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**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold** all your shares in Dan Form Holdings Company Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale was effected for transmission to the purchaser.

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**DAN FORM HOLDINGS COMPANY LIMITED**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 271)**

**PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS,  
GENERAL MANDATE TO BUY BACK  
ITS OWN SHARES AND TO ISSUE SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of Dan Form Holdings Company Limited (“the AGM”) to be held at 33/F., Tower A, Billion Centre, 1 Wang Kwong Road, Kowloon Bay, Hong Kong, on Friday, 16 May, 2014 at 10:00 a.m. is set out on pages 11 to 15 of this circular.

If you do not intend or are unable to attend the meeting and wish to appoint a proxy/proxies to attend and vote on your behalf, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to Dan Form Holdings Company Limited at its registered office in Hong Kong at 33/F., Tower A, Billion Centre, 1 Wang Kwong Road, Kowloon Bay, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for the holding of the AGM. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting or any adjourned meeting should you so wish.

11 April, 2014

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## DEFINITIONS

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*In this circular, the following expressions have the following meanings unless the context requires otherwise:*

“AGM”	means the annual general meeting of the Company to be held at 33/F., Tower A, Billion Centre, 1 Wang Kwong Road, Kowloon Bay, Hong Kong, on Friday, 16 May, 2014 at 10:00 a.m.
“AGM Notice”	means the notice convening the AGM as set out on page 11 to 15 of this circular
“Articles of Association”	means the articles of association of the Company and its amendments from time to time
“Board”	means the board of directors of the Company or a duly authorized committee thereof for the time being, including the independent non-executive directors
“Companies Ordinance”	means the new Companies Ordinance, Chapter 622 of the Laws of Hong Kong
“Company”	means Dan Form Holdings Company Limited, a company duly incorporated in Hong Kong with limited liability, the shares of which are listed on the Stock Exchange
“Director(s)”	means director(s) of the Company for the time being
“Group”	means the Company, its subsidiaries, its associated companies, its jointly controlled entities and its related companies from the time to time
“Hong Kong”	means the Hong Kong Special Administrative Region of the People’s Republic of China
“HK\$”	means Hong Kong dollars, the lawful currency of Hong Kong
“Latest Practicable Date”	means 4 April, 2014, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	means the Rules Governing the Listing of Securities on the Stock Exchange
“Ordinary Resolution(s)”	means the proposed ordinary resolution(s) as referred to in the AGM Notice
“Share(s)”	means share(s) of the Company with no par value

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## DEFINITIONS

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“Share Buy-back Mandate”	means a general and unconditional mandate given to the Directors to exercise the power of the Company to buy back Shares at any time during the period as set out in Ordinary Resolution No. 4 up to 10% of the issued Shares at the date of passing of the Ordinary Resolution No. 4 (subject to adjustment in the case of subdivision and consolidation of Shares)
“Share Issue Mandate”	means a general and unconditional mandate given to the Directors to exercise the power of the Company to allot and issue Shares during the period as set out in Ordinary Resolution No. 5 up to 20% of the issued Shares as at the date of passing of the Ordinary Resolution No. 5 (subject to adjustment in the case of subdivision and consolidation of Shares)
“Shareholder(s)”	means Registered holder(s) of Share(s)
“Stock Exchange”	means The Stock Exchange of Hong Kong Limited
“Takeovers Code”	means the Codes on Takeovers and Mergers and Share Buy-backs
“%”	means per cent

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LETTER FROM THE CHAIRMAN

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**DAN FORM HOLDINGS COMPANY LIMITED**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 271)**

*Executive Director:*

Dai Xiaoming *(Chairman and Chief Executive)*

*Non-Executive Director:*

Kenneth Hiu King Kon

*Independent Non-Executive Directors:*

Jesse Nai Chau Leung

Xiang Bing

Edward Shen

*Registered Office:*

33/F., Tower A,  
Billion Centre,  
1 Wang Kwong Road,  
Kowloon Bay,  
Hong Kong

11 April, 2014

*To the shareholders*

Dear Sir or Madam,

**PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS  
GENERAL MANDATE TO BUY BACK  
ITS OWN SHARES AND TO ISSUE SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide you with information regarding the proposed re-election of retiring Directors, general mandates to buy back Shares and to issue Shares and extension of the general mandate to issue Shares and to seek your approval of the resolutions relating to these matters at the AGM.

**2. RE-ELECTION OF RETIRING DIRECTORS**

The Board currently consists of five Directors, namely Mr. Dai Xiaoming, Mr. Kenneth Hiu King Kon, Mr. Jesse Nai Chau Leung, Dr. Xiang Bing and Mr. Edward Shen.

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## LETTER FROM THE CHAIRMAN

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Pursuant to Article 102 of the Articles of Association, Mr. Jesse Nai Chau Leung and Mr. Edward Shen shall retire by rotation at the AGM and, being eligible, offer themselves for re-election.

Brief biographical details of the retiring Directors who are proposed to be re-elected at the AGM are set out in Appendix I to this circular.

Mr. Jesse Nai Chau Leung and Mr. Edward Shen, being Independent Non-executive Directors eligible for re-election at the AGM, have made an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. Mr. Jesse Nai Chau Leung and Mr. Edward Shen have served as Independent Non-executive Directors for more than 9 years. During their years of appointment, Mr. Leung and Mr. Shen have demonstrated their abilities to provide an independent view to the Company's matters respectively. Notwithstanding their years of service as Independent Non-executive Directors, the Board is of the view that Mr. Leung and Mr. Shen are able to continue to fulfill their roles as required and thus recommends each of them for re-election at the AGM by way of a separate resolution. Further, the Company is of the view that Mr. Leung and Mr. Shen meet the independence guidelines set out in Rule 3.13 of the Listing Rules and are independent in accordance with the terms of the guidelines.

### **3. GENERAL MANDATE TO BUY BACK SHARES**

Pursuant to the Companies Ordinance and the Listing Rules, listed companies incorporated in Hong Kong may in certain circumstances, if authorised by their articles of association, buy back their own shares.

At the annual general meeting of the Company held on 24 May, 2013, general mandates were given to the Directors to exercise the powers of the Company to, among others, repurchase its own Shares. Such general mandate will lapse at the conclusion of the AGM. Therefore, an Ordinary Resolution will be proposed at the AGM to give the Share Buy-back Mandate to the Directors to buy back Shares representing up to a maximum of 10% of the issued Shares at the date of the passing of the Ordinary Resolution; details of which are set out in Ordinary Resolution No. 4 in the AGM Notice. In addition, Shareholders should note that the general mandate covers Share buy-backs made or agreed to be made only during the period ending on the earliest of the conclusion of the next annual general meeting of the Company, the date by which the next annual general meeting of the Company is required to be held by law or the Articles of Association and the date upon which such authority is revoked or varied by ordinary resolution of the shareholders in general meeting.

An explanatory statement as required under the Listing Rules to provide the requisite information is set out in Appendix II to this circular.

### **4. GENERAL MANDATE TO ISSUE SHARES**

At the annual general meeting of the Company held on 24 May, 2013, general mandates were given to the Directors to exercise the powers of the Company to, among others, issue Shares. Such general mandate will lapse at the conclusion of the AGM. At the AGM, an Ordinary Resolution will

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## LETTER FROM THE CHAIRMAN

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be proposed that a Share Issue Mandate be given to the Directors to issue further Shares representing up to 20% of the issued Shares at the date of the passing of the Ordinary Resolution (i.e. not exceeding 249,459,789 Shares based on the issued Shares of 1,247,298,945 Shares as at the Latest Practicable Date and assuming that such issued Shares remains the same at the date of passing the Ordinary Resolution). In addition, an Ordinary Resolution will be proposed to authorise extension of the Share Issue Mandate which would increase the limit of the Share Issue Mandate by adding to it the number of Shares bought back under the Share Buy-back Mandate.

Details of the Share Issue Mandate and the extension of the Share Issue Mandate are set out in Ordinary Resolutions No. 5 and No. 6 in the AGM Notice respectively.

### 5. ANNUAL GENERAL MEETING

The AGM Notice is set out on pages 11 to 15 of this circular to consider the resolutions relating to, among others, the re-election of retiring Directors, the Share Buy-back Mandate, the Share Issue Mandate and the extension of the Share Issue Mandate.

Pursuant to the Listing Rules 13.39(4), any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates to a procedural or administrative matter to be voted on by a show of hands and the issuer must announce the results of the poll in the manner prescribed under rule 13.39(5).

### 6. ACTIONS TO BE TAKEN

A form of proxy for use at the AGM is enclosed. If you do not intend or are unable to attend the AGM and wish to appoint a proxy/proxies to attend and vote on your behalf, you are requested to complete the form of proxy and return it to the registered office of the Company in accordance with the instructions printed thereon not less than 48 hours before the time fixed for holding the AGM. Completion and deposit of the form of proxy will not preclude you from attending and voting at the AGM if you so wish.

### 7. RECOMMENDATION

The Directors are of the opinion that the re-election of retiring Directors, the Share Buy-back Mandate, the Share Issue Mandate and the extension of the Share Issue Mandate are in the best interests of the Company and accordingly recommend that Shareholders vote in favour of the Ordinary Resolutions to be proposed at the AGM.

Yours faithfully,  
**Dan Form Holdings Company Limited**  
**Dai Xiaoming**  
*Chairman and Chief Executive*

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**APPENDIX I            DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION**

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The two retiring Directors proposed to be re-elected at the AGM are set out as follows:

**Mr. Jesse Nai Chau, Leung**, *Independent Non-Executive Director*

Aged 63. Appointed as a Director in May, 1993. Mr. Leung holds a Master's Degree in Business Administration. He is a fellow of the Institute of Chartered Accountants in England and Wales as well as the Hong Kong Institute of Certified Public Accountants. He has extensive experience in public practice, finance and commerce. He is also a member of the Supervisory Board of The Macau Chinese Bank.

Mr. Leung has been the Chairman of the Company's Audit Committee since 20 September, 2004. Mr. Leung has also been a member of the Company's Remuneration Committee since 13 September, 2005. Mr. Leung has also been a member of the Company's Nomination Committee since 29 March, 2012.

Mr. Leung does not have any relationships with any Directors, senior management or substantial or controlling Shareholders of the Company. He has not held any directorship in other listed public companies during the three years preceding the Latest Practicable Date or any position with the Company and any other members of the Group.

Mr. Leung does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

In order to comply with the Code Provisions A.4.1 and A.4.2, the Company has issued a three-years-term appointment letter on 16 May, 2011 to Mr. Leung with immediate effect. The Company will issue a new three-years-term appointment letter to Mr. Leung for his acceptance before the expiry date on 13 May, 2014. However, he is subject to retirement by rotation and re-election in accordance with the provisions of the existing Articles of Association of the Company.

For the year ended 31 December, 2013, the Director's fee of Mr. Leung was HK\$240,000. For the year ending 31 December, 2014, Mr. Leung as an independent non-executive director of the Company will be entitled to receive Director's fee of HK\$240,000 which is determined with reference to his duties and responsibilities with the Company, the Company's performance and the prevailing market conditions.

Save as disclosed above, there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders and there is no information which is required to be disclosed pursuant to any of the requirements of rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.



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**APPENDIX I            DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION**

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**Mr. Edward Shen, *Independent Non-Executive Director***

Aged 63. Appointed as a Director in October, 1995. Mr. Shen graduated from Washington State University in the United States with a Bachelor's Degree in Science in Architectural Studies as well as Bachelor's Degree in Architecture. He is a member of the Royal Architectural Institute of Canada, the Ontario Association of Architects, PRC Class 1 Registered Architect Qualification, the Architectural Society of China, the Royal Institute of British Architects, Asia-Pacific Economic Cooperation Registered Architect and the Chartered Institute of Arbitrators. He is also a fellow of the Hong Kong Institute of Architects and the Architects Regional Council of Asia. He has been registered as an authorised person under the Buildings Ordinance and a professional architect under the Architects Registration Ordinance since 1982 and 1990 respectively. He is also a member of Hong Kong General Chamber of Commerce. He was the President of the Hong Kong Institute of Architects in 2004.

Mr. Shen has been a member of the Company's Audit Committee since 15 September, 1998. Mr. Shen has also been the Chairman of the Company's Remuneration Committee since 13 September, 2005. Mr. Shen has also been a member of the Company's Nomination Committee since 29 March, 2012.

Mr. Shen does not have any relationships with any Directors, senior management or substantial or controlling Shareholders of the Company. He has not held any directorship in other listed public companies during the three years preceding the Latest Practicable Date or any position with the Company and any other members of the Group.

Mr. Shen does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

In order to comply with the Code Provisions A.4.1 and A.4.2, the Company has issued a three-years-term appointment letter on 16 May, 2011 to Mr. Shen with immediate effect. The Company will issue a new three-years-term appointment letter to Mr. Shen for his acceptance before the expiry date on 13 May, 2014. However, he is subject to retirement by rotation and re-election in accordance with the provisions of the existing Articles of Association of the Company.

For the year ended 31 December, 2013, the Director's fee of Mr. Shen was HK\$240,000. For the year ending 31 December, 2014, Mr. Shen as an independent non-executive director of the Company will be entitled to receive Director's fee of HK\$240,000 which is determined with reference to his duties and responsibilities with the Company, the Company's performance and the prevailing market conditions.

Save as disclosed above, there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders and there is no information which is required to be disclosed pursuant to any of the requirements of rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to Shareholders for their consideration of the Share Buy-back Mandate. This explanatory statement further constitutes the memorandum required under section 239(2) of the Companies Ordinance.

## **1. LISTING RULES**

The Listing Rules permit companies whose primary listing are on the Stock Exchange to repurchase their fully paid up shares on the Stock Exchange subject to certain restrictions, the most important of which are summarized below:

### **(a) Source of Funds**

Repurchases must be funded out of funds which are legally available for the purpose and in accordance with the company's constitutive documents and the laws of the jurisdiction in which the company is incorporated or otherwise established.

### **(b) Maximum Number of Shares to be Repurchased**

A maximum of 10% of the existing issued share capital of a company at the date of passing the relevant resolution may be repurchased on the Stock Exchange.

## **2. SHARE CAPITAL**

As at the Latest Practicable Date, the issued Shares comprised 1,247,298,945 Shares.

Subject to the passing of ordinary resolution and on the basis that no further Shares are issued or bought back prior to the AGM, the Company would be allowed under the Share Buy-back Mandate to buy back a maximum of 124,729,894 Shares.

## **3. REASON FOR BUY-BACKS**

The Directors believe that the Share Buy-back Mandate is in the best interest of the Company and its Shareholders. Such buy-back may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or earnings per Share of the Company. Shareholders can be assured that the Directors will only made such buy-backs in circumstance which they consider to be appropriate and in the best interests of the Company.

## **4. FUNDING OF BUY-BACKS**

The Company is empowered by its Articles of Association to buy back its Shares. Buy-backs may be funded out of the distributable profits of the Company or out of the proceeds of a fresh issue of Shares which are funds legally available for the purpose of buy-back in accordance with the Articles of Association and the Companies Ordinance.

## 5. IMPACT OF BUY-BACKS

On the basis of the consolidated financial position of the Company as at 31 December, 2013 (being the date to which the latest published audited consolidated financial statements of the Company have been made up) and in particular the working capital position and gearing position of the Company at that time and the number of Shares now in issue, the Directors consider that, in the event that the proposed buy-backs were to be carried out in full during the proposed buy-back period, there might not be a material adverse impact on the working capital and the gearing position of the Company as compared with the position disclosed in the latest published audited consolidated financial statements for the year ended 31 December, 2013. Directors do not propose to exercise the Share Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital position and gearing position of the Company. Buy-backs will only be made in circumstances which in the opinion of the Directors are from time to time appropriate to the Company.

## 6. SHARE PRICES

During each of the twelve months preceding the Latest Practicable Date, the highest and lowest prices at which Shares have been traded on the Stock Exchange were as follows:

	Shares	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2013</b>		
April	0.990	0.900
May	1.110	0.910
June	1.020	0.830
July	0.970	0.880
August	0.960	0.840
September	0.900	0.850
October	0.930	0.850
November	0.890	0.830
December	0.930	0.840
<b>2014</b>		
January	0.850	0.760
February	0.860	0.770
March	0.820	0.720
April (up to the Latest Practicable Date)	0.750	0.740

## **7. UNDERTAKING AND GENERAL**

The Directors have undertaken to the Stock Exchange that in the event they exercise the powers of the Company to make buy-backs pursuant to the Share Buy-back Mandate, they will exercise such powers in accordance with the Listing Rules, the regulations set out in the Articles of Association, the Companies Ordinance and any other applicable laws of Hong Kong.

None of the Directors nor, to the best of the knowledge and belief of the Directors having made all reasonable enquiries, any of their associates or any of the Directors have any present intention, in the event that the grant to the Directors of Share Buy-back Mandate is approved by shareholders, to sell Shares to the Company.

No persons who are connected persons of the Company (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company nor have they undertaken not to sell any of the Shares held by them to the Company in the event that the Company is authorised to make buy-back of Shares.

If on the exercise of the power to buy-back Shares pursuant to the Share Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, Mr. Dai Xiaoming, Chairman and Chief Executive Officer of the Company, together with Harlesden Limited (a company controlled by Mr. Dai), which is the controlling Shareholder, were beneficially interested in an aggregate of 452,892,969 Shares representing approximately 36.31 per cent. of the issued Shares. Based on such shareholdings and in the event that the Directors exercised in full power to buy back Shares under the Share Buy-back Mandate, then (if the present shareholdings otherwise remained the same) the shareholdings of Mr. Dai and Harlesden Limited would be increased to approximately 40.34 per cent. of the reduced issued Shares which would trigger their obligations to make a mandatory offer under the Takeovers Code. The Directors have noted and will comply with the above Takeovers Code. If the repurchase of Shares is beneficial to the survival and development of the Group, the Directors might have intention to exercise the Share Buy-back Mandate to an extent that might give rise to the consequences which would arise under the Takeovers Code.

In the event that the Share Buy-back Mandate is exercise in full, the number of Shares held by the public would not fall below 25%.

## **8. SHARE BUY-BACK MADE BY THE COMPANY**

During the six months preceding the Latest Practicable Date, there was no buy-back of its Shares made by the Company (whether on the Stock Exchange or otherwise).



## **DAN FORM HOLDINGS COMPANY LIMITED**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 271)**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Dan Form Holdings Company Limited (the “Company”) will be held at 33/F., Tower A, Billion Centre, 1 Wang Kwong Road, Kowloon Bay, Hong Kong on Friday, 16 May, 2014 at 10:00 a.m. for the following purposes:

1. To receive and consider the Audited Consolidated Financial Statements and the Reports of the Directors and Independent Auditor for the year ended 31 December, 2013.
2. (a) (i) To re-elect Mr. Jesse Nai Chau Leung (who has served as an independent non-executive director for more than 9 years) as independent non-executive director of the Company.  
  
(ii) To re-elect Mr. Edward Shen (who has served as an independent non-executive director for more than 9 years) as independent non-executive director of the Company.  
  
(b) To authorize the directors of the Company to fix the remuneration of the Directors.
3. To re-appoint the auditor of the Company and authorise the directors of the Company to fix the remuneration of auditor.
4. To consider and, if thought fit, pass with or without amendments, the following as an Ordinary Resolution:

### **ORDINARY RESOLUTION**

**“THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back shares of the Company on The Stock Exchange of Hong Kong Limited (“the Stock Exchange”) or on any other stock exchange on which the shares

in the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time and is hereby generally and unconditionally approved;

- (b) the aggregate number of shares of the Company which may be bought back or agreed conditionally or unconditionally to be bought back by the Directors of the Company pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the aggregate number of issued shares of the Company as at the date of the passing of this resolution (subject to adjustment in the case of subdivision and consolidation of shares), 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 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 the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) to be held; or
    - (iii) the passing of an ordinary resolution of the shareholders of the Company in general meeting revoking, varying or renewing the authority given to the directors of the Company by this resolution.”
5. To consider and, if thought fit, pass with or without amendments, the following as an Ordinary Resolution:

**ORDINARY RESOLUTION**

**“THAT:**

- (a) subject to paragraph (c) of this resolution and pursuant to Section 141 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of the Company and to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible or exchangeable into shares of the Company) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) of this resolution shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible or exchangeable into shares in the Company) which would or might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted or issued (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined), or (ii) the exercise of any rights of subscription or conversion under any existing warrants, bonds, debentures, notes and other securities issued by the Company which carry rights to subscribe for or are convertible into shares in the Company; or (iii) an issue of shares upon the exercise of options which may be granted under any share option scheme or under any option scheme or similar arrangement for the time being adopted for the grant or issue to the grantees as specified in such schemes or similar arrangements of shares or rights to acquire shares of the Company; or (iv) any scrip dividend schemes or similar arrangements providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares in the Company in accordance with the articles of association of the Company, shall not exceed 20% of the aggregate number of issued shares of the Company as at the date of the passing of this resolution (subject to adjustment in the case of subdivision and consolidation of shares), 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 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 the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) to be held; or
- (iii) the passing of an ordinary resolution of the shareholders of the Company in general meeting revoking, varying or renewing the authority given to the directors of the Company by this resolution; and

“Rights Issue” means an offer of shares in the Company or issue of options, warrants or other securities giving the right to subscribe for shares in the Company, open for a period fixed by the directors of the Company to the holders of shares whose names appear on the register of members of the Company (and, where appropriate, to holders

of other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of such shares in the Company (or, where appropriate, such other securities), (subject in all cases 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 applicable to the Company).”

6. To consider and if thought fit, pass, with or without modifications, the following resolution as an Ordinary Resolution:

**ORDINARY RESOLUTION**

“**THAT** subject to the passing of Ordinary Resolutions Nos. 4 and 5 set out in the notice convening this meeting, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and deal with any additional shares in the Company pursuant to Ordinary Resolution No. 5 set out in the notice convening this meeting be and is hereby extended by the addition thereto of a number representing the aggregate number of shares of the Company bought back by the Company under the authority granted pursuant to Ordinary Resolution No. 4 set out in the notice convening this meeting, provided that such extended number shall not exceed 10% of the aggregate number of issued shares of the Company as at the date of the passing of this resolution (subject to adjustment in the case of subdivision and consolidation of shares).”

By Order of the Board  
**Dan Form Holdings Company Limited**  
**Chen Si Ying, Cynthia**  
*Company Secretary*

Hong Kong, 11 April, 2014

*Registered Office:*

33/F., Tower A,  
Billion Centre,  
1 Wang Kwong Road,  
Kowloon Bay,  
Hong Kong

*Notes:*

1. With respect to Ordinary Resolution No. 5, approval is being sought from the members in order to ensure flexibility and discretion to the directors of the Company in the event that it becomes desirable to issue any shares of the Company up to twenty (20) per cent. of issued shares of the Company. Under 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. A member entitled to attend and vote at the above Meeting is entitled to appoint one or more (if a member holds more than one share) proxies to attend, speak and vote in his stead. A proxy need not be a member of the Company.
3. 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 33/F., Tower A, Billion Centre, 1 Wang Kwong Road, Kowloon Bay, Hong Kong not less than 48 hours before the time appointed for the holding of the above Meeting or any adjourned meeting.
4. The Register of Members of the Company will be closed from 15 May, 2014 (Thursday) to 16 May, 2014 (Friday), both days inclusive, during which period no transfer of shares will be effected. In order to determine the entitlement to attend and vote at the Annual General Meeting, all share certificates with completed transfer forms, either overleaf or separately, must be lodged with the Company's Registrar, Tricor Tengis Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m., 14 May, 2014 (Wednesday).
5. With regard to Resolutions Nos. 2 and 4 to 6 set out in this notice, a circular giving details of the proposed re-election of retiring directors, the proposed general mandates to buy back and issue shares, the extension of the general mandate to issue shares incorporating this notice will be despatched today to the Shareholders of the Company.
6. This notice will also be available for viewing on the designated website of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk) and on the website of the Company at [www.danform.com.hk](http://www.danform.com.hk) from 11 April, 2014.
7. As at the date of this notice, the Board comprised Mr. Dai Xiaoming as Executive Director, Mr. Kenneth Hiu King Kon as a Non-Executive Director, and Mr. Jesse Nai Chau Leung, Dr. Xiang Bing and Mr. Edward Shen as Independent Non-Executive Directors.