

# Global China Technology Group Limited



GLOBAL CHINA TECHNOLOGY GROUP LIMITED

泛華科技集團有限公司

*(Incorporated in Bermuda with limited liability)*

## 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 4:00 pm, on 28 May 2002 at Ballroom A, Island Shangri-La Hotel, Pacific Place, Supreme Court Road, Hong Kong for the following purposes:

1. To receive, consider and approve the audited consolidated financial statements and the Reports of the Directors and Auditors for the year ended 31 December 2001.
2. To consider and, if thought fit, to pass each of the following resolutions as ordinary resolution:
  - 2a. To re-appoint Ms. Inn, Judy as director (Note 4)
  - 2b. To re-appoint Mr. Jia Hong Ping, Michael as director (Note 4)
  - 2c. To re-appoint Mr. Yang Yiu Chong, Ronald Jeffrey as director (Note 5)
3. To re-appoint Ernst & Young as Auditors of the Company for the coming year and authorise the 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 be in addition to any other authorization given to the Directors and shall authorise the Directors of the Company during the Relevant Period to make or

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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, warrants or otherwise) by the Directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) an issue of shares as scrip dividends from time to time pursuant to the bye-laws of the Company (as amended from time to time); or (iii) the grant of options under the share option scheme of the Company or the exercise of any of the subscription rights attaching to any options that have been or may be granted thereunder; or (iv) any issue of shares of the Company upon exercise of rights of subscription or conversion attaching to any warrants of the Company or any securities which are convertible into shares 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 date of 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; 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; and

“Rights Issue” means an offer of shares or an offer or issue of warrants or options or similar instruments to subscribe for shares open for a period fixed by the Directors of the Company to holders of shares of the Company whose names appear 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 (c) below, the exercise by the Directors of the Company during the Relevant Period (as defined in paragraph (d) of resolution number 4A above) of all powers of the Company to purchase issued securities in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which the securities of the Company

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may be listed and recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and 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, be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) shall be in addition to any other authorization given to the Directors and shall authorize the Directors during the Relevant Period to procure the Company to purchase its securities at a price determined by the Directors;
  - (c) the aggregate nominal amount of share capital of the Company to be purchased, or agreed conditionally or unconditionally 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 as at the date of passing this resolution, and the said approval shall be limited accordingly; and
- C. “**THAT** subject to the passing of resolutions No. 4A and No. 4B set out above, the aggregate nominal amount of shares in the capital of the Company which are repurchased 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 of the Company 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.”
- D. “**THAT** subject to and conditional upon the Stock Exchange granting approval for the listing of and permission to deal in the shares which may fall to be issued by the Company pursuant to the exercise of options granted under the New Share Option Scheme (as defined in the circular despatched to the shareholders of the Company dated the same date as of this Notice), the New Share Option Scheme (the rules of which are set out in the printed document marked “A” produced to this meeting and for the purpose of identification signed by the Chairman) be and is hereby approved and adopted in replacement of the existing share option scheme adopted by the Company on 14 June 1996 (the “Existing Holding Share Option Scheme”) and that the Directors of the Company be and is hereby authorised to do all such acts and to take all such steps and actions and to execute all such documents on behalf of the Company as may be necessary or expedient in order to give effect to the New Share Option Scheme, including without limitation, to issue and allot shares in the capital of the Company on terms therein mentioned.”
- E. “**THAT** subject to and conditional upon the passing of the abovementioned resolution No. 4D and the New Share Option Scheme taking effect in accordance with its terms, the Existing Share Option Scheme be hereby terminated.”

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

Hong Kong, 30 April 2002

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## Notes:

1. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one (or if holding two or more shares, more than one) proxy to attend and, in the event of a poll, vote in his/her stead. A proxy need not be a member of the Company. A form of proxy of the meeting is enclosed. If the appointer is a corporation, the form of proxy must be under its common seal, or under the hand of an officer or attorney duly authorized on its behalf.
2. In order to be valid, the form of proxy must be deposited at the Company's principal office at Suite 6605-09, 66/F, The Center, 99 Queen's Road Central, Central, Hong Kong 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, not less than 48 hours before the time for holding the meeting or any adjourned meeting.
3. The register of members of the Company will be closed from 27 May 2002 to 28 May 2002, both days inclusive, during which period no transfer of shares will be effected. In order to be eligible to attend and vote at the AGM, all share transfers, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Tengis Limited at 4th Floor, Hutchison House, 10 Harcourt Road, Central, Hong Kong not later than 4:00 p.m. on 24 May 2002.
4. Ms. Inn, Judy and Mr. Jia Hong Ping, Michael will retire from office as directors by rotation at the above Meeting pursuant to Bye-law 87(1) of the Company's bye-laws and, being eligible, offer themselves for re-election.
5. Mr. Yang Yiu Chong, Ronald Jeffrey, being director appointed by the Board after the previous annual general meeting held in 2001, will retire from office as director at the above Meeting pursuant to Bye-law 86(2) of the Company's bye-laws and, being eligible, offers himself for re-election.

*\*For identification purpose only*

*Please also refer to the published version of this announcement in the (Hongkong iMail)*