

茲通告台和商事控股有限公司（「本公司」）訂於二零零六年九月一日（星期五）下午三時三十分假座香港九龍尖沙咀東部麼地道70號海景嘉福酒店一層瀚林廳舉行二零零六年度股東週年大會，議程如下：

1. 省覽截至二零零六年三月三十一日止年度之經審核賬目及董事會報告書與核數師報告書；
2. 宣佈派發末期股息；
3. 重選董事及授權董事會釐定其酬金；
4. 重新委聘核數師及授權董事會釐定其酬金；及
5. 作為特別事項考慮並酌情通過或經修訂後通過下列普通決議案：

(1) 「動議：

- (a) 在下文(c)段限制，一般及無條件批准本公司董事於「有關期間」（定義見下文）行使本公司之一切權力，以配發、發行及處理本公司股本中之額外股份，以及作出或授予行使此等權力可能需要之建議、協議及購股權；
- (b) 上文(a)段之批准下，本公司董事亦獲授權於「有關期間」內作出或授予可能須於「有關期間」結束行使該項權力之建議、協議或購股權；

NOTICE IS HEREBY GIVEN that the 2006 Annual General Meeting of Daiwa Associate Holdings Limited (the “Company”) will be held at Academy Room I-II, 1/F., International Grand Stanford Hotel, 70 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on Friday, 1 September 2006 at 3:30 p.m., for the following purposes:

1. To receive and consider the audited accounts and the Reports of the Directors and auditors for the year ended 31 March 2006;
2. To declare a final dividend;
3. To re-elect directors and to authorise the Board of Directors to fix their remuneration;
4. To re-appoint auditors and to authorise the Board of Directors to fix their remuneration; and
5. To consider and, if thought fit, pass with or without amendments, by way of special business, the following **Ordinary Resolutions**:

(1) “**THAT**:

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval 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 power after the end of the Relevant Period;

- (c) 本公司董事依據上文(a)段所授予之所發行或有條件或無條件同意發行(不論是否根據購股權或其他方式)之股本,但依據(i)供股(定義見下文),或(ii)因本公司任何認股權證所附之認購權獲行使而發行之本公司股份,或(iii)根據本公司之購股權計劃及任何購股權計劃或類似安排授予或發行予本公司及/或其任何附屬公司僱員(包括執行董事)之股份或購入股份之權利而發行的本公司股份,或(iv)根據本公司組織章程細則,就發行及配發股份以代替本公司股份之全部或部份股息之任何以股代息計劃或類似安排而發行的本公司股份除外,該數額不得超過本決議案通過當日本公司已發行股本面值總額之20%,而所述之批准亦須以此為限;及
- (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 approval in paragraph (a) above, otherwise than pursuant to (i) a rights issue (as hereinafter defined), or (ii) an issue of shares upon the exercise of the subscription rights attaching to any warrants which may be issued by the Company from time to time, or (iii) an issue of shares pursuant to the exercise of options granted pursuant to a share option scheme adopted by the Company under any option scheme or similar arrangement for the time being adopted for the grant or issue to employees (including executive directors) of the Company and/or any of its subsidiaries of shares or rights to acquire shares, or (iv) any scrip dividend scheme or similar arrangement providing for the allotment and issue of shares in the Company in lieu of the whole or part of a dividend on shares in the Company in accordance with the bye-laws of the Company, shall not exceed 20 per cent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this Resolution and the said approval shall be limited accordingly; and
- (d) 就本決議案而言:
- 「有關期間」乃指由本決議案通過之日直至下列較早時間止之期間:
- (d) for the purpose of this resolution:
- “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
- (i) 本公司下屆股東週年大會結束時;
- (i) the conclusion of the next annual general meeting of the Company;
- (ii) 本公司之公司組織章程細則或百慕達一九八一年公司法例或任何適用法例規定本公司召開下屆股東週年大會之期限屆滿之日;及
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or the Companies Act 1981 of Bermuda or any applicable laws to be held; and

- (iii) 本公司股東於股東大會上通過普通決議案予撤銷或修訂本決議案之日。

「供股」乃指本公司董事向於指定記錄日期內姓名被列入股東名冊上之股份持有人按其當時之持股量比例提呈發售本公司股份或發行購股權認購本公司股份，（惟本公司董事可就零碎股權或因任何地區之法例或認可監管機構或證券交易所之規定而產生之法律或實際問題作出其認為必須或適當取消若干股東在此方面之權利或作出其他安排。）

(2) 「動議：

- (a) 在下文(b)段之規限下，一般及無條件批准本公司董事於「有關期間」（定義見下文）內行使本公司之一切權力購回其本身之股份，惟須遵守及按照一切適用法例及規例、本公司之公司細則及香港聯合交易所有限公司之規定證券上市規則或任何其他證券交易所之規定不時經修訂本；
- (b) 上文(a)段批准下，在有關期間內，所購回之本公司股份總面額不得超過本決議案通過當日期本公司已發行股本面值總額之百分之十，而上文之批准亦須受此為限制；及

- (iii) the revocation or variations of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares of the Company or issue of options to subscribe for shares of the Company open for a period fixed by the directors of the Company to holders of shares whose names appear on the register of members of the Company 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 applicable to the Company).”

(2) “THAT:

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to purchase its own shares, subject to and in accordance with all applicable laws and regulations, the bye-laws of the Company and/or the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company to be purchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution and the said approval shall be limited accordingly; and

- | | |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>(c) 就本決議案而言，「有關期間」乃指由本決議案通過之日至下列較早之期間：</p> <p>(i) 本公司下屆股東週年大會結束時；</p> <p>(ii) 本公司之公司組織章程細則或百慕達一九八一年公司法例任何適用法例規定本公司須召開下屆股東週年大會之期限屆滿之日；及</p> <p>(iii) 本公司股東於股東大會上通過普通決議案予撤銷或修訂本決議案之日。」</p> | <p>(c) for the purposes of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:</p> <p>(i) the conclusion of the next annual general meeting of the Company;</p> <p>(ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or the Companies Act 1981 of Bermuda or any other applicable law to be held; and</p> <p>(iii) the revocation or variations of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”</p> |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

(3) 「動議：

待載於大會通告內第5項第(1)及第(2)段普通決議案獲得通過後，將授予本公司董事根據載於大會通告內第5項第(1)段可行使本公司權力發行、配發及處理本公司股份之一般授權並擴大至適用於本公司自授予該項一般授權後，董事根據載於大會通告內第5項第(2)段行使購回股份之權力而購回之本公司股本中之股份面值總額，惟該數額不得超過本決議案通過當日本公司股本面值總額之10%。」

(3) “THAT:

conditional upon the passing of Ordinary Resolutions Nos. (1) and (2) as set out in item 5 of the notice convening this meeting, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and deal with the shares in the Company pursuant to Ordinary Resolution No. (1) as set out in item 5 of the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to Ordinary Resolution No. (2) as set out in item 5 of the notice convening this meeting, providing that such amount shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue at the date of this Resolution.”

6. 作為特別事項考慮並酌情通過或經修訂後通過下列特別決議案：

「動議按下列方式修訂本公司現有之公司章程細則：

- (i) 將現有公司章程細則第99條完全刪除並以下列新公司章程細則第99條取代現有公司章程細則第99條：

「99. 於各股東週年大會上，三分之一當時在任的董事，或倘彼等之人數並非三或三之倍數，則為最接近三分之一之人仕將輪席退任，惟儘管有上述事宜，各董事須至少每三年輪席退任一次。被選為退任董事會在任直至大會結束之前。在不影響上述各項之情況下，每年退任之董事將為自彼等最近獲選以來在任最長久之董事，但與退任董事於同一日成為董事之人仕，則將(彼等之間另有協定除外)以抽籤形式決定。退任董事將合資格膺選連任。」；

- (ii) 將現有公司章程細則第90條中，刪除「特別決議案」一詞，並以「普通決議案」一詞取代；及

- (iii) 將現有公司章程細則第97(vii)條中，刪除「特別決議案」一詞，並以「普通決議案」一詞取代。」

承董事會命
公司秘書
梁麗明

香港，二零零六年七月二十八日

6. To consider and, if thought fit, pass with or without amendments, by way of special business the following **Special Resolution**:

“**THAT** the existing Bye-Laws of the Company be and are hereby amended in the following manner:

- (i) by deleting the existing Bye-Law 99 in its entirety and substituting therefor the following as new Bye-Law 99:

“99. At each annual general meeting one-third of the Directors for the time being or, if their number is not 3 or a multiple of 3, then the number nearest to one-third shall retire from office by rotation provided that each Director shall retire from office by rotation at least once every three years notwithstanding the above. A Director retiring at a meeting shall retain office until the close of the meeting. The Directors to retire shall, subject as aforesaid, be those who have been longest in office since their last election but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree between themselves) be determined by lot. The retiring Directors shall be eligible for re-election.”;

- (ii) by deleting the words “special resolution” in the first sentence of the existing Bye-Law 90 and substituting therefor the words “ordinary resolution”; and

- (iii) by deleting the words “a special resolution” in the existing Bye-Law 97 (vii) and substituting therefor the words “an ordinary resolution”.

By Order of the Board
LEUNG Lai Ming
Company Secretary

Hong Kong, 28 July 2006

附註：

1. 凡有權出席股東週年大會並投票之股東均可委派一位或多位代表出席大會並代其投票。受委代表毋須為本公司股東。股東填妥及交回代表委任表格後，仍可親身出席大會並投票。
2. 代表委任表格連同簽署人之授權書或其他授權文件（如有），或經由公證人簽署證明之該等文件之副本，最遲須於大會舉行或其續會或選票（視情況而定）時間四十八小時前送達本公司香港股份過戶登記分處（雅柏勤證券登記有限公司於香港灣仔皇后大道東28號金鐘匯中心26樓），方為有效。
3. 本公司將於二零零六年八月二十八日（星期一）至二零零六年九月一日（星期五）（包括首尾兩日）期間暫停辦理股份過戶登記手續。為符合獲派末期股息之資格，所有股份過戶文件連同有關股票及過戶表格，最遲須於二零零六年八月二十五日（星期五）下午四時前送達雅柏勤證券登記有限公司（地址為香港灣仔皇后大道東28號金鐘匯中心26樓）。
4. 載有關於上文第5項普通決議案及第6項特別決議案進一步詳情之說明函件，將會連同二零零六年度年報於二零零六年七月二十八日寄予股東。

Notes:

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy or proxies to attend and vote on his behalf. A proxy need not be a member of the Company. Completion and return of a form of proxy will not preclude a member from attending and voting in person at the meeting.
2. In order to be valid, a form of proxy together with a power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited at the office of the Company's branch registrar in Hong Kong, Abacus Share Registrars Limited, 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting or poll (as the case may be).
3. The Register of Members of the Company will be closed from Monday, 28 August 2006 to Friday, 1 September 2006, both days inclusive, during which period no transfer of shares can be registered. In order to qualify for the final dividend, all properly completed transfer forms accompanied by relevant share certificates must be lodged with Abacus Share Registrars Limited, 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:00 p.m. on Friday, 25 August 2006.
4. An explanatory statement containing further details regarding Ordinary Resolution as set out in item 5 and Special Resolution as set out in item 6 of the above notice is sent to members together with the 2006 Annual Report on 28 July 2006.