

## NOTICE OF ANNUAL GENERAL MEETING 股東週年大會通告

**Notice is hereby given** that the Annual General Meeting of the Company will be held at Holiday Inn Golden Mile Hong Kong, 50 Nathan Road, Kowloon, Hong Kong on Friday, 28 July 2006 at 10:30 a.m. for the following purposes:

1. to consider and adopt the audited accounts for the year ended 28 February 2006 and the reports of the directors and of the auditors;
2. to declare a final dividend for the year ended 28 February 2006;
3. (A) to re-elect the retiring director, Mr Ng Man Kit, Lawrence as a director;  
  
(B) to re-elect the retiring director, Mr Lee Kin Sang as a director;  
  
(C) to re-elect the retiring director, Mr Ng Chun Chuen, David as a director;  
  
(D) to authorise the board of directors to fix the directors' remuneration;
4. to re-appoint auditors and to authorise the board of directors to fix their remuneration; and
5. to consider as special business and, if thought fit, pass with or without amendments, the following resolutions as Ordinary Resolutions:

### ORDINARY RESOLUTIONS

(A) "THAT:

- (a) subject to sub-paragraph (c) hereof, the exercise by the directors during the Relevant Period (as defined in sub-paragraph (d) hereof) of all powers of the Company to allot, issue and deal with the shares of the Company ("Shares") and to make or grant offers, agreements and options which would or might require Shares to be allotted be and is hereby generally and unconditionally approved;

**茲通告**本公司將於二零零六年七月二十八日(星期五)上午十時三十分假座位於香港九龍彌敦道50號香港金域假日酒店舉行之股東週年大會,以處理下列事項:

1. 省覽及採納截至二零零六年二月二十八日止年度之經審核財務報表及董事會與核數師報告;
2. 宣布派發截至二零零六年二月二十八日止年度之末期股息;
3. (A) 重選退任董事—吳民傑先生為董事;  
  
(B) 重選退任董事—李建生先生為董事;  
  
(C) 重選退任董事—吳振泉先生為董事;  
  
(D) 授權董事會釐定董事之酬金;
4. 續聘核數師及授權董事會釐定其酬金;及
5. 作為特別事項,考慮及酌情通過下列決議案為普通決議案:

### 普通決議案

(A) 「動議:

- (a) 在下文(c)分段之規限下,全面及無條件批准董事會於有關期間(定義見下文(d)分段)內行使本公司之一切權力,以配發、發行及處理本公司之股份(「股份」),及作出或授出任何會或可能需配發股份之建議、協議及認股權;

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- (b) the approval mentioned in sub-paragraph (a) hereof shall authorise the directors during the Relevant Period to make or grant offers, agreements and options which would or might require Shares to be allotted after the end of the Relevant Period;
- (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 pursuant to the approval mentioned in sub-paragraph (a) hereof, otherwise than pursuant to Shares issued as a result of a Rights Issue (as hereinafter defined) or pursuant to the exercise of options under the Share Option Scheme adopted by the Company on 29 December 2004 or similar arrangement or any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of the dividend on Shares in accordance with the Articles of Association of the Company, shall not exceed 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue as the date of passing of 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:
- (aa) the conclusion of the next Annual General Meeting of the Company;
- (b) 上文(a)分段之批准將授權董事會於有關期間內作出或授出會或可能需於有關期間屆滿後配發股份之建議、協議及認股權；
- (c) 本公司董事會依據(a)分段所載之批准而配發或同意有條件或無條件配發（不論是否根據認股權或其他方式而配發）之股本面值總額（但不包括根據供股（定義見下文）或根據行使本公司於二零零四年十二月二十九日採納之認股權計劃下之認股權或類似安排，或任何根據本公司之組織章程細則進行以股代息計劃或類似安排以配發股份代替全部或部份股息而配發之股本除外），不得超過本公司於通過本決議案當日已發行股本面值總額之20%，而上文之批准亦應以此為限；及
- (d) 就本決議案而言：
- 「有關期間」指由本決議案通過之日至下列三者之最早日期止之期間：
- (aa) 本公司下屆股東週年大會結束之日；

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(bb) the expiration of the period within which the next Annual General Meeting of the Company is required by the Articles of Association of the Company or any applicable laws of the Cayman Islands to be held; and

(cc) the passing of an ordinary resolution of the shareholders of the Company in general meeting revoking or varying the authority given under this mandate.

“Rights Issue” means an offer of Shares open for a period fixed by the directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or legal or practical problems under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory).”

(B) “THAT:

(a) subject to sub-paragraph (b) hereof, the exercise by the directors of the Company during the Relevant Period (as defined in sub-paragraph (A)(d) above) of all the powers of the Company to purchase Shares 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 and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or requirements of the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”) or of any other stock exchange on which the securities of the Company may be listed as amended from time to time, be and is hereby generally and unconditionally approved; and

(bb) 本公司之組織章程細則或開曼群島之適用法律規定本公司須召開下屆股東週年大會之期限屆滿之日；及

(cc) 本公司股東於股東大會上通過普通決議案撤銷或修訂本授權。

「供股」指於董事會指定之期間向於指定記錄日期名列股東名冊之股份持有人按其當時持股比例發售股份之建議（惟董事會有權就零碎股份或因任何地區之法律或任何認可管制機構或證券交易所之規定產生之任何法律或執行問題而必須或權宜取消若干股東此方面之權利或作出其安排）。

(B) 「動議：

(a) 在下文(b)分段之規限下，全面及無條件批准本公司董事會於有關期間（定義見上文(A)(d)分段）內行使本公司之一切權力，以在香港聯合交易所有限公司（「聯交所」）或在本公司證券可上市及為此獲證券及期貨事務監察委員會及聯交所認可之任何其他證券交易所購回股份，惟須遵守所有適用法律及／或《香港聯合交易所有限公司證券上市規則》（「《上市規則》」）或本公司證券可上市（不時予以修訂）之任何其他證券交易所之規定；及

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(b) the aggregate nominal amount of Shares to be purchased by the Company pursuant to the approval mentioned in sub-paragraph (a) hereof shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this Resolution and the said approval shall be limited accordingly.”

(C) “THAT:

conditional under Resolutions under sub-paragraphs (A) and (B) above being passed, the general unconditional mandate as mentioned in sub-paragraph (A) above shall be extended by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted or agreed to be allotted by the directors pursuant to such general unconditional mandate of any amount representing the aggregate nominal amount of the share capital repurchased by the Company pursuant to the general unconditional mandate referred to in sub-paragraph (B) above, provided that such extended amount shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this Resolution.”

(b) 本公司依據上文(a)分段之批准而購回之股份之面值總額，不得超過於本決議案通過日期本公司已發行股本面值總額之10%，而上文之批准亦應以此為限。」

(C) 「動議：

待上文(A)及(B)分段所載之決議案獲得通過，上文(A)分段所載之一般無條件授權應予擴大，將本公司依據在上文(B)分段所指之一般無條件授權購回之股本面值總額所代表之數，計入由董事會依據該一般無條件授權配發或同意配發之股本面值總額，惟所擴大之數額不得超過本公司在本決議案獲通過日期已發行股本面值總額之10%。」

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6. to consider as special business and, if thought fit, pass with or without amendments, the following resolution as Special Resolution:

### SPECIAL RESOLUTION

**“THAT** the Articles of Association of the Company be and are hereby amended in the following manner:-

(a) Article 2

- (i) by adding the following new definition immediately after the definition of “the Companies Ordinance”:

<b>“the Company’s Website</b>	“the Company’s Website” shall mean the website of the Company, the address or domain name of which has been notified to members;”;
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- (ii) by adding the following new definitions immediately after the definition of “dollars/HK\$”:

<b>“electronic</b>	“electronic” shall have the meaning given to it in the Electronic Transactions Law (2003 Revision) of the Cayman Islands and any amendment thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor;
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6. 作為特別事項，考慮及酌情通過下列決議案為特別決議案：

### 特別決議案

「**動議**按下列方式修訂本公司之組織章程細則：—

(a) 第2條

- (i) 在「《公司條例》」釋義之後，加插下列新釋義：

「本公司網站	「本公司網站」指已通知股東之本公司網站，其網址或域名；」；
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- (ii) 在「元／港元」釋義之後，加插下列新釋義：

「電子	「電子」乃指開曼群島電子交易法(二零零三年修訂)及於當時有效之任何修訂條文或重新制定之條文，並包括就此而綜合或被替代之每項其他法例；
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### Electronic Signature

“Electronic Signature” means an electronic symbol or process attached to or logically associated with an electronic communication and executed or adopted by a person with the intent to sign the electronic communication;”;

### 電子簽署

「電子簽署」指與電子通訊相連或在邏輯上相聯、且為一名人士就簽署該電子通訊而簽立或採納的電子符號或程序;」;

(iii) by deleting the definition of “writing/printing” in its entirety and substituting therefor the following new definition:

(iii) 刪除「書面／印刷」之釋義全文，並以下列新釋義取代：

### “writing/printing

“writing” or “printing” shall include writing, printing, lithograph, photograph, type-writing and every other mode of representing words or figures in a legible and non-transitory form and, only where used in connection with a notice served by the Company on members or other persons entitled to receive notices hereunder, shall also include a record maintained in an electronic medium which is accessible in visible form so as to be useable for subsequent reference;”;

### 「書面／ 印刷

「書面」或「印刷」包括書寫、印刷、平版印刷、攝影、打字及以易讀及非短暫形式表示文字或數字之任何其他方式，以及（僅在本公司向股東或其他有權收取通告的人士發出通告之情況下）包括透過電子媒介方式保存、或以實際看得見的方式獲得者，均可作為日後參考用途;」;

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(iv) by adding the following new paragraph and marginal note as the last paragraph of Article 2:

**“document being executed and document**      References to a document being executed include references to it being executed under hand or under seal or, to the extent permitted by, and in accordance with all the applicable laws, rules and regulations, by Electronic Signature or by any other method. References to a document or notice, to the extent permitted by, and in accordance with all the applicable laws, rules and regulations, include references to any information in visible form whether having physical substance or not.”

(b) Article 15

by adding the words “ or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided” immediately after the word “newspapers” in paragraph (c) of Article 15.

(iv) 加插以下新段及旁註作為第2條的最後一段：

**「簽立文件及文件**      簽立文件指包括以簽署或蓋印方式簽立，或根據適用法例、規則和規例及在其容許的情況下以電子簽署或任何其他方式簽署的文件。在符合適用法例、規則和規例及其容許的情況下，文件或通告指包括任何實際看得見的資料（不論該等資料以實物形式存在與否）。」

(b) 第15條

在第15條(c)段中緊隨「報章」一詞後加插「或，在《上市規則》規限下，以本公司如本文所規定透過電子方式發出通告之形式發送電子通訊」等字眼。

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### (c) Article 16

by deleting Article 16 in its entirety and substituting therefor the following new Article:

“16. Every person whose name is entered as a member in the register shall be entitled to receive within the relevant time limit as prescribed in the Law or the Listing Rules or as the Exchange may from time to time determine, whichever is shorter, after allotment or lodgement of a transfer (or within such other period as the conditions of issue shall provide), one certificate for all his shares of each class or, if he shall so request, in a case where the allotment or transfer is of a number of shares in excess of the number for the time being forming the Exchange board lot, upon payment, (i) in the case of an allotment, of a fee of such sum as the Board may from time to time determine but subject to the maximum amount as the Exchange may from time to time determine for every certificate after the first or (ii) in the case of a transfer, of a fee of such sum as the Board may from time to time determine but subject to the maximum amount as the Exchange may from time to time determine for every certificate, such number of certificates for shares in Exchange board lots or multiples thereof as he shall request and one for the balance (if any) of the shares in question, provided that in respect of a share or shares held jointly by several persons the Company shall not be bound to issue a certificate or certificates to each such person, and the issue and delivery of a certificate or certificates to one of several joint holders shall be sufficient delivery to all such holders. Unless otherwise permitted by the Listing Rules and all applicable laws, all certificates for shares shall be delivered personally or sent through the post addressed to the member entitled thereto at his registered address as appearing in the register.”

### (c) 第16條

刪除第16條全文，並以下列新細則取代：

「16. 名列股東名冊之各股東均有權於配發或遞交過戶文件後，於法例或《上市規則》或聯交所不時釐定之相關時限內（以較短者為準）（或發行條件規定之其他時限內），就其名下所有各類別股份獲發各一張股票，或倘彼提出要求，而其獲配發或轉讓之股份數目超出當時在聯交所一手買賣單位之數目時，則在彼支付股款後，(i)就配發股份而言，按董事會不時釐定之費用（惟受聯交所就首張股票後每張股票不時釐定之最高金額所限）或(ii)就轉讓股份而言，則按董事會不時釐定之費用（惟受聯交所就每張股票不時釐定之最高金額所限），按其要求根據聯交所買賣單位之數目或其倍數獲發有關數目之股票，並就有關股份餘額（如有）獲發一張股票。倘多名人士共同持有一股或以上股份，則本公司毋須向每名有關人士發出一張或以上股票，而向其中一名聯名持有人發出及送交一張或以上股票，即視作已交付予全部有關持有人。除非《上市規則》或所有適用法例另有規定，否則所有股票將親身送交或郵寄至該股東於股東名冊上之登記地址。」



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### (d) Article 28

by deleting Article 28 and the marginal note thereto in their entirety and substituting therefor the following new Article and marginal note:

**“Notice of call may be published in newspapers or given by electronic means** 28. In addition to the giving of notice in accordance with Article 26, notice of the person appointed to receive payment of every call and of the times and places appointed for payment may be given to the members affected by notice published in the newspapers or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided.”

### (e) Article 44

by adding the words “, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided” immediately after the word “newspapers” in Article 44.

### (f) Article 72

by adding the words “the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office,” immediately before the words “the registered office” in Article 72.

### (d) 第28條

刪除第28條及其旁註全文，並以下列新細則及旁註取代：

**「催繳通告可於報章刊載或以電子方式發出** 28. 除根據第26條發出之通告外，有關獲指定接收每次催繳股款人士及指定支付催繳股款的時間及地點之通告，可透過在報章上刊登通告之方式通知受影響之股東，或在《上市規則》規限下，以本公司如本文所規定透過電子方式發出通告之形式發送電子通訊。」

### (e) 第44條

在第44條中緊隨「報章」一詞後加插「或，在《上市規則》規限下，以本公司如本文所規定透過電子方式發出通告之形式發送電子通訊」等字句。

### (f) 第72條

在第72條中緊隨「註冊辦事處」後加插「本公司香港總辦事處，或倘本公司停止佔用該總辦事處，」等字眼。

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### (g) Article 99

by deleting the last sentence of Article 99 and substituting therefor the following new sentence:

“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, provided that any Director who so retires shall not be taken into account in determining the number of Directors who are to retire at such meeting by rotation pursuant to Article 116.”

### (h) Article 106

(i) by adding the words “or its principal office in Hong Kong” at the end of paragraph (i) of Article 106; and

(ii) by deleting the words “special resolution” in paragraph (vii) of Article 106 and substituting therefor the words “ordinary resolution.”

### (i) Article 116

by deleting the first sentence in Article 116 and substituting therefor the following:

“116. 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 to but not less than one-third) shall retire from office by rotation, provided that every Director (including those appointed for a specified term) shall be subject to retirement by rotation at least once every three years.”

### (g) 第99條

刪除第99條最後一句，並以下列新句子取代：

「任何就此獲委任之董事，任期僅直至本公司下屆股東大會（就填補臨時空缺而言）或直至本公司下屆股東週年大會（就董事會新增成員而言），並合資格於會上膺選連任，惟在根據第116條決定在該大會上輪流退任的董事人數時，不得將任何如此退任的董事予以考慮。」

### (h) 第106條

(i) 在第106條(i)段末加插「或其香港總辦事處」等字眼；及

(ii) 在第106條(vii)段刪除「特別決議案」等字眼，並以「普通決議案」等字眼取代。

### (i) 第116條

刪除第116條第一句，並以下列者取代：

「116. 於每屆股東週年大會，當時三分一董事（或倘並非三或三之倍數，則取最接近惟不少於三分一）須輪值告退，而每名董事（包括按特定任期獲委任者）須最少每三年輪值告退一次。」

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(j) Article 118

by adding the following sentence at the end of Article 118:

“Any such deemed re-elected Director who so retires at such annual general meeting shall not be taken into account in determining the number of Directors who are to retire at such meeting by rotation pursuant to Article 116.”

(k) Article 122

by deleting the words “special resolution” in paragraph (a) of Article 122 and the marginal note thereto and substituting therefor the words “ordinary resolution”.

(l) Article 158

by adding the following paragraph as the last paragraph of Article 158:

“Notwithstanding any provision contained in these Articles, the Directors may, if permitted by applicable law, authorise the destruction of any documents referred to in this Article or any other documents in relation to share registration which have been microfilmed or electronically stored by the Company or by the share registrar on its behalf provided always that this Article shall apply only to the destruction of a document in good faith and without express notice to the Company that the preservation of such document might be relevant to a claim.”

(j) 第118條

在第118條末加插以下句子：

「在根據第116條決定在該股東週年大會上輪流退任的董事人數時，不得將任何如此被視為被重選，而在該大會退任的董事予以考慮。」

(k) 第122條

刪除在第122條及其旁註刪除「特別決議案」等字眼並以「普通決議案」等字眼取代。

(l) 第158條

加插下段作為第158條最後一段：

「儘管根據該等細則所載之任何規定，董事可在適用法例准許下授權銷毀本細則所述之任何文件或任何由本公司或股份過戶登記處代其縮微攝製或以電子方式儲存之其他文件，惟本細則僅適用於真誠地銷毀文件，以及本公司並不知情保留該等文件可能與索償有關。」

## NOTICE OF ANNUAL GENERAL MEETING 股東週年大會通告

(m) Article 163

- (i) by deleting paragraph (b) of Article 163 in its entirety and substituting therefor the following new paragraph:

“(b) Copies of those documents to be laid before the members of the Company at an annual general meeting shall not less than 21 days before the date of the meeting be sent in the manner in which notices may be served by the Company as provided herein to every member of the Company and every holder of debentures of the Company, provided that the Company shall not be required to send copies of those documents to any person of whose address the Company is not aware or to more than one of the joint holders of any shares or debentures.”

(m) 第163條

- (i) 刪除第163條(b)段全文，並以下列新段取代：

「(b) 此等於股東週年大會呈示本公司股東之文件，須於大會日期不少於二十一天前以本公司通告形式寄發予本公司各股東及本公司各債券持有人，惟本公司毋須將該等文件寄發予本公司不清楚其地址之任何人士或超過一名任何股份或債券之聯名持有人。」

## NOTICE OF ANNUAL GENERAL MEETING

### 股東週年大會通告

(ii) by adding the following new paragraphs (c) and (d) and the marginal notes immediately after paragraph (b) of Article 163:

**“Summary financial statement may be sent in lieu of annual accounts**

(c) To the extent permitted by and subject to due compliance with these Articles, the Law and all applicable rules and regulations, including, without limitation, the rules of the Exchange, and to obtaining all necessary consents, if any, required thereunder, the requirements of Article 163(b) shall be deemed satisfied in relation to any member or any holder of debentures of the Company by sending to such person instead of such copies, not less than 21 days before the date of the annual general meeting, in any manner not prohibited by these Articles and the Law, a summary financial statement derived from the Company’s annual accounts, together with the Directors’ report and the Auditors’ report on such accounts, which shall be in the form and containing the information required by these Articles, the Law and all applicable laws and regulations, provided that any person who is otherwise entitled to the annual accounts of the Company, together with the Directors’ report and the Auditors’ report thereon may, if he so requires, by notice in writing served on the Company, demand that the Company sends to him, in addition to the summary financial statement, a complete printed copy of the Company’s annual accounts, together with the Directors’ report and the Auditors’ report thereon.

(ii) 緊隨第163條(b)段後加插新(c)及(d)段及旁註：

「寄發財務報表摘要取代年度賬目

(c) 在此等細則、法例及所有適用規則及規例（包括但不限於聯交所規則）准許之範圍內並受其規限，以及取得一切所需同意（如有）之情況下，就任何股東或任何本公司債券持有人而言，以任何該等細則及法例不禁止之方式，於股東週年大會日期不少於二十一天前，向該人士寄發摘錄自本公司年度賬目之財務報表摘要，連同董事會報告及該賬目之核數師報告（其格式及所載資料符合此等細則、法例及所有適用法例及規例）而非該年度賬目，即當作符合第163(b)條所規定者，惟因其他原因有權獲發本公司年度賬目，連同董事會報告及核數師報告之任何人士，可向本公司發出書面通知，要求本公司除財務報表摘要外，向彼寄發整份年度賬目印刷本以及董事會報告及核數師報告。

## NOTICE OF ANNUAL GENERAL MEETING

### 股東週年大會通告

- |   |  |                               |  |
|---|--|-------------------------------|--|
| <b>Publication of annual report of Directors and balance sheet and summary financial statement on the Company's Website</b> | (d) The requirement to send to a person referred to in paragraph (b) of this Article the documents referred to in that paragraph or a summary financial statement in accordance with paragraph (c) of this Article shall be deemed satisfied where, in accordance with the Law and all applicable rules and regulations, including without limitation, the rules of the Exchange, the Company publishes copies of the documents referred to in paragraph (b) of this Article and, if applicable, a summary financial statement complying with paragraph (c) of this Article, on the Company's Website or in any other permitted manner (including by sending any form of electronic communication), and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manners as discharging the Company's obligation to send to him a copy of such documents." | 於本公司網站登載董事會年度報告、資產負債表以及財務報表摘要 | (d) 本細則(c)段有關向本細則(b)段所述之人士寄發該段所述之文件或財務報表摘要之要求即被當作已經符合，如本公司在符合法例及所有適用規則及規例（包括但不限於聯交所之規則）之情況下，於本公司網站或以任何其他獲准方式（包括寄發任何形式之電子通訊）刊載本細則(b)段所述之文件及符合本細則(c)段要求之財務報表摘要（如適用），以及該人士同意或被當作同意以該形式刊載或獲發該等文件可被視為本公司已履行向彼寄發該文件之責任。] |
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## NOTICE OF ANNUAL GENERAL MEETING 股東週年大會通告

### (n) Article 167

- (i) by deleting paragraph (a) of Article 167 in its entirety and substituting therefor the following new paragraph:

“(a) Except as otherwise provided in these Articles, any notice or document (including any “corporate communication” as defined in the Listing Rules) served or given by the Company or the Board on any member or person entitled to receive such notice or document, may be given or served (i) personally; (ii) by sending it through the post in a prepaid envelope or wrapper addressed to such member at his registered address as appearing in the register or, in the case of other entitled person, to such address as he may supply to the Company; (iii) to the extent permitted by the Listing Rules and all applicable laws and regulations, by electronic means by transmitting it to any electronic number or address or website supplied by the member to the Company or by placing it on the Company’s Website or the website of the Exchange or by any other electronic means, in each case provided that the Company has obtained the member’s prior express positive confirmation in writing to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by such electronic means or (iv) in the case of notices only, by advertisement published in the newspapers. In the case of joint holders of a share, all notices shall be given to that holder for the time being whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.”

### (n) 第167條

- (i) 刪除第167條(a)段全文，並以下列新段取代：

「(a) 除此等細則另有規定者外，本公司或董事會向任何股東或有權獲發任何通告或文件（包括《上市規則》界定之任何「公司通訊」）之人士發出之任何該等通告或文件，將以下列方式發出：(i)親身；(ii)以預付郵費信封或封套郵寄至該股東於股東名冊所示之地址，或倘為其他有權獲發人士，則寄至彼向本公司提供之地址；(iii)在《上市規則》及所有法例及規例准許的範圍內，以電子方式傳送至股東向本公司提供之電子號碼或地址或網站，或登載於本公司網站或聯交所網站或以任何其他電子方式作出，惟以上任何情況均須在本公司事前獲得該名股東書面確同意透過電子方式獲發或以其他方式取得本公司向彼發放之通告及文件；或(iv)在僅發通告之情況下，於報章刊登廣告。倘為股份聯名持有人，所有通告將僅寄發予股東登記冊上排名首位登記持有人，以此方式寄發之通告將足以通知所有聯名持有人。」

## NOTICE OF ANNUAL GENERAL MEETING

### 股東週年大會通告

- (ii) by adding the following new paragraph (c) and its marginal note immediately after paragraph (b) of Article 167:

**“Choice of language** (c) Subject to the Law and all applicable laws, rules and regulations, any notice or document (including any “corporate communication” as defined in the Listing Rules) may be given by the Company in the English language only, in the Chinese language only or in both. Where a person has in accordance with the Law and other applicable laws, rules and regulations consented to receive notices and other documents (including any “corporate communication” as defined in the Listing Rules) from the Company in the English language only or the Chinese language only but not both, it shall be sufficient for the Company to serve on or deliver to him any such notice or document in such language only in accordance with these present unless and until there is a notice of revocation or amendment of such consent given or deemed to have been given by such person to the Company in accordance with the Law and other applicable laws, rules and regulations which shall have effect in respect of any notice or document (including any “corporate communication” as defined in the Listing Rules) to be served on or delivered to such person subsequent to the giving of such notice of revocation or amendment.”

- (ii) 緊隨第167條(b)段後，加插以下新(c)段及其旁註：

**「語言選擇** (c) 根據法例及所有適用法例、規則及規例，本公司發放之任何通告或文件（包括《上市規則》定義之任何「公司通訊」）可僅以英文或僅以中文或同時以兩者發出。倘一名人士根據法例及其他適用法例、規則及規例同意僅以英文或僅以中文而並非同時以兩者獲發通告及其他文件（包括《上市規則》定義之任何「公司通訊」），已足以使本公司僅以該同意之語言送交或交付任何該通告或文件，除非及直至該名人士根據法例、規則及規例向本公司發出或被視為發出撤銷或修訂該同意之通知，而該通知對發出該撤銷或修訂通知後之任何通告或文件（包括《上市規則》定義之任何「公司通訊」）將繼續有效。」



## NOTICE OF ANNUAL GENERAL MEETING 股東週年大會通告

### (o) Article 168

by deleting the sentence “A member shall be entitled to have notice served on him at any address within Hong Kong.” at the beginning of Article 168 and substituting therefor the sentence “If the Company is to send notices to a member by personal delivery or by post, a member shall be entitled to have notice served on him at any address within Hong Kong.”

### (p) Article 169

by deleting Article 169 and its marginal note in their entirety and substituting therefor the following new Article and marginal note:

**“When notice deemed to be served** 169. (a) Any notice or document sent by post shall be deemed to have been served on the day following that on which it is put into a post office situated within Hong Kong and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly prepaid, addressed and put into such post office and a certificate in writing signed by the Secretary or other person appointed by the Board that the envelope or wrapper containing the notice or document was so addressed and put into such post office shall be conclusive evidence thereof.

### (o) 第168條

刪除第168條開始之「股東有權按香港境內任何地址獲發通告」一句並以「倘本公司須親身或透過郵遞向股東寄發通告，則股東有權按香港境內任何地址獲發該通告。」取代。

### (p) 第169條

刪除第169條及其旁註全文，並以下列新細則及旁註取代：

「當通告被視為已送交 169. (a) 任何透過郵遞寄發之通告或文件將被視為於投遞至香港境內郵政局翌日後已交付，而載有該通告或文件之信封或封套已妥為預付郵資、註明地址及投遞至該郵政局及由公司秘書或其他董事會委任人士簽署證明載有該通告或文件之信封或封套已妥為註明地址及投遞至該郵政局之書面證明，已足以證明該文件已獲送交。

## NOTICE OF ANNUAL GENERAL MEETING

### 股東週年大會通告

- (b) Any notice or other document delivered or left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so delivered or left.
- (c) Any notice served by advertisement shall be deemed to have been served on the day of issue of the official publication and/or newspaper(s) in which the advertisement is published (or on the last day of issue if the publication and/or newspaper(s) are published on different dates).
- (d) Any notice given by electronic means as provided herein shall be deemed to have been served and delivered (i) in the case of publication on a website, on the day of its publication; and (ii) in any other case, on the day following that on which it is transmitted, or in each case at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations.”
- (b) 並非以郵遞方式送遞或放於登記地址之任何通告或其他文件，將被視為於送遞當日已送遞論。
- (c) 任何以廣告形式送交之通告將被視為於該廣告刊登之官方刊物及／或報章刊發當日（或倘刊物及／或報章於不同日期刊發則取最後刊發日期）已送遞論。
- (d) 任何以本文規定之電子方式送交之通告，將被視為於以下情況已送遞：(i) 倘於網站登載，則指登載當日；及(ii) 倘為任何其他情況，則為發送翌日或《上市規則》或任何適用法例或規例所述較後之時間。」

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### (q) Article 172

by deleting Article 172 and its marginal note in their entirety and substituting therefor the following new Article and marginal note:

**“Notice valid though member deceased etc.**

172. Any notice or document delivered or sent to any member in pursuance of these Articles, shall notwithstanding that such member be then deceased, of mental disorder or bankrupt and whether or not the Company has notice of his death, mental disorder or bankrupt be deemed to have been duly served in respect of any registered shares whether held solely or jointly with other persons by such member until some other person be registered in his stead as the holder or joint holder thereof, and such service shall for all purposes of these Articles be deemed a sufficient service of such notice or document on his personal representatives and all persons (if any) jointly interested with him in any such shares.”

### (q) 第172條

刪除第172條及其旁註全文，並以下列新細則及旁註取代：

**「股東身故後仍然有效之通告等等**

172. 就股東身故、患有精神病或破產而言，不管本公司是否已知悉其身故、患有精神病或破產，任何就該股東獨自持有或與他人聯名持有之任何註冊股份而言，根據此等細則送交或寄發予該名股東之通告或文件將被視為妥為送交，直至其他人士以其名義登記註冊為股份持有人或聯名持有人，則就此等細則而言，向其遺產代理人或與其於任何該等股份聯名持有權益之所有人士（如有）送交將被視為足夠程序。」

## NOTICE OF ANNUAL GENERAL MEETING 股東週年大會通告

(r) Article 173

by deleting Article 173 in its entirety and substituting therefor the following new Article:

“173. The signature to any notice to be given by the Company may be written or printed by means of facsimile or where relevant by Electronic Signature.”

By Order of the Board  
**Leung Yiu Fai, Kelvin**  
Company Secretary

Hong Kong, 30 June 2006

Notes:

1. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and vote on his behalf. A proxy needs not be a member of the Company.
2. To be valid, a 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 authority, must be deposited with the Company's Hong Kong branch share registrar, Abacus Share Registrars Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding of the meeting or adjourned meeting thereof.
3. The Register of Members of the Company will be closed from 25 July 2006 to 28 July 2006, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for the final dividend, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Abacus Share Registrars Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong no later than 4:00 p.m. on 24 July 2006.

(r) 第173條

刪除第173條之全文，並以下列新細則取代：

「173. 本公司所發出任何通告之簽署可以書面或傳真印刷或電子簽署（如適用）作出。」

承董事會命  
公司秘書  
梁耀輝

香港，二零零六年六月三十日

附註：

1. 任何有權出席上述通告召開之會議及在會上投票之股東均有權委任一名或多名人士為其代表，代其出席大會及投票。受委代表毋須為本公司股東。
2. 填妥之代表委任表格連同已簽署之授權書或其他授權文件（如有）或經公證人簽署證明之該授權書或授權文件副本須於大會或其續會舉行時間四十八小時前送達香港灣仔皇后大道東28號金鐘匯中心26樓本公司於香港之股份過戶登記分處雅柏勤證券登記有限公司，方為有效。
3. 本公司之股東名冊將於二零零六年七月二十五日至二零零六年七月二十八日期間（包括首尾兩天）暫停辦理股份過戶登記。有關股票隨附之所有股份轉讓申請必須於二零零六年七月二十四日下午四時正前交至香港灣仔皇后大道東28號金鐘匯中心26樓本公司於香港之股份過戶登記分處雅柏勤證券登記有限公司，方合符資格獲派末期股息。

## NOTICE OF ANNUAL GENERAL MEETING

### 股東週年大會通告

4. At an Annual General Meeting of the Company held on 5 August 2005, Ordinary Resolutions were passed giving general mandates to directors to repurchase shares of the Company on the Stock Exchange and to allot, issue and otherwise deal with additional shares in the capital of the Company. Under the Listing Rules, these general mandates lapse at the conclusion of the Annual General Meeting for the year of 2005/2006, unless renewed at that meeting. The Ordinary Resolutions sought in items 5(A) and 5(B) of this Notice renew these mandates.
  5. With reference to the Ordinary Resolutions sought in items 5(A) and 5(B) of this Notice, the directors wish to state that they have no immediate plans to repurchase any existing shares or to issue any new shares of the Company. Approval is being sought from members as a general mandate pursuant to the Listing Rules.
  6. As at the date of this Notice, the Company's executive directors are Mr Tang Wai Lam, Mr Ng Man Kit, Lawrence and Mr Chung Chun Wah; independent non-executive directors are Mr Lee Kin Sang, Mr Chan Ka Sing, Tommy and Mr Ng Chun Chuen, David; non-executive director is Mr Lee Kwan Hung.
4. 本公司於二零零五年八月五日召開之股東週年大會中通過普通決議案，給予董事一般授權，以於聯交所購回股份及配發、發行及處理本公司股本中之額外股份。根據《上市規則》，此等一般授權除非得於二零零五／二零零六年度之股東週年大會續期，否則於該大會結束時失效。本通告第5(A)及5(B)項普通決議案乃為此等授權延期。
  5. 就本通告第5(A)及5(B)項普通決議案而言，本公司之董事會欲表明現時無意立即購回本公司任何現有股份或發行本公司任何新股份。本公司現正尋求股東批准根據《上市規則》以全面授權形式授出有關權力。
  6. 於本通告日，本公司的執行董事為鄧偉林先生、吳民傑先生及鍾振華先生；獨立非執行董事為李建生先生、陳家聲先生及吳振泉先生；非執行董事為李均雄先生。