
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 together with the enclosed proxy form to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

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DOMINATE GROUP HOLDINGS COMPANY LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8537)

**(1) PROPOSED CHANGE OF COMPANY NAME
AND
(2) NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the EGM to be held at 40th Floor, Sunlight Tower, 248 Queen's Road East, Wanchai, Hong Kong on Monday, 16 December 2019 at 10:00 a.m. is set out on pages 6 to 7 of this circular. A form of proxy for use at the EGM is enclosed with this circular.

Whether or not you are able to attend the EGM in person, you are requested to complete and return the accompanying form of proxy to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting at the EGM or any adjourned meeting thereof should you so wish.

This circular will remain on the GEM website at <http://www.hkgem.com> on the "Latest Listed Company Information" page for at least seven days from the day of its publication and posting and will be published and remains on the website of the Company at <http://www.dghcl.com>.

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 of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the meanings as set out below:

“Board”	the board of Directors
“Change of Company Name”	The proposed change of the English name of the Company from “Dominate Group Holdings Company Limited” to “Chong Fai Jewellery Group Holdings Company Limited”, and adoption of “創輝珠寶集團控股有限公司” as the dual foreign name of the Company in Chinese, subject to the approval of the Shareholders at the EGM
“Company”	Dominate Group Holdings Company Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the GEM
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at 40th Floor, Sunlight Tower, 248 Queen’s Road East, Wanchai, Hong Kong on Monday, 16 December 2019 at 10:00 a.m. to consider the special resolution to be proposed to approve the Change of Company Name
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries (from time to time)
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Securities”	any securities of the Company
“Share(s)”	the ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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

*Head Office and Principal Place
of Business in Hong Kong:*

No. 6-13, Faerie Court

80 Ko Shan Road

Hung Hom, Kowloon

Hong Kong

Independent non-executive Directors:

Mr. CHAN Cheong Tat

Mr. WONG Wing Keung Meyrick

Mr. CHAN Chi Ming Tony

27 November 2019

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED CHANGE OF COMPANY NAME
AND
(2) NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to the announcement of the Company dated 15 November 2019 in relation to the Change of Company Name. The purpose of this circular is to provide you with the details regarding, among other matters, the Change of Company Name and to give you the notice of the EGM in order to enable you to make an informed decision on whether to vote for or against the special resolution to be proposed at the EGM.

PROPOSED CHANGE OF COMPANY NAME

The Board proposed to change the English name of the Company from “Dominated Group Holdings Company Limited” to “Chong Fai Jewellery Group Holdings Company Limited”, and to adopt “創輝珠寶集團控股有限公司” as the dual foreign name of the Company in Chinese, subject to the conditions as set out in the paragraph headed “Conditions of the Change of Company Name” below.

LETTER FROM THE BOARD

REASONS FOR THE CHANGE OF COMPANY NAME

The Group is a vertically integrated jeweller based in Hong Kong. The Group is primarily engaged in the retail of its own products under the brand name of “Chong Fai Jewellery (創輝珠寶)” since 1997 through its network of retail strategically located in Kowloon and the New Territories.

In view of the above, the Board believes that the proposed Change of Company Name will provide a more distinguished and appropriate identification and image of the Company.

CONDITIONS OF THE CHANGE OF COMPANY NAME

The Change of Company Name will be conditional upon:

- (i) the passing of a special resolution by the Shareholders at the EGM to approve the Change of Company Name; and
- (ii) the Registrar of Companies in the Cayman Islands granting approval for the Change of Company Name.

Upon satisfaction of the above conditions, the Change of Company Name will become effective from the date of issue of the certificate of incorporation on change of name by the Registrar of Companies in the Cayman Islands. Upon the Change of Company Name becoming effective, the Company will comply with the necessary registration and/or filing procedures in Hong Kong.

EFFECTS OF THE CHANGE OF COMPANY NAME

The proposed Change of Company Name will not affect any of the rights of the Shareholders, the trading of the Shares on the Stock Exchange and the Company’s daily business operation. After the Change of Company Name becomes effective, any new issue of share certificates of the Company will be issued in the new English name and dual foreign name in Chinese of the Company. All existing share certificates of the Company in issue bearing the existing name of the Company will, after the Change of Company Name becomes effective, continue to be valid evidence of title to the shares of the Company and will continue to be valid for trading, settlement, registration and delivery purposes. Accordingly, there will not be any arrangements for free exchange of the existing share certificates of the Company for new share certificates bearing the new name of the Company.

LETTER FROM THE BOARD

In addition, subject to the confirmation by the Stock Exchange, the Company will change the English and Chinese stock short names of the Company on the GEM of the Stock Exchange after the Change of Company Name becomes effective.

EGM

A notice convening the EGM to be held at 40th Floor, Sunlight Tower, 248 Queen's Road East, Wanchai, Hong Kong on Monday, 16 December 2019 at 10:00 a.m. at which special resolution will be proposed to the Shareholders to consider and, if thought fit, to approve the Change of Company Name is set out on pages 6 to 7 of this circular.

To the best knowledge of the Directors, no Shareholders have a material interest in the Change of Company Name and accordingly, no Shareholders will have to abstain from voting at the EGM.

A form of proxy for the EGM is enclosed with this circular. Whether or not you intend to attend the EGM, you are requested to complete and return the form of proxy accompanying this circular in accordance with the instructions printed thereon in any event not less than 48 hours before the time appointed for holding the EGM. Completion and return of the form of proxy will not preclude you from attending and voting at the EGM or any adjournment thereof in person if you so wish, and in such event, the form of proxy shall be deemed to be revoked.

CLOSURE OF BOOKS

The register of members of the Company will be closed from Wednesday, 11 December 2019 to Monday, 16 December 2019 (both days inclusive) during which period no transfer of Shares will be registered. In order to be qualified to attend and vote at the EGM, all properly completed transfer forms accompanied by the relevant Share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Tuesday, 10 December 2019.

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.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the Change of Company Name is in the interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the resolution at the EGM.

By order of the Board

Dominate Group Holdings Company Limited

FU Chun Keung

Chairman and Chief Executive Officer

NOTICE OF EGM

DOMINATE GROUP HOLDINGS COMPANY LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8537)

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of Dominate Group Holdings Company Limited (the “Company”) will be held at 40th Floor, Sunlight Tower, 248 Queen’s Road East, Wanchai, Hong Kong on Monday, 16 December 2019 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution with or without amendments as special resolution of the Company:

SPECIAL RESOLUTION

“**THAT** conditional upon the approval of the Registrar of Companies in the Cayman Islands, the English name of the Company be changed from “Dominate Group Holdings Company Limited” to “Chong Fai Jewellery Group Holdings Company Limited”, and to adopt “創輝珠寶集團控股有限公司” as the dual foreign name of the Company in Chinese (the “**Change of Company Name**”); and the directors of the Company, acting collectively and individually, be and are hereby authorised, for and on behalf of the Company, to do all such acts and things and to sign, execute, seal (where required) and deliver all such documents and to take all such steps as the directors of the Company in their discretion may consider necessary, appropriate, desirable or expedient to give effect to or to implement the Change of Company Name.”

By order of the Board

Dominate Group Holdings Company Limited

FU Chun Keung

Chairman and Chief Executive Officer

Hong Kong, 27 November 2019

Notes:

- (1) Any member of the Company entitled to attend and vote at the EGM is entitled to appoint one or more than one proxies (if a member who is the holder of two or more shares of the Company) to attend and vote in his stead. A proxy need not be a member of the Company.
- (2) To be valid, the proxy form, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited with the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the EGM. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the EGM, and in such event the instrument appointing a proxy shall be deemed to be revoked.

NOTICE OF EGM

- (3) The register of members of the Company will be closed from Wednesday, 11 December 2019 to Monday, 16 December 2019, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for attendance of the EGM, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Tuesday, 10 December 2019.
- (4) In the case of joint holders of any share, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto. However, if more than one of such joint holders be present at the EGM personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- (5) The EGM is expected to last for less than half a day. Members (in person or by proxy) attending the EGM are responsible for their own transportation and accommodation expenses. Members or their proxies attending the EGM shall present their identity certifications.
- (6) If Typhoon Signal No. 8 or above is expected to be hoisted or a Black Rainstorm Warning Signal is expected to be in force any time after 7:30 a.m. on the date of the EGM, then the EGM will be adjourned. The Company will post an announcement on the website of the Company at <http://www.dghcl.com> and GEM website at <http://www.hkgem.com> to notify shareholders of the date, time and place of the adjourned meeting.

The EGM will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Members of the Company should decide on their own whether they would attend the EGM under bad weather condition bearing in mind their own situations.

- (7) As at the date of this notice, the executive Directors are Mr. FU Chun Keung (Chairman and Chief Executive Officer), Ms. CHEUNG Lai Yuk and Ms. FU Wan Ling, the independent non-executive Directors are Mr. CHAN Cheong Tat, Mr. WONG Wing Keung Meyrick and Mr. CHAN Chi Ming Tony.