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DAIDO GROUP LIMITED

大同集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 00544)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of Daido Group Limited (the “**Company**”) will be held at Plaza 3, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Friday, 26 July 2013 at 10:30 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT

- (a) subject to the fulfillment of the conditions therein, the conditional sale and purchase agreement dated 21 June 2013 (the “1st Disposal Agreement”) and entered into between Lubrano Properties Limited and Golden Channel Limited (the “Purchaser”) in relation to the disposal of (i) 1 ordinary share of US\$1.00 in the capital of Belva Investments Limited (“Belva”, together with its subsidiaries, the “Belva Group”), which represents the entire issued share capital of Belva; (ii) all the liabilities, obligations and indebtedness due by the Belva Group to the Company and/or its subsidiaries (collectively, the “Group”) (other than the Disposal Group (as defined below)) or at any time prior to the completion of the 1st Disposal Agreement; (iii) 1 ordinary share of HK\$1.00 in the capital of Rich Vantage Limited (“Rich Vantage”, together with its subsidiaries, “Rich Vantage Group”), which represents the entire issued share capital of Rich Vantage; and (iv) all the liabilities, obligations and indebtedness due by the Rich Vantage Group to the Group (other than the Disposal Group (as defined below)) or at any time prior to the completion of the 1st Disposal Agreement for a total consideration of HK\$20,412,000 (subject to adjustment, if any) (a copy of which has been produced to the

Meeting marked “A” and initialed by the chairman of the Meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;

- (b) subject to the fulfillment of the conditions therein, the conditional sale and purchase agreement dated 21 June 2013 (the “2nd Disposal Agreement”, together with the 1st Disposal Agreement, the “Disposal Agreements”) and entered into between Topgain Investments Limited and the Purchaser in relation to the disposal of (i) 1 ordinary share of US\$1.00 in the capital of Hosanna Investments Limited (“Hosanna”, together with its subsidiaries, the “Hosanna Group”, which together with the Belva Group and the Rich Vantage Group, collectively known as the “Disposal Group”), which represents the entire issued share capital of Hosanna; and (ii) all the liabilities, obligations and indebtedness due by the Hosanna Group to the Group (other than the Disposal Group) or at any time prior to the completion of the 2nd Disposal Agreement for a total consideration of HK\$29,588,000 (subject to adjustment, if any) (a copy of which has been produced to the Meeting marked “B” and initialed by the chairman of the Meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (c) any one or more directors (the “Directors”) of the Company be and is/are hereby authorised on behalf of the Company to do all such acts and things and execute all such documents which are ancillary to the Disposal Agreements and which he/they consider necessary, desirable or expedient for the purpose of or in connection with the implementation and/or give effect to any matters relating to each of the Disposal Agreements (including but not limited to entering into any supplemental or variation agreement thereto) and the transactions contemplated respectively thereunder.”

By Order of the Board
Daido Group Limited
Choy Kai Sing
Company Secretary

Hong Kong, 11 July 2013

Registered office:
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Bermuda

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of business in Hong Kong:*
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Notes:

1. A member entitled to attend and vote at the SGM is entitled to appoint one or more than one proxy to attend and, subject to the provisions of the Bye-Laws, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the SGM 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. A form of proxy for use at the SGM is enclosed herewith. Whether or not you intend to attend the SGM in person, you are encouraged to complete and return the enclosed form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the SGM or any adjournment thereof, should he so wish.
3. In order to be valid, the form of proxy, together with a power of attorney or other authority, if any, under which it is duly signed, or a notarially certified copy of such power of attorney or authority must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited, at 18/F. Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof.
4. In the case of joint holders of shares, any one of such holders may vote at the SGM, either personally or by proxy, in respect of such shares as if he was solely entitled thereto, but if more than one of such joint holders are present at the SGM 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.
5. Pursuant to the Listing Rules, the voting on all resolutions at the SGM will be conducted by way of poll.
6. As at the date hereof, the Board comprises executive Directors, namely, Mr. Au Tat Wai, Mr. Choy Kai Sing, Mr. Chung Siu Wah, Mr. Ho Hon Chung, Ivan and Mr. Tang Tsz Man, Philip and, non-executive Director, namely, Mr. Fung Wa Ko and independent non-executive Directors, namely, Mr. Fung Siu Kit, Ronny, Mr. Leung Chi Hung and Mr. Tse Yuen Ming.

** For identification purpose only*