

## 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 25/F., BEA Tower, Millennium City 5, 418 Kwun Tong Road, Kwun Tong, Kowloon, Hong Kong on 24th August, 2006 (Thursday) at 11:30 a.m. for the following purposes:

1. To receive and consider the Audited Consolidated Financial Statements and the Reports of the Directors and Auditors for the year ended 31st March 2006.
2. To declare the final dividend for the year ended 31st March 2006.
3. To re-elect the retiring Directors, to authorise the Board to fix the remuneration of Directors and to appoint additional Directors.
4. To re-appoint Auditors and to authorise the Board to fix their remuneration.
5. As special business, to consider and, if thought fit, to pass with or without modifications the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors of the Company during the Relevant Period (as defined in paragraph (d) below) 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 it is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above 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**本公司謹訂於2006年8月24日(星期四)上午11時30分假座香港九龍觀塘觀塘道418號創紀之城第五期東亞銀行中心25樓舉行股東週年大會，以處理下列事項：

1. 省覽截至2006年3月31日止年度經審核綜合財務報表、董事會報告及核數師報告。
2. 宣派截至2006年3月31日止年度末期股息。
3. 重選退任董事、授權董事會釐定董事酬金及委任額外董事。
4. 續聘核數師及授權董事會釐定其酬金。
5. 作為特別事項，考慮及酌情通過(無論有否修訂)下列決議案為普通決議案：

**「動議：**

- (a) 在下文第(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(d)段)內行使本公司一切權力，以配發、發行及處理本公司股本中額外股份，以及作出或授出可能需要行使該等權力之售股建議、協議及購股權；
- (b) 上文第(a)段之批准將授權本公司董事於有關期間內作出或授出可能需於有關期間結束後行使該等權力之售股建議、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) above, otherwise than pursuant to a Rights Issue (as defined in paragraph (d) below) or pursuant to an issue of shares under any option scheme or similar arrangement for the time being adopted for the grant or issue to executives and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company or any script dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Bye-laws of the Company, shall not exceed 20% of the total nominal amount of the share capital of the Company in issue on the date of this Resolution and the said approval to the Directors in paragraph (a) above 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 laws to be held; or
- (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders in general meeting; and

“Rights Issue” means an offer of shares open for a period fixed by the Directors of the Company to the shareholders on the register of shareholders of the Company on a fixed record date in proportion to their shareholdings as at that date (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 the requirements of any recognized regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company).”

(c) 本公司董事根據上文(a)段之批准所配發或有條件或無條件同意配發(不論根據購股權或其他方式)之股本面值總額,除根據配售新股(定義見下文(d)段)或根據當時已採納之任何購股權計劃或向本公司及/或其任何附屬公司之行政人員及/或僱員授出或發行股份或收購本公司股份之權利之類似安排而發行之股份或根據本公司之細則任何以股代息或規定配發股份以代替本公司股份之全部或部分股息之類似安排外,不得超過於本決議案獲通過當日日本公司已發行股本總面值之20%,而上文(a)段之批准亦須以此為限;及

(d) 就本決議案而言:

「有關期間」指本決議案獲通過當日至下列最早日期止之期間:

- (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;或
- (iii) 於股東大會上以股東之普通決議案撤銷或修訂本決議案項下授權;及

「配售新股」指在本公司董事指定之期間內,向於指定記錄日期名列本公司股東名冊之股東按彼等當時之持股比例提呈發售股份,惟董事有權就零碎股權或顧及適用於本公司之香港以外任何地區之法例項下任何限制或責任,或任何認可監管機構或任何證券交易所之規定,按彼等認為必需或權宜者取消若干股東在此方面之權利或作出其他安排。」

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6. As special business, to consider and, if thought fit, to pass with or without modifications the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) below, the exercise by the Directors of the Company during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to repurchase its own shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which the securities of the Company may be listed and recognized by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or 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 it is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of share capital repurchased by the Company pursuant to the approval in paragraph (a) above shall not exceed 10% of the total nominal amount of the share capital of the Company in issue on the date of this Resolution and the said approval to the Directors of the Company in paragraph (a) above shall be limited accordingly; and
- (c) 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 laws to be held; or
- (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders in general meeting.”

6. 作為特別事項，考慮及酌情通過（無論有否修訂）下列決議案為普通決議案：

「動議：

- (a) 在下文(b)段規限下，一般及無條件批准本公司董事於於有關期間（定義見下文(c)段）內行使本公司一切權力，以根據所有適用法例及／或香港聯合交易所有限公司（「聯交所」）證券上市規則或任何其他證券交易所經不時修訂之規定，於聯交所或本公司證券可能上市及就此而言為證券及期貨事務監察委員會認可之任何其他證券交易所購回本身股份；
- (b) 本公司根據上文(a)段購回之股本面值總額不得超過本決議案日期本公司已發行股本面值總額之10%，而上文(a)段授予本公司董事之批准亦受此限制；及
- (c) 就本決議案而言：

「有關期間」指本決議案獲通過當日至下列最早日期止之期間：

- (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；或
- (iii) 於股東大會上以股東之普通決議案撤銷或修訂本決議案項下授權。」

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7. As special business, to consider and, if thought fit, to pass with or without modifications the following resolution as an ordinary resolution:
- “**THAT** conditional upon Resolutions Nos. 5 and 6 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 Directors of the Company as mentioned in Resolution No. 6 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 Directors of the Company pursuant to Resolution No. 5 above, provided that the amount of share capital repurchased by the Company shall not exceed 10% of the total nominal amount of the share capital of the Company in issue on the date of this Resolution.”
8. As special business, to consider and, if thought fit, to pass the following resolution as a special resolution:
- “**THAT** the existing Bye-laws of the Company be and are hereby amended in the following manner, namely:
- (A) Bye-law 70
- THAT the full stop “.” at the end of clause (IV) of the existing Bye-law 70 be deleted and substituted by a semicolon “;” together with the word “or”.
- THAT following new clause (V) be inserted to the existing bye-law 70:
- “(V) if required the Listing Rules, by the Chairman of the meeting and/or directors who, individually or collectively, hold proxies in respect of shares representing 5% or more of the total voting rights at a particular meeting in certain circumstances where, on a show of hands, a meeting votes in the opposite manner to that instructed in those proxies.”
- (B) Bye-law 99
- THAT the words “save any Director holding office as Chairman or Managing Director” of the existing Bye-law 99 be deleted.
7. 作為特別事項，考慮及酌情批准(不論是否經修訂)以下決議案為普通決議案：
- 「**動議**待上文第5及第6項決議案獲通過後，將本公司根據上文第6項決議案所述授予本公司董事會之權力所購回本公司股本中股份數目之面值總額，加入本公司董事會根據上文第5項決議案而配發或同意有條件或無條件配發之股本面值總額內，惟本公司所購回股本之面值不得超過於本決議案日期本公司已發行股本面值總額之10%。」
8. 作為特別事項，考慮及酌情批准以下決議案為特別決議案：
- 「**動議**本公司之現有細則修訂如下：
- (A) 細則第70條
- 動議將現有細則第70條第(IV)款句尾之句號「。」刪除及以分號「;」號取代，並加上「或」字。
- 動議於現有細則第70條加入新第(V)款：
- 「(V) 如上市規則規定，大會主席及／或於特定股東大會個別或共同持有佔該大會總投票權5%或以上之委任代表權之董事，在若干情況下(如在大會以舉手方式表決時，表決結果與該等委任代表表格所指示者相反)必須要求以股數投票方式表決。」
- (B) 細則第99條
- 動議將現有細則第99條「出任主席或董事總經理之任何董事除外」等字眼刪除。

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| <p>(C) Bye-law 100</p> <p>THAT the word “annual” and the words “from year to year” in the first sentence of the existing Bye-law 100 be deleted.</p>   | <p>(C) 細則第100條</p> <p>動議將現有細則第100條第一句「週年」及「每年」等字眼刪除。</p>  |
| <p>(D) Bye-law 102 (A)</p> <p>THAT the word “annual” of the existing Bye-law 102 (A) be deleted.</p>   | <p>(D) 細則第102(A)條</p> <p>動議將現有細則第102(A)條之「週年」字眼刪除。</p>  |
| <p>(E) Bye-law 102 (B)</p> <p>THAT the word “annual” of the existing Bye-law 102 (B) be deleted.</p> <p>THAT the following words be inserted after the words “of the Company” in the existing Bye-law 102 (B):</p> <p>“(in the case of casual vacancy) or until the next following annual general meeting (in the case of an addition to the Board)”</p> | <p>(E) 細則第102(B)條</p> <p>動議將現有細則第102(B)條之「週年」字眼刪除。</p> <p>動議在現有細則第102(B)條「本公司」後加入以下字眼：</p> <p>「(如屬臨時空缺)或直至下屆股東週年大會止(如屬新增董事會成員)」</p> |
| <p>(F) Bye-law 104</p> <p>THAT the word “annual” of the existing Bye-law 104 be deleted.</p>   | <p>(F) 細則第104條</p> <p>動議將現有細則第104條之「週年」字眼刪除。</p>  |
| <p>9. To transact any other business.</p>  | <p>9. 處理任何其他事項。</p>   |

By Order of the Board  
**LAW Tim Fuk, Paul**  
Company Secretary

承董事會命  
**羅添福**  
公司秘書

Hong Kong, 24th July 2006

香港，2006年7月24日

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### Notes:

1. Any member of the Company entitled to attend and vote at the Annual General Meeting of the Company shall be entitled to appoint another person as proxy to attend and vote instead of him. On a poll, votes may be given either personally or by proxy. A proxy need not be a member of the Company. A member may appoint more than one proxy to attend on the same occasion.
2. The instrument appointing a proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof must be deposited at the principal place of the Company in Hong Kong at 25/F., BEA Tower, Millennium City 5, 418 Kwun Tong Road, Kwun Tong, Kowloon, Hong Kong not less than 48 hours before the time appointed for holding the meeting or the adjourned meeting.
3. The Bye-laws of the Company are written in English. There is no Chinese version in respect thereof. Therefore, the Chinese version of the Special Resolution as set out in item 8 above on amendments to the Bye-laws is purely a translation only. Should there be any discrepancies, the English version will prevail. The purpose of the amendments is included in a separate circular to members of the Company dispatched to members with the Company's Annual Report 2006.

### 附註：

1. 凡有權出席本公司股東週年大會及於會上表決之股東，均有權委派其他人士作為其受委代表，代其出席大會及投票。於按股數投票表決時，股東可親身或由其受委代表投票。受委代表毋須為本公司股東。每名股東均可委派一名以上受委代表出席同一大會。
2. 委任代表之文據連同簽署文據之授權書或其他授權文件(如有)或經公證人簽署證明之該等授權書或授權文件副本，最遲須於大會或任何續會指定舉行時間48小時前送達本公司之香港主要營業地點，地址為香港九龍觀塘觀塘道418號創紀之城第五期東亞銀行中心25樓。
3. 本公司之公司細則以英文草擬，並無中文本。因此，上文第8項特別決議案所載之中文本純粹翻譯本而已。如有任何歧義，應以英文本為準。修訂目的已載於連同公司2006年報致本公司股東之通函內。