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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 an extraordinary 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 at 10:45 a.m. for the purpose of considering and, if thought fit, passing the following resolution (with or without modifications):

As Ordinary Business

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

“THAT:

- (a) subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting approval for the listing of and permission to deal in the shares to be issued pursuant to the exercise of the options which may be granted under the share option scheme of the Company, the terms of which are contained in the document marked “A” produced to this meeting and initialled by the chairman of this meeting for the purpose of identification (the “**2019 Share Option Scheme**”), the 2019 Share Option Scheme be and are hereby approved and adopted; and
- (b) the directors of the Company be and are hereby authorised to do all such acts and to enter into all such transactions, arrangements and agreements as they may in their absolute discretion consider necessary, desirable or expedient in order to give full effect to the 2019 Share Option Scheme including but without limitation:
 - (i) to administer the 2019 Share Option Scheme under which options will be granted to the Qualified Participants (as defined in the 2019 Share Option Scheme) under the 2019 Share Option Scheme to subscribe for shares of the Company (“**Shares**”), including but not limited to, to grant options to the

Qualified Participants in accordance with the 2019 Share Option Scheme and to handle all matters necessary in relation to, expedient or incidental to the grant of options under the 2019 Share Option Scheme;

- (ii) to allot, issue and deal with any Shares pursuant to the exercise of the subscription rights under any options which may be granted from time to time in accordance with the terms of the 2019 Share Option Scheme; and
- (iii) to modify and/or amend the 2019 Share Option Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the 2019 Share Option Scheme relating to modification and/or amendment and the requirements of the Listing Rules.”

By Order of the Board
China Dongxiang (Group) Co., Ltd.
Chen Yihong
Chairman

Hong Kong, 23 July 2019

Principal place of business in Hong Kong:

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

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 Monday, 5 August 2019 to Thursday, 8 August 2019 (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 1712–1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, not later than 4:30 p.m. on Friday, 2 August 2019.

- 4 The ordinary resolution 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 notice, 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 Dr. Chen Guogang, Mr. Gao Yu and Mr. Liu Xiaosong.