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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 Concord Room, 8th Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Friday, 17 May 2019 at 10:30 a.m. for the following purposes:

1. To receive and consider the audited financial statements and the Reports of the Directors and the Auditor for the year ended 31 December 2018.
2. To declare a final dividend for the year ended 31 December 2018.
3. To re-elect retiring Directors.
4. To re-appoint Auditor and authorize the Board of Directors to fix their remuneration.

ORDINARY RESOLUTIONS

5. To consider and, if thought fit, passing 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 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 end of the Relevant Period;
- C. the aggregate number of shares 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 20 per cent of the number of shares 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 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 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 recognized regulatory body or any stock exchange in, any territory outside Hong Kong).

“shares” shall for the purposes of the general mandate referred to in this Resolution, mean such number of shares as may be adjusted in the event that the shares of the Company in issue as at the date of passing this Resolution are, at any time thereafter, converted into a larger or smaller number of shares.”

6. To consider and, if thought fit, passing 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 number of shares so purchased or otherwise acquired shall not exceed 10 per cent of the number of shares 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 of the Company in general meeting.

“shares” shall for the purposes of the general mandate referred to in this Resolution, mean such number of shares as may be adjusted in the event that the shares of the Company in issue as at the date of passing this Resolution are, at any time thereafter, converted into a larger or smaller number of shares.”

7. To consider and, if thought fit, passing 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 number of the shares of the Company which are purchased or otherwise acquired by the Company pursuant to Resolution 6 shall be added to the number of the shares which may be issued pursuant to Resolution 5.”

By order of the Board
Dah Chong Hong Holdings Limited
Kam Yiu Sai, Florence
Company Secretary

Hong Kong, 29 March 2019

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 Tuesday, 14 May 2019 to Friday, 17 May 2019, 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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Friday, 10 May 2019; and
 - (b) from Thursday, 23 May 2019 to Monday, 27 May 2019, 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 Wednesday, 22 May 2019.

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 one or more proxies to attend and vote instead of him/her. 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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours (excluding any part of a day that is a public holiday) before the time appointed for the holding of 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 Zhang Jijing, Lee Tak Wah and Woo Chin Wan, Raymond and Ms Fung Kit Yi, Kitty shall retire by rotation at the forthcoming annual general meeting pursuant to Article 104(A) of the Company's Articles of Association and they, being eligible, offer themselves for re-election. Details of the retiring Directors are set out in Appendix II to the circular to the shareholders of the Company dated 29 March 2019.
- (v) Concerning Resolution 5 above, the approval is being sought from members for a general mandate to authorize allotment of shares under Sections 140 to 141 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 20% of the total number of issued shares of the Company. The Directors wish to state that they have no immediate plans to issue shares of the Company. Such number of shares referred to above shall, where applicable, be adjusted in the event that the shares of the Company in issue as at the date of passing the Resolution 5 above are, at any time thereafter, converted into a larger or smaller number of shares.
- (vi) Concerning Resolution 6 above, the approval is being sought from members for a general mandate to repurchase shares of the Company, in order to ensure flexibility and discretion to the Directors in the event that it becomes desirable to repurchase any shares of the Company up to 10% of the total number of issued shares of the Company. Such number of shares referred to above shall, where applicable, be adjusted in the event that the shares of the Company in issue as at the date of passing the Resolution 6 above are, at any time thereafter, converted into a larger or smaller number of shares.
- (vii) Concerning Resolution 7 above, the approval is being sought from members to extend the general mandate to allot shares of the Company by adding repurchased securities to the 20% general mandate.

As at the date of this notice, the directors of DCH are:

Executive directors: Lai Ni Hium, Lee Tak Wah and Fung Kit Yi, Kitty

Non-executive directors: Zhang Jijing (Chairman), Yin Ke, Kwok Man Leung and Fei Yiping

Independent non-executive directors: Chan Kay Cheung, Chan Hui Dor Lam, Doreen, Woo Chin Wan, Raymond, Zhang Lijun and Cheng Jinglei