

茲通告大華國際(集團)有限公司(「本公司」)謹定於二零零三年八月二十八日星期四上午十一時正假座九龍尖沙咀彌敦道118至130號美麗華酒店商場二樓10號房舉行股東週年大會,處理下列事項:

1. 省覽本公司截至二零零三年三月三十一日止年度之經審核財務報表,連同載於其內之董事會報告及核數師報告。
2. 重選本公司退任董事及釐訂董事之酬金。
3. 續聘本公司之核數師及授權本公司董事釐訂彼等之酬金。
4. 作為特別事項,考慮並酌情通過(經修訂或未經修訂)下列決議案為普通決議案:

A. 「動議:

- (a) 在本決議案(c)段之規限下,一般性及無條件批准本公司之董事於有關期間(定義見下文)內行使本公司之一切權力配發、發行及以其他方式處置本公司股本中每股面值港幣0.05元之額外股份,並作出或授予將要或可能要行使該權力之建議、協議及購股權;
- (b) 本決議案(a)段之批准授權本公司之董事於有關期間內作出或授予將要或可能要於有關期間完結後行使該權力之建議、協議及購股權;
- (c) 本公司之董事根據本決議案(a)段之批准配發或有條件或無條件同意配發(不論依據購股權或其他事項)之本公司股本中之股份總數(除依據(i)配售新股(定義見下文);或

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of Dah Hwa International (Holdings) Limited (the "Company") will be held at 11:00 a.m. on Thursday, 28 August, 2003 at Miramar Hotel, Arcade 2, Function Room X, 118-130 Nathan Road, Tsim Sha Tsui, Kowloon for the following purposes:

1. To receive and consider the audited financial statements of the Company for the year ended 31st March 2003 together with the reports of the Directors and Auditors thereon;
2. To re-elect retiring Directors of the Company and to fix the fees of the Directors;
3. To re-appoint Auditors of the Company and to authorize the Directors of the Company to fix their remuneration;
4. As special business, to consider and, if thought fit, pass (with or without modification) the following resolutions as ordinary resolutions:

A. "THAT:

- (a) subject to paragraph (c) of this Resolution, the exercise by the Directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and otherwise deal with additional shares of HK\$0.05 each in the capital of the Company and to make or grant offers, agreements and options which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this Resolution 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 number of shares in the capital of the Company to be 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 approval in paragraph (a) of this Resolution, otherwise than pursuant to (i) a Rights Issue

(ii)按本公司發行之認股權證或其他附有認購權或購入本公司股份之證券之條款行使認購權或換股；或(iii)行使本公司之購股權計劃賦予之認購權而配發之股份外)不得超過通過本決議案之日本公司股本中之已發行股份總數之20%，而上述批准須受相應限制；及

(d) 就本決議案而言：

「有關期間」指由本決議案獲通過時起至下列三者中之較早日期止之期間：

- (i) 本公司下屆股東週年大會結束；
- (ii) 按照本公司之公司組織章程細則或任何適用之法例規定須舉行本公司下屆股東週年大會之期限屆滿；及
- (iii) 本公司股東於股東大會上通過普通決議案撤銷或更改根據本決議案授出之批准。」

「配售新股」指本公司之董事於訂定之期間向指定記錄日期股東名冊內所載之股份持有人，按彼等當時所持股份或有關類別股份之比例根據售股建議（於本公司董事釐定之期間內）向彼等配發、發行或授出本公司股份（惟本公司之董事有權就零碎股份或經考慮香港以外任何地區

(as defined below); or (ii) an exercise of rights of subscription or conversion under the terms of any warrant or other securities issued by the Company carrying a right to subscribe for or purchase the shares in the Company; or (iii) an exercise of the subscription rights under the share option scheme of the Company, shall not exceed 20% of the aggregate number of issued shares in the capital of the Company as at the date of passing this Resolution and the said approval shall be limited accordingly; and

(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;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable law to be held; and
- (iii) the revocation or variation of the approval granted under this Resolution by an ordinary resolution of the members of the Company in general meeting.”

“**Rights Issue**” means the allotment, issue or grant of shares in the Company pursuant to an offer (open for a period fixed by the Directors of the Company) made to holders of shares of the Company or any class thereof on the Register of Members on a fixed record date pro rata to their then holdings of such shares or class thereof (subject to such exclusions or other

之法例或任何認可管制機構或任何證券交易所之規定所產生之任何限制或責任而認為必須或權宜之權利或作出其他安排)。」

B. 「動議：

- (a) 一般性及無條件批准本公司之董事於有關期間(定義見下文)內行使本公司之一切權力，根據本決議案(b)段及按照所有適用之法例及法規在香港聯合交易所有限公司購回其本身每股面值港幣0.05元之股份；
- (b) 本公司根據本決議案(a)段之批准於有關期間內購回之本公司股份總數，不得超過通過本決議案之日本公司已發行股份總數之10%，而上述批准須受相應限制；及
- (c) 就本項決議案而言：

「有關期間」指由本決議案獲通過時起至下列三者中之較早日期止之期間：

- (i) 本公司下屆股東週年大會結束；
- (ii) 按照本公司之公司組織章程細則或任何適用之法例規定須舉行本公司下屆股東週年大會之期限屆滿；及

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).”

B. “THAT:

- (a) the exercise by the Directors of the Company during the Relevant Period (as defined below) of all powers of the Company to purchase its own shares of HK\$0.05 each on The Stock Exchange of Hong Kong Limited, subject to paragraph (b) of this Resolution and in accordance with all applicable laws and regulations, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of shares in the Company to be purchased by the Company pursuant to the approval in paragraph (a) of this Resolution during the Relevant Period shall not exceed 10% of the aggregate number of issued shares in the capital of the Company as at the date of passing this Resolution and the said approval 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 the Articles of Association of the Company or any applicable law to be held; and

(iii) 本公司股東於股東大會上通過普通決議案撤銷或更改根據本決議案授出之批准。」

C. 「動議藉附加本公司不時可能根據大會通告第4B項決議案授出之批准購回之所有本公司股本中之股份數目，擴大根據大會通告所載第4A項決議案授予本公司董事配發、發行及以其他方式處理本公司股本中之股份之一般授權。」

(iii) the revocation or variation of the approval granted under this Resolution by an ordinary resolution of the members of the Company in general meeting.”

C. “**THAT** the general mandate granted to the Directors of the Company to allot, issue and otherwise deal with shares in the capital of the Company under Resolution no. 4A set out in the notice convening the Meeting be and is hereby extended by the addition thereto of an amount representing all those number of shares in the capital of the Company which may from time to time be purchased by the Company pursuant to the approval granted under Resolution no. 4B set out in the notice convening the Meeting.”

承董事會命  
大華國際(集團)有限公司  
公司秘書  
羅國貴

香港，二零零三年七月二十五日

附註：

1. 有權出席上述大會並於會上投票之股東，可委派不超過兩名代表出席並代其投票。受委代表毋須為本公司股東。
2. 代表委任表格連同經授權人簽署之任何授權書或其他授權文件(如有)或由公證人簽署證明之該授權書或授權文件，須儘快於上述大會或其任何續會指定舉行時間四十八小時前交回本公司於香港之總辦事處，地址為香港九龍尖沙咀山林道45-47號協和大廈1樓，方為有效。
3. 一份有關建議授予一般授權以發行本公司新股及購回其本身股份之說明函件，將連同本通告一併寄發予本公司股東。

By order of the Board of  
**Dah Hwa International (Holdings) Limited**  
**Lo Kwok Kwei, David**  
*Company Secretary*

Hong Kong, 25 July 2003

Notes:

1. A member of the Company entitled to attend and vote at the abovesaid meeting may appoint not more than two proxies to attend and vote on his behalf. A proxy need not be a member of the Company.
2. In order for it to be valid, the form of proxy, together with any power 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 at the head office of the Company at 1st Floor, Hillwood Mansion, 45-47 Hillwood Road, Tsimshatsui, Kowloon, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the abovesaid meeting or any adjournment thereof.
3. An explanatory statement regarding the proposal of granting general mandates to issue new shares and to repurchase own shares of the Company will be dispatched to the members of the Company together with this notice.