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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Dongpeng Holdings Company Limited (the “**Company**”) will be held at Imperial Room III, Mezzanine Floor — Towers Wing, The Royal Pacific Hotel & Towers, 33 Canton Road, China Hong Kong City, Tsim Sha Tsui, Hong Kong on Friday, 10 June 2016 at 3:30 p.m. (Hong Kong time) (or so soon thereafter as the meeting of the Scheme Shareholders (as defined in the Scheme of Arrangement hereinafter mentioned) convened by direction of the Grand Court of the Cayman Islands for the same day and place shall have been concluded or adjourned), for the purpose of considering and, if thought fit, passing the following resolutions:

SPECIAL RESOLUTION

1 THAT:

- (a) Pursuant to the scheme of arrangement dated 19 May 2016 (the “**Scheme of Arrangement**”) between the Company and the holders of the Scheme Shares (as defined in the Scheme of Arrangement) in the form of the print thereof, which has been produced to this meeting and for the purposes of identification signed by the chairman of this meeting, or in such other form and on such terms and conditions as may be approved or imposed by the Grand Court of the Cayman Islands, on the Effective Date (as defined in the Scheme of Arrangement), the issued share capital of the Company shall be reduced by the cancellation and extinguishment of the Scheme Shares (as defined in the Scheme of Arrangement); and
- (b) the directors of the Company be and are hereby authorised to do all acts and things considered by them to be necessary or desirable in connection with the implementation of the Scheme of Arrangement and the reduction of capital pursuant to the Scheme of Arrangement, including (without limitation) giving consent to any modification of, or addition to, the Scheme of Arrangement or the reduction of capital which the Grand Court of the Cayman Islands may see fit to impose.

ORDINARY RESOLUTIONS

2 **THAT:**

- (a) subject to and simultaneously with the cancellation and extinguishment of the Scheme Shares referred to in resolution 1(a) taking effect, the share capital of the Company will be increased to its former amount by the issuance at par to Profit Strong Investments Limited and Max Glory Ltd. (the “Joint Offerors”), credited as fully paid, of the aggregate number of Shares as is equal to the number of Scheme Shares cancelled; and
- (b) The reserve created in the Company’s books of account as a result of the capital reduction will be applied in paying up in full at par the new Shares so issued, credited as fully paid, to the Joint Offerors.

3 **THAT** the rollover arrangement between the Joint Offerors and Mr. CHEN Kunlie, Superb Idea Investments Limited, Cosmo Ray Investments Limited, High Ride Investments Limited, Rich Blossom Investments Limited, CAI Chuyang, JIN Guoting, LIN Hong, SHAO Yu, SHI Yufeng and BAO Jianyong under the rollover agreement entered into among them on 12 February 2016 is hereby approved.

By Order of the Board of
Dongpeng Holdings Company Limited
HE Xinming
Chairman

Dated 19 May 2016

Registered office

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

Principal place of business in Hong Kong

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

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) A member entitled to attend and vote at the extraordinary general meeting is entitled to appoint one or more proxies to attend and, on a poll, to vote instead of him. A proxy need not be a member of the Company, but must attend the extraordinary general meeting in person to represent him.
- (2) A **white** form of proxy for use at the extraordinary general meeting is enclosed with the composite document containing the Scheme of Arrangement dated 19 May 2016 dispatched to members of the Company.
- (3) In order to be valid, the **white** form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be lodged with the Hong Kong branch share registrar of the Company in Hong Kong at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time for holding the extraordinary general meeting or any adjournment thereof failing which the form of proxy will not be valid. Completion and return of the form of proxy will not preclude a member from attending the extraordinary general meeting and voting in person if he so wishes. In the event that a member attends and votes at the extraordinary general meeting after having lodged his form of proxy, his form of proxy will be revoked by operation of law.
- (4) In the case of joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and, for this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
- (5) At the extraordinary general meeting, the chairman of the extraordinary general meeting will exercise his power under the articles of association of the Company to put all resolutions proposed at the extraordinary general meeting to a vote by way of a poll.

The register of members of the Company will be closed from Tuesday, 7 June 2016 to Friday, 10 June 2016 (both days inclusive) and during such period no transfer of shares will be registered. In order to be entitled to attend and vote at the extraordinary general meeting, all transfers accompanied by the relevant share certificates must be lodged with the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Monday, 6 June 2016.