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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**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 stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Shandong Gold Mining Co., Ltd. (山東黃金礦業股份有限公司), you should at once hand this circular to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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**SD-GOLD**

**SHANDONG GOLD MINING CO., LTD.**

**山東黃金礦業股份有限公司**

*(a joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 1787)**

**(1) PROPOSED ISSUANCE OF ULTRA SHORT-TERM FINANCING BONDS  
(2) RESOLUTION ON AUTHORISING THE BOARD OF DIRECTORS TO  
DEAL WITH ALL MATTERS ON THE ISSUANCE OF  
ULTRA SHORT-TERM FINANCING BONDS  
AND  
(3) NOTICE OF 2019 FOURTH EXTRAORDINARY GENERAL MEETING**

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A notice convening the 2019 fourth extraordinary general meeting (the “**EGM**”) of Shandong Gold Mining Co., Ltd. (the “**Company**”) to be held at the conference room of the Company, Building No. 3, Shuntai Plaza, Shunhua Road No. 2000, Jinan, Shandong Province, the PRC at 9:00 a.m. on Friday, 27 September 2019 is set out on pages 11 to 12 of this circular.

A proxy form and the reply slip for use in connection with the EGM are enclosed herewith. The reply slip and the proxy form are also published on the website of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company's website (<http://www.sdhjgf.com.cn>).

Any shareholder(s) of the Company (the “**Shareholders**”) entitled to attend and vote at the EGM are entitled to appoint one or more proxies to attend and vote on his behalf. A proxy need not be a shareholder of the Company. If you intend to appoint a proxy to attend the EGM and vote on your behalf, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return it by hand, by post or by facsimile to the Company's H share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for H Shareholders only) as soon as possible and in any event not later than 24 hours before the time appointed for the holding of the EGM or any adjournment thereof (as the case may be) (i.e. before 9:00 a.m. on Thursday, 26 September 2019). Completion and return of the proxy form will not preclude you from attending and voting at the EGM or any adjournment hereof should you so wish. Any Shareholder(s) who intend to attend the EGM in person or by proxy should complete, sign and return the reply slip in accordance with the instructions printed thereon on or before Friday, 6 September 2019.

13 August 2019



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## DEFINITIONS

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

“Articles of Association”	the articles of association of the Company, as amended from time to time;
“Board”	the board of Directors of the Company;
“Company”	Shandong Gold Mining Co., Ltd. (山東黃金礦業股份有限公司), a joint stock company incorporated in the PRC under the laws of the People’s Republic of China with limited liability on 31 January 2000, the H shares and A shares of which are listed on the main board of Hong Kong Stock Exchange (Stock Code: 1787) and the Shanghai Stock Exchange (Stock Code: 600547) respectively;
“Director(s)”	the director(s) of our Company;
“EGM”	the 2019 fourth extraordinary general meeting of the Company to be held at 9:00 a.m. on 27 September 2019 at the conference room of the Company, Building No. 3, Shuntai Plaza, Shunhua Road No. 2000, Jinan, Shandong Province, the PRC;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time;
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited;
“PRC”	The People’s Republic of China;
“RMB”	Renminbi, the lawful currency of the PRC;
“Shanghai Listing Rules”	the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange (上海證券交易所股票上市規則) as amended, supplemented or otherwise modified from time to time;
“Shanghai Stock Exchange”	Shanghai Stock Exchange (上海證券交易所);

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## DEFINITIONS

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“Share(s)”	shares in the share capital of our Company, with a nominal value of RMB1.00 each, comprising our A Shares and our H Shares;
“Shareholders”	holder(s) of our Share(s).

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LETTER FROM THE BOARD

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SD-GOLD

**SHANDONG GOLD MINING CO., LTD.**

**山東黃金礦業股份有限公司**

*(a joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 1787)**

***Executive Directors:***

Mr. Wang Peiyue

Mr. Li Tao (*Vice-Chairman*)

Mr. Tang Qi

***Registered office and headquarters in the PRC***

Building No. 3, Shuntai Plaza

Shunhua Road No. 2000

Jinan, Shandong Province

PRC

***Non-executive Directors:***

Mr. Li Guohong (*Chairman*)

Mr. Wang Lijun

Ms. Wang Xiaoling

***Principal place of business in Hong Kong:***

Rooms 4009-4010

40th Floor

China Resources Building

No. 26 Harbour Road

Hong Kong

***Independent non-executive Directors:***

Mr. Gao Yongtao

Mr. Lu Bin

Ms. Hui Wing

13 August 2019

*To the Shareholders*

Dear Sir or Madam,

**(1) PROPOSED ISSUANCE OF ULTRA SHORT-TERM FINANCING BONDS  
(2) RESOLUTION ON AUTHORISING THE BOARD OF DIRECTORS TO  
DEAL WITH ALL MATTERS ON THE ISSUANCE OF  
ULTRA SHORT-TERM FINANCING BONDS  
AND  
(3) NOTICE OF 2019 FOURTH EXTRAORDINARY GENERAL MEETING**

**INTRODUCTION**

Reference is made to the overseas regulatory announcement of the Company dated 13 August 2019 in relation to the proposed issuance of ultra short-term financing bonds by the Company (the “**Announcement**”). The purpose of this circular is to issue the notice of EGM and provide you with all reasonably necessary information to enable you to make an informed decision as to the resolution to be proposed at the EGM.

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## LETTER FROM THE BOARD

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### PROPOSED ISSUANCE OF ULTRA SHORT-TERM FINANCING BONDS

As mentioned in the Announcement, the Company proposes to issue an ultra short-term financing bonds in the size of not more than RMB10 billion (the “**Ultra Short-term Financing Bonds**”) to institutional investors in the interbank bond market of the PRC at an interest rate to be determined based on market conditions of the interbank bond market at the time of issuance of each tranche. The term of the Ultra Short-term Financing Bonds shall be not more than 270 days and the proceeds of the Ultra Short-term Financing Bonds will be mainly used for replenishing the working capital of the Company, repaying borrowings from financial institutions, repaying other liabilities including gold leasing and other purposes as recognized by the associations for investors.

For further details of the Ultra Short-term Financing Bonds, please refer to the Announcement, a copy of which is annexed as **Appendix I** to this circular.

### RESOLUTION ON AUTHORISING THE BOARD TO DEAL WITH ALL MATTERS ON THE ISSUANCE OF ULTRA SHORT-TERM FINANCING BONDS

To better grasp the timing of the issuance of ultra short-term financing bonds and improve the financing efficiency, it is proposed at the general meeting to authorise the Board to deal with the specific matters regarding the issuance at its full discretion, including but not limited to:

In accordance with the needs of the Company and market conditions, to decide or adjust the specific plan for the actual issuance of the Ultra Short-term Financing Bonds, including the size, term, interest rate and timing of issuance; to engage intermediaries; to execute and amend all necessary legal documents; to perform information disclosure obligations; apart from the matters subject to re-vote at the general meeting pursuant to the relevant laws, regulations and Articles of Association, to adjust the matters relating to the issuance and subsistence of the ultra short-term financing bonds pursuant to the opinions of regulatory authorities, policy and market changes, etc., or determine whether to implement the issuance of the Ultra Short-term Financing Bonds based on the actual situation; to handle all other matters relating to the abovementioned registration of the issuance of the Ultra Short-term Financing Bonds. The above authorisation is valid from the date of resolution at the general meeting to the date on which the above authorised matters are completed.

### IMPLICATION UNDER THE HONG KONG LISTING RULES

The Ultra Short-term Financing Bonds are not required to be subject to reporting, announcement and independent shareholders’ approval requirements under the Hong Kong Listing Rules. According to the Shanghai Listing Rules and the Articles of Association, the issuance of the Ultra Short-term Financing Bonds has to be submitted to the EGM for consideration and approval. As the Ultra Short-term Financing Bonds to be provided by the Company is subject to Shareholders’ approval under the Shanghai Listing Rules, the information regarding the Ultra Short-term Financing Bonds contained in this circular is not prepared in accordance with Chapter 14 or Chapter 14A of the Hong Kong Listing Rules but only prepared to provide information for the Shareholders.

The proposed issuance of Ultra Short-term Financing Bonds and the resolution on authorising the Board to deal with all matters on the issuance of Ultra Short-term Financing Bonds were considered and approved by the Board on 13 August 2019 and will be submitted, by way of special resolution and ordinary resolution respectively, for the Shareholders’ consideration and approval at the EGM.

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## LETTER FROM THE BOARD

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### EGM

The EGM is to be held at the conference room of the Company, Building No. 3, Shuntai Plaza, Shunhua Road No. 2000, Jinan, Shandong Province, the PRC at 9:00 a.m. on Friday, 27 September 2019. The notice of the EGM is set out in **Appendix II** to this circular.

Any Shareholder entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote on his behalf. A proxy need not be a Shareholder. If you intend to appoint a proxy to attend the EGM and vote on your behalf, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return it, by hand, by post or by facsimile, to the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for H Shareholders only) as soon as possible and in any event not later than 24 hours before the time appointed for the holding of the EGM or any adjournment thereof (as the case may be) (i.e. before 9:00 a.m. on Thursday, 26 September 2019). Completion and return of the proxy form will not preclude you from attending and voting at the EGM or any adjournment thereof should you so wish.

If you intend to attend the EGM in person or by a proxy, you are requested to complete and sign the reply slip in accordance with the instructions printed thereon and return it to the correspondence address of the Company at Building No. 3, Shuntai Plaza, Shunhua Road No. 2000, Jinan, Shandong Province, PRC (Attention: the office of the Board of the Company) on or before Friday, 6 September 2019.

### CLOSURE OF REGISTER OF MEMBERS

For the purpose of ascertaining the Shareholders who are entitled to attend and vote at the EGM, the register of members of the Company will be closed from Wednesday, 28 August 2019 to Friday, 27 September 2019, both dates inclusive, during which period no transfers of Shares will be effected.

In order to qualify to attend and vote at the EGM, all transfer instruments accompanied by the relevant share certificates must be lodged by holders of H shares with the Company's H share registrar, namely, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Tuesday, 27 August 2019.

### VOTING

Pursuant to Rule 13.39(4) of the Hong Kong Listing Rules and Article 119 of the Articles of Association, unless the chairman makes a decision in the spirit of honesty and credibility and agrees that the resolutions on relevant procedures or administrative matters shall be voted on by show of hands, voting for a general meeting shall be held by ballot.

Pursuant to Article 111 of the Articles of Association, Shareholders (including proxies) shall exercise their voting rights according to the number of voting shares they represent, with one vote for each share. Pursuant to Article 120 of the Articles of Association, on a poll taken at a meeting, a Shareholder (including proxy) entitled to two or more votes need not cast all his votes in the same way.

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## LETTER FROM THE BOARD

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### RECOMMENDATION

The Directors are of the view that the proposed resolutions at the EGM are fair and reasonable and in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the EGM.

### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Hong Kong 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.

Yours faithfully,  
By order of the Board  
**Shandong Gold Mining Co., Ltd.**  
**Li Guohong**  
*Chairman*



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**SD-GOLD**

**SHANDONG GOLD MINING CO., LTD.**

**山東黃金礦業股份有限公司**

*(a joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 1787)**

**OVERSEAS REGULATORY ANNOUNCEMENT**

This announcement is made pursuant to Rule 13.10B of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Set out below is the Announcement on the Proposed Issuance of Ultra Short-term Financing Bonds published by Shandong Gold Mining Co., Ltd. (the “**Company**”) on the website of the Shanghai Stock Exchange at [www.sse.com.cn](http://www.sse.com.cn), for information purpose only.

By order of the Board  
**Shandong Gold Mining Co., Ltd.**  
**Li Guohong**  
*Chairman*

Jinan, the PRC, 13 August 2019

*As at the date of this announcement, the executive directors of the Company are Mr. Wang Peiyue, Mr. Li Tao and Mr. Tang Qi; the non-executive directors of the Company are Mr. Li Guohong, Mr. Wang Lijun and Ms. Wang Xiaoling; and the independent non-executive directors of the Company are Mr. Gao Yongtao, Mr. Lu Bin and Ms. Hui Wing.*

Stock Code: 600547

Stock Abbreviation: SD GOLD

Announcement No.: Lin2019-038

**SHANDONG GOLD MINING CO., LTD.**  
**ANNOUNCEMENT ON PROPOSED ISSUANCE OF ULTRA SHORT-TERM**  
**FINANCING BONDS**

The Company and Directors as a whole warrant the truthfulness, accuracy and completeness of the contents of this announcement, and severally and jointly accept the responsibility in case there are false representations and misleading statements contained in, or material omissions from, this announcement.

In order for Shandong Gold Mining Co., Ltd. (the “**Company**”) to further broaden financing channels, reduce financing costs and promote the Company’s sustainable and stable development, in accordance with the Administrative Measures for Debt Financing Instruments of Non-Financial Enterprises in the Interbank Bond Market released by the People’s Bank of China and other relevant regulations, and pursuant to the twenty-second meeting of the fifth session of the board of directors (the “**Board**”) held on 13 August 2019 which considered and approved the resolution regarding the Proposed Issuance of Ultra Short-term financing Bonds, the Company proposes to apply to the National Association of Financial Market Institutional Investors for registration of the issuance of ultra short-term financing bonds in the amount of not more than RMB10 billion (the “**Issuance**”).

**I. PLAN FOR THE ISSUANCE**

1. Size of issuance: Not more than RMB10 billion. The specific size of issuance shall be subject to the amount registered by the Company with the National Association of Financial Market Institutional Investors;
2. Term of the ultra short-term financing bonds: The term shall be not more than 270 days. The specific term of issuance will be determined with reference to the capital needs of the Company and the market conditions;
3. Use of proceeds: Mainly for replenishing the working capital of the Company, repaying borrowings from financial institutions, repaying other liabilities including gold leasing and other purposes as recognized by the association for investors;
4. Target subscribers: Institutional investors in the interbank bond market of the PRC (excluding those who are prohibited from subscribing under national laws and regulations);
5. Interest rate: To be determined based on market conditions of the interbank bond market at the time of issuance of each tranche and be finally determined according to the results from the bookkeeping records;
6. Date of issuance: To be issued within the validity period as specified in the Notice of Registration Acceptance issued by the National Association of Financial Market Institutional Investors in due course in accordance with the actual capital needs and market interest rate;

7. Method of issuance: The Issuance will be made publicly to institutional investors in the interbank bond market of the PRC (excluding those who are prohibited from subscribing under national laws and regulations) in tranches by the lead underwriter by way of balance underwriting by underwriting agency;
8. Method of guarantee: No guarantee will be provided for the issuance of the ultra short-term financing bonds;
9. Joint lead underwriters: Industrial and Commercial Bank of China Limited, China Construction Bank Corporation, Agricultural Bank of China Limited, Bank of China Limited, Bank of Communications Co., Ltd., Industrial Bank Co., Ltd., China Merchants Bank Co., Ltd., Shanghai Pudong Development Bank Co., Ltd., China CITIC Bank Corporation Limited, Ping An Bank Co., Ltd., Hua Xia Bank Co., Ltd., China Guangfa Bank Co., Ltd., Bank of Beijing Co., Ltd., Guotai Junan Securities Co., Ltd., CSC Financial Co., Ltd., China Galaxy Securities Co., Ltd. and so on will compose an underwriting syndicate. For the issuance of each tranche, one or more underwriters will be chosen for underwriting the Issuance;
10. Validity period of the resolution: Upon consideration and approval of the issuance of the ultra short-term financing bonds at the general meeting of the Company, the relevant resolution shall remain in force within the validity period of the registration of the ultra short-term financing bonds and while the ultra short-term financing bonds subsist.

## **II. PROPOSED AUTHORIZATION AT THE GENERAL MEETING TO THE BOARD TO DEAL WITH THE ISSUANCE**

To better grasp the timing of the issuance of ultra short-term financing bonds and improve the financing efficiency, it is proposed at the general meeting to authorise the Board to deal with the specific matters regarding the Issuance at its full discretion, including but not limited to:

Based on the needs of the Company and market conditions, to decide or adjust the specific plan for the actual issuance of the ultra short-term financing bonds, including the size, term, interest rate and timing of issuance; to engage intermediaries; to execute and amend all necessary legal documents; to perform information disclosure obligations; apart from the matters subject to re-vote at the general meeting pursuant to the relevant laws, regulations and articles of association of the Company, to adjust the matters relating to the Issuance and subsisting of the ultra short-term financing bonds accordingly pursuant to the opinions of regulatory authorities, policy and market changes, etc., or determine whether to implement the issuance of the ultra short-term financing bonds based on the actual situation; to handle all other matters relating to the abovementioned registration of the issuance of the ultra short-term financing bonds. The above authorisation is valid from the date of resolution at the general meeting to the date on which the above authorised matters are completed.

**III. INTERNAL APPROVAL PROCEDURES OF THE COMPANY PERFORMED FOR THE  
ISSUANCE**

The Issuance has been considered and approved at the twenty-second meeting of the fifth session of the Board of the Company and is still subject to approval at the Company's 2019 fourth extraordinary general meeting. The issuance of the ultra short-term financing bonds by the Company is subject to the approval by the National Association of Financial Market Institutional Investors and will be implemented after the acceptance of registration by the National Association of Financial Market Institutional Investors. The Company will disclose the issuance of the ultra short-term financing bonds in accordance with the relevant laws and regulations in a timely manner.

The announcement is hereby given.

The Board of Directors of  
Shandong Gold Mining Co., Ltd.  
13 August 2019

**SD-GOLD****SHANDONG GOLD MINING CO., LTD.****山東黃金礦業股份有限公司***(a joint stock company incorporated in the People's Republic of China with limited liability)***(Stock Code: 1787)****NOTICE OF 2019 FOURTH EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2019 Fourth Extraordinary General Meeting (“EGM”) of Shandong Gold Mining Co., Ltd. (the “**Company**”) will be held at the conference room of the Company, Building No. 3, Shuntai Plaza, Shunhua Road No. 2000, Jinan, Shandong Province, the PRC at 9:00 a.m. on Friday, 27 September 2019 for the purpose of considering and, if thought fit, passing the following resolutions:

**SPECIAL RESOLUTION**

1. To approve the resolution on the proposed issuance of ultra short-term financing bonds.

**ORDINARY RESOLUTION**

2. To approve the resolution on authorising the board of directors to deal with all matters on the issuance of ultra short-term financing bonds.

By order of the Board  
**Shandong Gold Mining Co., Ltd.**  
**Li Guohong**  
*Chairman*

Jinan, the PRC  
13 August 2019

*As at the date of this notice, the executive directors of the Company are Mr. Wang Peiyue, Mr. Tang Qi and Mr. Li Tao; the non-executive directors of the Company are Mr. Li Guohong, Mr. Wang Lijun and Ms. Wang Xiaoling; and the independent non-executive directors of the Company are Mr. Gao Yongtao, Ms. Hui Wing and Mr. Lu Bin.*

*Notes:*

1. All holders of H shares whose names appear on the register of members of the Company on Wednesday, 28 August 2019 are entitled to attend the EGM and should bring along their identity cards or passports when attending the EGM. Holders of the Company's H shares should note that the register of members of the Company will be closed from Wednesday, 28 August 2019 to Friday, 27 September 2019 (both dates inclusive) during which period no transfers of H shares will be effected. All transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar in respect of H shares, namely Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Tuesday, 27 August 2019. Holders of H shares who intend to attend the EGM should deliver reply slip for attending the EGM, a copy of each of the shareholding document(s), copies of their identity cards or passports (with the pages showing the names of such shareholders), by hand, by post or by facsimile, to the correspondence address of the Company at Building No. 3, Shuntai Plaza, Shunhua Road No. 2000, Jinan, Shandong Province, the PRC (Attention: The office of the Board of the Company) on or before Friday, 6 September 2019. The record date and arrangements in respect of the holders of A shares of the Company who are entitled to attend the EGM will be determined and announced separately in the PRC.
2. Any shareholder entitled to attend and vote at the EGM is entitled to appoint a proxy or more proxies (who need not be a shareholder of the Company) to attend the EGM and vote thereat in his stead. For any shareholder who appoints more than one proxy, the voting right can only be exercised by his/her proxies on a poll.
3. Any shareholder who intends to appoint a proxy to attend the EGM shall put it in writing, with the proxy form to be signed by the appointer or his attorney duly authorized in writing. If the appointer is a corporation, the proxy form must be affixed with its common seal, or signed by any of its directors or attorney duly authorized in writing. If the proxy form is signed by an attorney authorized by the appointer, the power of attorney or other authorization documents must be notarially certified. The notarially certified power of attorney or other authorization documents together with the proxy form must be delivered to the Company's H share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for H shareholders only) not later than 24 hours before the time appointed for the holding of the EGM (i.e. before 9:00 a.m. on Thursday, 26 September 2019). Completion and return of the proxy form will not affect the rights of the shareholders to attend and vote at the EGM in person.
4. Proxies of holders of the Company's H shares shall bring along the proxy form, instrument(s) for appointing a proxy (if applicable) and the proxies' identity cards or passports to attend the EGM.
5. According to Article 108 of the Articles of Association, an ordinary resolution shall be passed by more than half of the votes cast by the shareholders (including proxies) present at the general meeting, while a special resolution shall be passed by more than two-thirds of the votes cast by the shareholders (including proxies) present at the general meeting.
6. Directors, supervisors and senior management of the Company and the witnessing lawyers and other relevant personnel employed by the Company will attend the EGM.