

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Global China Technology Group Limited (the "Company") will be held at Bamboo & Peacock Rooms, 1/F, Mandarin Oriental Hotel at 5 Connaught Road Central, Hong Kong on 25th September 2000 at 3:30 p.m. 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 2000.
2. To appoint Mr. Wong Wai Ming and Mr. Jia Hong Ping as directors, to determine the maximum number of directors, to authorise the board of directors to appoint additional directors up to the maximum number and to fix directors' remuneration.
 - 2A. To re-appoint Mr. Ho Tsu Kwok, Charles, Mr. Terrence Young, Ms. Judy Inn, Ms. Wong Siu Ming, Helen, Mr. Tong Yuk Lun, Paul, Mr. Leung Chun Ying and Mr. William Mark Evans as directors.
3. To appoint auditors and authorise the board of directors to fix their remuneration.
4. As special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions:
 - A. "THAT:
 - (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.10 each in the capital of the Company and to make or grant offers, agreements and options which would or might require the exercise of such power be and 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 would or 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

茲通告泛華科技集團有限公司(「本公司」)謹定於二零零零年九月二十五日下午三時三十分假座香港干諾道中5號文華東方酒店1樓竹林廳及孔雀廳舉行股東週年大會，處理下列事項：

1. 省覽截至二零零零年三月三十一日止年度之經審核綜合財務報表及董事會報告與核數師報告。
2. 委任黃偉明先生及賈紅平先生為董事、釐定董事之最高人數、授權董事會委任額外董事達至最高人數及釐定董事酬金。
 - 2A. 重新委任何柱國先生、楊宏暢先生、邢珠迪小姐、黃秀明小姐、唐玉麟先生、梁振英先生與 William Mark Evans 先生為董事。
3. 委聘核數師及授權董事會釐訂其酬金。
4. 作為特別事項，考慮並酌情通過下列決議案為普通決議案：
 - A. 「動議：
 - (a) 在(c)段之規限下，一般無條件批准本公司之董事於有關期間內(定義見下文)行使本公司之一切權力以配發、發行及處置本公司股本中每股面值0.10港元之額外股份，並作出或授予將要或可能要行使該項權力之建議、協議及購股權；
 - (b) 上述(a)段之批准授權本公司之董事於有關期間內作出或授予將要或可能要於有關期間完結後行使該項權力之建議、協議及購股權；
 - (c) 本公司之董事根據上述(a)段之批准配發或有條件或無條件同意配發(不論依據購股權或其他事項)之股本總面值(除依據(i) 供股(定義見下文)；(ii)根據本

Rights Issue (as hereinafter defined); (ii) an issue of shares as scrip dividends pursuant to the bye-laws of the Company from time to time; and (iii) an issue of shares under the share option scheme of the Company or the warrants of the Company, shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company at the date of passing this resolution, and the said approval shall be limited accordingly; and

(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 any applicable law or the bye-laws of the Company to be held;
- (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; and

“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 on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares as at that date (subject to such exclusions 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 recognized regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company).”

B. “THAT:

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to purchase its own shares and warrants, subject to and in

公司細則不時藉發行股份作以股代息；及(iii)根據本公司之購股權計劃或本公司之認股權證而發行股份者除外)，不得超過於本決議案通過當日本公司之已發行股本總面值之20%，而上述批准須受此限制；及

(d) 就本決議案而言：

「有關期間」指由本決議案獲通過當日起至下列三者中之較早日期止之期間：

- (i) 本公司下屆股東週年大會結束時；
- (ii) 任何適用法例或本公司之細則規定須舉行本公司下屆股東週年大會之期限屆滿時；
- (iii) 本公司股東於股東大會上通過普通決議案撤銷或更改本決議案所載授權之日；及

「供股」指本公司董事於指定之期間，向指定記錄日期名列本公司股東名冊之本公司股東按彼等當時之持股比例發售股份（惟本公司董事可就零碎股權或香港以外任何地區之任何法律限制或責任，或任何認可監管機構或任何證券交易所之規定，作出其認為必要或適當之豁免或其他安排）；

B. 「動議：

- (a) 根據下文(b)段，一般無條件批准本公司之董事於有關期間(定義見下文)行使本公司之一切權力按照所有適用之法例及香港

accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, be and is hereby generally and unconditionally approved;

- (b) the aggregate nominal amount of shares and warrants of the Company to be purchased by the Company pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue and 10% of the outstanding warrants of the Company as at the date of this resolution, 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 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 any applicable law or the bye-laws of the Company to be held;
 - (iii) the date on which the authority set out in the resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting of the Company."

C. "THAT subject to the passing of resolutions No. 4A and No. 4B, the aggregate nominal amount of shares in the capital of the Company purchased by the Company under the authority granted pursuant to the abovementioned resolution No. 4B 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 the abovementioned resolution No. 4A."

聯合交易所有限公司證券上市規則購回本身之股份及認股權證；

- (b) 本公司根據上述(a)段之批准購回本公司股份及認股權證之總面值，不得超過於本決議案之日本公司已發行股本總面值之10%及本公司尚未行使之認股權證之10%，而上述批准受此限制；及

- (c) 就本決議案而言，「有關期間」指由本決議案獲通過當日起至下列三者中之較早日期止之期間：

- (i) 本公司下屆股東週年大會結束時；
- (ii) 任何適用法例或本公司細則規定須舉行本公司下屆股東週年大會之期限屆滿時；
- (iii) 本公司股東於股東大會上通過普通決議案撤銷或更改本決議案所載授權之日。」

C. 「動議待第4A項及4B項決議案獲通過後，將根據上文第4B項決議案內所載所獲授權於本公司購回之本公司股本中股份之總面值，加入本公司之董事根據上文第4A項決議案配發或同意有條件或無條件配發之股本總面值內。」

5. As special business, to consider and, if thought fit, adopt with or without amendments, the following resolution as a Special Resolution:

“THAT the Bye-laws of the Company be amended by the insertion of the following new sub-paragraph (2) into Bye-law 84 and the existing Bye-law 84(2) be re-numbered 84(3) accordingly:

84(2) Where a Member is a clearing house (or its nominee 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 entitled to exercise the same rights and powers on behalf of the clearing house (or its nominee) as if such person was the registered holder of the shares of the Company held by the clearing house (or its nominee) 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.”

By Order of the Board
Ho Yiu Cheung, Jason
Company Secretary

Hong Kong, August 17, 2000

Notes:

- (1) A member of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint proxies to attend and vote in his stead. A proxy need not be a member of the Company. In order to be valid, the form of proxy must be deposited at the Company's principal office at 14th Floor, Car Po Commercial Building, 37—43 Pottinger Street, Central, Hong Kong together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, not less than 48 hours before the time for holding the meeting or any adjourned meeting.
- (2) The board of directors of the Company received a notice of intention from our controlling shareholder to nominate new auditors. It is proposed that Messrs. Ernst & Young be appointed to replace Messrs. Deloitte Touche Tohmatsu which will retire as auditors of the Company at the forthcoming annual general meeting.

5. 作為特別事項，考慮並酌情採納（不論有否修訂）下列決議案為特別決議案：

「動議修訂本公司之細則，而該項修訂為於細則第84條加入以下新第(2)分段，而現有之細則第84(2)條將重新編為第84(3)條

84(2) 以結算所名義登記股份之股東（或其代理人，於各情況下均為公司）可授權其認為合適之人士代表出席本公司任何股東大會或為任何類別股東召開之任何股東大會，惟該授權書須指明各已獲授權之代表所代表之股份數目及類別。本細則之條文項下各獲授權人士可代表結算所（或其代理人）行使相同之權利及權力，猶如該人士為以結算所（或其代理人）之名義持有之本公司股份之登記持有人，而該人士可行使之權利及權力限於載於有關授權書內之股份之數目及類別（包括以舉手方式投票之個別投票權）。」

承董事會命
公司秘書
何耀祥

香港，二零零零年八月十七日

附註：

- (1) 有權出席上述通告召開之大會並於會上投票之本公司股東，可委派代表出席並代其投票。受委代表毋須為本公司股東。代表委任表格連同簽署人之授權書或其他授權文件（如有）或經證明之該授權書或授權文件副本，最遲須於大會或其任何續會舉行時間四十八小時前交回本公司之主要辦事處（地址為香港中環砵甸乍街37-43號嘉寶商業大廈14樓），方為有效。
- (2) 本公司董事會已收到由控權股東就選任新核數師而發出之意向書，建議於應屆股東週年大會上委任安永會計師事務所取代德勤·關黃陳方會計師行出任本公司核數師，而德勤·關黃陳方會計師行將會辭任。