

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in 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 **HNA Infrastructure Company Limited**, you should at once hand this circular together with the enclosed form of proxy to the purchaser or other transferees or to the bank, stockbroker or other agent through whom the sale or transfer was affected for transmission to the purchaser or the transferee.

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海航基礎股份有限公司
HNA Infrastructure Company Limited*

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

(Stock code: 357)

**PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION,
PROPOSED RE-ELECTION OF A NON-EXECUTIVE DIRECTOR,
PROPOSED APPOINTMENT OF AN EXECUTIVE DIRECTOR AND
PROPOSED RE-ELECTION OF A SUPERVISOR
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A letter from the Board is set out on pages 3 to 9 of this circular.

A notice convening the EGM to be held at 10:00 a.m. on Friday, 3 July 2015 at the meeting room of the Company on 3rd Floor, Office Building of Meilan Airport, Haikou City, Hainan Province, the PRC is set out on pages 10 to 12 of this circular. Whether or not you are able to attend the meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon, and in both cases in any event not later than 24 hours before the time appointed for holding the meeting. Completion and return of the form of proxy shall not preclude you from attending and voting at the meeting or any adjourned meeting should you so desire.

* For identification purposes only

CONTENTS

	<i>Pages</i>
Definitions	1
Letter from the Board	
Introduction	3
Proposed amendments to articles of association	4
Proposed re-election of a non-executive director	5
Proposed appointment of an executive director	6
Proposed re-election of a supervisor	6
EGM	8
Book closure	8
Recommendations	9
Notice of the Extraordinary General Meeting	10

DEFINITIONS

Unless the context requires otherwise, the following expressions shall have the following meanings in this circular:

“Articles of Association”	the articles of association of the Company, as amended, modified or otherwise supplemented from time to time
“Board”	the board of Directors of the Company
“Company”	海航基礎股份有限公司 (HNA Infrastructure Company Limited*), a joint stock company incorporated in the PRC with limited liability
“controlling shareholder(s)”	has the meaning ascribed under the Listing Rules
“Director(s)”	director(s) of the Company
“Domestic Share(s)”	domestic invested shares in the share capital of the Company, with a par value of RMB1.00 each, which are subscribed for and paid up in RMB by PRC investors
“EGM”	the extraordinary general meeting of the Company to be held at 10:00 a.m. on Friday, 3 July 2015 at the meeting room of the Company on 3rd Floor, Office Building of Meilan Airport, Haikou City, Hainan Province, the PRC
“H Share(s)”	overseas listed foreign shares of RMB1.00 each in the share capital of the Company which are listed on the Stock Exchange and traded in Hong Kong dollars
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China (excluding, for the purpose of this circular, Hong Kong, the Macau Special Administrative Region and Taiwan)
“RMB”	renminbi, the lawful currency of the PRC

DEFINITIONS

“Share(s)”	share(s) of the Company listed on the Stock Exchange
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



海航基礎股份有限公司 HNA Infrastructure Company Limited*

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

(Stock code: 357)

Executive Directors:

Wang Zhen (Chairman, Authorized Representative)

Yang Xiaobin (President)

Zhang Peihua

Registered Office:

Office Building of Meilan Airport

Haikou City

Hainan Province, the PRC

Non-executive Directors:

Hu Wentai (Vice-chairman)

Chan Nap Kee, Joseph

Yan Xiang

Principal Place of Business

in Hong Kong:

Units 2606A-2608

26th Floor Island Place Tower

510 King's Road

North Point

Hong Kong

Independent Non-executive Directors:

He Linji

Fung Ching, Simon

George F. Meng

Deng Tianlin

To the Shareholders

Dear Sir/Madam,

**PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION,
PROPOSED RE-ELECTION OF A NON-EXECUTIVE DIRECTOR,
PROPOSED APPOINTMENT OF AN EXECUTIVE DIRECTOR AND
PROPOSED RE-ELECTION OF A SUPERVISOR
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A. INTRODUCTION

The purpose of this circular is to provide you with information in relation to the proposed amendments to Articles of Association, the proposed re-election of a non-executive Director, proposed appointment of an executive Director and proposed re-election of a supervisor and to give you notice of the EGM to consider and, if thought fit, to approve the resolutions at the EGM.

* For identification purposes only

LETTER FROM THE BOARD

B. PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

Subject to the approval by the Shareholders, the Board proposes to amend the Articles of Association. The proposed amendments to the Articles of Association are for the purposes to reflect the latest business scope of the Company as a result of the change of registered business scope of the Company.

The Board proposes to amend Article 11 of the Articles of Association of the Company.

The original Article 11 is:

“Activities examined and authorized by the department in charge of company examination and approval form the scope of business of the Company.

Business scope of the Company: To provide aircraft transportation, passenger services and ground handling services for domestic and foreign airlines as well as transfer and transit passengers; lease aviation business spaces and commercial and office properties in the terminals and provide a wide range of services; build and operate aeronautical and auxiliary properties and facilities in the airport; provide cargo warehousing (excluding dangerous articles), packaging, handling and transport services; and provide retail sales of jet fuel, hardware, electric appliance, electronic products and communication devices, grocery, textile, arts and crafts as well as magazines to (among others) airlines or passengers within the premises of the airport. (Licenses are obtained for any business activities requiring administrative permit)”

Amended as:

“Activities examined and authorized by the department in charge of company examination and approval form the scope of business of the Company.

Business scope of the Company: To provide aircraft transportation, passenger services and ground handling services for domestic and foreign airlines as well as transfer and transit passengers; lease aviation business spaces and commercial and office properties in the terminals and provide a wide range of services; build and operate aeronautical and auxiliary properties and facilities in the airport; provide cargo warehousing (excluding dangerous articles), packaging, handling and transport services; and provide retail sales of jet fuel, hardware, electric appliance, electronic products and communication devices, grocery, textile, arts and crafts, magazines as well as vehicles maintenance to (among others) airlines or passengers within the premises of the airport. (Licenses are obtained for any business activities requiring administrative permit)”

It is proposed that the Shareholders shall authorize the Board to do all such things as necessary in respect of the amendments to the Articles of Association pursuant to the requirements (if any) under domestic or overseas laws or under the rules of any stock exchange on which any securities of the Company is listed.

LETTER FROM THE BOARD

The Board confirms that there is nothing unusual about the proposed amendments to the Articles of Association for a company listed in Hong Kong.

The proposed amendments to the Articles of Association are subject to approval of the Shareholders by way of special resolution at the EGM and the approval of and registration or filing with the relevant PRC government authorities.

C. PROPOSED RE-ELECTION OF A NON-EXECUTIVE DIRECTOR

Since the term of service of Mr. Hu Wentai (胡文泰先生) (“**Mr. Hu**”) as a non-executive Director of the Company will expire on 29 May 2015, subject to the approval by the Shareholders, the Board proposes to re-elect Mr. Hu as a non-executive Director of the Company with effect from the date of the EGM.

In order to allow the Shareholders of the Company to make an informed decision in respect of the proposed re-election, the biographical details of Mr. Hu is set out below pursuant to Rule 13.51(2) of the Listing Rules.

Mr. Hu, aged 60, graduated from Logistics Institute of the P.L.A. Navy* (海軍後勤學校) majoring in law in 1979. Mr. Hu was re-appointed as a non-executive director of the Company in May 2012 and has been serving as vice chairman of the Board since August 2008. He has also served as a member of the strategic committee of the Board of the Company. Mr. Hu worked as the general manager of Hainan Henghe Property Management Co., Ltd.* (海南恒禾物業管理有限公司) in August 2000 and the executive vice president of Haikou Meilan Airport Co., Ltd.* (海口美蘭機場有限責任公司) from August 2000 to September 2002. Since Mr. Hu joined the Company in 2002, he has held a number of senior positions in the Company, including the chief operating officer and vice president of the Company. He served as the chairman of Haikou New City Area Construction Development Co., Ltd.* (海口新城區建設開發有限公司) from February 2006 to July 2007 and was also the deputy general manager of Beijing HNA Realty Group Co., Ltd.* (北京海航地產集團有限公司) in February 2006. From July 2007 to August 2008, he was the vice president of the Company. Mr. Hu has extensive experience in the area of airport management and project construction.

Mr. Hu will be appointed for a term of three years commencing from the grant of approval at the EGM of the Company and subject to re-election in accordance with the Articles of Association of the Company or pursuant to the Listing Rules. The remuneration of Mr. Hu as non-executive Director will be determined with reference to the remuneration policies as approved at the annual general meeting of the Company.

Save as disclosed above, Mr. Hu (i) has not held any other directorship in listed public companies in the last three years; (ii) does not have any relationship with any other Directors, supervisors and senior management of the Company or substantial shareholders or controlling shareholders of the Company; and (iii) was not interested in any Shares of the Company as defined in Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). There is no information which is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

LETTER FROM THE BOARD

D. PROPOSED APPOINTMENT OF AN EXECUTIVE DIRECTOR

Subject to the approval by the Shareholders, the Board proposes to appoint Mr. Gao Jian (高建先生) (“**Mr. Gao**”) as an executive Director of the Company with effect from the date of the EGM.

In order to allow the Shareholders of the Company to make an informed decision in respect of the proposed appointment, the biographical details of Mr. Gao is set out below pursuant to Rule 13.51(2) of the Listing Rules.

Mr. Gao, aged 34, graduated from Civil Aviation University of China* (中國民航大學) majoring in electronic information engineering. Mr. Gao has been serving as the executive vice president of the Company since March 2015.

Mr. Gao has extensive experience in the management of human resources and corporate governance. He served as a secretary in text conference and assistant to secretary of the board of directors of HNA Group Co., Ltd.* (海航集團有限公司) (the “**HNA Group**”) from October 2003 to November 2005 and from November 2005 to August 2007, respectively. He also served as the head of secretary office, director of office and deputy director of office of HNA Group from August 2007 to June 2008, from June 2008 to December 2008 and from December 2008 to June 2010, respectively. Mr. Gao served as director of human resources and vice president of Jinhai Heavy Industry Co., Ltd.* (金海重工股份有限公司) from June 2010 to September 2014 and from October 2011 to March 2015, respectively.

Mr. Gao will be appointed for a term of three years commencing from the grant of approval at the EGM of the Company and subject to re-election in accordance with the Articles of Association of the Company or pursuant to the Listing Rules. The remuneration of Mr. Gao as executive Director will be determined with reference to the remuneration policies as approved at the annual general meeting of the Company.

Save as disclosed above, Mr. Gao (i) has not held any other directorship in listed public companies in the last three years; (ii) does not have any relationship with any other Directors, supervisors and senior management of the Company or substantial shareholders or controlling shareholders of the Company; and (iii) was not interested in any Shares of the Company as defined in Part XV of the Securities and Future Ordinance (Chapter 571 of the Laws of Hong Kong). There is no information which is required to be disclosed pursuant to Rule 13.51 (2)(h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

E. PROPOSED RE-ELECTION OF A SUPERVISOR

Subject to the approval by the Shareholders, the Board proposes to re-elect Mr. Dong Guiguo (董桂國先生) (“**Mr. Dong**”) as a supervisor of the Company with effect from the date of the EGM.

LETTER FROM THE BOARD

In order to allow the Shareholders of the Company to make an informed decision in respect of the proposed appointment, the biographical details of Mr. Dong is set out below pursuant to Rule 13.51(2) of the Listing Rules.

Mr. Dong, aged 52, was re-appointed as a supervisor of the Company in May 2012 and has been serving as the chairman of the supervisory committee of the Company. He is currently also the vice chairman of HNA Infrastructure Industry Group Limited* (海航基礎產業集團有限公司). Mr. Dong graduated from Civil Aviation University of China* (中國民航大學) majoring in aircraft engine. He has pursued further studies in China Europe International Business School. He is an aviation engineer and accountant.

Mr. Dong has extensive work experience in civil aviation and finance. He has worked at civil aviation maintenance base in Beijing, Beijing Aircraft Maintenance Engineering Co., Ltd.* (北京飛機維修工程有限責任公司), purchase management department of HNA Group, airport management department of HNA Group and HNA Airport Group Co., Ltd.* (海航機場集團有限公司). Since October 2000, he has respectively served as standing deputy general manager of the aviation material center of aircraft introduction office of the procurement department of HNA Group, deputy general manager of airport management department of HNA Group, general manager of Haikou Meilan Airport Co., Ltd.* (海口美蘭機場有限責任公司), executive chairman's assistant, general manager of the planning and finance department, general manager of the project development department, vice chairman, vice president and chief financial officer of HNA Airport Group Co., Ltd.* (海航機場集團有限公司). Mr. Dong served as a director of the Company from March 2006 to October 2008, the financial officer of the Company from December 2006 to December 2008 and the chief financial director of the Company from April 2007 to December 2008.

Mr. Dong will be appointed as a term of three years commencing from the grant of approval at the EGM of the Company and subject to re-election in accordance with the Articles of Association of the Company or pursuant to the Listing Rules. The remuneration of Mr. Dong as supervisor will be determined with reference to the remuneration policies as approved at the annual general meeting of the Company.

Save as disclosed above, Mr. Dong (i) has not held any other directorship in listed public companies in the last three years; (ii) does not have any relationship with any other Directors, supervisors and senior management of the Company or substantial shareholders or controlling shareholders of the Company; and (iii) was not interested in any Shares of the Company as defined in Part XV of the Securities and Future Ordinance (Chapter 571 of the Laws of Hong Kong). There is no information which is required to be disclosed pursuant to Rule 13.51 (2)(h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

LETTER FROM THE BOARD

F. EGM

Set out on pages 10 to 12 of this circular is a notice convening the EGM to be held at 10:00 a.m. on Friday, 3 July 2015 at the meeting room of the Company on 3rd Floor, Office Building of Meilan Airport, Haikou City, Hainan Province, the PRC. At the EGM, among other things, a special resolution will be proposed to consider, and if thought fit, to approve the proposed amendments to Articles of Associations, and ordinary resolutions will be proposed to consider, and if thought fit, to approve the proposed re-election of a non-executive Director, proposed appointment of an executive Director and proposed re-election of a supervisor.

Pursuant to Rule 13.39(4) of the Listing Rules, voting at the EGM will be conducted by poll. The poll results will be published on the websites of the Company and of the Stock Exchange following the EGM.

A form of proxy for use at the EGM is accompanied with this circular. Whether or not you are able to attend EGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon, and in both cases in any event not later than 24 hours before the time appointed for holding the EGM. Completion and return of the form of proxy shall not preclude you from attending and voting at the EGM or any adjourned meeting should you so desire.

The reply slip for the EGM is also enclosed with this circular. You are reminded to complete and sign the reply slip and return the signed reply slip to the office of the Secretary Office to the board of directors of the Company at Office Building of Meilan Airport, Haikou City, Hainan Province, the PRC no later than 12 June 2015 (Friday) in accordance with the instructions printed thereon.

G. BOOK CLOSURE

The Company's register of members will be closed from 3 June 2015 (Wednesday) to 3 July 2015 (Friday) (both days inclusive), during which time no transfer will be registered. In order to qualify for attending and voting at the EGM, shareholders must deliver their instruments of transfer, accompanied by the relevant share certificates and forms of transfer, to the Company's Share Registrar and Transfer Office, Computershare Hong Kong Investor Services Limited, located at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on 2 June 2015 (Tuesday).

LETTER FROM THE BOARD

H. RECOMMENDATIONS

The Directors believe that all the resolutions proposed for consideration and approval by the Shareholders at the EGM are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all the Shareholders vote in favour of all the resolutions to be proposed at the EGM as set out in the notice of EGM.

Yours faithfully,
By Order of the Board
HNA Infrastructure Company Limited*
Wang Zhen
Chairman

Hainan, the PRC
19 May 2015

* *For identification purposes only*

NOTICE OF THE EXTRAORDINARY GENERAL MEETING



海航基礎股份有限公司 HNA Infrastructure Company Limited*

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

(Stock code: 357)

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of HNA Infrastructure Company Limited (the “Company”) will be held at 10:00 a.m. on 3 July 2015 (Friday) at the meeting room of the Company on 3rd Floor, Office Building of Meilan Airport, Haikou City, Hainan Province, the PRC for the purpose of considering and, if thought fit, passing the following resolutions:

BY WAY OF ORDINARY RESOLUTIONS

1. To consider and approve the re-election of Mr. Hu Wentai (胡文泰先生) as a non-executive director of the Company, whose emolument will be determined with reference to the remuneration policies as approved at the annual general meeting, to authorize the chairman of the board of directors (the “Board”) or any executive director of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company;
2. To consider and approve the appointment of Mr. Gao Jian (高建先生) as an executive director of the Company, whose emolument will be determined with reference to the remuneration policies as approved at the annual general meeting, to authorize the chairman of the Board or any executive director of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company;
3. To consider and approve the re-election of Mr. Dong Guiguo (董桂國先生) as a supervisor of the Company, whose emolument will be determined with reference to the remuneration policies as approved at the annual general meeting, to authorize the chairman of the Board or any executive director of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company; and
4. To consider and approve proposals (if any) put forward at such meeting by any shareholder(s) holding 5 per cent or more of the shares carrying the right to vote at such meeting;

* For identification purposes only

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

BY WAY OF SPECIAL RESOLUTIONS

5. “**THAT** the proposal by the Board to amend the Articles of Association of the Company in the manner as set out in the circular of the Company dated 19 May 2015 to the shareholders of the Company, of which this notice forms part, be and is hereby approved, and the Board be and is hereby authorized to do all such things as necessary in respect of the amendments pursuant to the requirements (if any) under domestic or overseas laws or under the rules of any stock exchange on which any securities of the Company are listed.”
6. To consider and approve the proposals (if any) put forward at such meeting by any shareholder(s) holding 5 per cent or more of the shares carrying right to vote at such meeting.

By the order of the Board
HNA Infrastructure Company Limited*
Wang Zhen
Chairman

Hainan, the PRC
19 May 2015

As at the date of this notice, the Board comprises of (i) three executive directors, namely Mr. Wang Zhen, Mr. Yang Xiaobin and Mr. Zhang Peihua; (ii) three non-executive directors, namely Mr. Hu Wentai, Mr. Chan Nap Kee, Joseph and Mr. Yan Xiang; and (iii) four independent non-executive directors, namely Mr. He Linji, Mr. Fung Ching, Simon, Mr. George F. Meng and Mr. Deng Tianlin.

Notes:

- (A) The Company’s register of members will be closed from Wednesday, 3 June 2015 to Friday, 3 July 2015 (both days inclusive), during which no transfer of shares will be registered. In order to qualify for attending and voting at the EGM, shareholders must deliver their transfer documents, accompanied by the relevant share certificates and forms of transfer, to the Company’s share registrar and transfer office, Computershare Hong Kong Investor Services Limited, located at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Tuesday, 2 June 2015.
- (B) Holders of the overseas listed foreign shares (in the form of H shares) of the Company whose names appear on the Company’s register of members maintained by Computershare Hong Kong Investor Services Limited at the close of business on Tuesday, 2 June 2015 are entitled to attend and vote at the EGM after complying with the necessary registration procedures.
- (C) Holders of H shares and domestic shares of the Company, who intend to attend the EGM, must complete and return the reply slips for attending the EGM to the Secretary Office to the Board not later than 20 days before the date of the EGM, i.e. no later than Friday, 12 June 2015. Holders of H shares and domestic shares of the Company can deliver the reply slips by hand, by post or by facsimile.

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

Details of the Secretary Office to the Board are as follows:

Office Building of Meilan Airport
Haikou City
Hainan Province
PRC
Tel: (86-898) 6576 2009
Fax: (86-898) 6576 2010

- (D) Each holder of H shares who has the right to attend and vote at the EGM (or any adjournment thereof) is entitled to appoint in writing one or more proxies, whether a shareholder of the Company or not, to attend and vote on his behalf at the EGM. A proxy of a shareholder who has appointed more than one proxy may only vote on a poll.
- (E) The instrument appointing a proxy must be in writing under the hand of the appointor or his attorney duly authorized in writing. If that instrument is signed by an attorney of the appointor, the power of attorney authorizing that attorney to sign, or other documents of authorization, must be notarially certified. The instrument appointing a proxy of any holder of H shares (being a body corporate) must be affixed with the corporate seal of such holder of H shares or duly signed by the chairman of its Board or by its authorized attorney. To be valid, the form of proxy, and if the form of proxy is signed by a person under a power of attorney or other authority on behalf of the appointor, a notarially certified copy of that power of attorney or other authority, must be delivered to the Company's H shares share registrar, Computershare Hong Kong Investor Services Limited at Rooms 1712-1716, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 24 hours before the time for holding the EGM or any adjournment thereof in order for such documents to be valid.
- (F) Each holder of domestic shares of the Company is entitled to appoint in writing one or more proxies, whether a shareholder of the Company or not, to attend and vote on his behalf at the EGM. Notes (D) and (E) also apply to holders of domestic shares of the Company, except that the proxy form or other documents of authority must be delivered to secretary office to the Board, the address of which is set out in Note (C) above, not less than 24 hours before the time for holding the EGM or any adjournment thereof in order for such documents to be valid.
- (G) If a proxy attends the EGM on behalf of a shareholder, he should produce his ID card and the instrument signed by the proxy or his authorized representative, which specifies the date of its issuance. If the legal representative of the holder of legal person share(s) attends the EGM, such legal representative should produce his ID card and valid documents evidencing his capacity as such legal representative. If a holder of legal person share(s) appoints a representative of a company other than its legal representative to attend the EGM, such representative should produce his ID card and an authorization instrument affixed with the seal of the holder of the legal person shares and duly signed by its legal representative.
- (H) The EGM is expected to last not more than one day. Shareholders or proxies attending the EGM are responsible for their own transportation and accommodation expenses.
- (I) Pursuant to Rule 13.39 (4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, any vote of shareholders at a general meeting must be taken by way of poll. Accordingly, the chairman of the EGM will demand a poll in relation to all the proposed resolutions at the EGM.