

股東週年大會通告

NOTICE OF ANNUAL GENERAL MEETING

茲通告大華國際(集團)有限公司(「本公司」)謹定於二零零二年八月二十八日上午十一時假座香港灣仔告士打道七十二號六國酒店低層1號宴會廳舉行股東週年大會，處理下列事項：

1. 省覽本公司截至二零零二年三月三十一日止年度之經審核財務報表、董事會報告及核數師報告。
2. 重選本公司董事及授權本公司董事會釐訂董事之酬金。
3. 續聘本公司之核數師及授權本公司之董事會釐訂彼等之酬金。
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(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：
- (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(i)配售新股(定義見下文)；或(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

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 28 August 2002 at Basement Function Room I, Luk Kwok Hotel, 72 Gloucester Road, Wanchai, Hong Kong for the following purposes:

1. To receive and consider the audited financial statements and the reports of the directors and auditors of the Company for the year ended 31 March 2002.
2. To re-elect directors of the Company and to authorise the board of directors of the Company to fix the remuneration of the directors.
3. To re-appoint auditors of the Company and to authorise the board of 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), 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) 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 (i) a Rights Issue (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 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 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

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(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本決議案。」

「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之權利或作出其他安排）。」

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) 本公司根據(a)段之批准於有關期間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

(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 this resolution by an ordinary resolution of the shareholders of the Company 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 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. “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) 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 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

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(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
- (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。」

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本公司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。」

承董事會命
公司秘書
林雪貞

香港，二零零二年七月十九日

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。

(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. “**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 of the Company 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.”

By order of the Board
GLORIA LAM SHUET CHING
Company Secretary

Hong Kong, 19 July 2002

Notes:

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 of the Company in Hong Kong 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 above meeting or any adjournment thereof.