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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 you should take, 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 **Wai Chun Mining Industry Group Company Limited**, you should at once hand this circular and the accompanying proxy form 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 transferee.

Hong Kong Exchanges and Clearing Limited and the Stock Exchange of Hong Kong limited take no responsibility for the contents of this circular, makes 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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**偉 俊 礦 業 集 團 有 限 公 司 \***

**Wai Chun Mining Industry Group Company Limited**

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

**(Stock code: 0660)**

**PROPOSALS INVOLVING GENERAL MANDATES TO ISSUE  
AND REPURCHASE SHARES,  
RE-ELECTION OF DIRECTORS,  
PROPOSED AMENDMENTS TO THE ARTICLES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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The notice convening an annual general meeting of the Company to be held at 13/F, Admiralty Centre 2, 18 Harcourt Road, Admiralty, Hong Kong on 27 June 2018 at 10:00 a.m. is set out on pages 15 to 20 of this circular. Whether or not you are able to attend the meeting in person, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the office of the Company's share registrar in Hong Kong, Union Registrars Limited, Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the meeting (i.e. not later than 10:00 a.m. on 25 June 2018 (Hong Kong Time)) (or any adjournment thereof). Completion and return of the form of proxy will not preclude you from attending and voting at the meeting (or any adjournment thereof) should you so wish.

\* *for identification purposes only*

27 April 2018

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at 13/F, Admiralty Centre 2, 18 Harcourt Road, Admiralty, Hong Kong on 27 June 2018 at 10:00 a.m., notice of which is set out on pages 15 to 20 of this circular
“Articles”	the articles of association of the Company as may be amended from time to time
“Board”	the Company’s Board of Directors
“CCASS”	The Central Clearing and Settlement System established and operated by HKSCC
“Companies Law”	Companies Law, (2018 Revision) of the Cayman Islands
“Company”	Wai Chun Mining Industry Group Company Limited, an exempted company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the main board of the Stock Exchange
“Convertible Preference Shares”	the 216,960,000 convertible preference shares of HK\$0.0025 each of the Company in issue giving rise to an interest in 216,960,000 underlying shares
“Director(s)”	the director(s) of the Company
“General Mandate”	a general mandate to the Directors to exercise the powers of the Company to allot, issue and deal with the Shares during the period as set out in the Ordinary Resolution No. 4 in the notice of AGM up to a maximum of 20% of the total number of issued Shares as at the date of passing of such resolution
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

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## DEFINITIONS

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“Latest Practicable Date”	23 April 2018, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Memorandum”	the memorandum of association of the Company, as may be amended from time to time
“Repurchase Mandate”	a general mandate to the Directors to exercise the powers of the Company to repurchase Shares during the period as set out in the Ordinary Resolution No. 5 in the notice of AGM up to a maximum of 10% of the total number of issued Shares as at the date of passing of such resolution
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	share(s) of HK\$0.0025 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers
“%”	per cent

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## LETTER FROM THE BOARD

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偉俊礦業集團有限公司\*

Wai Chun Mining Industry Group Company Limited

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

**(Stock code: 0660)**

*Executive Director:*

Mr. Lam Ching Kui

*(Chairman and Chief Executive Officer)*

*Independent Non-executive Directors:*

Mr. Chan Chun Wai, Tony

Mr. Hau Pak Man

Mr. To Yan Ming, Edmond

*Registered office:*

Floor 4

Willow House Cricket Square

P.O. Box 2804

Grand Cayman KY1-1112

Cayman Islands

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

13/F, Admiralty Centre 2,

18 Harcourt Road,

Admiralty,

Hong Kong

<http://www.0660.hk>

27 April 2018

*To the shareholders*

Dear Sir or Madam,

**PROPOSALS INVOLVING GENERAL MANDATES TO ISSUE  
AND REPURCHASE SHARES,  
RE-ELECTION OF DIRECTORS,  
PROPOSED AMENDMENTS TO THE ARTICLES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide information regarding the proposed granting of the mandates to issue shares and repurchase shares, retirement and re-election of Directors, proposed amendments to the Articles and to give notice of AGM at which resolutions will be proposed to consider, and if thought fit, approve at the AGM, among other matters, the granting of the General Mandates and the Repurchase Mandate, re-election of Directors and the proposed amendments to the Articles.

\* for identification purposes only

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## LETTER FROM THE BOARD

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### GENERAL MANDATE TO REPURCHASE SHARES

An ordinary resolution will be proposed at the AGM to grant to the Directors the Repurchase Mandate, details of which are set out in Ordinary Resolution No. 5 in the notice of AGM. The Shares which may be repurchased by the Company pursuant to the Repurchase Mandate shall not exceed 10% of the total number of issued Shares as at the date of passing of the Ordinary Resolution No. 5 approving the Repurchase Mandate, provided that if any subsequent consolidation or subdivision of Shares is effected, the maximum number of Shares that may be repurchased pursuant to the approval granted under such resolution as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same and such maximum number of Shares shall be adjusted accordingly.

An explanatory statement as required under the Listing Rules to be sent to the Shareholders, giving certain information regarding the Repurchase Mandate, is set out in Appendix I hereto.

### GENERAL MANDATE TO ISSUE SHARES

Two ordinary resolutions, namely Ordinary Resolutions Nos. 4 and 6 in the notice of AGM, will be proposed at the AGM to grant to the Directors (i) a general mandate to allot, issue and deal with new Shares not exceeding 20% of the total number of issued Shares as at the date of passing of Ordinary Resolution No. 4 in the notice of AGM, provided that if any subsequent consolidation or subdivision of Shares is effected, the maximum number of Shares that may be issued pursuant to the approval granted under such resolution as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same and such maximum number of Shares shall be adjusted accordingly; and (ii) an extension to such general mandate so granted to the Directors by adding thereto any Shares repurchased by the Company pursuant to the Repurchase Mandate up to 10% of the total number of issued Shares as at the date of passing of Ordinary Resolution No. 6 in the notice of AGM.

Details of the General Mandate and the extension of the General Mandate are respectively set out in Ordinary Resolutions Nos. 4 and 6 in the notice of AGM.

### RE-ELECTION OF DIRECTORS

Pursuant to Article 99 of the Articles, at each annual general meeting, one-third of the Directors, who have been longest in office since their last election, for the time being shall retire from office by rotation such that each Director will be subject to retirement by rotation at least once every three years at the annual general meeting.

In accordance with Article 99 of the Articles, Mr. Lam Ching Kui and Mr. Chan Chun Wai, Tony (“**Mr. Chan**”) shall retire from office by rotation at the AGM and both of them, being eligible, would offer themselves for re-election at the AGM.

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## LETTER FROM THE BOARD

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Mr. Chan has served the Company for more than nine years. During his years of appointment, he has not involved in the daily management of the Company or in any relationships which would interfere with his independent judgement, and he has demonstrated his ability to provide an independent, balanced and objective view to the Company's affair. The Remuneration and Nomination Committee considered that his long service would not affect his exercise of independent judgment and was satisfied that Mr. Chan has the required integrity and experience to continue fulfilling the role of independent non-executive Director.

The Company has received from Mr. Chan a written confirmation of his independence which has met the independence guidelines set out in Rule 3.13 of the Listing Rules. Taking into consideration of his independent scope of works in the past years and the recommendation from the Remuneration and Nomination Committee, the Board considers Mr. Chan remains independent under the Listing Rules notwithstanding the length of his service. Accordingly, Mr. Chan shall be subject to retirement by rotation and re-election by way of a separate resolution to be approved by the Shareholders at the AGM.

Brief biographical details of the above-mentioned Directors who are proposed to be re-elected at the AGM are set out in Appendix II to this circular.

### PROPOSED AMENDMENTS TO THE ARTICLES

The Board proposed certain amendments to be made to the existing Articles for the purpose of conforming to the latest Listing Rules and the Stock Exchange's requirements. The proposed amendments to the Articles are subject to the approval by the Shareholders by way of special resolution at the AGM.

Details of the proposed amendments to the Articles are as follows:

- (a) Inserting the following definition of "close associate" immediately after the existing definition of "the Company" in Article 2:

"“close associate” in relation to any Director, shall have the same meaning as defined in the Listing Rules as modified from time to time, except that for purposes of Article 113 where the transaction or arrangement to be approved by the Directors is a connected transaction referred to in the Listing Rules, it shall have the same meaning as that ascribed to “associate” in the Listing Rules.”;

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## LETTER FROM THE BOARD

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(b) Article 79

Original Article 79

Any member of the Company entitled to attend and vote at a meeting of 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 (which term shall for the purposes of this Article and Articles 80 to 85 include a representative appointed under Article 86). A proxy need not be a member of the Company. A member may appoint not more than two proxies to attend on the same occasion.

Amended Article 79

Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him and a proxy so appointed shall have the same right as the member to speak at the meeting. Votes may be given either personally or by proxy. A proxy need not be a member of the Company. A member may appoint more than one proxy to attend in his stead at any one meeting of the Company but the number of proxies appointed by any one member (other than a recognized clearing house (or its nominee(s)) shall not exceed two. Where a member appoints more than one proxy the instrument of proxy shall state which proxy is entitled to vote on a show of hands and shall specify the number of shares in respect of which each proxy is entitled to exercise the related votes. For the avoidance of doubt, where more than one proxy is appointed by a recognized clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands and is under no obligation to cast all his votes in the same way on a poll.



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## LETTER FROM THE BOARD

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(c) Article 86(B)

Original Article 86(B)      Where that the shareholder is a recognized clearing house within the meaning of the Securities and Futures (Clearing Houses) Ordinance (Chapter 420 of the laws of Hong Kong), it may authorize such person or persons as it thinks fit to act as its representative (or representatives) at any shareholders' general meeting or any meeting of any class of shareholders' meeting provided that, if more than one person is so authorized, the authorization must specify the number and class of shares in respect of which each such person is so authorized. The person so authorized will be entitled to exercise the same power on behalf of the recognized clearing house as that clearing house (or its nominees) could exercise if it were an individual shareholder of the Company.

Amended Article 86(B)      Where that shareholder and/or warrant holder is a recognized clearing house (within the meaning of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)) or its nominee(s), it may authorise such person or persons as it thinks fit to act as its representative(s) or proxy(ies) at any shareholders' meeting or any meeting of any class of shareholders and/or warrant holders provided that, if more than one person is so authorised, the authorisation or proxy form must specify the number and class of shares and/or warrants in respect of which each such person is so authorised. The person so authorised will be entitled to exercise the same power on behalf of the recognized clearing house as that clearing house or its nominee(s) could exercise if it were an individual shareholder and/or warrant holder of the Company.

(d) replacing the words "associate(s)" and "associates" wherever they appear in Article 113 with the words "close associate(s)" and "close associates".

Save for the above proposed amendments to the Articles, other articles of the Articles remain unchanged.

Our Company's legal advisers have confirmed that the proposed amendments to the existing Articles are in compliance with the requirements of the Listing Rules and the Cayman Islands laws. The Company also confirms that there is nothing unusual about the proposed amendments to the existing Articles for a company listed in Hong Kong.

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## LETTER FROM THE BOARD

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### ANNUAL GENERAL MEETING

A notice convening the AGM, which contains, inter alia, the Ordinary Resolutions for the Repurchase Mandate, the General Mandate, the extension of the General Mandate, the re-election of retiring Directors and the proposed amendments to the Articles, is set out on pages 15 to 20 of this circular.

### ACTION TO BE TAKEN

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM in person, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the office of the Company's share registrar in Hong Kong, Union Registrars Limited, Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the AGM (i.e. not later than 10:00 a.m. on 25 June 2018 (Hong Kong Time)) or any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting (as the case may be).

### LISTING RULES REQUIREMENT

According to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Therefore, the chairman of the AGM will demand a poll for each and every resolution put forward at the AGM pursuant to Article 69 of the Articles. The Company will appoint scrutineers to handle vote-taking procedures at the AGM. An announcement on the results of the poll will be published on the HKEx news website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's websites at [www.0660.hk](http://www.0660.hk) after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

### 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 the resolutions to be proposed at the AGM.

### CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining Shareholders' entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Friday, 22 June 2018 to Wednesday, 27 June 2018, both days inclusive, during which period no transfer of Shares will be registered. In order to determine the identity of Shareholders who are entitled to attend and vote at the AGM, all Share transfers accompanied by the relevant Share certificates must be lodged with the Company's share registrar in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not later than 4:00 p.m. on Thursday, 21 June 2018.

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## LETTER FROM THE BOARD

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### 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 Group. 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.

### RECOMMENDATION

The Directors are of the opinion that the proposals referred to in this circular are in the best interests of the Company, the Group and the Shareholders as a whole and therefore recommend the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

Yours faithfully  
By Order of the Board  
**Wai Chun Mining Industry Group Company Limited**  
**Lam Ching Kui**  
*Chairman and Chief Executive Officer*

**1. LISTING RULES**

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their own shares on the Stock Exchange subject to certain restrictions. This appendix serves as an explanatory statement as required by the Listing Rules to be sent to the Shareholders in connection with the proposed Repurchase Mandate.

**2. REASONS FOR REPURCHASES**

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

**3. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 16,590,685,376 Shares.

Subject to the passing of Ordinary Resolution No. 5 in the notice of AGM and on the basis that no further Shares will be issued or repurchased by the Company prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 1,659,068,537 Shares during the period from the date of passing of Ordinary Resolution No. 5 set out in the notice of AGM 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 or any applicable laws of the Cayman Islands to be held; or (iii) the revocation, variation or renewal of the Repurchase Mandate by ordinary resolution of the Shareholders in general meeting, whichever is the earliest.

**4. FUNDING OF REPURCHASES**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Memorandum and the Articles, the Listing Rules and the applicable laws and regulations of the Cayman Islands. The Company is empowered by its Articles to repurchase its Shares. Under Cayman Islands law, the capital portion payable on a repurchase by the Company may be paid out of the profits of the Company or out of the proceeds of a fresh issue of shares made for the purpose of the repurchase or, subject to the Companies Law and the Articles, out of capital and, in the case of any premium payable on a repurchase, such premium may be paid out of the profits of the Company or from sums standing to the credit of the share premium account of the Company or, subject to the Companies Law and the Articles, out of capital.

**5. GENERAL**

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the financial year ended 31 December 2017) in the event that the Repurchase Mandate is to be exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on its gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

**6. UNDERTAKING**

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

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules), has any present intention, in the event that the Repurchase Mandate is approved by the Shareholders, to sell any shares to the Company or its subsidiaries.

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that it has a present intention to sell any Shares to the Company, nor has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

**7. TAKEOVERS CODE**

If as a result of a repurchase of Shares, 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. As a result, a Shareholder or a group of Shareholders acting in concert (within the meaning of the Takeovers Code), depending on the level of the increase of the Shareholder's interest, could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Chinese Success Limited, the controlling shareholder of the Company, was interested in 7,898,064,320 Shares, representing approximately 47.60% of the issued share capital of the Company. Mr. Lam Ching Kui, through his indirect interests, was taken to be interested in 7,898,064,320 Shares. In the event that the Directors exercise the proposed Repurchase Mandate in full, the beneficial interest of Chinese Success Limited will be increased to approximately 52.89%. Such increase would give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code.

In any event, the Directors do not intend to exercise the Repurchase Mandate to an extent which will trigger off the mandatory offer requirement pursuant to the rules of the Takeovers Code or which will reduce the aggregate amount of the share capital of the Company in public hands to below 25%.

#### 8. SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares have been made by the Company in the six months preceding the Latest Practicable Date, whether on the Stock Exchange or otherwise.

#### 9. SHARE PRICES

The highest and lowest prices at which Shares have been traded on the Stock Exchange during each of the previous twelve months preceding the Latest Practicable Date were as follows:

	Price per share	
	Highest (HK\$)	Lowest (HK\$)
<b>2017</b>		
April	0.091	0.070
May	0.085	0.070
June	0.086	0.068
July	0.088	0.070
August	0.085	0.070
September	0.086	0.075
October	0.085	0.071
November	0.074	0.058
December	0.071	0.060
<b>2018</b>		
January	0.070	0.054
February	0.075	0.054
March	0.074	0.053
April (up to the Latest Practicable Date)	0.064	0.050

*The particulars of the Directors proposed to be re-elected or appointed at the AGM are set out as follows:*

**1. Mr. Lam Ching Kui (Executive Director, Chairman and Chief Executive Officer)**

**Mr. Lam Ching Kui**, aged 59, has over 26 years of experience in project investments and securities investments. Mr. Lam has been engaged in industrial and residential property development in the PRC and commercial property investment in Hong Kong. He has made investments in listed securities and renewable energy. Mr. Lam is a controlling Shareholder of the Company and has been the Chairman and an Executive Director of the Company since December 2007. Mr. Lam is responsible for the overall strategic planning of the Group. Mr. Lam is also the chairman and the executive director of Wai Chun Group Holdings Company Limited (stock code: 1013), a public listed company in Hong Kong. Other than disclosed above, Mr. Lam did not hold any directorship in any public listed companies in the last three years.

As at the Latest Practicable Date, Mr. Lam is deemed to be interested in 8,115,024,320 Shares held by Chinese Success Limited, which represent the aggregate of (i) 7,898,064,320 Shares and (ii) 216,960,000 underlying Shares under the Convertible Preference Shares representing 47.60% and 1.30% of the existing issued share capital of the Company respectively, within the meaning of Part XV of the SFO. Chinese Success Limited is wholly-owned by Wai Chun Investment Fund, the beneficial owner of which is Mr. Lam. Save as disclosed above, Mr. Lam does not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

Mr. Lam has entered into a service agreement with the Company for a fixed term of three years on 1 December 2016 which shall continue thereafter unless and until terminated by either party giving the other not less than one month notice in writing. However, Mr. Lam's appointment is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the provisions of the Articles. Mr. Lam is entitled to a director's remuneration of HK\$2,600,000 per annum, which is determined by the Board from time to time with reference to his duties and responsibilities and the Company's performance and profitability.

Save as disclosed above, the Board is not aware of any other matters in relation to the re-election of Mr. Lam which should be brought to the attention of the Shareholders, nor is there any information to be disclosed pursuant to any of the requirements under the provisions of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**2. Mr. Tony Chan Chun Wai (Independent Non-executive Director)**

**Mr. Tony Chan Chun Wai**, aged 46, is a Certified Public Accountant (Practicing) of the Hong Kong Institute of Certified Public Accountants and a member of CPA Australia. He is a director in a CPA practice. He has extensive experience in audit assurance and business advisory services with clients operating in a variety of industries in both Hong Kong and the PRC. Moreover, Mr. Chan also has extensive experience in public listings in Hong Kong and Singapore, mergers and acquisition as well as corporate finance. Before commencing his own practice, Mr. Chan has worked in major international accounting firms and a listed company. Mr. Chan is an independent non-executive director of Hans Energy Company Limited (stock code: 554) and Honbridge Holdings Limited (stock code: 8137), whose shares are listed on the Stock Exchange. Mr. Chan has been an independent non-executive Director of the Company since May 2007. Save as disclosed above, Mr. Chan did not hold any other directorships in any listed public companies in the past three years.

Mr. Chan has entered into a service agreement with the Company for a term of two years on 25 May 2017 and will be subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the provisions of the Articles. The appointment of Mr. Chan as independent non-executive Director can be terminated at any time by proper notice in writing served by either party to the other. Mr. Chan is entitled to an annual emolument of HK\$120,000, which is determined by the Board with reference to his duties and responsibilities, the prevailing market conditions and the recommendation from the remuneration committee of the Company.

Mr. Chan is not connected with any Directors, senior management or substantial or controlling Shareholders of the Company. He does not have any interest in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, the Board is not aware of any other matters in relation to the re-election of Mr. Chan which should be brought to the attention of the Shareholders, nor is there any information to be disclosed pursuant to any of the requirements under the provisions of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.



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## NOTICE OF ANNUAL GENERAL MEETING

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偉俊礦業集團有限公司\*

Wai Chun Mining Industry Group Company Limited

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

(Stock code: 0660)

<http://www.0660.hk>

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting (the “**Annual General Meeting**”) of WAI CHUN MINING INDUSTRY GROUP COMPANY LIMITED (the “**Company**”) will be held at 13/F, Admiralty Centre 2, 18 Harcourt Road, Admiralty, Hong Kong on 27 June 2018 at 10:00 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements and with the reports of the directors of the Company (the “**Directors**”) and auditor of the Company for the year ended 31 December 2017.
2. To re-elect Directors and to authorize the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
3. To re-appoint auditor of the Company and to authorize the Board to fix the remuneration of the auditor of the Company.
4. As special business to consider and, if thought fit, to pass (with or without modification) the following resolution as an ordinary resolution of the Company:

### ORDINARY RESOLUTION

“**THAT:**

- (a) subject to sub-paragraph (c) of this Resolution, the exercise by the Directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares or securities convertible into shares, or options, warrants or similar rights to subscribe for any shares and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in sub-paragraph (a) of this Resolution shall authorize the Directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;

\* for identification purposes only

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## NOTICE OF ANNUAL GENERAL MEETING

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- (c) the aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in sub-paragraph (a) of this Resolution, otherwise than pursuant to (i) a Rights Issue as hereinafter defined, or (ii) an issue of shares upon the exercise of rights of subscription or conversion under the terms of any warrants issued by Company or any securities which are convertible into shares of the Company, or (iii) the exercise of options granted under any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company or (iv) an issue of shares as scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company, shall not exceed 3,318,137,075 Shares, representing 20% of the total number of issued shares of the Company as at the date of passing this Resolution, and the said approval shall be limited accordingly, provided that if any subsequent consolidation or subdivision of shares of the Company is effected, the maximum number of shares of the Company that may be issued pursuant to the approval in sub-paragraph (a) above as a percentage of the total number of issued shares of the Company immediately before and after such consolidation or subdivision shall be the same and such maximum number of shares of the Company shall be adjusted accordingly; and
- (d) for the purposes of this Resolution:

“**Relevant Period**” means the period from the passing of this Resolution until whichever is the earlier 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 to be held; and
- (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights issue**” means an offer of shares open for a period fixed by the Directors of the Company to holders of shares of the Company or any class thereof on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusion or other arrangements as the Directors of the Company 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, any recognized regulatory body or any stock exchange in any territory outside Hong Kong).”

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5. As special business to consider and, if thought fit, to pass (with or without modification) the following resolution as an ordinary resolution of the Company:

### ORDINARY RESOLUTION

**“THAT:**

- (a) subject to sub-paragraph (b) of this Resolution, the exercise by the Directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to repurchase issued shares in the capital of the Company on the Stock Exchange or on any other exchange on which the securities of the Company may be listed and recognized for this purpose by The Securities and Futures Commission of Hong Kong and the Stock Exchange (“**Recognized Stock Exchange**”) subject to and in accordance with all applicable laws and the requirements of the Listing Rules as amended from time to time or that of any other Recognized Stock Exchange, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of shares which may be repurchased pursuant to the approval in sub-paragraph (a) of this Resolution, shall not exceed 1,659,068,537 Shares, representing 10% of the total number of issued shares of the Company as at the date of passing this Resolution and the said approval shall be limited accordingly, provided that if any subsequent consolidation or subdivision of shares of the Company is effected, the maximum number of shares of the Company that may be purchased pursuant to the approval in sub-paragraph (a) above as a percentage of the total number of issued shares of the Company immediately before and after such consolidation or subdivision shall be the same and such maximum number of shares of the Company shall be adjusted accordingly; and
- (c) for the purposes of this Resolution:

“**Relevant Period**” means the period from the passing of this Resolution until whichever is the earlier 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 to be held; and
- (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

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## NOTICE OF ANNUAL GENERAL MEETING

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6. As special business to consider and, if thought fit, to pass (with or without modification) the following resolution as an ordinary resolution of the Company:

### ORDINARY RESOLUTION

“**THAT** conditional upon the Resolutions Nos. 4 and 5 set out in the notice convening this Annual General Meeting being passed, the aggregate number of shares which are repurchased by the Company after the date of the passing of this Resolution (up to a maximum of 1,659,068,537 Shares, representing 10% of the total issued shares as at the date of passing of this Resolution) shall be added to the aggregate number of shares that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to Resolution No. 4 set out in the notice convening this Annual General Meeting.”

7. As special business to consider and, if thought fit, pass with or without modifications, the following resolution as a special resolution:

### SPECIAL RESOLUTION

“**THAT** the articles of association of the Company currently in effect be and are hereby amended as follows:

- (a) by inserting the following definition of “close associate” immediately after the existing definition of “the Company” in Article 2:

““close associate” in relation to any Director, shall have the same meaning as defined in the Listing Rules as modified from time to time, except that for purposes of Article 113 where the transaction or arrangement to be approved by the Directors is a connected transaction referred to in the Listing Rules, it shall have the same meaning as that ascribed to “associate” in the Listing Rules.”;

- (b) by deleting Article 79 in its entirety and replacing it with the following:

“79. Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him and a proxy so appointed shall have the same right as the member to speak at the meeting. Votes may be given either personally or by proxy. A proxy need not be a member of the Company. A member may appoint more than one proxy to attend in his stead at any one meeting of the Company but the number of proxies appointed by any one member (other than a recognized clearing house (or its nominee(s)) shall not exceed two. Where a member appoints more than one proxy the instrument of proxy shall state which proxy is entitled to vote on a show of hands and shall specify the number of shares in respect of which each proxy is entitled to exercise the related votes. For the avoidance of doubt, where more than one proxy is appointed by a recognized clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands and is under no obligation to cast all his votes in the same way on a poll.”;

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- (c) by deleting Article 86(B) in its entirety and replacing it with the following:
- “86. (B) Where that shareholder and/or warrant holder is a recognized clearing house (within the meaning of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)) or its nominee(s), it may authorise such person or persons as it thinks fit to act as its representative(s) or proxy(ies) at any shareholders’ meeting or any meeting of any class of shareholders and/or warrant holders provided that, if more than one person is so authorised, the authorisation or proxy form must specify the number and class of shares and/or warrants in respect of which each such person is so authorised. The person so authorised will be entitled to exercise the same power on behalf of the recognized clearing house as that clearing house or its nominee(s) could exercise if it were an individual shareholder and/or warrant holder of the Company.”; and
- (d) by replacing the words “associate(s)” and “associates” wherever they appear in Article 113 with the words “close associate(s)” and “close associates”.”

On behalf of the Board  
**Wai Chun Mining Industry Group Company Limited**  
**Lam Ching Kui**  
*Chairman and Chief Executive Officer*

Hong Kong, 27 April 2018

*Registered office:*

Floor 4  
Willow House Cricket Square  
P.O. Box 2804  
Grand Cayman KY1-1112  
Cayman Islands

*Principal Place of Business in Hong Kong:*

13/F, Admiralty Centre 2,  
18 Harcourt Road,  
Admiralty,  
Hong Kong.

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

1. The register of members of the Company will be closed from 22 June 2018 to 27 June 2018 (both days inclusive), during which time no share transfers will be effected. For the purpose of ascertaining the members' entitlement to the attendance of the Annual General Meeting, all share transfer accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not later than 4:00 p.m. on 21 June 2018 (Hong Kong Time). The holders of the Shares whose names appear on the register of members of the Company on 27 June 2018 are entitled to attend and vote in respect of all resolutions to be proposed at the Annual General Meeting.
2. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint no more than two proxies to attend and on a poll vote instead of him. A proxy need not be a member of the Company.
3. In order to be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of authority, must be deposited at the Company's share registrar, Union Registrars Limited, Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, not less than 48 hours before the time fixed for holding the Annual General Meeting (i.e. not later than 10:00 a.m. on 25 June 2018 (Hong Kong Time)) or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude any member from attending and voting in person at the Annual General Meeting or any adjourned meeting thereof should he so wishes.
4. In case of joint shareholdings, the vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purposes seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint shareholding.
5. In relation to Resolution No. 5, an explanatory statement (as required by the Listing Rules) is set out in Appendix I to this circular.