
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, a 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, together with the enclosed 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 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 howsoever 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)

**PROPOSED RE-ELECTION OF DIRECTORS
AND
PROPOSED GRANTING OF GENERAL MANDATES TO
REPURCHASE SHARES AND TO ISSUE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

The notice convening the Annual General Meeting of Datang Group Holdings Limited to be held at Unit 1603-04, 16/F Causeway Bay Plaza I, 489 Hennessy Road, Causeway Bay, Hong Kong on Monday, 13 June 2022 at 3:00 p.m. is set out in this circular.

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy for use at the Annual General Meeting in accordance with the instructions printed thereon and return it to 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 as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 3:00 p.m. on Saturday, 11 June 2022 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude shareholders from attending and voting at the Annual General Meeting if they so wish.

This circular together with the form of proxy are also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.dyna888.com>).

29 April 2022

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	3
1. Introduction	3
2. Proposed Re-election of Directors	4
3. Proposed Granting of General Mandate to Repurchase Shares	4
4. Proposed Granting of General Mandate to Issue Shares	4
5. Annual General Meeting and Proxy Arrangement	5
6. Recommendation	5
7. Responsibility Statement	6
Appendix I - Details of the Directors Proposed to be Re-elected at the Annual General Meeting	7
Appendix II - Explanatory Statement on the Share Repurchase Mandate	15
Notice of Annual General Meeting	19

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 Unit 1603-04, 16/F Causeway Bay Plaza I, 489 Hennessy Road, Causeway Bay, Hong Kong on Monday, 13 June 2022 at 3:00 p.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 19 to 22 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company currently in force
“Board”	the board of Directors
“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
“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
“Issuance Mandate”	a general mandate proposed to be granted to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting
“Latest Practicable Date”	22 April 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information 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 as amended from time to time
“Nomination Committee”	the nomination committee of the Company
“RMB”	Renminbi, the lawful currency of the People's Republic of China

DEFINITIONS

“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 issued capital of the Company or if there has been a subsequent subdivision, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company
“Share Repurchase Mandate”	a general mandate proposed to be granted to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 4 of the notice of the Annual General Meeting
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers approved by the Securities and Futures Commission as amended from time to time
“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
Ms. Chan Tan Yee

Registered Office:

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

Non-executive Director:

Ms. Chen Xiaoyun

Principal Place of Business in

Hong Kong:

Level 54
Hopewell Centre
183 Queen's Road East
Hong Kong

Independent Non-executive Directors:

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

29 April 2022

To the Shareholders

Dear Sir/Madam,

**PROPOSED RE-ELECTION OF DIRECTORS
AND
PROPOSED GRANTING OF GENERAL MANDATES TO
REPURCHASE SHARES AND TO ISSUE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting to be held on 13 June 2022.

LETTER FROM THE BOARD

2. PROPOSED RE-ELECTION OF DIRECTORS

Ms. Chan Tan Yee and Ms. Chen Xiaoyun who have both been appointed by the Board on 9 July 2021 shall hold office until the Annual General Meeting pursuant to Article 112 of the Company's Articles of Association. In addition, in accordance with Article 108(a) of the Articles of Association, Mr. Hao Shengchun, Mr. Tang Guozhong and Ms. Xin Zhu shall retire at the Annual General Meeting.

All of the above Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

The Nomination Committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company's Board Diversity Policy and Director Nomination Policy and the Company's corporate strategy, and the independence of all independent non-executive Directors. The Nomination Committee has recommended to the Board on re-election of all the retiring Directors including the aforesaid independent non-executive Director. The Company considers that the retiring independent non-executive Director is independent in accordance with the independence guidelines set out in the Listing Rules and will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity.

Details of the Directors proposed for re-election at the Annual General Meeting are set out in Appendix I to this circular.

3. PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES

At the annual general meeting of the Company held on 13 May 2021, a general mandate was granted to the Directors to repurchase Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Share Repurchase Mandate to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 4 of the notice of the Annual General Meeting (i.e. a total of 136,354,400 Shares on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting).

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Repurchase Mandate is set out in Appendix II to this circular.

4. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES

At the annual general meeting of the Company held on 13 May 2021, a general mandate was granted to the Directors to issue Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Issuance Mandate to the

LETTER FROM THE BOARD

Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting (i.e. a total of 272,708,800 Shares on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting). An ordinary resolution to extend the Issuance Mandate by adding the number of Shares repurchased by the Company pursuant to the Share Repurchase Mandate will also be proposed at the Annual General Meeting.

5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 19 to 22 of this circular.

Pursuant to the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.dyna888.com>). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at 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 as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 3:00 p.m. on Saturday, 11 June 2022 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

6. RECOMMENDATION

The Directors consider that the proposed re-election of retiring Directors and granting of the Share Repurchase Mandate and the Issuance Mandate are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

LETTER FROM THE BOARD

7. 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.

Yours faithfully,
For and on behalf of the Board
Datang Group Holdings Limited
Wu Di
Chairman

The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.

(1) MS. CHAN TAN YEE

Position and Experience

Ms. Chan, aged 34, was appointed as a non-executive Director on 9 July 2021, and re-designated as an executive Director on 26 October 2021.

Ms. Chan has over 10 years of experience in the finance and private equity industry. She served as a manager of the Royal Bank of Scotland in London, United Kingdom from 2010 to 2012 and as an investment associate of New Horizon Capital, a private equity fund from 2014 to 2016. She has been serving as the director of Good First Group, a company principally engaged in finance business since 2013. She is also the founder of Newgen Capital, an investment fund founded in 2019.

Ms. Chan received a bachelor's degree in Management Sciences from the London School of Economics and Political Science in the United Kingdom in 2009 and a master degree in Banking and International Finance from the Cass Business School London in the United Kingdom in 2010.

Ms. Chan does not, at present, nor did she in the past three years, hold any directorships in any other public companies the securities of which are listed in Hong Kong or overseas.

Length of service

Ms. Chan had entered into a service contract with the Company for a term of 3 years commencing from 26 October 2021 and is subject to retirement by rotation and re-election in accordance with the Articles of Association.

Relationships

Ms. Chan is the daughter of Ms. Wong Hei, the controlling Shareholder of the Company. Saved as disclosed herein, Ms. Chan does not have any other relationships with any Directors or senior management or substantial Shareholders or controlling Shareholders.

Interests in Shares

As at the Latest Practicable Date, Ms. Chan did not have any interests in the Shares or underlying Shares of the Company within the meaning of Part XV of the SFO.

Director's emoluments

Ms. Chan received a Director's emolument amounting to HK\$500,000 as annual salary for the year ended 31 December 2021 for her services as executive Director. The emolument of Ms. Chan 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.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

There is no information which is discloseable nor is/was Ms. Chan involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Ms. Chan that need to be brought to the attention of the Shareholders.

(2) MS. CHEN XIAOYUN**Position and Experience**

Ms. Chen, aged 41, was appointed as a non-executive Director on 9 July 2021.

Ms. Chen has over 17 years of experience in the banking and finance industry. She successively served in various positions in the Xiamen branch of Bank of China Limited ("BOC Xiamen") from July 2003 to June 2015. She served as the head of the commercial services division of BOC Xiamen from June 2014 to June 2015. After 12 years of working experience in BOC Xiamen, Ms. Chen joined Xiamen ITG Financial Holding Co., Ltd.* (廈門國貿金融控股有限公司) in July 2015 and served as the general manager of Xiamen ITG Hengxin Supply Chain Service Co., Ltd.* (廈門國貿恒信供應鏈服務有限公司) from August 2015 to June 2019. Ms. Chen served as the deputy general manager of Xiamen ITG Investment Co., Ltd.* (廈門國貿投資有限公司) from June 2019 to June 2020 and since June 2020, she has been serving as the deputy general manager of the investment and development division of Xiamen ITG Holding Group Co., Ltd.* (廈門國貿控股集團有限公司).

Ms. Chen received a bachelor's degree in Finance from the School of Economics, Xiamen University in China in July 2003 and a master degree in Business Administration from the School of Business Administration, Fuzhou University in China in July 2010.

Ms. Chen does not, at present, nor did she in the past three years, hold any directorships in any other public companies the securities of which are listed in Hong Kong or overseas.

* For identification purpose only

Length of service

Ms. Chen had entered into a service contract with the Company for a term of 3 years commencing from 7 July 2021 and is subject to retirement by rotation and re-election in accordance with the Articles of Association.

Relationships

Ms. Chen does not have any relationships with any Directors or senior management or substantial Shareholders or controlling Shareholders.

Interests in Shares

As at the Latest Practicable Date, Ms. Chen did not have any interests in the Shares or underlying Shares of the Company within the meaning of Part XV of the SFO.

Director's emoluments

The Board and Ms. Chen had agreed on mutual basis that Ms. Chen will not receive any Director's fee.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

There is no information which is discloseable nor is/was Ms. Chen involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Ms. Chen that need to be brought to the attention of the Shareholders.

(3) MR. HAO SHENGCHUN**Position and Experience**

Mr. Hao, aged 47, was appointed as an 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 does not, at present, nor did he in the past three years, hold any directorships in any other public companies the securities of which are listed in Hong Kong or overseas.

Length of service

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.

Relationships

Mr. Hao does not have any relationships with any Directors or senior management or substantial Shareholders or controlling Shareholders.

Interests in Shares

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.

Director's emoluments

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.

Information that needs to be disclosed and matters that need to be brought to the attention to the Shareholders

There is no information which is discloseable nor is/was Mr. Hao involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Hao that need to be brought to the attention of the Shareholders.

(4) MR. TANG GUOZHONG**Position and Experience**

Mr. Tang, aged 47, was appointed as an 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 does not, at present, nor did he in the past three years, hold any directorships in any other public companies the securities of which are listed in Hong Kong or overseas.

Length of service

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.

Relationships

Mr. Tang does not have any relationships with any Directors or senior management or substantial Shareholders or controlling Shareholders.

Interests in Shares

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.

Director's emoluments

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.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

There is no information which is discloseable nor is/was Mr. Tang involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Tang that need to be brought to the attention of the Shareholders.

(5) MS. XIN ZHU**Position and Experience**

Ms. Xin aged 53, 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.

Saved as disclosed herein, Ms. Xin does not, at present, nor did she in the past three years, hold any directorships in any other public companies the securities of which are listed in Hong Kong or overseas.

Length of service

Ms. Xin had entered into a service contract 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.

Relationships

Ms. Xin does not have any relationships with any Directors or senior management or substantial Shareholders or controlling Shareholders.

Interests in Shares

As at the Latest Practicable Date, Ms. Xin did not have any interests in the Shares or underlying Shares of the Company within the meaning of Part XV of the SFO.

Director's emoluments

The remuneration of Ms. Xin was HK\$200,000 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.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

There is no information which is discloseable nor is/was Ms. Xin involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Ms. Xin that need to be brought to the attention of the Shareholders.

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Share Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,363,544,000 Shares.

Subject to the passing of the ordinary resolution set out in item 4 of the notice of the Annual General Meeting in respect of the granting of the Share Repurchase Mandate and on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting, i.e. being 1,363,544,000 Shares, the Directors would be authorized under the Share Repurchase Mandate to repurchase, during the period in which the Share Repurchase Mandate remains in force, a total of 136,354,400 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting.

2. REASONS FOR SHARE REPURCHASE

The Directors believe that the granting of the Share Repurchase Mandate is in the best interests of the Company and the Shareholders.

Shares repurchase may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

3. FUNDING OF SHARE REPURCHASE

The company may only apply funds legally available for share repurchase in accordance with its Articles of Association, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

4. IMPACT OF SHARE REPURCHASE

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 audited accounts contained in the annual report of the Company for the year ended 31 December 2021) in the event that the Share Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Share Repurchase 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.

5. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during each of the previous 12 months up to and including the Latest Practicable Date were as follows:

Month	Highest HK\$	Lowest HK\$
2021		
April	5.50	4.37
May	6.46	5.08
June	5.35	4.25
July	4.64	3.88
August	4.77	3.82
September	5.34	4.27
October	5.30	3.63
November	5.24	3.07
December	4.34	3.36
2022		
January	5.12	3.99
February	4.89	4.00
March	4.24	3.56
April (<i>up to the Latest Practicable Date</i>)	4.20	3.91

6. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to repurchase Shares pursuant to the Share Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

7. TAKEOVERS CODE

If as a result of a buy-back of Shares pursuant to the Share Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, 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 Shareholder's interest, could obtain or consolidate control of the Company and thereby 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 certain 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 Repurchase Mandate is fully exercised
Good Fountain Holdings Limited ¹ ("Good Fountain")	Beneficial owner	531,604,436 Long position	38.98%	43.31%
Dynasty International Holding Co., Ltd. ¹ ("Dynasty Cayman")	Interest in controlled corporation	531,604,436 Long position	38.98%	43.31%
Good First International Holding Limited ¹ ("Good First HK")	Interest in controlled corporation	531,604,436 Long position	38.98%	43.31%
Good First Holding Limited ^{1,2} ("Good First BVI")	Interest in controlled corporation	582,210,436 Long position	42.69%	47.44%
Wong Hei ^{1,2} ("Ms. Wong")	Interest in controlled corporation	582,210,436 Long position	42.69%	47.44%
MeiDi Investment Holding Limited ³ ("MeiDi")	Beneficial owner	407,789,564 Long position	29.90%	33.22%
Wu Di ³ ("Mr. Wu")	Interest in controlled Corporation	407,789,564 Long position	29.90%	33.22%

Notes:

- (1) Good Fountain is wholly owned by Dynasty Cayman, which is a wholly owned subsidiary of 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 Good Fountain, Dynasty Cayman, Good First HK, Good First BVI and Ms. Wong is deemed to be interested in the same number of Shares in which Good Fountain is interested.
- (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.
- (3) MeiDi is wholly-owned Mr. Wu. By virtue of the SFO, Mr. Wu is deemed to be interested in the Shares held by MeiDi.

In the event that the Directors exercise the proposed Share Repurchase Mandate in full, the shareholding of the above-mentioned parties in the Company would be increased as set out above. The Directors consider that such increase in shareholding would give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors do not propose to exercise the Share Repurchase Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code and/or result in the aggregate number of Shares held by the public shareholders falling below the prescribed minimum percentage required by the Stock Exchange.

8. SHARE REPURCHASE MADE BY THE COMPANY

During the 6 months prior to the Latest Practicable Date, the Company had not repurchased any of the Shares (whether on the Stock Exchange or otherwise).

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 is hereby given that the Annual General Meeting of Datang Group Holdings Limited (the “Company”) will be held at Unit 1603-04, 16/F Causeway Bay Plaza I, 489 Hennessy Road, Causeway Bay, Hong Kong on Monday, 13 June 2022 at 3:00 p.m. for the following purposes:

1. To receive the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended 31 December 2021.
2. (a) To re-elect the following retiring directors of the Company:–
 - (i) Ms. Chan Tan Yee as an executive director;
 - (ii) Ms. Chen Xiaoyun as a non-executive director;
 - (iii) Mr. Hao Shengchun as an executive director;
 - (iv) Mr. Tang Guozhong as an executive director; and
 - (v) Ms. Xin Zhu as an independent non-executive director.
- (b) To authorize the board of directors of the Company to fix the respective remuneration of the directors of the Company.
3. To re-appoint PricewaterhouseCoopers as auditors and to authorize the board of directors of the Company to fix their remuneration.
4. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to repurchase its shares in accordance with all applicable laws, rules and regulations;

NOTICE OF ANNUAL GENERAL MEETING

(b) the total number of shares of the Company to be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and

(c) for the purposes 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 by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

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

“THAT:

- (a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers during or after the end of the Relevant Period (as defined below) in accordance with all applicable laws, rules and regulations;
- (b) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) the exercise of options under a share option scheme of the Company; and
 - (iii) any scrip dividend scheme or similar arrangement 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,

NOTICE OF ANNUAL GENERAL MEETING

shall not exceed 20% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and

(c) for the purposes 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 by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors 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 recognized regulatory body or any stock exchange).”

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

“THAT conditional upon the passing of the resolutions set out in items 4 and 5 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 5 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors pursuant to such general mandate of the number of shares repurchased by the Company pursuant to the mandate referred to in resolution set out in item 4 of the Notice, provided that such number of shares shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution).”

By Order of the Board
Datang Group Holdings Limited
WU Di
Chairman

Hong Kong, 29 April 2022

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and on a poll, vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at 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 not less than 48 hours before the time appointed for the meeting (i.e. not later than 3:00 p.m. on Saturday, 11 June 2022 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining the entitlement to attend and vote at the meeting, the Register of Members of the Company will be closed from Tuesday, 7 June 2022 to Monday, 13 June 2022, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged 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 for registration not later than 4:30 p.m. on Monday, 6 June 2022.
5. If a tropical cyclone warning signal number 8 or above or is hoisted, or “extreme conditions” caused by super typhoons or a black rainstorm warning or is/are in force at 1:00 p.m. on 13 June 2022, the Annual General Meeting will not be held on 13 June 2022 but will be postponed to a later date and if postponed, the Company will as soon as practicable post an announcement on the websites of Hong Kong Exchanges and Clearing Limited and the Company. “Business Day”, in this context, shall mean a day (excluding Saturday) on which banks are open for general banking business in Hong Kong.
6. References to time and dates in this notice are to Hong Kong time and dates.
7. 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.