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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 any action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional advisers.

**If you have sold or transferred** all your shares in Ding He Mining Holdings Limited, you should at once hand this circular and the 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.

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**Ding He Mining Holdings Limited****鼎和礦業控股有限公司***(Incorporated in Hong Kong with limited liability)***(Stock Code: 705)**

**REQUISITION RECEIVED FOR  
EXTRAORDINARY GENERAL MEETING  
TO ELECT AND REMOVE DIRECTORS  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

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A notice convening an extraordinary general meeting (the “Extraordinary General Meeting”) of Ding He Mining Holdings Limited to be held at Room 302, 3/F., Pico Tower, 66 Gloucester Road, Wanchai, Hong Kong on Wednesday, 11 July 2018 at 3:00 p.m. is set out on pages 13 to 15 of this circular. A form of proxy for use at the Extraordinary General Meeting is also enclosed. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)). Whether or not you are able to attend the meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the share registrar of the Company, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Extraordinary General Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the meeting if you so wish.

15 June 2018

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## DEFINITIONS

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

“Announcement”	the announcement of the Company dated 28 May 2018 in relation to the receipt of the Requisition Notice
“Articles of Association”	the articles of association of the Company as amended and adopted on 18 July 2014 and as amended from time to time
“associates”	has the meaning ascribed to this term under the Listing Rules
“Board”	the board of Directors
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended and supplemented from time to time
“Company”	Ding He Mining Holdings Limited 鼎和礦業控股有限公司, a company incorporated under the laws of Hong Kong with limited liability on 9 November 2007 and the issued shares are listed on the Main Board of the Stock Exchange
“controlling Shareholder”	as defined in the Listing Rules
“Director(s)”	the director(s) of the Company
“EGM” or “Extraordinary General Meeting”	the extraordinary general meeting of the Company to be held at Room 302, 3/F., Pico Tower, 66 Gloucester Road, Wanchai, Hong Kong on Wednesday, 11 July 2018 at 3:00 p.m. and notice of which is set out on pages 13 to 15 of this circular, or any adjournment thereof
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	13 June 2018, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular

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## DEFINITIONS

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“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Proposed Nomination”	the proposed nomination of (i) Mr. WU Ju Shi for election as executive Director; and (ii) Mr. CHOI Wai Lung Edward, Mr. TSE Benjamin Andrew Jonathan and Ms. Irene FANG for election as independent non-executive Directors
“Proposed Removal”	the proposed removal of (i) Mr. LIU Qiang, Ms. LU Sufang, Mr. LEUNG Wai Kwan, Mr. YIN Shibo, Mr. FAN Weipeng and Mr. CHEN Liang as executive Directors; (ii) Ms. WONG Chi Yan, Mr. CHAN Wai Kit and Mr. YUAN Guangming as independent non-executive Directors; and (iii) all Directors appointed on or after the date of Requisition Notice but before holding of the EGM
“Requisitionists”	Ability Rise Investments Limited and Star Treasure Investments Holdings Limited, registered Shareholders holding an aggregate of 336,000,000 Shares, representing approximately 5.08% of the total number of issued Shares as at the date of the Requisition Notice
“Requisition Notice”	a written notice dated 25 May 2018 from the Requisitionists to the Company
“PRC”	the People’s Republic of China
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended and supplemented from time to time
“Share(s)”	ordinary share(s) of no par value 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
“substantial Shareholder”	as defined in the Listing Rules

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## DEFINITIONS

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“HKD”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

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## LETTER FROM THE BOARD

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### Ding He Mining Holdings Limited

鼎和礦業控股有限公司

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 705)**

*Executive Directors:*

Mr. Liu Qiang (*Chairman*)

Ms. Lu Sufang (*Vice Chairman*)

Mr. Leung Wai Kwan (*Chief Executive Officer*)

Mr. Fan Weipeng

Mr. Yin Shibo

Mr. Chen Liang

*Registered office in Hong Kong:*

Room 1020-22, 10/F

Two Pacific Place

88 Queensway

Hong Kong

*Independent non-executive Directors:*

Ms. Wong Chi Yan

Mr. Chan Wai Kit

Mr. Yuan Guangming

15 June 2018

*To the Shareholders*

Dear Sir or Madam

### **REQUISITION RECEIVED FOR EXTRAORDINARY GENERAL MEETING TO ELECT AND REMOVAL OF DIRECTORS**

#### **INTRODUCTION**

Reference is made to the Announcement in relation to the receipt of the Requisition Notice.

The purpose of this circular is to (i) provide you with further information relating to the Requisition Notice in respect of the Proposed Nomination and Proposed Removal; and (ii) issue of EGM at which the Shareholders shall be asked to consider and, if thought fit, approve the resolutions in respect of the Proposed Nomination and Proposed Removal.

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## LETTER FROM THE BOARD

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### REQUISITION NOTICE

As set out in the Announcement, the Company received the Requisition Notice from the Requisitionists requiring the Board to convene an extraordinary general meeting of the Company for the transaction of the businesses specified in the Requisition Notice. Such businesses include passing the following resolutions as ordinary resolutions:

- 1.1 nominate Mr. WU Ju Shi to be elected as executive Director;
- 1.2 nominate Mr. CHOI Wai Lung Edward to be elected as independent non-executive Director;
- 1.3 nominate Mr. TSE Benjamin Andrew Jonathan to be elected as independent non-executive Director;
- 1.4 nominate Ms. Irene FANG to be elected as independent non-executive Director;
- 1.5 remove Mr. LIU Qiang as executive Director;
- 1.6 remove Ms. LU Sufang as executive Director;
- 1.7 remove Mr. LEUNG Wai Kwan as executive Director;
- 1.8 remove Mr. YIN Shibo as executive Director;
- 1.9 remove Mr. FAN Weipeng as executive Director;
- 1.10 remove Mr. CHEN Liang as executive Director;
- 1.11 remove Ms. WONG Chi Yan as independent non-executive Director;
- 1.12 remove Mr. CHAN Wai Kit as independent non-executive Director;
- 1.13 remove Mr. YUAN Guangming as independent non-executive Director; and
- 1.14 remove all Directors appointed on or after the date of Requisition Notice but before holding of the EGM.

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## **LETTER FROM THE BOARD**

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As at the date of the Requisition Notice, the Requisitionists are registered Shareholders holding an aggregate of 336,000,000 Shares, representing approximately 5.08% of the total number of issued Shares of the Company.

### **RELEVANT PROVISIONS UNDER THE COMPANIES ORDINANCE AND THE ARTICLES OF ASSOCIATION**

Pursuant to section 567 of the Companies Ordinance, the Company will call the proposed EGM within 21 days after the date of deposit of the Requisition Notice at the Company's registered office for the transaction of the businesses specified in the Requisition Notice.

Pursuant to Article 76 of the Articles of Association, subject to the provisions of the Articles of Association and the Companies Ordinance, the Company may by ordinary resolution elect any person to be a Director, either to fill a casual vacancy or as an addition to the existing Board, but so that the total number of Directors shall not at any time exceed any maximum number fixed by or in accordance with the Articles of Association.

Pursuant to Article 77 of the Articles of Association, without prejudice to the power of the Company in general meeting in pursuance of any of the provisions of the Articles of Association to appoint any person to be a Director and subject to the Companies Ordinance, the Board shall have power at any time and from time to time to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Board, but so that the total number of Directors shall not at any time exceed any maximum number fixed by or in accordance with the Articles of Association. Any Director so appointed shall hold office only until the next following general meeting, or if earlier, the next following extraordinary general meeting of the Company and shall then be eligible for re-election provided that any Director who so retires shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at such meeting.

Pursuant to Article 78 of the Articles of Association, subject to the Companies Ordinance, the Company may by ordinary resolution remove any Director (including a managing Director or other executive Director) before the expiration of his period of office notwithstanding anything in the Articles of Association or in any agreement between the Company and such Director (but without prejudice to any claim which such Director may have for damages for any breach of any contract between him and the Company) and may by ordinary resolution to appoint another person in his stead. Any Director so appointed shall hold office only until the next following general meeting of the Company (in the case of filling a casual vacancy) or until the next following annual general meeting of the Company (in the case of an addition to their number) and shall then be eligible for re-election provided that any Director who so retires shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at such meeting.



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## **LETTER FROM THE BOARD**

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Pursuant to Article 79 of the Articles of Association, no person other than a retiring Director shall, unless recommended by the Board, be eligible for election to the office of Director at any general meeting unless a notice in writing of the intention to propose such person for election as a Director, signed by a shareholder (other than the person to be proposed for election as a Director) duly qualified to attend and vote at the meeting for which such notice is given, and a notice in writing signed by such person of his willingness to be elected shall have been lodged at head office or at its registration office to the Secretary. The minimum length of the period during which such notices are given shall be at least seven (7) days and the period for lodgement of such notices shall commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting.

The Board, having considered the details of the requisitions as contained in the Requisition Notice, the Articles of Association, the Companies Ordinance and legal advice, has resolved to convene the EGM pursuant to the Requisition Notice.

Furthermore, pursuant to the Companies Ordinance, the members of a company may at an extraordinary general meeting called for that purpose remove a director, and the Directors shall be entitled to be heard at such meeting.

### **REASONS FOR THE PROPOSED NOMINATION AND REMOVAL OF DIRECTORS**

The Requisition Notice did not set out any reasons and/or grounds for the Proposed Nomination and Proposed Removal. Accordingly, the Board is not able to provide the Shareholders with any reasons and/or grounds in respect of the Proposed Nomination and Proposed Removal for consideration.

Pursuant to Rule 13.74 of the Listing Rules, an issuer shall disclose the details required under Rule 13.51(2) of the Listing Rules of any director(s) proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting.

### **EXTRAORDINARY GENERAL MEETING**

Set out on pages 13 to 15 of this circular is the notice convening the EGM to consider and, if thought fit, to approve the ordinary resolutions in relation to the Proposed Nomination and Proposed Removal.

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## LETTER FROM THE BOARD

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### **CLOSURE OF REGISTER OF MEMBERS**

To ascertain the Shareholders' entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Friday, 6 July 2018 to Wednesday, 11 July 2018, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for the entitlement to attend and vote at the EGM, all transfer of Shares accompanied by the relevant shares certificate(s) must be lodged with the Company's share registrar and transfer office in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong by 4:30 p.m. on Thursday, 5 July 2018.

### **FORM OF PROXY**

A form of proxy is enclosed for use at the EGM. Such form of proxy is also published on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)). Whether or not you intend to be present at the EGM, you are requested to complete the form of proxy and return it to the Company's share registrar and transfer office in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time fixed for the holding of the EGM or any adjournment thereof.

Completion and delivery of the form of proxy will not preclude Shareholders from attending and voting in person at the EGM if they so wish.

### **VOTING PROCEDURE**

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, 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. Accordingly, all resolutions set out in the notice of EGM be taken by way of poll pursuant to Article 60 of the Articles of Association.

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 every fully paid Share held. A Shareholder entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way.

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## LETTER FROM THE BOARD

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### RECOMMENDATION

Shareholders should note that the details of the proposed Directors as set out in the Appendix to this circular have been reproduced from and are solely based upon the information provided by the Requisitionists as attached to the Requisition Notice. The Board has not verified the particulars of the proposed Directors stated in the Appendix to this circular. Accordingly, no recommendation has been made by the Board or the nomination committee of the Company with regard to the Proposed Nomination. Further, the Board is not in a position to comment on whether there is any matter regarding the Proposed Nomination that needs to be brought to the attention of the Shareholders pursuant to Rule 13.51(2) of the Listing Rules in relation to each of the proposed Directors. In addition, the Directors also express no opinion on how Shareholders should vote on the Proposed Removal.

### GENERAL

Your attention is also drawn to the Appendix to this circular.

### MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

### 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 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  
For and on behalf of  
**Ding He Mining Holdings Limited**  
**Liu Qiang**  
*Chairman and Executive Director*

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## APPENDIX                      PARTICULARS OF THE PROPOSED DIRECTORS PROVIDED BY THE REQUISITIONISTS

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*The following information on the proposed Directors is reproduced from and is solely based upon the information provided by the Requisitionists as attached to the Requisition Notice. Particulars of the proposed Directors as set out below have not yet been independently verified by the Company or the Directors. The Directors are not responsible for the accuracy and completeness of the information described herein below.*

### AS EXECUTIVE DIRECTOR

**Mr. Wu Ju Shi**, aged 44, graduated from Economics Department of Inner Mongolia University with Accounting Major in 1994 and obtained a Master of Business Administration degree from Asia International Open University, Macao in 2009. Mr. Wu worked as a dealer of Tianjin Securities Trading Center of Hunan Securities Co., Ltd. (湖南證券股份有限公司) (now known as Founder Securities Co., Ltd.) from 1994 to 1995, Investment Manager of Investment Division for Hunan Jinfan Economic Development Company (湖南金帆經濟發展公司) from 1995 to 1998 and Director of Inner Mongolia Xinke New Material Co., Ltd. (內蒙鑫科新材料有限公司) from 1998 to 2000. From 2000 to 2006, Mr. Wu worked as Manager of Enterprise Management and Investment Division of Shanghai Hongyi Investment Development Co., Ltd. (上海鴻儀投資發展有限公司) (“Shanghai Hongyi”), Manager of Investment and Project Divisions for Zhangjiajie Tourism Development Co., Ltd. (張家界旅遊開發股份有限公司), a subsidiary of Shanghai Hongyi. From 2006 to 2009, Mr. Wu worked as Department Head of Securities Investment Division, Manager of Investment Division, among others, of Hunan Shanhe Intelligent Machinery Co., Ltd. (湖南山河智能機械股份有限公司). From 2009 to 2015, Mr. Wu worked as Department Head of Strategic Investment Division, Senior Investment Manager, Project Manager, etc. of Hunan Corun New Energy Co., Ltd. (湖南科力遠新能源股份有限公司) and Hunan Corun High Technology Group Co. Ltd. (湖南科力遠高技術集團有限公司). Mr. Wu was appointed as Director of Changsha Zhongkun Electric Technology Co., Ltd. (長沙中坤電氣科技股份有限公司) from 2015 to date.

As of the date of the Requisition Notice, Mr. Wu does not have any relationships with any Directors, senior management or substantial or controlling shareholders (as defined under the Listing Rules) of the Company. He does not have any interests in the Shares within the meaning of Part XV of the SFO nor does he hold any other positions with the Company or any other members of the Group.

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**APPENDIX                      PARTICULARS OF THE PROPOSED DIRECTORS  
   PROVIDED BY THE REQUISITIONISTS**

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**AS INDEPENDENT NON-EXECUTIVE DIRECTORS**

**Mr. Choi Wai Lung Edward**, aged 49, graduated from City University of Hong Kong with a bachelor degree in Accounting in 1990. He further obtained a bachelor degree of Laws from Peking University in 2003. Mr. Choi is a fellow member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Public Accountants with over 27 years of experience in accounting, auditing and finance. Mr. Choi is currently the Chief Financial Officer and Company Secretary of Wasion Group Holdings Limited (Stock Code: 3393), a company listed on the Main Board of The Stock Exchange of Hong Kong Limited.

As of the date of the Requisition Notice, Mr. Choi does not have any relationships with any Directors, senior management or substantial or controlling shareholders (as defined under the Listing Rules) of the Company. He does not have any interests in the Shares within the meaning of Part XV of the SFO nor does he hold any other positions with the Company or any other members of the Group.

**Mr. Tse Benjamin Andrew Jonathan**, aged 34, obtained a Bachelor of Science degree in Business Administration from University of Southern California in 2006. He has over 10 years of experience in international financial institutions. Mr. Tse has previously worked for HSBC Commercial Banking and HSBC Broking Services (Asia Limited) from 2006 to 2014. He is currently a Director of Sales at UOB Kay Hian (Hong Kong) Limited and has its role since 2014. Mr. Tse is also actively involved in charity, he is currently served as Divisional Senior President of Yaumati Division, Kowloon Command, HK St. John Ambulance Brigade.

As of the date of the Requisition Notice, Mr. Tse does not have any relationships with any Directors, senior management or substantial or controlling shareholders (as defined under the Listing Rules) of the Company. He does not have any interests in the Shares within the meaning of Part XV of the SFO nor does he hold any other positions with the Company or any other members of the Group.

**Ms. Irene Fang**, aged 38, graduated from University of Ballarat in Australia with a Master of Business Administration degree. Ms. Fang has more than ten years' experience in business management. She also set up and served as General Manager of the China Caribbean Culture Exchange Limited Company in Jamaica between 2012 to 2016.

As of the date of the Requisition Notice, Ms. Fang does not have any relationships with any Directors, senior management or substantial or controlling shareholders (as defined under the Listing Rules) of the Company. She does not have any interests in the Shares within the meaning of Part XV of the SFO nor does she hold any other positions with the Company or any other members of the Group.

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**APPENDIX                      PARTICULARS OF THE PROPOSED DIRECTORS  
   PROVIDED BY THE REQUISITIONISTS**

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**OTHER**

Save as disclosed above, there are no other information relating to the above proposed Directors to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules (particularly in relation to sub-paragraphs (h) to (v) therein), nor are there any other matters that need to be brought to the attention of the Shareholders in respect of each of the above proposed Directors.

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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### Ding He Mining Holdings Limited

### 鼎和礦業控股有限公司

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 705)**

**NOTICE IS HEREBY GIVEN THAT** the extraordinary general meeting (the “Meeting”) of Ding He Mining Holdings Limited (the “Company”) will be held at Room 302, 3/F., Pico Tower, 66 Gloucester Road, Wanchai, Hong Kong on Wednesday, 11 July 2018 at 3:00 p.m. for the following purposes and passing the following resolutions, with or without modifications:

#### **ORDINARY RESOLUTIONS**

- 1.1 “**THAT** Mr. WU Ju Shi be immediately appointed as an executive Director of the Company.”
- 1.2 “**THAT** Mr. CHOI Wai Lung Edward be immediately appointed as an independent non-executive Director of the Company.”
- 1.3 “**THAT** Mr. TSE Benjamin Andrew Jonathan be immediately appointed as an independent non-executive Director of the Company.”
- 1.4 “**THAT** Ms. Irene FANG be immediately appointed as an independent non-executive Director of the Company.”
- 1.5 “**THAT** Mr. LIU Qiang be immediately removed from his position as a Director of the Company.”
- 1.6 “**THAT** Ms. LU Sufang be immediately removed from her position as a Director of the Company.”
- 1.7 “**THAT** Mr. LEUNG Wai Kwan be immediately removed from his position as a Director of the Company.”
- 1.8 “**THAT** Mr. YIN Shibo be immediately removed from his position as a Director of the Company.”

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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- 1.9 “**THAT** Mr. FAN Weipeng be immediately removed from his position as a Director of the Company.”
- 1.10 “**THAT** Mr. CHEN Liang be immediately removed from his position as a Director of the Company.”
- 1.11 “**THAT** Ms. WONG Chi Yan be immediately removed from her position as a Director of the Company.”
- 1.12 “**THAT** Mr. CHAN Wai Kit be immediately removed from his position as a Director of the Company.”
- 1.13 “**THAT** Mr. YUAN Guangming immediately removed from his position as a Director of the Company.”
- 1.14 “**THAT** all Directors appointed by the Board of Directors of the Company on or after the date of deposit of the Requisition Notice (as defined in the circular of the Company dated 15 June 2018) but before the holding of this Meeting be immediately removed as Directors of the Company.”

By Order of the Board  
**Ding He Mining Holdings Limited**  
**Liu Qiang**  
*Chairman and Executive Director*

Hong Kong, 15 June 2018

*As at the date of this notice, the Executive Directors of the Company are Mr. Liu Qiang, Ms. Lu Sufang, Mr. Leung Wai Kwan, Mr. Yin Shibo, Mr. Fan Weipeng and Mr. Chen Liang and the Independent Non-executive Directors of the Company are Ms. Wong Chi Yan, Mr. Chan Wai Kit and Mr. Yuan Guangming.*



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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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*Notes:*

- (1) A Shareholder entitled to attend and vote at this Meeting or any adjournment thereof may appoint one or more proxies to attend and vote in his place and such proxy(ies) need not be the Shareholder(s).
- (2) In case of joint Shareholders, the vote of the senior who tenders a vote, whether in person, or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority will be determined by the order in which the names stand in the Company's register of members in respect of the joint holding.
- (3) To be valid, the form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed (or a notarially certified copy of such power or authority) must be delivered to the share registrar and transfer office of the Company, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong ("Share Registrar"), not less than 48 hours before the time fixed for holding the Meeting or any adjournment thereof. The appointment of a proxy will not preclude a Shareholder from subsequently attending and voting in person at the Meeting or any adjournment thereof if he so wishes. If a Shareholder who has lodged a form of proxy attends the Meeting, this form of proxy will be deemed to have been revoked.
- (4) The register of members of the Company will be closed and no transfer of shares will be registered from Friday, 6 July 2018 to Wednesday, 11 July 2018 (both days inclusive). In order to qualify for attending and voting at this Meeting, all properly completed transfer documents accompanied by the relevant share certificates must be lodged with the Share Registrar for registration not later than 4:30 p.m. on Thursday, 5 July 2018.
- (5) If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 12:00 noon on the date of the Meeting, the Meeting will be postponed. The Company will publish an announcement on the website of the Company at [www.dinghemining.com.hk](http://www.dinghemining.com.hk) and on the HKExnews website of The Stock Exchange of Hong Kong Limited at [www.hkexnews.hk](http://www.hkexnews.hk) to notify Shareholders of the date, time and venue of the rescheduled meeting.