

# 長江製衣廠有限公司

## YANGTZEKIANG GARMENT MANUFACTURING COMPANY LIMITED

*(Incorporated in Hong Kong with limited liability)*  
(Stock Code: 294)

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of the members of Yangtzekiang Garment Manufacturing Company Limited (the “Company”) will be held at Yau Yat Chuen Garden City Club, 7 Cassia Road, Yau Yat Chuen, Kowloon, Hong Kong, on Thursday, 22nd September, 2005 at 12:30 p.m. for the following purposes:–

1. To receive and consider the audited consolidated financial statements and the reports of the Directors and the Auditors for the year ended 31st March, 2005;
2. To approve and declare a final dividend for the year ended 31st March, 2005;
3. To re-elect the Retiring Directors named below and to authorize the board of Directors to fix the Directors’ remuneration:
  - Madam Chan Suk Ling, Shirley;
  - Mr. Lin Keping;
4. To re-appoint KPMG as auditors of the Company and to authorize the board of Directors to fix their remuneration;
5. To consider as special business and, if thought fit, pass, with or without amendments, the following resolutions as ordinary resolutions:–
  - (A) “**THAT:**–
    - (a) subject to paragraph (b), the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as defined below) of all the powers of the Company to purchase shares in

the capital of the Company (the “Shares”) be and is hereby generally and unconditionally approved;

(b) the aggregate nominal amount of Shares which may be purchased on The Stock Exchange of Hong Kong Limited or any other stock exchange recognised for this purpose by the Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited under the Hong Kong Code on Share Repurchases pursuant to the approval in paragraph (a) above shall not exceed 10 per cent 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) for the purpose 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 law or the Memorandum and Articles of Association of the Company to be held; or

(iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders of the Company in general meeting.”

(B) **“THAT:–**

(a) subject to paragraph (c), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and otherwise deal with additional shares in the capital of the Company and to make or grant offers, agreements and options

which might require the exercise of such powers 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 make or grant offers, agreements and options which might require the exercise of such powers 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 pursuant to the approval in paragraph (a), otherwise than pursuant to (i) a Rights Issue, (ii) the exercise of rights of subscription or conversion under the terms any warrants issued by the Company or any securities which are convertible into shares of the Company, (iii) any option scheme or similar arrangement 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 (iv) 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, shall not exceed the aggregate of: (aa) 20 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this Resolution plus (bb) (if the Directors are so authorized by a separate ordinary resolution of the shareholders of the Company) the nominal amount of 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 as 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 the next annual general meeting of the Company is required by law or the Memorandum and Articles of Association of the Company to be held; or
- (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders of the Company in general meeting;

and

“Right Issue” means the allotment, issue or grant of shares pursuant to an offer of shares open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusion or other arrangements as the Directors 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).”

- (C) **“THAT** conditional upon the passing of the resolutions set out in paragraphs (A) and (B) above, the Directors be and they are hereby authorized to exercise the powers of the Company referred to in paragraph (a) of the resolution set out as in paragraph (B) above in the notice of this meeting in respect of the share capital of the Company referred to in sub-paragraph (bb) of paragraph (c) of such resolution.”

6. To consider as special business and, if thought fit, pass, with or without amendments, the following resolution as a special resolution:–

“**THAT** subject to the approval of the Registrar of Companies in Hong Kong, the name of the Company be changed to “Yangtzekiang Garment Limited 長江製衣有限公司”.”

7. To consider as special business and, if thought fit, pass, with or without amendments, the following resolution as a special resolution:–

“**THAT** the existing Articles of Association of the Company be and are hereby amended as follows:–

By deleting the existing Article 104(A) in its entirety substituting therefor the following new Article 104(A):–

“Subject to the manner of retirement by rotation of Directors as from time to time prescribed under the rules and regulations governing the listing of securities on The Stock Exchange of Hong Kong Limited or any other designated stock exchange and notwithstanding any contractual or other terms on which any Director may be appointed or engaged, at each annual general meeting, one-third of the Directors for the time being (or if their number is not a multiple of (3), the number nearest to but not less than one-third) shall retire from office by rotation, provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. The Company at the general meeting at which a Director retires may fill the vacated office. The retiring Directors shall be eligible for re-election and shall continue to act as Directors throughout the meeting which they retire.””

By Order of the Board  
**Hui Sau Ling**  
*Secretary*

Hong Kong, 24th August, 2005

*Notes:*

- (a) The Transfer Books and Register of Members of the Company will be closed from 14th September, 2005 to 22nd September, 2005, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for the final dividend payable on or around 26th September, 2005 to be approved at the meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's share registrars, Computershare Hong Kong Investor Services Limited, Shops 1712 – 1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:00 p.m. on 13th September, 2005.
- (b) A member entitled to attend and vote at the above meeting may appoint one or more than one proxies to attend and to vote in his stead. A proxy need not be a member of the Company.
- (c) In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be deposited at the Company's registered office, 22 Tai Yau Street, San Po Kong, Kowloon, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.

*As at the date of this notice, the directors of the Company are Chan Sui Kau, Chan Wing Fui Peter, Chan Wing Kee, Chan Wing To, Chan Suk Man, Chan Wing Sun Samuel, Chan Wing Chak David, Chan Suk Ling Shirley, Yeung Wing Tak\*, Leung Hok Lim\*\*, Wong Lam\*\* and Lin Keping\*\*.*

\* *Non-executive Director*

\*\* *Independent Non-executive Director*

Please also refer to the published version of this announcement China Daily.