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DVN (HOLDINGS) LIMITED

天地數碼(控股)有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 00500)

NOTICE OF THE SGM

NOTICE IS HEREBY GIVEN that a special general meeting of DVN (Holdings) Limited (the “Company”) will be held at 10:00 a.m. on Friday, 10 February 2012 at Unit 3901, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong for the purpose of considering and, if thought fit, passing the following ordinary resolution:

ORDINARY RESOLUTION

“THAT:

- (a) the terms of the Renewal Cooperation Agreement dated 28 December 2011 (as defined in the circular of the Company dated 19 January 2012 (the “Circular”) of which this notice forms part) (a copy of the Renewal Cooperation Agreement is produced to the meeting marked “A” and signed by the chairman of the meeting for the purpose of identification) entered into between the Company and Easy Flow Investments Limited, the transactions contemplated under the Renewal Cooperation Agreement and the proposed annual caps in respect of the transactions contemplated under the Renewal Cooperation Agreement for each of the three years ending 31 December 2014 as set out in the Circular be and are hereby approved; and
- (b) any one director of the Company be and is hereby authorised on behalf of the Company to execute all such documents, in such final form or with such amendments as that director may deem appropriate, and to do all such acts or things, as he may in his absolute discretion consider necessary or desirable, to give effect to the Renewal Cooperation Agreement and the transactions contemplated therein.”

By order of the Board
DVN (Holdings) Limited
Chan Kam Kwan, Jason
Company Secretary

Hong Kong, 19 January 2012

** For identification purpose only*

Notes:

1. Any shareholder entitled to attend and vote at the meeting is entitled to appoint another person as his/her proxy to attend and vote in his/her stead. A shareholder who is the holder of two or more shares may appoint more than one proxy to attend and vote in his/her stead. A proxy needs not be a shareholder of the Company. Completion and return of the form of proxy will not preclude a shareholder from attending the meeting and voting in person. In such event, his/her form of proxy will be deemed to have been revoked.
2. Where there are joint holders of any share, any one of such joint holders may vote at the meeting, either personally or by proxy, in respect of such share as if he/she was solely entitled thereto, but if more than one of such joint holders be present at the meeting, 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.
3. To be valid, the completed and signed proxy form and the relevant notarised power of attorney (if any) and other relevant document of authorisation (if any), must be deposited at the Hong Kong branch share registrar and transfer office of the Company, Tricor Tengis Limited, at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding of the meeting or any adjournment thereof.

As at the date of this announcement, the executive Directors are Mr. Ko Chun Shun, Johnson (Chairman), Dr. Lui Pan (Chief Executive Officer), Mr. Luo Ning, Mr. Jin Wei, Mr. Xu Qiang (Chief Operating Officer) and Mr. Hu Qinggang (Chief Financial Officer); and the independent non-executive Directors are Mr. Chu Hon Pong, Mr. Liu Tsun Kie and Mr. Yap Fat Suan, Henry.