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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, 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 DT Capital Limited (the “**Company**”), you should at once forward this circular and the accompanying proxy form to the purchaser or the transferee or to the bank, licensed securities dealer, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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**DT CAPITAL LIMITED**

**鼎立資本有限公司**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 356)**

- (1) PROPOSED GRANT OF GENERAL MANDATES  
TO ISSUE AND REPURCHASE SHARES;**
- (2) PROPOSED RE-ELECTION OF DIRECTORS AND  
CONTINUOUS APPOINTMENT OF  
INDEPENDENT NON-EXECUTIVE DIRECTOR  
SERVING MORE THAN NINE YEARS;  
AND**
- (3) NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening an annual general meeting (the “**AGM**”) of the Company to be held at 22/F, United Centre, 95 Queensway Road, Hong Kong on Friday, 23 May 2025 at 11:00 a.m. is set out on pages AGM-1 to AGM-6 of this circular. A proxy form for use at the AGM is enclosed with this circular. Such proxy form is also published on the website of The Stock Exchange of Hong Kong Limited at [www.hkex.com.hk](http://www.hkex.com.hk) and the website of the Company at [www.dt-capitalhk.com](http://www.dt-capitalhk.com).

If you are unable to attend the AGM in person, please complete the accompanying proxy form in accordance with the instructions as indicated thereon and deposit the same at the Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish and in such event, the proxy form shall be deemed to be revoked.

29 April 2025

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened and held on Friday, 23 May 2025 at 11:00 a.m. to consider and, if thought fit, to approve, among other things, the proposed grant of the General Mandate (including the extended General Mandate) and the Repurchase Mandate; and the proposed re-election of Directors and continuous appointment of independent non-executive Director serving more than nine years
“Articles of Association”	the articles of association of the Company currently in force, and the “Article” shall mean an article of the Articles of Association
“Board”	the board of Directors
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“close associate(s)”	has the meaning ascribed to this term under the Listing Rules
“Company”	DT Capital Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the main board of the Stock Exchange
“core connected person”	has the meaning ascribed to this term under the Listing Rules
“Directors”	the directors of the Company
“General Mandate”	the general mandate proposed to be granted to the Directors at the AGM to allot, issue, and deal with new Shares (including sale or transfer Treasury Shares, if any) not exceeding 20% of the total number of issued Shares (excluding Treasury Shares, if any) as at the date of granting of the General Mandate
“Group”	the Company and all of its subsidiaries

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## DEFINITIONS

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“HKSCC”	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	17 April 2025, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, which for the purpose of this circular exclude Hong Kong Special Administrative Region, Macau Special Administrative Region and Taiwan
“Repurchase Mandate”	the repurchase mandate proposed to be granted to the Directors at the AGM to repurchase Shares not exceeding 10% of the total number of issued Shares (excluding Treasury Shares, if any) as at the date of granting of the Repurchase Mandate
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“Treasury Shares”	has the meaning ascribed to it under the Listing Rules and as amended from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

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LETTER FROM THE BOARD

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DT CAPITAL



**DT CAPITAL LIMITED**

**鼎立資本有限公司**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 356)**

*Executive Directors:*

Mr. Leong Chi Wai

Mr. Su Chunxiang

*Non-executive Directors:*

Ms. Chan Pui Kwan (*Chairman*)

*Independent Non-executive Directors:*

Mr. Jochum Siebren Haakma

Mr. Chen Yeung Tak

Mr. Tang Chin Ting

*Registered office:*

Cricket Square

Hutchins Drive, P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Head office and principal place  
of business in Hong Kong:*

Unit D, 6th Floor

Eton Building

288 Des Voeux Road Central

Hong Kong

29 April 2025

*To the Shareholders,*

Dear Sir or Madam,

- (1) PROPOSED GRANT OF GENERAL MANDATES  
TO ISSUE AND REPURCHASE SHARES;  
(2) PROPOSED RE-ELECTION OF DIRECTORS AND  
CONTINUOUS APPOINTMENT OF  
INDEPENDENT NON-EXECUTIVE DIRECTORS  
SERVING MORE THAN NINE YEARS;  
AND  
(3) NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

At the forthcoming AGM, resolutions will be proposed to seek the Shareholders' approval for, among other things, (i) the granting of the General Mandate (including the extended General Mandate) and the Repurchase Mandate to the Directors; and (ii) the re-election of Directors and continuous appointment of independent non-executive Director serving more than nine years.

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## LETTER FROM THE BOARD

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The purpose of this circular is to provide you with information relating to the resolutions to be proposed at the AGM for the proposed grant of the General Mandate (including the extended General Mandate) and the Repurchase Mandate, the proposed re-election of Directors and continuous appointment of independent non-executive Director serving more than nine years, and the notice of the AGM.

### **GENERAL MANDATE AND REPURCHASE MANDATE**

At the AGM, the Directors propose to seek the approval of the Shareholders to grant to the Directors the General Mandate (including the extended General Mandate) and the Repurchase Mandate.

#### **General Mandate**

At the AGM, an ordinary resolution will be proposed such that the Directors be given an unconditional general mandate (i.e. the General Mandate) to allot, issue and deal with unissued Shares (including sale or transfer of Treasury Shares, if any) or underlying shares of the Company (other than by way of rights or pursuant to a share option scheme for employees of the Company or Directors and/or any of its subsidiaries or pursuant to any scrip dividend scheme or similar arrangements providing for the allotment and issue of Shares in lieu of whole or part of the dividend on Shares in accordance with the Articles of Association) or make or grant offers, agreements, options and warrants which might require the exercise of such power, of an aggregate number of up to 20% of the issued Shares (excluding Treasury Shares, if any) as at the date of granting of the General Mandate.

In addition, a separate ordinary resolution will further be proposed for extending the General Mandate authorising the Directors to allot, issue and deal with Shares to the extent of the Shares repurchased pursuant to the Repurchase Mandate. Details on the Repurchase Mandate are further elaborated below.

As at the Latest Practicable Date, the Company has an aggregate number of 2,735,280,000 Shares in issue. Subject to the passing of the resolutions for the approval of the General Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the General Mandate to allot, issue and deal with a maximum of 547,056,000 Shares. The Company had no Treasury Shares as at the Latest Practicable Date.

#### **Repurchase Mandate**

At the AGM, an ordinary resolution will also be proposed such that the Directors be given an unconditional general mandate to repurchase Shares (i.e. the Repurchase Mandate) on the Stock Exchange of an aggregate amount of up to 10% of the number of the issued Share (excluding Treasury Shares, if any) as at the date of granting of the Repurchase Mandate.

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## LETTER FROM THE BOARD

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Subject to the passing of the resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 273,528,000 Shares.

The General Mandate (including the extended General Mandate) and the Repurchase Mandate shall continue to be in force during the period from the date of passing of the resolutions for the approval of the General Mandate (including the extended General Mandate) and the Repurchase Mandate up to (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, the Companies Act (Act 3 of 1961, as consolidated and revised) or any applicable laws of the Cayman Islands to be held; or (iii) the revocation or variation of the General Mandate (including the extended General Mandate) or the Repurchase Mandate (as the case may be) by ordinary resolution of the Shareholders in general meeting, whichever occurs first.

An explanatory statement in connection with the Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all the requisite information required under the Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against the resolution approving the Repurchase Mandate.

### **RE-ELECTION OF DIRECTORS AND CONTINUOUS APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR SERVING MORE THAN NINE YEARS**

As at Latest Practicable Date, the Board comprises Mr. Leong Chi Wai and Mr. Su Chunxiang as executive Directors; Ms. Chan Pui Kwan as non-executive Director; Mr. Jochum Siebren Haakma, Mr. Chen Yeung Tak and Mr. Tang Chin Ting as independent non-executive Directors.

Pursuant to Article 88(1), 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 least once every three years and a retiring Director shall be eligible for re-election. Accordingly, Ms. Chan Pui Kwan (“**Ms. Chan**”), Mr. Jochum Siebren Haakma (“**Mr. Haakma**”) and Mr. Chen Yeung Tak (“**Mr. Chen**”) will retire by rotation at the AGM and will offer themselves for re-election as Director at the AGM each respectively.

Pursuant to code provision B.2.3 of the Corporate Governance Code as set out in Part 2 of Appendix C1 of the Listing Rules, if an independent non-executive Director serves an issuer for more than nine years, any further appointment of such an independent non-executive Director should be subject to a separate resolution to be approved by the shareholders. As Mr. Haakma

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## LETTER FROM THE BOARD

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has served as an independent non-executive Director for more than nine years since his appointment in 2014, separate resolution will be proposed at the AGM to further appoint Mr. Haakma as an independent non-executive Director.

The nomination was made in accordance with the nomination policy of the Company and took into account of the following factors:

- a. reputation for integrity;
- b. accomplishment and experience in the investment industry, in particular, in assets management, regulated license person and related investment experience;
- c. commitment in respect of available time and relevant interest; and
- d. diversity in all its aspects, including but not limited to gender, age (18 years or above), cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service.

Having duly considered Ms. Chan's, Mr. Haakma's and Mr. Chen's qualifications, skills, experience, age, culture, ethnicity, gender, past contributions and all other relevant factors, the nomination committee of the Company is of the view that the above factors have contributed to the diversity of the Board and the retiring Directors continue to be suitable candidates to serve on the Board.

The Board has received from Mr. Haakma and Mr. Chen each an annual confirmation on his independence pursuant to the Listing Rules. In assessing their independence, the Board has considered their character and judgement with reference to their respective contribution to the Board. Over the year, both of them have provided valuable insights to the Board with their respectively experience, expertise and knowledge, and the Company has benefited from their contribution and commitment. The Board is therefore of the view that each of Mr. Haakma and Mr. Chen meets the independence criteria set out in Rule 3.13 of the Listing Rules and that they are able to continue to fulfil their role as independent non-executive Directors.

Mr. Haakma has served as a member of the Board for more than nine years. While this could be relevant to the assessment of independence, the Board is of the view that the independence of Mr. Haakma cannot be solely determined by his period of service in the Company. Mr. Haakma's independence has been reviewed by the Nomination Committee. There is no evidence showing that Mr. Haakma who has served on the Board for more than nine years would lose his independence nor be at an increased risk of complacency given his familiarity with management. The Board considers that independence of mind is more important than the appearance of independence and is fully satisfied that Mr. Haakma demonstrates independence in character and judgment both in his designated role and as a Board member. Accordingly, the Board is of the opinion that he continues to bring independent view to the Board notwithstanding his length of service. The Board is satisfied that, taking into account, among others, the valuable



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## LETTER FROM THE BOARD

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insights, useful guidance and independent judgment provided to the Board by Mr. Haakma, Mr. Haakma is of such character, integrity and experience commensurate with office of an independent non-executive Director. Mr. Haakma's professional background, knowledge and experience have also contributed to the diversity of the Board.

Based on the above mentioned considerations, the Board, on the recommendation of the nomination committee of the Company, would recommend Ms. Chan, Mr. Haakma and Mr. Chen for re-election at the AGM.

Biographical details of the retiring Directors to be re-elected which are required to be disclosed under the Listing Rules are set out in Appendix II to this circular.

### **AGM**

A notice convening the AGM to be held at 22/F, United Centre, 95 Queensway Road, Hong Kong on Friday, 23 May 2025 at 11:00 a.m. is set out on pages AGM-1 to AGM-6 of this circular. Resolutions will be proposed at the AGM to approve, among other things, the grant of the General Mandate (including the extended General Mandate) and the Repurchase Mandate and the re-election of Directors and continuous appointment of independent non-executive Director serving more than nine years.

A proxy form for use at the AGM is enclosed with this circular and such proxy form is also published at the website of the Stock Exchange at [www.hkex.com.hk](http://www.hkex.com.hk) and the Company at [www.dt-capitalhk.com](http://www.dt-capitalhk.com). If you are unable to attend the AGM in person, please complete the accompanying proxy form in accordance with the instructions as indicated thereon and deposit the same at the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish and in such event, the proxy form shall be deemed to be revoked.

All proposed resolutions to be approved at the AGM will be taken by poll and an announcement will be made by the Company after the AGM on the results of the AGM.

### **RESPONSIBILITY STATEMENT**

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the 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.

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## LETTER FROM THE BOARD

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### CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining Shareholders who are entitled to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 20 May 2025 to Friday, 23 May 2025, both days inclusive during which period, no transfer of shares will be registered. In order to qualify for attending and voting at the AGM, all transfers of shares accompanied by the relevant share certificates and transfer forms should be lodged for registration with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as practicable and in any event not later than 4:30 p.m. on Monday, 19 May 2025.

### RECOMMENDATION

The Directors consider the proposed grant of the General Mandate (including the extended General Mandate) and the Repurchase Mandate and the proposed re-election of Directors and continuous appointment of independent non-executive Director serving more than nine years are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

### GENERAL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on any resolutions to be proposed at the AGM.

### MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,  
For and on behalf of the Board of  
**DT Capital Limited**  
**Chan Pui Kwan**  
*Chairman*

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

## **1. REPURCHASE OF SECURITIES FROM CONNECTED PARTIES**

The Listing Rules prohibit the Company from knowingly purchasing its securities on the Stock Exchange from a “core connected person”, that is, a director, chief executive or substantial shareholder of the Company or any of its subsidiaries or their respective close associates and a core connected person is prohibited from knowingly selling to the Company his/her/its securities of the Company.

No core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has any such core connected person undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is passed.

## **2. SHARE CAPITAL**

As at the Latest Practicable Date, the number of the issued Shares comprised 2,735,280,000 fully paid Shares and the Company had no Treasury Shares.

Subject to the passing of the proposed resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased by the Company prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 273,528,000 fully paid Shares, representing 10% of the number of the issued Shares (excluding Treasury Shares, if any) as at the date of passing of the resolution.

The Company may cancel such repurchased Shares or hold them as Treasury Shares for subsequent sale or transfer subject to market conditions and the Group’s capital management needs at the relevant time of the repurchases.

To the extent that any Treasury Shares are deposited with the CCASS pending resale on the Stock Exchange, 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 HKSCC 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.

### 3. REASONS FOR THE REPURCHASE

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets per Share and/or earnings per Share and will only be made when the Directors believe that a repurchase will benefit the Company and its Shareholders as a whole.

### 4. FUNDING OF REPURCHASES

Pursuant to the Repurchase Mandate, repurchases would be funded entirely from the Company's available cash flow or working capital facilities which will be funds legally available under the laws of the Cayman Islands and the memorandum of association and the Articles of the Company for such purpose.

An exercise of the Repurchase Mandate in full may have a material adverse impact on the working capital and gearing position of the Company compared with those as at 31 December 2024, being the date of its latest published audited consolidated accounts. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

### 5. SHARE PRICES

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

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2024</b>		
April	0.054	0.042
May	0.097	0.049
June	0.080	0.052
July	0.068	0.051
August	0.065	0.045
September	0.064	0.052
October	0.109	0.054
November	0.082	0.058
December	0.075	0.055
<b>2025</b>		
January	0.061	0.051
February	0.063	0.052
March	0.066	0.048
April (up to the Latest Practicable Date)	0.063	0.054

## 6. GENERAL

The Directors will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and applicable laws of the Cayman Islands.

Neither this explanatory statement nor the proposed share repurchase (if any) under the Repurchase Mandate has any unusual features.

## 7. EFFECT OF THE TAKEOVERS CODE

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, their close associates, have any present intention to sell to the Company or its subsidiaries any of the Shares in the Company if the Repurchase Mandate is approved at the AGM.

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, based on the publicly available information, the following Shareholders are interested in more than 10% of the Shares then in issue:

Name of Shareholder	Number of Shares	Approximate % holding
P.B. Global Asset Management Limited ( <i>Note 1</i> )	504,410,000	18.44%
P.B. Capital Advanced Fund SPC – P.B. Capital Advanced Fund 2 Segregated Portfolio ( <i>Note 1</i> )	504,410,000	18.44%
Vibrant Noble Limited ( <i>Note 2</i> )	379,990,000	13.89%
Qian Jun ( <i>Note 2</i> )	379,990,000	13.89%

Notes:

- P.B. Global Asset Management Limited is an investment manager. P.B. Capital Advanced Fund SPC – P.B. Capital Advanced Fund 2 Segregated Portfolio beneficially owned the Shares.
- Vibrant Noble Limited is wholly owned by Mr. Qian Jun.

In the event that the Directors exercise in full the power to repurchase Shares in accordance with the Repurchase Mandate, the total interests of the above Shareholders in the Shares would be increased to:

<b>Name of Shareholder</b>	<b>Approximate % holding</b>
P.B. Global Asset Management Limited	20.49%
P.B. Capital Advanced Fund SPC – P.B. Capital Advanced Fund 2 Segregated Portfolio	20.49%
Vibrant Noble Limited	15.44%
Qian Jun	15.44%

On the basis of the current shareholdings of above Shareholders, such increase would not give rise to an obligation to make a mandatory offer under Rule 26 or 32 of the Takeovers Code.

As at the Latest Practicable Date, the Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in a requirement of the above Shareholders, or any other persons to make a general offer under the Takeovers Code or the number of Shares in the hands of the public falling below the prescribed minimum percentage of 25%.

#### **8. SHARES REPURCHASE MADE BY THE COMPANY**

The Company had not purchased any of its Shares (whether on the Stock Exchange or otherwise) during the previous six months immediately prior to the Latest Practicable Date.

Details of the Directors who will retire from office at the AGM and being eligible, will offer themselves for re-election at the AGM, are set out below:

**(1) Ms. Chan Pui Kwan (“Ms. Chan”)**

Ms. Chan, aged 59, started her career as a corporate banker. Born in Hong Kong, spent her youth and received education in the Netherlands, Ms. Chan returned to her birthplace and started her career in early 90’s. She had worked in several prominent European banks, including Rabobank, ABN AMRO, Fortis and established the European desk for these banks to provide support to European companies expanding into China.

In 2002, Ms. Chan started her own company SINOVA to provide advice and support to investors for both inbound and outbound investments. The company employed over 40 professionals with offices in three countries. In 2010, Dutch based financial group ANT acquired SINOVA and Ms. Chan remained as Chief Executive Officer of SINOVA till September 2012.

She is the founder and Chief Executive Officer of Delta-Think (HK) Ltd, which provides business strategy advisory advices to corporations for business expansion in public and private sectors.

Ms. Chan is active in the community services and holds advisory positions in various institutions. At present, she is a member of the Board of Directors of Hong Kong Science and Technology Parks Corporation. Apart from being a Member of Competition Commission, starting from July 2020, Ms. Chan also became an Advisory Committee Member of Enhancing Self-Reliance Through District Partnership Programme (ESR). She then also became a Member of the Trade and Industry Advisory Board (TIAB) from January 2022. Ms. Chan is also a Member of the Advisory Board of the Dutch Chamber of Commerce from October 2020. She also serves as an Honorary Advisor to Ina Ho Cantonese Opera Research Centre of HK Metropolitan University.

As recognition of her achievements, Ms. Chan has received numerous awards in China, Hong Kong and the Netherlands, amongst which she was selected as one of “China’s 100 Outstanding Female Entrepreneurs” (“中國百名傑出女企業家”) in 2010.

Ms. Chan has grown up from a multi-cultural background and speaks several European languages. She graduated from Rotterdam Business School with a bachelor degree in banking and insurance in 1991.

She is licensed under the SFO as a representative of Hua Yu Investment Management Limited to carry out Type 6 (Advising on Corporate Finance) and Type 9 (Asset Management) regulated activities since 2015.

Ms. Chan is currently serving as an independent non-executive director at JBB Builders International Limited, the shares of which listed on the Main Board of the Stock Exchange (stock code: 1903) since 11 April 2019.

Ms. Chan was appointed as a Non-executive Director and the Chairman of the Board on 7 July 2014 and 24 October 2014.

As at the Latest Practicable Date, Ms. Chan holds 100% of the share capital of Fame Image Limited, which in turn owned 50% of the share capital of Sharp Years Limited, which in turn is holding 254,500,000 shares of the Company. By virtue of the SFO, Ms. Chan is deemed to be interested in the 254,500,000 shares of the Company.

There is service contract between Ms. Chan and the Company and Ms. Chan is entitled to an annual emolument of HK\$180,000 which is reviewed and determined by the remuneration committee of the Company with reference to her duties and responsibilities with the Company and the remuneration policy of the Company. Ms. Chan is subject to retirement by rotation (at least once every three years) and re-election pursuant to the Articles.

Saved as disclosed above, as at the Latest Practicable Date, Ms. Chan does not hold any directorship in other public company the securities of which are listed on any securities market in Hong Kong or overseas, in the last three years or other major appointments and professional qualifications; or any other position with the Company or any of its subsidiaries and does not have any relationship with any other directors, senior management or substantial or controlling shareholder of the Company. Ms. Chan does not have any other interests of the Company. Ms. Chan does not have any other interest of short position in the Shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

**(2) Mr. Jochum Siebren Haakma (“Mr. Haakma”)**

Mr. Haakma, aged 75, a lawyer and former career diplomat and an expert in the field of Trade and investment Promotion, was from 1978 assigned to a number of Dutch Embassies abroad (Rome, Lusaka, Bonn), in 1986 as Commercial and Economic Counsellor to The Netherlands Embassy in Jakarta and in 1989 in the private sector as director of the Indonesian Netherlands Association (de facto’ Ind.-NL C.O.C) in Jakarta.

From 1993-1997, Mr. Haakma was the Managing Director of the Centre for the Promotion of Imports from Developing Countries (CBI) in Rotterdam, which is an Agency under the Ministry of Foreign Affairs of the Netherlands. In this function he acted as permanent Vice-Chairman of the FORUM of the European Trade Promotion Organisations. He was also member of the European Commission and The International Trade Centre (ITC, UNCTAD/WTO) in Geneva.



In 1995 he followed a post-doctorate course at Harvard Business School.

From 1997 until 2002 he served as Consul-General in Hong Kong/Macao and from 2002 until 2006 as Consul-General in Shanghai. In 2006 he was appointed Managing Director of the Netherlands Foreign Investment Agency (NFIA) under the Ministry of Economic Affairs in The Netherlands, responsible for attracting investments to the Netherlands with an international network of 24 NFIA offices around the world.

In September 2007 he moved to the private sector and was appointed Global Executive Director Business Development of the TMF Group BV in Amsterdam, where he is responsible for the Business Development and Branding of TMF Group on a global scale. TMF Group helps global companies expand and invest seamlessly across international borders. Its expert accountants and legal, HR and payroll professionals are located around the world, helping clients to operate their corporate structures, finance vehicles and investment funds in different geographic locations. With operations in more than 85 countries and with HQ in Amsterdam providing outsourced compliance services, TMF Group is the global expert that understands local needs.

Concurrently he is the Chairman of the Board of the NCH (Netherlands Council for Trade Promotion), Chairman of the Netherlands China Business Council, former Chairman of the China Group of the HFC (Holland Financial Centre) and former President of the Europe Council of NCH. Furthermore, he was the Vice President of the Board of the AmCham Netherlands, former member of the Board of Ambassadors of Hemingway, non-executive director with Amesto Global LLC, Chairman of the board of The EU-China Business Association (EUCBA), former member of the International Steering Committee of Nyenrode University, former Advisory Board Member of ChinaLux, and Advisory Member of a number of China related institutions. For many years he wrote a monthly column about cultural differences in the China Times and is former Chief Advisor Public Affairs European Region for Huawei Technologies Co Ltd. in Brussels.

Mr. Haakma is founder and honorary member for life of the Dutch CEO lunch in Shanghai and honorary member for life of the Foreign Correspondents Club (FCC) in Hong Kong.

Mr. Haakma is founder and owner of Haakma Consultancy since 2016.

In 2012 he received an honorary Doctorate Degree of the European University in Barcelona, Spain. Mr. Haakma was speaker at the International Capital Conference (ICC) in Beijing in 2016 to 2019.

Mr. Haakma was appointed as independent non-executive Director on 7 July 2014. Mr. Haakma was also further appointed as members of the audit committee (the “**Audit Committee**”) of the Company, remuneration committee (the “**Remuneration Committee**”) of the Company and nomination committee (the “**Nomination Committee**”) of the Company on 29 July 2014.

There is service contract between Mr. Haakma and the Company and Mr. Haakma is entitled to an annual emolument of HK\$100,000 which is reviewed and determined by the remuneration committee of the Company with reference to his duties and responsibilities with the Company and the remuneration policy of the Company. Mr. Haakma is subject to retirement by rotation (at least once every three years) and re-election pursuant to the Articles.

Saved as disclosed above, as at the Latest Practicable Date, Mr. Haakma does not hold any directorship in other public company the securities of which are listed on any securities market in Hong Kong or overseas, in the last three years or other major appointments and professional qualifications; or any other position with the Company or any of its subsidiaries and does not have any relationship with any other directors, senior management or substantial or controlling shareholder of the Company. Mr. Haakma does not have any interests of the Company. Mr. Haakma does not have any interest of short position in the Shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

**(3) Mr. Chen Yeung Tak (“Mr. Chen”)**

Mr. Chen, aged 40, has over 15 years of experience in auditing, accounting and financial management, treasury, internal control, corporate governance and company secretarial matters. He graduated from The Hong Kong Polytechnic University with a Bachelor of Arts in Accountancy in December 2006. He is a member and a fellow of the Hong Kong Institute of Certified Public Accountants (“**CPA**”). He is also a CPA (Practising) registered in the Accounting and Financial Reporting Council.

Mr. Chen worked in international accounting firms and Blue River Holdings Limited as an accounting manager (formerly known as PYI Corporation limited, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 498)). From December 2017 to November 2021, Mr. Chen served as an independent non-executive director of AV Promotions Holdings Limited, the shares of which are listed on the GEM of the Stock Exchange (stock code: 8419). From January 2018 to February 2025, Mr. Chen served as an independent non-executive director of Gain Plus Holdings Limited, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 9900). Mr. Chen is currently a

company secretary of Kingland Group Holdings Limited, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 1751) and had an appointment of its executive director from May 2020 to June 2022.

Mr. Chen is an independent non-executive director of the following companies respectively: Prosperity Group International Limited (formally known as Kingbo Strike Limited) the shares of which are listed on the Main Board of the Stock Exchange (stock code: 1421); and WElli Holdings Limited, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 2372). Mr. Chen also has an appointment of an independent director of Onion Global Limited, a company formerly listed on New York Stock Exchange (stock code: NYSE: OG) and currently listed on U.S. OTC Market (stock code: OGBLY: OG).

Mr. Chen was appointed as the independent non-executive Director, chairman of the Audit Committee and the Remuneration Committee respectively and a member of the Nomination Committee on 19 July 2019.

There is service contract between Mr. Chen and the Company and Mr. Chen is entitled to an annual emolument of HK\$180,000 which is reviewed and determined by the remuneration committee of the Company with reference to his duties and responsibilities with the Company and the remuneration policy of the Company. Mr. Chen is subject to retirement by rotation (at least once every three years) and re-election pursuant to the Articles.

Saved as disclosed above, as at the Latest Practicable Date, Mr. Chen does not hold any directorship in other public company the securities of which are listed on any securities market in Hong Kong or overseas, in the last three years or other major appointments and professional qualifications; or any other position with the Company or any of its subsidiaries and does not have any relationship with any other directors, senior management or substantial or controlling shareholder of the Company. Mr. Chen does not have any interests of the Company. Mr. Chen does not have any interest of short position in the Shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

There is no information relating to each of Ms. Chan, Mr. Haakman and Mr. Chen that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

Save as disclosed herein, there is no other matters relating to each of Ms. Chan, Mr. Haakman and Mr. Chen that needs to be brought to the attention of the Shareholders and the Stock Exchange.

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## NOTICE OF AGM

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### **DT CAPITAL LIMITED** **鼎立資本有限公司**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 356)**

#### **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an annual general meeting (the “**AGM**”) of DT Capital Limited (the “**Company**”) will be held at 22/F, United Centre, 95 Queensway Road, Hong Kong on Friday, 23 May 2025 at 11:00 a.m. for the purpose of transacting the following business:

#### **ORDINARY RESOLUTIONS**

As ordinary business, to consider and if thought fit, passing the following ordinary resolutions with or without amendments:

1. to receive, consider and adopt the audited consolidated financial statements and the reports of the directors (the “**Directors**”) and auditors of the Company for the year ended 31 December 2024;
2.
  - (a) to re-elect Ms. Chan Pui Kwan as non-executive Director;
  - (b) to re-elect Mr. Jochum Siebren Haakma (who has served more than nine years) as independent non-executive Director;
  - (c) to re-elect Mr. Chen Yeung Tak as independent non-executive Director; and
  - (d) to authorise the board of Directors to fix the Directors’ remuneration;
3. to re-appoint WM CPA Limited as the auditors of the Company and to authorise the board of Directors to fix their remuneration;

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and, as special business, consider and, if thought fit, pass the following resolutions as ordinary resolutions with or without amendments:

4. **“THAT:**

- (a) subject to paragraph (c) below, pursuant to the Rules (the **“Listing Rules”**) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with unissued shares of the Company (including sale or transfer of treasury shares (the **“Treasury Shares”**) which shall have the meaning ascribed to it under the Listing Rules), if any) and to make or grant offers, agreements and options, including warrants to subscribe for the shares (the **“Shares”**) of the Company, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period (as defined below) to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period (as defined below);
- (c) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise), issued or dealt with (including sale or transfer of Treasury Shares, if any) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of:
  - (aa) 20 per cent. of the number of issued Shares (excluding Treasury Shares, if any) on the date of the passing of this resolution; and
  - (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the number of issued Shares repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the number of issued Shares (excluding Treasury Shares, if any) on the date of the passing of resolution no. 6),

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and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

(d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of 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 articles of association of the Company, the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands (the “**Companies Act**”) or any applicable laws of Cayman Islands to be held; or
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution;

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (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 of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”;

5. “**THAT:**

- (a) the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to purchase the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the Companies Act and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;

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## NOTICE OF AGM

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- (b) the total number and description of the Shares which may be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent. of the number of issued Shares (excluding Treasury Shares, if any) as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
  - (c) for the purposes of this resolution, “**Relevant Period**” means the period from the date of 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 articles of association of the Company, the Companies Act or any applicable laws of Cayman Islands to be held; or
    - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”; and
6. “**THAT** conditional upon the ordinary resolutions no. 4 and 5 set out in this notice being passed, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with unissued shares of the Company (including sale or transfer of Treasury Shares, if any) and to make or grant offers agreements and options, including warrants to subscribe for the Shares which might require the exercise of such powers pursuant to the ordinary resolution no. 4 set out in this notice be and is hereby extended by the addition to the number of Shares which may be allotted (including sale or transfer of Treasury Shares, if any) by the Directors pursuant to such general mandate of the number of the issued shares of the Company repurchased by the Company under the authority granted pursuant to ordinary resolution no. 5 set out in this notice, provided that such number shall not exceed 10% of the number of the issued shares of the Company (excluding Treasury Shares, if any) as at the date of the passing of this resolution.”

By order of board of Directors of  
**DT Capital Limited**  
**Chan Pui Kwan**  
*Chairman*

Hong Kong, 29 April 2025

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## NOTICE OF AGM

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*Registered office:*

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

*Head office and principal place of  
business in Hong Kong:*

Unit D, 6th Floor  
Eton Building  
288 Des Voeux Road Central  
Hong Kong

*Notes:*

1. A member entitled to attend and vote at the AGM convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the Articles, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the AGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. In order to be valid, the proxy form must be deposited together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, at the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time for holding the AGM (i.e. 11:00 a.m. (Hong Kong Time) on Wednesday, 21 May 2025) or any adjournment thereof. Completion and return of a proxy form will not preclude a shareholder of the Company from attending in person and voting at the AGM or any adjournment thereof, should he/she/it so wish and in such event, the proxy form shall be deemed to be revoked.
3. In the case of joint holders of shares, any one of such holders may vote at the AGM, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holders are present at the AGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
4. Delivery of a proxy form shall not preclude a member from attending and voting in person at the meeting and in such event, the proxy form shall be deemed to be revoked.
5. For the purpose of ascertaining shareholders' entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 20 May 2025 to Friday, 23 May 2025 (both days inclusive), during which period no transfers of shares will be registered. In order to be eligible to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates, have to be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Monday, 19 May 2025.
6. In relation to proposed resolutions nos. 4 and 6 above, approval is being sought from the shareholders for the grant to the Directors of a general mandate to authorise the allotment and issue of shares of the Company under the Listing Rules. The Directors have no immediate plans to issue any new shares of the Company other than Shares which may fall to be issued under the share option scheme of the Company or any scrip dividend scheme which may be approved by shareholders.
7. In relation to proposed resolution no. 5 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase Shares in circumstances which they deem appropriate for the benefit of the shareholders of the Company. An explanatory statement containing the information necessary to enable the shareholders to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in Appendix I to this circular.



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8. If a Typhoon Signal No. 8 or above is hoisted or a Black Rainstorm Warning Signal or “extreme conditions” announced by the Hong Kong Government is in force at or at any time after 9:00 a.m. on the date of the meeting, the meeting will be adjourned. The Hong Kong Government may issue an announcement on “extreme conditions” in the event of, for example, widespread serious obstruction of public transport services, extensive flooding, major landslides or large-scale power outage as a result of a super typhoon or other natural disaster of a substantial scale. The Company will post an announcement on the website of The Stock Exchange of Hong Kong Limited at [www.hkex.com.hk](http://www.hkex.com.hk) and the website of the Company at [www.dt-capitalhk.com](http://www.dt-capitalhk.com). and to notify shareholders of the date, time and place of the adjourned meeting. 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.
9. In the case of any inconsistency between the Chinese translation and the English text hereof, the English text shall prevail.