

**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 your 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 China Metal Resources Utilization Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or 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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**CHINA METAL RESOURCES UTILIZATION LIMITED**

**中國金屬資源利用有限公司**

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

**(Stock Code: 1636)**

**PROPOSED GRANTING OF GENERAL MANDATES  
TO REPURCHASE SHARES AND TO ISSUE NEW SHARES,  
RE-ELECTION OF THE RETIRING DIRECTORS  
AND  
NOTICE OF THE ANNUAL GENERAL MEETING**

A notice convening the AGM of China Metal Resources Utilization Limited to be held at Unit 2513B, 25/F., Cosco Tower, 183 Queen's Road Central, Hong Kong on 30 June 2023 at 3:00 p.m. is set out on pages 18 to 21 of this circular. A form of proxy for use at the AGM is enclosed with this circular. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.cmru.com.cn](http://www.cmru.com.cn)) respectively.

Whether or not you are able to attend the AGM, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong 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 as soon as possible but in any event not less than 48 hours before (i.e. 3:00 p.m. on Wednesday, 28 June 2023) the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the meeting or any adjournment if they so wish.

**There will be NO distribution of corporate souvenirs, food, beverage or any other item at the AGM.**

To the extent that there are inconsistencies between the English version and the Chinese version of this circular, the English version shall prevail.

8 June 2023

# CONTENTS

	<i>Page</i>
<b>Definitions</b> .....	1
<b>Letter from the Board</b> .....	3
1. Introduction .....	3
2. Proposed granting of the repurchase and issuance mandates .....	4
3. Proposed re-election of the retiring Directors .....	4
4. Annual General Meeting and proxy arrangement .....	5
5. Closure of register of members .....	5
6. Recommendation .....	5
7. General information .....	5
8. Typhoon or black rainstorm warning arrangements .....	5
9. Responsibility statement .....	6
10. Continued suspension of trading .....	6
<b>Appendix I — Explanatory statement on the Repurchase Mandate</b> .....	7
<b>Appendix II — Details of the retiring Directors proposed to be elected at the AGM</b> ....	10
<b>Notice of the Annual General Meeting</b> .....	18

## DEFINITIONS

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

“Annual General Meeting” or “AGM”	an annual general meeting of the Company to be held at Unit 2513B, 25/F., Cosco Tower, 183 Queen’s Road Central, Hong Kong on 30 June 2023 at 3:00 p.m., to consider and, if appropriate, to approve the resolutions contained in the Notice or any adjournment thereof;
“Articles”	the articles of association of the Company as amended from time to time;
“Board”	the board of Directors (as constituted from time to time);
“Company”	China Metal Resources Utilization 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: 1636);
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries from time to time;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“INED(s)”	Independent non-executive Director(s);
“Issuance Mandate”	as defined in paragraph 2(b) of the Letter from the Board;
“Latest Practicable Date”	2 June 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;
“Memorandum of Association”	the memorandum of association of the Company
“Notice”	the notice of AGM as set out on pages 18 to 21 of this circular;
“PRC”	the People’s Republic of China and for the sole purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan;
“Repurchase Mandate”	as defined in paragraph 2(a) of the Letter from the Board;
“RMB”	Renminbi, the lawful currency of the PRC;

## DEFINITIONS

“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong as amended from time to time;
“Share(s)”	ordinary share(s) of HK\$0.1 each in the capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company;
“Shareholder(s)”	holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Code on Takeovers and Mergers approved by the Securities and Futures Commission in Hong Kong as amended from time to time; and
“%”	per cent.

LETTER FROM THE BOARD



**CHINA METAL RESOURCES UTILIZATION LIMITED**

**中國金屬資源利用有限公司**

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

**(Stock Code: 1636)**

*Executive Directors:*

Mr. Yu Jianqiu (*Chairman*)  
Mr. Kwong Wai Sun Wilson  
Mr. Huang Weiping  
Mr. Gao Qiang  
Ms. Zhu Yufen

*Independent non-executive Directors:*

Mr. Li Wei  
Mr. Fang Guanghua  
Mr. Yu Rengzhong

*Registered office:*

Cricket Square, Hutchins Drive  
PO Box 2681  
Grand Cayman, KY1-1111  
Cayman Islands

*Head office in the PRC:*

She Nos 1, 3 and 8  
Shunhe Village  
Xiaojiangou Town  
Youxian District  
Mianyang  
Sichuan Province  
China

*Place of business in Hong Kong:*

Unit 2513B, 25/F., COSCO Tower  
183 Queen's Road Central  
Hong Kong

8 June 2023

*To the Shareholders*

Dear Sir/Madam,

**PROPOSED GRANTING OF GENERAL MANDATES  
TO REPURCHASE SHARES AND TO ISSUE NEW SHARES,  
RE-ELECTION OF THE RETIRING DIRECTORS,  
AND  
NOTICE OF THE ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the AGM for (i) granting the Directors the Repurchase Mandate and the Issuance Mandate; and (ii) the re-election of the retiring Directors.

## LETTER FROM THE BOARD

### 2. PROPOSED GRANTING OF THE REPURCHASE AND ISSUANCE MANDATES

Resolutions will be proposed at the AGM to approve the granting of new general mandates to the Directors:

- (a) to repurchase Shares, on the Stock Exchange or on any other stock exchange recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange, in aggregate not exceeding 10% of the total number of the Company's issued Shares as at the date of passing of such resolution (i.e. an aggregate number of Shares not exceeding 448,155,726.10 Shares) on the basis that the issued share capital of the Company of 4,481,557,261 Shares as at the Latest Practicable Date remains unchanged as at the date of the AGM) (the "**Repurchase Mandate**");
- (b) to allot, issue or deal with Shares in aggregate not exceeding 20% of the total number of the Company's issued Shares as at the date of passing of such resolution (i.e. an number of Shares not exceeding 896,311,452.20 Shares) on the basis that the issued share capital of the Company of 4,481,557,261 Shares as at the Latest Practicable Date remains unchanged as at the date of the AGM) (the "**Issuance Mandate**"); and
- (c) to extend the Issuance Mandate by an amount representing the aggregate nominal amount of Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate.

The Repurchase Mandate and the Issuance Mandate will continue to be in force until the conclusion of the next annual general meeting of the Company held after the AGM or any earlier date as referred to in the proposed resolutions contained in items 4 and 5 of the Notice.

In accordance with the requirements of the Listing Rules, the Company shall send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate. The explanatory statement as required by the Listing Rules in connection with the Repurchase Mandate is set out in Appendix I to this circular.

### 3. PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

According to Article 84(1) of the Articles, Mr. Kwong Wai Sun Wilson, Mr. Huang Weiping and Ms. Zhu Yufen shall retire by rotation at the AGM. According to Article 83(3) of the Articles, Mr. Gao Qiang, who was appointed as an executive Director on 2 September 2022, and Mr. Fang Guanghua and Mr. Yu Rengzhong, who were appointed as INEDs on 13 October 2022, shall hold office only until the first annual general meeting of the Company after his appointment, and shall then be eligible for re-election. Further, Mr. Li Wei, who was appointed as an INED on 28 June 2022 to hold office until the first annual general meeting of the Company after his appointment, is also eligible for re-election.

Mr. Kwong Wai Sun Wilson, Mr. Huang Weiping, Ms. Zhu Yufen, Mr. Gao Qiang, Mr. Li Wei, Mr. Fang Guanghua and Mr. Yu Rengzhong, all being eligible, shall offer themselves for re-election at the AGM.

The information required to be disclosed under the Listing Rules in relation to the Directors proposed for re-election is set out in Appendix II to this circular.

## LETTER FROM THE BOARD

### 4. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The Notice is set out on pages 18 to 21 of this circular. A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.cmru.com.cn](http://www.cmru.com.cn)). Whether or not you are able to attend the AGM, please complete and sign the form of proxy in accordance with the instructions printed thereon and return it, 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, to 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 as soon as possible but in any event not less than 48 hours before (i.e. 3:00 p.m. on Wednesday, 28 June 2023) the time appointed for holding the AGM or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof if you so wish and in such event, the proxy form shall be deemed to be revoked.

Pursuant to the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, all the proposed resolutions will be put to vote by way of poll at the AGM. An announcement on the poll vote results will be published by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

### 5. CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 27 June 2023 to Friday, 30 June 2023, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the AGM, all transfer documents, accompanied by relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited of 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 Monday, 26 June 2023.

### 6. RECOMMENDATION

The Directors are of the opinion that the proposals referred to in this circular are in the best interests of the Company, the Group and the Shareholders, and therefore recommend the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

### 7. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular: Appendix I — Explanatory Statement on the Repurchase Mandate, and Appendix II — Details of the retiring Directors proposed to be elected at the AGM.

### 8. TYPHOON OR BLACK RAINSTORM WARNING ARRANGEMENTS

If typhoon signal No. 8 or above, or a black rainstorm warning is in effect at 12:00 p.m. on the date of the AGM, the meeting will be postponed. The Company will post an announcement on its website ([www.cmru.com.cn](http://www.cmru.com.cn)) and designated website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) to notify the Shareholders of the date, time and place of the rescheduled meeting.

## LETTER FROM THE BOARD

### 9. 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 Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this document 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 document misleading.

### 10. CONTINUED SUSPENSION OF TRADING

Trading in the shares of the Company on the Stock Exchange has been suspended with effect from 9:00 a.m. on Monday, 3 April 2023 and will remain suspended pending the publication of the annual results of the Company and its subsidiaries for the year ended 31 December 2022 and the annual report of the Company for the year ended 31 December 2022 by the Company.

**Shareholders of the Company and potential investors should exercise caution when dealing in the securities of the Company.**

Yours faithfully,  
By order of the Board  
**China Metal Resources Utilization Limited**  
**Mr. Yu Jianqiu**  
*Chairman*



*The following is an explanatory statement required by the Listing Rules to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the resolutions to be proposed at the AGM in relation to the granting of the Repurchase Mandate.*

## **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 4,481,557,261 Shares.

Subject to the passing of the special resolution set out in item 4 of the notice of the AGM in respect of the granting of the Repurchase Mandate and on the basis that the issued share capital of the Company remains unchanged as at the date of the AGM, i.e. being 4,481,557,261 Shares, the Directors would be authorised under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, Shares in aggregate not exceeding 448,155,726.10 Shares, representing 10% of the total number of Shares in issue as at the date of the AGM.

## **2. REASONS FOR SHARE REPURCHASE**

The Directors believe that the granting of the Repurchase Mandate is in the best interests of the Company and the Shareholders.

Repurchases of Shares may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share. The Directors are seeking the granting of the Repurchase Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

## **3. FUNDING OF REPURCHASES**

Repurchases of Shares will be funded by the Company's internal resources, which shall be funds legally available for such purposes in accordance with the Company's Memorandum of Association and Articles, the laws of the Cayman Islands and/or any other applicable laws, as the case may be. A listed company may not repurchase its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Subject to the foregoing, any repurchases by the Company may be made out of the Company's funds which would otherwise be available for dividend or distribution or out of the proceeds of a new issue of Shares made for the purpose of the repurchase. Any amount of premium payable on the purchase over the par value of the Shares to be repurchased must be out of the funds which would otherwise be available for dividend or distribution or from sums standing to the credit of the Company's share premium account.

## **4. IMPACT OF REPURCHASES**

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2021 or the position stated in the audited financial statements for the year ended 31 December 2022 to be announced and published later on) in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time befitting the Company.

## 5. TAKEOVERS CODE

If, on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder or group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholders' interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

To the best knowledge of the Company, as at the Latest Practicable Date, the following Shareholders are beneficially interested in more than 10% of the issued share capital of the Company:

Name of Shareholder	Number of Shares held	Approximate % of the total number of issued Shares	Approximate % of the total number of issued Shares should the Repurchase Mandate be exercised in full
Mr. Yu Jianqiu and Epoch Keen Limited (a company wholly-owned by Mr. Yu)	538,998,400	12.03%	13.36%
Mianyang Fule Investment Co., Ltd.* (綿陽富樂投資有限公司) (“ <b>Mianyang Fule</b> ”) and Mianyang Zantai Industrial Co., Ltd.* (綿陽贊泰實業有限公司) (“ <b>Mianyang Zantai</b> ”) (Note)	717,994,566	16.02%	17.80%
Prosper Rich Investments Limited	557,627,268	12.44%	13.83%
Mianyang Yuan Cheng Ronghe Development Group Co., Ltd.* (綿陽園城融合發展集團有限責任公司)	500,000,000	11.16%	12.40%

\* For identification purpose

Note: The Shares are held by Mianyang Fule together with Mianyang Zantai, a company wholly-owned by Mianyang Fule. Mianyang Fule is 100% ultimately controlled by The People's Government of Mianyang Municipality (綿陽市人民政府).

Save as aforesaid, the Directors are not aware of any consequences of such repurchases of Shares which would result in any Shareholder, or group of Shareholders acting in concert, becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

Shareholders who are in doubt as to their obligations, if any, to make a mandatory general offer under the Takeovers Code as a result of any repurchase of Shares by the Company should consult the Securities and Futures Commission of Hong Kong and/or their professional advisers at the earliest opportunity.

The Directors have no present intention to exercise the Repurchase Mandate to such an extent would give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code and/or result in the aggregate number of Shares in the hands of the public shareholders falling below the prescribed minimum percentage of 25% required by the Listing Rules.

## 6. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected person (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make any repurchases of Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

## 7. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which the Share have traded on the Stock Exchange during each of the previous twelve months to the Latest Practicable Date were as follows:

Month	Highest HK\$	Lowest HK\$
<b>2022</b>		
May	0.135	0.110
June	0.128	0.102
July	0.118	0.105
August	0.120	0.094
September	0.118	0.078
October	0.103	0.078
November	0.115	0.086
December	0.101	0.087
<b>2023</b>		
January	0.101	0.074
February	0.101	0.077
March	0.087	0.045
April ( <i>Note</i> )	N/A	N/A
May (up to the Latest Practicable Date) ( <i>Note</i> )	N/A	N/A

*Note:* Trading in the Shares has been suspended with effect from 9:00 a.m. on Monday, 3 April 2023. As such, no reference is made to the Share quoted on the Stock Exchange during these months. For more details, please refer to the announcements of the Company dated 29 March 2023, 14 April 2023, 4 May 2023 and 24 May 2023.

## 8. REPURCHASES OF SHARES MADE BY THE COMPANY

No repurchase of Share has been made by the Company during the six months prior to the Latest Practicable Date (whether on the Stock Exchange or otherwise).

Details of retiring Directors proposed to be re-elected at the AGM.

(1) **Mr. Kwong Wai Sun Wilson**

*Position & experience*

**Mr. Kwong Wai Sun Wilson** (鄺偉信), age 57, is an executive director of the Company. He is in charge of the corporate and strategic development of the Company. Mr. Kwong is also a director of certain subsidiaries, and a director of our associates companies: Deda Holdings Limited and Hongkong Fujian Investments Limited. Mr. Kwong was the President of Gushan Environmental Energy Limited (“**Gushan**”). He is also an independent non-executive director of C.banner International Holdings Limited, the principal business of which is the manufacture and sale of branded fashion footwear, since 26 August 2011, China Outfitters Holdings Limited, the principal business of which is the design, manufacture, marketing and sale of apparel products and accessories in China with a focus on menswear, since 8 June 2011, Shunfeng International Clean Energy Limited, the principal business of which is the manufacture and sale of solar wafers, solar cells, solar modules and related products as well as developing and operating solar power plants, since 16 July 2014, China New Higher Education Group Limited, the principal business of which is the rendering of education services, since 20 March 2017, and East Buy Holding Limited (formerly known as Koolearn Technology Holding Limited), the principal business of which is the provision of online after-school tutoring and test preparation service in China since 15 March 2019, which are listed on the Stock Exchange since 23 September 2011, 9 December 2011, 13 July 2011, 19 April 2017 and 28 March 2019, respectively. Mr. Kwong has over 10 years of experience in corporate finance and equity capital markets in Asia, having previously worked at a number of investment banks in Hong Kong. Prior to joining Gushan in 2006, he was the managing director of investment banking and he held the position as the head of Hong Kong and China equity capital markets at CLSA Equity Capital Markets Limited since March 2004. From 2002 to 2003, Mr. Kwong was a director and the head of equity capital markets for Cazenove Asia Limited, an investment bank. After graduating from University of Cambridge, England with a bachelor of Arts degree in 1987, he qualified as a chartered accountant in the United Kingdom in 1990. Mr. Kwong is currently an associate member of the Institute of Chartered Accountant in England and Wales and the Hong Kong Institute of Certified Public Accountants. Mr. Kwong was appointed as an executive director of the Company on 16 August 2013.

Save as disclosed above, Mr. Kwong has not held any other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

*Length of service*

Pursuant to the service contract entered into between the Company and Mr. Kwong, his term of office is 2 years, commencing from the Listing Date and shall continue unless terminated in accordance with the terms and condition specified therein. He is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles.

*Interests in shares*

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Kwong held 3,272,600 Shares of the Company, representing approximately 0.07% of the issued share capital of the Company, and Share Options entitling Mr. Kwong to subscribe for 4,000,000 Shares, representing approximately 0.09% of the issued share capital of the Company. Save as disclosed above, Mr. Kwong was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

*Relationships*

As far as the Directors are aware, Mr. Kwong does not have any relationships with other Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

*Director's emoluments*

Pursuant to the service contract entered into between Mr. Kwong and the Company, Mr. Kwong is entitled to receive a fee of HK\$1,794,000 per annum payable on a 12-month basis, together with a discretionary bonus at such time as the Board may determine. Mr. Kwong is also eligible to participate in the share option scheme of the Company. The emoluments of Mr. Kwong are determined by the Board with reference to his duties and responsibilities with the Company and the Company's remuneration policy and are subject to review by the Board from time to time.

*Other information and matters that need to be disclosed or brought to the attention of the Shareholders*

As far as the Directors are aware, save as disclosed, there is no other information of Mr. Kwong to be disclosed pursuant to any of the requirements under paragraphs 13.51(2) of the Listing Rules; and there are no other matters concerning Mr. Kwong that need to be brought to the attention of the Shareholders.

**(2) Mr. Huang Weiping***Position & experience*

**Mr. Huang Weiping (黃偉萍)**, age 62, is an executive director of the Company. Mr. Huang co-founded Hunan Yinlian Xiangbei Copper Co., Ltd. (湖南銀聯湘北銅業有限公司) ("Xiangbei") in 2010 and is currently a director of our certain subsidiaries in China. Mr. Huang is in charge of the overall operation, production technology and engineering of the Group. Mr. Huang has more than 10 years of experience in the PRC metal material industry. Prior to the establishment of Xiangbei, Mr. Huang was a manager at Fujian Lingzhi Environmental Technology Co., Ltd. (福建凌志環保科技有限公司), the principal business of which is the design and construction of environmental projects, from 2009 to 2011, Fuzhou Kebi Chemical Materials Co., Limited (福州科比化工材料有限公司), the principal business of which is the manufacture and sale of synthetic wax, from 2006 to 2009 and Tricon Chemicals Inc., the principal business of which is the trade of chemicals and metal materials, from 2001 to 2005. He is a fellow member of the Investment Casting Institute and an executive member of China Precision Casting Branch Association of China Foundry Association (中國鑄造協會精密鑄造分會). Mr. Huang also serves as an executive member of the Chinese and Foreign Entrepreneurs Club of Fujian Province (福建省中外企業家聯誼會) and the Association of Entrepreneurs of Private Companies of Fuzhou City (福州市私營企業家協會). Mr. Huang received his degree of Executive Master of Business Administration (EMBA) from Hautes Etudes Commerciales de Paris on 6 July 2015. Mr. Huang was appointed as an executive director of the Company on 16 August 2013.

Save as disclosed above, Mr. Huang has not held any other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

*Length of service*

Pursuant to the service contract entered into between the Company and Mr. Huang, his term of office is 2 years commenced on 22 February 2018 and shall continue unless terminated in accordance with the terms and condition specified therein. He is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles.

*Interests in shares*

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Huang had the following interests in shares of the Company and its associated corporations pursuant to Part XV of the SFO:

By virtue of First Harvest Global Limited, Gold Wide Enterprises Limited and Ocean Through Limited, companies which were wholly-owned by Mr. Huang, he was deemed to be interested in 310,317,000 Shares, representing respectively approximately 6.92% of the issued share capital of the Company. Save as disclosed, Mr. Huang was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporation pursuant to Part XV of the SFO.

*Relationships*

As far as the Directors are aware, Mr. Huang does not have any relationships with other Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

*Director's emoluments*

Pursuant to the service contract entered into between Mr. Huang and the Company, Mr. Huang is entitled to receive a fee of HK\$180,000 per annum, together with a discretionary bonus at such time as the Board may determine. Mr. Huang is also eligible to participate in the Share Option Scheme of the Company. The emoluments of Mr. Huang are determined by the Board with reference to his duties and responsibilities with the Company and the Company's remuneration policy and are subject to review by the Board from time to time.

*Other information and matters that need to be disclosed or brought to the attention of the Shareholders*

As far as the Directors are aware, save as disclosed, there is no other information of Mr. Huang to be disclosed pursuant to any of the requirements under paragraphs 13.51(2) of the Listing Rules; and there are no other matters concerning Mr. Huang that need to be brought to the attention of the Shareholders.

**(3) Ms. Zhu Yufen***Position & experience*

**Ms. Zhu Yufen (朱玉芬)**, age 60, is an executive director of the Company. Ms. Zhu has over 20 years of experience in accounting and financial management. She is primarily responsible for the financial reporting and accounting affairs of the Company. Ms. Zhu is also the vice president in charge of the finance of Mianyang Jinxin Copper Co., Ltd. (綿陽金鑫銅業有限公司) ("**Jinxin**"), since July 2009. Prior to joining Jinxin, she was a vice general manager and the head of finance

department of Mianyang Santai Vise Co., Ltd. (綿陽三台縣台鉗有限公司), the principal business of which is the manufacture and sale of vises, from 1978 to 2009. Ms. Zhu was appointed as an executive director of the Company on 16 August 2013.

Save as disclosed above, Ms. Zhu has not held any other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

*Length of service*

Pursuant to the service contract entered into between the Company and Ms. Zhu, her term of office is 2 years, commenced on 22 February 2018 and shall continue unless terminated in accordance with the terms and condition specified therein. She is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles.

*Interests in shares*

As far as the Directors are aware, as at the Latest Practicable Date, Ms. Zhu held Share Options entitling Ms. Zhu to subscribe for 3,000,000 Shares, representing approximately 0.07% of the issued share capital of the Company. Save as disclosed above, Ms. Zhu was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

*Relationships*

As far as the Directors are aware, Ms. Zhu does not have any relationships with other Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

*Director's emoluments*

Pursuant to the service contract entered into between Ms. Zhu and the Company, Ms. Zhu is entitled to receive a fee of HK\$180,000 per annum, together with a discretionary bonus at such time as the Board may determine. Ms. Zhu is also eligible to participate in the Share Option Scheme. The emoluments of Ms. Zhu are determined by the Board with reference to her duties and responsibilities with the Company and the Company's remuneration policy and are subject to review by the Board from time to time.

*Other information and matters that need to be disclosed or brought to the attention of the Shareholders*

As far as the Directors are aware, save as disclosed, there is no other information of Ms. Zhu to be disclosed pursuant to any of the requirements under paragraphs 13.51(2) of the Listing Rules; and there are no other matters concerning Ms. Zhu that need to be brought to the attention of the Shareholders.

**(4) Mr. GAO Qiang**

*Position & experience*

**Mr. GAO Qiang (高強)**, aged 54, graduated from Shanghai Theatre Academy in 1994 with a bachelor degree in acting. Mr. Gao has been serving as an executive director of Yawei Culture Media (Shanghai) Co., Ltd.\* 雅薇文化傳媒(上海)有限公司 and Xing Jiu Culture Media (Shanghai) Co., Ltd.\* 星玖文化傳媒(上海)有限公司 since January 2019 and March 2019, respectively. He

also currently serves as the secretary general of China Literature and Art Foundation Folk Art Special Fund\* (中國文學藝術基金會民間藝術專項基金) and an honorary curator of Jin Shangjing History Museum\* (金上京歷史博物館). Mr. Gao's background and experience in corporate management and project management would allow him to contribute to the Group by providing leadership and views from a different perspective and assist the Group in navigating through challenges and seizing business opportunities. Mr. Gao was appointed as an executive director of the Company on 2 September 2022.

Save as disclosed above, Mr. Gao has not held any other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

#### *Length of service*

Pursuant to the service contract entered into between the Company and Mr. Gao, his term of office is 2 years, commenced on 2 September 2022 and shall continue unless terminated in accordance with the terms and condition specified therein. He is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles.

#### *Interests in shares*

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Gao had no interests in the Shares, underlying Shares and debenture of the Company within the meaning of Part XV of the SFO.

#### *Relationships*

As far as the Directors are aware, Mr. Gao does not have any relationships with other Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

#### *Director's emoluments*

Pursuant to the service contract entered into between Mr. Gao and the Company, Mr. Gao is entitled to receive a fee of HK\$180,000 per annum and discretionary bonus at such time as the Board may determine. Mr. Gao is also eligible to participate in the Share Option Scheme. The emoluments of Mr. Gao are determined by the Board with reference to his duties and responsibilities with the Company and the Company's remuneration policy and are subject to review by the Board from time to time.

#### *Other information and matters that need to be disclosed or brought to the attention of the Shareholders*

As far as the Directors are aware, save as disclosed, there is no other information of Mr. Gao to be disclosed pursuant to any of the requirements under paragraphs 13.51(2) of the Listing Rules; and there are no other matters concerning Mr. Gao that need to be brought to the attention of the Shareholders.



**(5) Mr. Li Wei***Position & Experience*

**Mr. Li Wei (李偉)**, aged 47, graduated from Sichuan University in 2000 with a bachelor degree in economics. He has been the general manager of 河南望鄉生態實業有限公司 (Henan Wangxiang Ecological Industry Co., Ltd.)\* since June 2019. He was the vice general manager and project general manager of 協信多利重慶公司 (Xiexin Duoli Chongqing Company)\* from April 2018 to April 2019, the general manager of 四川象谷文化旅遊有限公司 (Sichuan Xianggu Cultural Tourism Co., Ltd.)\* from June 2016 to March 2018, the general manager of each of 四川海珂實業有限公司 (Sichuan Haike Industrial Co., Ltd.)\*, 綿陽博傑實業有限公司 (Mianyang Bojie Industrial Co., Ltd.)\*, 德陽湧鑫房地產開發有限公司 (Deyang Yongxin Real Estate Development Co., Ltd.)\* from July 2014 to June 2016, May 2012 to June 2014, and May 2010 to May 2012, respectively. Mr. Li is experienced in corporate management, real estate development, marketing and project management. Mr. Li was appointed as an independent non-executive director of the Company on 28 June 2022.

Save as disclosed above, Mr. Li did not hold any other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

*Length of service*

Pursuant to the letter of appointment entered into between the Company and Mr. Li, his term of office is 2 years, commenced from 28 June 2022 and shall continue unless terminated in accordance with the terms and condition specified therein. He is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles.

*Interests in shares*

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Li had no interests in the Shares, underlying Shares and debenture of the Company within the meaning of Part XV of the SFO.

*Relationships*

As far as the Directors are aware, Mr. Li does not have any relationships with other Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

*Director's emoluments*

Pursuant to the letter of appointment entered into between the Company and Mr. Li, Mr. Li is entitled to a director's fee of HK\$180,000 per annum which is determined by the Board with reference to the prevailing market conditions, his duties and responsibility and time spend on the affairs of the Company and are subject to review by the Board from time to time.

*Other information and matters that need to be disclosed or brought to the attention of the Shareholders*

As far as the Directors are aware, save as disclosed, there is no other information of Mr. Li to be disclosed pursuant to any of the requirements under paragraphs 13.51(2) of the Listing Rules; and there are no other matters concerning Mr. Li that need to be brought to the attention of the Shareholders.

**(6) Mr. Fang Guanghua***Position & Experience*

**Mr. Fang Guanghua** (方光華先生), aged 56, obtained a certificate of building construction and management from The Open University of China in January 2011. Mr. Fang has been serving as a director of Sichuan Gangfu Decoration Design Co., Ltd.\* 四川省港府建設工程有限公司, Ganghua Tongda Industrial (Chengdu) Co., Ltd.\* 港華通達實業(成都)有限公司, and Sichuan Xinduguicheng Village Bank Co., Ltd.\* 四川農信新都村鎮銀行有限責任公司 since May 1994, November 2017, and March 2011 respectively. Mr. Fang is experienced in corporate management, building and construction, civil engineering, sales of communication electronic products, and general banking business. Mr. Fang was appointed as an independent non-executive director of the Company on 13 October 2022.

Saved as disclosed, Mr. Fang did not hold any other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

*Length of service*

Pursuant to the letter of appointment entered into between the Company and Mr. Fang, his term of office is 2 years, commenced from 13 October 2022 and shall continue unless terminated in accordance with the terms and condition specified therein. He is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles.

*Interests in shares*

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Fang had no interests in the Shares, underlying Shares and debenture of the Company within the meaning of Part XV of the SFO.

*Relationships*

As far as the Directors are aware, Mr. Fang does not have any relationships with other Directors, senior management, substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company.

*Director's emoluments*

Pursuant to the letter of appointment entered into between the Company and Mr. Fang is entitled to a director's fee of HK\$180,000 per annum which is determined by the Board with reference to the prevailing market conditions, his duties and responsibility and time spend on the affairs of the Company and are subject to review by the Board from time to time.

*Other information and matters that need to be disclosed or brought to the attention of the Shareholders*

As far as the Directors are aware, save as disclosed, there is no other information of Mr. Fang to be disclosed pursuant to any of the requirements under paragraphs 13.51(2) of the Listing Rules; and there are no other matters concerning Mr. Fang that need to be brought to the attention of the Shareholders.

**(7) Mr. Yu Rengzhong***Position & Experience*

**Mr. Yu Rengzhong** (俞初忠先生), aged 44, graduated from Xian Jiaotong University with a bachelor degree in investment economic in July 2001. Mr. Yu has been serving as the financial controller of Fujian Minhai Energy Co., Ltd.\* 福建閩海能源有限公司 since June 2020. From January 2019 to March 2020, Mr. Yu served as the general manager of Xiamen Bangfu Investment Management Co., Ltd.\* 廈門邦富投資管理有限公司, mainly engaging in initial public offering planning. From September 2001 to June 2007, Mr. Yu worked in Fujian Mindu Certified Public Accountants Co., Ltd.\* 福建閩都會計師事務所有限公司 (currently known as Fujian Lixin Mindu Certified Public Accountants Co., Ltd.\* 福建立信閩都會計師事務所有限公司) with his last role as the audit manager. Mr. Yu has approximately 21 years of experiences in auditing, accounting and financial management. Mr. Yu is a member of The Chinese Institute of Certified Public Accountants. Mr. Fang was appointed as an independent non-executive director of the Company on 13 October 2022.

Save as disclosed, Mr. Yu did not hold any other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

*Length of service*

Pursuant to the letter of appointment entered into between the Company and Mr. Yu, his term of office is 2 years, commenced from 13 October 2022 and shall continue unless terminated in accordance with the terms and condition specified therein. He is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles.

*Interests in shares*

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Yu had no interests in the Shares, underlying Shares and debenture of the Company within the meaning of Part XV of the SFO.

*Relationships*

As far as the Directors are aware, Mr. Yu does not have any relationships with other Directors, senior management, substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company.

*Director's emoluments*

Pursuant to the letter of appointment entered into between the Company and Mr. Yu is entitled to a director's fee of HK\$180,000 per annum which is determined by the Board with reference to the prevailing market conditions, his duties and responsibility and time spend on the affairs of the Company and are subject to review by the Board from time to time.

*Other information and matters that need to be disclosed or brought to the attention of the Shareholders*

As far as the Directors are aware, save as disclosed, there is no other information of Mr. Yu to be disclosed pursuant to any of the requirements under paragraphs 13.51(2) of the Listing Rules; and there are no other matters concerning Mr. Yu that need to be brought to the attention of the Shareholders.

## NOTICE OF THE ANNUAL GENERAL MEETING

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



## CHINA METAL RESOURCES UTILIZATION LIMITED

中國金屬資源利用有限公司

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

**(Stock Code: 1636)**

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “**Annual General Meeting**”) of China Metal Resources Utilization Limited (the “**Company**”) will be held at Unit 2513B, 25/F., Cosco Tower, 183 Queen’s Road Central, Hong Kong on 30 June 2023 at 3:00 p.m. for the following purposes:

1. To adjourn receiving, considering and approving the audited consolidated financial statements of the Company and the reports of the directors and of the independent auditor for the year ended 31 December 2022;
2. To re-elect the following retiring directors of the Company and authorise the board of directors of the Company to fix the directors’ remuneration:
  - (a) Mr. Kwong Wai Sun Wilson as an executive director of the Company;
  - (b) Mr. Huang Weiping as an executive director of the Company;
  - (c) Ms. Zhu Yufen as an executive director of the Company;
  - (d) Mr. Gao Qiang as an executive director of the Company;
  - (e) Mr. Li Wei as an independent non-executive director of the Company;
  - (f) Mr. Fang Guanghua as an independent non-executive director of the Company;
  - (g) Mr. Yu Rengzhong as an independent non-executive director of the Company.
3. To re-appoint ZHONGHUI ANDA CPA Limited as the auditor of the Company and to authorise the board of directors of the Company to fix their remuneration;

## NOTICE OF THE ANNUAL GENERAL MEETING

### SPECIAL RESOLUTIONS

4. To consider and, if thought fit, pass with or without amendments, the following resolution as a special resolution:

**“THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to purchase its shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;
- (b) the total number of shares of the Company to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of the issued shares of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the revocation or variation of the authority given under this resolution by special resolution passed by the Company’s shareholders in general meetings; and
  - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company (the “**Articles of Association**”) or any applicable laws to be held.”

5. To consider and, if thought fit, pass with or without amendments, the following resolution as a special resolution:

**“THAT:**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with authorised and unissued shares in the capital of the Company or securities convertible into shares, options, warrants or similar rights to subscribe for shares or such convertible securities of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the directors to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;

## NOTICE OF THE ANNUAL GENERAL MEETING

- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
- (i) a Rights Issue (as defined below);
  - (ii) any issue of shares of the Company upon the exercise of rights of subscription or conversion under the terms of any existing convertible bonds or securities issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into shares of the Company;
  - (iii) the grant or exercise of any option under any share option scheme of the Company (if applicable) or any other option, scheme or similar arrangements for the time being adopted for the grant or issue to the directors of the Company, officers and/or employees of the Company and/or any of its subsidiaries and/or other eligible participants specified thereunder of options to subscribe for shares of the Company or rights to acquire shares of the Company;
  - (iv) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association,

shall not exceed 20% of the total number of the issued shares of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly; and

- (d) for the purposes of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the revocation or variation of the authority given under this resolution by special resolution passed by the Company’s shareholders in general meetings; and
  - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held; and

“Rights Issue” means an offer of shares of the Company or an issue of warrants, options or other securities giving rights to subscribe for shares of the Company, open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register of members on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws, the requirements of, of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”

## NOTICE OF THE ANNUAL GENERAL MEETING

6. To consider and, if thought fit, pass with or without amendments, the following resolution as a special resolution:

“**THAT** conditional upon the passing of the resolutions set out in items 4 and 5 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 5 of the Notice be and is hereby extended by the addition to the aggregate nominal amount of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors pursuant to such general mandate of an amount representing the aggregate nominal amount of shares purchased by the Company pursuant to the general mandate referred to in the resolution set out in item 4 of the Notice, provided that such amount shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution.”

By order of the Board  
**China Metal Resources Utilization Limited**  
**Mr. YU Jianqiu**  
*Chairman*

Hong Kong, 8 June 2023

*Notes:*

1. Any member of the Company entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote instead of him/her/it. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her/it to attend and vote on his/her/its behalf. 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.
2. In order to be valid, a 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 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 as soon as possible but in any event not less than 48 hours before (i.e. 3:00 p.m. on Wednesday, 28 June 2023) the time appointed for the holding of the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting and, in such event, the form of proxy shall be deemed to be revoked.
3. For determining the entitlement to attend and vote at the above meeting, the register of members of the Company will be closed from 27 June 2023 to 30 June 2023 both days inclusive, during which period no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the above meeting, unregistered holders of shares of the Company should ensure that all share transfer forms 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 no later than 4:30 p.m. on 26 June 2023.
4. As precautionary measures to protect the attendees of the AGM, every Shareholder or proxy is required to take a compulsory body temperature check at the entrance of the venue and anyone with abnormal body temperature may be denied entry to the AGM venue; and no refreshment or drinks will be provided at the AGM.
5. Trading in the shares of the Company on the Stock Exchange has been suspended with effect from 9:00 a.m. on Monday, 3 April 2023 and will remain suspended pending the publication of the annual results of the Company and its subsidiaries for the year ended 31 December 2022 and the annual report of the Company for the year ended 31 December 2022 by the Company.

*As at the date of this notice, the Board comprises five executive Directors, namely, Mr. Yu Jianqiu (Chairman), Mr. Kwong Wai Sun Wilson, Mr. Huang Weiping, Mr. Gao Qiang and Ms. Zhu Yufen; and three independent non-executive Directors, namely, Mr. Li Wei, Mr. Fang Guanghua and Mr. Yu Rengzhong.*