

---

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

---

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

**If you have sold** all your shares in China Dongxiang (Group) Co., Ltd., you should at once hand this circular and the accompanying form of proxy to the purchaser or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

---

**DONGXIANG**

**China Dongxiang (Group) Co., Ltd.**

**中國動向（集團）有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 3818)**

**RE-ELECTION OF DIRECTORS  
GENERAL MANDATE TO ISSUE SHARES  
GENERAL MANDATE TO REPURCHASE SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

---

A notice convening the annual general meeting of China Dongxiang (Group) Co., Ltd. to be held at United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Thursday, 8 August 2019 at 10:00 a.m. is set out in this circular. Whether or not you are able to attend the meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting should you so wish.

4 July 2019

---

**CONTENTS**

---

	<i>Page</i>
<b>DEFINITIONS</b> .....	1
<b>LETTER FROM THE CHAIRMAN</b> .....	2
<b>APPENDIX I — DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION</b> .....	5
<b>APPENDIX II — EXPLANATORY STATEMENT</b> .....	8
<b>NOTICE OF ANNUAL GENERAL MEETING</b> .....	11

---

## DEFINITIONS

---

*In this circular, unless the context states otherwise, the following expressions have the following meaning:*

“2018/19 Annual Report”	the annual report of the Company for the fifteen months ended 31 March 2019 dispatched to the Shareholders together with this circular
“AGM”	the annual general meeting of the Company to be held at United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Thursday, 8 August 2019 at 10:00 a.m., notice of which is set out in this circular
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors of the Company
“Company”	China Dongxiang (Group) Co., Ltd. (中國動向(集團)有限公司), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the main board of the Hong Kong Stock Exchange
“Director(s)”	the director(s) of the Company
“HK\$”	Hong Kong Dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	26 June 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	Rules Governing the Listing of Securities on the Hong Kong Stock Exchange
“RMB”	Renminbi, lawful currency of PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s) in issue
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“%”	per cent.



**China Dongxiang (Group) Co., Ltd.**

**中國動向（集團）有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 3818)**

*Executive Directors:*

Mr. Chen Yihong (陳義紅)  
Mr. Zhang Zhiyong (張志勇)  
Ms. Chen Chen (陳晨)

*Independent Non-Executive Directors:*

Dr. Chen Guogang (陳國鋼)  
Mr. Gao Yu (高煜)  
Mr. Liu Xiaosong (劉曉松)

*Registered Address:*

Cricket Square Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Principal place of business  
in Hong Kong:*

Office Unit 9, 13/F  
Tower Two, Lippo Centre  
No. 89 Queensway  
Hong Kong

4 July 2019

*To the Shareholders*

Dear Sir or Madam,

**RE-ELECTION OF DIRECTORS  
GENERAL MANDATE TO ISSUE SHARES  
GENERAL MANDATE TO REPURCHASE SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to give Shareholders information on matters to be dealt with at the forthcoming AGM, which include the (i) re-election of Directors; and (ii) grant of general mandates to issue and repurchase Shares.

---

## LETTER FROM THE CHAIRMAN

---

### RE-ELECTION OF DIRECTORS

In relation to resolution No. 3(a) in the notice of the AGM, Ms. Chen Chen (an executive director) and Dr. Chen Guogang (an independent non-executive director) shall retire at the AGM by rotation pursuant to Article 87 of the Articles of Association and the Corporate Governance Code set out in Appendix 14 of the Listing Rules (“CG Code”) and, being eligible, offer themselves for re-election. In accordance with Article 86(3) of the Company’s articles of association, Mr. Liu Xiaosong, appointed as independent non-executive director on 27 March 2019, shall hold office until the forthcoming annual general meeting (“AGM”) of the Company and shall then be eligible for re-election at the AGM. The re-election of Directors has been reviewed by the Nomination Committee which made recommendation to the Board that the re-election be proposed for Shareholders’ approval at the 2019 AGM.

The biographical details and interests in the Shares of the Directors proposed to be re-elected at the AGM are set out in Appendix I to this circular.

### GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

By an ordinary resolution passed by the Shareholders on 10 May 2018, general and unconditional mandates were granted to the Directors to issue and repurchase certain amount of Shares. Up to the Latest Practicable Date, the Directors have not exercised any such mandates to issue or repurchase Shares and such mandates will expire at the closing of the AGM. The Directors believe that renewal of such general mandates is in the interest of the Company and the Shareholders. Accordingly, the following ordinary resolutions will be proposed at the AGM in order to grant to the Directors the new general and unconditional mandates to exercise the powers of the Company to issue and repurchases Shares:

- (i) an ordinary resolution (resolution No. 5) to grant to the Directors a general and unconditional mandate to authorise them to allot, issue and deal with the additional Shares up to 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of the AGM (the “Issue Mandate”);
- (ii) an ordinary resolution (resolution No. 6) to grant to the Directors a general and unconditional mandate to authorise them to repurchase Shares up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the AGM (the “Repurchase Mandate”); and
- (iii) conditional upon the passing of the resolutions No. 5 and No. 6 as stated above, an ordinary resolution (resolution No. 7) to extend the Issue Mandate by an amount representing the aggregate nominal amount of Shares purchased by the Company under the Repurchase Mandate provided that such aggregated amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the AGM.

---

## LETTER FROM THE CHAIRMAN

---

On the basis that no further Shares are issued or repurchased prior to the AGM, the Company would be allowed to allot and issue a maximum of 1,177,224,205 Shares under the Issue Mandate and to repurchase a maximum of 588,612,102 Shares under the Repurchase Mandate.

Shareholders are invited to refer to the notice of the AGM set out in this circular for details of the above mentioned ordinary resolutions. An explanatory statement, as required by the Listing Rules to be sent to the Shareholders in connection with the Repurchase Mandate, is also set out in Appendix II to this circular. Such Appendix contains all the information which is reasonably necessary to enable the Shareholders to make an informed decision on whether or not to vote for or against the ordinary resolution to grant the Repurchase Mandate at the AGM.

### ANNUAL GENERAL MEETING

Set out on pages 11 to 14 of this circular is the notice of the AGM to be held on 8 August 2019. A form of proxy for use in connection with the AGM is enclosed. Whether or not you are able to attend the AGM in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the commencement of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

In accordance with Rule 13.39(4) of the Listing Rules, all votes of the Shareholders to be taken at the AGM shall be taken by poll.

### RECOMMENDATION

The Directors believe that the proposals mentioned above, including the proposals for the re-election of the retiring Directors, the grant of the general mandates to issue, allot and repurchase Shares and the extension of the Issue Mandate are in the interests of the Company and the Shareholders. The Directors recommend the Shareholders to vote in favour of all the relevant resolutions to be proposed at the AGM.

Yours faithfully,  
**Chen Yihong**  
*Chairman*

---

## APPENDIX I    DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

---

The following are particulars of the Directors who are proposed to be re-elected at the AGM:

### EXECUTIVE DIRECTOR

**Ms. Chen Chen (陳晨)**, aged 32, is the co-president and executive director of the Company. Ms. Chen joined the Company in 2012. Ms. Chen is primarily responsible for overseeing the marketing and design of Kappa products of the Company. Ms. Chen served as product planning representative in the apparel planning team of the Company from 2012 to 2013. Ms. Chen was promoted as the manager of the marketing department and apparel design department and the vice president of the brand department in 2013. Ms. Chen obtained her bachelor's degree in Fashion Design Technology — Surface Textiles from University of the Arts — London College of Fashion, London, United Kingdom in 2010.

Save as disclosed above, Ms. Chen did not hold directorships in any other listed companies in the last three years preceding the Latest Practicable Date.

Ms. Chen has entered into a service agreement with the Company for an initial term of three years subject to the retirement by rotation and re-election at the annual general meeting of the Company. Ms. Chen is entitled to an annual remuneration of approximately RMB1,850,368 and is eligible for annual bonus and other allowances at the sole and absolute discretion of the Board and its remuneration committee. Ms. Chen's remuneration was determined by reference to his duties and responsibilities, experience, performance and market conditions.

As at the Latest Practicable Date, Ms. Chen was deemed to be interested in, within the meaning of Part XV of the SFO, 198,287,730 Shares, representing 3.369% of the total issued share capital of the Company. Save as disclosed above, Ms. Chen had no other interests in the Shares, underlying Shares and debenture of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date. Ms. Chen is the daughter of Mr. Chen Yihong, chairman of the Board and executive director of the Company.

Save as disclosed, to the best knowledge and belief of the Board, having made all reasonable enquiries, Ms. Chen does not have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company.

There is no information which is discloseable nor is/was Ms. Chen involved in any matters required to be disclosed pursuant to any of the requirements of the provisions under the Rule 13.51 of the Listing Rules. There are no other matters concerning Ms. Chen that need to be brought to the attention of the Shareholders.

**INDEPENDENT NON-EXECUTIVE DIRECTOR**

**Dr. Chen Guogang (陳國綱)**, aged 59, is the independent non-executive director of the Company and joined the Company in June 2016. Dr. Chen is the independent non-executive director of Guotai Junan Securities Co. Ltd. (國泰君安證券股份有限公司) (a company listed on the Shanghai Stock Exchange (stock code: 601211) and YTO Express Group Co., Ltd. (圓通速遞股份有限公司) (a company listed on the Shanghai Stock Exchange (stock code: 600233) respectively. Dr. Chen had been appointed as the president of Shenzhen Qianhai Financial Assets Exchange Ltd. (深圳前海金融交易所有限公司) with effect from September 2018. Dr. Chen had also been appointed as the independence director of Cofco Trust Co., Ltd. (中糧信託有限責任公司) with effect from March 2018. Dr. Chen resigned as chairman of the board of directors of CMI Capital Company Limited with effect from 23 June 2017. Dr. Chen, has resigned as an executive director and chairman of the board of China Minsheng Financial Holding Corporation Limited (中國民生金融控股有限公司) with effect from 17 August 2018. Besides, Dr. Chen has resigned as the vice president of China Minsheng Investment Corp., Ltd. (中國民生投資股份有限公司) since May 2018 and resigned as executive director of China Minsheng Asia Asset Management Co., Ltd. (中民投亞洲資產管理有限公司) since August 2018. Dr. Chen has also resigned as a non-executive director of Far East Horizon Limited (遠東宏信有限公司) since July 2018.

Dr. Chen obtained a doctorate degree in economics from Xiamen University (廈門大學) in 1988. He is a senior accountant granted by the Ministry of Foreign Trade and Economic Cooperation in the People's Republic of China and a certified public accountant granted by China Certified Public Accountant Association.

Save as disclosed above, Dr. Chen did not hold directorships in any other listed companies in the last three years preceding the Latest Practicable Date.

Dr. Chen had executed an appointment letter with the Company for an initial term of one year subject to the retirement by rotation and re-election at the annual general meeting of the Company. Dr. Chen is entitled to an annual remuneration of HK\$220,000.

As at the Latest Practicable Date, Dr. Chen had no interests in any Shares, underlying Shares and debentures of the Company within the meaning of Part XV of the SFO.

Save as disclosed, to the best knowledge and belief of the Board, having made all reasonable enquiries, Dr. Chen does not have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company.

There is no information which is discloseable nor is/was Dr. Chen involved in any matters required to be disclosed pursuant to any of the requirements of the provisions under the Rule 13.51 of the Listing Rules. There are no other matters concerning Dr. Chen that need to be brought to the attention of the Shareholders of the Company.

**INDEPENDENT NON-EXECUTIVE DIRECTOR**

**Mr. Liu Xiaosong (劉曉松)**, aged 53, is the independent non-executive director of the Company and joined the Company in March 2019. Mr. Liu has diversified experience in the technology, media and telecommunications industry. He is one of the co-founders of Tencent Holdings Limited, a company listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) (Stock Code: 00700.HK). In 2004, Mr. Liu was admitted to the Shenzhen Experts Working Union. Mr. Liu was appointed as the vice president of the Copyright Union of the Internet Society of China and the Copyright Society of China in August 2007 and September 2007 respectively. He is also the vice president of the Shenzhen Hi-tech Association. He is currently an executive director, the chairman and the chief executive officer of A8 New Media Group Limited, a company listed on the Main Board of the Stock Exchange (Stock Code: 00800.HK). Mr. Liu graduated from Hunan University in the PRC in 1984 with a Bachelor’s degree in Electrical Engineering. In 1987, Mr. Liu graduated from China Electric Power Research Institute in the PRC with a Master’s degree in Engineering. In 1991, he studied at Tsinghua University as a PhD research student.

Save as disclosed above, Mr. Liu did not hold directorships in any other listed companies in the last three years preceding the Latest Practicable Date.

Mr. Liu had executed an appointment letter with the Company for an initial term of one year subject to the retirement by rotation and re-election at the annual general meeting of the Company. Mr. Liu is entitled to an annual remuneration of HK\$220,000.

As at the Latest Practicable Date, Mr. Liu had no interests in any Shares, underlying Shares and debentures of the Company within the meaning of Part XV of the SFO.

Save as disclosed, to the best knowledge and belief of the Board, having made all reasonable enquiries, Mr. Liu does not have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company.

There is no information which is discloseable nor is/was Mr. Liu involved in any matters required to be disclosed pursuant to any of the requirements of the provisions under the Rule 13.51 of the Listing Rules. There are no other matters concerning Mr. Liu that need to be brought to the attention of the Shareholders of the Company.

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the requisite information to the Shareholders for their consideration of the proposed resolutions in relation to the Repurchase Mandate.

## **SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 5,886,121,205 Shares. Subject to the passing of resolution No. 6 approving the Repurchase Mandate as set out in the notice of the AGM appearing in this circular and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 588,612,102 Shares until (i) the conclusion of the next annual general meeting; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable law to be held; or (iii) the revocation by ordinary resolution of Shareholders in general meeting, whichever is the earliest.

## **REASON FOR REPURCHASES**

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to have a general authority from the Shareholders to enable the Company to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an increase of the net asset value of the Company and/or its earnings per Share and will only be made as and when the Directors believe such repurchases will benefit the Company and the Shareholders as a whole.

## **FUNDING OF REPURCHASES**

In repurchasing the Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles of Association, the Listing Rules and the applicable laws of Cayman Islands.

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with its financial position as disclosed in the 2018/19 Annual Report) in the event that the Repurchase Mandate is exercised in full at any time during the proposed repurchase period. The Directors, however, do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors may from time to time be appropriate for the Company.

## **TAKEOVERS CODE**

If as a result of a repurchase of Shares pursuant to the Repurchase 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 the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning of the Takeovers Code), depending on the level of increase in the Shareholder's

interest, could obtain or consolidate control of the Company and may become obliged to make a mandatory offer in accordance with Rule 26 and Rule 32 of the Takeovers Code and the provision may apply as a result of any such increase.

As at the Latest Practicable Date, Mr. Chen Yihong, Chairman of the Company, (through Poseidon Sports Limited) and parties acting in concert with him were deemed to be interested in 2,490,580,427 Shares, representing 42.31% of the total issued Share capital of the Company. In the event that the Directors exercise in full the power to repurchase Shares pursuant to the Repurchase Mandate, then (assuming the present shareholdings of Mr. Chen Yihong and parties acting in concert with him remain the same) the interests held by Mr. Chen Yihong and parties acting in concert with him would be increased to approximately 47.01% of the issued share capital of the Company. On the exercise of Repurchase Mandate in full may result in Mr. Chen Yihong and parties acting in concert with him becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

## **GENERAL**

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective associates (as defined in the Listing Rules) has any present intention to sell any Shares to the Company or its subsidiaries if the Repurchase Mandate is exercised.

No connected person (as defined in the Listing Rules) has notified the Company that he/she has a present intention to sell any Share to the Company, or that he/she has undertaken not to do so in the event that the resolution in relation to the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Hong Kong Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company under the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

## **SHARE REPURCHASE MADE BY THE COMPANY**

The Company had not purchased any Share (whether on the Hong Kong Stock Exchange or otherwise) during the 6 months prior to the Latest Practicable Date.

## SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Hong Kong Stock Exchange during each month prior to the Latest Practicable Date were as follows:

	Per Share	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
<b>2018</b>		
April	1.47	1.34
May	1.49	1.34
June	1.57	1.40
July	1.44	1.29
August	1.35	1.20
September	1.32	1.23
October	1.32	1.16
November	1.27	1.17
December	1.27	1.16
<b>2019</b>		
January	1.21	1.14
February	1.22	1.07
March (up to the Latest Practicable Date)	1.21	0.9



**China Dongxiang (Group) Co., Ltd.**

**中國動向（集團）有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 3818)**

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting of China Dongxiang (Group) Co., Ltd. (the “Company”) will be held at United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Thursday, 8 August 2019 (“2019 AGM”) at 10:00 a.m. for the following purposes:

As ordinary business:

1. To receive and adopt the audited financial statements and the reports of the directors (“Directors”) and the auditors of the Company for the fifteen months ended 31 March 2019.
2. (a) To declare a final dividend for the fifteen months ended 31 March 2019 to the shareholders of the Company.  
  
(b) To declare a final special dividend for the fifteen months ended 31 March 2019 to the shareholders of the Company.
3. (a) To re-elect the following retiring Directors of the Company:
  - (i) Ms. Chen Chen as an executive director;
  - (ii) Dr. Chen Guogang as an independent non-executive director; and
  - (iii) Mr. Liu Xiaosong as an independent non-executive director.  
(b) To authorise the board of Directors (“Board”) of the Company to fix the directors’ remuneration.
4. To re-appoint Messrs. PricewaterhouseCoopers, Certified Public Accountants, as the auditors of the Company until the conclusion of the next annual general meeting in 2020 and authorise the Board to fix their remuneration.

---

## NOTICE OF ANNUAL GENERAL MEETING

---

As special business, to consider and, if thought fit, to pass with or without modification, the following resolutions as ordinary resolutions of the Company:

5. **“THAT:**

- (a) subject to paragraph (c) below, a general mandate be and is hereby unconditionally granted to the Directors to exercise during the Relevant Period (as defined in paragraph (d) below) all the powers of the Company to allot, issue and deal with additional shares of HK\$0.01 in the share capital of the Company (“Shares”) and to make or grant offers, agreements, options or warrants which would or might require the exercise of such powers;
- (b) the mandate in paragraph (a) shall authorise the Directors during the Relevant Period (as defined in paragraph (d) below) 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 (as defined in paragraph (d) below);
- (c) the aggregate nominal value of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the mandate in paragraph (a), otherwise than pursuant to (i) a Right Issue (as defined in paragraph (d) below); or (ii) any option scheme or similar arrangement for the time being adopted by the Company for the purpose of granting or issuing Shares or rights to acquire Shares of the Company to the directors, officers and/or employees of the Company and/or any of its subsidiaries; or (iii) any scrip dividend or similar arrangement pursuant to the articles of association of the Company from time to time, 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 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 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 required by the Company’s articles of association or any applicable law to be held; or
- (iii) the date on which authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

---

## NOTICE OF ANNUAL GENERAL MEETING

---

“Right Issue” means an offer of shares open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).”

6. **“THAT**

(a) a general mandate be and is hereby unconditionally given to the Directors to exercise during the Relevant Period (as defined in paragraph (b) below) all the powers of the Company to purchase or otherwise acquire Shares 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 nominal amount of Shares so purchased or otherwise acquired 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.

(b) for the purpose 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 the Company’s articles of association or any applicable 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 in general meeting.”

7. **“THAT**, conditional upon the passing of resolutions No. 5 and No. 6 above, the aggregate nominal amount of the Shares which are purchased or otherwise acquired by the Company pursuant to resolution No. 6 shall be added to the aggregate nominal amount of the Shares which may be issued pursuant to resolution No. 5, provided that such aggregated amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of this Resolution.”

By order of the Board  
**Chen Yihong**  
*Chairman*

Hong Kong, 4 July 2019

---

## NOTICE OF ANNUAL GENERAL MEETING

---

### Notes:

- (1) A shareholder entitled to attend and vote at the above meeting may appoint one or more proxies to attend and vote instead of him. A proxy need not be a shareholder of the Company.
- (2) A form of proxy for use at the above meeting (or at any adjournment thereof) is enclosed. In order 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 copy of such power or authority shall be deposited with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the commencement of the meeting or any adjournment thereof.
- (3) To ascertain shareholders' eligibility to attend and vote at the annual general meeting, the register of members will be closed from Monday, 5 August 2019 to Thursday, 8 August 2019 (both days inclusive), during which period no transfer of shares will be registered. In order to qualify to attend and vote at the annual general meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Friday, 2 August 2019.
- (4) An explanatory statement containing further details in respect of resolution No. 6 is included in this circular.
- (5) If a Typhoon Signal No.8 or above is hoisted or a Black Rainstorm Warning Signal is in force on the date of the meeting, shareholders are suggested to visit the Company's website at ([www.dxsport.com](http://www.dxsport.com)) for arrangements of the meeting.

The meeting will be held as scheduled when an Amber or Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the meeting under bad weather condition bearing in mind their own situations.