
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **COSMOS MACHINERY ENTERPRISES LIMITED** (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or to the bank, the licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser.

This circular is addressed to the shareholders of the Company in connection with the Company’s extraordinary general meeting to be held on 19 October 2004. This circular is not and does not constitute an offer of, nor is it calculated to invite offers for, shares or other securities of the Company.

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



COSMOS MACHINERY ENTERPRISES LIMITED

大同機械企業有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 118)

PROPOSAL FOR BONUS ISSUE OF SHARES

A notice convening an extraordinary general meeting (the “Extraordinary General Meeting”) of the Company to be held at Conference Room, 8th Floor, Tai Tung Industrial Building, 29-33 Tsing Yi Road, Tsing Yi Island, New Territories, Hong Kong on 19 October 2004 at 10:00 a.m. is set out on pages 8 to 9 of this circular.

Whether or not you intend to attend the Extraordinary General Meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the registered office of the Company at 8th Floor, Tai Tung Industrial Building, 29-33 Tsing Yi Road, Tsing Yi Island, New Territories, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the Extraordinary General Meeting. Completion and return of the accompanying form of proxy shall not preclude you from attending and voting at the Extraordinary General Meeting or any adjourned meeting thereof should you so desire.

30 September 2004

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EXPECTED TIMETABLE

2004

Last date of dealings in Shares cum entitlements to the Bonus Shares.	12 October
First day of dealings in Share ex-entitlements to the Bonus Shares	13 October
Latest time for lodging transfers of Shares for obtaining entitlements to the Bonus Shares	4:00 p.m. on 14 October
Closure of register of members	from 15 October to 19 October (both dates inclusive)
Proxy forms for the Extraordinary General Meeting to be returned by	10:00 a.m. on 17 October
Record Date for entitlements to the Bonus Shares	19 October
Extraordinary General Meeting	10:00 a.m. on 19 October
Register of members reopen	20 October
Despatch of share certificates for the Bonus Shares	on or about 28 October
Dealings in the Bonus Shares commence	9:30 a.m. on 1 November

DEFINITIONS

In this circular, the following expressions have the following meanings unless the context requires otherwise:—

“Board”	the board of Directors
“Bonus Issue”	the issue of Bonus Shares on and subject to the terms and conditions set out in this circular
“Bonus Share(s)”	new Share(s) to be issued pursuant to the Bonus Issue
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Company”	COSMOS MACHINERY ENTERPRISES LIMITED, a company incorporated in Hong Kong with limited liability, the Shares of which are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company
“EGM Notice”	the notice convening the Extraordinary General Meeting as set out on pages 8 to 9 of this circular
“Extraordinary General Meeting”	the extraordinary general meeting of the Company to be held at Conference Room, 8th Floor, Tai Tung Industrial Building, 29-33 Tsing Yi Road, Tsing Yi Island, New Territories, Hong Kong at 10:00 a.m. on 19 October 2004
“Hong Kong”	The Hong Kong Special Administrative Region of the People’s Republic of China
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Latest Practicable Date”	27 September 2004, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion in this circular
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange

DEFINITIONS

“Record Date”	19 October 2004, being the record date by reference to which entitlements to the Bonus Shares will be determined
“Share(s)”	ordinary share(s) of HK\$0.40 each in the capital of the Company
“Share Registrar”	Secretaries Limited of Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong, being the share registrar of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited



COSMOS MACHINERY ENTERPRISES LIMITED

大同機械企業有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 118)

Executive Directors:

Tang To (*Chairman*)
Zhao Zhuoying
Wong Yiu Ming
Yan Wing Fai Richard
Li Tin Loi

Registered Office:

8/F., Tai Tung Industrial Building
29-33 Tsing Yi Road
Tsing Yi Island
New Territories
Hong Kong

Non-Executive Directors:

Tang Kwan (*Honorary Chairman*)
He Zhiqi (*Vice Chairman*)
Kan Wai Wah

Independent Non-Executive Directors:

Liang Shangli
Yip Jeffery
Yeung Shuk Fan

30 September 2004

To the Shareholders

Dear Sir or Madam,

PROPOSAL FOR BONUS ISSUE OF SHARES

1. INTRODUCTION

It has been announced that the Directors proposed a Bonus Issue to the Shareholders whose names appear on the register of members of the Company on the Record Date on the basis of 1 Bonus Share for every 10 existing issued Shares held by such Shareholders on the Record Date.

The purpose of this circular is to provide you with the information regarding the proposed Bonus Issue and to seek your approval at the Extraordinary General Meeting in connection with such matter.

LETTER FROM THE BOARD

2. BONUS ISSUE OF SHARES

As announced by the Company on 23 September 2004, the Directors proposed to make a Bonus Issue to the Shareholders whose names appear on the register of members of the Company on the Record Date on the basis of 1 Bonus Share for every 10 existing issued Shares held by such Shareholders on the Record Date. On allotment and distribution, the Bonus Shares will be issued at par, credited as fully paid-up, and will rank pari passu in all respects with the Shares then in issue except that they will not rank for the Bonus Issue. No fractional Bonus Shares shall be allotted and distributed to the Shareholders under the Bonus Issue. Any Bonus Shares representing fractional entitlements will be aggregated and issued to nominee(s) to be named by the Directors. All fractional Bonus Shares so aggregated and issued shall at such time as the nominee thinks fit be sold and the net proceeds shall be retained for the benefit of the Company.

The exact total number of Bonus Shares to be issued under the Bonus Issue will not be capable of determination until the Record Date. Based on 642,026,234 Shares in issue as at the Latest Practicable Date and assuming no further Shares are issued or repurchased prior to the Record Date, a total of 64,202,623 Bonus Shares will be issued under the Bonus Issue. It is proposed that the Directors be authorized to capitalise the sum of HK\$25,681,049.20 being part of the amount standing to the credit of the share premium account of the Company and to apply such sum in paying up in full at par the Bonus Shares.

An ordinary resolution as set out in the EGM Notice will be proposed at the Extraordinary General Meeting to approve the Bonus Issue.

Conditions

The Bonus Issue is conditional upon:

- (i) the passing of the ordinary resolution to approve the Bonus Issue at the Extraordinary General Meeting (or any adjournment thereof); and
- (ii) the Listing Committee of the Stock Exchange granting or agreeing to grant listing of, and permission to deal in, the Bonus Shares.

Closure of Register of Members

The register of members of the Company will be closed from 15 October 2004 to 19 October 2004, both dates inclusive, during which period no transfer of Shares will be registered.

In order to qualify for the proposed Bonus Issue, all completed and signed transfer forms for transfer of Shares accompanied by the relevant share certificate(s) must be lodged with the Share Registrar for registration not later than 4:00 p.m. on 14 October 2004.

LETTER FROM THE BOARD

Listing and Dealings

Application has been made to the Listing Committee of the Stock Exchange for listing of, and permission to deal in, the Bonus Shares. Subject to the conditions of the Bonus Issue set out above being satisfied, it is expected that share certificates in respect of the Bonus Shares will be sent to the Shareholders by ordinary post on or about 28 October 2004 at the risk of the persons entitled thereto.

Subject to the granting of listing of, and permission to deal in, the Bonus Shares by the Stock Exchange, the Bonus Shares are expected to be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Bonus Shares on the Stock Exchange or such other date as determined by HKSCC. According to HKSCC, settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

The issued Shares are listed and dealt in on the Stock Exchange. No equity or debt securities of the Company are listed or dealt in on any other stock exchange nor is listing or permission to deal in such securities on any other stock exchange being or proposed to be sought.

Dealings in the Bonus Shares will be subject to Hong Kong stamp duty.

3. EXTRAORDINARY GENERAL MEETING

The EGM Notice, which contains an ordinary resolution to approve the Bonus Issue, is set out on pages 8 to 9 of this circular. Shareholders are advised to read the EGM Notice and to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Company's registered office at 8th Floor, Tai Tung Industrial Building, 29-33 Tsing Yi Road, Tsing Yi Island, New Territories, Hong Kong not later than 10:00 a.m. on 17 October 2004.

4. RIGHT TO DEMAND A POLL

Pursuant to Article 74 of the Articles of Association of the Company, at any general meeting of the Company, a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is taken as may from time to time be required under the Listing Rules or any other applicable laws, rules or regulations or unless a poll is (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) demanded:

- (i) by the Chairman of the meeting; or

LETTER FROM THE BOARD

- (ii) by at least three Shareholders present in person or by proxy for the time being entitled to vote at the meeting; or
- (iii) by any Shareholder or Shareholders present in person or by proxy and representing not less than one-tenth of the total voting rights of all the Shareholders having the right to vote at the meeting; or
- (iv) by any Shareholder or Shareholders present in person or by proxy and holding Shares in the Company conferring a right to vote at the meeting being Shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the Shares conferring that right.

5. RECOMMENDATION

The Directors consider that the Bonus Issue is in the interest of the Company and the Shareholders as a whole. Accordingly the Directors recommend that the Shareholders should vote in favour of such resolution to be proposed at the Extraordinary General Meeting.

By order of the Board

Tang To
Chairman



COSMOS MACHINERY ENTERPRISES LIMITED

大同機械企業有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 118)

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of COSMOS MACHINERY ENTERPRISES LIMITED (the “**Company**”) will be held at Conference Room, 8th Floor, Tai Tung Industrial Building, 29-33 Tsing Yi Road, Tsing Yi Island, New Territories, Hong Kong at 10:00 a.m. on 19 October 2004 for the purposes of considering and, if thought fit, passing the following resolution (with or without modification) as an ordinary resolution of the Company, namely:–

ORDINARY RESOLUTION

“**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting or agreeing to grant listing of and permission to deal in the Bonus Shares (as defined in paragraph (a) below):–

- (a) upon the recommendation of the directors of the Company, a sum of HK\$25,681,049.20 being part of the amount standing to the credit of the share premium account of the Company, or such other sum as may be necessary to give effect to the bonus issue of shares pursuant to this Resolution, be capitalised and accordingly the directors of the Company be and are hereby authorised and directed to apply such sum in paying up in full at par unissued shares (“**Bonus Shares**”) of HK\$0.40 each in the capital of the Company, and that such Bonus Shares shall be allotted and distributed, credited as fully paid up, to and amongst those shareholders whose names appear on the register of members of the Company on 19 October 2004 (the “**Record Date**”) on the basis of 1 Bonus Share for every 10 existing issued shares of HK\$0.40 each in the capital of the Company held by them respectively on the Record Date;
- (b) the Bonus Shares to be issued pursuant to this Resolution shall, subject to the Memorandum and Articles of Association of the Company, rank *pari passu* in all respects with the shares of HK\$0.40 each in the capital of the Company in issue on the Record Date, except that they will not rank for the bonus issue of shares mentioned in this Resolution;
- (c) no fractional Bonus Shares shall be allotted and distributed as aforesaid, but Bonus Shares representing fractional entitlements shall be aggregated and issued to nominee(s) to be named by the directors of the Company and such fractional Bonus Shares so aggregated and issued shall at such time as the nominee thinks fit be sold and the net proceeds shall be retained for the benefit of the Company; and

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (d) the directors of the Company be authorised to do all acts and things as may be necessary and expedient in connection with the allotment and issue of the Bonus Shares including, but not limited to, determining the amount to be capitalised out of the share premium account of the Company and the number of Bonus Shares to be allotted and distributed in the manner referred to in paragraph (a) of this Resolution.”

By order of the Board
Tang To
Chairman

Hong Kong, 30 September 2004

Notes:

1. Any member entitled to attend and vote at a meeting of the Company is entitled to appoint a proxy to attend and vote instead of him. On a poll, votes may be given either personally or by proxy. A proxy need not be a member of the Company. A member may appoint more than one proxy to attend on the same occasion.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
3. To be valid, a form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited at the registered office of the Company at 8th Floor, Tai Tung Industrial Building, 29-33 Tsing Yi Road, Tsing Yi Island, New Territories, Hong Kong not less than 48 hours before the time appointed for holding the meeting or adjourned meeting thereof or poll (as the case may be) at which the person named in such instrument proposes to vote.

閣下如對本通函任何方面或應採取之行動有任何疑問，應諮詢持牌證券交易商、銀行經理、律師、專業會計師或其他專業顧問。

閣下如已將名下大同機械企業有限公司（「本公司」）股份全部售出或轉讓，應立即將本通函連同隨附之代表委任表格送交買主或經手買賣之銀行、持牌證券交易商或其他代理商，以便轉交買方。

本通函乃就將於二零零四年十月十九日舉行之股東特別大會而向本公司股東發出。本通函並非亦不構成購買或視作為邀請購買本公司之股份或其他證券。

香港聯合交易所有限公司對本通函之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就因本通函全部或任何部份內容而產生或因倚賴該等內容引致之任何損失承擔任何責任。



COSMOS MACHINERY ENTERPRISES LIMITED
大同機械企業有限公司

(於香港註冊成立之有限公司)

(股份代號：118)

建議發行紅股

本公司謹定於二零零四年十月十九日上午十時正假座香港新界青衣島青衣路29-33號大同工業大廈8字樓會議室舉行股東特別大會（「股東特別大會」），大會通告載於本通函之第8至9頁。

無論閣下能否出席股東特別大會，務請盡快將隨附之代表委任表格按其列印之指示填妥，並無論如何不遲於股東特別大會指定舉行時間48小時前交回本公司之註冊辦事處，地址為香港新界青衣島青衣路29-33號大同工業大廈8字樓。於填妥及交回代表委任表格後，閣下屆時仍可出席股東特別大會或其任何續會，並於會上投票。

二零零四年九月三十日

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預期時間表

二零零四年

享有發行紅股權利之股份買賣最後日期	十月十二日
撤除發行紅股權利後之股份買賣首日	十月十三日
交回紅股權利過戶文件之最後期限	十月十四日下午四時
暫停辦理股份過戶登記手續	十月十五日至 十月十九日(首尾兩天包括在內)
交回股東特別大會代表委任表格的最後期限	十月十七日上午十時
確定可獲紅股權利之記錄日期	十月十九日
股東特別大會	十月十九日上午十時
恢復辦理股份過戶登記手續	十月二十日
寄發紅股股票之日期	十月二十八日或前後
開始買賣紅股	十一月一日上午九時三十分

釋 義

在本通函內，除非文義另有所指，下列詞彙具有以下涵義：

「董事會」	指	董事會
「發行紅股」	指	按本通函所載之條款及條件規限發行紅股
「紅股」	指	根據發行紅股而發行之新股份
「中央結算系統」	指	香港結算設立及運作之中央結算系統
「本公司」	指	大同機械企業有限公司，於香港註冊成立之有限公司，其股份於聯交所上市
「董事」	指	本公司之董事
「股東特別大會通告」	指	載於本通函第8至9頁召開股東特別大會之通告
「股東特別大會」	指	本公司謹訂於二零零四年十月十九日上午十時假座香港新界青衣島青衣路29-33號大同工業大廈8字樓舉行之股東特別大會
「香港」	指	中華人民共和國香港特別行政區
「港元」	指	香港法定貨幣港元
「香港結算」	指	香港中央結算有限公司
「最後實際可行日期」	指	二零零四年九月二十七日，即本通函付印前確定本通函所載若干資料之最後實際可行日期
「上市規則」	指	聯交所證券上市規則

釋 義

「記錄日期」	指	二零零四年十月十九日
「股份」	指	本公司股本中每股面值0.40港元之普通股份
「股份過戶登記處」	指	秘書商業服務有限公司，地址為香港灣仔告士打道56號東亞銀行港灣中心地下，為本公司之股份過戶登記處
「股東」	指	股份之持有人
「聯交所」	指	香港聯合交易所有限公司



COSMOS MACHINERY ENTERPRISES LIMITED
大同機械企業有限公司

(於香港註冊成立之有限公司)

(股份代號：118)

執行董事：

鄧燾 (主席)
趙卓英
黃耀明
甄榮輝
李天來

註冊辦事處：

香港新界青衣島
青衣路29-33號
大同工業大廈8字樓

非執行董事：

鄧焜 (榮譽主席)
何志奇 (副主席)
簡衛華

獨立非執行董事：

梁尚立
葉慶輝
楊淑芬

建議發行紅股

1. 緒言

董事公布，建議發行紅股予於記錄日期名列本公司股東名冊之股東，基準為該等股東於記錄日期每持有10股現有股份獲派1股紅股。

本通函旨在向閣下提供有關發行紅股之資料，並徵求閣下於股東特別大會上就該事項作出批准。

2. 發行紅股

本公司於二零零四年九月二十三日公布，董事建議發行紅股予於記錄日期名列本公司股東名冊之股東，基準為該等股東於記錄日期每持有10股現有股份獲派1股紅股。於配發及分派時，紅股將以面值發行，並列作繳足股款，及於所有方面與股份享有同等權益，惟無權參予發行紅股。根據發行紅股，零碎股份不獲配發或分派予股東，任何代表零碎權利之紅股將予匯集，並發行予董事提名之代理人。所有該等經匯集及發行之零碎紅股將於代理人認為合適之時間出售，所得款項淨額將撥歸本公司。

根據發行紅股，將予發行之紅股實際總數，將於記錄日期，方可釐定。按最後實際可行日期已發行股份數目642,026,234股計算，並假設於記錄日期止再無發行或購回股份，合共64,202,623股紅股將獲發行。建議授權董事將金額25,681,049.20港元(即本公司繳入股份溢價帳進項之部分款額)撥充資本，並以該金額全數繳足紅股之股款。

於股東特別大會上將提呈一項載於股東特別大會通告之普通決議案，以批准發行紅股。

條件

發行紅股之先決條件為：

- (i) 於股東特別大會(或其任何續會)上通過普通決議案，批准發行紅股；及
- (ii) 聯交所上市委員會批准紅股上市及買賣。

暫停辦理股份過戶登記手續

本公司將於二零零四年十月十五日至二零零四年十月十九日(首尾兩天包括在內)暫停辦理股份過戶登記手續，期間將不會辦理股份過戶登記。

為確保獲發建議之紅股，所有股份過戶文件連同有關股票必須於二零零四年十月十四日下午四時前交回股份過戶登記處辦理過戶登記。

上市及買賣

本公司已就批准紅股上市及買賣向聯交所上市委員會提出申請。待上述列載之發行紅股條件達成後，預期紅股股票將於或約於二零零四年十月二十八日以平郵寄發予股東，郵誤風險概由有權收取股票之人士承擔。

待聯交所批准紅股上市及買賣後，預期紅股於獲准在聯交所開始買賣日期起當日或香港結算釐定之其他日期，將成為可於香港結算寄存、結算及交收之合資格證券。根據中央結算，聯交所參與者於任何交易日進行之交易須於第二個交易日於中央結算系統進行。中央結算系統之所有活動均受不時生效之中央結算系統一般規則及中央結算系統操作程序所規限。

已發行股份於聯交所上市及買賣。本公司概無任何股本或債務證券於任何其他證券交易所上市或買賣，亦無建議或計劃將該等證券於任何其他證券交易所上市或批准買賣。

買賣紅股將須繳納香港印花稅。

3. 股東特別大會

載於本通函第8至9頁之股東特別大會通告載有一項普通決議案，批准發行紅股。務請股東細閱股東特別大會通告，並將代表委任表格按其列印之指示填妥，無論如何不遲於二零零四年十月十七日上午十時前交回本公司註冊辦事處，地址為香港新界青衣島青衣路29-33號大同工業大廈8字樓。

4. 要求投票表決之權利

根據本公司章程細則第74條，於本公司任何股東大會上，提呈表決任何決議案應以舉手進行表決，惟根據上市規則或任何其他適用之法律、法規或規例須投票表決或由以下人士要求作出投票表決（於公布舉手表決之結果時或之前或撤回任何其他投票表決要求時）：

- (i) 大會主席；或

- (ii) 最少三位有權親身或委任代表出席，並於大會上投票之股東；或
- (iii) 代表有權於大會投票之全體股東總投票權十分之一之任何親身或委任代表出席之股東；或
- (iv) 任何親身或委任代表出席之股東，並持有獲賦予權利可出席大會，並於會上投票之本公司股份，而該等股份之總股款經已繳足，款額為相等於不少於賦予該等權利之所有股份之已繳足總股款十分之一。

5. 推薦意見

董事認為發行紅股均符合本公司及股東之整體利益。因此，董事建議股東投票贊成於股東特別大會上提呈該等決議案。

此致

列位股東 台照

承董事會命
主席
鄧燾

二零零四年九月三十日



COSMOS MACHINERY ENTERPRISES LIMITED
大同機械企業有限公司

(於香港註冊成立之有限公司)

(股份代號：118)

茲通告大同機械企業有限公司(「本公司」)謹定於二零零四年十月十九日上午十時正假座香港新界青衣島青衣路29-33號大同工業大廈8字樓會議室舉行股東特別大會，以便考慮及酌情通過下列決議案(不論有否修訂)為普通決議案：

普通決議案

「動議待香港聯合交易所有限公司上市委員會同意批准紅股(定義見下文(a)段)上市及買賣後：—

- (a) 根據本公司董事之推薦意見，將所需金額25,681,049.20港元(即本公司繳入股份溢價帳內進項之部分款額或根據本決議案將實行發行紅股所需之其他金額)撥充資本，並因此授權及指示本公司董事動用該筆金額按面值繳足本公司股本中每股面值0.40港元之未發行股份(「紅股」)，以向於二零零四年十月十九日(「記錄日期」)名列本公司股東名冊之股東，按彼等於記錄日期每持有10股本公司股本中每股面值0.40港元之現有已發行股份獲派1股紅股之基準，配發及分派，並列作繳足紅股入帳；
- (b) 在本公司組織章程大綱及細則之規定下，根據本決議案將予發行之紅股須與本公司於記錄日期已發行之股本中每股面值0.40港元之股份，在各方面享有同等權利，惟該等股份將無權享有本決議案所述之發行紅股；
- (c) 零碎紅股概不會按上述配發及分派，惟將予本公司董事提名之代理人匯集及發行代表零碎權利之紅股，而該等由此而滙集及發行之零碎紅股將於代理人認為適當之時間出售，所得款項淨額將撥歸本公司所有；及

股東特別大會通告

- (d) 授權本公司董事進行與配發及發行紅股有關之所有必須及權宜行動及事宜，包括但不限於釐定自本公司股份溢價帳撥充資本之款額，以及根據本決議案(a)段所述方式配發及分派之紅股數目。」

承董事會命
主席
鄧燾

香港，二零零四年九月三十日

附註：

1. 凡有權出席本公司大會並投票之本公司股東，均有權委任代表出席，並於投票表決時代其投票。股東可以親身或由代表在表決時投票。受委代表毋須為本公司股東。股東有權委任超過一位代表出席同一大會。
2. 委任代表之文件須由委任人或獲委任人以書面正式授權之授權人親筆簽署，如委任人為公司，則須加蓋公司印鑑或由公司負責人或獲正式授權之授權人親筆簽署。
3. 代表委任表格連同授權簽署該表格之授權書或其他授權文件(如有)，或經由公證人簽署證明之該等授權書或授權文件副本，最遲須於名列該文件人士擬投票之大會或其續會或投票表決(按情況而定)之指定舉行時間48小時前，送達本公司之註冊辦事處，地址為香港新界青衣島青衣路29-33號大同工業大廈8字樓，方為有效。