

茲通告大華國際（集團）有限公司（「本公司」）謹定於二零零一年八月二十四日上午十時半假座香港干諾道中1號富麗華酒店3樓珊瑚廳1舉行股東週年大會，處理下列事項：

1. 省覽截至二零零一年三月三十一日止年度之經審核財務報表及董事會報告。
2. 選舉董事及授權董事會釐訂其酬金。
3. 委聘核數師及授權董事會釐訂其酬金。
4. 作為特別事項，考慮並酌情通過下列決議案為普通決議案：

A. 「動議：

- (a) 在(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) (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；

notice is hereby given that the Annual General Meeting of Dah Hwa International (Holdings) Limited (the "Company") will be held at 10:30 a.m. on 24 August, 2001 at Coral Room 1, 3/F, Furama Hotel, One Connaught Road, Central, Hong Kong for the following purposes:

1. To receive and consider the audited financial statements and the reports of the directors for the year ended 31st March, 2001.
2. To elect directors and to authorise the board of directors to fix their remuneration.
3. To appoint auditors and to authorise the board of directors to fix their remuneration.
4. As special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions:

A. "THAT

- (a) subject to paragraph (c), 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 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 power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) 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) 本公司之董事根據(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)之股本總面額,除依據配售新股(定義見下文)或按行使本公司之購股權計劃賦予之認購權或本公司之認股權證(指如有而言)而配發之股份外,不得超過於本決議案之日本公司已發行股本總面額之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

(c) the aggregate nominal amount 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), otherwise than pursuant to a Rights Issue (as defined below), or the exercise of the subscription right under the share option scheme of the Company or the warrants of the Company (if any), shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of 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) 本公司股東於股東大會上通過普通決議案撤銷或更改本決議案，及

- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

「配售新股」指本公司之董事於訂定之期間向股東名冊內指定記錄日期所載之股份持有人，按彼等當時之持股比例提出售股建議（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取消若干股東在此方面之權利或作出其他安排）。」

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company to holders of shares on the register of members on a fixed record date in proportion to their then holdings of such shares (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 recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

B. 「動議」：

- (a) 在下文(b)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按照所有適用之法例購回本身之股份；

B. “THAT

- (a) subject to paragraph (b) below, 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, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;

(b) 本公司根據(a)段之批准於有關期間(定義見下文)內購回之本公司股份總面額，不得超過於本決議案之日本公司已發行股本總面額之10%，而上述批准須受相應限制；及

(c) 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本決議案。」

(b) the aggregate nominal amount of shares of the Company to be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period (as defined below) shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of 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) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

- C. 「動議在上文第4B項決議案獲通過之條件下，將上文第4B項決議案內所載根據賦予董事之授權由本公司購回之本公司股本中股數之總面額，加入根據上文第4A項決議案由本公司之董事配發或有條件或無條件同意配發之股本總面額內。」

- C. "THAT conditional upon resolution no. 4B above being passed, the aggregate nominal amount of the number of shares in the capital of the Company which are repurchased by the Company under the authority granted to the directors as mentioned in resolution no. 4B above shall be added to the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to resolution no. 4A above."

承董事會命  
公司秘書  
林雪貞

By order of the Board  
**Gloria Lam Shuet Ching**  
Company Secretary

香港，二零零一年七月三十一日

Hong Kong, 31 July, 2001

附註：

Notes:

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，須於大會或其任何續會舉行時間四十八小時前交回本公司之總辦事處及主要營業地點香港九龍尖沙咀山林道45-47號協和大廈1樓，方為有效。

1. A member entitled to attend and vote at the above 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 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 and principal place of business of the Company at 1st Floor, Hillwood Mansion, 45-47 Hillwood Road, Tsimshatsui, Kowloon, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.