

*The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this announcement, 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 announcement.*



## **Convenience Retail Asia Limited**

**利亞零售有限公司**

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

**NOTICE IS HEREBY GIVEN THAT** an extraordinary general meeting of Convenience Retail Asia Limited (the "Company") will be held at the Auditorium, LiFung Centre, 2 On Ping Street, Siu Lek Yuen, Shatin, New Territories, on Thursday, 26th April, 2001 at 3:30 p.m. (or so soon thereafter as the annual general meeting of the Company convened at the same place and date at 3:00 p.m. shall have been concluded or adjourned) for the purpose of considering and, if thought fit, passing the following resolution as a special resolution:

### **SPECIAL RESOLUTION**

**"THAT** the Articles of Association be and are hereby amended as follows:–

- (a) by inserting before the expression "Auditor" in Article 2(1) the following new expression:

"address shall have the ordinary meaning given to it and shall include any number or address used for the purposes of such communication";
- (b) by inserting after the expression "dollars" and "\$" in Article 2(1) the following new expression:

"electronic has the meaning given to it in The Electronic Transmission Law, 2000 (LAW 7 of 2000) of the Cayman Islands as may be amended from time to time;"
- (c) by adding at the end of the meaning of the expression "writing" in Article 2(2)(e) the following words "and, if the Board shall in its absolute discretion determine for any purpose or purposes under these Articles, subject to such terms and conditions as the Board may determine, electronic communications.";
- (d) by deleting Article 60 and substituting therefor the following:

"The accidental omission to give Notice of a meeting or (in cases where appointments of proxy are sent out with the Notice) to send such appointment of proxy to, or the non-receipt of such Notice or such appointment of proxy by, any person entitled to receive such Notice shall not invalidate any resolution passed or the proceedings at that meeting.";

- (e) by adding in the ninth line of Article 75(1) the words “(and in the case of voting by proxy, such appointment of proxy being received)” after the word “deposited”;
- (f) by deleting Article 79 and substituting therefor the following:

“The appointment of a proxy shall be in writing and, if the Board in its absolute discretion determines, may be contained in an electronic communication, and: (i) if in writing but not contained in an electronic communication, under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same; or (ii) in the case of an appointment contained in an electronic communication, submitted by or on behalf of the appointor, subject to such terms and conditions and authenticated in such manner as the Board may in its absolute discretion determine. In the case of an appointment of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign or effect such appointment of proxy on behalf of the corporation without further evidence of the facts.”;

- (g) by deleting Article 80 and substituting therefor the following:

“The appointment of a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall:

- (a) in the case of an instrument in writing (including, whether or not the appointment of proxy is contained in an electronic communication, any such power of attorney or other authority), be delivered to such place or one of such places (if any) as may be specified for that purpose in or by way of note to or in any document accompanying the notice convening the meeting (or, if no place is so specified at the Registration Office or the Office, as may be appropriate) not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
- (b) in the case of an appointment contained in an electronic communications, where an address has been specified for the purpose of receiving communication, (i) in the notice convening the meeting; or (ii) in any instrument of proxy sent out by the Company in relation to the meeting; or (iii) in any invitation contained in an electronic communication to appoint a proxy issued by the Company in relation to the meeting, be received at such address not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote;

or in the case of a poll taken subsequently to the date of a meeting or adjourned meeting, not less than twenty-four (24) hours before the time appointed for the taking of the poll and in default the appointment of proxy shall not be treated as valid. No appointment of a proxy shall be valid after the expiration of twelve (12) months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at a

meeting or an adjourned meeting in cases where the meeting was originally held within twelve (12) months from such date. The appointment of proxy shall not preclude a Member from attending and voting in person at the meeting convened and in such event, the appointment of a proxy shall be deemed to be revoked.”;

(h) by altering Article 81 in the following manner:

- (i) deleting the word “Instruments” in the first line and substitute therefor the words “The appointment”;
- (ii) deleting the word “instrument” wherever it appears and substitute therefor the word “appointment” in each case;

(i) by deleting Article 82 and substituting therefor the following:

“A vote given in accordance with the terms of an appointment of proxy shall be valid notwithstanding the previous death or insanity of the principal, or revocation of the appointment of proxy or of the authority under which it was executed or given, provided that no intimation in writing of such death, insanity or revocation shall have been received by the Company at the Office or the Registration Office (or such other place or address as may be specified for the delivery or receipt of appointments of proxy in the notice convening the meeting or other document sent therewith or in the invitation contained in an electronic communication to appoint a proxy issued by the Company in relation to the meeting) two (2) hours at least before the commencement of the meeting or adjourned meeting, or the taking of the poll, at which the appointment of proxy is used.”;

(j) by altering Article 83 in the following manner:

- (i) deleting the words “instruments appointing” in the third line and substitute therefor the words “appointment of”;
- (ii) deleting the word “instrument” in the fourth line and substitute therefor the word “appointment”;

(k) by adding at the end of Article 159 the following:

“Any Notice or document may also be served or delivered by the Company on or to any Member, if the Board in its absolute discretion considers appropriate for any purpose or purposes under these Articles, using electronic communications to an address for the time being notified for that purpose to the person giving the Notice, but subject always to the provisions of Article 160. In the case of Notices or other documents sent by means of electronic communications the Board may make this subject to such terms and conditions as it shall in its absolute discretion consider appropriate. For the purpose of this Article, Notices and documents may be sent or delivered using electronic communications by the Company to a person where (i) the Company and that person have agreed to his having access to Notices or documents on a website (instead of such Notices or documents being sent to him) (ii) the Notice or document (as the case may be) is a Notice or document to

which that agreement applies (iii) the person is notified, in a manner for the time being agreed for that purpose between him and the Company, of (a) the publication of that Notice or document on the website (b) the address of the website and (c) the place on that website where the Notice or document may be accessed or downloaded, and how it may be accessed or downloaded and (iv) such other arrangements as the Designated Stock Exchange may require for this purpose having been made and in any such case the notification or delivery referred to above shall be treated as the relevant Notice or document for the purposes of these Articles.”;

- (l) by altering Article 160 in the following manner:
  - (i) deleting the words “and” at the end of Article 160(a);
  - (ii) adding the words “(other than by means of electronic communications)” in the first line of Article 160(b) after the word “manner”;
  - (iii) adding the word “and” in the seventh line of Article 160(b) after the word “thereof”;
  - (iv) adding the following, subject to such amendments as The Stock Exchange of Hong Kong Limited may request, as the new Article 160(c):

“if sent or delivered using electronic communications by the Company to a person, shall be deemed to have been served or delivered at the expiration of twenty-four (24) hours after the time it was first sent or delivered; in proving such service or delivery it shall be conclusive to prove that the address used for the electronic communication was the address supplied for that purpose and the electronic communication was properly dispatched, unless the Company is aware that there has been a failure of delivery of such Notice or document following at least two (2) attempts in which case such Notice or document shall be sent to the Member by post provided that the date of deemed service or delivery shall be twenty-four (24) hours from the dispatch of the original electronic communication in accordance with this Article.”;

- (m) by adding in the second line of Article 161(1) the words “or sent or delivered using electronic communications” after the words “or left at the registered address of any Member”; and
- (n) by adding in the first line of Article 162 the words “or in the case of receipt of appointment by proxy using electronic communications, electronic transmission” after the words “facsimile transmission”.

On behalf of the Board  
**Fung Kwok King, Victor**  
*Chairman*

Hong Kong, 3rd April, 2001

*Principal Place of Business:*

12th Floor  
LiFung Centre  
2 On Ping Street  
Siu Lek Yuen  
Shatin  
New Territories  
Hong Kong

*Notes:*

1. A shareholder entitled to attend and vote at the meeting is entitled to appoint a person or persons as his proxy or proxies to attend and, on a poll, vote instead of him. A proxy need not be a shareholder of the Company.
2. To be valid, a form of proxy, together with the 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, must be deposited with the Company's Hong Kong branch share registrar, Abacus Share Registrars Limited at 2401 Prince's Building, Central, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting, and in default thereof the form of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiry of 12 months from the date of its execution.
3. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the meeting, and in such event the instrument appointing a proxy shall be deemed to be revoked.