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

If you have sold or transferred all your shares in Dah Chong Hong Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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**大昌行集團有限公司**  
**DAH CHONG HONG HOLDINGS LIMITED**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 01828)**

**PROPOSALS FOR  
GENERAL MANDATES TO ISSUE SHARES AND  
TO REPURCHASE SHARES,  
RE-ELECTION OF DIRECTORS,  
DISPOSAL OF PROPERTY  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of Dah Chong Hong Holdings Limited to be held at Grand Ballroom, Lower Lobby, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Wednesday, 12 May 2010 at 10:30 a.m. is set out on pages 12 to 15 of this circular.

Whether or not you are able to attend the Annual General Meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the share registrars of Dah Chong Hong Holdings Limited, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the Annual General Meeting. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting should you so wish.

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## DEFINITIONS

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

<b>“Annual General Meeting”</b>	the annual general meeting of the Company to be held at Grand Ballroom, Lower Lobby, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Wednesday, 12 May 2010 at 10:30 a.m., or, where the context so admits, any adjournment thereof;
<b>“Company”</b>	Dah Chong Hong Holdings Limited, a company incorporated in Hong Kong with limited liability, the shares of which are listed on the Hong Kong Stock Exchange;
<b>“Companies Ordinance”</b>	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong);
<b>“Directors” or “Board”</b>	directors of the Company;
<b>“Disposal”</b>	the proposed disposal of the Property by the Company, details of which are set out in the section headed “4. Proposed Disposal of Property” in this circular;
<b>“Group”</b>	the Company and its subsidiaries;
<b>“HK\$”</b>	Hong Kong dollars, the lawful currency of Hong Kong;
<b>“Hong Kong Stock Exchange”</b>	The Stock Exchange of Hong Kong Limited;
<b>“Latest Practicable Date”</b>	31 March 2010, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular;
<b>“Listing Rules”</b>	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange;
<b>“Notice”</b>	the notice convening the Annual General Meeting;
<b>“Property”</b>	Flats B, C, D, E & F on Ground Floor including the forecourt of Nos. 152A, 152B, 152C and 152D Prince Edward Road West and Nos. 222G and 222H Fa Yuen Street, Kowloon, Hong Kong;
<b>“Share(s)”</b>	share(s) of HK\$0.15 each in the share capital of the Company;
<b>“Shareholders”</b>	holders of Shares in the Company;
<b>“subsidiary(ies)”</b>	has the meaning ascribed to it by the Listing Rules; and
<b>“%”</b>	per cent.



大昌行集團有限公司  
DAH CHONG HONG HOLDINGS LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 01828)

*Directors:*

Hui Ying Bun (*Chairman*)  
Chu Hon Fai (*Deputy Chairman*)  
Yip Moon Tong (*Chief Executive Officer*)  
Mak Kwing Tim (*Executive Director*)  
Lau Sei Keung (*Executive Director*)  
Tsoi Tai Kwan, Arthur (*Executive Director*)  
Glenn Robert Sturrock Smith (*Executive Director*)  
Wai King Fai, Francis (*Executive Director*)  
Kwok Man Leung\*  
Yin Ke\*  
Fei Yiping\*  
Cheung Kin Piu, Valiant\*\*  
Hsu Hsung, Adolf\*\*  
Yeung Yue Man\*\*

*Registered Office:*

8th Floor  
DCH Building  
20 Kai Cheung Road  
Kowloon Bay  
Hong Kong

\* *Non-executive Director*

\*\* *Independent non-executive Director*

8 April 2010

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR  
GENERAL MANDATES TO ISSUE SHARES AND  
TO REPURCHASE SHARES,  
RE-ELECTION OF DIRECTORS,  
DISPOSAL OF PROPERTY  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide you with the information in connection with the proposals at the Annual General Meeting to (i) grant the general mandates to issue Shares and to repurchase Shares, (ii) re-elect the retiring Directors and (iii) dispose of the Property.

## LETTER FROM THE CHAIRMAN

### 2. PROPOSED GENERAL MANDATES TO ISSUE SHARES AND TO REPURCHASE SHARES

At the annual general meeting of the Company held on 21 May 2009, ordinary resolutions were passed giving general mandates to the Directors (i) to allot, issue and dispose of additional Shares not exceeding twenty per cent of the aggregate nominal amount of the share capital of the Company in issue as at 21 May 2009 and to extend the general mandate to allot Shares by adding repurchased securities to the twenty per cent general mandate; and (ii) to purchase or otherwise acquire Shares on the Hong Kong Stock Exchange not exceeding ten per cent of the aggregate nominal amount of the share capital of the Company in issue as at 21 May 2009. The purpose of the general mandates was to enable the Directors to issue additional Shares and to repurchase Shares should the need arise. The Directors have no present intention to exercise the general mandates to issue Shares and to repurchase Shares of the Company.

Under the terms of the Companies Ordinance and the Listing Rules, these general mandates will lapse upon the conclusion of the forthcoming annual general meeting of the Company to be held on 12 May 2010, unless renewed at that meeting. These general mandates will continue in force during the period from the passing of the resolutions at the Annual General Meeting until the conclusion of the next annual general meeting of the Company or the expiration of the period within which the next annual general meeting of the Company is required by law to be held or until these general mandates are revoked or varied by ordinary resolutions of the Shareholders in general meeting, whichever is the earlier.

To keep in line with the current corporate practice, resolutions will be proposed at the Annual General Meeting to renew these mandates by (i) granting the Directors a general mandate to issue and otherwise deal with shares up to a limit equal to twenty per cent of the issued shares of the Company at the date of passing such resolution; and (ii) approving the addition of repurchased shares (up to a maximum of ten per cent of the issued shares of the Company at the date of passing such resolution) to the twenty per cent general mandate. The explanatory statement and memorandum regarding the repurchase resolution as required under the Listing Rules is set out in Appendix I to this circular.

### 3. PROPOSED RE-ELECTION OF DIRECTORS

In accordance with Article 95 of the New Articles of Association of the Company, Messrs Wai King Fai, Francis, Yin Ke and Fei Yiping are Directors appointed by the Board since the last annual general meeting who shall hold office only until the forthcoming Annual General Meeting and shall be eligible for re-election. In accordance with Article 104(A) of the New Articles of Association of the Company, Messrs Mak Kwing Tim, Lau Sei Keung, Tsoi Tai Kwan, Arthur and Cheung Kin Piu, Valiant shall retire by rotation at the Annual General Meeting and, being eligible, shall offer themselves for re-election. Details of the Directors who are proposed to be re-elected at the Annual General Meeting are set out in Appendix II to this circular.

### 4. PROPOSED DISPOSAL OF PROPERTY

#### Introduction

Subject to the obtaining of the Shareholders' approval pursuant to section 155A of the Companies Ordinance, the Company proposes to dispose the Property owned by it at a consideration of no less than HK\$110,000,000 (“**Floor Price**”).

## LETTER FROM THE CHAIRMAN

As the amount of the consideration for the Disposal is expected to exceed 33% of the value of the Company's fixed assets as shown in the Company's audited accounts for the year ended 31 December 2009 to be laid before the Company in the Annual General Meeting, the Disposal requires the approval of the Shareholders in general meeting pursuant to section 155A of the Companies Ordinance.

### **Information on the Property**

The Property, being the subject of the Disposal, is located at Flats B, C, D, E & F on Ground Floor including the forecourt of Nos. 152A, 152B, 152C and 152D Prince Edward Road West and Nos. 222G and 222H Fa Yuen Street, Kowloon, Hong Kong. The Property is currently used as a showroom for Honda brand vehicles and is expected to be sold with vacant possession. Having considered the valuation of the Property prepared by an independent professional property valuer and the current market conditions, the Directors expect that the Property could be sold at no less than the Floor Price.

Based on the book value of the Property and the Floor Price, it is estimated that a gain of approximately HK\$108,500,000 will be recorded in the consolidated accounts of the Company and its subsidiaries for the financial year ending 31 December 2010 if the Disposal materializes on or before 31 December 2010.

### **Disposal**

The Company is in the process of searching for an independent third party purchaser for the Property by private treaty. The Company is not obligated to sell the Property under the private treaty and no agreement has been entered into to effect the Disposal as at the Latest Practicable Date.

In view of the requirement of shareholders' approval under section 155A of the Companies Ordinance as mentioned above, any sale and purchase agreement(s) that may be entered into to effect the Disposal prior to obtaining the requisite Shareholders' approval shall be conditional on such Shareholders' approval having been obtained at the Annual General Meeting.

If any such sale and purchase agreement(s) in respect of the Disposal shall be entered into by the Company after the said Shareholders' approval, the Company may only do so no later than two months from the date of such approval.

In any event, the amount of consideration agreed or to be agreed for the Disposal shall be no less than the open market value at the relevant agreement time as assessed by an independent professional property valuer but in any case no less than the Floor Price.

### **Reasons for and Benefits of the Disposal**

The Group has scheduled to move the showroom situated on the Property to the Group's headquarters in Kowloon Bay in the third quarter of 2010. As the Property is not suitable for other own use purposes within the Group, it will be left vacant after the relocation of the showroom. The Directors consider that the Disposal will enable the Company to realise the capital value of the Property and provide additional working capital for the Group.

The Directors consider that the Disposal is in the best interests of the Company and the Shareholders as a whole.

## LETTER FROM THE CHAIRMAN

### 5. ANNUAL GENERAL MEETING

The Notice is set out in Appendix III to this circular. At the Annual General Meeting, resolutions will be proposed to approve, *inter alia*, the general mandates to issue Shares and to repurchase Shares, the re-election of Directors, and the disposal of the Property.

The votes for the resolutions of the Annual General Meeting shall be taken by poll pursuant to the Listing Rules. The results of the poll will be published on the websites of the Company and “HKExnews” on the day of the above meeting.

A form of proxy for use at the Annual General Meeting is enclosed. Whether or not you are able to attend the Annual 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 Company’s share registrars, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the above meeting. Completion and return of the form of proxy will not preclude Shareholders from attending and voting at the Annual General Meeting if they so wish.

### 6. RECOMMENDATION

The Directors believe that the general mandates to issue Shares and to repurchase Shares, the re-election of Directors and the disposal of the Property to be proposed at the Annual General Meeting are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend that the Shareholders shall vote in favour of the resolutions in relation to the above proposals to be proposed at the Annual General Meeting.

Yours faithfully,  
**Hui Ying Bun**  
*Chairman*

<b>APPENDIX I                      EXPLANATORY STATEMENT AND MEMORANDUM IN RELATION TO THE BUYBACK MANDATE</b>
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This is an explanatory statement and memorandum of the terms of the proposed repurchases given to the Shareholders relating to a resolution to approve the Company repurchasing its own Shares (“**Buyback Mandate**”) to be proposed at the Annual General Meeting.

This explanatory statement contains the information required under rule 10.06(1)(b) of the Listing Rules. Its purpose is to provide Shareholders with all the information reasonably necessary for them to make an informed decision as to whether or not to vote in favour of the resolution approving the Buyback Mandate and it also forms the memorandum of the terms of the proposed repurchases given under Section 49BA(3)(b) of the Companies Ordinance.

**i.     SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company was 1,797,833,000 Shares.

Subject to the passing of the resolution approving the Buyback Mandate and on the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, the Company would be allowed under the Buyback Mandate to repurchase a maximum of 179,783,300 Shares, representing 10% of the issued share capital of the Company as at the date of passing such resolution.

**ii.    SHAREHOLDER APPROVAL/TRADING RESTRICTIONS**

The Listing Rules provide that all proposed repurchases of securities by a company with a primary listing on the Hong Kong Stock Exchange must be approved in advance by an ordinary resolution, either by way of a general mandate or by a specific approval of a particular transaction.

**iii.   REASONS FOR REPURCHASES**

The Directors believe that it is in the best interests of the Company and the Shareholders to seek a general authority from Shareholders to enable the Directors to repurchase the Shares on the market.

Repurchases of Shares will only be made when the Directors believe that such a repurchase will benefit the Company and its Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the value of the net assets and/or earnings and/or dividend per share.

**iv.    FUNDING OF REPURCHASES**

Repurchases must be funded out of the funds legally available for the purpose in accordance with the Company’s constitutive documents, including memorandum and articles of association, and Hong Kong laws, being profits available for distribution and the proceeds of a fresh issue of shares made for the purpose of the repurchases. It is envisaged that the funds required for any repurchase would be derived from profits available for distribution.

<b>APPENDIX I</b>	<b>EXPLANATORY STATEMENT AND MEMORANDUM IN RELATION TO THE BUYBACK MANDATE</b>
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The Directors do not propose to exercise the Buyback Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company. However, there might be an adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements as at 31 December 2009) in the event that the Buyback Mandate was exercised in full.

**v. SHARE PRICES**

The highest and lowest prices at which the Shares were traded on the Hong Kong Stock Exchange during each of the 12 months preceding the Latest Practicable Date, from 1 April 2009 to 31 March 2010 were as follows:

Year	Month	Highest Price per Share <i>HK\$</i>	Lowest Price per Share <i>HK\$</i>
2009	April	2.06	1.21
	May	2.68	1.81
	June	2.59	2.09
	July	2.79	2.10
	August	3.46	2.48
	September	4.09	3.15
	October	3.57	3.12
	November	3.88	3.16
	December	3.59	3.16
	2010	January	5.80
February		4.43	3.50
March		5.49	4.21

**vi. GENERAL**

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their associates, have any present intention if the Buyback Mandate is exercised to sell any Shares to the Company or its subsidiaries.

The Directors have undertaken to the Hong Kong Stock Exchange that they will exercise the power of the Company to make repurchases pursuant to the Buyback Mandate in accordance with the Listing Rules and the laws of Hong Kong.

<b>APPENDIX I</b>	<b>EXPLANATORY STATEMENT AND MEMORANDUM IN RELATION TO THE BUYBACK MANDATE</b>
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If as the result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Hong Kong Codes on Takeovers and Mergers and Share Repurchases ("**Takeovers Code**"). As a result, a Shareholder, or group of Shareholders acting in concert depending on the level of increase of shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. CITIC Group is the ultimate holding company of the Company. As at the Latest Practicable Date, the subsidiaries of CITIC Group held a total of approximately 58.67% of the issued share capital of the Company. On the basis of the current shareholding position of the Company, the Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the Buyback Mandate.

During the six months preceding the Latest Practicable Date, no Shares had been repurchased by the Company, whether on the Hong Kong Stock Exchange or otherwise.

The Listing Rules prohibit the Company from knowingly repurchasing Shares on the Hong Kong Stock Exchange from a "connected person" (as defined in the Listing Rules) and a connected person is prohibited from knowingly selling his/her Shares to the Company.

No connected persons (as defined in the Listing Rules) of the Company have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the Company is authorised to make repurchases of Shares.

The following Directors are subject to retirement by rotation and re-election in accordance with the Company's New Articles of Association. The interests in the securities of the Company of the retiring Directors (except for Messrs Wai King Fai, Francis, Yin Ke and Fei Yiping) are provided in the section "Report of the Directors" in the 2009 Annual Report. The emoluments of the retiring Directors (except for Messrs Wai King Fai, Francis, Yin Ke and Fei Yiping) are set out in the Report of the Directors under the heading of "Update on Directors' Information" and note 9 to the financial statements contained in the 2009 Annual Report. In general, the emoluments paid to the Directors are determined with reference to the market terms and their duties and responsibilities within the Group. All the retiring directors are not appointed for a specific term but are subject to retirement by rotation at least once every three years pursuant to the Company's New Articles of Association. In relation to the re-election of the following Directors, there is no information to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules nor are there other matters that need to be brought to the attention of the Shareholders.

**Wai King Fai, Francis**, aged 50, an Executive Director of the Company since January 2010. Mr Wai is the Chief Financial Officer of the Group and is primarily responsible for the overall management of the accounting and financial management functions of the Group. He joined the Company in June 2008. Mr Wai graduated from Hong Kong Polytechnic and completed Stanford Executive Program of Stanford University. Mr Wai is a member of the Institute of Chartered Accountants in England and Wales and a member of the Hong Kong Institute of Certified Public Accountants. Mr Wai has over 25 years of experience in the finance and accounting profession before joining the Company. Between 1992 to 2006, Mr Wai was appointed as the Chief Financial Officer of Hong Kong Dragon Airlines Limited and prior to that Mr Wai worked for Cathay Pacific Airways Limited, both were associated companies of CITIC Pacific Limited ("**CITIC Pacific**", a holding company of the Company and listed on the Hong Kong Stock Exchange). Mr Wai did not hold directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas, in the last three years. He has no relationships with any directors, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, he is not interested in any shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. Mr Wai is entitled to receive a monthly salary of HK\$128,000 plus discretionary bonus that is subject to the performance of the Company and the individual, and will receive from the Company a director's fee of HK\$120,000 per annum (on a pro rata basis), which is determined by shareholders of the Company, at the same rate as that payable by the Company to other directors of the Company.

**Yin Ke**, aged 46, a Non-executive Director of the Company since January 2010. Mr Yin is the chief executive officer, executive director and vice chairman of CITIC Securities International Company Limited, a director and vice chairman of CITIC Securities Co., Ltd. (listed on the Shanghai Stock Exchange), and a non-executive director of Zhongxing Shenyang Commercial Building Group Company Limited (listed on the Shenzhen Stock Exchange) and CITIC Pacific. Mr Yin began his career as an executive secretary to the chief executive officer of the Shenzhen Stock Exchange when it was first established and is one of the pioneers who actively contributed to the development of the PRC stock market. He was formerly a director of ACT360 Solutions Limited (listed on the Toronto Stock Exchange) and CITIC Capital Holdings Limited. He has previously served as the deputy general manager of Shenzhen Investment Fund Management Limited, a director of CCB Principal Asset Management Company Limited, an executive director of Jun An Securities Limited, an executive director of Guo Tai Jun An Securities Company Limited, the executive director and president of China

United Securities Limited. Mr Yin is also actively involved in various professional associations including the Securities Association of China and the Securities Association of Shenzhen. Mr Yin graduated with a bachelor degree in electrical engineering and a master degree in Economics from Zhejiang University. Save as disclosed, Mr Yin did not hold directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas, in the last three years, and he has no relationships with any directors, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, he is not interested in any shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. Mr Yin will receive from the Company a director's fee of HK\$120,000 per annum (on a pro rata basis), which is determined by shareholders of the Company, at the same rate as that payable by the Company to other directors of the Company.

**Fei Yiping**, aged 46, a Non-executive Director of the Company since January 2010. Mr Fei is the Group Financial Controller of CITIC Pacific, a director and the Chief Financial Officer of CITIC Hong Kong (Holdings) Limited, and a non-executive director of CITIC 1616 Holdings Limited (a fellow subsidiary of the Company and listed on the Hong Kong Stock Exchange). Mr Fei is a graduate from Beijing Science and Technology University and received a Master in Business Administration from the University of Edinburgh in the United Kingdom. Mr Fei has over 10 years experience in accounting and financial management before joining the Company. He has been with CITIC Group, the ultimate holding company of the Company since 1991. Between 2001 and 2008, Mr Fei first acted as Treasurer and Director of CitiSteel USA, Inc. and then as Vice President of CITIC USA Holdings, Inc. and Chief Representative of CITIC Group in New York. When he returned to China in 2008, he became Deputy Director-General of the Finance Department of CITIC Group. Save as disclosed, Mr Fei did not hold directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas, in the last three years, and he has no relationships with any directors, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, he is interested in 300,000 share options of CITIC Pacific within the meaning of Part XV of the Securities and Futures Ordinance. Mr Fei will receive from the Company a director's fee of HK\$120,000 per annum (on a pro rata basis), which is determined by shareholders of the Company, at the same rate as that payable by the Company to other directors of the Company.

**Mak Kwong Tim**, aged 61, an Executive Director of the Company since July 2007. Mr Mak is the Executive-in-charge of a number of distributorship business of renowned motor brands such as Acura, Audi, Bentley, Honda, MAN and UD Nissan Diesel in Hong Kong. Mr Mak is also responsible for managing the distributorship business of Bentley vehicles in the PRC. Mr Mak joined Dah Chong Hong, Limited ("**Dah Chong Hong**") in February 1967 and was appointed as a Director of Dah Chong Hong in July 1993. He has over 40 years experience in the motor vehicle businesses in Hong Kong. Mr Mak did not hold directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas, in the last three years. He has no relationships with any directors, senior management or substantial or controlling shareholders of the Company.

**Lau Sei Keung**, aged 57, an Executive Director of the Company since July 2007. Mr Lau is the Executive-in-charge of the motor dealership development and operation in the PRC, currently managing over 30 motor dealerships in the country, both passenger car and commercial vehicle. Mr Lau is also responsible for managing the Isuzu distributorship business in the PRC, Hong Kong and Macao. He joined the Group in February 1973 and was appointed as a Director of Dah Chong Hong in January 2003. Mr Lau has over 30 years experience in the motor vehicle businesses of Hong Kong and the PRC. Mr Lau did not hold directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas, in the last three years. He has no relationships with any directors, senior management or substantial or controlling shareholders of the Company.

**Tsoi Tai Kwan, Arthur**, aged 61, an Executive Director of the Company since July 2007. Mr Tsoi is the Executive-in-charge of the trading, import/export, wholesale and retail of frozen and non-frozen food products in the PRC, Hong Kong and Macao. He joined the Group in June 1976 and was appointed as a Director of Dah Chong Hong in January 2003. Mr Tsoi has over 30 years experience in food trading in Hong Kong. He holds a Bachelor Degree in Liberal Arts from the University of Wisconsin, US. Mr. Tsoi holds the office of Director-General of the Hong Kong General Association of Edible Oil Import and Export Ltd and is a representative member of the Retail and Distribution Committee of the Hong Kong General Chamber of Commerce. Mr Tsoi did not hold directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas, in the last three years. He has no relationships with any directors, senior management or substantial or controlling shareholders of the Company.

<sup>△</sup>**Cheung Kin Piu, Valiant**, aged 64, an Independent Non-executive Director of the Company since September 2007. Mr Cheung also serves as the chairman of the Audit Committee of the Company. Mr Cheung was a partner at KPMG until his retirement in 2001. Mr Cheung has extensive experience in assurance and corporate finance work. He is a fellow member of the Institute of Chartered Accountants in England and Wales and the Hong Kong Institute of Certified Public Accountants. Mr Cheung is currently an independent non-executive director of Pacific Century Premium Developments Limited and The Bank of East Asia, Limited, both being companies listed on the Hong Kong Stock Exchange. He is also an independent non-executive director of The Bank of East Asia (China) Limited, which is a wholly-owned PRC subsidiary of The Bank of East Asia, Limited. He was an independent non-executive director of each of Dream International Limited from October 2001 to May 2008 and Wing Shan International Limited (now known as Winteam Pharmaceutical Group Limited) from March 2004 to January 2009. Save as disclosed, Mr Cheung did not hold directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas, in the last three years. He has no relationships with any directors, senior management or substantial or controlling shareholders of the Company.

<sup>△</sup> *Member of the Remuneration Committee of the Company*



大昌行集團有限公司  
DAH CHONG HONG HOLDINGS LIMITED

*(Incorporated in Hong Kong with limited liability)*

(Stock Code: 01828)

NOTICE IS HEREBY GIVEN that the annual general meeting of the Company will be held at Grand Ballroom, Lower Lobby, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Wednesday, 12 May 2010 at 10:30 a.m. for the following purposes:

1. To receive and consider the audited accounts and the Reports of the Directors and the Auditors for the year ended 31 December 2009.
2. To declare a final dividend for the year ended 31 December 2009.
3. To re-elect retiring Directors.
4. To re-appoint Auditors and authorise the Board of Directors to fix their remuneration.
5. To consider, and if thought fit, passing as Special Business the following resolutions as an Ordinary Resolution:

“THAT:

- A. subject to paragraph C below, a general mandate be and is hereby unconditionally granted to the Directors of the Company to exercise during the Relevant Period all the powers of the Company to allot, issue and dispose of additional shares in the Company and to make or grant offers, agreements and options which would or might require the exercise of such powers;
- B. the mandate 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 value of share capital 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 mandate in paragraph A above, otherwise than pursuant to (i) Rights Issue or (ii) any option scheme or similar arrangement for the time being adopted for the grant or issue to the 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) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into 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 pursuant to the Articles of Association of the Company from time to time, shall not exceed twenty per cent of the aggregate nominal amount of the share capital of the Company in issue at the date of this Resolution and the said mandate shall be limited accordingly;

D. 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; or
- ii. the expiration of the period within which the next annual general meeting of the Company is required by law to be held; or
- iii. the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Directors of the Company to holders of shares of the Company on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion 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).”

6. To consider, and if thought fit, passing as Special Business the following resolutions as an Ordinary Resolution:

“**THAT:**

A. a general mandate be and is hereby unconditionally given to the Directors of the Company to exercise during the Relevant Period all the powers of the Company to purchase or otherwise acquire shares of the Company in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, provided that the aggregate nominal amount of shares so purchased or otherwise acquired shall not exceed ten per cent of the aggregate nominal amount of the share capital of the Company in issue at the date of this Resolution;

B. 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; or
- ii. the expiration of the period within which the next annual general meeting of the Company is required by law to be held; or
- iii. the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting.”

7. To consider, and if thought fit, passing as Special Business the following resolution as an Ordinary Resolution:

“**THAT** conditional upon the passing of Resolutions 5 and 6 set out in the notice convening this meeting, the aggregate nominal amount of the shares which are purchased or otherwise acquired by the Company pursuant to Resolution 6 shall be added to the aggregate nominal amount of the shares which may be issued pursuant to Resolution 5.”

8. To consider, and if thought fit, passing as Special Business the following resolution as an Ordinary Resolution:

“**THAT** the Disposal (as defined in the circular to the shareholders of the Company dated 8 April 2010) be and is hereby approved, confirmed and authorised on and subject to such terms and conditions as the Directors may in their absolute discretion consider expedient, necessary or desirable PROVIDED that the amount of consideration agreed or to be agreed for the Disposal shall be no less than the open market value at the relevant time of the agreement as assessed by an independent professional property valuer but in any event no less than HK\$110,000,000, the entering into of any sale and purchase agreement(s) (including a provisional agreement for sale and purchase) by the Company to effect the Disposal be and are hereby approved, confirmed and ratified, and the Directors be and are hereby authorised to execute no later than two months from the date of this resolution any sale and purchase agreement(s) (including a provisional agreement for sale and purchase) to effect the Disposal and to do all such acts to give effect to the transactions contemplated under the Disposal.”

By order of the board  
**Dah Chong Hong Holdings Limited**  
**Tso Mun Wai**  
*Company Secretary*

Hong Kong, 8 April 2010

*Registered Office:*

8th Floor  
DCH Building  
20 Kai Cheung Road  
Kowloon Bay  
Hong Kong

*Notes:*

- (i) *The Register of Members will be closed from Thursday, 6 May 2010 to Wednesday, 12 May 2010, both days inclusive, during which period no transfer of shares will be effected.*
- (ii) *Any member entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the Company.*
- (iii) *To be valid, the instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority must be deposited at the share registrars of the Company, Tricor Investor Services Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the above meeting or adjourned meeting (as the case may be) at which the person named in such instrument proposes to vote.*
- (iv) *Concerning Resolution 3 above, Messrs Wai King Fai, Francis, Yin Ke and Fei Yiping are Directors appointed by the board of directors of the Company since the last annual general meeting who shall hold office only until the forthcoming annual general meeting and shall be eligible for re-election pursuant to Article 95 of the Company's New Articles of Association. Messrs Mak Kwing Tim, Lau Sei Keung, Tsoi Tai Kwan, Arthur and Cheung Kin Piu, Valiant shall retire by rotation at the forthcoming annual general meeting pursuant to Article 104(A) of the Company's New Articles of Association and they, being eligible, shall offer themselves for re-election. Details of the above Directors are set out in Appendix II of this circular.*
- (v) *Concerning Resolution 5 above, the approval is being sought from members for a general mandate to authorise allotment of shares under Section 57B of the Companies Ordinance and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, in order to ensure flexibility and discretion to the Directors in the event that it becomes desirable to issue any shares of the Company up to twenty per cent of the issued share capital of the Company. The Directors wish to state that they have no immediate plans to issue shares in the Company.*
- (vi) *Concerning Resolution 6 above, the approval is being sought from members for a general mandate to repurchase shares in the Company, in order to ensure flexibility and discretion to the Directors in the event that it becomes desirable to repurchase any shares in the Company up to ten per cent of the issued share capital of the Company.*
- (vii) *Concerning Resolution 7 above, the approval is being sought from members to extend the general mandate to allot shares by adding repurchased securities to the twenty per cent general mandate.*
- (viii) *Concerning Resolution 8 above, the approval is being sought from members for the disposal of the property by the Company in compliance with section 155A of the Companies Ordinance.*