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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 SPECIAL GENERAL MEETING**

**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 Limited, 10th Floor, United Centre, 95 Queensway, Hong Kong on Wednesday, 25 July 2018, at 9:30 a.m. for the purpose of considering and, if thought fit, passing the following ordinary resolutions and a special resolution. Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the circular of the Company dated 29 June 2018:

**ORDINARY RESOLUTIONS**

1. the 2018 Guangxi Dameng Ore Agreement and the transactions contemplated thereunder for the period from 26 July 2018 to 31 December 2020 and all matters incidental thereto be and are hereby approved, confirmed and ratified;
2. the 2018 Guangxi Dameng EMM Agreement and the transactions contemplated thereunder for the period from 26 July 2018 to 31 December 2020 and all matters incidental thereto be and are hereby approved, confirmed and ratified;
3. the 2018 Guangxi Dameng Raw Materials Agreement and the transactions contemplated thereunder for the period from 26 July 2018 to 31 December 2020 and all matters incidental thereto be and are hereby approved, confirmed and ratified;

*\* For identification purpose only*

4. the 2018 Integrated Services Framework Agreement and the transactions contemplated thereunder for the three years ending 31 December 2021 and all matters incidental thereto be and are hereby approved, confirmed and ratified;
5. the 2018 Guangxi Liuzhou Agreement and the transactions contemplated thereunder for the three years ending 31 December 2021 and all matters incidental thereto be and are hereby approved, confirmed and ratified;
6. the 2018 Nanning Battery Plant Agreement and the transactions contemplated thereunder for the three years ending 31 December 2021 and all matters incidental thereto be and are hereby approved, confirmed and ratified; and
7. the 2018 CITIC Special Steel Agreement and the transactions contemplated thereunder for the period from 26 June 2018 to 31 December 2020 and all matters incidental thereto be and are hereby approved, confirmed and ratified.

#### **SPECIAL RESOLUTION**

8. As special business to consider and, if thought fit, pass with or without amendment, the following resolution as a special resolution of the Company:

“**THAT** conditional upon compliance with the requirements of section 46(2) of the Companies Act 1981 of Bermuda to effect the cancellation of share premium referred to below, and with effect immediately upon the passing of this special resolution:

- (a) an amount of HK\$3,352,902,000 standing to the credit of the share premium account of the Company be cancelled, and HK\$700,000,000 of the credit arising from such cancellation be applied towards offsetting the accumulated losses of the Company and the remaining balance of HK\$2,652,902,000 of the credit arising from such cancellation be transferred to the contributed surplus account of the Company;
- (b) the directors of the Company be and are authorised to apply the entire amount standing to the credit of the contributed surplus account of the Company in such manner as they consider appropriate from time to time; and

- (c) the directors of the Company be and are hereby authorised generally to do all acts and things, and to approve, sign and execute any documents, which in their opinion may be necessary, desirable or expedient to implement or to give effect to the foregoing.”

By order of the Board  
**CITIC DAMENG HOLDINGS LIMITED**  
**Yin Bo**  
*Chairman*

Hong Kong, 29 June 2018

*Notes:*

- (1) Any member of the Company entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company but must be present in person at the Meeting 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 Meeting 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 Meeting (or any adjournment thereof). Completion and return of the form of proxy will not preclude you from attending and voting in person at the Meeting (or any adjournment thereof) should you so wish.
- (4) The transfer books and register of members will be closed from Friday, 20 July 2018 to Wednesday, 25 July 2018, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for attending the SGM, all transfers accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Thursday, 19 July 2018.

- (5) If there are joint registered holders of a share in the Company, any one of such joint holders may vote at the Meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders is present at the Meeting 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.
- (6) In accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, voting on the above resolutions will be taken by poll.

*As at the date of this announcement, the executive Directors are Mr. Yin Bo and Mr. Li Weijian; the non-executive Directors are Mr. Suo Zhengang, Mr. Lyu Yanzheng and Mr. Chen Jiqui; and the independent non-executive Directors are Mr. Lin Zhijun, Mr. Mo Shijian and Mr. Tan Zhuzhong.*