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DeTeam Company Limited

弘海有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 65)

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting of DeTeam Company Limited 弘海有限公司* (the “**Company**”) will be held at 11:00 a.m. on Tuesday, 20 December 2011 at Suite No. 3, 31st Floor, Sino Plaza, 255-257 Gloucester Road, Hong Kong for the following purposes:

SPECIAL RESOLUTION

To consider and, if thought fit, to pass with or without amendments, the following resolution as a special resolution of the Company:—

- (1) “**THAT** the authorised share capital of the Company be and is hereby increased from HK\$120,000,000 divided into 1,200,000,000 Shares of a nominal or par value of HK\$0.10 each to HK\$1,000,000,000 divided into 10,000,000,000 Shares by the creation of an addition of 8,800,000,000 unissued Shares in the Company.”

ORDINARY RESOLUTIONS

To consider and, if thought fit, to pass with or without amendments, the following resolutions as ordinary resolutions of the Company:—

- (1) “**THAT:**
 - (a) subject to paragraph (c) below, the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and otherwise deal with additional shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;

* For identification purposes only

- (b) the Directors be and are hereby authorised during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or issued or agreed conditionally or unconditionally to be allotted or issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d) below) or (ii) any share option scheme or similar arrangement of the Company for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; 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 of the Company in accordance with the articles of association of the Company in force from time to time; or (iv) the exercise of rights of subscription or conversion under the terms of any warrants or convertible bonds issued by the Company or any securities which are convertible into shares of the Company, shall not exceed 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of passing this resolution, provided that the aggregate nominal amount of share capital allotted or issued or agreed conditionally or unconditionally to be allotted or issued by the Directors shall be extended by the addition thereon of an amount representing the aggregate nominal amount of the shares which are repurchased by the Company during the Relevant Period, and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company to be held in 2012; or
- (ii) the expiration of the period within which the next annual general meeting is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; or
- (iii) the passing of an ordinary resolution by the members of the Company in a general meeting revoking or varying the authority given to the Directors under this resolution.

“Rights Issue” means an offer of shares in the Company, or offer or issue of warrant, options or other securities giving rights to subscribe for shares open for a period fixed by the Directors to holders of shares of the Company on the register of members of the Company on a fixed record date in proportion to their then holdings of shares as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company);” and

(2) “**THAT:**

Subject to and conditional upon the listing committee of The Stock Exchange of Hong Kong Limited granting approval for the listing of, and permission to deal in, the shares in the share capital of the Company which may fall to be issued pursuant to the exercise of the options which may be granted under the share option scheme adopted by the Company on 20 August 2009 (the “**Share Option Scheme**”),

- (a) the refreshment of the Share Option Scheme limit up to 10% of the number of Shares in issue as at the date of the passing of this resolution be and is hereby approved provided that options previously granted under the Share Option Scheme (including without limitation those outstanding, cancelled, lapsed or exercised in accordance with the Share Option Scheme or other scheme(s) of the Company) will not be counted for the purpose of calculating the refreshed Share Option Scheme limit; and
- (b) the Directors of the Company be and are hereby authorised to allot, issue and deal with the shares which may fall to be issued upon the exercise of the options to be granted under the Share Option Scheme at the refreshed Share Option Scheme Limit and to take such steps and do such acts and to enter into such transactions, arrangements and agreements as they consider necessary or expedient to give full effect to the foregoing arrangement.”

By order of the Board of
DeTeam Company Limited
Mak Shiu Chung, Godfrey
Co-Chairman

Hong Kong, 25 November 2011

Notes:

- (1) Any member of the Company entitled to attend and vote at the meeting convened by the above notice shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who holds two or more shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a member of the Company.
- (2) In order to be valid, a form of proxy, together with the power of attorney or authority, must be deposited at the Company's branch registrar and transfer office in Hong Kong, Tricor Abacus Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not later than 48 hours before the time for holding the EGM or any adjournment of such meeting. A form of proxy for use at the above meeting is enclosed herewith.
- (3) If two or more persons are joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy will be accepted to the exclusion of the other joint holder(s). For this purpose, seniority shall be determined by the order in which the names stand in the principal or branch register of members of the Company in respect of joint holding.
- (4) Completion and delivery of the form of proxy will not preclude members from attending and voting at the EGM in person or any adjournment thereof (as the case may be) if they so wish.
- (5) All resolutions set out in this notice will be voted by way of a poll.

As at the date hereof, the board of Directors of the Company comprises of:

Executive Directors:

Mr. Mak Shiu Chung, Godfrey

Mr. Xu Bin

Mr. Zhang Chao Liang

Mr. Wang Hon Chen

Independent non-executive Directors:

Mr. Kwok Chi Shing

Mr. Tsang Wai Sum

Mr. Yu Yang