

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

Notice is hereby given that the Annual General Meeting of Fujikon Industrial Holdings Limited will be held on 20th September, 2000 (Wednesday) at 11:00 a.m. in the Coral Room II, 3/F Furama Hotel, for the following purposes:

As Ordinary Business:

1. To receive and consider the financial statements for the year ended 31st March, 2000 and the Reports of the Directors and the Auditors.
2. To re-elect Directors and to authorise the Board of Directors to fix their remuneration.
3. To re-appoint Auditors and authorise the Directors to fix their remuneration.

And as Special Business, to consider and, if thought fit, to pass the following as ordinary resolutions:

ORDINARY RESOLUTIONS

4. "THAT:
 - (a) subject to paragraph (c) below, the exercise by the directors of the Company (the "Directors") during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with share capital of the Company and to make or grant offers, agreements or options which would or might require shares to be allotted and issued be generally and unconditionally approved;
 - (b) the approval in paragraph (a) above shall authorise the Directors to make or grant offers, agreements or options during the Relevant Period which would or might require the exercise of such power either during or after the end of the Relevant Period pursuant to sub-paragraph (a) above;
 - (c) the aggregate nominal value 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 approvals in sub-paragraphs (a) and (b) above, otherwise than pursuant to rights issue (as defined below) or pursuant to exercise of options under any share option scheme or an issue of shares of the Company 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 aggregate nominal value of the shares of the Company in issue on the date of passing this Resolution; and

茲通告富士高實業控股有限公司謹訂於二零零零年九月二十日(星期三)上午十一時正假座富麗華酒店三樓珊瑚廳II舉行股東週年大會,以處理下列事項:

普通事項:

1. 省覽截至二零零零年三月三十一日止年度之財務報表及董事會與核數師報告。
2. 重選董事及授權董事會釐定董事酬金。
3. 重新委聘核數師及授權董事會釐定其酬金。

及作為特別事項,考慮並酌情通過下列決議案為普通決議案:

普通決議案

4. 「動議:
 - (a) 在本決議案(c)段規限下,一般及無條件批准本公司董事(「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及作出或授出將會或可能須配發及發行股份之建議、協議及購股權;
 - (b) 上述(a)段之批准應授權董事於有關期間內作出或授出於有關期間內或有關期間屆滿後需要或可能需要行使該等權力,惟須根據上述(a)分段配發及發行股份之建議、協議及購股權;
 - (c) 根據上文(a)及(b)分段之批准董事配發或同意有條件或無條件配發(不論是否根據購股權或其他方式)之股本面值總額不得超過於本決議案通過本公司當日已發行股份面值總額之20%,惟根據供股(定義見下文)或行使根據任何購股權計劃授予之購股權或根據公司細則發行本公司股份以代替股份之全部或部分股息則除外;及

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(d) 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; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by Bermuda law or the bye-laws of the Company to be held; or
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution; and

"rights issue" means the allotment or issue of shares or other securities which would or might require shares to be allotted and issued pursuant to an offer made to all the shareholders of the Company (excluding for such purpose any shareholder who is resident in a place where such offer is not permitted under the laws of that place) and, where appropriate, the holders of other equity securities of the Company entitled to such offer, pro rata (apart from fractional entitlements) to their existing holdings of shares or such other equity securities (subject to such exclusions 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 regulatory body of any recognised stock exchange in any territory outside Hong Kong)."

(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；或
- (ii) 百慕達法例或本公司之公司細則規定本公司須舉行下屆股東週年大會之期限屆滿之日；或
- (iii) 本公司股東在股東週年大會上通過普通決議案撤銷或修改根據本決議案授予本公司董事之授權之日；及

「供股」指根據建議向本公司所有股東（就此目的而言並不包括其居住地法例不允許此等建議之股東）及（倘適用）持有本公司其他權益證券而有權接受該建議之人士，按彼等當時之持股量或權益證券比例（不包括零碎股權）配發或發行股份或其他將會或可能須要配發及發行股份之證券。惟董事有權在必要或權宜時，就零碎股權或任何香港以外任何地區之任何有關法例規定或法律責任或任何認可之證券交易所之任何監管機構之規定，取消若干股東在此方面之權利或作出其他安排。

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5. “THAT:

- (a) the Directors be granted a general mandate to exercise all the powers of the Company to purchase on The Stock Exchange of Hong Kong Limited or any other stock exchange on which the shares of the Company may be listed and which is recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, such number of securities as will represent up to 10% of the aggregate nominal amount of the shares of the Company in issue on the date of passing of this Resolution during the Relevant Period (as defined below) pursuant to the Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time);

- (b) 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; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by Bermuda law or the bye-laws of the Company to be held; or
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution”; and

5. 動議:

- (a) 授予董事一般授權以行使本公司一切權力，於有關期間（定義見下文）根據聯交所上市規則（經不時修訂）在香港聯合交易所有限公司或任何本公司股份可能上市並就此獲證券及期貨事務監察委員會及聯交所認可之其他證券交易所購買本公司之證券。購買證券之總面額不得超過本決議案通過當日本公司已發行股份總面值之10%。

- (b) 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；或
- (ii) 百慕達法例或本公司之公司細則規定本公司須舉行下屆股東週年大會之期限屆滿之日；或
- (iii) 本公司股東在股東大會上通過普通決議案撤銷或修改根據本決議案授予本公司董事之授權之日；及

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6. "THAT:

conditional upon the Ordinary Resolutions Nos. 4 and 5 above being passed, the unconditional general mandate referred to in Resolution No. 4 above be extended by the addition to the aggregate nominal amount of the shares of the Company which may be allotted or agreed to be allotted by the directors of the Company pursuant to such unconditional general mandate of an amount representing the aggregate nominal amount of the securities of the Company purchased by the Company pursuant to the mandate to purchase securities referred to in Resolution (5) above, provided that such extended amount shall not exceed 10% of the aggregate nominal value of the Shares in issue on the date of passing this Resolution."

By Order of the Board
Sum Yuk Fan, Sharon
Company Secretary

Hong Kong, 7th August, 2000

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 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 seal or under the hand of an officer or attorney duly authorised.
3. 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 notarially certified copy of attorney or authority, must be deposited with the Company Secretary at the Company's Head Office, Unit 601-610, Tower I, Grand Central Plaza, 138 Shatin Rural Committee Road, Shatin, NT, Hong Kong not less than 48 hours before the time for holding the meeting or adjourned meeting or poll. 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.
4. An explanatory statement containing information regarding Resolution No. 5 above will be sent to shareholders shortly together with the Company's Annual Report.

6. 「動議:

待上述第4項及第5項決議案獲通過後，擴大上文第4項決議案之無條件一般授權，本公司董事依據該無條件一般授權而配發或同意發行之本公司股份面值總額增加至包括本公司根據上述第5項決議案所指之購買證券授權而購買之本公司證券之總面值。惟此增加之數額不得超得本公司於本決議案通過之日已發行股份面值總額之10%。」

承董事會命
公司秘書
沈玉芬

香港，二零零零年八月七日

附註:

1. 任何有權出席大會並於會上投票之股東有權委任另一位人士為其代表以出席大會及投票。受委代表毋須為本公司股東。
2. 委任代表之文據須委任人或其正式書面授權之人士簽署。倘委任人為公司，則須加蓋公司印鑑或經由公司負責人或其正式授權之人士簽署。
3. 委任表格連同經簽署之授權書或其他授權文件（如有），或經公證人證明之授權書或其他授權文件副本，最遲須於大會或續會或投票指定舉行時間前四十八小時交回本公司總辦事處（地址為香港新界沙田鄉事會路138號新城市中央廣場第一座601-610室）予本公司秘書，方為有效。交回委任表格後，股東仍可親身出席大會並投票。倘如此，委任表格將視作已告撤銷。
4. 有關上述第5項決議案之說明文件將隨本公司年報一同寄發予股東。