
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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.

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 Dominate Group Holdings Company Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

DOMINATE GROUP HOLDINGS COMPANY LIMITED

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8537)

- (1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE SHARES
AND REPURCHASE SHARES;**
(2) PROPOSED RE-ELECTION OF DIRECTORS;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING
-

A notice convening the annual general meeting of Dominate Group Holdings Company Limited (the “**Company**”) to be held at 40/F, Sunlight Tower, 248 Queen’s Road East, Wanchai, Hong Kong, on Monday, 12 August 2019, at 10:00 a.m. (Hong Kong time) is set out on pages 14 to 18 of this circular. The purpose of this circular is to provide Shareholders with details of the matters to be dealt with at the Annual General Meeting.

A form of proxy for the Annual General Meeting is enclosed with this circular. Whether or not you are able to attend the Annual General Meeting, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon to the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong (New Address: Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong with effect from 11 July 2019) as soon as possible but in any event not less than 48 hours before the time appointed for holding of the Annual General Meeting (i.e. not later than 10:00 a.m. on Saturday, 10 August 2019) or the adjourned meeting (as the case may be). Completion and return of a form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjournment thereof in person if you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

This circular will remain on the “Latest Company Announcement” page of GEM website at www.hkgem.com for at least 7 days from the date of its posting and on the website of the Company at www.dghcl.com.

Hong Kong, 28 June 2019

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

CONTENTS

	<i>Page</i>
DEFINITIONS	1
 LETTER FROM THE BOARD	
INTRODUCTION	3
PROPOSED GRANT OF GENERAL MANDATE TO ISSUE SHARES	4
PROPOSED GRANT OF GENERAL MANDATE TO REPURCHASE SHARES	4
PROPOSED RE-ELECTION OF THE DIRECTORS	5
ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT	5
VOTING BY WAY OF POLL	6
RECOMMENDATION	6
RESPONSIBILITY STATEMENT	6
 APPENDIX I — EXPLANATORY STATEMENT	 7
 APPENDIX II — BIOGRAPHIES OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION	 11
 NOTICE OF ANNUAL GENERAL MEETING	 14

DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at 40/F, Sunlight Tower, 248 Queen’s Road East, Wanchai, Hong Kong on Monday, 12 August 2019, at 10:00 a.m. (Hong Kong time) in relation to the Company’s financial year ended 31 March 2019
“Annual Report”	the annual report of the Company for the financial year ended 31 March 2019
“Articles of Association”	the amended and restated memorandum and articles of association of the Company as amended from time to time
“Board”	the board of Directors
“Company”	Dominate Group Holdings Company Limited, an exempted company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM
“Director(s)”	the director(s) of the Company
“GEM”	the GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM, as amended, supplemented or otherwise modified from time to time
“General Mandates”	New Issue Mandate and New Repurchase Mandate
“Group”	the Company and its subsidiaries
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	24 June 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular

DEFINITIONS

“New Issue Mandate”	the general mandate proposed to be granted to the Directors at the Annual General Meeting to allot, issue and otherwise deal with additional Shares not exceeding 20% of the total number of Shares in issue as at the date of passing of the resolution approving such mandate, and by an additional number of Shares repurchased by the Company pursuant to the New Repurchase Mandate as set out in resolution numbered 4 in the notice convening the Annual General Meeting
“New Repurchase Mandate”	the general mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase the fully paid-up Shares up to a maximum of 10% of the total number of Shares in issue as at the date of passing of the resolution approving such mandate as set out in resolution numbered 5, in the notice convening the Annual General Meeting
“PRC”	the People’s Republic of China, excluding Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) of par value HK\$0.01 each in the issued share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s) for the time being
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Repurchases issued by the Securities and Futures Commission of Hong Kong, as amended, supplemented or otherwise modified from time to time
“HK\$” and “cents”	Hong Kong dollars and cents respectively, the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD

DOMINATE GROUP HOLDINGS COMPANY LIMITED

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8537)

Executive Directors:

Mr. Fu Chun Keung

(Chairman and Chief Executive Officer)

Ms. Cheung Lai Yuk

Ms. Fu Wan Ling

Registered office:

PO Box 309

Ugland House

Grand Cayman, KY1-1104

Cayman Islands

Independent Non-executive Directors:

Mr. Chan Cheong Tat

Mr. Wong Wing Keung Meyrick

Mr. Chan Chi Ming Tony

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

No. 6-13, Faerie Court

80 Ko Shan Road

Hung Hom, Kowloon

Hong Kong

Hong Kong, 28 June 2019

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE SHARES
AND REPURCHASE SHARES;
(2) PROPOSED RE-ELECTION OF DIRECTORS;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the Annual General Meeting to be held at 40/F, Sunlight Tower, 248 Queen's Road East, Wanchai, Hong Kong on Monday, 12 August 2019, at 10:00 a.m. relating to, among other things, (i) the proposed granting of the General Mandates to issue shares and repurchase shares; and (ii) the proposed re-election of the Directors. The notice of the Annual General Meeting containing the proposed resolutions and other information is set out on pages 14 to 18 of this circular.

LETTER FROM THE BOARD

2. PROPOSED GRANT OF GENERAL MANDATES TO ISSUE SHARES

At the Annual General Meeting, an ordinary resolution will be proposed which, if passed, will grant the Directors a general and unconditional mandate to allot, issue and otherwise deal with new Shares not exceeding 20% of the total number of Shares in issue on the date of passing of such resolution (or 150,000,000 Shares based on (i) the Company's issued Shares as at the Latest Practicable Date of 750,000,000 Shares; and (ii) the assumption that no further Shares are issued or repurchased prior to the Annual General Meeting). In addition, conditional upon the proposed resolution to authorise the New Repurchase Mandate and the New Issue Mandate being passed, an ordinary resolution will be proposed to authorise the Directors to allot, issue and otherwise deal with new Shares up to an amount equal to the total number of Shares repurchased by the Company pursuant to the New Repurchase Mandate in order to provide flexibility for issuing new Shares when it is in the interests of the Company.

3. PROPOSED GRANT OF GENERAL MANDATE TO REPURCHASE SHARES

At the Annual General Meeting, an ordinary resolution will be proposed which, if passed, will grant the Directors a general and unconditional mandate to repurchase issued Shares not exceeding 10% of the total number of issued Shares on the date of passing of such resolution (or 75,000,000 Shares based on (i) the Company's issued Shares as at the Latest Practicable Date of 750,000,000 Shares; and (ii) the assumption that no further Shares are issued or repurchased prior to the Annual General Meeting).

The General Mandates will remain in effect until whichever is the earliest of the date of the next annual general meeting of the Company, the date by which the next annual general meeting of the Company is required to be held by law or the Articles of Association, or the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company. The Company may not purchase Shares on GEM if such purchase would result in the number of Shares which are in the hands of the public falling below 25% of the total number of issued Shares.

With reference to the General Mandates, the Directors wish to state that they have no immediate plan to repurchase any Shares or issue any Shares pursuant thereto. In accordance with the requirements of the GEM Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the New Repurchase Mandate. The explanatory statement as required by the GEM Listing Rules in connection with the New Repurchase Mandate is set out in Appendix I to this circular.

LETTER FROM THE BOARD

4. PROPOSED RE-ELECTION OF THE DIRECTORS

Pursuant to Rule 17.46A of the GEM Listing Rules, a listed issuer shall disclose the details required under Rule 17.50(2) of the GEM Listing Rules of any directors proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting (including, but not limited to, an annual general meeting).

In accordance with Article 16.19 of the Articles of Association, Mr. Fu Chun Keung and Ms. Cheung Lai Yuk will retire at the Annual General Meeting, being eligible, have offered themselves for re-election at the Annual General Meeting.

Details of the retiring Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix II to this circular.

5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice convening the Annual General Meeting to be held at 40/F, Sunlight Tower, 248 Queen's Road East, Wanchai, Hong Kong on Monday, 12 August 2019, at 10:00 a.m. (Hong Kong time) is set out on pages 14 to 18 of this circular. At the Annual General Meeting, resolutions relating to, inter alia, the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 March 2019, the receipt and consideration of the re-appointment of auditors, granting of the General Mandates and the re-election of the retiring Directors will be proposed for your consideration and approval.

A form of proxy for the Annual General Meeting is enclosed with this circular. Whether or not you intend to be present at the Annual General Meeting, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon to the Company's branch registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong (New Address: Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong with effect from 11 July 2019) as soon as possible but in any event not less than 48 hours before the time fixed for the Annual General Meeting. Completion and return of a form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjourned meeting in person if you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

LETTER FROM THE BOARD

6. VOTING BY WAY OF POLL

Pursuant to Rule 17.47(4) of the GEM Listing Rules, all votes of the shareholders at the Annual General Meeting must be taken by way of poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all resolutions proposed at the Annual General Meeting shall be voted by poll, and the Company will announce the results of the poll in the manner as prescribed under Rule 17.47(5) of the GEM Listing Rules.

On a poll, every Shareholder present in person or by proxy or (being a corporation) by its duly authorised representative shall have one vote for each Share registered in his name in the register of members of the Company. A Shareholder entitled to more than one vote needs not use all his votes or cast all the votes he uses in the same way.

7. RECOMMENDATION

The Board is of the opinion that the granting of the General Mandates and the re-election of the retiring Directors and all other resolutions set out in the notice of the Annual General Meeting are in the best interests of the Company, the Group and the Shareholders as a whole and so recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

8. RESPONSIBILITY STATEMENT

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

Yours faithfully,
By order of the Board
Fu Chun Keung
Chairman and Chief Executive Officer

The following is an explanatory statement required to be sent to the Shareholders under the GEM Listing Rules to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in connection with the New Repurchase Mandate.

SHARES IN ISSUE

As at the Latest Practicable Date, the Company had a total of 750,000,000 Shares of HK\$0.01 each in issue.

Subject to the passing of ordinary resolution No. 6 and on the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, the Company would be allowed under the New Repurchase Mandate to repurchase a maximum of 75,000,000 Shares, equivalent to 10% of the total number of Shares in issue as at the passing of the relevant resolutions at the Annual General Meeting.

SHARE PRICES

The highest and lowest prices at which the Shares have been traded on GEM in each of the months from 27 March 2019 (the “**Listing Date**”) to June 2019 were as follows:

	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
March 2019	0.850	0.390
April 2019	1.250	0.640
May 2019	1.210	0.245
June 2019 (up to the Latest Practicable Date)	0.435	0.180

DIRECTORS’ UNDERTAKING

The Directors have undertaken to the Stock Exchange that, they will exercise the power of the Company to make repurchase of Shares pursuant to the New Repurchase Mandate in accordance with the GEM Listing Rules, the memorandum of association and the Articles of Association and the applicable laws of the Cayman Islands.

The following is an explanatory statement required to be sent to the Shareholders under the GEM Listing Rules in connection with the proposed Repurchase Mandate.

SHARE CAPITAL

As at the Latest Practicable Date, the total number of Shares in issue was 750,000,000 Shares. Subject to the passing of the resolution granting the New Repurchase Mandate and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date up to the date of passing of such resolution, the Company will be allowed to repurchase a maximum of 75,000,000 Shares (subject to share consolidation or subdivision) which represent 10% of the total number of Shares in issue of the Company, during the period from the date of passing of such resolution up to the earliest of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the Articles of Association to be held; or (iii) the revocation of variation of the Repurchase Mandate by ordinary resolution of the Shareholders in general meeting.

REASONS AND FUNDING OF REPURCHASES

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

Repurchases of Shares will be financed out of funds legally available for such purpose and in accordance with the Articles of Association, the Cayman Companies Law and the GEM Listing Rules. The Cayman Companies Law provides that the amount of capital repaid in connection with a share repurchase may be paid out of the profits of the Company or the proceeds of a fresh issue of Shares made for the purposes of the repurchase or out of capital subject to and in accordance with the Cayman Companies Law. The amount of premium payable on repurchase may only be paid out of either the profits of the Company or from sums standing to the credit of the share premium account of the Company.

The Directors have no present intention to repurchase any Shares and they would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company. The Directors consider that, based on the current prevailing market price, even if the New Repurchase Mandate is to be exercised in full, it would not have a material adverse impact on the working capital and the gearing position of the Company as compared with the positions disclosed in the audited consolidated financial statements of the Company as at 31 March 2019, being the date to which the latest published audited consolidated financial statements of the Company were made up. The Directors do not propose to exercise the New Repurchase Mandate to such 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 are from time to time appropriate for the Company.

GENERAL

To the best of their knowledge, having made all reasonable enquiries, none of the Directors nor any of their close associates (as defined in the GEM Listing Rules) have any present intention to sell any Shares to the Company or its subsidiaries, in the event that the New Repurchase Mandate is granted by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the New Repurchase Mandate in accordance with the GEM Listing Rules and the applicable laws of the Cayman Islands.

No core connected person (as defined in the GEM Listing Rules) of the Company has notified the Company that he/she has a present intention to sell any Share to the Company, or has undertaken not to do so, if the New Repurchase Mandate is granted.

If as a result of a repurchase of Shares by the Company pursuant to the New 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 purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Mr. Fu Chun Keung is the largest Shareholder of the Company, owned 562,500,000 Shares through his wholly-owned company, MGH Limited. In the event that the Directors exercise the New Repurchase Mandate in full, the shareholding of Mr. Fu Chun Keung will be increased from 75% to approximately 83.33%. On the basis of the aforesaid increase in shareholding, the Directors are aware that exercising the New Repurchase Mandate in part or in full would not result in Mr. Fu Chun Keung becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

The GEM Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the issued share capital would be in public hands. The Directors do not propose to repurchase Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

SHARES REPURCHASES BY THE COMPANY

The Company had not repurchased any of its Shares (whether on GEM or otherwise) during the six months prior to the Latest Practicable Date.

The following are the biographical details of the retiring Directors proposed to be re-elected at the Annual General Meeting.

EXECUTIVE DIRECTOR**Mr. Fu Chun Keung (“Mr. Fu”)**

Mr. Fu, aged 51, was appointed as chairman, chief executive officer and an executive Director of the Company in January 2018. Mr. Fu is the major founder of the Group which was established in 1997, and now responsible for supervising overall management and strategy planning of the Group as well as its daily operation and management.

Mr. Fu is a member of Kowloon Chamber of Commerce (九龍總商會) since June 2017, and was elected as a director of the New Territories General Chamber of Commerce (新界總商會) for the period from 2016 to 2019. Further, Mr. Fu was admitted to membership of the Hong Kong Institute of Directors (香港董事學會) as fellow in 2017 and is also the honorary president of Hong Kong Xianyou County Clansmen Association (香港仙遊同鄉會) since 2017.

Mr. Fu is the spouse of Ms. Cheung Lai Yuk, an executive Director, and the younger brother of Ms. Fu Wan Ling, an executive Director.

Mr. Fu has entered into a service contract with the Company for 3 years, and is terminable by either party giving not less than 3 months’ written notice or payment in lieu. The appointment of Mr. Fu is subject to retirement by rotation and re-election at the Annual General Meeting of the Company in accordance with the Articles of Association.

Mr. Fu is entitled to a director’s emolument of HK\$2,000,000 per annum, which is determined by the remuneration committee of the Company with reference to Mr. Fu’s relevant experience, responsibilities and duties in the Company and the prevailing market benchmarks.

Save as disclosed, Mr. Fu has no relationship with any other Directors, senior management, substantial shareholders, or controlling shareholders of the Company (within the meaning of the GEM Listing Rules). As at the Latest Practicable Date, Mr. Fu has interest in 562,500,000 Shares (within the meaning of Part XV of the SFO).

Save as disclosed, Mr. Fu did not hold any other positions in the Company or any of its subsidiaries and did not hold any directorships in any other listed companies on the Stock Exchange and any other stock exchange in the three years preceding the Latest Practicable Date.

Other than those disclosed above, in relation to re-election of Mr. Fu, the Board is not aware of any information that ought to be disclosed pursuant to any of the requirements of Rules 17.50(2)(h) to (v) of GEM Listing Rules, nor are there any other matters that ought to be brought to the attention of the Shareholders.

Ms. Cheung Lai Yuk (“Ms. Cheung”)

Ms. Cheung, aged 46, was appointed as executive Director of the Company in March 2018. Ms. Cheung is the head of the Group’s procurement department, and is responsible for formulating corporate and business strategies.

Ms. Cheung has over 20 years’ experience in the jewellery industry and joined the Group since 1999. Ms. Cheung was awarded by the GIA a certificate for completing the requirements of the program in Diamond Essentials in November 2014, and a certificate for completing the requirements of the program in Diamonds and Diamond Grading as well as a diploma certificate for completing the diploma program in Graduate Diamonds respectively in January 2015.

Ms. Cheung is the spouse of Mr. Fu, the chairman, chief executive officer and executive Director, and sister-in-law of Ms. Fu Wan Ling, an executive Director.

Ms. Cheung has entered into a service contract with the Company for 3 years, and is terminable by either party giving not less than 3 months’ written notice or payment in lieu. The appointment of Ms. Cheung is subject to retirement by rotation and re-election at the Annual General Meeting of the Company in accordance with the Articles of Association.

Ms. Cheung is entitled to a director’s emolument of HK\$400,000 per annum, which is determined by the remuneration committee of the Company with reference to Ms. Cheung’s relevant experience, responsibilities and duties in the Company and the prevailing market benchmarks.

Save as disclosed, Ms. Cheung has no relationship with any other Directors, senior management, substantial shareholders, or controlling shareholders of the Company (within the meaning as prescribed under the GEM Listing Rules). As at the Latest Practicable Date, Ms. Cheung is the spouse of Mr. Fu and she is therefore deemed to be interested in the Shares held by Mr. Fu (within the meaning of Part XV of the SFO).

Save as disclosed, Ms. Cheung did not hold any other positions in the Company or any of its subsidiaries and did not hold any directorships in any other listed companies on the Stock Exchange and any other stock exchange in the three years preceding the Latest Practicable Date.

Other than those disclosed above, in relation to re-election of Ms. Cheung, the Board is not aware of any information that ought to be disclosed pursuant to any of the requirements under Rules 17.50(2)(h) to (v) of the GEM Listing Rules, nor are there any other matters that ought to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING

DOMINATE GROUP HOLDINGS COMPANY LIMITED

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8537)

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Annual General Meeting**”) of Dominate Group Holdings Company Limited (the “**Company**”) will be held at 40/F, Sunlight Tower, 248 Queen’s Road East, Wanchai, Hong Kong on Monday, 12 August 2019 at 10:00 a.m. (Hong Kong time) (or any adjournment thereof) for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolutions as ordinary resolutions of the Company:

ORDINARY BUSINESS

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “**Directors**”) and the auditors of the Company for the year ended 31 March 2019.
2. To re-elect the following Directors pursuant to the Company’s Articles of Association of the Company and to authorise the board of Directors to fix their respective remuneration:
 - (i) Mr. Fu Chun Keung as an executive Director; and
 - (ii) Ms. Cheung Lai Yuk as an executive Director.
3. To re-appoint Deloitte Touche Tohmatsu as the auditors of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Directors to fix their remuneration.

SPECIAL BUSINESS

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

4. “**THAT:**
 - (A) subject to paragraph (C) below, pursuant to the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited, 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 ordinary shares of the Company (the “**Shares(s)**”) and to make or grant offers, agreements or options which might require the exercise of such powers be and is hereby approved generally and unconditionally;

NOTICE OF ANNUAL GENERAL MEETING

- (B) the approval in paragraph (A) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period (as defined below) to make or grant offers, agreements or 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 and issued, or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (A) of this Resolution, otherwise than pursuant to (a) a Rights Issue (as defined below); or (b) the grant or exercise of any option under the share option scheme of the Company; or (c) any scrip dividend or similar arrangement 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 (d) 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:
- (i) 20% of the total number of Shares in issue as at the date of the passing of this resolution; and
 - (ii) provided that ordinary resolution No. 6 is passed, the total number of Shares repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the total number of Shares in issue on the date of the passing of this resolution), and the authority pursuant to paragraph (A) of this resolution 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 is required by the Articles of Association of the Company, or any other applicable law of the Cayman Islands to be held; and

NOTICE OF ANNUAL GENERAL MEETING

- (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 in the Company, 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 of members on a fixed record date in proportion to their holdings of such Shares, 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, 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) subject to paragraph (B) below, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to repurchase its Shares in the capital of the Company on GEM of The Stock Exchange of Hong Kong Limited or any other stock exchange on which the Shares may be listed and recognized by the Securities and Futures Commission and The Stock Exchange of Hong Kong Limited for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, The Stock Exchange of Hong Kong Limited and all other applicable laws in this regard, be and is hereby approved generally and unconditionally;
- (B) the total number of Shares authorised to be repurchased or agreed conditionally or unconditionally to be repurchased by the Directors pursuant to the approval in paragraph (A) above shall not exceed 10% of the total number of Shares in issue as at the date of the passing of this resolution and the said approval shall be limited accordingly; and
- (C) for the purposes 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;

NOTICE OF ANNUAL GENERAL MEETING

- (ii) the expiration of the period within which the next annual general meeting of the Company is required either by the Articles of Association of Company or any other applicable law of the Cayman Islands to be held; and
 - (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.”
6. “**THAT** conditional upon the passing of ordinary resolutions No. 4 and No. 5 above, the aggregate number of Shares that shall have been repurchased by the Company after the date thereof pursuant to and in accordance with the said ordinary resolution No. 5 shall be added to the aggregate number of Shares that may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to the general mandate to allot and issue shares granted to the Directors by the said ordinary resolution No. 4.”

By order of the Board
Fu Chun Keung
Chairman and Chief Executive Officer

Hong Kong, 28 June 2019

Notes:

- i. For the purpose of determining the shareholders of the Company who are entitled to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Wednesday, 7 August 2019 to Monday, 12 August 2019 (both days inclusive), during which no transfer of Shares can be registered. In order to qualify for attending and voting at the Annual General Meeting, all transfer documents should be lodged for registration with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited of Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong (New Address: Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong with effect from 11 July 2019), no later than 4:30 p.m. on Tuesday, 6 August 2019.
- ii. Any member of the Company entitled to attend and vote at a meeting of the Company or a meeting of the holder of any class of shares in the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. On a poll, votes may be given either personally or by proxy. A proxy need not be a member of the Company. A member holding two or more shares may appoint more than one proxy to attend on the same occasion.
- iii. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney duly authorised.
- iv. To be valid, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited to the Company’s branch registrar in Hong Kong, Tricor Investor Services Limited of Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong (New Address: Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong with effect from 11 July 2019) and in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or adjourned meeting (as the case may be).

NOTICE OF ANNUAL GENERAL MEETING

- v. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the Annual General Meeting and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- vi. As at the date of this announcement, the executive Directors are Mr. Fu Chun Keung, Ms. Cheung Lai Yuk and Ms. Fu Wan Ling; and the independent non-executive Directors are Mr. Chan Cheong Tat, Mr. Wong Wing Keung Meyrick and Mr. Chan Chi Ming Tony.

vi. **BAD WEATHER ARRANGEMENTS:**

The Annual General Meeting will be held on Monday, 12 August 2019 as scheduled regardless of whether or not an amber or red rainstorm warning signal is in force in Hong Kong at any time on that day.

However, if a black rainstorm warning signal or a tropical cyclone warning signal no. 8 or above is in force in Hong Kong at 7:00 a.m. on Monday, 12 August 2019, the Annual General Meeting will not be held on that day but will be automatically postponed and, by virtue of this notice, be held at the same time and place on Friday, 16 August 2019 instead. Shareholders may call the hotline at (852) 2940 6038 or visit the website of the Company at www.dghcl.com for details of the postponement and alternative meeting arrangements.

Shareholders should make their own decision as to whether they would attend the Annual General Meeting under bad weather conditions having regard to their own situation and if they should choose to do so, they are advised to exercise care and caution.

In the event of any inconsistency, the English version of this notice shall prevail over the Chinese version.