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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 Harcourt & Nathan Room, Lower Lobby, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Wednesday, 16 May 2012 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 2011.
2. To declare a final dividend for the year ended 31 December 2011.
3. To re-elect retiring Directors.
4. To re-appoint Auditors and authorise the Board of Directors to fix their remuneration.

ORDINARY RESOLUTIONS

5. To consider, and if thought fit, passing as Special Business the following resolution 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 resolution 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** Mr Hui Ying Bun, the non-executive Chairman of the Company be entitled to a fee of HK\$500,000 per annum (or, if he serves for less than a year, on a pro rata basis).”

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

“**THAT** the fee payable to each member of the nomination committee (other than (i) executive Directors of the Company; and (ii) the Directors of the Company employed or appointed as a consultant by CITIC Pacific Limited) be HK\$50,000 per annum (or, if he serves for less than a year, on a pro rata basis).”

10. To consider, and if thought fit, passing as Special Business the following resolution with or without amendments, as an Ordinary Resolution:

“**THAT** the Transfer (as defined in the circular to the shareholders of the Company dated 2 April 2012) be and is hereby approved, confirmed and authorised on and subject to such terms and conditions as the directors of the Company may in their absolute discretion consider expedient, necessary or desirable PROVIDED that the amount of consideration agreed for the Transfer shall be HK\$159 million, and the directors of the Company be and are hereby authorised to do all such acts and execute all such documents as the directors of the Company may in their absolute discretion consider expedient, necessary or desirable to give effect to the Transfer and the transactions contemplated thereunder, including but not limited to any sale and purchase agreement(s) to effect the Transfer.”

SPECIAL RESOLUTION

11. To consider, and if thought fit, passing as Special Business the following resolution with or without amendments, as a Special Resolution:

A. **“THAT** the articles of association of the Company (the **“Articles”**) be and are hereby amended in the following manner:

(a) Article 73

by deleting the existing Article 73 in its entirety and substituting it with the following new Article 73:

“73. The Chairman (if any) of the Board or, if he is absent or declines to take the chair at such meeting, the Deputy Chairman (if any) shall take the chair at every general meeting, or, if there be no such Chairman or Deputy Chairman, or if at any general meeting neither of such Chairman or Deputy Chairman is present within fifteen minutes after the time appointed for holding such meeting, or both such persons decline to take the chair at such meeting, the Chief Executive Officer shall take the chair at such meeting, or, if such Director is absent or declines to take the chair at such meeting, any Director so elected by a majority of the Directors present at the commencement of the meeting shall take the chair at such meeting, and if no Director be present or if all the Directors present decline to take the chair or if the Chairman chosen shall retire from the chair, then the members present shall choose one of their own number to be Chairman.”;

(b) Article 75

by deleting the existing Article 75 in its entirety and substituting it with the following new Article 75:

“75. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (1) required by the Listing Rules, except where the Chairman of the meeting, in good faith and in compliance with the Listing Rules, decides to allow such resolution to be voted on by a show of hands; or (2) (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) demanded:

(i) by the Chairman of the meeting; or

(ii) by at least three members present in person or by proxy for the time being entitled to vote at the meeting; or

(iii) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or

- (iv) by a member or members present in person or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

Unless a poll be so required or demanded as aforesaid, and in the latter case, not withdrawn, a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution.”;

- (c) Article 76

by deleting the existing Article 76 in its entirety and substituting it with the following new Article 76:

“76. If a poll is required or demanded as aforesaid, it shall (subject as provided in Article 77) be taken in such manner (including the use of ballot or voting papers or tickets) and at such time and place, not being more than thirty days from the date of the meeting or adjourned meeting at which the poll was required or demanded, as the Chairman directs. No notice need be given of a poll not taken immediately. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was required or demanded. The demand for a poll may be withdrawn, with the consent of the Chairman, at any time before the close of the meeting or the taking of the poll, whichever is the earlier.”;

- (d) Article 77

by deleting the existing Article 77 in its entirety and substituting it with the following new Article 77:

“77. Any poll required or duly demanded on the election of a Chairman of a meeting or on any question of adjournment shall be taken at the meeting and without adjournment.”;

- (e) Article 78

by deleting the existing Article 78 in its entirety and substituting it with the following new Article 78:

“78. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is required or demanded, shall be entitled to a second or casting vote. In case of any dispute as to the admission or rejection of any vote the Chairman shall determine the same, and such determination shall be final and conclusive.”;

(f) Article 103(H)(iii)

by deleting paragraph (iii) of the existing Article 103(H) in its entirety and the existing Articles 103(H)(iv) and 103(H)(v) shall be re-numbered as new Articles 103(H)(iii) and 103(H)(iv) respectively;

(g) Article 108

by deleting the existing Article 108 in its entirety and substituting it with the following new Article 108:

“108. No person, other than a retiring Director, shall, unless recommended by the Board for election, be eligible for election to the office of Director at any general meeting, unless a shareholder shall have given a notice in writing of the intention to propose that person for election as a Director and also a notice in writing by that person of his willingness to be elected shall have been given to the Company in the period commencing no earlier than the day after the despatch of the notice of the meeting appointed for such election and ending no later than 7 days prior to the date of such meeting, provided that the minimum length of such notice period shall be at least 7 days.”;

(h) Article 126

by deleting the existing Article 126 in its entirety and substituting it with the following new Article 126:

“126. The Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings and proceedings as it thinks fit and may determine the quorum necessary for the transaction of business. Unless otherwise determined three Directors shall be a quorum. For the purpose of this Article an alternate Director shall be counted in a quorum but, notwithstanding that an alternate Director is also a Director or is an alternate for more than one Director, he shall for quorum purposes count as only one Director. The Board or any committee of the Board may participate in a meeting of the Board or such committee by means of a conference telephone or electronic means (including telephone or videoconferencing) or similar communications equipment by means of which all persons participating in the meeting are capable of hearing each other.”;

(i) Article 135

by deleting the existing Article 135 in its entirety and substituting it with the following new Article 135:

“135. A resolution in writing signed by all the Directors except such as are absent from Hong Kong or temporarily unable to act through ill-health or disability (or their alternate Directors) shall (so long as they constitute a quorum as provided in Article 126) be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held, other than any matter in which a Director or substantial shareholder (as defined under the Listing Rules) has a conflict of interest in the matter to be considered by the Board

which the Board has determined to be material, in which case the matter shall be dealt with by resolution of the Board passed at a meeting of the Board and not by resolution in writing signed by the Directors. Any such resolution in writing may consist of several documents in like form each signed by one or more of the Directors or alternate Directors.”;

(j) Article 169

by deleting the existing Article 169 in its entirety and substituting it with following new Article 169:

“169. Auditors shall be appointed and removed and their duties regulated in accordance with the provisions of the Companies Ordinance and the Listing Rules.”;

(k) Article 172

by deleting the existing Article 172 in its entirety and substituting it with following new Article 172:

“172. Any notice or document to be given or issued by or on behalf of the Company to any entitled person under these Articles or the Companies Ordinance, the Listing Rules and other applicable laws, rules and regulations (including any “corporate communication” within the meaning ascribed thereto in the Listing Rules) shall be in writing, and may, subject to and to the extent permitted by and in accordance with the Companies Ordinance, the Listing Rules and other applicable laws, rules and regulations, be served by the Company on or sent or delivered to any member or other entitled person:

- (i) personally;
- (ii) by sending it through the post in a prepaid letter, envelope or wrapper addressed to such member at his registered address as appearing in the register (or in the case of any other entitled person, to such address as he may provide to the Company for that purpose);
- (iii) by delivering or leaving it at such address as aforesaid;
- (iv) by advertisement in one English language newspaper and one Chinese language newspaper;
- (v) by sending it in accordance with applicable legislation and the Listing Rules as an electronic communication to the member or the entitled person at his electronic address as he may provide to the Company;

- (vi) by publishing it in accordance with applicable legislation and the Listing Rules on the Company's computer network (including the Company's website); or
- (vii) subject to applicable legislation and the Listing Rules, by any other means authorised in writing by the member or the entitled person concerned.

In the case of joint holders of a share, all notices or documents shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be sufficient notice to all joint holders. Any notice or document (including any "corporate communication" within the meaning ascribed thereto in the Listing Rules) to be given or issued under these Articles may be either in English language or Chinese language only or in both English language and Chinese language, subject to due compliance with the Ordinance and other applicable laws, rules and regulations.";

(1) Article 174

by deleting the existing Article 174 in its entirety and substituting it with following new Article 174:

"174. Any notice or document (including any "corporate communication" within the meaning ascribed thereto in the Listing Rules) given or issued by or on behalf of the Company:

- (i) if sent by post, shall be deemed to have been served on the day following that on which the envelope or wrapper containing the same is put into a post office situated within Hong Kong and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice was properly prepaid (and in the case of an address outside Hong Kong where airmail service can be extended thereto airmail postage prepaid), addressed and put into such post office and a certificate in writing signed by the Secretary or other person appointed by the Board that the envelope or wrapper containing the notice was so addressed and put into such post office shall be conclusive evidence thereof;
- (ii) if not sent by post but left by the Company at the registered address of a member or at the address (other than an address for the purposes of electronic communications) notified to the Company in accordance with these Articles by an entitled person not being a member, shall be deemed to have been served or delivered on the day it was so left;
- (iii) if published by advertisement in newspapers in accordance with Article 172, shall be deemed to have been served on the day on which the notice or document is first published in newspapers;

- (iv) if sent as an electronic communication, shall be deemed to have been served or delivered at the time as prescribed by the Ordinance and other applicable laws, rules and regulations;
- (v) if published on the Company's computer network (including the Company's website), shall be deemed to have been served or delivered at the time as prescribed by the Ordinance and other applicable laws, rules and regulations; and
- (vi) if served, sent or delivered by any other means authorised in writing by the member or the entitled person concerned, shall be deemed to have been served, received or delivered when the Company has carried out the action it has been authorised to take for that purpose.”;

and **THAT** any Director and the company secretary of the Company be and are hereby authorised to do all such acts and things and to execute all such documents as they may in their absolute discretion deem fit and necessary in order to effect and implement the proposed amendments to the Articles of the Company.”

- B. To consider and, if thought fit, pass the following resolution, with or without amendments, as a special resolution of the Company:

“**THAT** the Articles of the Company in the form of the document marked “A” and produced to this meeting and for the purpose of identification signed by the Chairman of this meeting, which consolidate all of the proposed amendments referred to in Resolution 11A above and all previous amendments made pursuant to resolutions passed by the members of the Company in general meeting, be and are hereby approved and adopted as the new Articles of the Company in substitution for and to the exclusion of the existing Articles of the Company with immediate effect.”

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

Hong Kong, 2 April 2012

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

Notes:

- (i) The register of members of the Company will be closed during the following periods:
- (a) from Monday, 14 May 2012 to Wednesday, 16 May 2012, both days inclusive, for the purpose of ascertaining shareholders' entitlement to attend and vote at the above meeting. In order to be eligible to attend and vote at the above meeting, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's share registrar, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Friday, 11 May 2012; and
 - (b) from Tuesday, 22 May 2012 to Thursday, 24 May 2012, both days inclusive, for the purpose of ascertaining shareholders' entitlement to the proposed final dividend. In order to establish entitlements to the proposed final dividend, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's share registrar, Tricor Investor Services Limited, at the address as set out in sub-paragraph (a) above not later than 4:30 p.m. on Monday, 21 May 2012.

During the periods mentioned in sub-paragraphs (a) and (b) above, no transfers of shares will be registered.

- (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 registrar 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 Hui Ying Bun, Lau Sei Keung, Tsoi Tai Kwan, Arthur, Yin Ke and Fei Yiping shall retire by rotation at the forthcoming annual general meeting pursuant to Article 104(A) of the Company's existing Articles of Association and they, being eligible, offer themselves for re-election. Details of the above Directors are set out in Appendix II to this circular.
- (v) Concerning Resolution 5 above, the approval is being sought from members for a general mandate to authorize 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.

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

Executive directors: 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: Hui Ying Bun (Chairman), Kwok Man Leung, Yin Ke and Fei Yiping

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