



# SHUN CHEONG HOLDINGS LIMITED

*(Incorporated in Bermuda with limited liability)*

Stock Code: 650

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting (the “Meeting”) of Shun Cheong Holdings Limited (the “Company”) will be held in Fung Shui Room, 6th Floor, The Macro Polo Hong Kong Hotel, Harbour City, Kowloon, Hong Kong on Thursday, 16 September 2004, at 11:00 a.m. for the following purposes:

1. To receive and consider the audited Consolidated Financial Statements and Reports of the Directors and the Auditors for the year ended 31 March 2004.
2. To re-elect the retiring directors and to authorise the board of directors to fix the directors’ remuneration.
3. To re-appoint auditors and to authorise the board of directors to fix their remuneration.
4. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as a Special Resolution of the Company:

“**THAT**, the Bye-Laws of the Company be amended as follows:

- (a) By deleting the existing definitions of “associates” and “Clearing House” in Bye-Law 1(A) and substituting therefor the following new definitions:

““associate(s)” shall have the meaning attributed to it in the Listing Rules;”  
and

““Clearing House” shall mean a recognised clearing house within the meaning of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) or a clearing house or authorised shares depository recognised by the laws of the jurisdiction in which the shares of the Company are listed or quoted on a stock exchange in such jurisdiction;”

- (b) By adding the following new definition of “Listing Rules” in Bye-Law 1(A) in appropriate alphabetical order:

““Listing Rules” shall mean the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as may be amended from time to time);”

(c) By inserting the following new Bye-Law 76A after the existing Bye-Law 76:

“76A. Where any member is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such member in contravention of such requirement or restriction shall not be counted.”

(d) By amending the existing Bye-Law 98(G) as follows:

(i) inserting the word “materially” before the word “interested” in the second line;

(ii) inserting the words “or who has an associate who is materially interested” after the word “interested” in the second line;

(iii) deleting the word “his” after the words “nature of” in the fifth line and substituting therefor the words “any such”;

(iv) deleting the word “his” after the words “he knows” in the eighth line and substituting therefor the words “any such”;

(v) inserting the words “or any of his associates” after the words “(a) he” in the thirteenth line; and

(vi) inserting the words “or any of his associates” after the words “with him” in the twenty-first line.

(e) By deleting the existing Bye-Law 98(H) and substituting therefor the following new Bye-Law 98(H):

“(H) A Director shall not vote (nor be counted in the quorum) on any resolution of the Board in respect of any contract, arrangement or proposal in which he or any of his associate(s) has/have a material interest, and if he shall do so his vote shall not be counted (nor shall he be counted in the quorum for that resolution), but this prohibition shall not apply to any of the following matters:

(i) the giving of any security or indemnity either:

(a) to the Director or his associate(s) in respect of money lent or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any its subsidiaries;  
or

(b) to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his associate(s) has himself/themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;

- (ii) any contract, arrangement or proposal concerning an offer of shares, debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or his associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;
  - (iii) any contract, arrangement or proposal concerning any other company in which the Director or his associate(s) is/are interested only, whether directly or indirectly, as an officer or executive or shareholder or in which the Director or his associate(s) is/are beneficially interested in shares of that company, provided that the Director and any of his associate's beneficial interest in such company is below, in aggregate, 5 per cent. of (a) the issued shares of any class of such company (or of any third company through which his interest or that of his associate(s) is derived) or (b) the voting rights available to the members of such company;
  - (iv) any contract, arrangement or proposal concerning the benefit of employees of the Company or any of its subsidiaries including:
    - (a) the adoption, modification or operation of any employees' share scheme or any share incentive or share option scheme under which the Director or his associate(s) may benefit; or
    - (b) the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates to a Director, his associates and employees of the Company, or any of its subsidiaries and does not provide in respect of any Director, or his associate(s), as such any privilege or advantage not generally accorded to the class of persons to which such scheme of fund relates; and
  - (v) any contract, arrangement or proposal in which the Director or his associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company.”
- (f) by amending the existing Bye-Law 98(I) as follows:
- (i) inserting the words “or any of his associates” after the words “a Director” in the seventeenth line; and
  - (ii) deleting the words “Director’s interest” and inserting in their place the words “interest of a Director or any of his associates” in the twentieth line.
- (g) By inserting the words “or any of his associates” after the words “that Director” in the seventh line of the existing Bye-Law 98(J).

- (h) By amending the existing Bye-Law 98(K) as follows:
- (i) inserting the words “or any of his associates” after the words “the Chairman” in the third line;
  - (ii) inserting the words “or any of his associates” after the words “other Director” in the tenth line;
  - (iii) inserting the words “or any of his associates” after the words “Director” in the thirteenth line;
  - (iv) inserting the words “or any of his associates” after the words “the Chairman” in the sixteenth line; and
  - (v) inserting the words “or any of his associates” after the words “such Chairman” in the twenty-second line.
- (i) By deleting the existing Bye-Law 103 and substituting thereof the following new Bye-Law 103:

“103.No person, other than a retiring Director, shall, unless recommended by the Board for election, be eligible for election to the office of Director at any general meeting, unless notice in writing signed by a member (other than the person to be proposed) entitled to attend and vote at such general meeting of his intention to propose such a person for election as a Director and notice in writing signed by the person to be so proposed of his willingness to be elected shall have given to the Company. The nomination period during which such notice may be given will commence on the day after despatch of the notice of the general meeting appointed for such election and will end on the day which is seven days prior to the date of such general meeting, provided always that such nomination period must be at least seven days in duration.””

By Order of the Board  
**Shun Cheong Holdings Limited**  
**Lo Yun Sang**  
*Company Secretary*

Hong Kong, 24 August 2004

*Notes:*

- (1) A member entitled to attend and vote at the Meeting is entitled to appoint one or more than one proxy to attend and, subject to the provisions of the Bye-Laws of the Company, vote in his stead. A proxy need not be a member of the Company.
- (2) A member being a corporation, in addition to any letter of authorisation from a recognised clearing house (if applicable), may by resolution of its directors authorise such person, as it deems appropriate, to act as its representative (the “corporate representative”) to attend and vote on its behalf and for the number of shares it represents. Any member wishing to appoint such corporate representative for the purposes of the Meeting are required to produce and lodge with the Company’s share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Rooms 1712-16, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong duly certified true copies of the resolution of the board of directors of the member authorising the appointment of the corporate representative not less than 48 hours before the time for holding the Meeting or any adjourned Meeting at which the corporate representative named in such resolution proposes to vote.
- (3) A form of proxy for use for the aforesaid purpose will be delivered forthwith together with a copy of this original notice to the registered address of the members entitled to vote at the Meeting. In order to be valid, the said form of proxy, together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority, must be lodged with the Company’s share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Rooms 1712-16, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time for holding the Meeting or any adjourned Meeting at which the person named in such instrument proposes to vote.
- (4) Whether or not you propose to attend the Meeting in person, you are strongly urged to complete and return the said form of proxy in accordance with the instructions printed thereon. Completion and return of such form of proxy will not preclude you from attending the Meeting and voting in person if you so wish (in which case any appointment of proxy for the purpose of the Meeting will be automatically revoked).
- (5) For joint registered holders of any share attending the Meeting on the same occasion, the vote of the holder whose name stands first on the register who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.
- (6) The translation into Chinese Language of resolution no. 4 is for reference only. In case of any inconsistency the English version shall prevail.
- (7) As at the date hereof, the directors of the Company comprises of nine directors, of whom four are executive directors, namely Dr. Wong Sai Wing, James, Mr. Chan Yuen Keung, Zuric, Mr. Au Shiu Wai, Frank and Mr. Au Yu Fai, Patrick; two are non-executive directors, namely Mr. Yu Sek Kee, Stephen and Mr. Hong Yiu; and three are independent non-executive directors, namely Dr. Chan Chok Ki, Mr. Ho Hin Kwan, Edmund and Mr. Yu Hon To, David.

*website: <http://www.irasia.com/listco/hk/shuncheong>*

Please also refer to the publish version of this announcement in the Standard.