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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)

NOTICE OF ANNUAL GENERAL MEETING

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 the circular of the Company in relation to "Proposals for General Mandates to issue Shares and to repurchase Shares, Re-election of Directors, Disposal of Property and Notice of Annual General Meeting" dated 8 April 2010.*
- (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.*

As at the date of this notice, the Directors of the Company are:

Executive directors: Hui Ying Bun (Chairman), Chu Hon Fai, Yip Moon Tong, Mak Kwing Tim, Lau Sei Keung, Tsoi Tai Kwan, Arthur, Glenn Robert Sturrock Smith and Wai King Fai, Francis

Non-executive directors: Kwok Man Leung, Yin Ke and Fei Yiping

Independent non-executive directors: Cheung Kin Piu, Valiant, Hsu Hsung, Adolf and Yeung Yue Man