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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting of shareholders (the “EGM”) of China Dongxiang (Group) Co., Ltd. (the “**Company**”) will be held at Regus, 35/F, Central Plaza, 18 Harbour Road, Hong Kong on Monday, 26 March 2018 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following ordinary resolutions. Capitalised terms defined in the circular dated 9 March 2018 issued by the Company (the “**Circular**”) shall have the same meanings when used herein unless otherwise specified.

ORDINARY RESOLUTIONS

Resolution in relation to the Connected Subscription by Mr. Zhang Zhiyong

1. “**THAT:**

- (a) the Connected Subscription Agreement dated 19 January 2018 and entered into between the Company and Mr. Zhang Zhiyong (as described in the Circular, a copy signed by the Chairman of the meeting for the purposes of identifications, has been produced to the meeting marked “A”) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) subject to fulfillment of the conditions precedent set out in the Connected Subscription Agreement as referred to in this resolution no. 1, the allotment and issue of the Connected Subscription Shares to Mr. Zhang Zhiyong in accordance with the terms thereof be and is hereby approved;

- (c) conditional upon the Listing Committee granting the listing of, and the permission to deal in, the Connected Subscription Shares, the grant of the Connected Specific Mandate A for the allotment and issue of 24,910,000 Connected Subscription Shares to Mr. Zhang Zhiyong be and is hereby approved; and
- (d) the Directors be and are hereby authorised to do all such acts and things and to sign and execute all such documents, instruments and agreements for and on behalf of the Company as they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with this resolution no. 1.”

Resolution in relation to the Connected Subscription by Ms. Chen Chen

2. “THAT:

- (a) the Connected Subscription Agreement dated 19 January 2018 and entered into between the Company and Ms. Chen Chen (as described in the Circular, a copy signed by the Chairman of the meeting for the purposes of identifications, has been produced to the meeting marked “B”) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) subject to fulfillment of the conditions precedent set out in the Connected Subscription Agreement as referred to in this resolution no. 2, the allotment and issue of the Connected Subscription Shares to Ms. Chen Chen in accordance with the terms thereof be and is hereby approved;
- (c) conditional upon the Listing Committee granting the listing of, and the permission to deal in, the Connected Subscription Shares, the grant of the Connected Specific Mandate B for the allotment and issue of 37,000,000 Connected Subscription Shares to Ms. Chen Chen be and is hereby approved; and
- (d) the Directors be and are hereby authorised to do all such acts and things and to sign and execute all such documents, instruments and agreements for and on behalf of the Company as they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with this resolution no. 2.”

Resolution in relation to the Connected Subscription by Mr. Ren Yi

3. “THAT:

- (a) the Connected Subscription Agreement dated 19 January 2018 and entered into between the Company and Mr. Ren Yi (as described in the Circular, a copy signed by the Chairman of the meeting for the purposes of identifications, has been produced to the meeting marked “C”) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;

- (b) subject to fulfillment of the conditions precedent set out in the Connected Subscription Agreement as referred to in this resolution no. 3, the allotment and issue of the Connected Subscription Shares to Mr. Ren Yi in accordance with the terms thereof be and is hereby approved;
- (c) conditional upon the Listing Committee granting the listing of, and the permission to deal in, the Connected Subscription Shares, the grant of the Connected Specific Mandate C for the allotment and issue of 25,200,000 Connected Subscription Shares to Mr. Ren Yi be and is hereby approved; and
- (d) the Directors be and are hereby authorised to do all such acts and things and to sign and execute all such documents, instruments and agreements for and on behalf of the Company as they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with this resolution no. 3.”

Resolution in relation to the Connected Subscription by Mr. Yang Yang

4. “THAT:

- (a) the Connected Subscription Agreement dated 19 January 2018 and entered into between the Company and Mr. Yang Yang (as described in the Circular, a copy signed by the Chairman of the meeting for the purposes of identifications, has been produced to the meeting marked “D”) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) subject to fulfillment of the conditions precedent set out in the Connected Subscription Agreement as referred to in this resolution no. 4, the allotment and issue of the Connected Subscription Shares to Mr. Yang Yang in accordance with the terms thereof be and is hereby approved;
- (c) conditional upon the Listing Committee granting the listing of, and the permission to deal in, the Connected Subscription Shares, the grant of the Connected Specific Mandate D for the allotment and issue of 9,000,000 Connected Subscription Shares to Mr. Yang Yang be and is hereby approved; and
- (d) the Directors be and are hereby authorised to do all such acts and things and to sign and execute all such documents, instruments and agreements for and on behalf of the Company as they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with this resolution no. 4.”

Resolution in relation to the Connected Subscription by Mr. Lyu Guanghong

5. “THAT:

- (a) the Connected Subscription Agreement dated 19 January 2018 and entered into between the Company and Mr. Lyu Guanghong (as described in the Circular, a copy signed by the Chairman of the meeting for the purposes of identifications, has been produced to the meeting marked “E”) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) subject to fulfillment of the conditions precedent set out in the Connected Subscription Agreement as referred to in this resolution no. 5, the allotment and issue of the Connected Subscription Shares to Mr. Lyu Guanghong in accordance with the terms thereof be and is hereby approved;
- (c) conditional upon the Listing Committee granting the listing of, and the permission to deal in, the Connected Subscription Shares, the grant of the Connected Specific Mandate E for the allotment and issue of 9,000,000 Connected Subscription Shares to Mr. Lyu Guanghong be and is hereby approved; and
- (d) the Directors be and are hereby authorised to do all such acts and things and to sign and execute all such documents, instruments and agreements for and on behalf of the Company as they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with this resolution no. 5.”

Resolution in relation to the Connected Subscription by Ms. Tang Lijun

6. “THAT:

- (a) the Connected Subscription Agreement dated 19 January 2018 and entered into between the Company and Ms. Tang Lijun (as described in the Circular, a copy signed by the Chairman of the meeting for the purposes of identifications, has been produced to the meeting marked “F”) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) subject to fulfillment of the conditions precedent set out in the Connected Subscription Agreement as referred to in this resolution no. 6, the allotment and issue of the Connected Subscription Shares to Ms. Tang Lijun in accordance with the terms thereof be and is hereby approved;
- (c) conditional upon the Listing Committee granting the listing of, and the permission to deal in, the Connected Subscription Shares, the grant of the Connected Specific Mandate F for the allotment and issue of 9,000,000 Connected Subscription Shares to Ms. Tang Lijun be and is hereby approved; and

- (d) the Directors be and are hereby authorised to do all such acts and things and to sign and execute all such documents, instruments and agreements for and on behalf of the Company as they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with this resolution no. 6.”

Resolution in relation to the Connected Subscription by Ms. Sun Wei

7. **“THAT:**

- (a) the Connected Subscription Agreement dated 19 January 2018 and entered into between the Company and Ms. Sun Wei (as described in the Circular, a copy signed by the Chairman of the meeting for the purposes of identifications, has been produced to the meeting marked “G”) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) subject to fulfillment of the conditions precedent set out in the Connected Subscription Agreement as referred to in this resolution no. 7, the allotment and issue of the Connected Subscription Shares to Ms. Sun Wei in accordance with the terms thereof be and is hereby approved;
- (c) conditional upon the Listing Committee granting the listing of, and the permission to deal in, the Connected Subscription Shares, the grant of the Connected Specific Mandate G for the allotment and issue of 9,000,000 Connected Subscription Shares to Ms. Sun Wei be and is hereby approved; and
- (d) the Directors be and are hereby authorised to do all such acts and things and to sign and execute all such documents, instruments and agreements for and on behalf of the Company as they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with this resolution no. 7.”

Resolution in relation to the grant of the Management Specific Mandate

- 8. **“THAT** conditional upon the Listing Committee granting the listing of, and the permission to deal in, the Management Subscription Shares:
 - (a) the grant of the Management Specific Mandate for the allotment and issue of the Management Subscription Shares to the Management Subscribers be and is hereby approved; and

- (b) the Directors be and are hereby authorised to do all such acts and things and to sign and execute all such documents, instruments and agreements for and on behalf of the Company as they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with this resolution no. 8.”

By order of the Board
China Dongxiang (Group) Co., Ltd.
CHEN Yihong
Chairman

Hong Kong, 9 March 2018

Notes:

1. Any member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and to vote in his stead. A proxy need not be a shareholder of the Company.
2. A form of proxy for use at the meeting convened by the above notice (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, Wan Chai, Hong Kong, not less than 48 hours before the time fixed for holding of the EGM or any adjourned meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM should you so wish.
3. To ascertain shareholders' eligibility to attend and vote at the EGM, the register of members of the Company will be closed from 21 March 2018 to 26 March 2018 (both days inclusive) during which period no transfer of shares of the Company will be registered. In order to qualify to attend and vote at the EGM, all transfers of shares of the Company 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 1712-16, 17/F Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not later than 4:30 p.m. on 20 March 2018.
4. The ordinary resolutions set out above will be determined by way of poll.
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) 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.

As at the date of this announcement, the executive directors of the Company are Mr. Chen Yihong, Mr. Zhang Zhiyong and Ms. Chen Chen, and the independent non-executive directors of the Company are Mr. Chen Johnny, Dr. Chen Guogang and Mr. Gao Yu.