

Notice of Annual General Meeting

股東週年大會通告

NOTICE IS HEREBY GIVEN THAT an Annual General Meeting of Shareholders of Karl Thomson Holdings Limited (the “Company”) will be held at Unit 701, Tower One, Lippo Centre, 89 Queensway, Hong Kong on 1 June 2006, Thursday, at 11:00 a.m. for the following purposes:

1. To receive and consider the audited Financial Statements and the Reports of the Directors and the Auditors for the year ended 31 December 2005.
2. To re-elect the retiring Directors of the Company and to fix the remuneration of Directors.
3. To re-appoint Messrs. Deloitte Touche Tohmatsu as auditors of the Company and authorize the Directors to fix their remuneration.
4. To consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

- A. (i) subject to paragraph A(iii) and pursuant to the Listing Rules, the exercise by the 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 by and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph A(i) shall authorize 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 expiry of the Relevant Period;

茲通告高信集團有限公司(「本公司」)謹訂於二零零六年六月一日星期四上午十一時正假座香港金鐘道89號力寶中心第一座701室舉行股東週年大會，以處理下列事項：

- 一. 省覽及考慮截至二零零五年十二月三十一日止年度之經審核財務報表及董事會與核數師報告。
- 二. 重選本公司之退任董事及釐定董事酬金。
- 三. 續聘德勤•關黃陳方會計師行為本公司核數師及授權董事釐定其酬金。
- 四. 考慮並酌情通過下列事項為普通決議案(不論有否修訂)：

普通決議案

- 甲. (i) 在第甲(iii)段之規限下及根據上市規則，特此一般性及無條件地批准本公司董事於有關期間(按下文所界定)行使本公司全部權力以配發、發行及處理本公司股本中之額外股份，並訂立或授出可能須行使此權力之售股建議、協議或認股權；
- (ii) 第甲(i)段所載之批准應授權本公司董事於有關期間內訂立或授出可能須在有關期間屆滿後行使權力之售股建議、協議或認股權；

(iii) the aggregate nominal value of share capital allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to the approval in paragraph A(i) , otherwise than pursuant to a Rights Issue (as hereinafter defined) or any option scheme or similar arrangement for the time being adopted for the grant or issue to employees of the Company and/or any of its subsidiaries of shares or right to acquire shares in the Company shall not exceed 20% of the aggregate of the total nominal value 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

(iv) for the purposes of this Resolution:

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

1. the conclusion of the next annual general meeting of the Company; or
2. 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 the Companies Act or any applicable law to be held; or
3. the passing of an Ordinary Resolution by the shareholders of the Company in general meeting revoking, varying or revising the authority given to the Directors of the Company by this Resolution; and

(iii) 除依據配售新股(按下文所界定)或目前採納之任何優先認股計劃或類似安排,向本公司及/或其任何附屬公司之僱員授予或發行股份或購買本公司股份之權利外,本公司董事根據第甲(i)段之批准配發或有條件或無條件地同意配發之股本總面額,不得超過本公司於本決議案獲通過之日已發行股本總面額20%,而根據所述批准所授權力亦須受此數額限制;及

(iv) 就本決議案而言:

「有關期間」指由通過本決議案之時至下列三項中之較早日期止之期間:

1. 本公司下屆股東週年大會結束之時;或
2. 本公司之公司細則或公司法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時;或
3. 本公司股東在股東大會上通過普通決議案撤銷、更改或修訂本決議案所授予本公司董事之權力;及

“Rights Issue” means an offer of shares in the capital of the Company or an offer or issue of options or, warrants or other securities granting the rights to subscribe for shares, open for a period fixed by the Directors of the Company to holders of shares on the register of shareholders of the Company on a fixed record date in proportion to their then holdings of shares, subject to all cases 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.

- B. (i) subject to paragraph B(ii) and all applicable laws and/or the requirement of the Listing Rules or of any other stock exchange as amended from time to time, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase the shares of the Company on the Stock Exchange or on any other stock exchange on which the shares of the Company may be listed and recognized by the SFC and the Stock Exchange for this purpose, is hereby generally and unconditionally approved;
- (ii) the aggregate nominal amount of shares in the Company pursuant to the approval granted in paragraph B(i) during the Relevant Period shall not exceed 10% of the aggregate of nominal value of the share capital of the Company in issue as at the date of the passing of this Resolution and the said approval be limited accordingly; and

「配售新股」乃指本公司董事於指定期間向於指定記錄日期名列本公司股東名冊之股份持有人，按其當時持有股份之比例，發售本公司股本中之股份，或發售或發行附帶權利可認購股份之認股權或認股權證或其他證券，惟本公司董事有權在必須或權宜之情況下，就零碎股權或經考慮任何香港以外地區之任何法律限制或責任或任何認可監管機構或任何證券交易所之規定而取消在此方面之權利或另作安排。

- 乙. (i) 在第乙(ii)段之規限下及根據所有適用法例及／或上市規則或任何其他證券交易所之規定（以不時之修訂本為準），特此一般性及無條件地批准本公司董事於有關期間（按下文所界定）行使本公司所有權力，於聯交所或本公司股份可能於其上市並獲證監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；
- (ii) 根據第乙(i)段之批准，本公司將予購回或有條件或無條件地同意購回之股份總面額，不得超過本公司於本決議案獲通過之日已發行股本總面額10%，而上述批准亦須受此數額限制；及

(iii) for the purposes of this Resolution:

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

1. the conclusion of the next annual general meeting of the Company; or
2. 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 the Companies Act or any applicable law to be held; or
3. the passing of an Ordinary Resolution by the shareholders of the Company in general meeting revoking, varying or revising the authority given to the Directors of the Company by this Resolution; and

C. conditional upon Resolutions Nos. 4A and 4B above being passed, the aggregate nominal value of the number of shares in the capital of the Company which are repurchased by the Company under the authority granted to the Directors as mentioned in Resolution No. 4B above shall be added to the aggregate nominal amount of share the capital that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to Resolution No. 4A above.

(iii) 就本決議案而言：

「有關期間」指由通過本決議案之時至下列三項中之較早日期止之期間：

1. 本公司下屆股東週年大會結束之時；或
2. 本公司之公司細則或公司法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時；或
3. 本公司股東在股東大會上通過普通決議案撤銷、更改或修訂本決議案所授予本公司董事之權力；及

丙. 待上述第四甲項及第四乙項決議案獲通過後，本公司將依據上述第四乙項決議案所述授予董事之授權而購回本公司股本中股份數目之總面額，加入本公司董事依據上述第四甲項決議案可配發或有條件或無條件同意配發股本之總面額上。

5. To consider and, if thought fit, pass with or without amendments, the following resolution as special resolution:

SPECIAL RESOLUTION

“**THAT** the existing Bye-Laws of the Company be and are hereby amended in the following manner:

- (a) by replacing the word “Special” with the word “Ordinary” in the existing Bye-law 97(A) (vi);
- (b) by deleting the existing Bye-Law 102(A) in its entirety and substituting the same with the following new Bye-Law 102(A):

“102(A) 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 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 the Board) 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.”;

- (c) by deleting the existing Bye-Law 102(B) in its entirety and substituting the same with the following new Bye-Law 102(B):

“102(B) The Board shall have 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 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 the Board) 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.”;

- 五. 考慮並酌情通過下列事項為特別決議案(不論有否修訂)：

特別決議案

「**動議**按以下方式修訂本公司的公司細則：

- (a) 以「普通」一詞取代公司細則97(A)(vi)條「特別」一詞；
- (b) 將以下新公司細則第102(A)條全部刪去並以相同取代現有公司細則第102(A)條：

「102(A)本公司可不時於股東大會上以普通決議案推選任何人士為董事，以填補臨時空缺或增加董事會成員。所委任的任何董事的任期僅至本公司下屆股東大會(如為填補空缺)或至本公司下屆股東週年大會(如為增加董事會成員)為止，且屆時應符合資格於大會重選連任，惟於釐定董事或將於會上輪席告退的董事人數時不得計算在內。」；

- (c) 將以下新公司細則第102(B)條全部刪去並以相同取代現有公司細則第102(B)條：

「102(B)董事會有權不時及隨時委任任何人士為董事，以填補臨時空缺或增加董事會成員，惟所委任的董事人數不得高於股東於股東大會上不時釐定的最高人數。所委任的任何董事的任期僅至本公司下屆股東大會(如為填補空缺)或至本公司下屆股東週年大會(如為增加董事會成員)為止，且屆時應符合資格於大會重選連任，惟於釐定董事或將於會上輪席告退的董事人數時不得計算在內。」；

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- (d) by replacing the word “Special” with “Ordinary” and the words “the next following annual general meeting of the Company” with “the next following general meeting of the Company” in the existing Bye-law 104; and
- (e) by replacing the word “Special” with “Ordinary” immediately after the words “Power to remove Director by” in the margin notes to Bye-Law 104.”

By Order of the Board
LUI CHOI YIU ANGELA
Company Secretary

Hong Kong, 25 April 2006

Notes:

- (1) Any member entitled to attend and vote at the Annual General Meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares of the Company may appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a member of the Company.
- (2) A form of proxy for use at the meeting is enclosed herewith.
- (3) The form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be under its seal or the hand of an officer, attorney or other person duly authorised.
- (4) The form of proxy and the power of attorney or other authority, if any, under which it is signed or a notorially certified copy thereof must be lodged at the Company's branch share registrar in Hong Kong, Standard Registrars Limited, at 26 Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong, not later than 48 hours before the time appointed for holding the Annual General Meeting or any adjourned meeting (as the case may be) and in default the proxy shall not be treated as valid. Completion and return of the form of proxy shall not preclude members from attending and voting in person at the Annual General Meeting or at any adjourned meeting (as the case may be) should they so wish.

- (d) 以「普通」及「本公司下屆股東大會」等字眼，取代現有公司細則第104條中「特別」及「本公司下屆股東週年大會」等字眼；及
- (e) 以「普通」一詞取代公司細則第104條註釋「罷免董事的權力」等字眼後「特別」一詞。」

承董事會命
雷彩姚
公司秘書

香港，二零零六年四月二十五日

附註：

- (一) 凡有權出席股東週年大會及於會上投票之股東，均有權委派另一名人士作為其代表，代其出席及投票。持有兩股或以上本公司股份之股東，可委任一名或以上受委代表，代其出席及投票。受委代表毋須為本公司股東。
- (二) 隨附大會適用之代表委任表格。
- (三) 代表委任表格必須由閣下或閣下以書面正式授權之受權人簽署，或就公司而言，則必須蓋上公司印鑑或高級職員、受權人或其他獲正式授權之人士簽署。
- (四) 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，最遲須於股東週年大會或任何續會(視情況而定)指定舉行時間前四十八小時送交本公司於香港之股份過戶登記分處標準証券登記有限公司，地址為香港皇后大道東28號金鐘匯中心26樓，而倘未有按指示交回代表委任表格，該受委代表將被視為無效。填妥及交回代表委任表格後，股東仍可親身出席股東週年大會或任何續會(視情況而定)，並於會上投票。

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- (5) Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either in personal or by proxy, in respect of such share as if he/she was solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, the vote of that one of the said persons so present whose name stands first on the register of members in respect of such share shall be accepted to the exclusion of the votes of the other joint holders.
- (6) The Register of Members will be closed from Thursday, 25 May 2006 to Thursday, 1 June 2006, both days inclusive, during which period no transfer of shares will be effected.

As at the date of this notice, the Executive Directors are Messrs. Lam Kwok Hing and Nam Kwok Lun, and the Independent Non-Executive Directors are Messrs. Chen Wei-ming, Eric, Kwan Wang Wai, Alan and Ng Chi Kin, David.

- (五) 如屬任何股份之聯名持有人，則任何一位該等持有人均可親身或委派代表於大會上以該等股份投票，猶如彼為唯一有權投票者，惟倘超過一位聯名持有人親身或委派代表出席大會，則只接納上述出席大會並就有關股份於股東名冊內排名於首之股東之投票，而其他聯名持有人之投票將不被計算。
- (六) 本公司將由二零零六年五月二十五日(星期四)至二零零六年六月一日(星期四)(包括首尾兩天)暫停辦理股票過戶登記手續。期間內將不會進行任何股份過戶。

於本通告日期，本公司董事會包括執行董事藍國慶先生和藍國倫先生，及獨立非執行董事陳偉明先生，關宏偉先生及伍志堅先生。