

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

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Karce International Holdings Company Limited (the “**Company**”) for the financial year ended 31 December 2006 will be held at Crystal Room IV, 3rd Floor, Panda Hotel, 3 Tsuen Wah Street, Tsuen Wan, Hong Kong on 29 May 2007 at 11:00 A.M. to transact the following businesses:

**茲通告**泰盛實業集團有限公司(「**本公司**」)謹訂於二零零七年五月二十九日上午十一時正假座香港荃灣荃華街3號悅來酒店三樓水晶廳IV召開截至二零零六年十二月三十一日止財政年度之股東週年大會，以商討以下事項：

### ORDINARY RESOLUTIONS

### 普通決議案

1. To receive and consider the audited consolidated financial statements and the reports of the directors and auditors for the year ended 31 December 2006;
  2. To declare a final dividend for the year ended 31 December 2006;
  3. A. To re-elect Ms. Ko Lai King, Kinny as director of the Company (the “**Director**”);  
B. To re-elect Ms. Chung Wai Yu, Regina as Director;  
C. To re-elect Mr. Sun Yaoquan as Director; and  
D. To authorise the board of Directors to fix the remuneration of the Directors;
  4. To re-appoint the auditors and authorise the board of Directors to fix their remuneration;
  5. To consider as special businesses and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:
1. 省覽截至二零零六年十二月三十一日止年度之經審核綜合財務報表及董事會報告書與核數師報告書；
  2. 宣派截至二零零六年十二月三十一日止年度末期股息；
  3. A. 重選高麗瓊女士為本公司董事(「**董事**」)；  
B. 重選鍾惠愉女士為董事；  
C. 重選孫耀全先生為董事；及  
D. 授權董事會釐定董事之酬金；
  4. 重新委聘核數師並授權董事會釐定其酬金；
  5. 作為特別事項處理，省覽及酌情通過(不論是否作出修訂)下列決議案為普通決議案：

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A. “THAT:

- (a) subject to paragraph (c) of this Resolution, the exercise by the Directors during the Relevant Period (as defined 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 would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this Resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers 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 in paragraph (a) of this Resolution, otherwise than pursuant to (i) a Rights Issue (as defined below); (ii) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into shares of the Company; (iii) the exercise of any option under any share option scheme or similar arrangement for the time being adopted for the grant or issue to officers, employees of the Company and/or any of its subsidiaries or other eligible participants of shares or rights to acquire shares in the Company; or (iv) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of the cash payment for a dividend on shares of the Company in accordance with the bye-laws

A. 「動議：

- (a) 在本決議案(c)段之規限下，一般及無條件批准董事於有關期間(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額外股份，及作出或授予可能須行使該等權力之售股建議、協議及購股權；
- (b) 本決議案(a)段所述之批准將授權董事於有關期間內作出或授予可能須於有關期間屆滿後行使該等權力之售股建議、協議及購股權；
- (c) 董事依據本決議案(a)段所述之批准，配發或有條件或無條件同意配發(不論根據購股權或其他原因配發)之股本面值總額(不包括根據(i)配售新股(定義見下文)；(ii)根據本公司發行之任何認股權證或任何可兌換本公司股份之證券之條款行使認購或兌換權；(iii)根據任何當時採納作為向本公司及／或其任何附屬公司之高級人員、僱員或其他合資格參與者授出或發行股份或認購本公司股份之權利之任何購股權計劃或類似安排而行使任何購股權；或(iv)根據本公司之公司細則作出之任何以股代息或配發股份之類似安排

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of the Company, shall not exceed 20 per cent. 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

(d) for the purposes of this Resolution:

“**Relevant Period**” means the period from the passing of this Resolution until whichever is the earliest 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 date of which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of shares or other securities of the Company open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusion or other arrangements as the Directors 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

以全部或部份代替以現金支付本公司股息而發行之股份)不得超過本公司於本決議案通過當日之已發行股本面值總額之20%，而上述批准亦須受此數額限制；及

(d) 就本決議案而言：

「**有關期間**」乃指由本決議案通過當日至下列三者中最早發生之日期止之期間：

- (i) 本公司下屆股東週年大會結束；
- (ii) 依照本公司之公司細則或任何適用法例之規定本公司須舉行下屆股東週年大會之期限屆滿；及
- (iii) 本決議案所述之授權經本公司股東在股東大會上以普通決議案方式撤回或修訂當日。

「**配售新股**」乃指於董事所指定之期間內，向指定記錄日期名列股東名冊之本公司股份或任何類別股份之持有人，根據彼等當時所持股份或任何類別股份按比例配發本公司股份或其他證券之建議，惟董事有權在必要或權宜時就零碎股權，或中華人民共和國香港特別行政區以外任何地區之法例所定之限制或責任

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exchange in, any territory outside the Hong Kong Special Administrative Region of the People's Republic of China).”

或任何該等地區認可規管機構或證券交易所之規定，取消有關權利或作出其他安排。」

B. “THAT:

(a) subject to paragraph (b) of this Resolution, the exercise by the Directors 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, subject to and in accordance with all applicable laws and requirements, be and is hereby generally and unconditionally approved;

(b) the aggregate nominal amount of the shares of the Company which may be purchased by the Company pursuant to the approval in paragraph (a) of this Resolution shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company as at the date of passing of this Resolution and the said approval shall be limited accordingly; and

(c) 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

B. 「動議：

(a) 在本決議案(b)段之規限下，一般及無條件批准董事於有關期間(定義見下文)內依據所有適用法例及規定行使本公司一切權力以於香港聯合交易所有限公司購回本公司之股份；

(b) 本公司根據本決議案(a)段所述之批准可購回之本公司股份面值總額，不得超過於本決議案通過當日本公司股本面值總額之10%，而上述批准亦須受此數額限制；及

(c) 就本決議案而言：

「**有關期間**」乃指由本決議案通過當日起至下列三者中最早發生之日期止之期間：

- (i) 本公司下屆股東週年大會結束；
- (ii) 依照本公司之公司細則或任何適用法例之規定本公司須舉行下屆股東週年大會之期限屆滿；及

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(iii) the date which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

C. “**THAT** conditional upon Resolutions 5A and 5B set out above being passed, the aggregate nominal amount of the shares of the Company which are repurchased by the Company under the authority granted to the Directors as mentioned in Resolution 5B above shall be added to the aggregate nominal amount of the share capital of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to Resolution 5A above.”.

As at the date of this announcement, the board of Directors consists of three executive Directors, Mr. Tong Shek Lun, Ms. Ko Lai King, Kinny and Ms. Chung Wai Yu, Regina; two non-executive Directors, Mr. Lee Kwok Leung and Mr. Yang Yiu Chong, Ronald Jeffrey; and three independent non-executive Directors, Mr. Sun Yaoquan, Mr. Goh Gen Cheung and Mr. Chan Ho Man.

By order of the board of Directors

**Wong Hei Chiu**

*Company Secretary*

Hong Kong, 27 April 2007

(iii) 本決議案所述之授權經本公司股東在股東大會上以普通決議案方式撤回或修訂當日。」

C. 「**動議**待上述第5A項及第5B項決議案通過後，於根據上述第5B項決議案所授董事之權力購回之本公司股份之面值總額上，加上董事根據上述第5A項決議案可能配發或有條件或無條件同意配發之本公司股本之面值總額。」

於本公佈日期，董事會成員由三位執行董事，即唐錫麟先生、高麗瓊女士及鍾惠愉女士；兩位非執行董事，即李國樑先生及楊耀宗先生；以及三位獨立非執行董事，即孫耀全先生、葛根祥先生及陳浩文先生組成。

承董事會命

**黃禧超**

*公司秘書*

香港，二零零七年四月二十七日

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### Notes:

1. Any member entitled to attend and vote at the meeting shall be entitled to appoint another person as his proxy to attend and, in the event of a poll, vote instead of him. A proxy need not be a member of the Company.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney or other person duly authorised.
3. In the case of joint holders of any shares in the Company, any one of such joint holders may vote at the meeting, either in person or by proxy, in respect of such shares as if he was solely entitled thereto, but if more than one of such joint holders are present at the meeting, either personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such shares shall be accepted to the exclusion of the votes of the other joint registered holders.
4. In order to be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power of attorney or authority, must be deposited at the head office and principal place of business of the Company, Units 1 and 2, 29th Floor, Cable TV Tower, 9 Hoi Shing Road, Tsuen Wan, New Territories, Hong Kong not less than 48 hours before the time for holding the meeting or any adjourned meeting.
5. Delivery of the form of proxy will not preclude a member from attending and voting in person at the meeting convened and in such event, the form of proxy shall be deemed to be revoked.

### 附註：

1. 凡有權出席大會並在會上投票之股東均可委任他人為其代表，代其出席及於投票表決時代其投票。受委代表毋須為本公司股東。
2. 委任代表之文據須由委任人或其正式授權之授權代表親筆簽署。如委任人為公司，則須蓋有其公司印章或由高級職員或授權代表或正式授權之其他人士簽署。
3. 倘屬本公司任何股份之聯名持有人，則任何一位聯名持有人均可於大會上就該等股份投票（不論親身或委派代表），猶如彼為該等股份唯一有權投票者。惟若超過一位聯名持有人出席大會（不論親身或委派代表），本公司僅會接納在股東名冊內排名首位之上述出席人士就該等股份之投票，而其他聯名登記持有人則無投票權。
4. 委任代表表格須連同經簽署之授權書或其他授權文件（如有）或經簽署證明之有關文件副本，最遲須於大會或其任何續會舉行時間48小時前交回本公司之總辦事處及主要營業地點（地址為香港新界荃灣海盛路9號有線電視大樓29樓1至2室），方為有效。
5. 股東交回代表委任表格後仍可親身出席大會，並於會上投票，惟在此情況下，代表委任表格將被視為已遭撤回。