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**DAMENG**  
**CITIC Dameng Holdings Limited**  
**中信大錳控股有限公司 \***  
*(incorporated in Bermuda with limited liability)*  
**(Stock Code: 1091)**

**NOTICE OF SGM**

**NOTICE IS HEREBY GIVEN** that a special general meeting (the “**SGM**”) of CITIC Dameng Holdings Limited (the “**Company**”) will be convened and held at Room 1, United Conference Centre, 10th Floor, United Centre, 95 Queensway, Hong Kong on 15 January 2016 (Friday), at 9:30 a.m. for the purpose of considering and, if thought fit, passing the following ordinary resolutions. Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the circular of the Company dated 31 December 2015:

**ORDINARY RESOLUTIONS**

“**THAT**

- (a) the Capital Increase Agreement dated 22 December 2015 (“**Capital Increase Agreement**”) and entered into between 中信大錳礦業有限責任公司 (CITIC Dameng Mining Industrial Co., Limited Company), 廣西金孟錳業有限公司 (Guangxi Jinneng Manganese Limited Company), and 獨山金孟錳業有限公司 (Dushan Jinneng Manganese Limited Company), (copy of which has been produced to the meeting marked “A” and initialed by the chairman of the meeting for the purpose of identification) in relation to the Capital Contribution (as defined in the circular of the Company dated 31 December 2015), be and is hereby approved and confirmed;

*\* For identification purpose only*

- (b) any director of the Company be and is hereby authorised, for and on behalf of the Company, to execute all such other documents, instruments and agreements (if necessary) and to do all such acts or things deemed by him to be incidental to, ancillary to or in connection with the matters contemplated under the Capital Increase Agreement and to agree to any amendment to any of the terms of the Capital Increase Agreement which in the opinion of the Directors is not of a material nature and is in the interests of the Company;
- (c) the Corporate Guarantee dated 22 December 2015 (“**Corporate Guarantee**”) and entered into by 中信大錳礦業有限責任公司 (CITIC Dameng Mining Industrial Co., Limited Company) in favour of 中信銀行股份有限公司 (China CITIC Bank Corporation Limited) (copy of which has been produced to the meeting marked “B” and initialed by the chairman of the meeting for the purpose of identification) in relation to the provision of Corporate Guarantee (as defined in the circular of the Company dated 31 December 2015), be and is hereby approved and confirmed; and
- (d) any director of the Company be and is hereby authorised, for and on behalf of the Company, to execute all such other documents, instruments and agreements (if necessary) and to do all such acts or things deemed by him to be incidental to, ancillary to or in connection with the matters contemplated under the Corporate Guarantee and to agree to any amendment to any of the terms of the Corporate Guarantee which in the opinion of the Directors is not of a material nature and is in the interests of the Company.

By order of the Board  
**CITIC Dameng Holdings Limited**  
**Yin Bo**  
*Chairman*

Hong Kong, 31 December 2015

*As at the date of this notice, the executive Directors are Mr. Yin Bo, Mr. Li Weijian and Mr. Tian Yuchuan; the non-executive Directors are Mr. Suo Zhengang and Mr. Chen Jiqu; and the independent non-executive Directors are Mr. Yang Zhi Jie, Mr. Mo Shijian and Mr. Tan Zhuzhong.*

*Notes:*

- (1) Any member of the Company entitled to attend and vote at the SGM is entitled to appoint one or more proxies to attend and vote instead of him or her. A proxy need not be a member of the Company but must be present in person at the SGM to represent the member. 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) A form of proxy for use at the SGM is enclosed.
- (3) To be valid, a form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be returned 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 not less than 48 hours before the time appointed for holding the SGM (or any adjournment thereof). Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM (or any adjournment thereof) should you so wish.
- (4) If there are joint registered holders of a share in the Company, any one of such joint holders may vote at the SGM, either personally or by proxy, in respect of such share as if he or she were solely entitled thereto, but if more than one of such joint holders is present at the SGM personally or by proxy, that one of the joint holders so present whose name stands first in the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- (5) In accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, voting on the above ordinary resolutions will be taken by poll.