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**恒興黃金**  
HENGXING GOLD

**Hengxing Gold Holding Company Limited**

**恒興黃金控股有限公司**

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

**(Stock Code: 2303)**

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**Meeting**”) of Hengxing Gold Holding Company Limited (the “**Company**”) will be held at 35/F Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Wednesday, 13 January 2021 at 10:30 a.m. (Hong Kong time) (or immediately after the conclusion or the adjournment of the meeting of HXG Shareholders (as defined in the Scheme hereinafter mentioned) convened at the direction of the Grand Court of the Cayman Islands for the same day and place), for the purpose of considering, and if thought fit, passing (with or without modifications) the following special resolution:

### **SPECIAL RESOLUTION**

**“THAT AS A SPECIAL RESOLUTION:**

- (a) the scheme of arrangement dated 22 December 2020 (the “**Scheme**”) between the Company and the Scheme Shareholders (as defined in the Scheme) in the form of the print thereof which has been produced to this Meeting, and for purpose of identification, signed by the chairman of this Meeting, subject to any modifications, additions or conditions as may be approved or imposed by the Grand Court of the Cayman Islands, be and is hereby approved;
- (b) for the purpose of giving effect to the Scheme, on the Scheme Effective Date (as defined in the Scheme):
  - (i) the issued share capital of the Company shall be reduced by cancelling and extinguishing the Scheme Shares (the “**Capital Reduction**”);
  - (ii) subject to and forthwith upon the Capital Reduction taking effect, the issued share capital of the Company shall be increased to the amount prior to the Capital Reduction by issuing to Shandong Gold Mining Co., Ltd (“**SDGM**”) or, as SDGM may direct, its wholly owned subsidiary (as the case may be) such number of new

ordinary shares with par value of HK\$0.01 each in the share capital of the Company (“**Shares**”) as is equal to the number of Scheme Shares cancelled as a result of the Scheme; and

(iii) the Company shall apply the credit arising in the Company’s books of accounts as a result of the Capital Reduction in paying up in full at par value the new Shares issued as aforesaid, credited as fully paid, to SDGM or, as SDGM may direct, its wholly owned subsidiary (as the case may be), and the directors of the Company be and are hereby authorised to allot and issue the same accordingly; and

(c) each director of the Company be and is hereby authorised to do all acts and things considered by him/her to be necessary or desirable in connection with the implementation of the Scheme, including (without limitation) (i) giving consent to any modification of, or addition to, the Scheme which the Grand Court of the Cayman Islands may see fit to impose; (ii) in relation to the Capital Reduction; (iii) in relation to the allotment and issue of the new Shares as aforesaid; and (iv) applying to The Stock Exchange of Hong Kong Limited for the withdrawal of the listing of the Shares.”

By Order of the Board  
**Hengxing Gold Holding Company Limited**  
恒興黃金控股有限公司  
**Ke Xiping**  
*Chairman*

Dated 22 December 2020

*Registered office:*

Windward 3  
Regatta Office Park  
P.O. Box 1350  
Grand Cayman, KY1-1108  
Cayman Islands

*Principal place of business in Hong Kong:*

Suite 3203, Central Plaza  
18 Harbor Road  
Wanchai  
Hong Kong

*Notes:*

1. A member of the Company entitled to attend and vote at the Meeting (or any adjournment thereof) is entitled to appoint one or, if he is the holder of two or more shares of the Company, more proxies (who must be individuals) to attend and vote instead of him. A proxy need not be a member of the Company.
2. In the case of joint holders of shares in the Company, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such share of the Company as if he/she was solely entitled thereto; if more than one of such joint registered holders be present, personally or by proxy, the vote of the most or, as the case may be, the more senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s), seniority being determined by the order in which names stand in the register of members of the Company in respect of such joint holding.
3. For determining the entitlement to attend and vote at the Meeting, the register of members of the Company will be closed from Friday, 8 January 2021 to Wednesday, 13 January 2021, both days inclusive, during which period no transfer of shares of the Company will be effected. In order to be eligible to attend and vote at the Meeting, all transfers of shares of the Company, accompanied by the relevant share certificate(s), must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited of Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Thursday, 7 January 2021.
4. In order to be valid, the form of proxy must be completed in writing and executed under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised, and must be deposited with the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof) not later than 48 hours before the time fixed for holding of the Meeting (i.e. not later than 10:30 a.m. on Monday, 11 January 2021 (Hong Kong time)) or any adjournment thereof.
5. Delivery of an instrument appointing a 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.
6. A form of proxy for use at the Meeting is enclosed.
7. The special resolution as set out above will be determined by way of poll.
8. If there is a "black" rainstorm warning or a tropical cyclone warning signal number 8 or above or post-super typhoon extreme conditions in force at or after 8:00 a.m. on Wednesday, 13 January 2021 and/or the Hong Kong Observatory has announced on Wednesday, 13 January 2021 at or before 8:00 a.m. that any of the above mentioned warnings is to be issued within the next two hours, the Meeting shall automatically be postponed to the next Business Day (as defined in the Scheme) on which no "black" rainstorm warning or tropical cyclone warning signal number 8 or above is hoisted or post-super typhoon extreme conditions are in force between the hours from 8:00 a.m. to 10:00 a.m. and in such case the Meeting shall be held at 10:30 a.m. on that Business Day at 35/F Central Plaza, 18 Harbour Road, Wanchai, Hong Kong. The Meeting will be held as scheduled even when a tropical cyclone warning signal no. 3 or below is hoisted or an amber or red rainstorm warning signal is in force. Shareholders of the Company should make their own decision as to whether to attend the 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.

*As at the date of this announcement, the executive directors of the Company are Mr. Ke Xiping, Mr. Chen, David Yu and Mr. Ke Jiaqi, the non-executive director of the Company is Mr. Albert Fook Lau Ho and the independent non-executive directors of the Company are Ms. Wong, Yan Ki Angel, Dr. Tim Sun and Dr. Pan Guocheng.*