

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

If you have sold all your shares in China Dongxiang (Group) Co., Ltd., you should at once hand this circular and the accompanying form of proxy to the purchaser or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser.

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China Dongxiang (Group) Co., Ltd.

中國動向（集團）有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3818)

(1) RE-ELECTION OF DIRECTORS
(2) GENERAL MANDATE TO ISSUE SHARES
(3) GENERAL MANDATE TO REPURCHASE SHARES
(4) PROPOSED FINAL DIVIDEND AND
FINAL SPECIAL DIVIDEND
AND
(5) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting of China Dongxiang (Group) Co., Ltd. to be held at G/F., Lobby Area, Building 21, No. 2 Jingyuanbei Street, Beijing Economic-Technology Development Area, Beijing, the People's Republic of China on 20 August 2025 at 10:00 a.m. is set out in this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.dxsport.com).

Whether or not you are able to attend the Annual General Meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment or postponement thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting should you so wish and in such event, the form of proxy shall be deemed to be revoked.

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DEFINITIONS

In this circular, unless the context states otherwise, the following expressions have the following meaning:

“2024/2025 Annual Report”	the annual report dated 25 June 2025 of the Company for the twelve months ended 31 March 2025 which has been dispatched to the Shareholders
“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be held at G/F., Lobby Area, Building 21, No. 2 Jingyuanbei Street, Beijing Economic-Technology Development Area, Beijing, the People’s Republic of China on 20 August 2025 at 10:00 a.m., the notice of which is set out in this circular
“Board”	the board of Directors of the Company
“CCASS”	the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited
“Company”	China Dongxiang (Group) Co., Ltd. (中國動向(集團)有限公司), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the main board of the Hong Kong Stock Exchange
“Director(s)”	the director(s) of the Company
“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
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	27 June 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	Rules Governing the Listing of Securities on the Hong Kong Stock Exchange
“RMB”	Renminbi, lawful currency of PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s) in issue

DEFINITIONS

“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“treasury shares”	has the meaning ascribed to it under the Listing Rules
“%”	per cent.



China Dongxiang (Group) Co., Ltd.

中國動向（集團）有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3818)

Executive Directors:

Mr. Chen Yihong (陳義紅)

Ms. Chen Chen (陳晨)

Mr. Lyu Guanghong (呂光宏)

Registered Address:

Cricket Square, Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Independent Non-Executive Directors:

Mr. Gao Yu (高煜)

Mr. Liu Xiaosong (劉曉松)

Ms. Tang Songliang (唐松蓮)

Principal place of business in Hong Kong:

Office Unit 7,

13/F Tower One, Lippo Centre

No. 89 Queensway

Hong Kong

11 July 2025

To the Shareholders

Dear Sir or Madam,

(1) RE-ELECTION OF DIRECTORS
(2) GENERAL MANDATE TO ISSUE SHARES
(3) GENERAL MANDATE TO REPURCHASE SHARES
(4) PROPOSED FINAL DIVIDEND AND
FINAL SPECIAL DIVIDEND
AND
(5) NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to give Shareholders information on matters to be dealt with at the forthcoming AGM, which include the (i) re-election of Directors; (ii) grant of general mandates to issue and repurchase Shares; and (iii) the proposed final dividend and final special dividend.

LETTER FROM THE CHAIRMAN

RE-ELECTION OF DIRECTORS

In relation to resolution No. 3(a) in the notice of the AGM, Mr. Chen Yihong, Mr. Lyu Guanghong and Ms. Tang Songlian shall retire at the AGM by rotation pursuant to Article 87 of the Articles of Association and the Corporate Governance Code set out in Appendix C1 of the Listing Rules (“**CG Code**”) and, being eligible, offer themselves for re-election. Ms. Tang Songlian, appointed as an independent non-executive director on 20 December 2024, shall hold office until the forthcoming annual general meeting (“**AGM**”) of the Company and shall then be eligible for re-election at the AGM.

The re-election of the retiring Directors has been reviewed by the Nomination Committee of the Board which made recommendation to the Board that the re-election be proposed for Shareholders’ approval at the AGM.

The biographical details and interests in the Shares of the Directors proposed to be re-elected at the AGM are set out in Appendix I to this circular.

The details of the Directors who are proposed to be re-elected at the AGM are set out in Appendix I to this circular.

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the annual general meeting of the Company held on 21 August 2024, ordinary resolutions were passed to grant general mandates to the Directors (i) to issue, allot and dispose of such number of additional Shares not exceeding 20 per cent. of the total number of Shares in issue at the date of the passing of the relevant resolution; and (ii) to repurchase Shares not exceeding 10 per cent. of the total number of Shares in issue at the date of the passing of the relevant resolution. These general mandates are due to expire at the conclusion of the AGM.

At the AGM, approval will be sought from Shareholders for the Issue Mandate and the Repurchase Mandate as follows:

- (i) an ordinary resolution (resolution No. 5) to grant to the Directors a general and unconditional mandate to authorise them to allot, issue and deal with the additional Shares (including any sale or transfer of Shares out of the treasury that are held as treasury shares) up to 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the resolution in relation to such general mandate (excluding any treasury shares) (the “**Issue Mandate**”);
- (ii) an ordinary resolution (resolution No. 6) to grant to the Directors a general and unconditional mandate to authorise them to repurchase Shares up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the resolution in relation to such general mandate (excluding any treasury shares) (the “**Repurchase Mandate**”); and

LETTER FROM THE CHAIRMAN

- (iii) conditional upon the passing of the resolutions No. 5 and No. 6 as stated above, an ordinary resolution (resolution No. 7) to extend the Issue Mandate by an amount representing the aggregate nominal amount of Shares purchased by the Company under the Repurchase Mandate provided that such aggregated amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the resolution in relation to such general mandate (excluding any treasury shares) (the “**Extension Mandate**”).

On the basis that no further Shares are issued or repurchased following the Latest Practicable Date and prior to the AGM, the Company would be allowed to allot and issue additional Shares and/or to sell or transfer treasury shares (if any) up to a maximum of 1,177,512,205 Shares under the Issue Mandate and to repurchase a maximum of 588,756,102 Shares under the Repurchase Mandate.

The Board notes that with effect from 11 June 2024, the Listing Rules has been amended to introduce flexibility for listed companies to cancel shares repurchased and/or to adopt a framework to (i) allow repurchased shares to be held in treasury and (ii) govern the resale of treasury shares (the “**Treasury Shares Amendment**”). Following such changes to the Listing Rules, if the Company repurchases Shares pursuant to the Repurchase Mandate, the Company may (i) cancel the repurchased Shares and/or (ii) hold such Shares in treasury, subject to market conditions and the capital management needs of the Company at the relevant time such repurchases of Shares are made. If the Company holds Shares in treasury, any resale of Shares held in treasury will be subject to the ordinary resolution set out in resolution No. 5 of the Notice of AGM and made in accordance with the Listing Rules and applicable laws and regulations of the Cayman Islands.

An explanatory statement, as required under the Listing Rules, to provide requisite information to Shareholders for considering the proposal to grant Directors the Repurchase Mandate is set out in Appendix III to this circular.

PROPOSED FINAL DIVIDEND AND FINAL SPECIAL DIVIDEND

As stated in the 2024/2025 Annual Report relating to the annual results of the Group for the year ended 31 March 2025, the Board recommended the payment of a final dividend of RM0.35 cents and a final special dividend of RMB0.71 cents per ordinary Share to the Shareholders whose names appear on the register of members of the Company on 1 September 2025. The final dividend and final special dividend will be paid in Hong Kong Dollars based on the exchange rate of HKD1.00 = RMB0.91283, being the official exchange rate of Hong Kong dollars against Renminbi as quoted by the People’s Bank of China on 24 June 2025.

The proposed final dividend and final special dividend is subject to approval by the Shareholders at the AGM and resolutions in respect of the proposed final dividend and final special dividend will be proposed to the Shareholders for voting at the AGM. If the resolutions for the proposed final dividend and final special dividend are passed at the AGM, the proposed final dividend and final special dividend are expected to be paid on or about 11 September 2025 to the Shareholders whose names shall appear on the register of members of the Company on 1 September 2025.

LETTER FROM THE CHAIRMAN

For ascertaining entitlement to the proposed final dividend and final special dividend to be approved at the AGM, the register of members of the Company will be closed as set out below:

Latest time to lodge transfer documents: no later than 4:30 p.m. on 27 August 2025
Period of closure of register of members: 28 August 2025 to 1 September 2025
Final dividend and final special dividend 1 September 2025
record date:

In order to qualify for the proposed final dividend and final special dividend, all transfer documents must be lodged with the Company's Hong Kong share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on 27 August 2025. During the above closure period, no transfer of Shares will be registered.

ANNUAL GENERAL MEETING

Set out on pages 15 to 19 of this circular is the notice of the AGM to be held on 20 August 2025. A form of proxy for use in connection with the AGM is enclosed. Whether or not you are able to attend the AGM in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the commencement of the AGM or any adjournment or postponement thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment or postponement thereof should you so wish and in such event, the form of proxy shall be deemed to be revoked.

In accordance with Rule 13.39(4) of the Listing Rules, all votes of the Shareholders to be taken at the AGM shall be taken by poll.

RECOMMENDATION

The Directors believe that the proposals mentioned above, including the proposals for the re-election of the retiring Directors, the grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate and the proposed final dividend and final special dividend are in the interests of the Company and the Shareholders. The Directors recommend the Shareholders to vote in favour of all the relevant resolutions to be proposed at the AGM.

Yours faithfully,
Chen Yihong
Chairman

APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

The following are particulars of the Directors who are proposed to be re-elected at the AGM:

EXECUTIVE DIRECTOR

Mr. Chen Yihong (陳義紅), aged 67, is the founder, chairman and executive director of the Company. Mr. Chen is primarily responsible for the management of the board, company investment operations and corporate planning. Mr. Chen joined the Company in March 2007. Mr. Chen has extensive experience in the sporting goods industry in China. From 1991 to 2005, Mr. Chen was the vice-general manager, general manager and chief executive officer of Beijing Li Ning Sports Goods Co., Ltd. (北京李寧體育用品有限公司) and the executive director of Li Ning Company Limited, a company listed on Hong Kong Stock Exchange. Mr. Chen had completed an executive Master's in business administration degree from Guanghua School of Management of Peking University (北京大學光華管理學院) in 2002. Mr. Chen had completed "China CEO Program" of Cheung Kong Graduate School of Business (長江商學院) in 2009.

Save as disclosed above, Mr. Chen did not hold directorships in any other listed companies in the last three years preceding the Latest Practicable Date.

Mr. Chen has entered into a service agreement with the Company for an initial term of three years subject to the retirement by rotation and re-election at the annual general meeting of the Company. Mr. Chen is entitled to annual salary (before tax) of approximately RMB1,500,000, director fee of HK\$193,600 per annum, discretionary bonus and other benefit at the sole and absolute discretion of the Board and its Remuneration Committee. Mr. Chen's remuneration was determined with reference to his duties and responsibilities, experience, performance and market conditions as well as the remuneration benchmark in the industry.

As at the Latest Practicable Date, Mr. Chen was deemed to be interested in, within the meaning of Part XV of the SFO, 2,201,021,025 Shares, representing 37.38% of the total issued share capital of the Company. Save as disclosed above, Mr. Chen had no other interests in the Shares, underlying Shares and debenture of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date. Mr. Chen is the father of Ms. Chen Chen (陳晨), executive director and member of executive committee of the Company.

Save as disclosed, to the best knowledge and belief of the Board, having made all reasonable enquiries, Mr. Chen does not have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company.

There is no information which is discloseable nor is/was Mr. Chen involved in any matters required to be disclosed pursuant to any of the requirements of the provisions under the Rule 13.51 of the Listing Rules. There are no other matters concerning Mr. Chen that need to be brought to the attention of the Shareholders.

EXECUTIVE DIRECTOR

Mr. Lyu Guanghong (吕光宏), aged 46, is the executive director and chief financial officer of the Company with effect from 17 April 2020. Mr. Lyu is principally responsible for preparing annual financial budget of the Group, organising and directing accounting audit, taxation planning and financial analysis, capital resources allocation of the Group, operation of investment projects and wealth management projects of the Group, organising statutory audit and information disclosure of the Group, maintaining long-term cooperation with shareholders and investors of the Company, formulating and optimising internal control and internal audit system of the Company, establishing and supervising the execution of audit plan as well as preventing and controlling management risks of the Company. Mr. Lyu joined the Group in October 2008. He acted as the manager of the finance department from November 2013 to February 2015. Prior to his appointment as the executive director and chief financial officer of the Company, Mr. Lyu has been the director of the investment and fund management department of the Company since February 2015, during which he was responsible for investment management, listing compliance, investor relations and other internal management of the Group.

Prior to joining the Group, from September 2004 to September 2008, Mr. Lyu was the deputy manager of the financial audit department at China Jushi Co., Ltd. (中國巨石股份有限公司) (stock code: 600176.SH) (“**China Jushi**”). His major duties included financial analysis and taxation of China Jushi.

Mr. Lyu obtained his bachelor’s degree in economics and master’s degree in management from Nankai University (南開大學). He is a member of the Chinese Institute of Certified Public Accountants and an intermediate accountant.

Mr. Lyu is currently a director of Shanghai Kappa Kids Sporting Goods Co., Ltd. (上海卡帕動力兒童用品有限公司), an indirect wholly-owned subsidiary of the Company.

Save as disclosed above, Mr. Lyu did not hold directorships in any other listed companies in the last three years preceding the Latest Practicable Date.

Mr. Lyu has entered into a service agreement with the Company for an initial term of three years subject to the retirement by rotation and re-election at the annual general meeting of the Company. Mr. Lyu is entitled to annual salary (before tax) of approximately RMB1,138,200, director fee of HK\$193,600 per annum, discretionary bonus and other benefit at the sole and absolute discretion of the Board and its Remuneration Committee. Mr. Lyu’s remuneration was determined with reference to his duties and responsibilities, experience, performance and market conditions as well as the remuneration benchmark in the industry.

As at the Latest Practicable Date, Mr. Lyu was deemed to be interested in, within the meaning of Part XV of the SFO, 10,000,000 Shares and 3,900,000 share options, in aggregate representing 0.24% of the total issued share capital of the Company. Save as disclosed above, Mr. Lyu had no other interests in the Shares, underlying Shares and debenture of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date.

APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

Save as disclosed, to the best knowledge and belief of the Board, having made all reasonable enquiries, Mr. Lyu does not have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company.

There is no information which is disclosable nor is/was Mr. Lyu involved in any matters required to be disclosed pursuant to any of the requirements under Rule 13.51 of the Listing Rules. There are no other matters concerning Mr. Lyu that need to be brought to the attention of the Shareholders.

INDEPENDENT NON-EXECUTIVE DIRECTOR

Ms. Tang Songlian (唐松蓮), aged 43, is the independent non-executive director of the Company and joined the Company on 20 December 2024.

Ms. Tang is a professor at the School of Business and Management of Donghua University (東華大學工商管理學院) and a certified public accountant in China. She was the deputy professor, deputy department head and secretary of the party branch of the School of Business of East China University of Science and Technology (華東理工大學商學院) from 2011 to 2021 and a lecturer of the School of Business of East China University of Science and Technology (華東理工大學商學院) from 2009 to 2011. Ms. Tang was a visiting scholar at the City University of New York from 2014 to 2015. Ms. Tang graduated from Hunan University in the PRC in 2003 with a Bachelor degree in Accounting. Ms. Tang graduated from Hunan University in the PRC in 2006 with a Master's degree in Accounting. In 2009, Ms. Tang graduated from Shanghai Jiao Tong University with a PHD in Finance. From 2017 to 2023, Ms. Tang served as an independent director of Shanghai Cimic Tile Co., Ltd.* (上海悅心健康集團股份有限公司), a company listed on the Shenzhen Stock Exchange (Stock Code: 002162). From 2020 to 2023, Ms. Tang also served as an independent director at Shanghai Yaoji Technology Co., Ltd.* (上海姚記科技股份有限公司), a company listed on the Shenzhen Stock Exchange (Stock Code: 002605). Since 2022, Ms. Tang has served as an independent director of Shanghai No.1 Pharmacy Co Ltd* (上海第一醫藥股份有限公司), a company listed on the Shanghai Stock Exchange (Stock Code: 600833) and an independent non-executive director and chairman of the audit committee of Linmon Media Limited (檸萌影視傳媒有限公司), a company listed on The Stock Exchange of Hong Kong (the “**Stock Exchange**”) (Stock Code: 9857).

Save as disclosed above, Ms. Tang did not hold directorships in any other listed companies in the last three years preceding the Latest Practicable Date.

Ms. Tang had executed an appointment letter with the Company for an initial term of one year subject to the retirement by rotation and re-election at the annual general meeting of the Company. Ms. Tang is entitled to an annual remuneration of HK\$220,000. Ms. Tang's remuneration was determined by reference to her duties and responsibilities, experience, performance and market conditions.

As at the Latest Practicable Date, Ms. Tang had no interests in any Shares, underlying Shares and debentures of the Company within the meaning of Part XV of the SFO.

APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

To the best knowledge and belief of the Board, having made all reasonable enquiries, Ms. Tang does not have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company.

There is no information which is disclosable nor is/was Ms. Tang involved in any matters required to be disclosed pursuant to any of the requirements under Rule 13.51 of the Listing Rules. There are no other matters concerning Ms. Tang that need to be brought to the attention of the Shareholders of the Company.

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the requisite information to the Shareholders for their consideration of the proposed resolutions in relation to the Repurchase Mandate.

SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 5,887,561,025 Shares and the Company did not hold any treasury shares. Subject to the passing of resolution No. 6 approving the Repurchase Mandate as set out in the notice of the AGM appearing in this circular and on the basis that no further Shares are issued or repurchased following the Latest Practicable Date and prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 588,756,102 Shares until (i) the conclusion of the next annual general meeting; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable law to be held; or (iii) the revocation by ordinary resolution of Shareholders in general meeting, whichever is the earliest.

As stated in the Letter from the Chairman, with effect from 11 June 2024, the Listing Rules has been amended to introduce flexibility for listed companies to cancel shares repurchased and/or to adopt a framework to (i) allow repurchased shares to be held in treasury and (ii) govern the resale of treasury shares. Following such changes to the Listing Rules, if the Company repurchases Shares pursuant to the Repurchase Mandate, the Company may (i) cancel the repurchased Shares or (ii) hold such Shares in treasury, subject to market conditions and the capital management needs of the Company at the relevant time such repurchases of Shares are made. If the Company holds Shares in treasury, any resale of Shares held in treasury will be subject to the ordinary resolution set out in resolution No. 5 of the Notice of AGM and made in accordance with the Listing Rules and applicable laws and regulations of the Cayman Islands.

To the extent that any treasury shares are deposited with CCASS pending resale, the Company will adopt appropriate measures to ensure that it does not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those shares were registered in the Company's own name as treasury shares. These measures may include approval by the Board that (i) the Company will not (or will procure its broker not to) give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the treasury shares deposited with CCASS and (ii) in the case of dividends or distributions, the Company will withdraw the treasury shares from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the record date for the dividends or distributions.

REASON FOR REPURCHASES

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

FUNDING OF REPURCHASES

In repurchasing the Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles of Association, the Listing Rules and the applicable laws of Cayman Islands.

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with its financial position as disclosed in the 2024/2025 Annual Report) in the event that the Repurchase Mandate is exercised in full at any time during the proposed repurchase period. The Directors, however, do not propose to exercise the Repurchase Mandate to such an 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 may from time to time be appropriate for the Company.

TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning of the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and may become obliged to make a mandatory offer in accordance with Rule 26 and Rule 32 of the Takeovers Code and the provision may apply as a result of any such increase.

As at the Latest Practicable Date, Mr. Chen Yihong, Chairman of the Company, (through Poseidon Sports Limited) and parties acting in concert with him were deemed to be interested in 2,572,101,472 Shares, representing 43.69% of the total issued Share capital of the Company (excluding treasury shares). In the event that the Directors exercise in full the power to repurchase Shares pursuant to the Repurchase Mandate, then (assuming the present shareholdings of Mr. Chen Yihong and parties acting in concert with him remain the same) the interests held by Mr. Chen Yihong and parties acting in concert with him would be increased to approximately 48.54% of the issued share capital of the Company (excluding treasury shares). On the exercise of Repurchase Mandate in full may result in Mr. Chen Yihong and parties acting in concert with him becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

GENERAL

To the best of their knowledge having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) has any present intention to sell any Shares to the Company or its subsidiaries, if the Repurchase Mandate is exercised.

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she has a present intention to sell any Share to the Company, or that he/she has undertaken not to do so in the event that the resolution in relation to the Repurchase Mandate is approved by the Shareholders.

The Directors will exercise the power of the Company under the Repurchase Mandate in accordance with the applicable Listing Rules and the applicable laws of the Cayman Islands.

The Company confirms that the explanatory statement set out in this Appendix contains the information required under Rule 10.06(1)(b) of the Listing Rules and that neither the explanatory statement nor the Repurchase Mandate has unusual features.

SHARE REPURCHASE MADE BY THE COMPANY

The Company had not purchased any Share (whether on the Hong Kong Stock Exchange or otherwise) during the 6 months prior to the Latest Practicable Date.

SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Hong Kong Stock Exchange during each month prior to the Latest Practicable Date were as follows:

	Per Share	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2024		
June	0.375	0.305
July	0.33	0.305
August	0.305	0.27
September	0.36	0.27
October	0.435	0.34
November	0.375	0.32
December	0.37	0.33
2025		
January	0.35	0.31
February	0.415	0.32
March	0.45	0.38
April	0.405	0.32
May	0.435	0.37
June (up to the Latest Practicable Date)	0.435	0.39



China Dongxiang (Group) Co., Ltd.

中國動向（集團）有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3818)

NOTICE IS HEREBY GIVEN THAT the annual general meeting of China Dongxiang (Group) Co., Ltd. (the “**Company**”) will be held at G/F., Lobby Area, Building 21, No. 2 Jingyuanbei Street, Beijing Economic-Technology Development Area, Beijing, the People’s Republic of China on 20 August 2025 (“**2025 AGM**”) at 10:00 a.m. for the purpose of considering and, if thought fit, passing (with or without amendments) the following resolutions:

As ordinary business:

1. To receive and adopt the audited financial statements and the reports of the directors (“**Directors**”) and the auditors of the Company for the twelve months ended 31 March 2025.
2.
 - (a) To declare a final dividend of RMB0.35 cents per ordinary share of the Company for the twelve months ended 31 March 2025 to the shareholders of the Company.
 - (b) To declare a final special dividend of RMB0.71 cents per ordinary share of the Company for the twelve months ended 31 March 2025 to the shareholders of the Company.
3.
 - (a) To re-elect the following retiring Directors of the Company:
 - (i) Mr. Chen Yihong as an executive director;
 - (ii) Mr. Lyu Guanghong as an executive director; and
 - (iii) Ms. Tang Songlian as an independent non-executive director.
 - (b) To authorise the board of Directors (“**Board**”) of the Company to fix the directors’ remuneration.
4. To re-appoint Messrs. Deloitte Touche Tohmatsu, Certified Public Accountants, as the auditors of the Company until the conclusion of the next annual general meeting in 2026 and authorise the Board to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

As special business, to consider and, if thought fit, to pass with or without modification, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

5. “**THAT:**

- (a) subject to paragraph (c) below, a general mandate be and is hereby unconditionally granted to the Directors to exercise during the Relevant Period (as defined in paragraph (d) below) all the powers of the Company to allot, issue and deal with additional shares of HK\$0.01 in the share capital of the Company (“**Shares**”) and to make or grant offers, agreements, options or warrants which would or might require the exercise of such powers;
- (b) the mandate in paragraph (a) shall authorise the Directors during the Relevant Period (as defined in paragraph (d) below) to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period (as defined in paragraph (d) below);
- (c) the aggregate nominal value of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the mandate in paragraph (a), otherwise than pursuant to (i) a Right Issue (as defined in paragraph (d) below); or (ii) any option scheme or similar arrangement for the time being adopted by the Company for the purpose of granting or issuing Shares or rights to acquire Shares of the Company to the directors, officers and/or employees of the Company and/or any of its subsidiaries; or (iii) any scrip dividend or similar arrangement 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 this Resolution (excluding any treasury shares) and the said mandate shall be limited accordingly;
- (d) 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 required by the Company’s articles of association or any applicable law to be held; or
- (iii) the date on which authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

NOTICE OF ANNUAL GENERAL MEETING

“**Right 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 exclusion 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, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).

Any reference to an allotment, issue, grant, offer or disposal of shares of the Company shall include the sale or transfer of treasury shares in the capital of the Company (including to satisfy any obligation upon the conversion or exercise of any convertible securities, options, warrants or similar rights to subscribe for shares of the Company (as applicable)) to the extent permitted by, and subject to the provisions of, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and applicable laws and regulations.”

6. “**THAT:**

- (a) a general mandate be and is hereby unconditionally given to the Directors to exercise during the Relevant Period (as defined in paragraph (b) below) all the powers of the Company to purchase or otherwise acquire Shares in accordance with all applicable laws and the requirements of the Listing Rules (and the Company may hold the Shares so repurchased in treasury), provided that the aggregate nominal amount of Shares so purchased or otherwise acquired 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 (excluding any treasury shares);
- (b) 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 by the Company’s articles of association or any applicable law to be held; or
- (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.”

NOTICE OF ANNUAL GENERAL MEETING

7. “**THAT**, conditional upon the passing of resolutions No. 5 and No. 6 above, the aggregate nominal amount of the Shares which are purchased or otherwise acquired by the Company pursuant to resolution No. 6 shall be added to the aggregate nominal amount of the Shares which may be allotted, issued and dealt pursuant to resolution No. 5, provided that such aggregated amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of this Resolution (excluding treasury shares).

By order of the Board
Chen Yihong
Chairman

Hong Kong, 11 July 2025

Notes:

- (1) A shareholder entitled to attend and vote at the above meeting may appoint one or more proxies to attend and vote instead of him. A proxy need not be a shareholder of the Company.
- (2) A form of proxy for use at the above meeting (or at any adjournment thereof) is enclosed. In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority shall be deposited with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the commencement of the meeting or any adjournment or postponement thereof.
- (3) To ascertain shareholders' eligibility to attend and vote at the annual general meeting, the register of members will be closed from 15 August 2025 to 20 August 2025 (both days inclusive), during which period no transfer of shares will be registered. In order to qualify to attend and vote at the annual general meeting, all transfers documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on 14 August 2025.
- (4) The final dividend and final special dividend will be payable to the shareholders whose names appear on the register of members of the Company on 1 September 2025. For the purpose of ascertaining shareholder's eligibility for the final dividend and final special dividend, the register of members of the Company will be closed from 28 August 2025 to 1 September 2025, both days inclusive. To qualify for the final dividend and final special dividend, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on 27 August 2025.
- (5) No refreshments or drinks or corporate gifts will be provided to attendees at the AGM.