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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 OF EXTRAORDINARY GENERAL MEETING

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.”
- 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.

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 and on the HKExnews website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk to notify Shareholders of the date, time and venue of the rescheduled meeting.