A, Austin Avenue, Tsim Sha Tsui, Kowloon, Hong Kong on 15th June 2006 at 3:30 p.m. for the following purposes:

1. To receive and consider the audited consolidated accounts and the reports of the Directors and the Auditors for the year ended 31st December 2005;
2. To declare a final dividend for the year ended 31st December 2005;
3. To re-elect Directors and to fix their remuneration;
4. To re-appoint Auditors and to authorise the Directors to fix their remuneration;
5. As special business, to consider and, if thought fit, pass the following resolution as a Special Resolution of the Company:

“**THAT** the bye-laws (the “Bye-Laws”) of the Company be and are hereby amended in the following manner:

- (a) Bye-law 99
  - (i) by deleting the existing Bye-law 99 which is set out below in its entirety:

“At each annual general meeting one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office by rotation save any Director holding office as Chairman or Managing Director. The Directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became Directors on the same day shall (unless they otherwise agree between themselves) be determined by lot. The retiring Directors shall be eligible for re-election. The Company at any general meeting at which any Directors retire may fill the vacated offices.”; and

茲通告本公司謹訂於二零零六年六月十五日下午三時三十分假座香港九龍尖沙咀柯士甸路22-26A好兆年行一期十二字樓，召開股東週年大會，藉以處理下列事項：

1. 省覽截至二零零五年十二月三十一日止年度之經審核綜合賬目及董事會報告與核數師報告；
2. 宣派截至二零零五年十二月三十一日止年度之末期股息；
3. 重選董事並釐定其酬金；
4. 重聘核數師並授權董事會釐定其酬金；
5. 作為特別事項，考慮及酌情通過下列決議案為本公司之特別決議案：

「動議修訂本公司之公司組織章程細則（「細則」）如下：

- (a) 細則第99條
  - (i) 刪除現有細則第99條（見下文）之全文：

「於每屆股東週年大會上，當時在任之三分一董事（或倘董事人數並非三或三之倍數，則為最接近三分一之人數）須輪值退任，惟擔任主席或董事總經理之董事毋須受此規限。每年須退任之董事，應為自彼等上次獲選起計任期最長者，倘不同人士於同日成為董事，則以抽籤決定何者退任（除非彼等私下另有協定）。退任董事符合資格膺選連任。本公司可於每次有董事退任之股東大會上填補有關之董事空缺。」；及

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(ii) by replacing it with the following:

“Notwithstanding any other provisions in these Bye-Laws and subject to the manner of retirement by rotation of directors as from time to time prescribed under the Listing rules, at each annual general meeting one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest but not less than one-third, shall retire from office by rotation such that each Directors to retire (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years at the annual general meeting, provided always that any Director appointed pursuant to Bye-laws 102 (A) and (B) shall not be taken into account in determining the Directors who are to retire by rotation at such meeting. The retiring Directors shall be eligible for re-election. The Directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became Directors on the same day shall (unless they otherwise agree between themselves) be determined by lot. The Company at any general meeting at which any Directors retire may fill the vacated offices.”;

(b) Bye-law 102(A)

(i) by deleting the existing Bye-law 102(A) which is set out below in its entirety:

“The Company may from time to time in general meeting by Ordinary Resolution elect any person to be a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election at the meeting

(ii) 並以下文取代：

「不論細則有任何其他條文規定，並在上市規則不時訂明之規定董事輪值退任之方式所限制下，於每屆股東週年大會上，當時在任之三分一董事（或倘董事人數並非三或三之倍數，則為最接近但不少於三分一之人數）須輪值退任，致使每名退任董事（包括有特定任期者）須最少每三年於股東週年大會上輪值退任一次，惟根據細則第102(A)及(B)條獲委任之董事將不計算在釐定於該大會上須輪值退任之董事內。退任董事符合資格膺選連任。每年退任之董事應為自彼等上次獲選起計任期最長者，倘不同人士於同日成為董事，則以抽籤決定何者退任（除非彼等私下另有協定）。本公司可於每次有董事退任之股東大會上填補有關之董事空缺。」；

(b) 細則第102(A)條

(i) 刪除現有細則第102(A)條（見下文）全文：

「本公司可不時於股東大會上以普通決議案方式選舉任何人士為董事，以填補臨時空缺或增添董事會成員。據此獲委任之董事僅留任至本公司下屆股東週年大會為止，屆時彼等將合資格於該大會上膺選連任，惟

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but shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at such meeting.”; and

- (ii) by replacing it with the following:

“The Company may from time to time in general meeting by Ordinary Resolution elect any person to be a Director either to fill a casual vacancy or as an addition to the Board.”;

- (c) Bye-law 102(B)

- (i) by deleting the existing Bye-law 102(B) which is set out below in its entirety:

“The Board shall have power from time to time and at any time to time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board but so that the number of Directors so appointed shall not exceed the maximum number determined from time to time by the shareholders in general meeting. Any Director so appointed shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election at the meeting but shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at such meeting.”; and

- (ii) by replacing it with the following:

“Without prejudice to the power of the Company in general meeting in accordance with any of the provision of the Bye-Law to appoint any person to be a Director, the Board shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board but so that

在釐定須於該大會上輪值退任之董事或董事人數時彼等將不會被計算在內。」；及

- (ii) 並以下文取代：

「本公司可不時於股東大會上以普通決議案方式選舉任何人士為董事，以填補臨時空缺或增添董事會成員。」；

- (c) 細則第102(B)條

- (i) 刪除現有細則第102(B)條(見下文)全文：

「董事會有權不時及隨時委任任何人士出任董事，以填補臨時空缺或增添董事會成員，惟據此委任之董事人數不得超過股東於股東大會上不時釐定之人數上限。據此獲委任之董事僅留任至本公司下屆股東週年大會為止，屆時彼等將合資格於該大會上膺選連任，惟在釐定須於該大會上輪值退任之董事或董事人數時彼等將不會被計算在內。」；及

- (ii) 並以下文取代：

「在不妨礙本公司根據細則任何條文於股東大會上委任任何人士為董事之權力下，董事會有權不時及隨時委任任何人士為董事，以填補臨時空缺或作為增添董事會成員，惟據此委任之董事人數不得超過股東於股東大會上不時釐定之人數上

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the number of Directors so appointed shall not exceed the maximum number determined from time to time by the shareholders in general meeting. Any Director so appointed shall hold office only until the next following general meeting of the Company (in the case of filling a casual vacancy) or until the next following annual general meeting of the Company (in the case of an addition to their number) and shall then be eligible for re-election at the meeting but shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at such meeting.”

限。據此獲委任之董事僅留任至本公司下屆股東大會(如屬填補臨時空缺)或本公司下屆股東週年大會(如屬增添董事人數),屆時彼等將合資格於大會上膺選連任,惟在釐定須於該大會上輪值退任之董事或董事人數時彼等將不會被計算在內。」

6. As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution of the Company:

“**THAT**

- (i) subject to paragraph (iii), the exercise by the Directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares in the share 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;
- (ii) the approval in paragraph (i) 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;
- (iii) 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 (i), otherwise than pursuant to (a) a Rights Issue (as defined below) or (b) the exercise of any option under the Share Option Scheme, shall not exceed 20% of the aggregate nominal amount of the share capital of

6. 作為特別事項,考慮及酌情通過下列決議案(不論修訂與否)為本公司之普通決議案:

「**動議:**

- (i) 在下述第(iii)段之規限下,一般性及無條件批准本公司董事會在有關期間(定義見下文)內行使本公司一切權力,以配發、發行及處理本公司股本中之新增股份,並作出或授予可能需要行使該等權力之建議、協議及購股權;
- (ii) 以上第(i)段之批准將授權本公司董事會在有關期間內作出或授予可能需要於有關期間結束後行使該等權力之建議、協議及購股權;
- (iii) 本公司董事會依據以上第(i)段之批准而配發或同意有條件或無條件配發(不論是否依據購股權或其他原因而配發)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之20%,而上述之批准亦須受此限制;惟根據(a)配售新股(定

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the Company in issue at the date of passing this Resolution and the said approval shall be limited accordingly; and

(iv) for the purposes of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (a) the conclusion of the next Annual General Meeting of the Company; or
- (b) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting; or
- (c) 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 other applicable laws of Bermuda to be held.

“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 of members of the Company 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 of the requirements of any recognised regulatory body or any stock exchange in, or in any territory outside Hong Kong).”

義見下文)或(b)行使本公司購股權計劃所授予之任何購股權而發行之股份則除外；及

(iv) 就本決議案而言：

「有關期間」乃指由本決議案通過之日起至下列最早日期止：

- (a) 本公司下屆股東週年大會結束之日；或
- (b) 本決議案所述之授權經由本公司股東在股東大會上通過普通決議案予以撤銷或修訂之日；或
- (c) 根據本公司細則或任何其他適用之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之日。

「配售新股」乃指本公司董事會於指定期間內，向於指定記錄日期名列本公司股東名冊之股份持有人，按彼等當時之持股比例提呈配發股份之建議，（惟本公司董事會有權就零碎股權或就本港或本港以外任何地區之法律或任何認可監管機構或證券交易所規定之任何限制或責任，作出必須或權宜之豁免或其他安排）。」

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7. As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution of the Company:

**“THAT**

- (i) subject to paragraph (iii) below, the exercise by the Directors of the Company during the Relevant Period (as defined below) of all powers of the Company to repurchase its own shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the shares 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 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;
- (ii) the aggregate nominal amount of shares of the Company which may be repurchased by the Company pursuant to the approval in paragraph (i) above shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this Resolution and the said approval shall be limited accordingly; and
- (iii) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (a) the conclusion of the next Annual General Meeting of the Company; or
- (b) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting; or

7. 作為特別事項，考慮及酌情通過下列決議案（不論修訂與否）為本公司之普通決議案：

**「動議：**

- (i) 在下文第(iii)段之規限下，一般性及無條件批准本公司董事會於有關期間（定義見下文）內行使本公司一切權力，在香港聯合交易所有限公司（「聯交所」），或本公司股份可能上市而香港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購回本公司股份，惟此項權力必須根據在此方面之所有適用法律及聯交所證券上市規則或其他證券交易所規則（經不時修訂）行使；
- (ii) 本公司根據上文第(i)段之批准所購回之本公司股份面值總額，不得超過本公司於本決議案通過之日已發行股本面值總額之10%，而上述批准亦須受此限制；及
- (iii) 就本決議案而言：

「有關期間」乃指由本決議案通過之日起至下列最早日期止：

- (a) 本公司下屆股東週年大會結束之日；或
- (b) 本決議案所述之授權經由本公司股東在股東大會上通過普通決議案予以撤銷或修訂之日；或

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(c) 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 other applicable laws of Bermuda to be held.”

8. As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution of the Company:

“**THAT** subject to the passing of Resolutions contained in Items No. 6 and No. 7 set out in the notice convening this meeting, the general mandate granted to the Directors to allot, issue and deal with additional shares pursuant to Resolution contained in Item No. 6 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 contained in item No. 7 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 at the date of passing the said Resolution.”

By Order of the Board  
**HUNG Yuk Kam, Daisy**  
*Company Secretary*

Hong Kong, 19th April 2006

(c) 根據本公司細則或任何其他適用之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之日。」

8. 作為特別事項，考慮及酌情通過下列決議案（不論修訂與否）為本公司之普通決議案：

「動議在召開本大會之通告所載第6及第7項決議案獲得通過之情況下，批准將董事會根據該通告所載第6項決議案所獲可配發、發行及處理本公司之額外股份之一般授權擴大，使根據該項一般授權可配發、發行及處理之本公司股份面值總額增加，而加幅等於董事會根據該通告所載第7項決議案所購回本公司股本中之股份面值總額，條件為所購回之股份面值總額不得超過本公司於本決議案通過之日已發行股本面值總額之10%。」

承董事會命  
公司秘書  
孔玉琴

香港，二零零六年四月十九日

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### Notes:

1. The Register of Members of the Company will be closed from Tuesday, 13th June 2006 to Thursday, 15th June 2006 (both days inclusive). During this period, no transfer of shares of the Company will be registered. In order to qualify for the proposed final dividend and voting at the meeting, all transfers of shares of the Company accompanied by the relevant share certificates must be lodged for registration with the Company's Branch Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 46th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:00 p.m. on 12th June 2006.
2. Any member of the Company entitled to attend and vote at the meeting (or at any adjournment thereof) 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.
3. To be valid, the form of proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority must be lodged with the Company's Branch Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 46th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
4. Concerning Resolution contained in Item No. 6 above, approval is being sought from members as a general mandate in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, in order to ensure flexibility and discretion to the Directors in the event that it becomes desirable to issue any shares of the Company up to 20 per cent. of the issued share capital.
5. In relation to Resolution contained in Item No. 7 above, the Directors wish to state that they will exercise the powers conferred thereby to purchase shares of the Company in circumstances which they deem appropriate for the benefit of the shareholders. An explanatory statement containing the information necessary to enable the shareholders to make an informed decision to vote on this Resolution as required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited will be set out in a separate document to be sent to the shareholders with the annual report for the year ended 31st December 2005.

### 附註：

- 一、本公司將由二零零六年六月十三日(星期二)至二零零六年六月十五日(星期四)(首尾兩天包括在內)期間暫停辦理本公司股份過戶登記手續。期間將不會進行任何股份之過戶登記。如欲獲派建議末期股息及享有上述大會之投票權，所有本公司股份的過戶文件連同有關股票，必須於二零零六年六月十二日下午四時前送達本公司在香港之股份過戶登記分處，香港中央證券登記有限公司(地址為香港皇后大道東183號合和中心46樓)辦理過戶登記手續。
- 二、凡有權出席上述大會(或其任何續會)並於會上投票之本公司股東，均可委派一位或以上代表出席，並代表其投票。委任代表毋須為本公司之股東。
- 三、代表委任表格連同委任人簽署之授權書或其他授權文件(如有)，或經由公證人證明之授權書或授權文件副本，最遲須於大會或其任何續會指定召開時間四十八小時前，送達本公司在香港之股份過戶登記分處，香港中央證券登記有限公司(地址為香港皇后大道東183號合和中心46樓)，方為有效。
- 四、為符合香港聯合交易所有限公司證券上市規則之規定，本公司尋求股東批准上文所載第6項決議案之一般授權，以確保於適宜發行本公司任何股份(最多為已發行股本百份之二十)時董事會可酌情靈活行事。
- 五、就上文所載第7項決議案而言，董事會謹此聲明，彼等僅會認為情況有利股東時方會行使該項決議案所賦予之權力購回本公司股份。按照香港聯合交易所有限公司證券上市規則之規定，本公司須編製一份說明函件提供所需資料，以便股東可就表決該決議案作出知情決定。該說明函件將隨同截至二零零五年十二月三十一日止年度年報一併寄予本公司各股東。