



# DAN FORM HOLDINGS COMPANY LIMITED

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 271)**

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Dan Form Holdings Company Limited (the “Company”) will be held at Meeting Room 608, Level 6, Hong Kong Convention and Exhibition Centre, 1 Harbour Road, Wanchai, Hong Kong on Tuesday, 29th May, 2007 at 9:30 a.m. for the following purposes:

1. To receive and adopt the Audited Financial Statements and the Reports of the Directors and Auditors for the year ended 31st December, 2006.
2. To re-elect Directors and authorise the Directors to fix the remuneration of the Directors.
3. To re-appoint the Auditors of the Company and authorise the Directors to fix their remuneration.
4. As special business, to consider and, if thought fit, pass with or without amendments, the following as an Ordinary Resolution:

**“THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors of the Company during the Relevant Period of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company or securities convertible into shares or warrants or similar rights to subscribe for any shares in the Company and to make or grant offers, agreements and options that might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors of the Company and shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements and options that might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted and issued, or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue; (ii) the exercise of the conversion rights under the terms of any securities which are convertible into shares of the Company; (iii) any option scheme or similar arrangement for the time being adopted for the grant or issue to such grantees as specified in such scheme or similar arrangement of shares or rights to acquire shares of the Company; (iv) the exercise of rights of subscription under the terms of any warrants issued by the Company; or (v) 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 in accordance with the Articles of Association of the Company, shall not exceed twenty (20) per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this Resolution and the said approval shall be limited accordingly; and

(d) for the purposes of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest 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 law or by the Company’s Articles of Association to be held; and
- (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 on the register of members of the Company on a fixed record date in proportion to their then holdings of 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 laws of any relevant jurisdiction, or the requirements of any recognized regulatory body or any stock exchange).”

5. As special business, to consider and, if thought fit, pass with or without amendments, the following as an Ordinary Resolution:

**“THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors of the Company during the Relevant Period of all the powers of the Company to repurchase 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 purchased or agreed conditionally or unconditionally to be purchased by the Directors of the Company pursuant to the approval in paragraph (a) above shall not exceed ten (10) per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this Resolution and the said approval shall be limited accordingly; and

(c) for the purposes of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest 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 law or by the Company’s Articles of Association to be held; and
- (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.”

6. As special business, to consider and, if thought fit, pass with or without amendments, the following as an Ordinary Resolution:

“**THAT** conditional upon the passing of Ordinary Resolution Nos. 4 and 5 as set out in the notice of the Meeting of which this Resolution forms part, the aggregate nominal amount of shares that shall have been repurchased by the Company after the date of the Meeting pursuant to and in accordance with the said Ordinary Resolution No. 5 shall be added to the aggregate nominal amount of share capital that may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors of the Company pursuant to the general mandate granted by the said Ordinary Resolution No. 4.”

By Order of the Board  
**Fung Man Yuen**  
Company Secretary

Hong Kong, 26th April, 2007

*Registered Office:*

Room 901–903,  
Harbour Centre,  
25 Harbour Road,  
Wanchai,  
Hong Kong.

*Notes:*

1. With respect to Ordinary Resolution No. 4, approval is being sought from the members 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 (20) per cent. of the aggregate nominal amount of the issued share capital of the Company. Under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the existing general mandate to issue shares lapses at the above Meeting.
2. An explanatory statement containing further details regarding Ordinary Resolution No. 5 on the general mandate to repurchase shares is set out on pages 3 to 5 and 8 of the circular.
3. A member entitled to attend and vote at the above Meeting is entitled to appoint one or more proxies to attend and, in the event of a poll, vote in his stead. A proxy need not be a member of the Company.
4. To be valid, the form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified true copy thereof must be deposited at the Company's registered office at Room 901–903, Harbour Centre, 25 Harbour Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the above Meeting or any adjourned meeting.
5. With respect to item no. 2 in this notice, the Board of Directors of the Company proposed that the retiring directors, namely, Mr. Kenneth Hiu King Kon and Mr. Jesse Nai Chau Leung be re-elected as Directors of the Company at the above Meeting. Details of these Directors are set out on pages 6 and 7 of the circular and in the 2006 Annual Report.
6. A circular containing further information concerning item 2 and items 4 to 6 shall be sent to shareholders together with the Company's 2006 Annual Report today.

As at the date hereof, the board of directors of the Company comprises of five Directors, of which two are Executive Directors, namely Mr. Dai Xiaoming and Mr. Kenneth Hiu King Kon; and three are independent Non-Executive Directors, namely Mr. Jesse Nai Chau Leung, Mr. Xiang Bing and Mr. Edward Shen.

*“Please also refer to the published version of this announcement in **The Standard**.”*