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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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the AGM of DeTeam Company Limited (the “Company”) will be held on Thursday, 19 June 2014 at 3:00 p.m. at Suite No. 3, 31st Floor, Sino Plaza, 255-257 Gloucester Road, Hong Kong, to review and, if thought fit, pass (with or without amendments) the following resolutions as ordinary resolution. Unless otherwise indicated, terms defined in the Company’s circular dated 29 April 2014 shall apply to this notice.

ORDINARY RESOLUTIONS

1. To receive and consider the audited financial statements and the reports of the Directors and auditors for the year ended 31 December 2013;
2. To re-elect the retiring Directors and to authorise the Board to determine their remuneration;
3. To re-appoint auditors and authorise the Board to fix their remuneration; and
4. By way of special business, to consider and if thought fit, pass with or without modifications, the following resolutions as an ordinary resolution:

A. **“THAT:**

- (a) Subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot or issue shares in the capital of the Company and to make or grant offers, agreements and options which would or might require the exercise of such power be and is hereby generally and unconditionally approved;

* *For identification purposes only*

- (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period 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;
- (c) the aggregate nominal amount of share capital allotted or issued or agreed conditionally or unconditionally to be allotted or issued (whether pursuant to options or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); 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% of the aggregate nominal amount of the share capital of the Company in issue on the date of passing this Resolution and the said approval shall be limited accordingly; and
- (d) for the purpose of this Resolution:

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

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

B. **“THAT:**

- (a) the exercise by the directors of the Company during the Relevant Period of all powers of the Company to purchase its own shares, subject to paragraph (b) below, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company which may be repurchased by the Company on Main Board of The Stock Exchange of Hong Kong Limited or any other stock exchange recognised for this purpose by the Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited under the Hong Kong Code on Share Buy-backs pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this Resolution and the authority pursuant to paragraph (a) of this Resolution shall be limited accordingly; and
- (c) for the purpose of this Resolution, “Relevant Period” shall have the same meaning as assigned to it under Ordinary Resolution 4A of this notice.”

- C. **“THAT:** conditional upon Resolutions 4A and 4B above being passed, the aggregate nominal amount of shares in the capital of the Company which are repurchased by the Company under the authority granted to the directors as mentioned in Resolution 4B above shall be added to the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to Resolution 4A, provided that the amount of share capital repurchased by the Company shall not exceed 10% of the total nominal amount of the share capital of the Company in issue on the date of this Resolution.”

By Order of the Board
DeTeam Company Limited
Xu Bin
Co-Chairman

Hong Kong, 29 April 2014

Notes:

- (1) A member holding two or more shares who is entitled to attend and a vote of the AGM is entitled to appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a member of the Company

- (2) To be valid, a form of proxy and the power of attorney or other authority, if any, under which is signed or a notarially certified copy of such power or authority must be deposited with the Company's principal office at Suite No. 3, 31st Floor, Sino Plaza, 255-257 Gloucester Road, Hong Kong, not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude a member from attending and voting at the AGM in person or any adjournment thereof (as the case may be) if they so wish
- (3) A form of proxy for use at the above meeting is enclosed herewith.
- (4) The register of members of the Company will be closed from 18 June 2014 to 19 June 2014 (both days inclusive), during which period no transfer of shares in the Company will be registered, for the purpose of determining the identity of the Shareholders entitled to attend and vote at the AGM. In order to qualify for attending and voting at the AGM to be held on 19 June 2014, all transfers of Shares accompanied by the relevant share certificates and transfer forms, must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Abacus Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 17 June 2014.
- (5) If two or more persons are joint holders of a share of the Company, 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.
- (6) All resolutions set out in this notice will be voted by way of a poll.

As at the date hereof, the Board comprises of:

Executive Directors:

Mr. Xu Bin
Mr. Mak Shiu Chung, Godfrey
Mr. Zhang Fusheng
Mr. Wang Hon Chen

Independent non-executive Directors:

Mr. Kwok Chi Shing
Mr. Tsang Wai Sum
Mr. Huang Shao Ru

As at the date of this announcement, the Board comprises four executive Directors, being Mr. Mak Shiu Chung, Godfrey, Mr Xu Bin, Mr. Zhang Fusheng and Mr. Wang Hon Chen and three independent non-executive Directors Mr. Kwok Chi Shing, Mr. Tsang Wai Sum and Mr. Huang Shao Ru.