

# Notice of meeting

## Notes:

- In order to qualify for the proposed issue of Bonus Shares and the final dividend payable on Friday, 26 May 2000, all transfers, accompanied by the relevant share certificates, must be lodged with the Company's Share Registrars, Central Registration Hong Kong Limited, for registration not later than 4 pm, Wednesday, 17 May 2000.*
- Only members are entitled to attend and vote at the meeting.*
- A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of that member. A proxy need not be a member. The Company's Articles of Association require proxy forms to be deposited at the Registered Office of the Company not later than 48 hours before the time for holding the meeting.*
- With respect to Ordinary Resolution No (1), the increase in authorised share capital is being proposed so that, if approved, (i) the mandate proposed to be given pursuant to Ordinary Resolution No (3) would be capable of being exercised in full and (ii) the Bonus Shares would be capable of being issued pursuant to Ordinary Resolution No (2).*
- With respect to Ordinary Resolution No (2), the issue of one Bonus Share for every ten ordinary shares held by members provides a bonus dividend to members, in addition to the cash dividend.*

NOTICE is hereby given that the Annual General Meeting of shareholders of the Company will be held in the Ballroom, 1st Floor, Harbour Plaza Hong Kong, 20 Tak Fung Street, Hung Hom, Kowloon, Hong Kong on Thursday, 25 May 2000 at 12:15 pm for the following purposes:

- To receive and consider the statement of accounts and reports of the directors and auditors for the year ended 31 December 1999.
- To declare a final dividend.
- To elect directors.
- To appoint auditors and authorise the directors to fix their remuneration.
- As special business to consider and, if thought fit, pass the following Ordinary Resolutions:

### Ordinary Resolutions

- "THAT the authorised share capital of the Company be and is hereby increased from HK\$1,565,467,856 comprising 4,651,000,000 ordinary shares of HK\$0.25 each and 402,717,856  $7\frac{1}{2}$  per cent cumulative redeemable participating preference shares of HK\$1 each to HK\$1,777,717,856 comprising 5,500,000,000 ordinary shares of HK\$0.25 each and 402,717,856  $7\frac{1}{2}$  per cent cumulative redeemable participating preference shares of HK\$1 each by the creation of an additional 849,000,000 ordinary shares of HK\$0.25 each."
- "THAT conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the "Listing Committee") granting listing of and permission to deal in the new ordinary shares of HK\$0.25 each in the capital of the Company (the "Bonus Shares") to be issued pursuant to this Resolution, upon the recommendation of the directors an amount standing to the credit of the share premium account of the Company equal to one-tenth of the aggregate nominal amount of the ordinary share capital of the Company in issue on 25 May 2000 be capitalised and the directors be and are hereby authorised to apply such sum in paying up in full at par such number of Bonus Shares in the capital of the Company which is equal to one-tenth of the number of ordinary shares in issue on 25 May 2000 to be allotted and credited as fully paid to and among the holders of ordinary shares of the Company on the register of members on 25 May 2000 on the basis of one Bonus Share for every ten ordinary shares held by such shareholders on such date and that the Bonus Shares to be allotted and issued pursuant to this Resolution shall rank *pari passu* in all respects with the existing issued ordinary shares of the Company except that they will not be entitled to participate in any dividend declared or recommended by the Company in respect of the year ended 31 December 1999 and further that no fractional shares be issued under such capitalisation and the directors be and are hereby authorised to sell the shares representing fractions for the benefit of the Company."

- (3) "THAT a general mandate be and is hereby unconditionally given to the directors to issue and dispose of additional ordinary shares of the Company (in addition to ordinary shares issued under the Senior Executive Share Option Scheme) not exceeding 20% of the issued ordinary share capital of the Company at the date of passing this Resolution (as enlarged by the issue of any new ordinary shares pursuant to Ordinary Resolution No (2) set out in the notice convening this meeting of which this Resolution forms part)."
- (4) "THAT:
- (A) Subject to paragraph (B) below, the exercise by the directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase ordinary shares of HK\$0.25 each in the capital of the Company in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (B) the aggregate nominal amount of ordinary shares of the Company to be repurchased by the Company pursuant to the approval in paragraph (A) above shall not exceed 10% of the aggregate nominal amount of the ordinary share capital of the Company in issue at the date of passing this Resolution (as enlarged by the issue of any new ordinary shares pursuant to Ordinary Resolution No (2) set out in the notice convening this meeting of which this Resolution forms part), 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 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 law to be held; and
  - (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting of the Company."

6. *With respect to Ordinary Resolution No (3), the directors wish to state that they have no immediate plans to issue any new shares (other than the issue of the new shares under the Senior Executive Share Option Scheme and the Bonus Shares pursuant to Ordinary Resolution No (2)) of the Company. Approval is being sought from the members under Ordinary Resolution No (3) as a general mandate for the purposes of Section 57B of the Companies Ordinance and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.*

7. *An Explanatory Statement containing the information regarding the repurchase by the Company of its own shares and the information regarding Ordinary Resolutions No (1) to (3) will be sent to shareholders together with the Company's 1999 Annual Report.*

- (5) "THAT the general mandate granted to the directors to issue and dispose of additional ordinary shares pursuant to Ordinary Resolution No (3) set out in the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the ordinary share capital of the Company repurchased by the Company under the authority granted pursuant to Ordinary Resolution No (4) set out in the notice convening this meeting, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued ordinary share capital of the Company at the date of passing this Resolution (as enlarged by the issue of any new ordinary shares pursuant to Ordinary Resolution No (2) set out in the notice convening this meeting of which this Resolution forms part)."

The register of members will be closed from Thursday, 18 May 2000 to Thursday, 25 May 2000 both days inclusive.

By order of the board

**Edith Shih**

Company Secretary

Hong Kong, 23 March 2000