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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 Wednesday, 19 June 2013 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 23 May 2013 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 2012;
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;
4. By way of special business, to consider and, if thought fit, pass with or without modifications the following resolution as an ordinary resolution of the Company:

“**THAT**, in accordance with Article 145(3) of the Articles of Association which provides that the Company may upon the recommendation of the Board by ordinary resolution resolve in respect of any one particular dividend of the Company that a dividend may be satisfied wholly in the form of an allotment of shares credited as fully paid up without offering any right to shareholders to elect to receive such dividend in cash in lieu of such allotment, conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting listing of and permission to deal in the shares of the Company to be allotted and issued by the Company pursuant to this resolution:

* *For identification purposes only*

- (a) the sum of not less than HK\$19,103,215, being part of the Company's share premium account, be capitalized and accordingly such sum be applied in paying up in full at par of not less than 191,032,153 shares of HK\$0.10 each in the capital of the Company, such shares to be allotted and issued and distributed (subject to paragraph (c) below) credited as fully paid as a dividend among the persons (the "allottees") whose names appear on the register of members of the Company at the close of business on 23 September 2013 and whose addresses as shown in such register are in Hong Kong or whose addresses as shown in such register are outside Hong Kong if the Directors, based on legal opinions, do not consider it necessary or expedient to exclude any such shareholders of the Company on account either of the legal restrictions under the laws of the place of its registered address or the requirements of the relevant regulatory body or stock exchange in that place, on the basis of two shares for every ten existing shares of the Company held (fractional entitlements to be disregarded) and share certificates to such allottees in respect thereof be issued as soon as practicable thereafter;
 - (b) such shares of the Company when issued, shall, subject to the Memorandum of Association and Articles of Association of the Company, rank pari passu in all other respects with the existing issued shares in the capital of the Company but shall not rank for the recommended final dividend or any bonus issue in respect of the financial year ended 31 December 2012;
 - (c) no fractional shares shall be allotted and distributed and the fractional entitlements shall be aggregated and disposed of or otherwise dealt with for the benefit of the Company; and
 - (d) the Directors be authorised to do all acts and things as the Directors in their absolute discretion may deem necessary or expedient in relation to such bonus issue of shares in the capital of the Company."
5. To consider and if thought fit, pass with or without modifications, the following resolution as an ordinary resolution:

"THAT, in accordance with Article 137 of the Articles of Association which provides that, with the sanction of an ordinary resolution dividends may also be declared and paid out of share premium account or any other fund or account which can be authorised for this purpose in accordance with the Cayman Companies Law:

- (a) the payment of the Final Dividend of HK\$0.0065 per ordinary share of the Company for the year ended 31 December 2012 entirely out of the Share Premium Account to the Shareholders whose names appear on the register of members of the Company at the close of business on 23 September 2013 be and is hereby approved; and

- (b) any Director be authorised to take all such actions and execute all such documents on behalf of the Company as such Director may, in its sole discretion, consider necessary or desirable to effect the foregoing resolutions and payment of the Final Dividend.”
6. 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;
 - (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 Repurchase 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 6A of this notice.”

- C. “**THAT:** conditional upon Resolutions 6A and 6B 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 6B 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 6A, 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
Mak Shiu Chung, Godfrey
Co-Chairman

Hong Kong, 23 May 2013

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 17 June 2013 to 19 June 2013 (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 2013, 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 26/F, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 14 June 2013.
- (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. 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

Mr. Huang Shao Ru