

**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 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 China Cloud Copper Company Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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## **CHINA CLOUD COPPER COMPANY LIMITED**

**中國雲銅股份有限公司**

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

**(Stock Code: 33)**

**(1) PROPOSED REMOVAL OF DIRECTORS;  
(2) PROPOSED APPOINTMENT OF DIRECTORS;  
(3) PROPOSED RE-ELECTION OF DIRECTORS; AND  
(4) NOTICE OF EXTRAORDINARY GENERAL MEETING**

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A notice convening the extraordinary general meeting (“EGM”) of China Cloud Copper Company Limited to be held at 19/F., One Hennessy, 1 Hennessy Road, Wan Chai, Hong Kong on Friday, 10 January 2020 at 9:30 a.m. is set out on pages 13 to 14 of this circular. Whether or not you are able to attend the EGM, you are requested to complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof (i.e. not later than 9:30 a.m. on Wednesday, 8 January 2020 or any adjournment thereof). Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the EGM if they so wish.

# CONTENTS

	<i>Page</i>
<b>Definitions</b> .....	1
<b>Letter from the Board</b> .....	3
<b>Appendix — Particulars of Directors for appointment and re-election</b> .....	9
<b>Notice of EGM</b> .....	13

## DEFINITIONS

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

“Articles”	the amended and restated articles of association of the Company adopted by special resolution passed on 26 June 2017
“Board”	the board of Directors
“Company”	China Cloud Copper Company Limited, a company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed on the Main Board of the Stock Exchange (stock code: 33)
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at 19/F., One Hennessy, 1 Hennessy Road, Wan Chai, Hong Kong on Friday, 10 January 2020 at 9:30 a.m., the notice of which is set out on pages 13 to 14 of this circular, and any adjournment thereof
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	23 December 2019, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Requisitionists”	NEO TECH INC. and Mr. Ng Yu
“Requisition Notice”	the notice dated 3 December 2019 deposited with the Company on or around 3 December 2019 issued jointly by the Requisitionists to the Company to convene an extraordinary general meeting
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.001 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the issued Share(s)

## DEFINITIONS

“Stock Exchange”	the Stock Exchange of Hong Kong Limited
“%”	per cent

LETTER FROM THE BOARD



**CHINA CLOUD COPPER COMPANY LIMITED**

**中國雲銅股份有限公司**

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

**(Stock Code: 33)**

*Executive Directors:*

Mr. Ng Yu (*Chairman*)  
Mr. Wei Weicheng  
Mr. Sun Yu  
Mr. Li Jun Heng  
Ms. Zhao Hong Mei

*Registered Office:*

P.O. Box 309  
Ugland House  
South Church Street  
George Town  
Grand Cayman, KY1-1104  
Cayman Islands

*Independent Non-executive Directors:*

Mr. Anthony Espina  
Mr. Wang Jun Sheng

*Head Office and Principal Place  
of Business:*

Flat A, 23/F, Block A,  
Billion Centre,  
1 Wang Kwong Road,  
Kowloon Bay,  
Kowloon, Hong Kong

24 December 2019

*To the Shareholders*

**(1) PROPOSED REMOVAL OF DIRECTORS;  
(2) PROPOSED APPOINTMENT OF DIRECTORS;  
(3) PROPOSED RE-ELECTION OF DIRECTORS; AND  
(4) NOTICE OF EXTRAORDINARY GENERAL MEETING**

Dear Sir or Madam,

**INTRODUCTION**

The purpose of this circular is to provide you with information regarding (i) the proposed removal of Directors; (ii) the proposed appointment of Directors; (iii) the proposed re-election of Directors; and (iv) the notice of the EGM.

## LETTER FROM THE BOARD

### REQUISITION FROM SHAREHOLDER

Pursuant to the Requisition Notice, the Requisitionists requested the Board to convene an EGM for the purpose of (i) removing Ms. Cheung Kwan, Mr. Li Xin and all Directors appointed to the Board during the period between the date of the Requisition Notice and the conclusion of the EGM (other than Mr. Ng Yu, Mr. Wei Weicheng, Mr. Huang Shao Long, Mr. Lin Feng and Mr. Lee Cheuk Fung Jerff) with effect from the conclusion of the EGM; and (ii) appointing Mr. Ng Yu, Mr. Wei Weicheng, Mr. Huang Shao Long, Mr. Lin Feng and Mr. Lee Cheuk Fung Jerff as Directors with effect from the conclusion of the EGM.

According to Article 79 of the Articles, a general meeting of the Company shall be convened on the written requisition of any two or more members of the Company deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitionists, provided that such requisitionists held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company. If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting to be held within a further 21 days, the requisitionist(s) themselves or any of them representing more than one-half of the total voting rights of all of them, may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Board.

As at the date of deposit of the Requisition Notice, which was on or around 3 December 2019, the Requisitionists were holding, in aggregate, 265,980,000 Shares, representing approximately 28.36% of the total issued share capital of the Company.

The Requisitionists requested the Board to convene an EGM pursuant to Article 79 of the Articles for the purpose of considering, and if thought fit, passing the resolutions as set out below:

- (1) To remove Ms. Cheung Kwan as an executive Director pursuant to Article 118 of the Articles with effect from the conclusion of the EGM.

According to the announcement of the Company dated 23 December 2019, Ms. Cheung Kwan was removed as an executive Director of the Company with effect from 19 December 2019.

- (2) To remove Mr. Li Xin as a non-executive Director pursuant to Article 118 of the Articles with effect from the conclusion of the EGM.

According to the announcement of the Company dated 9 December 2019, Mr. Li Xin resigned as a non-executive Director. As a result, resolution for the removal of Mr. Li Xin as a non-executive Director will not be proposed at the EGM.

## LETTER FROM THE BOARD

- (3) To remove any Directors appointed to the Board during the period between the date of the Requisition Notice and the conclusion of the EGM (other than Mr. Ng Yu, Mr. Wei Weicheng, Mr. Huang Shao Long, Mr. Lin Feng and Mr. Lee Cheuk Fung Jerff) pursuant to Article 118 of the Articles with effect from the conclusion of the EGM.

The Board would like to draw the attention of the Shareholders to the followings:

- (a) Between the date of the Requisition Notice and the date hereof, the following Directors were purportedly appointed to the Board:
- (i) With effect from 9 December 2019, Mr. Huang Zewu has been purportedly appointed as an executive Director and member of the executive committee of the Board pursuant to the announcement of the Company dated 9 December 2019;
  - (ii) With effect from 9 December 2019, Mr. Wang Xin has been purportedly appointed as a non-executive Director and member of the executive committee of the Board pursuant to the announcement of the Company dated 9 December 2019;
  - (iii) With effect from 9 December 2019, Mr. Wong Lap Wai has been purportedly appointed as an independent non-executive Director, chairman of the remuneration committee, member of the nomination committee, audit committee and risk management committee of the Board pursuant to the announcement of the Company dated 9 December 2019;
  - (iv) With effect from 9 November 2019, Ms. Yu Shan has been purportedly appointed as an independent non-executive Director and member of the audit committee, remuneration committee and nomination committee of the Board pursuant to the announcement of the Company dated 9 December 2019;
  - (v) With effect from 18 December 2019, Mr. Liew Fui Kiang has been purportedly appointed as a non-executive director of the Company, and a member of each of the audit committee, remuneration committee, nomination committee and risk management committee of the Board pursuant to the announcement of the Company dated 18 December 2019; and
  - (vi) With effect from 18 December 2019, Mr. Li Guangjian has been purportedly appointed as an independent non-executive Director and a member of each of the audit committee, remuneration committee, nomination committee and risk management committee of the Board pursuant to the announcement of the Company dated 18 December 2019.

## LETTER FROM THE BOARD

- (b) An order (the “**Order**”) filed by the Requisitionists as the plaintiffs with the court of first instance of the High Court of Hong Kong (the “**Court**”) with action number HCA2331/2019 was received by the Company on 19 December 2019.

According to the Order (i) the Company (being the 1st defendant) is restrained from acting on, implementing, carrying into effect, or otherwise recognising any purported resolution to appoint Mr. Huang Zewu, Mr. Wang Xin, Mr. Wong Lap Wai, Ms. Yu Shan (collectively being the 2nd to 5th defendants), Mr. Liew Fui Kiang and Mr. Li Guangjian as Directors purportedly passed at the Company’s board meetings held on 9 December 2019 and 18 December 2019; and (ii) the Company is restrained from acting on, implementing, carrying into effect, or otherwise recognizing the purported written notice dated 11 December 2019 to remove Mr. Wang Jun Sheng as a Director.

The Order will remain in force up to and including 10 January 2020 (the “**Return Date**”) unless before then it is varied or discharged by a further order of the Court. The application in which the Order is made shall come back to the Court for further hearing on the Return Date.

- (4) To appoint Mr. Ng Yu as an executive Director pursuant to Article 115 of the Articles with effect from the conclusion of the EGM.

As disclosed in the announcement of the Company dated 23 December 2019, Mr. Ng Yu has been appointed as an executive Director and the Chairman of the Board with effect from 23 December 2019. As discussed below, according to Article 114 of the Articles, he will retire at the EGM and, being eligible, offer himself for re-election at the EGM. Accordingly, resolution for the re-election of Mr. Ng Yu as an executive Director will be proposed at the EGM.

- (5) To appoint Mr. Wei Weicheng as an executive Director pursuant to Article 115 of the Articles with effect from the conclusion of the EGM.

As disclosed in the announcement of the Company dated 23 December 2019, Mr. Wei Weicheng has been appointed as an executive Director with effect from 23 December 2019. As discussed below, according to Article 114 of the Articles, he will retire at the EGM and, being eligible, offer himself for re-election at the EGM. Accordingly, resolution for the re-election of Mr. Wei Weicheng as an executive Director will be proposed at the EGM.

- (6) To appoint Mr. Huang Shao Long as an executive Director pursuant to Article 115 of the Articles with effect from the conclusion of the EGM. Accordingly, resolution for the appointment of Mr. Huang Shao Long as an executive Director will be proposed at the EGM.

- (7) To appoint Mr. Lin Feng as an executive Director pursuant to Article 115 of the Articles with effect from the conclusion of the EGM. Accordingly, resolution for the appointment of Mr. Lin Feng as an executive Director will be proposed at the EGM.



## LETTER FROM THE BOARD

- (8) To appoint Mr. Lee Cheuk Fung Jerff as an executive Director pursuant to Article 115 of the Articles with effect from the conclusion of the EGM. Accordingly, resolution for the appointment of Mr. Lee Cheuk Fung Jerff as an executive Director will be proposed at the EGM.

Details of the proposed Directors to be appointed at the EGM, which have been solely based upon the information provided by the Requisitionists, are set out in the Appendix to this circular.

The Requisition Notice did not set out any reasons, information and/or grounds in respect of the proposed appointment and removal of Directors.

### **PROPOSED RE-ELECTION OF DIRECTORS**

According to Article 114 of the Articles, the Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election at that meeting.

Accordingly, Mr. Ng Yu, Mr. Wei Weicheng and Mr. Li Jun Heng shall retire at the EGM and, being eligible, offer themselves for re-election at the EGM. Details of the Directors who are proposed to be re-elected at the EGM are set out in the Appendix to this circular.

### **EGM**

The notice convening the EGM to be held at 19/F., One Hennessy, 1 Hennessy Road, Wan Chai, Hong Kong on Friday, 10 January 2020 at 9:30 a.m. is set out on pages 13 to 14 of this circular.

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, you are requested to complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof (i.e. not later than 9:30 a.m. on Wednesday, 8 January 2020 or any adjournment thereof). Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the EGM if they so wish.

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

To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, none of the Shareholders is required to abstain from voting at the EGM pursuant to Listing Rules and/or the Articles.

## LETTER FROM THE BOARD

### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### RECOMMENDATION

The Board reiterates that the information of the proposed Directors for appointment at the EGM, including their respective academic qualifications and working experience as set out in the Appendix, has not yet been independently verified by the Company or the Directors.

Notwithstanding the above, the Board takes the view that the resolutions to be proposed at the EGM are beneficial to the Company and the Shareholders as a whole.

Accordingly, the Board recommends the Shareholders to give serious thoughts to the effect of the resolutions to the Company and consider to cast their votes in favour of the resolutions as set out in the notice of the EGM.

By Order of the Board  
**China Cloud Copper Company Limited**  
**Ng Yu**  
*Chairman and Executive Director*

*The followings set out details of the candidates proposed for appointment and re-election as Directors. The details of the candidates proposed for appointment are solely based on the information provided by the Requisitionists. Such information has not been independently verified by the Company or the Directors. The Directors are not responsible for the accuracy and completeness of such information.*

**Mr. Ng Yu (吳宇)**

Mr. Ng (“**Mr. Ng**”), aged 29, is currently the chairman of Amber Hill Holdings Limited (“**Amber Hill Group**”), a group of companies which are principally engaged in technology based asset management and wealth management. Mr. Ng studied at King’s College in Hong Kong and later in the United States. He has over ten years of experience in commodity futures, foreign exchange spot and other derivatives trading experience. He also organised and developed a specialised trading system. Mr. Ng also accumulated business management experiences via carrying out international retail trades and operating franchised restaurant chains.

In 2014, Mr. Ng established Water Wood Holdings Limited, which was principally engaged in asset management. From 2017 to 2019, he acquired Amber Hill Capital Limited, Guangdong Amber Hill ES Holdings Co., Ltd. (廣東安山逸信控股有限公司), Amber Hill Capital (Pte) Ltd. (formerly known as New Orion Capital (Pte) Limited), Nerico Brothers Limited, and Premium Life Insurance Limited, through which a wide range of licensed regulated activities are conducted, including financial service operations in asset management, wealth management, family trust, securities trading, futures trading, exchange trading, small loans as a money lender and insurance brokerage.

Mr. Ng holds, both directly and indirectly as a sole beneficial owner of Neo Tech Inc., 265,980,000 shares of the Company, representing approximately 28.36% of the total issued share capital of the Company as at the date hereof. He is also interested in the convertible bonds of the Company in the aggregate principal amount of HK\$100,000,000 with conversion right to convert into 100,000,000 shares of the Company. Therefore, Mr. Ng is a substantial shareholder of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “**SFO**”). There is no service contract entered into between the Company and Mr. Ng and he is not appointed for a specific term.

Save as disclosed above, Mr. Ng does not (i) hold in the past three years any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas, (ii) hold any other positions with the Company or any of its subsidiaries; (iii) hold other major appointments and professional qualifications; (iv) has any other relationship with any Directors, supervisors, senior management or substantial shareholders or controlling shareholders of the Company; and (v) he has no interest in the issued share capital of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Ng has confirmed that there is no other information relating to his appointment which is required to be disclosed pursuant to the requirements under Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Listing Rules. There is also no further information that needs to be brought to the attention of the shareholders of the Company in relation to his re-election.

**Mr. Wei Weicheng (韋偉成)**

Mr. Wei Weicheng (“**Mr. Wei**”), aged 35, obtained a master’s degree in science from Hong Kong Baptist University and served as senior management in several investment and trading companies where he accumulated solid management experience in the trading, investment and mergers and acquisition business sectors.

Save as disclosed above, Mr. Wei does not (i) hold in the past three years any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas, (ii) hold any other positions with the Company or any of its subsidiaries; (iii) hold other major appointments and professional qualifications; (iv) has any other relationship with any Directors, supervisors, senior management or substantial shareholders or controlling shareholders of the Company; and (v) he has no interest in the issued share capital of the Company within the meaning of Part XV of the SFO. There is no service contract entered into between the Company and Mr. Wei and he is not appointed for a specific term.

Save as disclosed above, Mr. Wei has confirmed that there is no other information relating to his appointment which is required to be disclosed pursuant to the requirements under Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Listing Rules. There is also no further information that needs to be brought to the attention of the shareholders of the Company in relation to his re-election.

**Mr. Huang Shao Long (黃邵隆)**

Mr. Huang Shao Long (“**Mr. Huang**”), aged 37, graduated in 2007 from Minzu University of China (中央民族大學) with an undergraduate degree in economics and in 2010 obtained a master’s degree in asset valuation from Xiamen University in China. He is a valuer and obtained qualifications in China in regard to securities foundation, securities trading, securities issue and underwriting, futures investment analysis, fund laws and regulations. From July 2010 to August 2015, Mr. Huang served various positions in GF Futures Co., Ltd (廣發期貨有限公司) as assistant manager to vice general manager where he was responsible for strategic research, management of operations in the investment advisory department and the asset management department. From August 2015 to June 2017 where Mr. Huang was a manager at ES Fund Management Co. Ltd. (廣東逸信基金管理有限公司). From June 2017 to December 2018, Mr. Huang was a director and chairman of Guangdong Amber Hill ES Holdings Co., Ltd. Mr. Huang is a director and managing director of Amber Hill International Holdings (Guangdong) Co., Ltd (安山國際控股(廣東)有限公司) since December 2018.

Save as disclosed, Mr. Huang does not (i) hold in the past three years any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas, (ii) hold any other positions with the Company or any of its subsidiaries; (iii) hold other major appointments and professional qualifications; (iv) has any other relationship with any Directors, supervisors, senior management or substantial shareholders or controlling shareholders of the Company; and (v) he has no interest in the issued share capital of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Huang has confirmed that there is no other information relating to his appointment which is required to be disclosed pursuant to the requirements under Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Listing Rules. There is also no further information that needs to be brought to the attention of the shareholders of the Company in relation to his proposed appointment.

**Mr. Lin Feng (林烽)**

Mr. Lin Feng (“**Mr. Lin**”), aged 31, graduated in 2012 with an undergraduate degree from, and is currently pursuing a doctorate degree from Southern Medical University in China. In 2011, Mr. Lin founded the franchise chain store brand “MyCharm” and in 2015, he founded Guangzhou Bai Kong Biotech Company Limited\* (廣州柏控生物科技有限公司), a company principally engaged in the biotechnology related business. In the same year, Mr. Lin established Shenzhen Qianhai Waterwood Fund Management Company Limited\* (深圳前海水木和道基金管理有限公司), which is principally engaged in algorithmic trading and private equity.

Save as disclosed above, Mr. Lin does not (i) hold in the past three years any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas, (ii) hold any other positions with the Company or any of its subsidiaries; (iii) hold other major appointments and professional qualifications; (iv) has any other relationship with any Directors, supervisors, senior management or substantial shareholders or controlling shareholders of the Company; and (v) he has no interest in the issued share capital of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Lin has confirmed that there is no other information relating to his appointment which is required to be disclosed pursuant to the requirements under Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Listing Rules. There is also no further information that needs to be brought to the attention of the shareholders of the Company in relation to his proposed appointment.

**Mr. Lee Cheuk Fung Jerff (李卓峰)**

Mr. Lee Cheuk Fung Jerff (“**Mr. Lee**”), aged 37, is licensed to conduct type 4 (advising on securities) and type 9 (asset management) regulated activities under the SFO and has accumulated over 15 years of experience in the finance and investment industry. Mr. Lee served as chief operation officer of CEEC Group Holdings Limited, a company principally engaged in cross-border payment and cross-border trading solutions. From 2015 to 2017, Mr. Lee was a director of Rica Global Capital Limited. Mr. Lee has been assigned as a regular financial commentator with various financial media platforms since 2007 and held an undergraduate degree in business administration.

As at the date of this circular, save as disclosed, Mr. Lee does not (i) hold in the past three years any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas, (ii) hold any other positions with the Company or any of its subsidiaries; (iii) hold other major appointments and professional qualifications; (iv) has any other relationship with any Directors, supervisors, senior management or substantial shareholders or controlling shareholders of the Company; and (v) he has no interest in the issued share capital of the Company within the meaning of Part XV of the SFO.

Mr. Lee have confirmed that there is no other information relating to their appointment which is required to be disclosed pursuant to the requirements under Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Listing Rules. There is also no further information that needs to be brought to the attention of the shareholders of the Company in relation to above appointment.

**Mr. Li Jun Heng (李俊衡)**

Mr. Li Jun Heng (“**Mr. Li**”), aged 54, has about 25 years’ experience in corporate investment and business management, particularly comprehensive logistics, port cargo internet and large-sale commodity trading digital platforms solid experience in China, Asia and Europe. Mr. Li is currently an executive deputy director of the China Port Logistics Association. He has great contributions to the countries along the Belt and Road in respect of planning and layout of ports, road and railway and sea transportation network, and planning of warehousing. Mr. Li is currently an executive director of Kazakhstan Potash Corporation Limited which is listed on the Australia Stock Exchange.

Mr. Li has not entered into any director’s service contract with the Company. Mr. Li has not been appointed for a fixed term of service. No fixed emolument will be paid by the Company to Mr. Li, but he is entitled to a bonus to be determined by the Board with recommendation from the remuneration committee of the Board by reference to the business performance of the Company and Mr. Li.

Mr. Li has confirmed that, as at the date hereof and save as disclosed above, (i) he does not hold any directorships in any other publicly listed companies whether in Hong Kong or overseas in the last three years immediately preceding the date of his appointment; (ii) he does not hold any other positions with the Company or any of its subsidiaries; (iii) he does not have any interests in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance; and (iv) he has no relationships with any Directors, senior management, substantial or controlling shareholder of the Company.

Save as disclosed above, Mr. Li has confirmed that there is no other information relating to his appointment which is required to be disclosed pursuant to the requirements under Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Listing Rules. There is also no further information that needs to be brought to the attention of the shareholders of the Company in relation to his re-election.

\* *For transliteration purpose only*

## NOTICE OF EGM



### CHINA CLOUD COPPER COMPANY LIMITED

### 中國雲銅股份有限公司

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

**(Stock Code: 33)**

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “EGM”) of China Cloud Copper Limited (the “Company”) will be held at 19/F., One Hennessy, 1 Hennessy Road, Wan Chai, Hong Kong on Friday, 10 January 2020 at 9:30 a.m. for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolutions as ordinary resolutions:

#### ORDINARY RESOLUTIONS

- (1) **THAT** Ms. Cheung Kwan be and is hereby removed as an executive director of the Company.
- (2) **THAT** Mr. Huang Zewu be and is hereby removed as an executive director of the Company.
- (3) **THAT** Mr. Wang Xin be and is hereby removed as a non-executive director of the Company.
- (4) **THAT** Mr. Wong Lap Wai be and is hereby removed as an independent non-executive director of the Company.
- (5) **THAT** Ms. Yu Shan be and is hereby removed as an independent non-executive director of the Company.
- (6) **THAT** Mr. Liew Fui Kiang be and is hereby removed as a non-executive director of the Company.
- (7) **THAT** Mr. Li Guangjian be and is hereby removed as an independent non-executive director of the Company.
- (8) **THAT** any other directors of the Company appointed to the board of directors of the Company during the period between 3 December 2019 and the conclusion of the EGM (other than Mr. Ng Yu, Mr. Wei Weicheng, Mr. Huang Shao Long, Mr. Lin Feng and Mr. Lee Cheuk Fung Jerff if applicable) be and are hereby removed.
- (9) **THAT** Mr. Ng Yu be and is hereby re-elected as an executive director of the Company.

## NOTICE OF EGM

- (10) **THAT** Mr. Wei Weicheng be and is hereby re-elected as an executive director of the Company.
- (11) **THAT** Mr. Li Junheng be and is hereby re-elected as an executive director of the Company.
- (12) **THAT** Mr. Huang Shao Long be and is hereby appointed as an executive director of the Company.
- (13) **THAT** Mr. Lin Feng be and is hereby appointed as an executive director of the Company.
- (14) **THAT** Mr. Lee Cheuk Fung Jerff be and is hereby appointed as an executive director of the Company.

By Order of the Board  
**China Cloud Copper Company Limited**  
**Ng Yu**  
*Chairman and Executive Director*

Hong Kong, 24 December 2019

*Notes:*

1. A member of the Company (the “**Shareholder**”) entitled to attend and vote at the EGM convened by the above notice is entitled to appoint one or, if such Shareholder is a holder of more than one share, more proxies to attend and vote in his stead. A proxy need not be a Shareholder.
2. The record date for determining the entitlement of the shareholders of the Company to attend and vote at the EGM will be Tuesday, 7 January 2020. In order to be eligible to attend and vote at the meeting, all transfer documents accompanied by the relevant share certificate(s) must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 6 January 2020.
3. Where there are joint registered holders of any share of the Company, any one of such holders may vote at the EGM, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such holders be present at the EGM personally or by proxy, that one of such holders so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
4. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer attorney or other person authorised to sign the same.
5. Completion and delivery of the form of proxy will not preclude the Shareholder from attending and voting in person at the EGM if the Shareholder so desires and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

*As at the date of this notice, the Board comprises five executive Directors, namely Mr. Ng Yu, Mr. Wei Weicheng, Mr. Sun Yu, Mr. Li Jun Heng and Ms. Zhao Hong Mei; and two independent non-executive Directors, namely Mr. Anthony Espina and Mr. Wang Jun Sheng.*