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

If you have sold or transferred all your shares in Dongpeng Holdings Company Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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DONGPENG HOLDINGS COMPANY LIMITED
東鵬控股股份有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3386)

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS
AND
PROPOSED ELECTION OF EXECUTIVE DIRECTOR
AND
PROPOSED GRANTING OF GENERAL MANDATES TO
BUY BACK SHARES AND TO ISSUE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of Dongpeng Holdings Company Limited to be held at Room 2028, 20th Floor, One International Finance Centre, 1 Harbour View Street, Central, Hong Kong on Thursday, 30 June 2016 at 2:30 p.m. is set out on pages 14 to 17 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (<http://www.dongpeng.net>).

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed 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, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the Annual General Meeting if they so wish.

29 April 2016

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DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Room 2028, 20th Floor, One International Finance Centre, 1 Harbour View Street, Central, Hong Kong on Thursday, 30 June 2016 at 2:30 p.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 14 to 17 of this circular, or any adjournment thereof
“Articles of Association”	the third amended and restated articles of association of the Company currently in force
“Board”	the board of Directors
“Company”	Dongpeng Holdings Company Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Group” or “our Group”	the Company and its subsidiaries
“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 PRC
“Issuance Mandate”	a general mandate proposed to be granted to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 7 of the notice of the Annual General Meeting as set out on pages 14 to 17 of this circular
“Latest Practicable Date”	22 April 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong

DEFINITIONS

“Share(s)”	ordinary share(s) of US\$0.000002 each in the issued capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company
“Share Buy-back Mandate”	a general mandate proposed to be granted to the Directors to buy back Shares on the Stock Exchange of not exceeding 10% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 6 of the notice of the Annual General Meeting as set out on pages 14 to 17 of this circular
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers approved by the Securities and Futures Commission as amended from time to time
“US\$”	United State dollar, the lawful currency of the United States of America

LETTER FROM THE BOARD



DONGPENG HOLDINGS COMPANY LIMITED
東鵬控股股份有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3386)

Executive Directors:

He Xinming (*Chairman*)
Chen Kunlie
Bao Jianyong

Non-executive Directors:

Su Sen
Sun Qian
Sun Limei

Independent Non-executive Directors:

Yin Hong
Hsieh H., Lily
Wu Haibing

Registered Office:

Floor 4, Willow House
Cricket Square
P.O. Box 2804
Grand Cayman KY1-1112
Cayman Islands

Head Office in the PRC:

No. 8 Jiangwan Third Road
Chancheng District
Foshan, Guangdong
PRC

Principal Place of Business in Hong Kong:

Level 54, Hopewell Centre
183 Queen's Road East
Hong Kong

29 April 2016

To the Shareholders

Dear Sir/Madam,

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS
AND
PROPOSED ELECTION OF EXECUTIVE DIRECTOR
AND
PROPOSED GRANTING OF GENERAL MANDATES TO
BUY BACK SHARES AND TO ISSUE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting for (i) the re-election of the retiring Directors; (ii) the election of Executive Director; (iii) the granting to the Directors of the Share Buy-back Mandate; and (iv) the Issuance Mandate to buy back Shares and to issue Shares respectively.

LETTER FROM THE BOARD

2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 108(a) of the Articles of Association, Mr. Yin Hong, Ms. Hsieh H., Lily and Mr. Wu Haibing shall retire at the Annual General Meeting. All of the above retiring Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

In accordance with Article 108(b) of the Articles of Association, Ms. Sun Limei will retire at the Annual General Meeting and not offer herself for re-election thereat. Ms. Sun confirmed that she has no disagreement with the Board and there is no other matter relating to her retirement that needs to be brought to the attention of the Shareholders of the Company.

Pursuant to Rule 13.74 of the Listing Rules, a listed issuer shall disclose the details required under Rule 13.51(2) of the Listing Rules of any director(s) proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting. The requisite details of the above three Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix I to this circular.

3. PROPOSED ELECTION OF EXECUTIVE DIRECTOR

The Board proposes that Ms. He Ying be elected as an Executive Director at the Annual General Meeting. The requisite details of Ms. He Ying as the candidate for election as Executive Director at the Annual General Meeting are set out in Appendix I to this circular

4. PROPOSED GRANTING OF GENERAL MANDATE TO BUY BACK SHARES

At the annual general meeting of the Company held on 23 June 2015, a general mandate was granted to the Directors to buy back Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to buy back Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Share Buy-back Mandate to the Directors to buy back Shares on the Stock Exchange of not exceeding 10% of the total number of the issued Shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 6 of the notice of the Annual General Meeting as set out on pages 14 to 17 of this circular (i.e. a total of 126,807,780 Share) on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting). The Directors wish to state that they have no immediate plan to buy back any Shares pursuant to the Share Buy-back Mandate.

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Buy-back Mandate is set out in Appendix II to this circular.

The Share Buy-back Mandate will continue in force until the conclusion of the next annual general meeting of the Company held after the Annual General Meeting or any earlier date as referred to in the proposed ordinary resolution contained in item 6 of the notice of the Annual General Meeting as set out on pages 14 to 17 of this circular.

LETTER FROM THE BOARD

5. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES

At the annual general meeting of the Company held on 23 June 2015, a general mandate was granted to the Directors to issue Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Issuance Mandate to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 7 of the notice of the Annual General Meeting as set out on pages 14 to 17 of this circular (i.e. a total of 253,615,560 Share) on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting). An ordinary resolution to extend the Issuance Mandate by adding the aggregate number of Shares bought back by the Company pursuant to the Share Buy-back Mandate will also be proposed at the Annual General Meeting.

The Directors wish to state that they have no immediate plan to issue any Shares pursuant to the Issuance Mandate.

The Issuance Mandate will continue in force until the conclusion of the next annual general meeting of the Company held after the Annual General Meeting or any earlier date as referred to in the proposed ordinary resolutions contained in item 7 of the notice of the Annual General Meeting as set out on pages 14 to 17 of this circular.

6. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 14 to 17 of this circular.

Pursuant to the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (<http://www.dongpeng.net>). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at 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, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

LETTER FROM THE BOARD

7. RECOMMENDATION

The Directors consider that the proposed re-election of retiring Directors, election of Executive Director and granting of the Share Buy-back Mandate and the Issuance Mandate are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
For and on behalf of the Board
He Xinming
Chairman

**APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AND CANDIDATE
TO BE ELECTED AS EXECUTIVE DIRECTOR AT THE ANNUAL GENERAL MEETING**

The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.

(1) Mr. Yin Hong

Mr. Yin Hong, aged 58, is an independent non-executive Director, member of the Remuneration Committee and the Nomination Committee. He was appointed to the Board on 5 November 2013. Mr. Yin has been in academic research in the fields of material composition and manufacturing of ceramics for over 30 years and holds editorial positions with various academic journals on ceramics. Mr. Yin is an associate professor in inorganic materials with South China University of Technology. He currently serves as deputy secretary general of China Building Ceramic & Sanitary Ware Association, vice chairman of National Technical Committee on Building and Sanitary Ceramics of Standardization Administration of China, executive chief editor of China Ceramics magazine and deputy director of the editorial boards of Ceramics magazine and Foshan Ceramics magazine. Mr. Yin served as economics advisor to the governments of Jiayang county, Sichuan province and Chaling County, Hunan province, as well as a business promotion advisor for Dangyang city, Hubei province. Mr. Yin graduated from Jiangxi Jingdezhen Ceramic Institute majoring in ceramic engineering in 1979, and received a master's degree and a Ph. D. in inorganic materials with South China University of Technology in 1983 and 1992, respectively. He has been in the academia since 1980s.

Save as disclosed above, Mr. Yin did not hold any directorship in other listed public companies in Hong Kong or overseas in the last three years, and he is not related to any Directors, senior management, other substantial or controlling Shareholders (as defined in the Listing Rules) of the Company, nor does he hold any other positions with the Company or any of its subsidiaries.

As at the Latest Practicable Date, Mr. Yin did not have or was not deemed to have any interests or short positions in the shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

The Company has a letter of appointment with Mr. Yin for a term of 3 years commencing from 5 November 2013 and such appointment will continue thereafter unless and until terminated by either party. As a Director, Mr. Yin is subject to retirement by rotation and re-election at annual general meetings in accordance with the Articles of Association. Mr. Yin is entitled to receive a director's fee of HK\$180,000 per annum. The emolument of Mr. Yin would be determined and adjusted by the Board and be approved at the general meeting of the Company with reference to the prevailing market conditions and his qualification, experience and responsibility.

There is no information which is discloseable nor is Mr. Yin involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Yin that need to be brought to the attention of the Shareholders.

**APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AND CANDIDATE
TO BE ELECTED AS EXECUTIVE DIRECTOR AT THE ANNUAL GENERAL MEETING**

(2) Ms. Hsieh H., Lily

Ms. Hsieh H., Lily, aged 61, is an independent non-executive Director, chairman of the Remuneration Committee and member of the Audit Committee. She was appointed to the Board on 5 November 2013. She has over 30 years of experience in the auditing and accounting in various industries, including food retailing, manufacturing and processing, public utilities and airlines. Ms. Hsieh joined YUM! China in 1996 and was the chief financial officer of YUM! China from 2000 to 2012. Before joining YUM! China, she worked with Kraft Foods (Asia Pacific) Ltd., Pillsbury Canada, and China Airlines. Ms. Hsieh serves as an independent non-executive director of Xiabuxiabu Catering Management (China) Holdings Co., Ltd. (Stock code: 520), a company listed on the Main Board of the Stock Exchange, since November 2014 and has served as a non-executive director of Little Sheep Group Limited (Stock code: 968) from November 2009 until it was delisted from the Main Board of the Stock Exchange in February 2012. Ms. Hsieh received an MBA from University of Toronto in 1980 and the title of Certified Management Accountant (CMA) in 1985.

Save as disclosed above, Ms. Hsieh did not hold any directorship in other listed public companies in Hong Kong or overseas in the last three years, and she is not related to any Directors, senior management, other substantial or controlling Shareholders (as defined in the Listing Rules) of the Company, nor does she hold any other positions with the Company or any of its subsidiaries.

As at the Latest Practicable Date, Ms. Hsieh did not have or was not deemed to have any interests or short positions in the shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

The Company has a letter of appointment with Ms. Hsieh for a term of 3 years commencing from 5 November 2013 and such appointment will continue thereafter unless and until terminated by either party. As a Director, Ms. Hsieh is subject to retirement by rotation and re-election at annual general meetings in accordance with the Articles of Association. Ms. Hsieh is entitled to receive a director's fee of HK\$180,000 per annum. The emolument of Ms. Hsieh would be determined and adjusted by the Board and be approved at the general meeting of the Company with reference to the prevailing market conditions and her qualification, experience and responsibility.

There is no information which is discloseable nor is Ms. Hsieh involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Ms. Hsieh that need to be brought to the attention of the Shareholders.

**APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AND CANDIDATE
TO BE ELECTED AS EXECUTIVE DIRECTOR AT THE ANNUAL GENERAL MEETING**

(3) Mr. Wu Haibing

Mr. Wu Haibing, aged 43, is an independent non-executive Director, chairman of the Audit Committee and member of the Nomination Committee and Compliance Committee. He was appointed to the Board on 5 November 2013. Mr. Wu has over 10 years of experience in the financial field, and is currently the chief financial officer of Plateno Hotels Group (formerly “7 Days Group Holdings Limited”), which was privatized and delisted from the New York Stock Exchange on 18 July 2013. Prior to that, Mr. Wu worked for PricewaterhouseCoopers in the United States and later in China from 2000 to 2007, and last held the position of senior manager, responsible for improvement of internal controls, risk management, corporate governance and audit support. Mr. Wu received a bachelor’s degree from Shanghai Jiao Tong University and an MBA from Michigan State University. Mr. Wu has been an independent director of Country Style Cooking Restaurant Chain Co., Ltd. (NYSE: CCSC), a company listed on the New York Stock Exchange since September 2011 and an independent non-executive director of Zhong Ao Home Group Limited (stock code: 1538), a company listed on the Main Board of the Stock Exchange.

Save as disclosed above, Mr. Wu did not hold any directorship in other listed public companies in Hong Kong or overseas in the last three years, and he is not related to any Directors, senior management, other substantial or controlling Shareholders (as defined in the Listing Rules) of the Company, nor does he hold any other positions with the Company or any of its subsidiaries.

As at the Latest Practicable Date, Mr. Wu did not have or was not deemed to have any interests or short positions in the shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

The Company has a letter of appointment with Mr. Wu for a term of 3 years commencing from 5 November 2013 and such appointment will continue thereafter unless and until terminated by either party. As a Director, Mr. Wu is subject to retirement by rotation and re-election at annual general meetings in accordance with the Articles of Association. Mr. Wu is entitled to receive a director’s fee of HK\$180,000 per annum. The emolument of Mr. Wu would be determined and adjusted by the Board and be approved at the general meeting of the Company with reference to the prevailing market conditions and his qualification, experience and responsibility.

There is no information which is discloseable nor is Mr. Wu involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Wu that need to be brought to the attention of the Shareholders.

**APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AND CANDIDATE
TO BE ELECTED AS EXECUTIVE DIRECTOR AT THE ANNUAL GENERAL MEETING**

The following are details of Ms. He Ying as the candidate for election as Executive Director at the Annual General Meeting.

(4) Ms. He Ying

Ms. He Ying, aged 29, joined the Group in March 2013 as the assistant to Chief Financial Officer, and has been responsible for the Group's strategic analysis and marketing for global business. Before joining the Group, Ms. He gained valuable experience in financial analysis and general management from her work experience in Guangdong Techpool Bio-Pharma Co., Ltd as the assistant to Chief Financial Officer. Since August 2015, Ms. He has also been appointed to be the director of Foshan Ceramics City Development Ltd.. Ms. He received a bachelor degree in Management and Organization Studies from Western University in 2010.

Ms. He is the daughter of Mr. He Xinming, an executive Director, Chairman of the Board and a substantial shareholder of the Company.

Save as disclosed above, Ms. He did not hold any directorship in other listed public companies in Hong Kong or overseas in the last three years, and she is not related to any other Directors, senior management, other substantial or controlling Shareholders (as defined in the Listing Rules) of the Company, nor does she hold any other positions with the Company or any of its subsidiaries.

As at the Latest Practicable Date, Ms. He did not have or was not deemed to have any interests or short positions in the shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Ms. He has no fixed term of services as a Director with the Company. As a Director, Ms. He is subject to retirement by rotation and re-election at annual general meetings in accordance with the Articles of Association. Ms. He is entitled to receive a director's fee of HK\$150,000 per annum. The emolument of Ms. He would be determined and adjusted by the Board and be approved at the general meeting of the Company with reference to the prevailing market conditions and her qualification, experience and responsibility.

There is no information which is discloseable nor is Ms. He involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Ms. He that need to be brought to the attention of the Shareholders.

APPENDIX II EXPLANATORY STATEMENT ON THE SHARE BUY-BACK MANDATE

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Share Buy-back Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,268,077,800 Shares.

Subject to the passing of the ordinary resolution set out in item 6 of the notice of the Annual General Meeting in respect of the granting of the Share Buy-back Mandate and on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting, i.e. being 1,268,077,800 Shares, the Directors would be authorized under the Share Buy-back Mandate to buy back, during the period in which the Share Buy-back Mandate remains in force, a total of 126,807,780 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting.

2. REASONS FOR SHARE BUY-BACK

The Directors believe that the granting of the Share Buy-back Mandate is in the best interests of the Company and the Shareholders.

Shares buy-backs may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a buy-back will benefit the Company and the Shareholders.

3. FUNDING OF SHARE BUY-BACK

The Company may only apply funds legally available for share buy-back in accordance with its Memorandum and Articles of Association, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

4. IMPACT OF SHARE BUY-BACK

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2015) in the event that the Share Buy-back Mandate was to be carried out in full at any time during the proposed buy-back period. However, the Directors do not intend to exercise the Share Buy-back Mandate to such 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 are from time to time appropriate for the Company.

APPENDIX II EXPLANATORY STATEMENT ON THE SHARE BUY-BACK MANDATE

5. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during each of the previous 12 months were as follows:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2015		
April	4.73	3.00
May	4.55	3.88
June	4.50	3.90
July	4.06	2.94
August	3.71	3.16
September	3.31	2.53
October	3.02	2.55
November	2.92	2.70
December	3.08	2.72
2016		
January	3.43	2.80
February	4.20	3.72
March	4.28	3.91
April (<i>up to the Latest Practicable Date</i>)	4.28	4.16

6. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Share Buy-back Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Share Buy-back Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to buy back Shares pursuant to the Share Buy-back Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

APPENDIX II EXPLANATORY STATEMENT ON THE SHARE BUY-BACK MANDATE

7. TAKEOVERS CODE

If as a result of a buy-back of 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 of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Mr. He Xinming, an Executive Director and the Chairman of the Company and Profit Strong Investments Limited ("Profit Strong"), a company wholly owned by Mr. He Xinming, together control the exercise of voting rights of a total of 398,143,463 Shares representing approximately 31.39% of the total issued share capital of the Company.

On the basis that no further Shares are issued or bought back since the Latest Practicable Date and in the event that the Directors exercise in full the power to buy back Shares in accordance with the Share Buy-back Mandate, the aggregate shareholding of Mr. He Xinming and Profit Strong would be increased to approximately 34.88%. The Directors consider that such increase in shareholding would give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors do not propose to exercise the Share Buy-back Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code or result in the public shareholding in the Company falling below 25% of the issued share capital of the Company.

8. SHARE BUY-BACK OF SHARES MADE BY THE COMPANY

During the 6 months prior to the Latest Practicable Date, the Company had not bought back any of the Shares (whether on the Stock Exchange or otherwise).

NOTICE OF ANNUAL GENERAL MEETING



DONGPENG HOLDINGS COMPANY LIMITED **東鵬控股股份有限公司**

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3386)

Notice is hereby given that the annual general meeting of Dongpeng Holdings Company Limited (the “**Company**”) will be held at Room 2028, 20th Floor, One International Finance Centre, 1 Harbour View Street, Central, Hong Kong on Thursday, 30 June 2016 at 2:30 p.m. for the following purposes:

1. To consider, receive and adopt the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended 31 December 2015.
2. To re-elect retiring directors.
3. To elect an executive director.
4. To authorize the board of directors to fix the respective directors’ remuneration.
5. To re-appoint auditors of the Company and to authorize the board of directors to fix their remuneration.
6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to buy back its shares in accordance with all applicable laws, rules and regulations;
- (b) the total number of shares of the Company to be bought back pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be bought back under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and

NOTICE OF ANNUAL GENERAL MEETING

(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 the articles of association of the Company or any applicable laws 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 in general meeting.”

7. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company during the Relevant Period (as defined below) to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers;
- (b) the mandate in paragraph (a) above shall authorize the directors of the Company to make or grant offers, agreements and options during the Relevant Period 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 by the directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) the exercise of options under a share option scheme of the Company; and
 - (iii) any scrip dividend scheme 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 20% of the total number of issued shares of the Company as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be issued under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and

NOTICE OF ANNUAL GENERAL MEETING

(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 the articles of association of the Company or any applicable laws 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 in 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 exclusions 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 of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”

8. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT conditional upon the passing of resolutions set out in items 6 and 7 of the notice convening this meeting (the “Notice”), the general mandate referred to in the resolution set out in item 7 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors pursuant to such general mandate of the number of shares bought back by the Company pursuant to the mandate referred to in resolution set out in item 6 of the Notice, provided that such number shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution.”

By Order of the Board
He Xinming
Chairman

29 April 2016

NOTICE OF ANNUAL GENERAL MEETING

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

Executive Directors:

He Xinming, Chen Kunlie and Bao Jianyong

Non-executive Directors:

Su Sen, Sun Qian and Sun Limei

Independent non-executive Directors:

Yin Hong, Hsieh H., Lily and Wu Haibing

Notes:

1. All resolutions at the meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"). The results of the poll will be published on the websites of The Stock Exchange of Hong Kong Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint one or more than one proxy to attend and on a poll, vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy.
3. 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 that power of attorney or authority, must be deposited at 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, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. No instrument appointing a proxy shall be valid after expiration of 12 months from the date of its execution, except at an adjourned meeting or on a poll demanded at the meeting or any adjournment thereof in cases where the meeting was originally held within 12 months from such date.
5. For determining the entitlement to attend and vote at the above meeting, the Register of Members of the Company will be closed from Tuesday, 28 June 2016 to Thursday, 30 June 2016, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Monday, 27 June 2016.
6. A circular containing further details concerning items 2, 3, 6, 7 and 8 set out in the above notice will be sent to all shareholders of the Company together with the 2015 Annual Report.