

Notice of Annual General Meeting 股東週年大會通告

NOTICE IS HEREBY GIVEN that the annual general meeting of the abovenamed company (the "Company") will be held at Salon II, 1st Floor, The Harbour Plaza, 20 Tak Fung Street, Hung Hom, Kowloon, Hong Kong on 29 May 2006 at 12:00 noon for the following purposes:

1. To receive and consider the audited financial statements and the reports of the directors and auditors for the year ended 31 December 2005.
2. To elect directors and to authorise the board of directors to fix their remuneration.
3. To appoint auditors and to authorise the board of directors to fix their remuneration.
4. As special business, to consider and, if thought fit, pass the following resolution as an ordinary resolution:

ORDINARY RESOLUTION

"THAT:

- (a) subject to paragraph (c), the exercise by the directors of the Company during the Relevant Period 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) the approval in paragraph (a) 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;

茲通告上述公司(「本公司」)謹訂於二零零六年五月二十九日中午十二時，假座香港九龍紅磡德豐街20號海逸酒店一樓宴會廳二號舉行股東週年大會，討論下列事務：

1. 省覽並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。
2. 選舉董事並授權董事會釐定彼等酬金。
3. 委聘核數師並授權董事會釐定彼等酬金。
4. 作為特別事項，以普通決議案方式考慮並酌情通過以下決議案：

普通決議案

[動議：

- (a) 在第(c)段規限下，一般及無條件批准本公司董事於有關期間內行使本公司一切權力，以配發、發行並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該權力之建議、協議及購股權；
- (b) 第(a)段之批准須授權本公司董事於有關期間內作出或授出可能需要於有關期間結束後行使該權力之建議、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), otherwise than pursuant to a Rights Issue or scrip dividend scheme or similar arrangement of the Company or the exercise of the subscription rights under the share option scheme of the Company shall not exceed 20 per cent. 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
- (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 law to be held; and
 - (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and
- (c) 本公司董事根據第(a)段之批准，除根據供股或本公司之以股代息計劃或類似安排或行使本公司之購股權計劃項下之認購權以外，配發或有條件或無條件同意配發(不論是否根據購股權而配發)之股本數面值，不得超過本決議案通過日期之本公司已發行股本數面值之20%，而上述批准亦須受此限制；及
- (d) 就本決議案而言：
- 「有關期間」指本決議案通過當日至下列較早發生者之期間：
- (i) 本公司下屆股東週年大會結束時；
 - (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時；及
 - (iii) 本公司股東在股東大會上通過普通決議案撤銷或修訂本決議案。

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"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 exclusion 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 recognised regulatory body or any stock exchange in any territory outside Hong Kong)."

By Order of the Board
Jennifer Cheung Mei Ha
 Company Secretary

「供股」指於本公司董事所指定之期間內，向於特定記錄日期名列本公司股東名冊之股份持有人，按其當時持股比例提出發售股份之建議（惟本公司董事有權在必要或權宜時就零碎股權，或遵照香港以外之任何地區之法例或任何認可監管機構或任何證券交易所之規定之任何限制或責任，而作出例外情況或其他安排）

承董事會命
 公司秘書
 張美霞

Hong Kong, 2 May 2006

香港，二零零六年五月二日

Principal Office:

Unit 7, 3rd Floor
 Harbour Centre, Tower 1
 1 Hok Cheung Street
 Hung Hom
 Kowloon
 Hong Kong

總辦事處：

香港
 九龍
 紅磡
 鶴翔街1號
 維港中心第一座
 三樓7號室

Notes:

- (1) A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint proxies to attend and, in the event of a poll, vote in his stead. A proxy need not be a member of the Company.
- (2) In order to be valid, the form of proxy must be deposited at the Company's principal office in Hong Kong together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, not less than 48 hours before the time for holding the meeting or adjourned meeting.

附註：

- (1) 有權出席上述大會並投票之股東可委任代表出席大會，並於按股數表決時代其投票，受委任代表毋須為本公司股東。
- (2) 本代表委任表格連同已簽署之授權書或其他授權文件（如有）或經由公證人簽署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舉行時間前四十八小時送抵本公司之香港總辦事處，方為有效。