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**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**SAME TIME HOLDINGS LIMITED**

*(Incorporated in Bermuda with limited liability)*

(Stock Code: 451)

*Directors:*

YIP Sum Yin (*Chairman*)  
YIP How Yin, Maurice (*Chief Executive*)  
YU Hung Min  
LAI Wing Leung, Peter\*  
LAM Kwok Cheong\*

*Registered Office:*

Canon's Court  
22 Victoria Street  
Hamilton HM12  
Bermuda

*Principal Office:*

17th Floor, Phase 1  
Kingsford Industrial Building  
26-32 Kwai Hei Street  
Kwai Chung, New Territories  
Hong Kong

\* *Independent non-executive directors*

30th July, 2004

*To the shareholders*

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES  
AND AMENDMENT OF BYE-LAWS**

**INTRODUCTION**

At the annual general meeting of Same Time Holdings Limited (the "Company") for the year ended 31st March, 2004, resolutions will be proposed to grant to the directors of the Company general mandates to issue shares and repurchase shares of the Company and to amend the Bye-laws of the Company.

The purpose of this circular is to give you further details of the abovementioned proposals. This circular also contains the explanatory statement in compliance with the Listing Rules of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") and gives all the information reasonably necessary to enable shareholders to make an informed decision on whether to vote for or against the resolution to approve the purchase by the Company of its own shares.

## **GENERAL MANDATE TO ISSUE SHARES**

At the annual general meeting of the Company to be held on 31st August, 2004 (“AGM”) an ordinary resolution will be proposed to grant a general mandate to the directors of the Company to allot, issue and dispose of shares of the Company not exceeding 20 per cent. of the share capital of the Company in issue on the date of the resolution (the “Issue Shares Mandate”) to provide flexibility to the Company to raise fund by issue of shares efficiently.

## **GENERAL MANDATE TO REPURCHASE SHARES**

At the AGM, an ordinary resolution will also be proposed that the directors be given a general mandate to exercise all powers of the Company to repurchase issued and fully paid shares of the Company. Under such mandate, the number of shares that the Company may repurchase shall not exceed 10 per cent. of the share capital of the Company in issue on the date of the resolution (the “Repurchase Shares Mandate”). The Company’s authority is restricted to purchases made on the Stock Exchange in accordance with the Listing Rules of the Stock Exchange. On 26th July, 2004 (the “Latest Practicable Date”), being the latest practicable date prior to printing of this circular, there were in issue an aggregate of 47,438,520 shares of HK\$0.10 each of the Company (“Shares”). Exercise in full of the mandate, on the basis that no further Shares are issued prior to the date of the AGM, could accordingly result in up to 4,743,852 Shares being repurchased by the Company. The mandate allows the Company to make or agree to make purchases only during the period ending on the earliest of the date of the next annual general meeting, the date by which the next annual general meeting of the Company is required to be held by law or the date upon which such authority is revoked or varied by an ordinary resolution of the shareholders in a general meeting of the Company.

The directors have no present intention to repurchase any Shares but consider that the mandate will provide the Company the flexibility to make such repurchase when appropriate and beneficial to the Company. Such repurchases may enhance the net value of the Company and/or earnings per Share. As compared with the financial position of the Company as at 31st March, 2004 (being the date of its latest audited accounts), the directors consider that there would be a material adverse impact on the working capital and on the gearing position of the Company in the event that the proposed purchases were to be carried out in full during the proposed purchase period. No purchase would be made in circumstances that would have a material adverse impact on the working capital or gearing ratio of the Company.

The Company is empowered by its Memorandum of Association and Bye-laws to purchase its Shares. Bermuda law provides that the amount of capital repaid in connection with a share repurchase may only be paid out of either the capital paid up on the relevant shares, or funds of the Company that would otherwise be available for dividend or distribution or the proceeds of a new issue of shares made for such purpose. The amount of premium payable on repurchase may only be paid out of either the funds of the Company that would otherwise be available for dividend or distribution or out of the share premium of the Company. Under Bermuda law, the shares so repurchased will be treated as cancelled but the aggregate amount of authorised share capital will not be reduced.

The directors intend to apply the capital paid up on the relevant Shares or the profit that would otherwise be available for distribution by way of dividend for any purchase of its Shares.

## **Directors, their associates and connected persons**

None of the directors nor, to the best of the knowledge and belief of the directors having made all reasonable enquiries, any of the associates of any of the directors has any present intention, in the event that the proposal is approved by shareholders, to sell Shares to the Company.

No connected person of the Company (as defined in the Listing Rules of the Stock Exchange) has notified the Company that he/she has a present intention to sell Shares to the Company nor has he/she undertaken not to sell any of the Shares held by him/her to the Company in the event that the Company is authorised to make purchases of Shares.

## **Undertaking of the directors**

The directors have undertaken to the Stock Exchange to exercise the power of the Company to make purchases pursuant to the proposed resolution in accordance with the Listing Rules of the Stock Exchange and all applicable laws of Bermuda, and in accordance with the regulations set out in the Memorandum of Association and Bye-laws of the Company.

## **Effect of Takeovers Code**

A repurchase of Shares by the Company may result in an increase in the proportionate interest of a substantial shareholder of the Company in the voting rights of the Company, which could give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Hong Kong Code on Takeovers and Mergers (the “Code”).

As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, Sum Tai Holdings Limited (a company wholly owned by a discretionary trust established for the benefit of Mr. Yip Sum Yin, the Chairman of the Company, and his family) and Maroc Ventures Inc. (a company wholly owned by a discretionary trust established for the benefit of Mr. Yip How Yin, a brother of Mr. Yip Sum Yin, and his family), who together held approximately 29.89 per cent. of the issued share capital of the Company, was the only substantial shareholder holding more than 10 per cent. of the issued share capital of the Company. In the event that the directors should exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the resolution, the shareholding of Sum Tai Holdings Limited and Maroc Ventures Inc. in the Company would be increased to approximately 33.21 per cent. of the issued share capital of the Company and such increase would give rise to an obligation on them to make a mandatory offer under Rule 26 of the Code. The Company has no present intention to exercise the power to repurchase Shares which is proposed to be granted pursuant to the resolution such that Sum Tai Holdings Limited and Maroc Ventures Inc. would be obliged to make a mandatory offer under Rule 26 of the Code.

## Stock Exchange Rules for repurchases of shares

The Listing Rules of the Stock Exchange permit companies whose primary listings are on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions, the most important of which are summarised below:

(a) *Shareholders' approval*

The Listing Rules provide that all shares repurchases on the Stock Exchange by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, which may be by way of general mandate, or by special resolution in relation to specific transactions.

(b) *Source of funds*

Repurchases must be funded out of funds legally available for the purpose.

## GENERAL

During each of the six months preceding the date of this circular, no Shares have been repurchased by the Company.

During each of the previous 12 months, the highest and lowest traded prices for Shares on the Stock Exchange were as follows:

Month	Per Share	
	Highest HK\$	Lowest HK\$
<b>2003</b>		
July	1.333	1.067
August	1.067	0.800
September	1.187	1.000
October	1.280	1.067
November	1.293	1.227
December	1.333	1.227
<b>2004</b>		
January	1.307	1.200
February	1.617	1.100
March	1.900	1.300
April	1.640	1.380
May	1.650	1.450
June	1.550	1.200

An ordinary resolution will also be proposed at the AGM to extend the resolution on the Issue Shares Mandate to include 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 pursuant to the resolution on the Repurchase Shares Mandate.

#### **AMENDMENT OF BYE-LAWS**

It is proposed to amend the Company's Bye-laws in the following manner in order to comply with the requirements of the Listing Rules, the Securities and Futures Ordinance (the "SFO") and the Companies Act 1981 of Bermuda, and to provide more flexibility to the Company in administration, communication with shareholders and handling of documents:

- (a) the words "a recognised clearing house within the meaning of Section 2 of the Securities and Futures (Clearing Houses) Ordinance (Chapter 420 of the Laws of Hong Kong) or" in the definition of "Clearing House" in Bye-law 1 of the Bye-laws of the Company be and are hereby deleted;
- (b) the existing definition of "associates" in Bye-law 1 of the Bye-laws of the Company be deleted and be replaced by the following:

"associate(s)" shall have the meaning attributed to it in the rules of the stock exchange of the Relevant Territory."

- (c) the following be added before the semicolon in the definition of "writing" or "printing" in Bye-law 1 of the Bye-laws of the Company:

“, including in the form of electronic display, provided that both the mode of service of the relevant document or notice and the member's election (where applicable) comply with all applicable Statutes, rules and regulations”

- (d) the following be added as the last paragraph to Bye-law 1 of the Bye-laws of the Company:

“ References to a document being executed include references to it being executed under hand or under seal or by electronic signature or by any other method and references to a notice or document include a notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not.”

- (e) the following be added as the last two sentences in Bye-law 3 of the Bye-laws of the Company:

“Where the Company purchases for redemption a redeemable share, purchases not made through the market or by tender shall be limited to a maximum price as may from time to time be determined by the Company in general meeting, either generally or with regard to specific purchases. If purchases are by tender, tenders shall be available to all members alike.”

- (f) the phrase “Subject to any direction that may be given by the Company in a general meeting,” be added at the beginning of Bye-law 11 of the Bye-laws of the Company, and the original first letter in such Bye-law be changed to lower case;
- (g) the words “in the Newspapers” in Bye-law 44 of the Bye-laws of the Company be deleted and be replaced by the phrase “, where applicable, in the Newspapers or by any means in such manner as may be accepted by the stock exchange of the Relevant Territory to that effect”;
- (h) the existing provisions of Bye-law 59(B) of the Bye-laws of the Company be deleted and be replaced by the following:
- “ (B) The Company may from time to time by Ordinary Resolution, subject to any confirmation or consent required by law, reduce its authorised or issued share capital or, save for the use of share premium as expressly permitted by the Companies Act, any share premium account or other undistributable reserve.”
- (i) the following be added as the last sentence in Bye-law 80(A) of the Bye-laws of the Company:
- “Where the Company has knowledge that any member is, under the rules of the stock exchange of the Relevant Territory, required to abstain from voting on any particular resolution of the Company or restricted to voting only for or only against any particular resolution of the Company, any votes cast by or on behalf of such member in contravention of such requirement or restriction shall not be counted.”
- (j) the existing provisions of Bye-law 87(B) of the Bye-laws of the Company be deleted and be replaced by the following:
- “ (B) Where a member is a Clearing House (or its nominee(s) and, in each case, being a corporation), it may authorise such persons as it thinks fit to act as its representatives at any meeting of the Company or at any meeting of any class of members provided that the authorisation shall specify the number and class of shares in respect of which each such representative is so authorised. Each person so authorised under the provisions of this Bye-law shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the Clearing House (or its nominee(s)) as if such person was the registered holder of the shares of the Company held by the Clearing House (or its nominee(s)) in respect of the number and class of shares specified in the relevant authorisation including the right to vote individually on a show of hands.”
- (k) the words “a Special” in Bye-law 97(A)(vi) of the Bye-laws of the Company be deleted and be replaced by the words “an Ordinary”;
- (l) the existing provisions of Bye-law 98(H)(iii) of the Bye-laws of the Company be and are hereby deleted, and the existing Bye-law 98(H) (iv), (v), (vi), (vii) and (viii) of the Bye-laws of the Company be re-numbered as Bye-law 98(H) (iii), (iv), (v), (vi) and (vii) respectively;

- (m) the following be added after Bye-law 98(K) of the Bye-laws of the Company:

“ (L) A Director shall not vote (nor be counted in the quorum) on any resolution of the Board approving any contract or arrangement or any other proposal in which his associate(s) is/are materially interested save for the exceptions set out in Bye-law 98H(i) to (vii) which shall apply to an associate of a Director mutatis mutandis. For purposes of Bye-law 98(I) and Bye-law 98(J), the word “Director” wherever it appears (except where the word “Director” is followed by the words “together with any of his associates”) shall be construed to mean “a director of the Company and/or his associate(s)”. If any question shall arise at any meeting of the Board as to the materiality of the interest of an associate to a Director, such question shall be referred to the chairman of the meeting and his ruling shall be final and conclusive. If any question as aforesaid shall arise in respect of an associate to the chairman of the meeting such question shall be decided by a resolution of the Board for which purpose such chairman shall not vote thereon and such resolution shall be final and conclusive.”

- (n) the word “five” in Bye-law 101 of the Bye-laws of the Company be deleted and be replaced by the word “six”;

- (o) the words “at least seven days before the date of the general meeting” in Bye-law 103 of the Bye-laws of the Company be deleted and be replaced by the following:

“provided that the minimum length of the period, during which such notices are given, shall be at least seven days and that (if the notices are submitted after the despatch of the notice of the general meeting appointed for such election) the period for lodgment of such notices shall commence on the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven days prior to the date of such general meeting”

- (p) the word “Special” in Bye-law 104 of the Bye-laws of the Company be deleted and be replaced by the word “Ordinary”, and the word “special” in the marginal note to such Bye-law be deleted and be replaced by the word “ordinary”;

- (q) the phrases “not be necessary to give notice of a Board meeting to any Director who is for the time being absent from such territory. A Director may waive notice of any meeting either prospectively or retrospectively” in Bye-law 121 of the Bye-laws of the Company be deleted and be replaced by the phrase “be sufficient to give notice to such Director at the address entered in the register of directors of the Company”;

- (r) the following be added after Bye-law 162(B) of the Bye-laws of the Company:

“ (C) To the extent permitted by and subject to due compliance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the stock exchange of the Relevant Territory, and to obtaining all necessary consents, if any, required thereunder, the requirements of Bye-law 162 (A) and (B) shall be deemed satisfied in relation to any person by sending to the person in any manner not prohibited by the Statutes, a summary financial statement derived from the Company’s annual accounts and the directors’ report which shall be in the form and containing the information required by applicable laws and regulations, provided that any person who is otherwise entitled to the annual financial statements of the Company and the directors’ 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 a summary financial statement, a complete printed copy of the Company’s annual financial statement and the directors’ report thereon.

“ (D) The requirement to send to a person referred to in Bye-law 162 (A) and (B) the documents referred to in that provision or a summary financial report in accordance with Bye-law 162(C) shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the stock exchange of the Relevant Territory, the Company publishes copies of the documents referred to in Bye-law 162(A) and (B) and, if applicable, a summary financial report complying with Bye-law 162(C), on the Company’s computer network 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 manner as discharging the Company’s obligation to send to him a copy of such documents.”

- (s) the following be added as the last sentence in Bye-law 164 of the Bye-laws of the Company:

“Such report shall be prepared, and such balance sheet, consolidated balance sheet and consolidated profit and loss account shall be audited, by the Auditor or Auditors of the Company in accordance with the financial standards required by the Companies Act and under the rules of the stock exchange of the Relevant Territory.”

- (t) the word “fourteen” wherever it appears in Bye-law 165 of the Bye-laws of the Company be deleted and be replaced by the word “twenty-one”;

- (u) the words “to be given or issued under these Bye-Laws shall be in writing, and” in Bye-law 167 of the Bye-laws of the Company be deleted and be replaced by the following:

“(including any “corporate communication” within the meaning ascribed thereto under the rules of the stock exchange of the Relevant Territory), whether or not, to be given or issued under these Bye-laws from the Company to a member shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or communication and any such notice and document”



- (v) the following be added after the words “in the Newspapers” in Bye-law 167 of the Bye-laws of the Company:

“or by transmitting it to any such telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for the giving of notice to him or which the person transmitting the notice reasonably and bona fide believes at the relevant time will result in the notice being duly received by the member or, to the extent permitted by the applicable laws and the rules of the stock exchange of the Relevant Territory, by placing it on the Company’s website or the website of the stock exchange of the Relevant Territory and giving to the member a notice stating that the notice or other document is available there (a “notice of availability”). The notice of availability may be given to the member by any of the means set out above”

- (w) new Bye-law 169A and Bye-law 169B be added after the existing Bye-law 169 of the Bye-laws of the Company as follows:

“169A. A notice or document if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A notice placed on the Company’s website is deemed given by the Company to a member on the day following that on which a notice of availability is deemed served on the member.

169B. A notice or document may be given to a member either in English language or the Chinese language, subject to due compliance with all applicable Statutes, rules and regulations.”

- (x) a new Bye-law 181A be added after the existing Bye-law 181 of the Bye-laws of the Company as follows:

“181A. Notwithstanding any provision contained in these Bye-laws, the Directors may, if permitted by applicable law, authorise the destruction of documents set out in sub-paragraphs (a) to (d) of Bye-law 181 and 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 Bye-law shall apply only to the destruction of a document in good faith and without express notice to the Company and its share registrar that the preservation of such document was relevant to a claim.”.

## **RE-ELECTION OF DIRECTOR**

Mr. LAM Kwok Cheong will retire at the AGM and will offer himself for re-election according to the Company’s Bye-laws. Details of Mr. Lam as required under Rule 13.51(2) of the Listing Rules are as follows:

Mr. LAM Kwok Cheong, aged 50, was appointed as an independent non-executive director of the Company in November, 1997. Mr. Lam is a member of The Law Society of Hong Kong and has over 25 years’ experience as a solicitor. He is a partner of Alfred Lam, Keung & Ko, Solicitors & Notaries. He is currently an independent non-executive director of Capital Prosper Limited. He resigned as an independent

non-executive director of Hong Tong Holdings Limited (now known as China Conservational Power Holdings Limited) in October, 2003. He has no relationship with any directors, senior management or substantial or controlling shareholders of the Company and has no interest in the shares of the Company within the meaning of Part XV of the SFO. Mr. Lam has not entered into any service contract with the Company and either party may terminate the appointment by serving to the other party written notice of termination. He received director's fee from the Group for the year ended 31st March, 2004 in the sum of HK\$60,000 which is fixed each year and is determined based on the estimated time to be spent by him on the Company's matter. There is no other matters concerning the re-election of Mr. Lam that need to be brought to the attention of the shareholders of the Company.

## **ANNUAL GENERAL MEETING**

You will find on pages 12 to 14 of this circular a notice of the AGM to be held at 12:00 noon on 31st August, 2004 at 17th Floor, Phase 1, Kingsford Industrial Building, 26-32 Kwai Hei Street, Kwai Chung, New Territories, Hong Kong.

Resolution no. 4A will be proposed as an ordinary resolution to give a general mandate to the directors to allot, issue and deal with shares of the Company with an aggregate nominal value not exceeding 20 per cent. of the share capital of the Company in issue as at the date of the resolution.

Resolution no. 4B will be proposed as an ordinary resolution to give a general mandate to the directors to make on-market purchases of shares of the Company of up to 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of the resolution.

Resolution no. 4C will be proposed as an ordinary resolution to extend resolution no. 4A to include 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 pursuant to resolution no. 4B.

Resolution no. 4D will be proposed as a special resolution to approve the proposed amendment of the Bye-laws of the Company.

There is enclosed a form of proxy for use at the AGM. You are requested to complete the form of proxy and return it to the principal office of the Company in accordance with the instructions printed thereon not less than 48 hours before the time fixed for holding the meeting, whether or not you intend to be present at the meeting. The completion and return of the form of proxy will not prevent you from attending and voting in person should you so wish.

According to the Bye-laws of the Company, before the chairman of the meeting has declared the result of voting on a show of hands on a resolution at the AGM, a poll may be demanded by:

- (a) at least three members present in person or by a duly authorised corporate representative or by proxy for the time being entitled to vote at the meeting; or
- (b) any member or members present in person or by a duly authorised corporate representative or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or

- (c) any member or members present in person or by a duly authorised corporate representative or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

## **RECOMMENDATION**

The directors consider that the proposed granting of the mandates to issue and repurchase shares of the Company and amendment of the Bye-laws are in the interest of the Company and so recommend you to vote in favour of all resolutions at the AGM. The directors will vote all their shareholdings in favour of the resolutions.

Yours faithfully,  
By order of the Board  
**YIP Sum Yin**  
*Chairman*

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## NOTICE OF ANNUAL GENERAL MEETING

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## SAME TIME HOLDINGS LIMITED

*(Incorporated in Bermuda with limited liability)*

(Stock Code: 451)

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting of the abovenamed company (the “Company”) will be held at 17th Floor, Phase 1, Kingsford Industrial Building, 26-32 Kwai Hei Street, Kwai Chung, New Territories, Hong Kong on 31st August, 2004 at 12:00 noon 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, 2004.
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 resolutions, of which resolution nos. 4A, 4B and 4C will be proposed as ordinary resolutions and resolution no. 4D will be proposed as a special resolution:

#### ORDINARY RESOLUTIONS

A. **“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;
- (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

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## NOTICE OF ANNUAL GENERAL MEETING

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(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

“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).”

B. **“THAT:**

- (a) the exercise by the directors of the Company during the Relevant Period of all powers of the Company to purchase its own shares, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period 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 this resolution and the said approval 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

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## NOTICE OF ANNUAL GENERAL MEETING

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(iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

C. “**THAT** conditional upon resolution no. 4B 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 as mentioned in resolution no. 4B 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. 4A above.”

### SPECIAL RESOLUTION

D. “**THAT** the existing Bye-laws of the Company be and are hereby amended in the manner set out in the section headed “Amendment of Bye-laws” in the circular of the Company dated 30th July, 2004 (a copy of such section has been submitted to the meeting and signed by the Chairman of the Company for the purpose of identification).”

By Order of the Board  
**Ho Heung Ming**  
*Company Secretary*

Hong Kong, 30th July, 2004

*Principal Office:*

17th Floor, Phase 1  
Kingsford Industrial Building  
26-32 Kwai Hei Street  
Kwai Chung, New Territories  
Hong Kong

*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.