

68 | Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of Dah Hwa International (Holdings) Limited (the "Company") will be held at 10 a.m. on Wednesday, 25 August 2004 at The Ritz-Carlton Hotel, Chater Room III, The Function Room Level (B1), 3 Connaught Road Central, Hong Kong for the following purposes:

1. To receive and consider the audited financial statements of the Company for the year ended 31 March 2004 together with the reports of the Directors and Auditors thereon;
2. To re-elect retiring Directors of the Company and to fix the fees for 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 resolution;

A. **"THAT:**

- (a) subject to paragraph (c) of the 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 authorize 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 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 (as defined below): or (ii) 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 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 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 Member on a fixed record date pro-rate to their then holdings of such shares or class thereof (subject to such exclusions 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 recognized 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

70 | Notice of Annual General Meeting

(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) 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.”

By order of the Board of
Dah Hwa International (Holdings) Limited
Tsang Wing Yee
Company Secretary

Hong Kong, 26 July 2004

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 Suite 1908, 19th Floor, No. 9 Queen’s Road Central, 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.