
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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

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DCB Holdings Limited

DCB控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8040)

- (1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;
(2) RE-ELECTION OF RETIRING DIRECTORS;
(3) PROPOSED CHANGE OF COMPANY NAME;
(4) PROPOSED ADOPTION OF THE NEW MEMORANDUM AND
ARTICLES OF ASSOCIATION;
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**
-

A notice convening the Annual General Meeting (“AGM”) of the Company to be held at Sung Room, 4/F, Sheraton Hong Kong Hotel & Towers, 20 Nathan Road, Kowloon, Hong Kong on 1 August 2022 at 11:00 a.m. is set out on pages 31 to 36 of this circular.

Whether or not you are able to attend the AGM, you are requested to complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Company’s Branch Share Registrar in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the AGM (i.e. 11:00 a.m. on 30 July 2022) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting if you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

This circular together with the form of proxy will remain on the Stock Exchange’s website at www.hkexnews.hk for at least seven days from the date of its publication. This circular will also be posted on the Company’s website at www.dcb.com.hk.

PRECAUTIONARY MEASURES FOR THE AGM

Please see page 1 of this circular for measures being taken to prevent and control the spread of the Novel Coronavirus (COVID-19) at the AGM, including:

- compulsory body temperature check
- wearing of surgical face masks
- no provision of drinks, refreshments or souvenirs

DUE TO THE CONSTANTLY EVOLVING COVID-19 PANDEMIC SITUATION, THE COMPANY MAY BE REQUIRED TO CHANGE AGM ARRANGEMENTS AT SHORT NOTICE. SHAREHOLDERS SHOULD CHECK THE COMPANY’S WEBSITE FOR FUTURE ANNOUNCEMENTS AND UPDATES ON THE AGM ARRANGEMENTS.

Hong Kong, 30 June 2022

CHARACTERISTICS OF GEM

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

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

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PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

The holding of the AGM in order to comply with the GEM Listing Rules and the Articles of Association could potentially create a significant risk in terms of the spread of the novel coronavirus disease (the “COVID-19”) pandemic because of large crowds coming together.

To reduce the risk of spreading the COVID-19 pandemic and for the health and safety of the attendees of the AGM, the Company wishes to remind the Shareholders and their proxies as follows:

No attendance

Those individual Shareholders who have any symptoms of an upper respiratory system disease or are under any quarantine requirements are advised not to attend the AGM in person.

Not later than 48 hours before the time of the AGM

- (i) For the health and safety of the Shareholders, the Company would like to encourage the Shareholders to exercise their right to vote at the AGM by appointing the chairman of the AGM (the “Chairman”) as their proxy instead of attending the AGM in person. Completion and delivery of the proxy form will not preclude the Shareholders from attending and voting in person at the AGM or any adjournment thereof should they subsequently so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked. Shareholders may appoint the Chairman to attend and vote on their behalf by completing and depositing the forms of proxy enclosed with this circular with the Company’s branch share registrar and transfer office in Hong Kong, whose address is stated below:

Tricor Investor Services Limited

Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong

Website: is-enquiries@hk.tricorglobal.com

Telephone Number: (852) 2980 1333

Facsimile number: (852) 2810 8185

- (ii) Shareholders may send their questions in connection with the proposed resolutions stated in the Notice by post to the Company Secretary of the Company at Room D, 12/F Lucky Factory Building, 63–65 Hung To Road, Kwun Tong, Kowloon, Hong Kong and by email to jefferson.au@dcb.com.hk. If considered appropriate by the Directors at their absolute discretion, the questions will be answered firstly by the Chairman or other Directors present thereat on the floor and then answered in writing to the Shareholders concerned.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

At the venue of the AGM

- (i) The Company will take the body temperature of the intended attendees and refuse entry of those with a temperature of 37.1 degree Celsius or above.
- (ii) Attendees are requested to observe good personal hygiene at all times at the AGM venue and alcohol rubs or hand sanitiser will be provided for use.
- (iii) Attendees must wear face-masks throughout the AGM and sit at a distance from other attendees and those not wearing face-masks may be denied entry to the AGM venue. Please note that no masks will be provided at the AGM venue and attendees should bring and wear their own masks.
- (iv) No drinks, refreshments or souvenirs will be provided.
- (v) Attendees who do not comply with the precautionary measures (i) to (iii) above or been found to have the symptom(s) of an upper respiratory system disease or be obeying a quarantine order may be denied entry to the AGM venue at the absolute discretion of the Company as permitted by law.

DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Sung Room, 4/F, Sheraton Hong Kong Hotel & Towers, 20 Nathan Road, Kowloon, Hong Kong on Monday, 1 August 2022 at 11:00 a.m., a notice of which is set out on pages 31 to 36 of this circular
“Articles of Association”	the existing amended and restated articles of association of the Company as amended from time to time
“Board”	the board of Director(s) of the Company
“Capitalisation Issue”	the issue of 239,999,900 Shares upon the capitalisation of certain sums standing to the credit of the share premium account of the Company
“Company”	DCB Holdings Limited, a company incorporated in the Cayman Islands with limited liability with its shares listed on GEM
“Controlling Shareholder(s)”	has the meaning ascribed to it under the GEM Listing Rules, and in the context of this circular refers to Advance Goal Group Limited, Mr. Cheng Tsang Wai, Mr. Cheng Tsang Fu Dennis and Ms. Liu Lee Lee Lily
“Core Connected Person”	has the meaning ascribed thereto under the GEM Listing Rules
“DCB”	DCB Company Limited, a company incorporated in Hong Kong with limited liabilities on 16 June 2008 and indirect wholly-owned subsidiary of the Company
“Director(s)”	the director(s) of the Company
“Existing Memorandum and Articles of Association”	the existing memorandum and articles of association of the Company as amended from time to time

DEFINITIONS

“Extreme Conditions”	extreme conditions including but not limited to serious disruption of public transport services, extensive flooding, major landslides or large-scale power outage after super typhoons as announced by the government of Hong Kong
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM, as amended, supplemented or otherwise modified from time to time
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong;
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	22 June 2022, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information in this circular prior to its publication
“Listing Date”	14 February 2018, on which dealings in the Shares first commenced on GEM
“Multi Rewards”	Multi Rewards Limited, a company incorporated in BVI with limited liabilities on 3 January 2017 and direct wholly-owned subsidiary of the Company
“New Memorandum and Articles of Association”	the amended and restated memorandum and articles of association of the Company proposed to be adopted at the AGM
“Placing”	the conditional placing of the 56,000,000 new Shares for cash
“Proposed Change of Company Name”	the proposed change of English name and dual foreign name in Chinese of the Company as described in this circular

DEFINITIONS

“Public Offer”	the offer of 24,000,000 new Shares for subscription by the public in Hong Kong for cash
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) with a nominal value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Share Offer”	the Public Offer and the Placing
“Stock Exchange”	the Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers and Share Buy-backs
“%”	per cent.

LETTER FROM THE BOARD

DCB Holdings Limited
DCB控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8040)

Executive directors:

Mr. Cheng Tsang Fu Dennis (*Chairman and Chief Executive Officer*)
Ms. Liu Lee Lee Lily
Mr. Chui Kai Tai

Non-executive directors:

Prof. Leung Yiu Cheong
Prof. Leung Kwok Hi Michael

Independent non-executive directors:

Mr. Cheung Kwok Keung
Mr. Chow Kwok Kee
Ms. Lin Xiaoling

Registered Office:

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

*Principal place of business
in Hong Kong:*

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

30 June 2022

To the Shareholders

Dear Sirs or Madam,

- (1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;**
(2) RE-ELECTION OF RETIRING DIRECTORS;
(3) PROPOSED CHANGE OF COMPANY NAME;
AND
(4) PROPOSED ADOPTION OF THE NEW MEMORANDUM AND
ARTICLES OF ASSOCIATION

1. INTRODUCTION

The purpose of this circular is to provide you with the relevant information regarding (i) the proposed granting of the general mandates to the Directors to allot, issue, deal with new Shares and repurchase existing Shares; (ii) the proposed re-election of the retiring Directors; and (iii) the Proposed Change of Company Name; and (iv) the proposed adoption of the New Memorandum and Articles of Association.

LETTER FROM THE BOARD

2. PROPOSED GRANT OF GENERAL MANDATES

At last annual general meeting held on 2 August 2021, general unconditional mandates were given to the Directors to exercise all powers of the Company to:

- (a) allot, issue and deal with the Shares with an aggregate nominal amount of not exceeding the sum of 20% of the aggregate nominal amount of the share capital of the Company in issue immediately following completion of the Share Offer and the Capitalisation Issue;
- (b) purchase the Shares with an aggregate nominal amount of not exceeding 10% of the aggregate nominal amount of the share capital of the Company in issue immediately following completion of the Share Offer and the Capitalisation Issue; and
- (c) add to the general mandate for issuing Shares set out in (a) above the aggregate nominal amount of Shares purchased by the Company pursuant to the repurchase mandate set out in (b) above.

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

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

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

LETTER FROM THE BOARD

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

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

The full text of these resolutions are set out in Resolution 7 (“**Issue Mandate**”), Resolution 8 (“**Repurchase Mandate**”) and Resolution 9 in the notice of the AGM contained in pages 31 to 36 of this circular.

The aforesaid mandates, unless revoked or varied by way of ordinary resolutions of the Shareholders in general meeting, will expire at the conclusion of the next annual general meeting of the Company, which will be convened on or before 30 September 2023.

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

3. RE-ELECTION OF RETIRING DIRECTORS

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

In addition, pursuant to Article 83(3), any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of Members after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

LETTER FROM THE BOARD

Accordingly, Mr. Cheng Tsang Fu Dennis, Mr. Chui Kai Tai, Prof. Leung Yiu Cheong, Prof. Leung Kwok Hi Michael, Mr. Chow Kwok Kee and Ms Lin Xiaoling will each retire and, being eligible, offer themselves for re-election at the AGM.

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

4. PROPOSED CHANGE OF COMPANY NAME

Reference is made to the announcement of the Company dated 27 June 2022 in relation to the Proposed Change of Company Name and the proposed adoption of the New Memorandum and Articles of Association.

The Board proposes to change the existing English name of the Company from “DCB Holdings Limited” to “Coolpoint Innonism Holding Limited” and the existing dual foreign name in Chinese of the Company from “DCB控股有限公司” to “快意智能股份有限公司”.

Conditions of the Proposed Change of Company name

The Proposed Change of Company Name will be subject to the following conditions being fulfilled:

- (a) approval of the Shareholders by way of a special resolution at the AGM to approve the Proposed Change of Company Name; and
- (b) the Registrar of Companies in the Cayman Islands issuing a certificate of incorporation on change of name.

Subject to the satisfaction of the conditions set out above, the Proposed Change of Company Name will take effect from the date on which the Registrar of Companies in the Cayman Islands enters the new English name in place of the former English name of the Company and the dual foreign name in Chinese of the Company on the register of companies and issues a certificate of incorporation on change of name. The Company will then carry out the necessary filing procedures with the Companies Registry in Hong Kong pursuant to Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).

LETTER FROM THE BOARD

Reasons for the Proposed Change of Company Name

The Board considers that the Proposed Change of Company Name will better reflect the current status of the Group's diverse business development and its direction of future development and therefore the Proposed Change of Company Name can provide the Company with enhanced corporate image and clearer identity. The Board is of the opinion that the Proposed Change of Company Name will benefit the Company's future business development and is in the best interests of the Company and the Shareholders as a whole.

Effect of the Proposed Change of Company Name

The Proposed Change of Company Name will not affect any rights of the existing holders of securities of the Company or the Company's daily business operation or its financial position. All existing certificates of securities in issue bearing the present name of the Company shall, upon the Proposed Change of Company Name becoming effective, continue to be evidence of title to such securities and the existing share certificates will continue to be valid for trading, settlement, registration and delivery purposes.

There will not be any arrangement for exchange of the existing certificates of securities for new share certificates bearing the new name of the Company (in both English and Chinese). Once the Proposed Change of Company Name becomes effective, certificates of securities will only be issued in the new name of the Company.

Subject to the confirmation of the Stock Exchange, the English and Chinese stock short names of the Company for trading of the Shares on the Stock Exchange will also be changed after the new name becomes effective. Further announcement will be made by the Company in relation to the effective dates of the Proposed Change of Company Name and the change of the English and Chinese stock short names of the Company.

As no Shareholder has a material interest in the Proposed Change of Company Name, no Shareholder will be required to abstain from voting on the special resolution to approve the Proposed Change of Company Name at the AGM.

LETTER FROM THE BOARD

5. PROPOSED ADOPTION OF THE NEW MEMORANDUM AND ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 27 June 2022 in relation to the Proposed Change of Company Name and the proposed adoption of the New Memorandum and Articles of Association.

The Board proposes to amend the Existing Memorandum and Articles of Association and to adopt the New Memorandum and Articles of Association in substitution for and to the exclusion of the Existing Memorandum and Articles of Association in order to, among others, (i) reflect the Proposed Change of Company Name; (ii) comply with the Core Shareholder Protection Standards as set out in Appendix 3 to the GEM Listing Rules; and (iii) comply with other relevant changes to the applicable laws of the Cayman Islands and the GEM Listing Rules.

The major areas of proposed amendments to the Existing Memorandum and Articles of Association that will be incorporated in the New Memorandum and Articles of Association are summarised below:

- (a) to change the existing English name of the Company from “DCB Holdings Limited” to “Coolpoint Innonism Holding Limited” and change the existing dual foreign name in Chinese of the Company from “DCB控股有限公司” to “快意智能股份有限公司”;
- (b) to update the definition of “Companies Law” to “Companies Act”;
- (c) to remove certain requirements in relation to purchases for redemption of redeemable shares;
- (d) to allow extension of the period(s) for the suspension of registration of transfer of shares for a further period not exceeding thirty (30) days in respect of any year if approved by Shareholders by ordinary resolution;
- (e) to provide that the Company shall in each financial year hold a general meeting as its annual general meeting and such annual general meeting shall be held within six months after the end of the Company’s financial year (or any longer period authorised by the Stock Exchange);
- (f) to provide that an annual general meeting of the Company must be called by notice of not less than twenty-one (21) clear days while all other general meetings (including an extraordinary general meeting) must be called by notice of not less than fourteen (14) clear days or such other shorter days if permitted by the Listing Rules;

LETTER FROM THE BOARD

- (g) to provide that two persons appointed by the clearing house as authorised representative or proxy shall form a quorum in a general meeting for all purposes;
- (h) to allow every Shareholder to have the right to speak and to vote at a general meeting, except where a Shareholder is required by the Listing Rules to abstain from voting to approve the matter under consideration;
- (i) to clarify that any Director appointed by the Board to fill a casual vacancy or as an addition to the Board shall hold office until the next annual general meeting of the Company after his appointment and shall then be eligible for re-election at that annual general meeting;
- (j) to change the requirement for removal of the auditors by the Shareholders from special resolution to ordinary resolution;
- (k) to clarify that any auditor appointed by the Board to fill a casual vacancy shall hold office until the next following general meeting of the Company after its appointment and shall then be subject to appointment by the Shareholders at such annual general meeting;
- (l) to provide that unless otherwise determined by the Directors, the financial year of the Company shall end on 31 March in each year; and
- (m) to make other corresponding and ancillary amendments to the Existing Memorandum and Articles of Association as deemed necessary.

Particulars of the proposed amendments to the Existing Memorandum and Articles of Association, which will be effected by the proposed adoption of the New Memorandum and Articles of Association, are set out in Appendix III to this circular. The proposed adoption of the New Memorandum and Articles of Association is subject to the approval of the Shareholders by way of a special resolution at the AGM and the passing of the special resolution approving the Proposed Change of Company Name by the Shareholders at the AGM. If the Proposed Change of Company Name and the proposed adoption of the New Memorandum and Articles of Association are approved, the New Memorandum and Articles of Association will take effect from the date on which the Registrar of Companies in the Cayman Islands enters the new English name in place of the former English name of the Company and the dual foreign name in Chinese of the Company on the register of companies and issues a certificate of incorporation on change of name.

LETTER FROM THE BOARD

The legal advisers to the Company as to Hong Kong law have confirmed that the New Memorandum and Articles of Association conform with the requirements of the GEM Listing Rules and the legal advisers to the Company as to Cayman Islands law have confirmed that the New Memorandum and Articles of Association conform with the laws of Cayman Islands. In addition, the Company confirms that there is nothing unusual about the proposed amendments to the Existing Memorandum and Articles of Association for a company listed in Hong Kong.

The Shareholders are advised that the New Memorandum and Articles of Association are drafted in English and that there is no official Chinese translation of them. The Chinese translation of the New Memorandum and Articles of Association is provided for reference only. In the event of any inconsistency between the English version and the Chinese version, the English version shall prevail.

AGM

The notice convening the AGM is set out on pages 31 to 36 of this circular.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you intend to attend the AGM, you are requested to complete and return the form of proxy to the Company's Branch Share Registrar in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the AGM (i.e. 11:00 a.m. on 30 July 2022) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting if you so wish and in such event, the proxy form shall be deemed to be revoked.

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

RESPONSIBILITY STATEMENT

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

LETTER FROM THE BOARD

RECOMMENDATION

The Board considers that the resolutions set out in the notice of AGM in respect of (i) the proposed granting of the Issue Mandate and the Repurchase Mandate; (ii) the re-election of the retiring Directors; (iii) the Proposed Change of Company Name; (iv) the proposed adoption of the New Memorandum and Articles of Association are in the best interests of the Company and its Shareholders as a whole. Accordingly the Board recommends the Shareholders to vote in favour of such resolutions to be proposed at the AGM.

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

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

Shareholders' Approval

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

Share Capital

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

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

Reasons for Repurchase

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

Funding of Repurchase

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

Effect of Exercising the Repurchase Mandate

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the Company's audited financial statements for the year ended 31 March 2022) in the event that the repurchase of Shares were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not

propose to exercise the repurchase of Shares to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

Directors and Core Connected Persons

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

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

Directors' Undertaking

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

Effect of the Takeovers Code

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

As at the Latest Practicable Date, based on the information available to the Company, the Controlling Shareholder was interested in 164,200,000 Shares. On the basis that no further Shares are issued or repurchased prior to the AGM and if the Repurchase Mandate of 32,000,000 Shares is fully exercised, the percentage shareholding of the Controlling Shareholder will be increased from approximately 51.3% to approximately 57.0% of the issued share capital of the Company. Such increase in shareholding of the Controlling Shareholder will not give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code.

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

Share Repurchase made by the Company

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

Share Prices

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

	Share Price	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2021		
June	0.140	0.116
July	0.240	0.116
August	0.205	0.165
September	0.214	0.168
October	0.375	0.183
November	0.510	0.340
December	0.500	0.310
2022		
January	0.380	0.325
February	0.385	0.335
March	0.375	0.300
April	0.365	0.310
May	0.500	0.295
June (up to the Latest Practicable Date)	0.590	0.510

APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

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

1. Mr. Cheng Tsang Fu Dennis

Mr. Cheng Tsang Fu Dennis (“**Mr. Dennis Cheng**”), aged 63, was appointed as our chief executive officer and redesignated as an executive Director on 29 May 2017. He was appointed as the chairman of the Board and the chairman of Nomination Committee with effect from 28 March 2022. He is primarily responsible for the day-to-day management, business development and overseeing the operations of the Group. Mr. Dennis Cheng has over 30 years of experience in the fitting-out and renovation industry.

Mr. Dennis Cheng is one of the founders and has been a director of DCB since June 2008. He is also a director of Multi Rewards since its incorporation on 3 January 2017. Mr. Dennis Cheng is one of our Controlling Shareholders. Mr. Dennis Cheng is the brother of Mr. Cheng Tsang Wai, one of our Controlling Shareholders, and Mr. Cheng Tsang Hin, the financial controller of the Group. He is also spouse of Ms. Liu Lee Lily and father of Mr. Cheng Pok Man, the business development manager of the Group.

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

Mr. Dennis Cheng will receive an annual salary of HK\$2,210,000, which was determined with reference to his duties and responsibilities, the Company’s remuneration policy and the prevailing market conditions. The remuneration of Mr. Dennis Cheng will be subject to annual review by the remuneration committee of the Board and the Board from time to time with reference to his responsibility and annual performance.

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

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

APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

be interested in 164,200,000 Shares (within the meaning of Part XV of the SFO) through his controlled corporation, Advance Goal Group Limited, representing approximately 67% of the total issued Shares of the Company.

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

2. **Mr. Chui Kai Tai**

Mr. Chui Kai Tai (“**Mr. Chui**”), aged 68, was appointed as an executive Director of the Company on 23 December 2021. He is mainly responsible for exploring new business opportunities of the Group.

Mr. Chui joined the Hong Kong Government as Surveying Assistant III in 1974 and retired in 2013 from the position of Chief Survey Officer in the Planning Department. Since November 2021, Mr. Chui has been appointed as a Director of a subsidiary of the Company. Mr. Chui received a Medal of Honour in 2014.

Mr. Chui has entered into a service agreement with the Company for a fixed term of service for three years commencing on 23 December 2021 and will continue thereafter until terminated in accordance with the terms of the service agreement. He is subject to retirement by rotation, and be eligible for re-election at the annual general meeting in accordance with the Articles of Association of the Company.

In accordance with the service agreement with Mr. Chui in his capacity of both executive Director and subsidiary’s directors, he will not receive a salary or director’s fee and is entitled to receive a discretionary performance bonus and share compensation by the Company as remuneration, if any, which will be subject to further approval of the remuneration committee and the Board.

Mr. Chui is appointed as an executive Director for an initial term of three years commencing from 23 December 2021, unless terminated by either party giving to the other not less than three months’ prior notice in writing or payment in lieu of notice. His appointment is subject to the retirement by rotation and re-election at annual general meeting in accordance with the bye-laws of the Company. Mr. Chui is entitled to receive a discretionary performance bonus and share compensation by the Company as remuneration, if any, with reference to his responsibilities and performance, remuneration benchmark in the industry as well as prevailing market conditions.

APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

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

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

As at the Latest Practicable Date, Mr. Chui has interests in 12,800,000 shares (within the meaning of Part XV of the SFO), representing approximately 4.0% of the total issued Shares of the Company.

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

3. **Prof. Leung Yiu Cheong**

Prof. Leung Yiu Cheong (“**Prof. Dennis Leung**”), aged 62, was appointed as a non-executive Director of the Company on 23 December 2021.

Prof. Dennis Leung obtained a Bachelor of Science (Engineering) degree and a Doctor of Philosophy degree from The University of Hong Kong in 1982 and 1988 respectively.

Prof. Dennis Leung has more than 30 years of experiences in engineering. He worked as an assistant environmental engineer of Hong Kong Electric Company from 1988 to 1989 and was later promoted and worked as environmental engineer between 1989 and 1993. He joined the Department of Mechanical Engineering in The University of Hong Kong in 1993 and is currently the Head of Department of Mechanical Engineering in The University of Hong Kong.

Prof. Dennis Leung is currently fellow members of Institution of Mechanical Engineers, Energy Institute, and Hong Kong Institute of Engineers.

Prof. Dennis Leung has entered into a letter of appointment with the Company for a fixed term of service for three years commencing on 23 December 2021 and will continue thereafter until terminated in accordance with the terms of the letter of appointment. He is subject to retirement by rotation, and be eligible for re-election in accordance with the Articles of Association of the Company.

APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

In accordance with the appointment letter with Prof. Dennis Leung in his capacity of non-executive Director, he will not receive a salary or director's fee and is entitled to receive a discretionary performance bonus and share compensation by the Company as remuneration, if any, which will be subject to further approval of the remuneration committee and the Board.

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

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

As at the Latest Practicable Date, Prof. Dennis Leung has interests in 2,500,000 shares (within the meaning of Part XV of the SFO), representing approximately 0.8% of the total issued Shares of the Company.

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

4. Prof. Leung Kwok Hi Michael

Prof. Leung Kwok Hi Michael ("**Prof. Michael Leung**"), aged 55, was appointed as a non-executive Director of the Company on 28 March 2022.

Prof. Michael Leung obtained a Bachelor of Science degree in Mechanical Engineering from Oregon State University, Corvallis, Oregon, United States of America in 1990. He also obtained a Master of Science degree in Engineering Mechanics and a Doctor of Philosophy degree in Mechanical Engineering from University of Florida, Gainesville, Florida, United States of America in 1992 and 1995 respectively.

Prof. Michael Leung has more than 30 years of experiences in engineering. Prof. Michael Leung joined the Department of Mechanical Engineering in The University of Hong Kong as an Assistant Professor in 2006. In 2010, he joined the School of Energy and Environment in City University of Hong Kong as an Associate Professor and is currently a Professor of School of Energy and Environment, a Director of Ability R&D Energy Research Centre and an Affiliate Professor of the Department of Mechanical Engineering in City University of Hong Kong.

APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

Prof. Michael Leung is currently a fellow member of Hong Kong Institute of Engineers, a Chartered Engineer of Energy Institute and a Registered Professional Engineer of Engineers Registration Board.

Prof. Michael Leung has entered into a letter of appointment with the Company for a fixed term of service for three years commencing on 28 March 2022 and will continue thereafter until terminated in accordance with the terms of the letter of appointment. He is subject to retirement by rotation, and be eligible for re-election in accordance with the Articles of Association of the Company.

In accordance with the appointment letter with Prof. Michael Leung in his capacity of non-executive Director, he will not receive a salary or director's fee and is entitled to receive a discretionary performance bonus and share compensation by the Company as remuneration, if any, which will be subject to further approval of the remuneration committee and the Board.

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

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

As at the Latest Practicable Date, Prof. Michael Leung has interests in 3,200,000 shares (within the meaning of Part XV of the SFO), representing approximately 1.0% of the total issued Shares of the Company.

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

5. Mr. Chow Kwok Kee

Mr. Chow Kwok Kee (“**Mr. Chow**”), aged 67, was appointed as an independent non-executive Director and a member of each of the audit committee, the remuneration committee and the nomination committee of the Company on 23 December 2021.

Mr. Chow obtained a diploma in business management studies awarded jointly by The Hong Kong Polytechnic University and The Hong Kong Management Association in 1993.

APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

Mr. Chow joined the Hong Kong Police Force in 1974 as a police constable and retired in 2010 from the position of Superintendent of Hong Kong Police Force.

Mr. Chow has entered into a letter of appointment with the Company for a fixed term of service for one year commencing on 23 December 2021 and will continue thereafter until terminated in accordance with the terms of the letter of appointment. He is subject to retirement by rotation, and be eligible for re-election in accordance with the Articles of Association of the Company.

In accordance with the appointment letter with Mr. Chow in his capacity of independent non-executive Director, he will not receive a salary or director's fee and is entitled to receive a discretionary performance bonus and share compensation by the Company as remuneration, if any, which will be subject to further approval of the remuneration committee and the Board.

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

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

As at the Latest Practicable Date, Mr. Chow has interests in 80,000 shares (within the meaning of Part XV of the SFO), representing approximately 0.0% of the total issued Shares of the Company.

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

6. Ms. Lin Xiaoling

Ms. Lin Xiaoling ("**Ms. Lin**"), aged 35, was appointed as an independent non-executive Director and a member of each of the audit committee, the remuneration committee and the nomination committee of the Company on 28 March 2022.

Ms. Lin obtained a Master of science degree in business administration from The University of Manchester in 2021.

APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

Ms. Lin has over 14 years of experiences in banking and finance sector in Hong Kong. She joined Zurich Life Insurance Company Limited as a consultant in 2006 and was promoted as a business manager in 2008. From 2009 to 2016, she was the manager working at the wealth management department of The Hongkong and Shanghai Banking Corporation Limited. From 2019 to 2020, she joined Trends Asset Management Limited, a SFC licensed asset management company in Hong Kong, as a relationship director.

Ms. Lin has entered into a letter of appointment with the Company for a fixed term of service for one year commencing on 28 March 2022 and will continue thereafter until terminated in accordance with the terms of the letter of appointment. She is subject to retirement by rotation, and be eligible for re-election in accordance with the Articles of Association of the Company.

In accordance with the appointment letter with Ms. Lin in her capacity of independent non-executive Director, she will not receive a salary or director's fee and is entitled to receive a discretionary performance bonus and share compensation by the Company as remuneration, if any, which will be subject to further approval of the remuneration committee and the Board.

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

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

As at the Latest Practicable Date, Mr. Chow has interests in 3,200,000 shares (within the meaning of Part XV of the SFO), representing approximately 1.0% of the total issued Shares of the Company.

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

The following are the proposed amendments to the Existing Memorandum and Articles of Association brought about by the adoption of the New Memorandum and Articles of Association. Unless otherwise specified, clauses, paragraphs, clause numbers and Article numbers referred to herein are clauses, paragraphs, clause numbers and Article numbers of the Existing Memorandum and Articles of Association.

- (1) Replacing all references to “Coolpoint Innonism Holding Limited” wherever they may appear with “DCB Holdings Limited” and replacing all references to “快意智能股份有限公司” wherever they may appear with “DCB控股有限公司”;
- (2) Deleting the words “Companies Law” or “Law” wherever they may appear and replacing them with the words “Companies Act” or “Act”;

Other amendments to the existing Articles of Association of the Company:

	Article number	Proposed amendments (showing changes to the original article)										
(3)	2(1)	<p>In these Articles, unless the context otherwise requires, the words standing in the first column of the following table shall bear the meaning set opposite them respectively in the second column.</p> <table border="0"> <thead> <tr> <th style="text-align: left;"><u>WORD</u></th> <th style="text-align: left;"><u>MEANING</u></th> </tr> </thead> <tbody> <tr> <td><u>“Act”</u></td> <td><u>the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands.</u></td> </tr> <tr> <td>...</td> <td>...</td> </tr> <tr> <td>“business day”</td> <td>shall mean a day on which the Designated Stock Exchange generally is open for the business of dealing in securities in Hong Kong. For the avoidance of doubt, where the Designated Stock Exchange is closed for the business of dealing in securities in Hong Kong on a business day for the reason of a Number 8 or higher Typhoon Signal, Black Rainstorm Warning or other similar event, such day shall for the purposes of these Articles be counted as a business day.</td> </tr> <tr> <td>“Law”</td> <td>The Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands.</td> </tr> </tbody> </table>	<u>WORD</u>	<u>MEANING</u>	<u>“Act”</u>	<u>the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands.</u>	“business day”	shall mean a day on which the Designated Stock Exchange generally is open for the business of dealing in securities in Hong Kong. For the avoidance of doubt, where the Designated Stock Exchange is closed for the business of dealing in securities in Hong Kong on a business day for the reason of a Number 8 or higher Typhoon Signal, Black Rainstorm Warning or other similar event, such day shall for the purposes of these Articles be counted as a business day.	“Law”	The Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands.
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“Law”	The Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands.											

	Article number	Proposed amendments (showing changes to the original article)
(4)	2(2)(i)	Section 8 and Section 19 of the Electronic Transactions Law Act (2003) of the Cayman Islands, as amended from time to time, shall not apply to these Articles to the extent it imposes obligations or requirements in addition to those set out in these Articles
(5)	9	Where the Company purchases for redemption a redeemable share, purchases not made through the market or by tender shall be limited to a maximum price as may from time to time be determined by the Company in general meeting, either generally or with regard to specific purchases. If purchases are by tender, tenders shall be available to all Members alike. [Intentionally deleted]
(6)	10(a)	... the necessary quorum (other than at an adjourned meeting) shall be two persons (or in the case of a Member being a corporation, its duly authorized <u>authorised</u> representative) holding or representing by proxy not less than one-third in nominal value of the issued shares of that class and at any adjourned meeting of such holders, two holders present in person or (in the case of a Member being a corporation) its duly authorized <u>authorised</u> representative or by proxy (whatever the number of shares held by them) shall be a quorum; and
(7)	10(b)	... every holder of shares of the class shall be entitled on a poll to one vote for every such share held by him.

	Article number	Proposed amendments (showing changes to the original article)
(8)	12(1)	Subject to the Law Act , these Articles, any direction that may be given by the Company in general meeting and, where applicable, the rules of any Designated Stock Exchange and without prejudice to any special rights or restrictions for the time being attached to any shares or any class of shares, the unissued shares of the Company (whether forming part of the original or any increased capital) shall be at the disposal of the Board, which may offer, allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as the Board may in its absolute discretion determine but so that no shares shall be issued at a discount <u>to their nominal value</u> . Neither the Company nor the Board shall be obliged, when making or granting any allotment of, offer of, option over or disposal of shares, to make, or make available, any such allotment, offer, option or shares to Members or others with registered addresses in any particular territory or territories being a territory or territories where, in the absence of a registration statement or other special formalities, this would or might, in the opinion of the Board, be unlawful or impracticable. Members affected as a result of the foregoing sentence shall not be, or be deemed to be, a separate class of members for any purpose whatsoever.
(9)	51	The registration of transfers of shares or of any class of shares may, after notice has been given by advertisement in any newspapers or by any other means in accordance with the requirements of any Designated Stock Exchange to that effect be suspended at such times and for such periods (not exceeding in the whole thirty (30) days in any year) as the Board may determine. <u>The period of thirty (30) days may be extended for a further period or periods not exceeding thirty (30) days in respect of any year if approved by the Members by ordinary resolution.</u>
(10)	56	An annual general meeting of the Company shall be held in each <u>financial</u> year other than the <u>financial</u> year of the Company's adoption of these Articles (within a period of not more than fifteen (15) months after the holding of the last preceding annual general meeting or not more than eighteen (18) months after the date of adoption of these Articles, and such annual general meeting <u>must be held within six (6) months after the end of the Company's financial year (unless a longer period would not infringe the rules of the Designated Stock Exchange, if any) at such time and place as may be determined by the Board.</u>

	Article number	Proposed amendments (showing changes to the original article)
(11)	<u>5658</u>	The Board may whenever it thinks fit call extraordinary general meetings. Any one or more Members <u>Member(s)</u> holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business <u>or resolution</u> specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitioner(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitioner(s) as a result of the failure of the Board shall be reimbursed to the requisitioner(s) by the Company.
(12)	59(1)	An annual general meeting must be called by Notice of not less than twenty-one (21) clear days and not less than twenty (20) clear business days . All other general meetings (including an extraordinary general meeting) must be called by Notice of not less than fourteen (14) clear days and not less than ten (10) clear business days but if permitted by the rules of the Designated Stock Exchange, a general meeting may be called by shorter notice, subject to the Law <u>Act</u> , if it is so agreed: <p>(a) in the case of a meeting called as an annual general meeting, by all the Members entitled to attend and vote thereat; and</p> <p>(b) in the case of any other meeting, by a majority in number of the Members having the right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent. (95%) of the total voting rights at the meeting of all the Members.</p>
(13)	61(2)	No business other than the appointment of a chairman of a meeting shall be transacted at any general meeting unless a quorum is present at the commencement of the business. Two (2) Members entitled to vote and present in person or by proxy or (in the case of a Member being a corporation) by its duly authorised representative <u>or by proxy or, for quorum purposes only, two persons appointed by the clearing house as authorised representative or proxy</u> shall form a quorum for all purposes.

	Article number	Proposed amendments (showing changes to the original article)
(14)	73(2) (new article)	<u>All Members shall have the right to (a) speak at a general meeting; and (b) vote at a general meeting except where a Member is required, by the Listing Rules, to abstain from voting to approve the matter under consideration.</u>
(15)	83(3)	The Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of Members after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board <u>Any Director so appointed</u> shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

	Article number	Proposed amendments (showing changes to the original article)
(16)	100(1)	<p>A Director shall not vote (nor be counted in the quorum) on any resolution of the Board approving any contract or arrangement or any other proposal in which he or any of his close associates is materially interested, but this prohibition shall not apply to any of the following matters namely:</p> <ul style="list-style-type: none"><li data-bbox="424 555 1406 625">(i) any contract or arrangement for the giving of any security or indemnity either:-<li data-bbox="424 678 1406 874">(a) to such the Director or his close associate(s) any security or indemnity in respect of money lent by him or any of his close associate(s) or obligations incurred or undertaken by him or any of associate(s) them at the request of or for the benefit of the Company or any of its subsidiaries; or<li data-bbox="424 927 1406 1166">(b) (ii) any contract or arrangement for the giving of any security or indemnity to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his close associate(s) has himself/themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;<li data-bbox="424 1219 1406 1457">(iii) any contract or arrangement proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase, where the Director or his close associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;<li data-bbox="424 1510 1406 1706">(iv) any contract or arrangement in which the Director or his close associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company.; or

	Article number	Proposed amendments (showing changes to the original article)
		<p>(viii) any proposal or arrangement concerning <u>the benefit of employees of the Company or its subsidiaries including:</u></p> <p>(a) <u>the adoption, modification or operation of a—any employees’ share scheme or any share incentive or share option scheme,—under which the Director or his close associate(s) may benefit; or</u></p> <p>(b) <u>the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme or—other arrangement which relates both to Directors or—the Director, his close associate(s) and to employee(s) of the Company or of any of its subsidiaries and does not provide in respect of any Director, or his close associate(s), as such any privilege or advantage not accorded generally accorded to the class of persons to which such scheme or fund relates.;</u></p> <p>(iv) any contract or arrangement in which the Director or his close associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company.</p>
(17)	112	<p>A meeting of the Board may be convened by the Secretary on request of a Director or by any Director. The Secretary shall convene a meeting of the Board <u>whenever he shall be required so to do by any Director.</u> Notice of a meeting of the Board shall be deemed to be duly given to a Director if it is given to such Director in writing or verbally (including in person or by telephone) or via electronic mail or by telephone or in such other manner as the Board may from time to time determine whenever he shall be required so to do by any Director.</p>
(18)	152(2)	<p>The Members may, at any general meeting convened and held in accordance with these Articles, by <u>ordinary</u> special resolution remove the Auditor at any time before the expiration of his term of office and shall by ordinary resolution at that meeting appoint another Auditor in his stead for the remainder of his term.</p>

	Article number	Proposed amendments (showing changes to the original article)
(19)	155	If the office of auditor becomes vacant by the resignation or death of the Auditor, or by his becoming incapable of acting by reason of illness or other disability at a time when his services are required, the Directors shall fill the vacancy and fix the remuneration of the Auditor so appointed. <u>The Directors may fill any casual vacancy in the office of Auditor but while any such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act. The remuneration of any Auditor appointed by the Directors under this Article may be fixed by the Board. Subject to Article 152(2), an Auditor appointed under this Article shall hold office until the next following annual general meeting of the Company and shall then be subject to appointment by the Members under Article 152(1) at such remuneration to be determined by the Members under Article 154.</u>
(20)	162(1)	<u>Subject to Article 162(2), the</u> The Board shall have power in the name and on behalf of the Company to present a petition to the court for the Company to be wound up.
(21)	165 (new Article)	<u>Unless otherwise determined by the Directors, the financial year end of the Company shall be 31 of March in each year.</u>

Other amendments to the Existing Memorandum and Articles of Association are also proposed, including making various corresponding and ancillary amendments for clarity and consistency and other amendments which the Company deems necessary or desirable.

NOTICE OF ANNUAL GENERAL MEETING

DCB Holdings Limited **DCB控股有限公司**

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8040)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of DCB Holdings Limited (the “**Company**”) will be held at Sung Room, 4/F, Sheraton Hong Kong Hotel & Towers, 20 Nathan Road, Kowloon, Hong Kong on 1 August 2022 at 11:00 a.m. for the following purposes:

Ordinary Business

1. To receive and consider the audited consolidated financial statements and the reports of the directors and of the auditors for the year ended 31 March 2022;
2. To re-elect Mr. Cheng Tsang Fu Dennis as an executive Director;
3. To re-elect Mr. Chui Kai Tai as an executive Director;
4. To re-elect Prof. Leung Yiu Cheong as a non-executive Director;
5. To re-elect Prof. Leung Kwok Hi Michael as a non-executive Director;
6. To re-elect Mr. Chow Kwok Kee as an independent non-executive Director;
7. To re-elect Ms. Lin Xiaoling an independent non-executive Director;
8. To authorise the Board of Directors to fix the Directors’ remuneration;
9. To re-appoint CCTH CPA Limited as auditors of the Company and to authorise the Board of Directors to fix their remuneration;

NOTICE OF ANNUAL GENERAL MEETING

Special Business

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

“**THAT:**

- (A) subject to paragraph (C) below, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue or otherwise deal with additional shares in the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby approved generally and unconditionally;
- (B) the approval in paragraph (A) 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 defined below) to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period (as defined below);
- (C) the aggregate nominal amount of share capital allotted, issued and dealt with, or agreed conditionally or unconditionally to be allotted, issued and dealt with (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (A) of this Resolution, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below); or
 - (ii) the exercise of any option under the Company’s share option scheme(s); or
 - (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares pursuant to the Articles of Association of the Company from time to time,

shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this Resolution and the said approval shall be limited accordingly; and

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for the purpose of this Resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required either by any applicable laws or by the Articles of Association of the Company to be held; and
- (iii) the date upon which the authority set out in this Resolution is revoked or varied by way of an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company to the holders of shares on the register of members on a fixed record date in proportion to their then holdings of such shares, subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange, in any territory outside Hong Kong.”

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

“THAT:

- (A) subject to paragraph (B) below, the exercise by the directors of the Company during the Relevant Period of all powers of the Company to repurchase issued shares in the capital of the Company, in accordance with all applicable laws and the requirements set out in the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited, be and is hereby approved generally and unconditionally;
- (B) the aggregate nominal amount of shares authorised to be repurchased or agreed conditionally or unconditionally to be repurchased by the directors of the Company pursuant to the approval in paragraph (A) above shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of this Resolution, and the said approval shall be limited accordingly; and

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for the purpose of this Resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required either by any applicable laws or by the Articles of Association of the Company to be held; and
- (iii) the date upon which the authority set out in this Resolution is revoked or varied by way of an ordinary resolution of the shareholders of the Company in general meeting.”

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

“**THAT** conditional upon the passing of Ordinary Resolutions numbered 10 and 11 as set out in the Notice convening this meeting, the aggregate nominal amount of the number of shares in the capital of the Company that shall have been repurchased by the Company after the date thereof pursuant to and in accordance with the said Ordinary Resolution 11 shall be added to the aggregate nominal amount of share capital that may be allotted, issued and disposed of or agreed conditionally or unconditionally to be allotted and issued by the directors of the Company pursuant to the general mandate to allot and issue shares granted to the directors of the Company pursuant to the said Ordinary Resolution 10.”

13. To consider as special business, and if thought fit, to pass the following resolution as a Special Resolution:

“**THAT** subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands being obtained, (i) the English name of the Company be changed from “DCB HOLDINGS LIMITED” to “COOLPOINT INNONISM HOLDING LIMITED” and (ii) the dual foreign name in Chinese of the Company be changed from “DCB控股有限公司” to “快意智能股份有限公司” (the “**Proposed Change of Company Name**”) with effect from the date on which the new English name of the Company and the dual foreign name in Chinese are registered and a certificate of incorporation on change of name is issued by the Registrar of Companies of the Cayman Islands, and that any one Director be and is hereby authorised

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to do all such acts and things and execute all documents or make such arrangement as he/she may in his/her absolute discretion consider necessary or expedient to effect the Proposed Change of Company Name.”

14. To consider as special business, and if thought fit, to pass the following resolution as a Special Resolution:

“THAT:

- (a) subject to the passing of the special resolution no. 13 as set out in this notice and the new English name and the dual foreign name in Chinese of the Company being entered in the register of companies of the Cayman Islands and a certificate of incorporation on change of name being issued by the Registrar of Companies of the Cayman Islands, the second amended and restated memorandum and articles of association of the Company (the **“New Memorandum and Articles of Association”**) (a copy of which has been produced to this meeting and marked “A” and initialled by the chairman of this meeting for the purposes of identification) be and are hereby approved and be adopted in substitution for, and to the exclusion of, the existing amended and restated memorandum and articles of association of the Company with effect from the date on which the Registrar of Companies of the Cayman Islands enters the new English name in place of the former English name of the Company and the dual foreign name in Chinese of the Company on the register of companies of the Cayman Islands and issues a certificate of incorporation on change of name; and
- (b) any one director, the secretary of the Company or the registered office provider of the Company be and is hereby authorised to execute all such documents and do all such other acts and things as he/she/it may, in his/her/its absolute discretion, consider necessary, desirable or expedient to effect, or in connection with, the adoption of the New Memorandum and Articles of Association and to make each registration or filing that is required in connection with the adoption of the New Memorandum and Articles of Association under the laws of Hong Kong or the Cayman Islands.”

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

Hong Kong, 30 June 2022

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Notes:

- i. Any member entitled to attend and vote at the meeting convened is entitled to appoint another person(s) as his proxy to attend and vote in his behalf. A member who is the holder of two or more shares of the Company may appoint more than one proxy to attend on the same occasion. A proxy need not be a member of the Company.
- ii. If a member of the Company wishes to nominate a person to stand for election as a director of the Company, (i) a notice in writing signed by the shareholder (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election; and (ii) a notice in writing signed by the person to be proposed of his willingness to be elected must accompany with (a) that nominated candidate's information as required to be disclosed under Rule 17.50(2) of the GEM Listing Rules, and (b) the nominated candidate's written consent to the publication of his/her personal data, must be validly lodged no later than 26 July 2022 at the principal place of business in Hong Kong of the Company at Room D, 12/F, Lucky Factory Building, 63–65 Hung To Road, Kwun Tong, Kowloon, Hong Kong or the Hong Kong Branch Share Registrar of the Company, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong.
- iii. To be valid, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notorially certified copy of that power or authority shall be deposited at 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 holding of the meeting (i.e. 11:00 a.m. on 30 July 2022) or any adjournment thereof. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the meeting or any adjournment thereof should he so wish, in such event, the form of proxy shall be deemed to be revoked.
- iv. In the case of joint holders of a Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she was solely entitled thereto if more than one of such joint holders are present at the AGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand first in the Register of Shareholders in respect of the joint holding.
- v. The above resolutions will be put to vote at the meeting by way of poll.
- vi. The register of members of the Company will be closed from Wednesday, 27 July 2022 to Monday, 1 August 2022 (both days inclusive), during which period no transfer of shares will be registered. In order to attend and vote at the AGM, all transfer of shares accompanied by the relevant share certificates and transfer forms must be lodged for registration with the Company's Branch Share Registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (the "**Hong Kong Share Registrar**") not later than 4:30 p.m. on Tuesday, 26 July 2022.
- vii. The meeting will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the meeting under bad weather conditions bearing in mind their own situations.