



# SHOUGANG CONCORD CENTURY HOLDINGS LIMITED

## 首長寶佳集團有限公司

*(Incorporated in Hong Kong with limited liability)*

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of the Company will be held at Basement 1 Monaco Room, Regal Hongkong Hotel, 88 Yee Wo Street, Casueway Bay, Hong Kong on Friday, 7th June, 2002 at 10:20 a.m. for the following purposes:

#### **AS ORDINARY BUSINESS**

1. To receive the report of the directors of the Company and the audited accounts of the Company for the year ended 31st December, 2001.
2. To re-elect the retiring directors (note (2)).
3. To re-appoint Ernst & Young as auditors of the Company to hold office until the conclusion of the next annual general meeting and to authorise the board of directors to fix their remuneration.

#### **AS SPECIAL BUSINESS**

4. To consider and, if thought fit, pass 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 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;
- (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 (i) a Rights Issue, (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) any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries and/or any of its associated companies and/or any of its jointly controlled entities or any eligible participant pursuant to the scheme of shares or rights to acquire shares of the Company, or (iv)

any scrip dividend on shares of the Company in accordance with the articles of association 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 passing this resolution; and

(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;
- (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 revocation or variation of this resolution by any ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company 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 any class thereof (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 any territories outside Hong Kong).”

5. To consider and, if thought fit, pass the following resolution as an ordinary resolution:

A. **“THAT:**

- (a) subject to paragraph (c) below, the exercise by the directors during the Relevant Period of all the powers of the Company to repurchase issued shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), and that the exercise by the directors of the Company of all the powers of the Company to repurchase such shares subject to and in accordance with all applicable laws or the requirements of the Rules Governing the Listing of Securities on the Stock Exchange, be and it is hereby generally and unconditionally approved;
- (b) in addition, the approval in paragraph (a) above shall authorise the directors on behalf of the Company during the Relevant Period to procure the Company to purchase its shares at a price determined by the directors;
- (c) the aggregate nominal amount of shares of the Company repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (a) above 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 passing this resolution, and the authority pursuant to paragraph (a) shall be limited accordingly; and
- (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;

- (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 revocation or variation of this resolution by any ordinary resolution of the shareholders of the Company in general meeting.”

B. **“THAT** conditional upon the passing of the ordinary resolution 5A above, the aggregate nominal amount of the shares in the Company which are repurchased by the Company pursuant to and in accordance with the said ordinary resolution 5A shall be added to the aggregate nominal amount of the shares in the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to and in accordance with the ordinary resolution 4 above.”

6. To consider and, if thought fit, pass the following resolution as an ordinary resolution:

**“THAT** subject to and conditional upon the Listing Committee of the Stock Exchange granting the listing of and permission to deal in the shares of the Company falling to be issued pursuant to the new share option scheme (the “Share Option Scheme”), the terms of which are set out in the document marked “A” produced to the Annual General Meeting and signed by the Chairman for the purpose of identification, the rules of the Share Option Scheme be and the same are hereby approved and adopted and that the directors of the Company be and they are hereby authorised to grant options to subscribe for shares of the Company pursuant to the exercise of subscription rights under any option granted thereunder and take all such steps as may be necessary or desirable to implement such Share Option Scheme.”

7. To consider and, if thought fit, pass the following resolution as a special resolution:

**“THAT** the articles of association of the Company be and are hereby amended in the following manner:

(a) by deleting the existing Article 129 in its entirety and substitute therefor the following:-

“129(1) The Board shall from time to time in accordance with the provisions of the Ordinance cause to be prepared and laid before the Company at its annual general meeting such balance sheet and every document required by the Ordinance to be annexed to the balance sheet and profit and loss account or income and expenditure account. The Board may also cause to be prepared any other financial documents (including but without limitation any summary financial report) as the Board thinks fit.

(2) Subject to paragraph (3) of this Article, copies of the relevant financial documents (or a copy of the summary financial report in place of a copy of those documents from which the report is derived) together with any other reports as may be required by the Ordinance shall, not less than twenty-one days before the date of the meeting, be sent to every member and holder of debentures of the Company and to the auditors of the Company. However, this Article shall not require copies of those documents to be sent to any person of whose address the Company is unaware or to more than one of the joint holders of any shares or debentures.

(3) Where a member of, or debenture holder of, the Company has, in accordance with the Ordinance and other applicable laws, rules and regulations binding on the Company from time to time, consented to treat the publication of the relevant financial documents and/or the summary financial report and/or any other reports on the Company’s computer network as discharging the Company’s obligation under the Ordinance to send copies of the relevant financial documents and/or the summary financial report and/or such reports, then subject to compliance with the publication and notification requirements of all applicable laws,

rules and regulations from time to time, by the Company on the Company's computer network of the relevant financial documents and/or the summary financial report and/or any other reports of the Company at least twenty-one days before the date of the meeting shall, in relation to each such member or debenture holder of the Company, be deemed to discharge the Company under paragraph (2) of this Article.

- (4) Notwithstanding paragraph (3) of this Article, if all or any of the shares in or debentures of the Company are listed or dealt in on any stock exchange, there shall be forwarded to the secretary of that stock exchange such number of copies of each of those documents as may be required by the regulations of that stock exchange.
- (5) For the purpose of this Article, "relevant financial documents" and "summary financial report" shall have the meaning ascribed to them in the Ordinance.";

(b) by deleting the existing Article 131 in its entirety and substitute therefor the following:

"131(1) The Company may give any notice to a member either personally or by sending it by post in a prepaid envelope or wrapper addressed to the member at his registered address or by leaving it at his registered address or by leaving it at that address or (in the case of a notice) Published in the Newspapers.

- (2) A member whose registered address is not within Hong Kong may either give to the Company an address within Hong Kong or an address outside Hong Kong and notices may be sent to him at either address.
- (3) Subject to applicable laws, rules and regulations binding on the Company from time to time, and unless the Board shall otherwise in its absolute discretion consider not appropriate for any purpose or purposes under these Articles, any notice or document to be given or issued under these Articles may also be served by the Company on any member by using electronic means in the manner prescribed under applicable laws, rules and regulations or such other designated electronic means as may be agreed between the Company and the relevant member from time to time.
- (4) In the case of sending notices or other documents by electronic means under this Article, the Board may make it subject to such terms and conditions as it shall in its absolute discretion consider appropriate in the circumstances.
- (5) In the case of joint holders of a share, all notices shall be given to the joint holder whose name stands first in the register of members in respect of the joint holding and notice so given shall be sufficient notice to all the joint holders.";

(c) by adding "or transmitted by electronic means in accordance with Article 131(3)" after "if Published in the Newspapers" in Article 134.";

(d) by adding "or transmitted by electronic means in accordance with Article 131(3)" after "if Published in the Newspapers" in Article 135."; and

(e) by inserting the following Article after Article 136 as new Article 136(A):

"136 (A) Subject to applicable laws, rules and regulations binding on the Company from time to time, any notice or document sent by electronic means in accordance with Article 131(3) shall be deemed to have been served or delivered at the expiration of twenty-four (24) hours after the

time it was first sent and in proving such service or delivery it shall be conclusive to prove that the address used for the electronic communication was the address supplied for that purpose and the electronic communication was properly despatched, unless the Company is aware that there has been a failure of delivery of such notice or document following at least two (2) attempts in which case such notice or document shall be sent to the member by post provided that the date of deemed service or delivery shall be twenty-four (24) hours from the despatch of the original electronic communication in accordance with this Article.””

By Order of the Board

**Chan Lai Yee**

*Company Secretary*

Hong Kong, 30th April, 2002

*Notes:*

- (1) A member entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company. Forms of proxy must be lodged at the Company's share registrar, Tengis Limited at 4th Floor, Hutchison House, 10 Harcourt Road, Central, Hong Kong not less than 48 hours before the time for holding the meeting.
- (2) With respect to resolution 2, Messrs. Cao Zhong, Tang Kwok Kau, Lai Kam Man and Yip Kin Man, Raymond will retire from office, pursuant to the articles of association of the Company and being eligible, they offer themselves for re-election at the above meeting.