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# **TAI SHING**

## **Tai Shing International (Holdings) Limited**

**泰盛國際（控股）有限公司\***

*(incorporated in the Cayman Islands with limited liability)*

www.taishingintl.com

**Stock code: 8103**

### **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Tai Shing International (Holdings) Limited (the “Company”) will be held at Yat Tung Heen Chinese Restaurant, 2/F, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong on Thursday, 22 July 2004 at 3:30 p.m. for the following purposes:

1. To receive and consider the Audited Financial Statements of the Company and the Reports of the Directors and Auditors for the year ended 31 March 2004;
2. To re-elect the retiring Director;
3. To authorise the Board of Directors to fix their remuneration;
4. To re-appoint Auditors and to authorise the Board of Directors to fix their remuneration;
5. By way of special business, to consider and, if thought fit, pass with or without amendments, the following resolution as ordinary resolution:

\* *for identification purpose only*

## ORDINARY RESOLUTION

**“THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined in this Resolution) of all the powers of the Company to allot, issue or deal with unissued shares in the share 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 powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to options 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 in this Resolution); or (ii) any share option scheme or similar arrangement of the Company for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or (iv) the exercise of rights of subscription or conversion under the terms of any warrants or convertible bonds issued by the Company or any securities which are convertible into shares of the Company, shall not exceed 20 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this Resolution; and
- (d) for the purpose of this Resolution:

“Relevant Period” means the period from the date of 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 the articles of association of the Company, the laws of the Cayman Islands or any other applicable laws to be held; and

- (iii) the passing of an ordinary resolution by the members of the Company in general meeting revoking or varying the authority given to the Directors of the Company by this Resolution.

“Rights Issue” means an offer of shares in the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the Directors of the Company to holders of shares in the Company on the register of members of the Company on a fixed record date in proportion to their then holdings of 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 or the requirements of any recognized regulatory body or any stock exchange in any territory outside Hong Kong).”

- 6. By way of special business, to consider and, if thought fit, pass with or without amendments, the following resolution as ordinary resolution:

### **ORDINARY RESOLUTION**

**“THAT:**

- (a) the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined in this Resolution) of all the powers of the Company to purchase its own shares, subject to paragraph (b) below, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company which may be purchased by the Company on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange recognized for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange under the Hong Kong Code on Share Repurchase pursuant to the approval in paragraph (a) above shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this Resolution and the authority granted to the Directors of the Company pursuant to paragraph (a) of this Resolution shall be limited accordingly; and
- (c) for the purpose of this Resolution:

“Relevant Period” means the period from the date of 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 the articles of association of the Company, the laws of the Cayman Islands or any other applicable laws to be held; and

- (iii) the passing of an ordinary resolution by the members of the Company in general meeting revoking or varying the authority given to the Directors of the Company by this Resolution.”

7. By way of special business, to consider and, if thought fit, pass with or without amendments, the following resolution as ordinary resolution:

#### **ORDINARY RESOLUTION**

“**THAT** the general mandate granted to the Directors of the Company pursuant to resolution no. 5 above and for the time being in force to exercise the powers of the Company to allot, issue or deal with unissued shares 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 extended by the aggregate nominal amount of shares in the share capital of the Company repurchased by the Company since the granting of such general mandate pursuant to the exercise by the Directors of the Company of the powers of the Company to purchase such shares, provided that such amount shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this Resolution.”

#### **SPECIAL RESOLUTION**

8. By way of special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as special resolution to amend the Memorandum of Association of the Company:

“**THAT** the existing Memorandum of Association be and are hereby amended in the following manners:

- (a) By amending Clause 1 of the Memorandum of Association of the Company as “The name of the Company is Tai Shing International (Holdings) Limited.”;
- (b) By amending Clause 2 of the Memorandum of Association of the Company as “The Registered Office of the Company shall be at the offices of Codan Trust Company (Cayman) Limited, Century Yard, Cricket Square, Hutchins Drive, P.O. Box 2681 GT, George Town, Grand Cayman, British West Indies.”;
- (c) By amending Clause 8 of the Memorandum of Association of the Company as “The share capital of the Company is HK\$200,000,000 divided into 4,000,000,000 shares of a nominal or par value of HK\$0.05 each.”;

## SPECIAL RESOLUTION

9. By way of special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as special resolution to amend the Articles of Association of the Company:

“**THAT** the existing Articles of Association be and are hereby amended in the following manners:

- (a) By adding the following new definition to Article 2(1) after the definition of “Articles”:

““associates”                      the meaning attributed to it in the rules of the Designated Stock Exchange.”;

- (b) By deleting the words “a recognised clearing house within the meaning of Section 2 of the Securities and Futures (Clearing Houses) Ordinance of Hong Kong or” in the definition paragraph of “clearing house” in Article 2(1);

- (c) By changing the definition of the “Company” in Article 2(1) from “Systek Information Technology (Holdings) Limited” to “Tai Shing International (Holdings) Limited”;

- (d) By deleting the existing definition of “Law” in Article 2(1) in its entirety and replacing therewith the following new definition:

““Law”                                      The Companies Law Cap 22. (Laws of 1961 as consolidated and revised) of the Cayman Islands.”;

- (e) By deleting the existing definition of “Subsidiary and Holding Company” in Article 2(1) in its entirety and replacing therewith the following new definition:

““Subsidiary                                      the meanings attributed to them in the rules of the and Holding Company”                      Designated Stock Exchange.”;

- (f) By deleting “\$0.10” in Article 3(1) and replacing therewith “\$0.05”;

- (g) By deleting the words “share premium account or any” after the word “any” in the second line of Article 6;

- (h) By inserting the words “or by any electronic means” after the words “newspapers” in the third line of Article 51;

- (i) By re-numbering the existing Article 76 as Article 76(1);

- (j) By inserting the following paragraph as new Article 76(2):
- “(2) Where the Company has knowledge that any Member is, under the rules of the Designated Stock Exchange, required to abstain from voting on any particular resolution of the Company or restricted to voting only for or only against any particular resolution of the Company, any votes cast by or on behalf of such Member in contravention of such requirement or restriction shall not be counted.”;
- (k) By deleting the existing Article 84(2) in its entirety and replacing therewith the following new Article 84(2):
- “(2) If a clearing house (or its nominees), being a corporation, is a Member, 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 Article shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the clearing house (or its nominees) as if such person was the registered holder of the shares of the Company held by the clearing house (or its nominees) including the right to vote individually on a show of hands.”;
- (l) By deleting the “(4)” after the word “sub-paragraph” and replacing therewith “(5)” in the second line of Article 86(6);
- (m) By deleting the existing Article 88 in its entirety and replacing therewith the following new Article 88:
- “88. No person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless a Notice signed by a Member (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also a Notice signed by the person to be proposed of his willingness to be elected shall have been lodged at the head office or at the Registration Office provided that the minimum length of the period, during which such Notices are given, shall be at least seven (7) days (if the Notices are submitted after the despatch of the notice of the general meeting appointed for such election) the period for lodgment of such Notices shall commence on the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting.”;

- (n) By deleting the words “whereupon the Board resolves to accept such resignation” after the word “Board” in the second line of Article 89(1);
- (o) By deleting the existing Article 103(1) in its entirety and replacing therewith the following new Article 103(1):

“103.(1) A Director shall not vote (nor be counted in the quorum) on any resolution of the Board approving any contract or arrangement or any other proposal in which he or any of his associates is materially interested, but this prohibition shall not apply to any of the following matters namely:

- (i) any contract or arrangement for the giving to such Director or his associate(s) any security or indemnity in respect of money lent by him or any of his associates or obligations incurred or undertaken by him or any of his associates at the request of or for the benefit of the Company or any of its subsidiaries;
- (ii) any contract or arrangement for the giving of any security or indemnity 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 whether alone or jointly under a guarantee or indemnity or by the giving of security;
- (iii) any contract or arrangement concerning an offer of shares or 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;
- (iv) any contract or arrangement 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;
- (v) any contract or arrangement 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 a shareholder or in which the Director and any of his associates are not in aggregate beneficially interested in five (5) per cent. or more of the issued shares or of the voting rights of any class of shares of such company (or of any third company through which his interest or that of any of his associates is derived); or

(vi) any proposal or arrangement concerning the adoption, modification or operation of a share option scheme, a pension fund or retirement, death or disability benefits scheme or other arrangement which relates both to Directors, his associates and employees of the Company or of any of its subsidiaries and does not provide in respect of any Director or his associate(s) as such any privilege or advantage not accorded generally to the class of persons to which such scheme or fund relates.”;

(p) By deleting the existing Article 103(2) in its entirety and replacing therewith the following new Article 103(2):

“(2) A company shall be deemed to be a company in which a Director and/or his associate(s) owns five (5) per cent. or more if and so long as (but only if and so long as) he and/or his associates , (either directly or indirectly) are the holders of or beneficially interested in five (5) per cent. or more of any class of the equity share capital of such company or of the voting rights available to members of such company (or of any third company through which his interest or that of any of his associates is derived). For the purpose of this paragraph there shall be disregarded any shares held by a Director or his associate(s) as bare or custodian trustee and in which he or any of them has no beneficial interest, any shares comprised in a trust in which the interest of the Director or his associate(s) is/ are in reversion or remainder if and so long as some other person is entitled to receive the income thereof, and any shares comprised in an authorised unit trust scheme in which the Director or his associate(s) is/are interested only as a unit holder.”;

(q) By deleting the existing Article 103(3) in its entirety and replacing therewith the following new Article 103(3):

“(3) Where a company in which a Director and/or his associate(s) holds five (5) per cent. or more is materially interested in a transaction, then that Director and/or his associate(s) shall also be deemed materially interested in such transaction.”;

(r) By deleting the existing Article 103(4) in its entirety and replacing therewith the following new Article 103(4):

“(4) If any question shall arise at any meeting of the Board as to the materiality of the interest of a Director or his associate(s) (other than the chairman of the meeting) or as to the entitlement of any Director (other than such chairman) to vote or be counted in the quorum and such question is not resolved by his voluntarily agreeing to abstain from voting or not be counted in the quorum, such question shall be referred to the chairman of the meeting and his ruling in relation to such other Director or his associate(s) shall be final and conclusive except in a case where the nature or extent of the interest of the

Director or his associate(s) concerned as known to such Director has not been fairly disclosed to the Board. If any question as aforesaid shall arise in respect of the chairman of the meeting or his associate(s), such question shall be decided by a resolution of the Board (for which purpose such chairman shall not vote thereon and shall not be counted in the quorum) and such resolution shall be final and conclusive except in a case where the nature or extent of the interest of such chairman or his associate(s) as known to such chairman has not been fairly disclosed to the Board.”;

(s) By deleting the word “Law” in the tenth line of Article 105 and replacing therewith the word “act”;

(t) By deleting the existing Article 146(1) in its entirety and replacing therewith the following new Article 146(1):

“146.(1) The Board shall establish an account to be called the share premium account and shall carry to the credit of such account from time to time a sum equal to the amount or value of the premium paid on the issue of any share in the Company. Unless otherwise provided by the provision of these Articles, the Board may apply the share premium account in any manner permitted by the Law. The Company shall at all times comply with the provisions of the Law in relation to the share premium account.”;

(u) By deleting the existing Article 159 in its entirety and replacing therewith the following new Article 159:

“159. Any Notice from the Company to a Member shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or communication and any such Notice and document may be served or delivered by the Company on or to any Member either personally or by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it to any such address or transmitting it to any telex, facsimile transmission number or electronic address supplied by him to the Company for the giving of Notice to him or which the person transmitting the notice reasonably and bona fide believes at the relevant time will result in the Notice being duly received by the Member or may also be served by advertisement in appropriate newspapers in accordance with the requirements of the Designated Stock Exchange or, to the extent permitted by the applicable laws, by placing it on the Company’s website or the website of the Designated Stock Exchange, and giving to the member a notice stating that the notice or other document is available there (a “notice of availability”). The notice of availability may be given to the Member by any of the means set out above. In the case of joint holders of a share all notices shall

be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.”;

(v) By deleting the word “and” at the end of Article 160(a);

(w) By inserting the following as the new Article 160(b):

“(b) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A notice placed on the Company’s website or the website of the Designated Stock Exchange, is deemed given by the Company to a Member on the day following that on which a notice of availability is deemed served on the Member;”;

(x) By re-numbering the existing Article 160(b) as Article 160(c) and deleting the punctuation mark “.” and replacing therewith the punctuation mark “;” at the end of the existing Article 160(b);

(y) By inserting the following paragraphs as new Articles 160(d) and 160(e):

“(d) if served by advertisement in the newspapers shall be deemed to have been served on the day on which the notice is first published; and

(e) may be given to a Member either in the English language or the Chinese language, subject to due compliance with all applicable Statutes, rules and regulations.””

By order of the Board  
**Tai Shing International (Holdings) Limited**  
**Young Wai Ching**  
*Company Secretary*

Hong Kong, 29 June 2004

*Registered Office:*

Century Yard, Cricket Square

Hutchins Drive

P. O. Box 2681GT

George Town

Grand Cayman

British West Indies

*Head Office and principal place of business:*

24/F., Prosperous Commercial Building

54 – 58 Jardine’s Bazaar

Causeway Bay

Hong Kong

*Notes:*

1. Any member of the Company entitled to attend and vote at the Meeting may appoint one or more than one proxy to attend and to vote on his behalf. A proxy need not be a member of the Company.
2. Where there are joint registered holders of any Share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
3. Whether or not you propose to attend the Meeting in person, you are strongly urged to complete and return the form of proxy in accordance with the instructions printed thereon. Completion and return of the form of proxy will not preclude you from attending the Meeting and voting in person if you so wish. In the event that you attend the Meeting after having lodged the form of proxy, it will be deemed to have been revoked.

*As of the date hereof, Mr. Luk Yat Hung (Chairman) and Mr. Ho Cho Hang are executive directors of the Company; and Mr. Chung Shui Ming, Timpson and Professor Ip Ho Shing, Horace are independent non-executive directors of the Company.*

*The announcement will remain on the GEM website at <http://www.hkgem.com> on the “Latest Company Announcements” page for at least 7 days from the date of its publication and on the website of the Company at <http://www.taishingtnt.com>.*