
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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

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



SIBERIAN MINING GROUP COMPANY LIMITED

西伯利亞礦業集團有限公司 *

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1142)

PROPOSED SHARE CONSOLIDATION, PROPOSED CHANGE IN BOARD LOT SIZE AND NOTICE OF THE EXTRAORDINARY GENERAL MEETING

Unless the context otherwise requires, all capitalised terms used in this circular have the meanings set out in the section headed “Definitions” of this circular.

A letter from the Board is set out on pages 3 through 11 of this circular.

A notice convening the EGM to be held at The Jasmine Room of Best Western Plus Hotel Hong Kong at 3rd Floor, 308 Des Voeux Road West, Hong Kong on Wednesday, 22 April 2020 at 3:00 p.m. is set out on pages 12 to 13 of this circular. A form of proxy for the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Registrar as soon as possible but in any event before 3:00 p.m. on Monday, 20 April 2020 which is not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof (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 EGM, or any adjournment thereof (as the case may be), should you so wish.

3 April 2020

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD.....	3
NOTICE OF EGM.....	12

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the meanings set out below:

“Articles of Association”	the articles of association of the Company (as amended from time to time)
“Board”	the board of Directors
“Business Days”	a day (other than public holiday, a Saturday or Sunday and any day on which a 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 signal 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 banks in Hong Kong are generally open for business
“CCASS”	the Central Clearing and Settlement System operated by the HKSCC
“Change in Board Lot Size”	the proposed change in board lot size of the Shares for trading on the Stock Exchange from 10,000 Existing Shares to 4,000 Consolidated Shares
“Company”	Siberian Mining Group Company Limited, a company incorporated in the Cayman Islands with limited liability, and whose shares are listed on the Main Board of the Stock Exchange
“Consolidated Share(s)”	ordinary share(s) of a par value of HK\$2.00 each in the share capital of the Company immediately after the Share Consolidation becomes effective
“Conversion Share(s)”	the number of Share(s) which may fall to be allotted and issued upon the exercise of the conversion rights attached to the Third Convertible Note
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Shareholders to be convened by the Company on Wednesday, 22 April 2020 to consider and, if thought fit, approve the Share Consolidation
“Existing Share(s)”	ordinary share(s) of a par value of HK\$0.20 each in the share capital of the Company prior to the Share Consolidation becoming effective

DEFINITIONS

“Existing Share Option Scheme”	the share option scheme of the Company adopted on 31 August 2012
“Group”	the Company and its subsidiaries, from time to time
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	30 March 2020, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Committee”	the Listing Committee of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Registrar”	the branch share registrar and transfer office of the Company in Hong Kong, being Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong
“Share Consolidation”	the proposed consolidation of every ten (10) issued and unissued Shares of a par value of HK\$0.20 each in the share capital of the Company into one (1) Consolidated Share of a par value of HK\$2.00 each
“Share(s)”	the Existing Share(s) and/or the Consolidated Share(s), as the case may be
“Shareholder(s)”	the holder(s) of the Existing Share(s) or the Consolidated Shares, as the case may be
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Third Convertible Note”	the zero-coupon convertible note in an aggregate outstanding principal amount of US\$400,390,000 (equivalent to approximately HK\$3,123,042,000) issued by the Company on 3 April 2013
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“US\$”	United States dollars, the lawful currency of the United States of America

LETTER FROM THE BOARD



SIBERIAN MINING GROUP COMPANY LIMITED

西伯利亞礦業集團有限公司 *

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1142)

Executive Directors:

LEE Jaeseong (*Chairman*)

IM Jonghak

Independent Non-executive Directors:

CHEN Dai

KWOK Kim Hung Eddie

LEE Sungwoo

LEUNG Yau Wan John

Registered Office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

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

Units A & B, 15th Floor

Chinaweal Centre

414-424 Jaffe Road

Causeway Bay, Hong Kong

3 April 2020

To the Shareholders,

Dear Sir or Madam,

**PROPOSED SHARE CONSOLIDATION,
PROPOSED CHANGE IN BOARD LOT SIZE
AND
NOTICE OF THE EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to the announcement of the Company dated 16 March 2020 in relation to the proposed Share Consolidation and proposed Change in Board Lot Size.

The purpose of this circular is to provide you with further information regarding, among other things, (i) the proposed Share Consolidation; (ii) the proposed Change in Board Lot Size; and (iii) the notice of the EGM.

** For identification purpose only*

LETTER FROM THE BOARD

PROPOSED SHARE CONSOLIDATION

The Board proposes to implement the Share Consolidation pursuant to which every ten (10) issued and unissued Existing Shares of a par value of HK\$0.20 each in the share capital of the Company will be consolidated into one (1) Consolidated Share of a par value of HK\$2.00 each. The Share Consolidation will become effective upon fulfillment of the conditions set out in the paragraph headed “Conditions of the Share Consolidation” below.

Effects of the Share Consolidation

As at the Latest Practicable Date, the authorised share capital of the Company is HK\$1,000,000,000 divided into 5,000,000,000 Existing Shares of a par value of HK\$0.20 each, of which 1,450,170,627 Existing Shares have been issued and are fully-paid or credited as fully-paid. Assuming there will be no change in the issued share capital of the Company from the Latest Practicable Date up to the date of the EGM, immediately after the Share Consolidation becoming effective, the authorised share capital of the Company will be HK\$1,000,000,000 divided into 500,000,000 Consolidated Shares of a par value of HK\$2.00 each, of which 145,017,062 Consolidated Shares (which are fully-paid or credited as fully-paid) will be in issue.

Other than the relevant expenses to be incurred, the implementation of the Share Consolidation will not alter the underlying assets, business operations, management or financial position of the Company and the interests and rights of the Shareholders, save that any fractional Consolidated Shares will not be allocated to Shareholders who may otherwise be entitled. The Board believes that the Share Consolidation will not have any material adverse effect on the financial position of the Group.

Status of the Consolidated Shares

Upon the Share Consolidation becoming effective, the Consolidated Shares will rank *pari passu* in all respects with each other in accordance with the Articles of Association and the Share Consolidation will not result in any change in the relative rights of the Shareholders.

Fractional entitlement to Consolidated Shares

Fractions of Consolidated Shares that arise from the Share Consolidation will not be allocated to the Shareholders otherwise entitled thereto, and will instead be aggregated and sold for the benefit of the Company.

Conditions of the Share Consolidation

The Share Consolidation is conditional upon the following conditions, among other things:

- (i) the passing of the necessary ordinary resolution(s) by the Shareholders by way of poll to approve the Share Consolidation at the EGM;

LETTER FROM THE BOARD

- (ii) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Consolidated Shares to be in issue upon the Share Consolidation becoming effective; and
- (iii) compliance with the relevant procedures and requirements under the applicable laws of the Cayman Islands and the Listing Rules to effect the Share Consolidation.

Subject to the fulfilment of the conditions of the Share Consolidation, the effective date of the Share Consolidation is expected to be Friday, 24 April 2020, being the second Business Day after the EGM.

Listing and dealings

Application will be made to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Consolidated Shares arising from the Share Consolidation and the Consolidated Shares which may fall to be allotted and issued upon the exercise of the share options to be granted under the Existing Share Option Scheme and upon the exercise of the conversion rights under the Third Convertible Note.

Subject to granting of the 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 the 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.

The Consolidated Shares will be identical in all respects and rank *pari passu* in all respects with each other as to all future dividends and distributions which are declared, made or paid. All necessary arrangements will be made for the Consolidated Shares to be admitted into CCASS.

None of the Existing Shares is listed or dealt on any stock exchange other than the Stock Exchange, and at the time the Share Consolidation becomes 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.

LETTER FROM THE BOARD

Exchange of share certificates

Subject to the Share Consolidation becoming effective, Shareholders may, during the period from Friday, 24 April 2020 to Wednesday, 3 June 2020 (both dates inclusive), submit their share certificates for Existing Shares in green colour to the Registrar at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong at the expense of the Company, in exchange for new share certificates in blue colour for the Consolidated Shares (on the basis of ten (10) Existing Shares for one (1) Consolidated Share). Thereafter, certificates for 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 Existing Shares submitted for cancellation or each new share certificate issued for the Consolidated Shares, whichever is higher of the number of certificates cancelled or issued. After 4:30 p.m. on Wednesday, 3 June 2020, existing share certificates in green colour for Existing Shares will only remain effective as documents of title and may be exchanged for certificates for the Consolidated Shares at any time but will not be accepted for delivery, trading and settlement purposes.

Odd lot arrangements and matching services

In order to alleviate the difficulties arising from the existence of odd lots of the Consolidated Shares as a result of the Share Consolidation, the Company will appoint Core Pacific-Yamaichi International (H.K.) Limited, as an agent to provide a matching services, on a best efforts basis regarding the sale and purchase of odd lots of the Consolidated Shares from the period from 9:00 a.m. on Tuesday, 12 May 2020 to 4:10 p.m. on Monday, 1 June 2020 (both days inclusive). The Shareholders who wish to use this matching service during this period should contact Mr. Choi Chi Ming of Core Pacific-Yamaichi International (H.K.) Limited at 11/F, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong or at telephone number (852) 2166 3811 during office hours.

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 arrangement should consult his/her/its own professional advisers.

Reason for the Share Consolidation

Pursuant 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 securities. In view of the recent trading price of the Existing Shares, the Board on its initiative proposes to effect the Share Consolidation in order to comply with the trading requirements of the Listing Rules. Accordingly, the Board is of the view that the Share Consolidation is in the interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

In addition, the Share Consolidation is to prepare for subsequent potential capital fund raising and the Company may have plans or intentions of future corporate actions including but not limited to fund raising by general mandate and/or specific mandate which may further change the trading arrangement of the Company in the next 12 months. Given the high gearing position of the Group, coupled with the unaudited net liabilities of the Group amounting to approximately HK\$1,836.2 million as at 30 September 2019, the Group has a pressing need of capital fund raising, which will help improve the adverse financial position of the Group without further deteriorating the gearing of the Group.

PROPOSED CHANGE IN BOARD LOT SIZE

Currently, the Existing Shares are traded on the Stock Exchange in the board lot size of 10,000 Existing Shares. Upon the Share Consolidation becoming effective, the Board proposes to change the board lot size for trading on the Stock Exchange, from 10,000 Existing Shares to 4,000 Consolidated Shares per board lot.

Based on the closing price of HK\$0.052 per Existing Share (equivalent to the theoretical closing price of HK\$0.52 per Consolidated Share) as at the Latest Practicable Date, (i) the value of each existing board lot of the Existing Shares is HK\$520; (ii) the value of each board lot of 10,000 Consolidated Shares would be HK\$5,200, assuming the Share Consolidation becomes effective; and (iii) the estimated value per board lot of 4,000 Consolidated Shares would be HK\$2,080 assuming that the change in board lot size also becomes effective. The Board considers that the proposed change in board lot size from 10,000 Existing Shares to 4,000 Consolidated Shares will reduce the value per board lot of the Consolidated Shares and could therefore enhance the trading liquidity of the Consolidated Shares.

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

Expected timetable

The expected timetable for the Share Consolidation and Change in Board Lot Size is set out below. The expected timetable is subject to the results of the EGM and is therefore for indicative purpose only. Any change to the expected timetable will be announced in a separate announcement by the Company as and when appropriate. All times and dates in this circular refer to Hong Kong local times and dates:

Event	Time and date
Latest time for lodging completed transfer forms accompanied by the relevant share certificates for the Existing Shares with the Hong Kong branch share registrar of the Company, Tricor Tengis Limited, to be qualified for attendance at the EGM	4:30 p.m. on Thursday, 16 April 2020

LETTER FROM THE BOARD

Event	Time and date
Closure of the register of members of the Company to determine qualification for attendance and voting at the EGM (both dates inclusive)	Friday, 17 April 2020 to Wednesday, 22 April 2020
Latest time and date for lodging forms of proxy for the EGM	3:00 p.m. on Monday, 20 April 2020
Time and date of the EGM	3:00 p.m. on Wednesday, 22 April 2020
Publication of announcement of poll results of the EGM.....	Wednesday, 22 April 2020
The following events are conditional on the fulfilment of the conditions for the implementation of the Share Consolidation as set out in this circular:	
Effective date of the Share Consolidation	Friday, 24 April 2020
First day of free exchange of existing share certificates for new share certificates for the Consolidated Shares	Friday, 24 April 2020
Commencement of dealings in the Consolidated Shares	9:00 a.m. on Friday, 24 April 2020
Original counter for trading in the Existing Shares in board lot size of 10,000 Existing Shares (in the form of existing share certificates) temporarily closes.....	9:00 a.m. on Friday, 24 April 2020
Temporary counter for trading in the Consolidated Shares in board lot size of 1,000 Consolidated Shares (in the form of existing share certificates) opens.....	9:00 a.m. on Friday, 24 April 2020
Original counter for trading in the Consolidated Shares in new board lot size of 4,000 Consolidated Shares (in the form of new share certificates for Consolidated Shares) re-opens	9:00 a.m. on Tuesday, 12 May 2020

LETTER FROM THE BOARD

Event	Time and date
Parallel trading in the Consolidated Shares (in the form of new share certificates and existing share certificates) commences.....	9:00 a.m. on Tuesday, 12 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, 12 May 2020
Temporary counter for trading in the Consolidated Shares in board lot size of 1,000 Consolidated Shares (in the form of existing share certificates) closes	4:10 p.m. on Monday, 1 June 2020
Parallel trading in the Consolidated Shares (in the form of new share certificates and existing share certificates) ends	4:10 p.m. on Monday, 1 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, 1 June 2020
Last day of free exchange of existing share certificates for new share certificates for the Consolidated Shares	4:30 p.m. on Wednesday, 3 June 2020

ADJUSTMENTS IN RELATION TO THE OTHER SECURITIES OF THE COMPANY

As at the Latest Practicable Date, the Third Convertible Note in an aggregate principal amount of US\$400,390,000 (equivalent to approximately HK\$3,123,042,000) remained outstanding. The holders of the Third Convertible Note may be entitled to convert to an aggregate of 65,063,375 Conversion Shares upon exercise of the conversion rights attaching to the Third Convertible Note at an initial conversion price of HK\$48.00 per Conversion Share (subject to adjustment(s)).

Upon the Share Consolidation becoming effective, adjustments may need to be made to the conversion price and other rights (if any) pursuant to the terms of the Third Convertible Note if necessary. The Company will make further announcement(s) about the adjustment(s) in due course, if and when appropriate.

Save as disclosed above, as at the date of the Latest Practicable Date, the Company has no other outstanding options, warrants or other securities in issue which are convertible into or which give rights to subscribe for, convert or exchange into, any Shares.

LETTER FROM THE BOARD

EGM

A notice convening the EGM to be held at The Jasmine Room of Best Western Plus Hotel Hong Kong at 3rd Floor, 308 Des Voeux Road West, Hong Kong on Wednesday, 22 April 2020 at 3:00 p.m. is set out on pages 12 to 13 of this circular. An ordinary resolution will be proposed at the EGM to approve, among other things, the proposed Share Consolidation.

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event before 3:00 p.m. on Monday, 20 April 2020, which is not less than 48 hours before the time appointed for holding the EGM or any adjourned meeting. 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, should you so wish.

The resolution proposed to be approved at the EGM will be taken by poll and an announcement will be made by the Company after the EGM on the results of the EGM.

CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement of the Shareholders of the Company to attend and vote at the EGM, the register of members of the Company will be closed from Friday, 17 April 2020 to Wednesday, 22 April 2020 (both days inclusive) during which period no transfer of shares will be registered. In order to qualify for entitlement to attend and vote at the EGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Registrar at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Thursday, 16 April 2020.

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

RECOMMENDATIONS

Based on the above, the Directors consider that the proposed Share Consolidation and Change in Board Lot Size are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders vote in favour of the resolution(s) approving, among other things, the Share Consolidation to be proposed at the EGM.

Yours faithfully,
By Order of the Board
SIBERIAN MINING GROUP COMPANY LIMITED
LEE Jaeseong
Chairman

NOTICE OF EGM



SIBERIAN MINING GROUP COMPANY LIMITED

西伯利亞礦業集團有限公司 *

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1142)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (the “EGM”) of Siberian Mining Group Company Limited (the “Company”) will be held at The Jasmine Room of Best Western Plus Hotel Hong Kong at 3rd Floor, 308 Des Voeux Road West, Hong Kong on Wednesday, 22 April 2020 at 3:00 p.m. for the purpose of considering and, if thought fit, passing with or without modifications the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT** subject to and conditional upon, among others, the granting 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 Consolidated Shares (as defined below) to be in issue upon the Share Consolidation (as defined below) becoming effective:

- (a) with effect from the second business day after the date on which this resolution is passed, being a day on which shares of the Company are traded on the Stock Exchange, every ten (10) issued and unissued ordinary shares of a par value of HK\$0.20 each in the share capital of the Company be consolidated into one (1) consolidated share (each a “**Consolidated Share**”) (the “**Share Consolidation**”), such Consolidated Shares to rank *pari passu* in all respects with each other and to have the rights and privileges and be subject to the restrictions in respect of ordinary shares contained in the articles of association of the Company;
- (b) all fractional Consolidated Shares resulting from the Share Consolidation are to be disregarded and are not to be issued to holders of the same but all such fractional Consolidated Shares will be aggregated and, if possible, sold and retained for the benefit of the Company in such manner and on such terms as the Director(s) may think fit; and
- (c) the Director(s) be and are authorised to do all such acts and things and execute all such documents, including under seal where applicable, as they consider necessary, desirable or expedient to give effect to the foregoing arrangements for the Share Consolidation.”

By Order of the Board

SIBERIAN MINING GROUP COMPANY LIMITED

LEE Jaeseong

Chairman

Hong Kong, 3 April 2020

** For identification purpose only*

NOTICE OF EGM

Principal Place of Business:

Units A & B, 15th Floor, Chinaweal Centre
414-424 Jaffe Road
Causeway Bay
Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the aforesaid extraordinary general meeting (the “EGM”) is entitled to appoint one or (if holding two or more shares) more proxies to attend and vote in his stead. A proxy need not be a member of the Company.
2. To be valid, the form of proxy together with any power of attorney or other authority under which it is signed or a notarially certified copy of that power of attorney or authority must be deposited with the Company’s Hong Kong branch share registrar, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong before 3:00 p.m. on 20 April 2020 (Monday), which is not later than 48 hours before the time fixed for holding the EGM or any adjournment thereof.
3. For determining the entitlement of the Shareholders of the Company to attend and vote at the EGM, the register of members of the Company will be closed from Friday, 17 April 2020 to Wednesday, 22 April 2020 (both days inclusive) during which period no transfer of shares will be registered. In order to qualify for entitlement to attend and vote at the EGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong branch share registrar, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on Thursday, 16 April 2020.
4. Completion and return of the form of proxy will not preclude members from attending and voting at the EGM.
5. The voting on the proposed resolution at the EGM will be conducted by way of poll.
6.
 - (a) Subject to paragraph (b) below, if a tropical cyclone warning signal No. 8 or above is expected to be hoisted or a black rainstorm warning signal is expected to be in force at any time between 8:00 a.m. and 5:00 p.m. on the date of the EGM, the EGM will be postponed and shareholders will be informed of the date, time and venue of the postponed EGM by a supplemental notice posted on the respective websites of the Company and Hong Kong Exchanges and Clearing Limited.
 - (b) If a tropical cyclone warning signal No. 8 or above or a black rainstorm warning signal is lowered or cancelled 4 hours before the time for holding of the EGM (i.e. at or before 11:00 a.m.) and where conditions permit, the EGM will be held as scheduled.
 - (c) The EGM will be held as scheduled when an amber or red rainstorm warning signal is in force.
 - (d) After considering their own situations, shareholders should decide on their own whether or not they would attend the EGM under any bad weather condition and if they do so, they are advised to exercise care and caution.
7. The Chinese translation of this notice is for reference only, and in case of any inconsistency, the English version shall prevail.