

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in DCB Holdings Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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DCB Holdings Limited
DCB控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8040)

**GENERAL MANDATES TO ISSUE NEW SHARES AND
REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting (“AGM”) of the Company to be held at Ching Room II, 4/F, Sheraton Hong Kong Hotel & Towers, 20 Nathan Road, Kowloon, Hong Kong on 5 August 2019 at 11:00 a.m. is set out on pages 13 to 17 of this circular.

Whether or not you are able to attend the AGM, you are requested to complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Company’s Branch Share Registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong and with effect from 11 July 2019 onwards, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the AGM (i.e. 11:00 a.m. on 3 August 2019) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting if you so wish.

This circular will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for at least 7 days from the date of its posting. This circular will also be posted on the Company’s website at www.dcb.com.hk.

Hong Kong, 28 June 2019

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Ching Room II, 4/F, Sheraton Hong Kong Hotel & Towers, 20 Nathan Road, Kowloon, Hong Kong on Monday, 5 August 2019 at 11:00 a.m., a notice of which is set out on pages 13 to 17 of this circular
“Articles of Association”	the articles of association of the Company as amended from time to time
“Board”	the board of Director(s) of the Company
“Capitalisation Issue”	the issue of 239,999,900 Shares upon the capitalisation of certain sums standing to the credit of the share premium account of the Company
“Company”	DCB Holdings Limited, a company incorporated in the Cayman Islands with limited liability with its shares listed on GEM
“Controlling Shareholder(s)”	has the meaning ascribed to it under the GEM Listing Rules, and in the context of this circular refers to Advance Goal Group Limited, Mr. Cheng Tsang Wai, Mr. Cheng Tsang Fu Dennis and Ms. Liu Lee Lee Lily
“Core Connected Person”	has the meaning ascribed thereto under the GEM Listing Rules
“DCB”	DCB Company Limited, a company incorporated in Hong Kong with limited liabilities on 16 June 2008 and indirect wholly-owned subsidiary of the Company
“Director(s)”	the director(s) of the Company
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM, as amended, supplemented or otherwise modified from time to time
“Group”	the Company and its subsidiaries from time to time

DEFINITIONS

“Latest Practicable Date”	20 June 2019, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information in this circular prior to its publication
“Listing Date”	14 February 2018, on which dealings in the Shares first commenced on GEM
“Multi Rewards”	Multi Rewards Limited, a company incorporated in BVI with limited liabilities on 3 January 2017 and direct wholly-owned subsidiary of the Company
“Placing”	the conditional placing of the 56,000,000 new Shares for cash
“Prospectus”	prospectus of the Company dated 31 January 2018 issued to the public in Hong Kong
“Public Offer”	the offer of 24,000,000 new Shares for subscription by the public in Hong Kong for cash
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) with a nominal value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Share Offer”	the Public Offer and the Placing
“Stock Exchange”	the Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers and Share Buy-backs
“%”	per cent.

LETTER FROM THE BOARD

DCB Holdings Limited

DCB控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8040)

Executive directors:

Mr. Cheng Tsang Wai (*Chairman*)
Mr. Cheng Tsang Fu Dennis (*Chief Executive Officer*)
Ms. Liu Lee Lee Lily

Independent non-executive directors:

Mr. Cheung Kwok Keung
Mr. Chak Chi Man
Mr. Chu Wai Wa Fangus

Registered Office:

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

*Principal place of business
in Hong Kong:*

Room D, 12/F
Lucky Factory Building
63-65 Hung To Road
Kwun Tong, Kowloon
Hong Kong

28 June 2019

To the Shareholders

Dear Sirs or Madam,

**GENERAL MANDATES TO ISSUE NEW SHARES AND
REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

Introduction

At last annual general meeting held on 6 August 2018, general unconditional mandates were given to the Directors to exercise all powers of the Company to:

- (a) allot, issue and deal with the Shares with an aggregate nominal amount of not exceeding the sum of 20% of the aggregate nominal amount of the share capital of the Company in issue immediately following completion of the Share Offer and the Capitalisation Issue;

LETTER FROM THE BOARD

- (b) purchase the Shares with an aggregate nominal amount of not exceeding 10% of the aggregate nominal amount of the share capital of the Company in issue immediately following completion of the Share Offer and the Capitalisation Issue; and
- (c) add to the general mandate for issuing Shares set out in (a) above the aggregate nominal amount of Shares purchased by the Company pursuant to the repurchase mandate set out in (b) above.

The above general mandates will expire at the conclusion of the AGM, unless renewed at that meeting.

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the AGM for (i) granting the general mandates to the Directors to allot, issue, deal with new Shares and repurchase existing Shares; and (ii) the re-election of the retiring Directors.

Proposed Grant of General Mandates

Three respective ordinary resolutions will be proposed at the AGM for the purposes of granting the general mandates to the Directors:

- (a) to allot, issue and otherwise deal with additional Shares with the aggregate nominal amount not exceeding the sum of 20% of the aggregate nominal amount of the share capital of the Company in issue (the “**Issue Mandate**”) as at the date of passing the resolution approving the Issue Mandate (subject to adjustment in case of any conversion of any or all of the Shares into a larger or smaller nominal amount of Shares after approving the Issue Mandate);
- (b) to repurchase Shares with the aggregate nominal amount not exceeding the sum of 10% of the aggregate nominal amount of the share capital of the Company in issue (the “**Repurchase Mandate**”) as at the date of passing the resolution approving the Repurchase Mandate (subject to adjustment in case of any conversion of any or all of the Shares into a larger or smaller nominal amount of Shares after approving the Repurchase Mandate); and
- (c) to add to the general mandate for issuing Shares set out in (a) above the aggregate nominal amount of Shares repurchased by the Company pursuant to the Repurchase Mandate.

LETTER FROM THE BOARD

Based on 320,000,000 Shares in issue as at the Latest Practicable Date and on the basis that no new Shares will be issued and no Shares will be repurchased by the Company for the period from the Latest Practicable Date up to and including the date of the AGM:

- (1) subject to the passing of the proposed resolution granting the Issue Mandate to the Directors, the Company will be allowed under the Issue Mandate to issue up to a maximum of 64,000,000 Shares, representing 20% of the Shares in issue as at the Latest Practicable Date; and
- (2) subject to the passing of the proposed resolution granting the Repurchase Mandate to the Directors, the Company will be allowed under the Repurchase Mandate to repurchase up to a maximum of 32,000,000 Shares, representing 10% of the Shares in issue as at the Latest Practicable Date.

The full text of these resolutions are set out in Resolution 7 ("**Issue Mandate**"), Resolution 8 ("**Repurchase Mandate**") and Resolution 9 in the notice of the AGM contained in pages 13 to 17 of this circular.

The aforesaid mandates, unless revoked or varied by way of ordinary resolutions of the Shareholders in general meeting, will expire at the conclusion of the next annual general meeting of the Company, which will be convened on or before 30 September 2020.

In accordance with the requirements set out in the GEM Listing Rules, the Company is required to send to Shareholders an explanatory statement containing requisite information to consider the Repurchase Mandate subject to certain restrictions, which are set out in Appendix I to this circular.

Re-election of Retiring Directors

In accordance with Article 84(1) of the Articles of Association, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years.

Accordingly, Mr. Cheng Tsang Wai and Mr. Cheng Tsang Fu Dennis will each retire and, being eligible, offer themselves for re-election at the AGM.

Details of the retiring Directors proposed to be re-elected as Directors at the AGM, which are required to be disclosed by the GEM Listing Rules, are set out in Appendix II to this circular.

LETTER FROM THE BOARD

AGM

The notice convening the AGM is set out on pages 13 to 17 of this circular.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you intend to attend the AGM, you are requested to complete and return the form of proxy to the Company's Branch Share Registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong and with effect from 11 July 2019 onwards, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the AGM (i.e. 11:00 a.m. on 3 August 2019) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting if you so wish and in such event, the proxy form shall be deemed to be revoked.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of the Shareholders at a general meeting must be taken by way of poll. Therefore, all proposed resolutions put to vote at the AGM shall be taken by way of poll.

Responsibility Statement

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Recommendation

The Directors consider that the proposed granting of the Issue Mandate and the Repurchase Mandate and the re-election of the retiring Directors are in the best interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of such relevant resolutions to be proposed at the AGM.

Yours faithfully,
For and on behalf of the Board of
DCB Holdings Limited
Cheng Tsang Fu Dennis
Chief Executive Officer and Executive Director

This appendix serves as an explanatory statement, as required by the GEM Listing Rules, to provide the requisite information to you for your consideration of the Repurchase Mandate.

Shareholders' Approval

The GEM Listing Rules provide that all repurchase of securities by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of general mandate or by specific approval in relation to specific transactions.

Share Capital

As at the Latest Practicable Date, 320,000,000 Shares were in issue and fully paid.

Subject to the passing of the relevant ordinary resolutions and on the basis that no further Shares are issued and repurchased prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 32,000,000 Shares, representing 10% of the aggregate nominal value of the Shares in issue.

Reasons for Repurchase

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

Funding of Repurchase

Any repurchase will only be funded out of funds of the Company legally available for the purpose of making the proposed purchases in accordance with the Company's Memorandum and Articles of Association and the laws of the Cayman Islands.

Effect of Exercising the Repurchase Mandate

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 Company's audited financial statements for the year ended 31 March 2019) in the event that the repurchase of Shares were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the repurchase of Shares 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.

Directors and Core Connected Persons

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their respective close associates have any present intention, if the Repurchase Mandate is approved by the Shareholders, to sell any Share to the Company or its subsidiaries.

No Core Connected Persons have notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries, or have undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

Directors' Undertaking

The Directors have undertaken to the Stock Exchange that they will exercise the powers of the Company to make repurchase pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules and the applicable laws of the Cayman Islands.

Effect of the Takeovers Code

If, as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, 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 interest of our Shareholders, could obtain or consolidate control of our Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code as a result of a repurchase of Shares made.

As at the Latest Practicable Date, based on the information available to the Company, the Controlling Shareholder was interested in 214,400,000 Shares. On the basis that no further Shares are issued or repurchased prior to the AGM and if the Repurchase Mandate of 32,000,000 Shares is fully exercised, the percentage shareholding of the Controlling Shareholder will be increased from approximately 67.0% to approximately 74.44% of the issued share capital of the Company. Such increase in shareholding of the Controlling Shareholder will not give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code.

Save as aforesaid, the Directors are not aware of any other consequence under the Takeovers Code as a result of a repurchase of Shares made pursuant to the Repurchase Mandate. The Directors do not propose to exercise the Repurchase Mandate to such extent that the public shareholding would be reduced to less than 25% of the issued share capital of the Company.

Share Repurchase made by the Company

No repurchase of Shares has been made by the Company (whether on the Stock Exchange or otherwise) during the six months immediately preceding the Latest Practicable Date.

Share Prices

The highest and lowest prices at which the Shares were traded on the Stock Exchange in each of the previous twelve months before the Latest Practicable Date were as follows:

	Share Price	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2018		
June	1.71	0.59
July	0.90	0.48
August	1.44	0.65
September	0.68	0.50
October	0.59	0.40
November	0.48	0.38
December	0.40	0.35
2019		
January	0.38	0.29
February	0.35	0.28
March	0.34	0.29
April	0.34	0.28
May	0.57	0.25
June (up to the Latest Practicable Date)	0.35	0.28

As required by the GEM Listing Rules, the following are the particulars of the Directors proposed to be re-elected at the AGM:

1. Mr. Cheng Tsang Wai

Mr. Cheng Tsang Wai (“**Mr. Dick Cheng**”), aged 63, was appointed as a Director on 8 March 2017 and redesignated as an executive Director and appointed as chairman of the Board on 29 May 2017. Mr. Dick Cheng is primarily responsible for the overall corporate strategies of our Group. He is also the chairman of the nomination committee of our Company.

Mr. Dick Cheng is one of the founders of the Group and has been a director of DCB since June 2008. He is also a director of Multi Rewards since its incorporation on 3 January 2017.

Mr. Dick Cheng is one of our Controlling Shareholders. Mr. Dick Cheng is the brother of Mr. Cheng Tsang Fu Dennis and Mr. Cheng Tsang Hin, the financial controller of the Group. He is also the brother-in-law to Ms. Liu Lee Lily and uncle of Mr. Cheng Pok Man, the business development manager of the Group.

Mr. Dick Cheng has over 27 years of experience in corporate management. From May 1990 to September 1993, Mr. Dick Cheng was employed as a director of Laws International Group Limited (formerly known as Laws Fashion Knitters Limited) a company which carries on the business of garments retail. In June 1993, he was appointed as a director of Vicka Limited, a company engages in the business of garments manufacturing, and had been serving the same position till May 2010.

Mr. Dick Cheng has entered into a service agreement with the Company for a fixed term of service for three years commencing on 14 February 2018 and will continue thereafter until terminated in accordance with the terms of the service agreement. He is subject to retirement by rotation, and be eligible for re-election at the annual general meeting in accordance with the Articles of Association of the Company.

Pursuant to the service agreement, Mr. Dick Cheng will receive an annual salary of HK\$780,000, which was determined with reference to his duties and responsibilities, the Company’s remuneration policy and the prevailing market conditions. The remuneration of Mr. Dick Cheng will be subject to annual review by the remuneration committee of the Board and the Board from time to time with reference to his responsibility and annual performance.

Save as disclosed above, Mr. Dick Cheng does not hold any other position in the Company or its subsidiaries nor any directorship in other listed public company in Hong Kong or overseas in the last three years prior to the Latest Practicable Date.

Save as disclosed above, Mr. Dick Cheng does not have any relationships with any Directors, senior management, substantial or controlling shareholders (as defined under the GEM Listing Rules) of the Company.

As at the Latest Practicable Date, Mr. Dick Cheng is deemed to be interested in 214,400,000 Shares (within the meaning of Part XV of the SFO) through his controlled corporation, Advance Goal Group Limited (“**Advance Goal**”), representing approximately 67% of the total issued Shares of the Company.

Save as disclosed above, there was no matter relating to the re-election of Mr. Dick Cheng that needs to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to any requirements of Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

2. Mr. Cheng Tsang Fu Dennis

Mr. Cheng Tsang Fu Dennis (“**Mr. Dennis Cheng**”), aged 60, was appointed as our chief executive officer and redesignated as an executive Director on 29 May 2017. He is primarily responsible for the day-to-day management, business development and overseeing the operations of the Group.

Mr. Dennis Cheng is one of the founders and has been a director of DCB since June 2008. He is also a director of Multi Rewards since its incorporation on 3 January 2017.

Mr. Dennis Cheng is one of our Controlling Shareholders. Mr. Dennis Cheng is the brother of Mr. Dick Cheng and Mr. Cheng Tsang Hin, the financial controller of the Group. He is also spouse of Ms. Liu Lee Lee Lily and father of Mr. Cheng Pok Man, the business development manager of the Group.

Mr. Dennis Cheng has over 27 years of experience in the fitting-out and renovation industry. From March 1980 to December 1988, Mr. Dennis Cheng worked as a project manager at J. T. J. Design (International) Limited, a design and contracting services company. He worked as a deputy general manager for Wah Hay Limited, a company engaged in the provision of design and contracting services, starting from 1988. He was subsequently appointed as a director of Sena Limited in September 1991. He had been serving as a director of Palrina Limited, a contracting firm, from September 1989 to April 2017.

Mr. Dennis Cheng has entered into a service agreement with the Company for a fixed term of service for three years commencing on 14 February 2018 and will continue thereafter until terminated in accordance with the service agreement. He is subject to retirement by rotation, and be eligible for e-election at the annual general meeting in accordance with the Articles of Association of the Company.

Pursuant to the service agreement, Mr. Dennis Cheng will receive an annual salary of HK\$1,560,000, which was determined with reference to his duties and responsibilities, the Company's remuneration policy and the prevailing market conditions. The remuneration of Mr. Dennis Cheng will be subject to annual review by the remuneration committee of the Board and the Board from time to time with reference to his responsibility and annual performance.

Save as disclosed above, Mr. Dennis Cheng does not hold any other position in the Company or its subsidiaries nor any directorship in other listed public company in Hong Kong or overseas in the last three years prior to the Latest Practicable Date.

Save as disclosed above, Mr. Dennis Cheng does not have any relationships with any Directors, senior management, substantial or controlling shareholders (as defined under the GEM Listing Rules) of the Company.

As at the Latest Practicable Date, Mr. Dennis Cheng is deemed to be interested in 214,400,000 Shares (within the meaning of Part XV of the SFO) through his controlled corporation, Advance Goal, representing approximately 67% of the total issued Shares of the Company.

Save as disclosed above, there was no matter relating to the re-election of Mr. Dennis Cheng that needs to be brought to the attention of the shareholders and there is no other information which is required to be disclosed pursuant to any requirements of Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING

DCB Holdings Limited DCB控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8040)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of DCB Holdings Limited (the “Company”) will be held at Ching Room II, 4/F, Sheraton Hong Kong Hotel & Towers, 20 Nathan Road, Kowloon, Hong Kong on 5 August 2019 at 11:00 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements and the reports of the directors and of the auditors for the year ended 31 March 2019;
2. To consider and declare a final dividend in respect of the year ended 31 March 2019.
3. To re-elect Mr. Cheng Tsang Wai as an executive Director;
4. To re-elect Mr. Cheng Tsang Fu Dennis as an executive Director;
5. To authorise the Board of Directors to fix the Directors’ remuneration;
6. To re-appoint CCTH CPA Limited as auditors of the Company and to authorize the Board of Directors to fix their remuneration;
7. To consider as special business, and if thought fit, to pass the following resolution as Ordinary Resolution:

“THAT:

- (A) subject to paragraph (C) below, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue or otherwise deal with additional shares in the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby approved generally and unconditionally;

NOTICE OF ANNUAL GENERAL MEETING

- (B) the approval in paragraph (A) above shall be in addition to any other authorisation given to the directors of the Company and shall authorize the directors of the Company during the Relevant Period (as defined below) to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period (as defined below);
- (C) the aggregate nominal amount of share capital allotted, issued and dealt with, or agreed conditionally or unconditionally to be allotted, issued and dealt with (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (A) of this Resolution, otherwise than pursuant to:
- (i) a Rights Issue (as defined below); or
 - (ii) the exercise of any option under the Company's share option scheme(s); or
 - (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares 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 the passing of this Resolution and the said approval shall be limited accordingly; and

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 either by any applicable laws or by the Articles of Association of the Company to be held; and

NOTICE OF ANNUAL GENERAL MEETING

- (iii) the date upon which the authority set out in this Resolution is revoked or varied by way of an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company to the holders of shares on the register of members on a fixed record date in proportion to their then holdings of such shares, subject to such exclusions or other arrangements as the directors of the Company 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 recognised regulatory body or any stock exchange, in any territory outside Hong Kong.”

- 8. To consider as special business, and if thought fit, to pass the following resolution as an Ordinary Resolution:

“**THAT:**

- (A) subject to paragraph (B) below, the exercise by the directors of the Company during the Relevant Period of all powers of the Company to repurchase issued shares in the capital of the Company, in accordance with all applicable laws and the requirements set out in the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited, be and is hereby approved generally and unconditionally;
- (B) the aggregate nominal amount of shares authorized to be repurchased or agreed conditionally or unconditionally to be repurchased by the directors of the Company pursuant to the approval in paragraph (A) above 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, and the said approval shall be limited accordingly; and

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 either by any applicable laws or by the Articles of Association of the Company to be held; and

NOTICE OF ANNUAL GENERAL MEETING

(iii) the date upon which the authority set out in this Resolution is revoked or varied by way of an ordinary resolution of the shareholders of the Company in general meeting.”

9. To consider as special business, and if thought fit, to pass the following resolution as an Ordinary Resolution:

“**THAT** conditional upon the passing of Ordinary Resolutions numbered 8 and 9 as set out in the Notice convening this meeting, the aggregate nominal amount of the number of shares in the capital of the Company that shall have been repurchased by the Company after the date thereof pursuant to and in accordance with the said Ordinary Resolution 9 shall be added to the aggregate nominal amount of share capital that may be allotted, issued and disposed of or agreed conditionally or unconditionally to be allotted and issued by the directors of the Company pursuant to the general mandate to allot and issue shares granted to the directors of the Company by the said Ordinary Resolution 8.”

By Order of the Board
DCB Holdings Limited
Cheng Tsang Fu Dennis
Chief Executive Officer and Executive Director

Hong Kong, 28 June 2019

Notes:

- i. Any member entitled to attend and vote at the meeting convened is entitled to appoint another person(s) as his proxy to attend and vote in his behalf. A member who is the holder of two or more shares of the Company may appoint more than one proxy to attend on the same occasion. A proxy need not be a member of the Company.
- ii. If a member of the Company wishes to nominate a person to stand for election as a director of the Company, (i) a notice in writing signed by the shareholder (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election; and (ii) a notice in writing signed by the person to be proposed of his willingness to be elected must accompany with (a) that nominated candidate’s information as required to be disclosed under Rule 17.50(2) of the GEM Listing Rules, and (b) the nominated candidate’s written consent to the publication of his/her personal data, must be validly lodged no later than 30 July 2019 at the principal place of business in Hong Kong of the Company at Room D, 12/F, Lucky Factory Building, 63-65 Hung To Road, Kwun Tong, Kowloon, Hong Kong or the Hong Kong Branch Share Registrar of the Company, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong and with effect from 11 July 2019 onwards, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong.
- iii. To be valid, a 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 or authority shall be deposited at Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding of the meeting (i.e. 11:00 a.m. on 3 August 2019) or any adjournment thereof. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the meeting or any adjournment thereof should he so wish, in such event, the form of proxy shall be deemed to be revoked.

NOTICE OF ANNUAL GENERAL MEETING

- iv. In the case of joint holders of a Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she was solely entitled thereto if more than one of such joint holders are present at the AGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand first in the Register of Shareholders in respect of the joint holding.
- v. The above resolutions will be put to vote at the meeting by way of poll.
- vi. The register of members of the Company will be closed from Wednesday, 31 July 2019 to Monday, 5 August 2019 (both days inclusive), during which period no transfer of shares will be registered. In order to attend and vote at the AGM, all transfer of shares accompanied by the relevant share certificates and transfer forms must be lodged for registration with the Company's Branch Share Registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (the "**Hong Kong Share Registrar**") not later than 4:30 p.m. on Tuesday, 30 July 2019.

The register of members of the Company will be closed from Friday, 9 August 2019 to Tuesday, 13 August 2019 (both days inclusive), during which period no transfer of shares will be registered. In order to qualify for the final dividend, all transfer of shares accompanied by the relevant share certificates and transfer forms must be lodged for registration with the Hong Kong Share Registrar at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Thursday, 8 August 2019.

- vii. If a Typhoon Signal No. 8 or above is hoisted or a Black Rainstorm Warning Signal is in force at or at any time after 7:00 a.m. on the date of the meeting, the meeting will be adjourned. The Company will post an announcement on the Company's website (www.dcb.com.hk) and the HKEXnews website (www.hkexnews.hk) to notify shareholders of the date, time and place of the adjourned meeting. The meeting will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the meeting under bad weather conditions bearing in mind their own situations.