

# LANDUNE 藍頓國際

## LANDUNE INTERNATIONAL LIMITED

### 藍頓國際有限公司

(Incorporated and existing under the laws of Hong Kong with limited liability)  
(Stock Code: 245)

#### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the "AGM") of Landune International Limited (the "Company") will be held at the Huthart Room I, 3/F, South Tower, "The Salisbury" – YMCA of Hong Kong at 41 Salisbury Road, Tsimshatsui, Kowloon, Hong Kong, on Wednesday, 25 May 2005 at 10:00 a.m., for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions numbered from 1 to 6 as ordinary resolutions and resolution numbered 7 as special resolution as indicated:

##### ORDINARY RESOLUTIONS

1. **"THAT,** to receive and consider the audited financial statements and reports of the directors and auditors for the year ended 31 December 2004."
2. **"THAT,** to re-elect directors and to authorise the directors to fix their remuneration."
3. **"THAT,** to re-appoint Messrs. RSM Nelson Wheeler as Auditors and to authorise the directors to fix their remuneration."
4. **"THAT,**

(a) subject to paragraph (c) below and in substitution for all previous authorities, 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 in the share capital of the Company and to make or grant offers, agreements, options and other rights, or issue warrants and other securities including bonds, debentures and notes convertible into shares of the Company, which would or might require the exercise of such powers, 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, options and other rights, or issue warrants and other securities, 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 or to be 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 or in consequence of:

- (i) a Rights Issue (as hereinafter defined); or
- (ii) the exercise of any option under any share option scheme or similar arrangement for the time being adopted for the grant or issue to option holders of shares in 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; or
- (iv) any adjustment, after the date of grant or issue of any options, rights to subscribe or other securities referred to above, in the price at which shares in the Company shall be subscribed, and/or in the number of shares in the Company which shall be subscribed, on exercise of relevant rights under such options, rights to subscribe or other securities, such adjustment being made in accordance with, or as contemplated by, the terms of such options, rights to subscribe or other securities; or
- (v) a specified authority granted by the shareholders of the Company in general meeting, shall not exceed the aggregate of:
  - (aa) 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this Resolution; and
  - (bb) (if the directors of the Company are so authorised by a separate ordinary resolution of the shareholders of the Company) the nominal amount of any share capital of the Company repurchased by the Company subsequent to the passing of this Resolution (up to a maximum equivalent to 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of 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 earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiry of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any other applicable laws to be held; or
- (iii) the revocation, variation or renewal of this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.

"Rights Issue" means an offer of shares in the Company, or an offer 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 registers of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject in all cases 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 recognised regulatory body or any stock exchange in, any territory outside Hong Kong Special Administrative Region of the People's Republic of China).

5. **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 repurchase its own shares on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), subject to and in accordance with applicable laws, be and is hereby generally and unconditionally approved;

(b) the aggregate nominal amount of shares of the Company to be repurchased by the Company pursuant to 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 at the date of passing of this Resolution and the authority pursuant to paragraph (a) above 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 earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiry of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any other applicable laws to be held; or

(iii) the revocation, variation or renewal of this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.

6. **THAT,** conditional upon the passing of Resolution No. 5; the general mandate granted to the directors of the Company (pursuant to Resolution No. 4 or otherwise) and for the time being in force to exercise the powers of the Company to allot shares be and is hereby extended by the addition to the aggregate nominal amount of the share capital which may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to such general mandate of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted by the resolution set out as Resolution No. 5.

##### SPECIAL RESOLUTIONS

7. **"THAT,** the Articles of Association of the Company be and is amended as follows:

- (a) New Article 90A

Adding the following as a new Article 90A immediately after Article 90 and adding the words "Demand for poll by chairman as proxies" as a marginal note to Article 90A:

"90A. Notwithstanding any other provisions of these Articles:

- (a) if the aggregate proxies held by (i) the Chairman of a particular meeting, and (ii) the Directors, account for 5 per cent. or more of the total voting rights at that meeting, and
- (b) if on a show of hands in respect of any resolution, the shareholders at the meeting vote in the opposite manner to that instructed in proxies referred to in (a) above,

the Chairman of the meeting and/or any Director holding the proxies referred to above shall demand a poll. However, if it is apparent from the total proxies held by the persons referred to in (a) above that a vote taken on a poll will not reverse the vote taken on a show of hands, then no poll shall be required."

- (b) In Article 110, deleting the existing Article 110 in its entirety and substituting therefor the following:

"110. A Director appointed to an office under Article 108 shall be subject to the same provisions as to rotation, resignation and removal as the other Directors of the Company, and he shall ipso facto and immediately cease to hold such office if he shall cease to hold the office of Director for any cause."

- (c) In Article 116, deleting the words ", or, if their number is not three or a multiple of three, then the number nearest one third," in the 1st to 3rd line; and by adding a new sentence "If the number of Directors retiring is less than one-third (or the number nearest to but not exceeding one-third if the total number of Directors is not three or a multiple of three), then additional Directors shall retire from office by rotation under this article to make up the shortfall." in the 3rd line immediately after "shall retire from office."

- (d) In Article 116, adding the following as a new paragraph at the end of Article 116:

"Every director, including those appointed for specific term, shall retire from office no later than the third annual general meeting of the Company after he was last elected or re-elected."

- (e) In Article 118, deleting the full stop "." at the end of sub-paragraph (iii) and substituting therefor the words "; or".

- (f) In Article 118, adding the following as a new sub-paragraph (iv) immediately after sub-paragraph (iii):

"(iv) such Director is required to retire from office at such meeting by virtue of the provisions in Article 116."

By order of the Board  
**Ng Chun Chuen, David**  
Company Secretary

Hong Kong SAR, 29 April 2005

Registered office:

Units 2201-2  
ING Tower  
308 Des Voeux Road Central  
Sheung Wan  
Hong Kong

Notes:

1. A member entitled to attend and vote at the AGM by the above notice is entitled to appoint another person as his proxy to attend and vote on his behalf. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him and vote on his behalf at the AGM. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power of attorney or authority, must be deposited at the office of the Company's share registrar, Tengis Limited at Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.
3. Where there are joint holders of any share, any one of such persons may vote at the AGM 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 AGM personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of such joint holding.
4. Concerning Resolution No. 4 in this notice, approval is being sought from members for the grant to the directors of the Company a general mandate to authorise the allotment and issue of shares under the Rules Governing the Listing of Securities on the Stock Exchange in order to permit flexibility to the directors.
5. Concerning Resolution No. 6 in this notice, approval is being sought from members for an extension of the general mandate sought to be granted to the directors of the Company to allot shares by adding to it the number of shares which shall have been repurchased under the authority to be granted pursuant to Resolution No. 5 in this notice.
6. a form of proxy for use in connection with the AGM is enclosed.

As at the date of this announcement, the board of directors comprises Messrs. Ni Xinguang, Ha Shu Tong, Wang Zhiming and Ng Chun Chuen, David who are executive directors and Messrs. Chan Wai Sum, Lee Kit Ming, Edmund and Tang Chi Wing who are independent non-executive directors.