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HCMP 2123/2019

**IN THE HIGH COURT OF THE
HONG KONG SPECIAL ADMINISTRATIVE REGION
COURT OF FIRST INSTANCE**

MISCELLANEOUS PROCEEDINGS NO. 2123 OF 2019

IN THE MATTER OF

**DAH CHONG HONG HOLDINGS LIMITED
大昌行集團有限公司**

AND

IN THE MATTER OF

**THE COMPANIES ORDINANCE,
CHAPTER 622 OF THE LAWS OF
THE HONG KONG SPECIAL ADMINISTRATIVE REGION**

NOTICE OF COURT MEETING

NOTICE IS HEREBY GIVEN that, by an order dated the 29th day of November 2019 (the “**Order**”) made in the above matters, the High Court of the Hong Kong Special Administrative Region (the “**High Court**”) has directed a meeting (the “**Meeting**”) to be convened of the Scheme Shareholders (as defined in the Scheme referred to below) for the purpose of considering and, if thought fit, approving, with or without modification, a scheme of arrangement (the “**Scheme**”) proposed to be made between Dah Chong Hong Holdings Limited (the “**Company**”) and the Scheme Shareholders, and that such Meeting will be held at 10:30 a.m. on Thursday, 19 December 2019 at Salon 1–5 of JW Marriott Ballroom, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong at which place and time all Scheme Shareholders are requested to attend.

A copy of the Scheme and a copy of the explanatory statement (the “**Explanatory Statement**”) explaining the effect of the Scheme, required to be furnished pursuant to section 671 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), are incorporated in the scheme document of which this Notice forms part (the “**Scheme Document**”), which has been despatched by post to the Scheme Shareholders. A copy of the Scheme Document can also be obtained by any person entitled to attend the Meeting during usual business hours on any day prior to the day appointed for the said meeting (other than a Saturday, a Sunday or a public holiday in Hong Kong) (a) from the share registrar of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong and (b) at the office of the Company’s solicitors at 20th Floor, Alexandra House, 18 Chater Road, Central, Hong Kong. The Scheme Document is also available at <http://www.dch.com.hk>.

In compliance with the Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”), the shares in the Company (the “**Shares**”) held by CITIC Pacific Limited and its direct/indirect wholly-owned subsidiaries holding the Shares, and parties acting in concert (as defined in the Takeovers Code) with CITIC Pacific Limited may not be voted at the Meeting. Only the Shares held by the Independent Shareholders (as defined in the Scheme) are eligible for voting thereat.

The Independent Shareholders may vote in person at the Meeting or they shall be entitled to appoint another person as their proxy to attend and vote in their stead. A proxy need not be a member of the Company. A pink form of proxy for use at the Meeting is enclosed with the Scheme Document.

In the case of joint holders of a Share, if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present whose name stands first on the Register in respect of such Share shall alone be entitled to vote in respect thereof.

It is requested that forms appointing proxies, together with the power of attorney or other authority (if any) under which they are signed or a notarially certified copy thereof, be lodged with the Company’s share registrar as stated above 48 hours before the time appointed for holding the Meeting or any adjournment thereof.

Completion and return of the form of proxy will not preclude an Independent Shareholder from attending and voting in person at the Meeting or any adjournment thereof. In the event an Independent Shareholder attends and votes at the Meeting or any adjournment thereof after having lodged his/her/its form of proxy, his/her/its form of proxy shall be deemed to be revoked.

For the purpose of determining the entitlement to attend and vote at the Meeting, the register of members of the Company will be closed from Monday, 16 December 2019 to Thursday, 19 December 2019, both days inclusive, and during such period, no transfer of the Shares will be effected. In order to qualify to vote at the Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company’s share registrar as stated above no later than 4:30 p.m. (Hong Kong time) on Friday, 13 December 2019.

By the same order, the High Court has appointed Lai Ni Hium, or failing him, Lee Tak Wah, or failing him, any other available director of the Company to act as chairman of the Meeting and has directed the chairman of the Meeting to report the result thereof to the High Court.

The Scheme will be subject to the subsequent sanction of the High Court as set out in the Explanatory Statement contained in the Scheme Document.

Dated the 2nd day of December 2019.

Reed Smith Richards Butler

Solicitors for the Company

20th Floor
Alexandra House
18 Chater Road
Central, Hong Kong

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

Executive Directors: Lai Ni Hium and Lee Tak Wah;

Non-Executive Directors: Zeng Chen (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.