
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer, or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Greenway Mining Group Limited (the “Company”), you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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Greenway Mining Group Limited

信盛礦業集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2133)

**(1) PROPOSED SHARE CONSOLIDATION;
(2) CHANGE IN BOARD LOT SIZE;
AND
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

Terms used in this cover shall have the same meanings as defined in this circular.

A notice dated 9 April 2020 convening the EGM to be held at The Function Room 3, 2/F, The Harbourview, 4 Harbour Road, Wanchai, Hong Kong on Friday, 8 May 2020 at 11:00 a.m. (or at such time immediately following the conclusion (or adjournment) of the annual general meeting of the Company to be held on the same day and at the same place, whichever is later) is set out on pages EGM-1 to EGM-2 of this circular. A form of proxy for use at the EGM is also enclosed. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.greenwaymining.com>).

Whether or not you are able to attend the EGM, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return the completed form of proxy to the Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Accordingly, the form of proxy must be delivered to the Share Registrar not later than 11:00 a.m. (Hong Kong time) on Wednesday, 6 May 2020. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof if you so wish and in such event, the form of proxy shall be deemed to be revoked.

PRECAUTIONARY MEASURES FOR THE EGM

Please see page 1 of this circular for measures being taken to try to prevent and control the spread of the Novel Coronavirus (COVID-19) at the EGM, including:

- **compulsory body temperature checks and health declarations**
- **recommended wearing of a surgical face mask for each attendee**
- **no distribution of corporate gift or refreshment**

Any person who does not comply with the precautionary measures or is subject to any Hong Kong Government prescribed quarantine may be denied entry into the meeting venue. The Company reminds Shareholders that they may appoint the chairman of the meeting as their proxy to vote on the relevant resolution(s) at the meeting as an alternative to attending the meeting in person.

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PRECAUTIONARY MEASURES FOR THE EGM

The health of our Shareholders, staff and stakeholders is of paramount importance to us. In view of the ongoing Novel Coronavirus (COVID-19) pandemic, the Company will implement the following precautionary measures at the EGM to protect attending Shareholders, staff and stakeholders from the risk of infection:

- (i) Compulsory body temperature checks will be conducted for every Shareholder, proxy or other attendee at each entrance of the meeting venue. Any person with a body temperature of over 37.4 degrees Celsius may be denied entry into the meeting venue or be required to leave the meeting venue.
- (ii) The Company encourages each attendee to wear a surgical face mask throughout the meeting and inside the meeting venue, and to maintain a safe distance between seats.
- (iii) No refreshment will be served, and there will be no corporate gift.
- (iv) Each attendee may be asked whether (a) he/she has travelled outside of Hong Kong within the 14-day period immediately before the EGM; and (b) he/she is subject to any Hong Kong Government prescribed quarantine. Anyone who responds positively to any of these questions may be denied entry into the meeting venue or be required to leave the meeting venue.

In addition, the Company reminds all Shareholders that physical attendance in person at the meeting is not necessary for the purpose of exercising voting rights. Shareholders may appoint the chairman of the meeting as their proxy to vote on the relevant resolution at the meeting instead of attending the meeting in person, by completing and return the proxy form attached to this circular.

If any Shareholder chooses not to attend the meeting in person but has any question about any resolution or about the Company, or has any matter for communication with the Board, he/she is welcome to send such question or matter in writing to our head office and principal place of business in Hong Kong or to our email at ir@greenwaymining.com.

If any Shareholder has any question relating to the meeting, please contact Computershare Hong Kong Investor Services Limited, the Company's branch share registrar in Hong Kong as follows:

Computershare Hong Kong Investor Services Limited
17M Floor, Hopewell Centre
183 Queen's Road East, Wanchai, Hong Kong
Email: hkinfo@computershare.com.hk
Tel: 2862 8555
Fax: 2865 0990

DEFINITIONS

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

“Board”	the board of Directors
“Business Day(s)”	a day (other than Saturday, Sunday, public holiday or any day on which tropical cyclone warning no. 8 or above is hoisted or remains hoisted between 9:00 a.m. and 12:00 noon and is not lowered at or before 12:00 noon or on which a “black” rainstorm warning is hoisted or remains in effect between 9:00 a.m. and 12:00 noon and is not discontinued at or before 12:00 noon) on which licensed banks in Hong Kong are generally open for business throughout their normal business hours
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Change in Board Lot Size”	the proposed change in board lot size of the Shares for trading on the Stock Exchange from 1,000 Existing Shares to 10,000 Consolidated Shares
“Company”	Greenway Mining Group Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 2133)
“Consolidated Share(s)”	ordinary shares of HK\$0.0001 each in the share capital of the Company immediately after the Share Consolidation becoming effective
“Director(s)”	the director(s) of the Company
“Effective Date”	the date on which the Share Consolidation shall become effective, being the second Business Day immediately following the date of passing the ordinary resolution approving the Share Consolidation at the EGM
“EGM”	the extraordinary general meeting of the Company to be held at The Function Room 3, 2/F, The Harbourview, 4 Harbour Road, Wanchai, Hong Kong on Friday, 8 May 2020 at 11:00 a.m. (or at such time immediately following the conclusion (or adjournment) of the annual general meeting of the Company to be held on the same day and at the same place, whichever is later) for the Shareholders to consider and, if thought fit, approve the Share Consolidation

DEFINITIONS

“Existing Share(s)”	ordinary shares of HK\$0.00001 each in the share capital of the Company before the Share Consolidation becoming effective
“Group”	the Company and its subsidiaries
“HKSCC”	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	3 April 2020, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, which, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Share(s)”	Existing Share(s) and/or Consolidated Share(s), as the case may be
“Shareholders”	registered holder(s) of the Existing Share(s) or the Consolidated Share(s), as the case may be
“Share Consolidation”	the proposed consolidation of every ten (10) issued and unissued Existing Shares into one (1) Consolidated Share
“Share Registrar”	the branch share registrar of the Company in Hong Kong, being Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

EXPECTED TIMETABLE

The expected timetable for implementation of the Share Consolidation and the Change in Board Lot Size is set out below:

Event	Time and date
Latest date and time for lodging transfer documents in order to qualify for attending and voting at the EGM	4:30 p.m. on Wednesday, 29 April 2020
Closure of the register of members of the Company for determining the entitlement to attend and vote at the EGM	Monday, 4 May 2020 to Friday, 8 May 2020 (both days inclusive)
Latest date and time for lodging the proxy forms for the EGM	11:00 a.m. on Wednesday, 6 May 2020
Date and time of the EGM	11:00 a.m. on Friday, 8 May 2020
Publication of announcement of voting results of the EGM	Friday, 8 May 2020
The following events are conditional on the fulfilment of the conditions for the implementation of the Share Consolidation and the Change in Board Lot Size:	
Effective date of the Share Consolidation	Tuesday, 12 May 2020
First day for free exchange of existing share certificates for new share certificates for the Consolidated Shares	Tuesday, 12 May 2020
Dealing in the Consolidated Shares commence	9:00 a.m. on Tuesday, 12 May 2020
Original counter for trading in the Existing Shares in board lots of 1,000 Existing Shares temporarily closes	9:00 a.m. on Tuesday, 12 May 2020
Temporary counter for trading in the Consolidated Shares in board lots of 100 Consolidated Shares (in the form of existing share certificates) opens	9:00 a.m. on Tuesday, 12 May 2020
Original counter for trading in the Consolidated Shares in board lots of 10,000 Consolidated Shares (in the form of new share certificates) re-opens	9:00 a.m. on Tuesday, 26 May 2020

EXPECTED TIMETABLE

Event	Time and date
Parallel trading in the Consolidated Shares (in form of new share certificates and existing share certificates) commences.....	9:00 a.m. on Tuesday, 26 May 2020
Designated broker starts to stand in the market to provide matching services for odd lots of the Consolidated Shares	9:00 a.m. on Tuesday, 26 May 2020
Temporary counter for trading in the Consolidated Shares in board lots of 100 Consolidated Shares (in the form of existing share certificates) closes	4:10 p.m. on Monday, 15 June 2020
Parallel trading in the Consolidated Shares (in form of new share certificates and existing share certificates) ends.....	4:10 p.m. on Monday, 15 June 2020
Designated broker ceases to stand in the market to provide matching services for odd lots of the Consolidated Shares	4:10 p.m. on Monday, 15 June 2020
Last day for free exchange of existing share certificates for new share certificates for the Consolidated Shares	Wednesday, 17 June 2020

All times and dates specified in the timetable above refer to Hong Kong times and dates.

The timetable is indicative only and may be extended or varied. Any change to the expected timetable above will be announced by the Company as and when appropriate.

LETTER FROM THE BOARD



Greenway Mining Group Limited

信盛礦業集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2133)

Executive Director:

LEI Dejun

Non-executive Directors:

YIN Bo *(Chairman)*

CHAN Suk Ching

ZHANG Yonghua

Independent non-executive Directors:

MA Shirong

CHI Hongji

DONG Tao

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Principal place of

business in the PRC:

Room 102, Unit 1, Building 1

Ruiyuan, Jinjiang Community

Yanchang Line, Beijing Road

Panlong District, Kunming City

Yunnan Province, China

Head office and principal place of

business in Hong Kong

Room 2510, 25/F

Harcourt House

39 Gloucester Road

Wanchai, Hong Kong

9 April 2020

To the Shareholders

Dear Sir/Madam,

(1) PROPOSED SHARE CONSOLIDATION; AND (2) CHANGE IN BOARD LOT SIZE

INTRODUCTION

Reference is made to the announcement of the Company (the “**Announcement**”) dated 27 March 2020 in relation to the Share Consolidation and the Change in Board Lot Size.

The purpose of this circular is to provide you with details of the Share Consolidation and the Change in Board Lot Size and to give you the notice of the EGM.

** For identification purpose only*

LETTER FROM THE BOARD

PROPOSED SHARE CONSOLIDATION

The Board proposed to implement the Share Consolidation on the basis that every ten (10) issued and unissued Existing Shares will be consolidated into one (1) Consolidated Share.

Conditions of the Share Consolidation

The Share Consolidation is conditional upon the following conditions:

- (i) the passing of an ordinary resolution to approve the Share Consolidation by the Shareholders at the EGM;
- (ii) the compliance with all relevant procedures and requirements under the laws of the Cayman Islands (where applicable) and the Listing Rules to effect the Share Consolidation; and
- (iii) the Listing Committee of the Stock Exchange granting approval for the listing of, and permission to deal in, the Consolidated Shares.

Subject to the satisfaction of all the above conditions, it is expected that the Share Consolidation will become effective on the Effective Date, i.e. being the second Business Day immediately following the date of passing the ordinary resolution approving the Share Consolidation at the EGM.

As at the Latest Practicable Date, none of the conditions had been fulfilled.

Effects of the Share Consolidation

As at the Latest Practicable Date, the authorised share capital of the Company was HK\$380,000 divided into 38,000,000,000 Existing Shares with par value of HK\$0.00001 each.

Upon the Share Consolidation becoming effective and assuming that there are no changes on the authorised share capital of the Company from the Latest Practicable Date until the Effective Date, the authorised share capital of the Company will become HK\$380,000 divided into 3,800,000,000 Consolidated Shares with par value of HK\$0.0001 each.

As at the Latest Practicable Date, 4,474,721,250 Existing Shares had been allotted and issued. Upon the Share Consolidation becoming effective and assuming that no new Existing Shares are issued or repurchased from the Latest Practicable Date until the Effective Date, 447,472,125 Consolidated Shares will be in issue.

Status of the Consolidated Shares

Upon the Share Consolidation becoming effective, the Consolidated Shares shall rank *pari passu* in all respects with each other. Other than the expenses to be incurred in relation to the Share Consolidation, the implementation of the Share Consolidation will not alter the underlying assets, business operations, management or financial position of the Company or the shareholdings, proportionate interests or rights of the Shareholders, save for any fractional Consolidated Shares to which Shareholders may be entitled.

LETTER FROM THE BOARD

Listing application

An application has been made by the Company to the Listing Committee of the Stock Exchange for the listing of, and the permission to deal in, the Consolidated Shares upon the Share Consolidation becoming effective.

Subject to the granting of listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange upon the Share Consolidation becoming effective, as well as compliance with the stock admission requirements of HKSCC, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements will be made for the Consolidated Shares to be admitted into CCASS.

None of the Existing Shares are listed or dealt in on any other stock exchanges other than the Stock Exchange, and at the time when the Share Consolidation becoming effective, the Consolidated Shares in issue will not be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal is being or is proposed to be sought.

Fractional entitlement to Consolidated Shares

Fractional Consolidated Shares arising from the Share Consolidation, if any, will be disregarded and will not be issued to the Shareholders but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Existing Shares regardless of the number of share certificates held by such holder.

Arrangement on odd lot trading

In order to facilitate the trading of odd lots of the Consolidated Shares arising from the Share Consolidation, the Company has appointed the Share Registrar, Computershare Hong Kong Investor Services Limited, as an agent to provide matching service, on a best efforts basis, to those Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares. Shareholders who wish to take advantage of this service should contact the Share Registrar at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong or at telephone number (852) 2862 8555 from 9:00 a.m. on Tuesday, 26 May 2020 to 4:10 p.m. on Monday, 15 June 2020.

Holders of odd lots of the Consolidated Shares should note that the matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed. Shareholders who are in any doubt about the odd lots matching arrangement are recommended to consult their own professional advisers.

LETTER FROM THE BOARD

Exchange of share certificates

Subject to the Share Consolidation becoming effective, which is currently expected to be on Tuesday, 12 May 2020, being the second Business Day immediately after the date of the EGM, the Shareholders may during the period from Tuesday, 12 May 2020 to Wednesday, 17 June 2020 (both days inclusive) submit existing share certificates for the Existing Shares (in the colour of green) to the Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, to exchange for new share certificates for the Consolidated Shares (in the colour of yellow) at the expense of the Company.

Thereafter, share certificates for the Existing Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such other amount as may from time to time be specified by the Stock Exchange) by the Shareholders for each share certificate for the Existing Shares submitted for cancellation or each new share certificate issued for the Consolidated Shares, whichever the number of certificates cancelled/issued is higher.

After 4:30 p.m. on Wednesday, 17 June 2020, existing share certificates for the Existing Shares will remain effective as documents of title and may be exchanged for share certificates for the Consolidated Shares at any time but will not be accepted for delivery, trading and settlement purposes.

The Company had no outstanding convertible securities, options or warrants in issue which confer any right to subscribe for, convert or exchange into Existing Shares as at the Latest Practicable Date.

PROPOSED CHANGE IN BOARD LOT SIZE

As at the Latest Practicable Date, the Existing Shares were traded on the Stock Exchange in the board lot size of 1,000 Existing Shares. The Board proposed to change the board lot size for trading on the Stock Exchange from 1,000 Existing Shares to 10,000 Consolidated Shares conditional upon the Share Consolidation becoming effective.

Based on the closing price of HK\$0.026 per Existing Share (equivalent to the theoretical closing price of HK\$0.260 per Consolidated Share) as at the Latest Practicable Date, (i) the value of each existing board lot of Existing Shares is HK\$26; (ii) the value of each board lot of 1,000 Consolidated Shares would be HK\$260 assuming the Share Consolidation becoming effective; and (iii) the estimated value per board lot of 10,000 Consolidated Share would be HK\$2,600 assuming that the Change in Board Lot Size had also been effective.

The Change in Board Lot Size will not result in change in the relative rights of the Shareholders.

LETTER FROM THE BOARD

REASONS FOR THE SHARE CONSOLIDATION AND THE CHANGE IN BOARD LOT SIZE

According to Rule 13.64 of the Listing Rules, where the market price of the securities of the issuer approaches the extremities of HK\$0.01 or HK\$9,995.00, the Stock Exchange reserves the right to require the issuer either to change the trading method or to proceed with a consolidation or splitting of its securities. According to the “Guide on Trading Arrangements for Selected Types of Corporate Actions” issued by the Stock Exchange on 28 November 2008 and updated on 30 August 2019 (the “**Guide on Trading Arrangements**”), (i) market price of the securities of an issuer at a level less than HK\$0.10 will be considered as trading at extremity as referred to under Rule 13.64 of the Listing Rules; and (ii) taking into account the minimum transaction costs for a securities trade, the expected value per board lot should be greater than HK\$2,000.

Taking into account the facts that (i) save for 1 April 2019 and 2 April 2019, the closing prices of the Existing Shares throughout the period commencing from 28 March 2019, being the twelve-month period prior to the date of the Announcement, up to and including the Latest Practicable Date (the “**Review Period**”) were below HK\$0.10; (ii) the average closing price of the Existing Shares during the Review Period amounted to approximately HK\$0.063 per Existing Share; and (iii) based on the average closing price of the Existing Shares during the Review Period, the value per board lot was lower than HK\$100, the Board resolved to propose the Share Consolidation and the Change in Board Lot Size, resulting in HK\$0.260 per Consolidated Share and HK\$2,600 per board lot of 10,000 Consolidated Shares (based on the closing price of HK\$0.026 per Existing Share as quoted on the Stock Exchange on the Latest Practicable Date) with the view to complying with the trading requirements under the Listing Rules.

Having considered the closing price of HK\$0.026 per Existing Share as at the Latest Practicable Date and the recent volatility and uncertainties of the stock market in Hong Kong as a result of the outbreak of the novel coronavirus (COVID-19), the proposed consolidation ratio of the Share Consolidation (i.e. every ten (10) issued and unissued Existing Shares consolidated into one (1) Consolidated Share) was primarily determined by the Board to allow sufficient margin above the extremity of HK\$0.1 per share as set out in the Guide on Trading Arrangements for the theoretical share price of HK\$0.260 per Consolidation Share (based on the closing price of HK\$0.026 per Existing Share as quoted on the Stock Exchange on the Latest Practicable Date). It is expected that the Share Consolidation will bring about a corresponding upward adjustment in the trading price per Consolidated Share on the Stock Exchange. The Board considers that the Share Consolidation and the Change in Board Lot Size will reduce the overall transaction and handling costs of dealings in each board lot of the Consolidated Shares and will, in turn, improve the liquidity of the Consolidated Shares since most of the banks/securities houses will charge a minimum transaction cost for each securities transaction.

In view of the above reasons, the Company considers that the Share Consolidation and the Change in Board Lot Size is justifiable notwithstanding of the potential costs and impact arising from creation of odd lots to the Shareholders. Accordingly, the Board is of the view that the Share Consolidation and the Change in Board Lot Size is beneficial to and in the interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

As at the Latest Practicable Date, there was no understanding, agreement or arrangement for any fund raising activity nor was there any plan or conclusion for the format of any corporate actions or arrangements for any fund raising.

EGM

The notice of the EGM is set out on pages EGM-1 to EGM-2 of this circular.

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at the general meetings 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. Therefore, the chairman of the meeting will demand a poll on the resolution regarding the Share Consolidation at the EGM. An announcement will be made by the Company on the poll results of the EGM.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholders are required to abstain from voting on the resolution to be proposed at the EGM.

A form of proxy for use at the EGM is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.greenwaymining.com>). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and return the completed form of proxy to the Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Accordingly, the form of proxy must be delivered to the Share Registrar not later than 11:00 a.m. (Hong Kong time) on Wednesday, 6 May 2020. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof if you so wish and in such event, the form of proxy shall be deemed to be revoked.

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.

LETTER FROM THE BOARD

RECOMMENDATION

The Board considers that the Share Consolidation is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the relevant resolution to be proposed at the EGM.

Yours faithfully,
For and on behalf of the Board
Greenway Mining Group Limited
Lei Dejun
Executive Director

NOTICE OF EGM



Greenway Mining Group Limited

信盛礦業集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2133)

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting of Greenway Mining Group Limited (the “**Company**”) will be held at The Function Room 3, 2/F, The Harbourview, 4 Harbour Road, Wanchai, Hong Kong on Friday, 8 May 2020 at 11:00 a.m. (or at such time immediately following the conclusion (or adjournment) of the annual general meeting of the Company to be held on the same day and at the same place, whichever is later) for the following purposes:

ORDINARY RESOLUTION

1. “**THAT** subject to and conditional upon the granting of approval by the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) of the listing of, and permission to deal in, the issued shares of the Company consolidated in the manner as set out in paragraph (a) of this resolution below (the “**Share Consolidation**”):
 - (a) with effect from the second business day immediately following the date on which this resolution is passed:
 - (i) every ten (10) issued and unissued ordinary shares of par value of HK\$0.00001 each in the share capital of the Company be consolidated into one (1) consolidated share of par value of HK\$0.0001 each (each a “**Consolidated Share**”), such Consolidated Shares shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to the restrictions as contained in the memorandum and articles of association of the Company; and
 - (ii) all fractional Consolidated Shares will be disregarded and not issued to the shareholders of the Company but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit for the Company; and

* For identification purpose only

NOTICE OF EGM

- (b) the board of directors of the Company be and is hereby authorised to do all such acts and things and execute all such documents, including under seal where applicable, as it considers necessary, desirable or expedient to give effect to the foregoing arrangement for the Share Consolidation.”

By Order of the Board
Greenway Mining Group Limited
Lei Dejun
Executive Director

Hong Kong, 9 April 2020

Notes:

1. The resolution at the meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any member of the Company entitled to attend and vote at the above meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the above meeting. A proxy need not be a member of the Company. 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.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Accordingly, the form of proxy must be delivered to the Company’s branch share registrar in Hong Kong not later than 11:00 a.m. (Hong Kong time) on Wednesday, 6 May 2020. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining the entitlement to attend and vote at the above meeting, the register of members of the Company will be closed from Monday, 4 May 2020 to Friday, 8 May 2020, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the above meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 29 April 2020.
5. If a black rainstorm warning signal is in force or a tropical cyclone warning signal number 8 or above, or “extreme conditions” caused by super typhoons, remains hoisted at any time after 8:00 a.m. on Friday, 8 May 2020, the above meeting will be postponed. Shareholders are requested to read the website of the Company at www.greenwaymining.com for details of alternative meeting arrangements. If Shareholders have any queries concerning the alternative meeting arrangements, please call the Company at (852) 2180 7577 during business hours from 9:00 a.m. to 5:00 p.m. on Monday to Friday, excluding public holidays.
6. The above meeting will be held as scheduled when an amber or red rainstorm warning signal is in force.
7. Shareholders should make their own decision as to whether they would attend the above meeting under bad weather conditions bearing in mind their own situation and if they should choose to do so, they are advised to exercise care and caution.