

---

## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

---

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, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Datang Group Holdings Limited, you should at once hand this circular with the accompanying 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 the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss however arising from or in reliance upon the whole or any part of the contents of this circular.

---



### Datang Group Holdings Limited 大唐集團控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*  
(Stock Code: 2117)

#### PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES AND BUYBACK SHARES AND RE-ELECTION OF RETIRING DIRECTORS AND DECLARATION OF A FINAL DIVIDEND AND NOTICE OF ANNUAL GENERAL MEETING

---

A notice convening the annual general meeting (the “AGM”) of Datang Group Holdings Limited to be held at Regus Conference Centre, 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Thursday, 13 May 2021 at 3:00 p.m. is set out on pages 20 to 24 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 website of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)). Whether or not you are able to attend the meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company’s Hong Kong share registrar, Tricor Investor Services Limited, 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 annual general meeting (before 3:00 p.m. on Tuesday, 11 May 2021) or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting at the annual general meeting or any adjournment thereof if they so wish and in such event, the proxy shall be deemed to be revoked.

In compliance with the HKSAR Government’s directive on social distancing, personal and environmental hygiene, and the guidelines issued by the Centre for Health Protection of the Department of Health on the prevention of coronavirus disease 2019 (COVID-19), the Company will implement additional precautionary measures at the AGM including, without limitation:

- compulsory body temperature checks will be conducted on every attendee;
- mandatory use of surgical face masks;
- mandatory health declaration — anyone subject to quarantine, has any flu-like symptoms or has travelled overseas within 14 days immediately before the AGM (“recent travel history”), or has close contact with any person under quarantine or with recent travel history will not be permitted to attend the AGM;
- anyone attending the AGM is reminded to observe good personal hygiene and follow appropriate seating arrangements at all times; and
- appropriate distancing and spacing in line with the guidance from the HKSAR Government will be maintained and as such, the Company may limit the number of attendees at the AGM as may be necessary to avoid over-crowding.

In light of the continuing risks posed by the COVID-19 pandemic, the Company encourages Shareholders NOT to attend the AGM in person, and advises Shareholders to appoint the Chairman of the AGM or any Director or Company Secretary of the Company as their proxy to vote according to their indicated voting instructions as an alternative to attending the AGM in person. Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate.

---

## CONTENTS

---

	<i>Page</i>
<b>Definitions</b> .....	1
 <b>Letter from the Board</b>	
INTRODUCTION .....	3
GENERAL MANDATE TO ISSUE SHARES .....	4
BUYBACK MANDATE TO BUYBACK SHARES .....	4
RE-ELECTION OF RETIRING DIRECTORS .....	4
DECLARATION OF DIVIDEND AND CLOSURE OF REGISTER OF MEMBERS .....	6
NOTICE OF ANNUAL GENERAL MEETING .....	7
FORM OF PROXY .....	7
VOTING BY WAY OF POLL .....	7
RESPONSIBILITY STATEMENT .....	8
RECOMMENDATION .....	8
 <b>Appendix I – DETAILS OF RETIRING DIRECTORS PROPOSED                   FOR RE-ELECTION</b> .....	9
 <b>Appendix II – EXPLANATORY STATEMENT</b> .....	17
 <b>Notice of Annual General Meeting</b> .....	20

---

## 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 Regus Conference Centre, 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Thursday, 13 May 2021 at 3:00 p.m. or any adjournment thereof, the notice of which is set out on pages 20 to 24 of this circular
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“Buyback Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to buyback Shares not exceeding 10% of the total number of Shares in issue as at the date of passing of the relevant resolution granting the Buyback Mandate
“Companies Law”	the Companies Law (as revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
“Company”	Datang Group Holdings Limited (大唐集團控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability on 14 December 2018, the shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that the total number of Shares which may be allotted and issued under the General Mandate may be increased by an additional number representing such number of Shares actually bought back under the Buyback Mandate
“General Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to exercise the power of the Company to allot, issue and deal with new Shares not exceeding 20% of the total number of Shares in issue as at the date of passing of the relevant resolution granting the General Mandate
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

---

## DEFINITIONS

---

“Latest Practicable Date”	7 April 2021, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Date”	11 December 2020, being the date on which the Shares are listed on the Main Board of the Stock Exchange
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“Nomination Committee”	the nomination committee of the Company
“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) of nominal value of US\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers
“US\$”	United States dollars, the lawful currency of the United States of America
“%”	per cent

---

## LETTER FROM THE BOARD

---



Datang Group Holdings Limited

大唐集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2117)

*Executive Directors:*

Mr. Wu Di  
Mr. Hao Shengchun  
Mr. Tang Guozhong  
Ms. Zhang Jianhua

*Independent Non-executive Directors:*

Mr. Qu Wenzhou  
Ms. Xin Zhu  
Mr. Tam Chi Choi

*Registered office:*

Windward 3  
Regatta Office Park  
PO Box 1350  
Grand Cayman KY1-1108  
Cayman Islands

*Principal place of business in*

*Hong Kong:*

40th Floor  
Dah Sing Financial Centre  
248 Queen's Road East  
Wanchai  
Hong Kong

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR  
GENERAL MANDATES TO ISSUE SHARES  
AND BUYBACK SHARES  
AND  
RE-ELECTION OF RETIRING DIRECTORS  
AND  
DECLARATION OF A FINAL DIVIDEND  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide Shareholders with the notice of Annual General Meeting and the following proposals to be put forward at the Annual General Meeting: (i) granting of the General Mandate to issue Shares, the Buyback Mandate to buyback Shares and the Extension Mandate, (ii) the re-election of the retiring Directors, and (iii) the declaration of final dividend.

---

## LETTER FROM THE BOARD

---

### GENERAL MANDATE TO ISSUE SHARES

In order to ensure greater flexibility and give discretion to the Directors in the event that it becomes desirable for the Company to issue new Shares, approval is to be sought for the Shareholders, pursuant to the Listing Rules, for the General Mandate to issue Shares. An ordinary resolution no. 5(A) will be proposed at the Annual General Meeting to grant the General Mandate to the Directors to exercise the powers of the Company to allot, issue and deal with new Shares not exceeding 20% of the number of issued Shares as at the date of passing of the resolution in relation to the General Mandate. As at the Latest Practicable Date, there was 1,363,544,000 Shares in issue. Subject to the passing of the above resolution and on the basis that no further Shares are issued or bought back after the Latest Practicable Date and up to the date of the Annual General Meeting, the Company will be allowed to issue a maximum of 272,708,800 Shares.

In addition, subject to a separate approval of the ordinary resolution no. 5(C), the number of Shares bought back by the Company under ordinary resolution no. 5(B), if approved by the Shareholders at the Annual General Meeting, will also be added to extend the 20% limit of the General Mandate as mentioned in the ordinary resolution no. 5(A) provided that such additional number shall not exceed 10% of the number of issued Shares as at the date of passing of the General Mandate and the Buyback Mandate.

### BUYBACK MANDATE TO BUYBACK SHARES

In addition, an ordinary resolution no. 5(B) will be proposed at the Annual General Meeting to grant the Buyback Mandate to the Directors to exercise the powers of the Company to buyback Shares representing up to 10% of the number of issued Shares as at the date of passing of the resolution in relation to the Buyback Mandate. As at the Latest Practicable Date, there was 1,363,544,000 Shares in issue. Subject to the passing of the above resolution and on the basis that no further Shares are issued or bought back after the Latest Practicable Date and up to the date of the Annual General Meeting, the Company will be allowed to buyback a maximum of 136,354,400 Shares.

An explanatory statement required by the Listing Rules in connection with the Buyback Mandate is set out in Appendix II to this circular. This explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the Annual General Meeting.

### RE-ELECTION OF RETIRING DIRECTORS

Mr. Wu Di, Mr. Hao Shengchun, Mr. Tang Guozhong, Ms. Zhang Jianhua, Mr. Qu Wenzhou, Ms. Xin Zhu and Mr. Tam Chi Choi shall retire and, being eligible, have offered themselves for re-election as Directors at the Annual General Meeting. Brief biographical details of the retiring Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix I to this circular in accordance with the relevant requirements of the Listing Rules.

Recommendations to the Board for the proposal for re-election of each of Mr. Wu Di, Mr. Hao Shengchun, Mr. Tang Guozhong, Ms. Zhang Jianhua, Mr. Qu Wenzhou, Ms. Xin Zhu and Mr. Tam Chi Choi as Directors were made by the Nomination Committee, after having considered a range of diversity

---

## LETTER FROM THE BOARD

---

perspectives including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service, as set out in the board diversity policy of the Company.

### **Board Diversity Policy**

#### **1. Purpose**

The Company recognises and embraces the importance and benefit to achieve diversity on the Company's board of directors (the "**Board**") to corporate governance and the Board's effectiveness.

The purpose of this policy is to set out the basic principles to be followed to ensure that the Board has the appropriate balance of skills, experience and diversity of perspectives necessary to enhance the effectiveness of the Board and to maintain high standards of corporate governance.

#### **2. Nomination and Appointments**

Board nomination and appointments will continue to be made on merit basis based on its business needs from time to time while taking into account diversity.

The nomination committee of the Company (the "**Nomination Committee**") has primary responsibility for identifying individuals suitably qualified to become members of the Board and selecting, or making recommendations to the Board on the selection of, individuals nominated for directorships.

#### **3. Measurable Objectives**

Selection of board candidates shall be based on a range of diversity perspectives with reference to the Company's business model and specific needs, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board.

#### **4. Policy Statement**

With a view to achieving a sustainable and balanced development, the Company sees increasing diversity at the Board level as an essential element in supporting the attainment of its strategic objectives and its sustainable development. All Board appointments will be based on meritocracy, and candidates will be considered against appropriate criteria, having due regard for the benefits of diversity on the Board.

#### **5. Monitoring and Reporting**

The Nomination Committee is responsible for reviewing the policy, developing and reviewing measurable objectives for implementing the policy and monitoring the progress on achieving these measurable objectives.

---

## LETTER FROM THE BOARD

---

The Nomination Committee shall review this policy and the measurable objectives at least annually, and as appropriate, to ensure the continued effectiveness of the Board.

### **6. Disclosure of this policy**

A summary of this policy, including any measurable objects that it has set for implementing this policy, and progress on achieving those objectives will be disclosed in the Company's annual report and/or as required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The Nomination Committee of the Company has assessed and reviewed each of the independent non-executive Directors' annual written confirmation of independence based on the independence criteria as set out in Rule 3.13 of the Listing Rules and confirmed that all of the independent non-executive Directors, namely Mr. Qu Wenzhou, Ms. Xin Zhu and Mr. Tam Chi Choi, remain independent. The independent non-executive Directors have provided valuable contributions to the Company, demonstrated their ability to exercise independent judgment and provide a balanced and objective view in relation to the Company's affairs. In addition, their extensive experience in their own fields are relevant to the Company's business. Mr. Qu Wenzhou has profound academic experience in business management and is currently the dean of the Jinyuan Institute for Financial Studies and the head of Business Administration Education Center of Xiamen University; Ms. Xin Zhu, who possesses more than 15 years of experience in accounting and executive management, successively served as senior management of several large listed companies and involved in decision making processes of land acquisitions; while Mr. Tam Chi Choi has more than 30 years of accounting and finance experience and administered various corporate divisions, including IPO transactions, listing and regulatory affairs, quality and risk control. The Nomination Committee is of the view that each of their respective background, skills, knowledge and length of services in different fields allow them to provide valuable insights and contribute to the diversity of the Board. Accordingly, the Nomination Committee has recommended them to the Board for re-election.

### **DECLARATION OF DIVIDEND AND CLOSURE OF REGISTER OF MEMBERS**

As mentioned in the final results announcement of the Company dated 16 March 2021, the Board recommended a final dividend of RMB11 cents per Share in respect of the year ended 31 December 2020, which is subject to the approval of Shareholders at the Annual General Meeting.

The final dividend, if approved by the Shareholders at the Annual General Meeting, will be paid on or about 30 June 2021 to Shareholders whose names appear on the register of members of the Company on Thursday, 27 May 2021.

In order to qualify for attending and voting at the Annual General Meeting, the transfer books and register of members of the Company will be closed from Monday, 10 May 2021 to Thursday, 13 May 2021, both days inclusive, during which period no transfer of Shares can be registered. In order to qualify for attending and voting at the Annual General Meeting, all shares transfers documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong share registrar, Tricor Investor Services Limited, Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Friday, 7 May 2021.

---

## LETTER FROM THE BOARD

---

In order to be entitled to the payment of final dividend, the transfer books and register of members of the Company will also be closed from Monday, 24 May 2021 to Thursday, 27 May 2021, both days inclusive, during which period no transfer of Shares can be registered. In order to be entitled to the payment of final dividend, all shares transfers documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong share registrar, Tricor Investor Services Limited, Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Friday, 21 May 2021.

### NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 20 to 24 of this circular is the notice of Annual General Meeting at which, inter alia, ordinary resolutions will be proposed to Shareholders to consider and approve (i) the grant to the Directors of General Mandate to issue Shares, the Buyback Mandate to buyback Shares and the Extension Mandate, (ii) the re-election of the retiring Directors, and (iii) the declaration of final dividend.

### FORM OF PROXY

A form of proxy for use at the Annual General Meeting is enclosed. Such form of proxy is also published on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)). Whether or not you intend to attend the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong share registrar, Tricor Investor Services Limited, 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 fixed for the holding of the Annual General Meeting (i.e. before 3:00 p.m. on Tuesday, 11 May 2021) or any adjournment thereof.

Completion and return of the form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjournment thereof should you so wish and in such event, the proxy shall be deemed to be revoked.

### VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman of the general meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, each of the resolutions set out in the notice of Annual General Meeting will be taken by way of poll.

On a poll, every Shareholder present in person or by proxy or in the case of a Shareholder being a corporation, by its duly authorised representative, shall have one vote for every fully paid Share of which he/she/it is the holder. A Shareholder entitled to more than one vote needs not use all his/her/its votes or cast all the votes he/she/it uses in the same way.

---

## LETTER FROM THE BOARD

---

### RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

### RECOMMENDATION

The Directors consider that the proposed resolutions for the granting of the General Mandate to issue Shares, the Buyback Mandate to buyback Shares and the Extension Mandate, the re-election of the retiring Directors and the declaration of final dividend are in the interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

Yours faithfully  
By order of the Board  
**Datang Group Holdings Limited**  
**Wu Di**  
*Chairman*

12 April, 2021

*The following are the particulars of the retiring Directors (as required by the Listing Rules) proposed to be re-elected at the Annual General Meeting.*

As at the Latest Practicable Date, each of the following Directors, save as disclosed herein, did not have any interest in Shares within the meaning of Part XV of the SFO.

Save as disclosed herein, none of the following Director holds any position with the Company or any other member of the Group, nor has any directorships in other listed public companies in the last three years. In addition, none of the following Director has any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders (as defined in the Listing Rules) of the Company.

Save as disclosed herein, there is no other matter in relation to the following Directors that needs to be brought to the attention of the Shareholders and there is no other information relating to the following Directors which is required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

**Mr. Wu Di (吳迪)**, aged 55, was appointed as our Director on 14 December 2018 and was appointed as the chairman of our Board and redesignated as our executive Director on 11 November 2019. Mr. Wu joined our Group in January 2011 as the president of Xiamen Datang Real Estate Group Co., Ltd. (“**Xiamen Datang**”) and has since then been responsible for the overall strategic development and major business decisions of our Group. Mr. Wu currently holds directorships in various subsidiaries of our Group, including Xiamen Datang, Zhangzhou Datang Real Estate Co., Ltd. and Zhangzhou Xindi Real Estate Co., Ltd..

Mr. Wu has over 20 years of experience in real estate industry. Mr. Wu joined Fuxin Group Co., Ltd. (“**Fuxin Group**”) as a president in January 2003, and since January 2016, has been the chairman of the board of directors of Fuxin Group and he is primarily responsible for overall strategic planning. Since October 1993, Mr. Wu has been working at Xiamen Fuxin Real Estate Co., Ltd. (“**Xiamen Fuxin**”). Since June 2012, he has been a non-executive director of China Minsheng Banking Corp., Ltd. (中國民生銀行股份有限公司), the A shares and H shares of which are listed on the Shanghai Stock Exchange (stock code: 600016) and the Main Board of the Stock Exchange (stock code: 01988), respectively. Since January 2011, he has been a director of Hangzhou United Rural Commercial Bank Co., Ltd (杭州聯合農村商業銀行股份有限公司).

Mr. Wu is a council member of Jimei University (集美大學) in the PRC. He is currently a representative of the thirteenth session of the Fujian Provincial People’s Congress (福建省第十三屆人民代表大會), and has been a member of the Committee of the Chinese People’s Political Consultative Conference (中國人民政治協商會議) of Xiamen since 2007. Mr. Wu was appointed as the honorary chairman of the second Non-state-owned Enterprise Chamber of Commerce in Fujian (福建省民營企業商會) in December 2017, the vice chairman of Fujian Province Association of Industry and Commerce (福建省工商聯) in August 2017 and a standing chairman of China International Chamber of Commerce for the Private Sector (中國民營經濟國際合作商會) in May 2012.

Mr. Wu obtained a bachelor's degree in fishery machinery from the Xiamen Institute of Aquatic Products (廈門水產學院) (now known as Fisheries College of Jimei University (集美大學水產學院)) in the PRC in July 1986, and completed an advanced course in global economics from Xiamen University (廈門大學) in the PRC in May 1998. He obtained a doctorate's degree in economics from Renmin University of China (中國人民大學) in the PRC in January 2014 and has been serving as a guest professor of Renmin University of China since then. Mr. Wu obtained a senior economist certificate from Fujian Provincial Personnel Department (福建省人事廳) in December 2005.

Mr. Wu received multiple awards in recognition of his outstanding achievements. Mr. Wu obtained an outstanding contribution award of Fujian Merchants Construction of Haixi area (閩商建設海西突出貢獻獎) by Fujian Provincial People's Government in June 2013. He obtained an outstanding contribution award of non-public economic individual donation and public welfare (非公有制經濟人士捐贈公益事業) in Fujian Province by Fujian Provincial People's Government in June 2013.

Mr. Wu Di had entered into a service contract with the Company for a term of 3 years commencing from the Listing Date and is subject to retirement by rotation and re-election in accordance with the Articles of Association. The remuneration of Mr. Wu was RMB1.22 million per annum, which has been determined by the remuneration committee of the Company and the Board with reference to his performance, duties and responsibilities with the Company and the prevailing market condition.

As at the Latest Practicable Date, Mr. Wu was deemed to be interested in 212,121,000 Shares within the meaning of Part XV of the SFO.

**Mr. Hao Shengchun (郝勝春)**, aged 46, was appointed as our executive Director on 11 November 2019 and is responsible for assisting in the overall strategic development, operational planning and daily operation of our Group. Mr. Hao joined our Group in January 2011 as an assistant to the president of Xiamen Datang, and was promoted to vice president and executive vice president in January 2013 and July 2014, respectively. Mr. Hao was appointed as the president of our Group in January 2015.

Mr. Hao has over 20 years of experience in real estate industry. From March 2003 to January 2011, Mr. Hao worked at Xiamen Xindi Group Co., Ltd., where he last served as a vice president and was primarily responsible for the cost management, engineering technology and marketing operations. From August 2000 to March 2003, Mr. Hao worked at South Asia Real Estate Holding Co., Ltd. (南益地產集團有限公司), a property developer, as a civil engineer where he was primarily responsible for the on-site management of its property development projects. From July 1996 to August 2000, Mr. Hao worked at the China Construction Fifth Engineering Bureau the Second Construction and Installation (Hunan) Co., Ltd. (中建五局第二建築安裝(湖南)公司), where he last served as deputy project manager and was primarily responsible for its project management, cost management and on-site construction management.

Mr. Hao obtained a diploma in industrial and civil construction from Yueyang University (岳陽大學) (now known as Hunan University of Technology (湖南理工大學)) in the PRC in July 1996. Mr. Hao obtained a bachelor's degree in construction engineering from Central South University (中南大學) in the PRC in December 2002. Mr. Hao became a certified construction cost engineer in January 2003, and a certified Class 1 constructor (一級建造師) in February 2008. Mr. Hao also obtained qualification as a construction economist by the Personnel Department (人事部) of the PRC in December 2002.

Mr. Hao had entered into a service contract with the Company for a term of 3 years commencing from the Listing Date and is subject to retirement by rotation and re-election in accordance with the Articles of Association. The remuneration of Mr. Hao was RMB1.45 million per annum, which has been determined by the remuneration committee of the Company and the Board with reference to his performance, duties and responsibilities with the Company and the prevailing market condition.

As at the Latest Practicable Date, Mr. Hao was deemed to be interested in 2,000,000 Shares within the meaning of Part XV of the SFO.

**Mr. Tang Guozhong (唐國鐘)**, aged 46, was appointed as our executive Director on 11 November 2019, and is primarily responsible for securities management, risk management and public relations management of our Group. Mr. Tang joined our Group in January 2011, served as a vice president of Xiamen Datang.

Mr. Tang has over 20 years of experience in the real estate industry. From July 1999 to December 2000, Mr. Tang served as a deputy manager of the finance department of Xiamen Fuxin, and was responsible for its financial management. From January 2001 to January 2011, Mr. Tang worked at Fuxin Group, where he last served as a financial controller and was primarily responsible for its financial management.

Since December 2016, Mr. Tang has been a vice president of the general chamber of commerce of Xiamen Association of Industry and Commerce (廈門市工商聯(總商會)) and a vice president of Xiamen Chamber of Commerce in Shanghai (上海市廈門商會). Mr. Tang was a standing committee member of Xiamen Foreign Investment Enterprise Association (廈門市外商投資企業協會) from June 2013 to May 2019, and has been a vice president of the association since June 2019.

Mr. Tang obtained a bachelor's degree in auditing in July 1996, a master's degree in accounting in July 1999 and a doctorate's degree in accounting in July 2005, all from Xiamen University (廈門大學) in the PRC. Mr. Tang became a member of the Chinese Institute of Certified Public Accountant in December 1998 and a registered tax advisor in the PRC in June 2001. He also obtained a senior accountant certificate from Fujian Provincial Personnel Department (福建省人事廳) in May 2005.

Mr. Tang had entered into a service contract with the Company for a term of 3 years commencing from the Listing Date and is subject to retirement by rotation and re-election in accordance with the Articles of Association. The remuneration of Mr. Tang was RMB1.39 million per annum, which has been determined by the remuneration committee of the Company and the Board with reference to his performance, duties and responsibilities with the Company and the prevailing market condition.

As at the Latest Practicable Date, Mr. Tang was deemed to be interested in 1,000,000 Shares within the meaning of Part XV of the SFO.

**Ms. Zhang Jianhua (張建華)**, aged 68, was appointed as our executive Director on 11 November 2019 and is responsible for human resources management of our Group. Ms. Zhang joined our Group in January 2011, served as a vice president of Xiamen Datang and she became a director of Xiamen Datang in January 2016.

Ms. Zhang has over 25 years of experience in real estate industry. Ms. Zhang served as a vice president of Fuxin Group from May 1995 to October 2019 and was primarily responsible for its human resources management. From December 1993 to January 2011, Ms. Zhang served as a deputy general manager and director of Xiamen Fuxin.

From December 2007 to November 2016, Ms. Zhang served as a vice president of Chamber of Commerce of Siming District, Xiamen (廈門市思明區商會), and has been an honorary president since November 2016. Ms. Zhang has been a council member of the Alumni Association of Jimei University (集美大學) in the PRC since July 2007.

Ms. Zhang obtained a diploma for special training program for government and party cadres (黨政幹部專修科) from the Open University of Fujian (福建省廣播電視大學) in the PRC in July 1986. Ms. Zhang obtained a senior economist certificate from Fujian Provincial Personnel Department (福建省人事廳) in December 2005.

Ms. Zhang had entered into a service contract with the Company for a term of 3 years commencing from the Listing Date and is subject to retirement by rotation and re-election in accordance with the Articles of Association. The remuneration of Ms. Zhang was RMB830,000 per annum, which has been determined by the remuneration committee of the Company and the Board with reference to her performance, duties and responsibilities with the Company and the prevailing market condition..

As at the Latest Practicable Date, Ms. Zhang was deemed to be interested in 1,000,000 Shares within the meaning of Part XV of the SFO.

**Mr. Qu Wenzhou (屈文洲)**, aged 48, was appointed as the independent non-executive Director on 20 November 2020 and is responsible for providing independent advice on the operations and management of the Group. Mr. Qu is currently the dean of the Jinyuan Institute for Financial Studies (金圓研究院), professor of the School of Management, and the head of Business Administration Education Center of Xiamen University (廈門大學) in the PRC.

Mr. Qu started to work at Xiamen University in the PRC as an associate professor in 2005 and became a professor in 2007.

**APPENDIX I****DETAILS OF RETIRING DIRECTORS PROPOSED  
FOR RE-ELECTION**

Mr. Qu is currently serving or had served as an independent non-executive director or independent director over the past three years in the following listed companies:

<b>Period of services</b>	<b>Name of company</b>	<b>Principal business</b>	<b>Place of listing and stock code</b>	<b>Position(s)</b>
Since August 2019	Fuyao Glass Industry Group Co., Ltd. (福耀玻璃工業集團股份有限公司)	Manufacturing float glass, automobile glass and construction glass	Stock Exchange (stock code: 3606)	Independent non-executive director
Since September 2018	China Merchants Shekou Industrial Zone Holdings Co., Ltd. (招商局蛇口工業區控股股份有限公司)	Development and operation of industrial parks, communities and cruise business	Shenzhen Stock Exchange (stock code: 001979)	Independent director
Since March 2015	Guangdong Baolihua New Energy Stock Co., Ltd. (廣東寶麗華新能源股份有限公司)	New energy power generation	Shenzhen Stock Exchange (stock code: 000690)	Independent director
Since January 2016	Ronshine China Holdings Limited (融信中國控股有限公司)	Property development	Stock Exchange (stock code: 3301)	Independent non-executive director
From December 2013 to July 2019	Geo-Jade Petroleum Corporation (洲際油氣股份有限公司)	Exploration and development of oil and gas	Shanghai Stock Exchange (stock code: 600759)	Independent director

**APPENDIX I****DETAILS OF RETIRING DIRECTORS PROPOSED  
FOR RE-ELECTION**

<b>Period of services</b>	<b>Name of company</b>	<b>Principal business</b>	<b>Place of listing and stock code</b>	<b>Position(s)</b>
From July 2016 to July 2019	Fujian Septwolves Industry Co., Ltd (福建七匹狼實業股份有限公司)	Fashion design and manufacturing	Shenzhen Stock Exchange (stock code: 002029)	Independent director
From September 2011 to December 2017	Fujian Cosunter Pharmaceutical Co., Ltd. (福建廣生堂藥業股份有限公司)	Manufacturing of crude drug	Shenzhen Stock Exchange (stock code: 300436)	Independent director
From August 2010 to September 2018	Mingfa Group (International) Company Limited (明發集團(國際)有限公司)	Property development	Stock Exchange (stock code: 846)	Independent non-executive director

Mr. Qu has been a member of the Chinese Institute of Certified Public Accountants since November 2003 and a chartered financial analyst authorized by the Chartered Financial Analyst Institute since November 2004.

Mr. Qu obtained a bachelor's degree in applied mathematics, a master's degree in finance, a master's degree in business administration and a doctorate's degree in finance, all from Xiamen University (廈門大學) in the PRC in July 1995, July 1999, July 2001 and July 2003, respectively.

Mr. Qu had entered into a letter of appointment with the Company for a term of 3 years commencing from 20 November 2020 and is subject to retirement by rotation and re-election in accordance with the Articles of Association. The remuneration of Mr. Qu was HKD200,000 per annum, which has been determined by the remuneration committee of the Company and the Board with reference to his performance, duties and responsibilities with the Company and the prevailing market condition.

**Ms. Xin Zhu (辛珠)**, aged 52, was appointed as the independent non-executive Director on 20 November 2020. Ms. Xin is primarily responsible for providing independent advice on the operations and management of the Group.

Ms. Xin has over 15 years of experience in the accounting industry as well as executive management in public companies. From February 2001 to February 2006, Ms. Xin worked at Guangdong Holdings Limited (廣東粵海控股集團有限公司), a company engaged in infrastructure development, manufacturing and real estate, where she last served as a deputy general manager of finance department of the group and financial controller of its subsidiary, Shenzhen Kingway Brewery Holdings Limited (深圳金威啤酒集團有限公司), where she was responsible for the financial management of the group and ERP Informationization Construction. From February 2006 to June 2008, she worked in Hopson Development Holdings Limited (合生創展集團有限公司) (a company listed on the Main Board of the Stock Exchange, stock code: 754), a property developer, where she last served as a vice president, and was primarily responsible for financial management, financing and fund management. From July 2008 to June 2014, she worked in China Aoyuan Group Limited (中國奧園集團股份有限公司) (previously known as China Aoyuan Property Group Limited (中國奧園地產集團股份有限公司)), a company listed on the Main Board of the Stock Exchange, stock code: 3883), a property developer, with her last concurrent positions held as an executive director and executive vice president, and was primarily responsible for financial management, fund management and internal auditing. She was also involved in review, discussion and decisions making of land acquisition when she worked at China Aoyuan Group Limited. From July 2014 to March 2015, she served as the chief financial officer of Logan Property Holdings Company Limited (龍光地產控股有限公司) (a company listed on the Main Board of the Stock Exchange, stock code: 3380) where she was primarily responsible for financing.

Since June 2018, Ms. Xin has been an independent non-executive director of CanSino Biologics Inc. (康希諾生物股份公司) (a company listed on the Main Board of the Stock Exchange, stock code: 6185), a company engaging in the development, manufacturing and sales of vaccines. Since April 2020, she has been an independent non-executive director of Central China New Life Limited (建業新生活有限公司) (a company listed on the Main Board of the Stock Exchange, stock code: 9983), a property management service provider.

Ms. Xin obtained a bachelor's degree in accounting from Renmin University of China (中國人民大學) in the PRC in July 1990 and a master's degree in business administration from Auckland Institute of Studies in New Zealand in December 1999. Ms. Xin became a member of the Chinese Institute of Certified Public Accountant of the PRC in February 1996 and a member of the CPA Australia in January 2010.

Ms. Xin had entered into a letter of appointment with the Company for a term of 3 years commencing from 20 November 2020 and is subject to retirement by rotation and re-election in accordance with the Articles of Association. The remuneration of Ms. Xin was HKD200,000 per annum, which has been determined by the remuneration committee of the Company and the Board with reference to her performance, duties and responsibilities with the Company and the prevailing market condition.

**Mr. Tam Chi Choi (譚志才)**, aged 56, was appointed as the independent non-executive Director on 20 November 2020 and is responsible for providing independent advice on the operations and management of the Group.

Mr. Tam has around 33 years of accounting and finance experience. He began his career at KPMG Peat Marwick from August 1987 to April 1991 and his last position was audit supervisor. He worked as an accounting manager of Kosonic Industries Company Limited from May 1991 to July 1992 and as a deputy

accounting manager of Applied Electronics (OEM) Limited from December 1992 to July 1994. From August 1994 to November 2015, he worked at the listing division of the Stock Exchange and his last position was vice president of the IPO transactions, listing and regulatory affairs division. From November 2015 to October 2017, he served as a director of the quality and risk control division of CCB International Capital Limited. He was the responsible officer of Proton Capital Limited from February 2018 to September 2018. He has served as a corporate finance director of Eric Chow & Co. in association with Commerce and Finance Law Offices since September 2018. Since August 2019, Mr. Tam has been an independent non-executive director of Sinic Holdings (Group) Company Limited (新力控股(集團)有限公司) (a company listed on the Main Board of the Stock Exchange, stock code: 2103), a property developer. Since March 2021, Mr. Tam has been an independent non-executive director of Helenbergh China Holdings Limited (海倫堡中國有限公司), a property developer.

Mr. Tam obtained an honors diploma in accounting from Hong Kong Baptist College in July 1987 and a master's degree in business administration from the University of Canberra in Australia in December 2002. He became a fellow of the Chartered Association of Certified Accountants and the Hong Kong Institute of Certified Public Accountants in October 1995 and October 2000, respectively. Mr. Tam was a committee member of the ACCA Hong Kong Committee from 2003 to 2008.

Mr. Tam entered into a letter of appointment with the Company for a term of 3 years commencing from 20 November 2020 and is subject to retirement by rotation and re-election in accordance with the Articles of Association. The remuneration of Mr. Tam was HKD200,000 per annum, which has been determined by the remuneration committee of the Company and the Board with reference to his performance, duties and responsibilities with the Company and the prevailing market condition.

*The following is an explanatory statement required to be sent to the Shareholders under the Listing Rules in connection with the proposed Buyback Mandate.*

**SHARE CAPITAL**

As at the Latest Practicable Date, the total number of Shares in issue was 1,363,544,000 Shares. Subject to the passing of the resolution granting the Buyback Mandate and on the basis that no further Shares are issued or bought back after the Latest Practicable Date and up to the date of the Annual General Meeting, the Company will be allowed to buyback a maximum of 136,354,400 Shares which represent 10% of the total number of issued Shares during the period ending on the earliest of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association to be held; or (iii) the date on which the Buyback Mandate is varied or revoked by an ordinary resolution of the Shareholders in general meeting.

**REASONS AND FUNDING OF BUYBACK**

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

Buybacks of Shares will be financed out of funds legally available for the purpose and in accordance with the Articles of Association, the applicable laws of the Cayman Islands and the Listing Rules. Any buyback of Shares will be made out of the profits of the Company, the share premium amount of the Company or the proceeds of a fresh issue of Shares made for the purpose of the buyback or, subject to the Companies Law, out of capital and, in the case of any premium payable on the purchase over the par value of the Shares to be bought back must be provided for, out of either or both of the profits of the Company or from sums standing to the credit of the share premium account of the Company or, subject to the Companies Law, out of capital.

The Directors would only exercise the power to buyback in circumstances where they consider that the buyback would be in the best interests of the Company. The Directors consider that if the Buyback Mandate was to be exercised in full at the current prevailing market value, it may not have a material adverse impact on the working capital and/or the gearing position of the Company, as compared with the positions disclosed in the audited consolidated financial statements of the Company as at 31 December 2020, being the date to which the latest published audited consolidated financial statements of the Company were made up. The Directors do not propose to exercise the Buyback 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.

## GENERAL

To the best of their knowledge, having made all reasonable enquiries, none of the Directors nor any of their close associates, as defined in the Listing Rules, currently intend to sell any Shares to the Company or its subsidiaries, in the event that the Buyback Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Buyback Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and the Articles of Association.

No core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company, or has undertaken not to do so, if the Buyback Mandate is exercised.

## TAKEOVER CODES

If as a result of a buyback of Shares by the Company pursuant to the Buyback Mandate, 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 Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, the details of the interests of the controlling shareholders of the Company were as follows:

Name of Shareholder	Nature of Interest	Number of Shares held as at the Latest Practicable Date	Approximate percentage (%) of issued Shares as at Latest Practicable Date	Approximate percentage (%) of issued Shares if the Buyback Mandate is fully exercised
Good First Holding Limited <sup>1, 2</sup> ("Good First BVI")	Interest in controlled corporation	777,879,000 Long position	57.05%	63.39%
Ms. Wong Hei <sup>1, 2</sup> ("Ms. Wong")	Interest in controlled corporation	777,879,000 Long position	57.05%	63.39%
Dynasty International Co., Ltd ("Dynasty Cook")	Beneficial owner	727,273,000 Long position	53.34%	59.26%
Dynasty International Holding Co., Ltd. <sup>1</sup> ("Dynasty Cayman")	Interest in controlled corporation	727,273,000 Long position	53.34%	59.26%
Good First International Holding Limited <sup>1</sup> ("Good First HK")	Interest in controlled corporation	727,273,000 Long position	53.34%	59.26%

*Notes:*

- (1) Dynasty Cook is owned (i) as to 41.67% by Dynasty Cayman and (ii) 58.33% by Good First HK. Good First HK is wholly owned by Good First BVI, a company wholly-owned by Ms. Wong. By virtue of the SFO, each of Dynasty Cook, Dynasty Cayman, Good First HK, Good First BVI and Ms. Wong is deemed to be interested in the same number of Shares in which Dynasty Cook is interested in.
- (2) Fujia Group Holdings Limited is wholly-owned by Good First BVI, which is in turn wholly owned by Ms. Wong. By virtue of the SFO, each of Good First BVI and Ms. Wong is deemed to be interested in the same number of Shares in which Fujia Group Holdings Limited is interested in.

In the event that the Directors should exercise in full the Buyback Mandate, the shareholding of the abovementioned parties in the Company will be increased as set out above. To the best knowledge and belief of the Directors, such increase would not give rise to any obligation to make a mandatory offer under the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeover Codes as a result of any buyback of Shares pursuant to the Buyback Mandate.

The Listing Rules prohibit a company from making buyback on the Stock Exchange if the result of the buyback would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the issued share capital would be in public hands. The Directors do not propose to buyback Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

**SHARE BUYBACK MADE BY THE COMPANY**

No buyback of Shares (whether on the Stock Exchange or otherwise) have been made by the Company during the period from the Listing Date up to and including the Latest Practicable Date.

**SHARE PRICES**

The highest and lowest traded prices for Shares recorded on the Stock Exchange from the Listing Date to the Latest Practicable Date were as follows:

<b>Month</b>	<b>Highest traded prices</b>	<b>Lowest traded prices</b>
	HK\$	HK\$
<b>2020</b>		
December	4.60	3.61
<b>2021</b>		
January	4.57	4.19
February	4.76	4.13
March	4.65	4.30
April ( <i>up to the Latest Practicable Date</i> )	4.54	4.37

---

## NOTICE OF ANNUAL GENERAL MEETING

---



Datang Group Holdings Limited

大唐集團控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2117)**

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting of Datang Group Holdings Limited (the “**Company**”) will be held at Regus Conference Centre, 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Thursday, 13 May 2021 at 3:00 p.m. for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolutions of the Company:

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditor for the year ended 31 December 2020.
2. To declare a final dividend of RMB11 cents per share for the year ended 31 December 2020.
3. (a) To re-elect the following retiring directors of the Company:
  - (i) Mr. Wu Di as an executive director;
  - (ii) Mr. Hao Shengchun as an executive director;
  - (iii) Mr. Tang Guozhong as an executive director;
  - (iv) Ms. Zhang Jianhua as an executive director;
  - (v) Mr. Qu Wenzhou as an independent non-executive director;
  - (vi) Ms. Xin Zhu as an independent non-executive director;
  - (vii) Mr. Tam Chi Choi as an independent non-executive director.
- (b) To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.
4. To re-appoint PricewaterhouseCoopers as auditor of the Company and to authorise the board of directors of the Company to fix its remuneration.
5. To consider and, if thought fit, to pass (with or without amendments) the following resolutions as ordinary resolutions:

---

## NOTICE OF ANNUAL GENERAL MEETING

---

(A) **“That:**

- (i) subject to paragraph (iii) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional shares of the Company or securities convertible into shares, or options, warrants or similar rights to subscribe for shares or such convertible securities of the Company and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into shares of the Company) which may require the exercise of such powers be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) above shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period;
- (iii) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the directors of the Company during the Relevant Period (as hereinafter defined) pursuant to paragraph (i) above, otherwise than pursuant to (1) a Rights Issue (as hereinafter defined) or (2) the grant or exercise of any option under the option scheme of the Company or any other option, scheme or similar arrangements for the time being adopted for the grant or issue to the directors, officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (3) any scrip dividend or similar arrangements 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 in force from time to time; or (4) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into shares of the Company, shall not exceed the aggregate of 20% of the total number of issued shares of the Company as at the date of passing this resolution and the said approval shall be limited accordingly;
- (iv) for the purpose of this resolution:
  - (a) “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
    - (1) the conclusion of the next annual general meeting of the Company;

---

## NOTICE OF ANNUAL GENERAL MEETING

---

- (2) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the articles of association of the Company to be held; or
  - (3) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and
- (b) “Rights Issue” means an offer of shares of the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the directors of the Company to holders of shares of the Company whose names appear on the register of members on a fixed record date in proportion to their holdings of shares (subject to such exclusion 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, or the requirements of, or the expense or delay which may be involved in determining the exercise or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognised regulatory body or any stock exchange applicable to the Company).”
- (B) **“That:**
- (i) subject to paragraph (ii) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to buyback shares (the **“Buyback Mandate”**) of the Company on The Stock Exchange of Hong Kong Limited or on any other stock exchange on which the shares of the Company may be listed and recognised for this purpose by the Securities and Futures Commission and The Stock Exchange of Hong Kong Limited under the Code on Share Buy-backs and, subject to and in accordance with all applicable laws and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the **“Listing Rules”**), be and is hereby generally and unconditionally approved;
  - (ii) the aggregate number of shares of the Company, which may be bought back pursuant to the approval in paragraph (i) 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 the said approval shall be limited accordingly;
  - (iii) subject to the passing of each of the paragraphs (i) and (ii) of this resolution, any prior approvals of the kind referred to in paragraphs (i) and (ii) of this resolution which had been granted to the directors of the Company and which are still in effect be and are hereby revoked; and
  - (iv) for the purpose of this resolution:

---

## NOTICE OF ANNUAL GENERAL MEETING

---

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
  - (b) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the articles of association of the Company to be held; or
  - (c) the date on which the Buyback Mandate is varied or revoked by an ordinary resolution of the Shareholders in general meeting.”
- (C) “**That** conditional upon the resolutions numbered 5(A) and 5(B) set out in the notice convening this meeting being passed, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and otherwise deal with additional shares of the Company and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to the ordinary resolution numbered 5(A) set out in the notice convening this meeting be and is hereby extended by the addition thereto of such number of shares of the Company bought back by the Company under the authority granted pursuant to ordinary resolution numbered 5(B) set out in the notice convening this meeting, provided that such amount of shares of the Company shall not exceed 10% of the total number of issued shares of the Company at the date of passing of the said resolutions.”

By order of the board of the directors  
**Datang Group Holdings Limited**  
**WU Di**  
*Chairman*

Hong Kong, 12 April 2021

*Registered office:*

Windward 3  
Regatta Office Park  
PO Box 1350  
Grand Cayman KY1-1108  
Cayman Islands

*Principal place of business in*

*Hong Kong:*  
40th Floor, Dah Sing Financial Centre  
248 Queen’s Road East  
Wanchai  
Hong Kong

*Notes:*

- (i) A shareholder entitled to attend and vote at the above meeting is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it; a proxy need not be a shareholder of the Company.
- (ii) In the case of joint holders, 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 shall be determined as that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.

---

## NOTICE OF ANNUAL GENERAL MEETING

---

- (iii) In order to be valid, a form of proxy must be deposited at the Company's Hong Kong share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) not less than 48 hours before the time appointed for the holding of the above meeting (i.e. before 3:00 p.m. on Tuesday, 11 May 2021) or any adjournment thereof. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.
- (iv) For the purpose of determining the shareholders' eligibility to attend and vote at the above meeting to be held on Thursday, 13 May 2021, the register of members of the Company will be closed from Monday, 10 May 2021 to Thursday, 13 May 2021 (both days inclusive), during which period no transfers of shares will be registered. In order to qualify for attending and voting at the above meeting, all transfer of shares documents accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Friday, 7 May 2021.
- (v) For the purpose of determining the shareholders' eligibility to entitle to the final dividend, the register of members of the Company will be closed from Monday, 24 May 2021 to Thursday, 27 May 2021 (both days inclusive), during which period no transfers of shares will be registered. In order to qualify for attending and voting at the above meeting, all transfer of shares documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Friday, 21 May 2021.
- (vi) In respect of ordinary resolution numbered 3(a) above, Mr. Wu Di, Mr. Hao Shengchun, Mr. Tang Guozhong, Ms. Zhang Jianhua, Mr. Qu Wenzhou, Ms. Xin Zhu and Mr. Tam Chi Choi shall retire and, being eligible, offered themselves for re-election as directors of the Company. Details of the above retiring directors are set out in Appendix I to the circular of the Company dated 12 April 2021.
- (vii) In respect of ordinary resolution numbered 5(B) above, the directors of the Company wish to state that they will exercise the powers conferred by the general mandate to buyback shares of the Company in circumstances where they consider that the buyback would be in the best interest of the Company and its shareholders as a whole. An explanatory statement containing the information necessary to enable shareholders of the Company to make an informed decision on whether to vote for or against the resolution to approve the general mandate to buyback shares of the Company, as required by the Listing Rules, is set out in Appendix II to the circular of the Company dated 12 April 2021.