
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 PAYMENT OF INTERIM DIVIDENDS;
PROPOSED APPOINTMENT OF EXECUTIVE DIRECTORS;
PROPOSED RE-ELECTION OF
AN INDEPENDENT NON-EXECUTIVE DIRECTOR;
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A letter from the Board is set out on pages 3 to 8 of this circular.

The notice given by the Company on 24 August 2017 for convening the EGM to be held at 10:00 a.m. on Monday, 16 October 2017 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 9 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*

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DEFINITIONS

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

“2017 Interim Dividends”	interim dividends of RMB0.134 per Share (before tax) in respect of the six months ended 30 June 2017 to be paid by the Company on or before Thursday, 30 November 2017 to Shareholders whose names appear on the Company’s register of members on Monday, 30 October 2017
“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
“Company”	HNA Infrastructure Company Limited* (海航基礎股份有限公司), a joint stock company incorporated in the PRC with limited liability
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at 10:00 a.m. on Monday, 16 October 2017 at the meeting room of the Company on 3rd Floor, Office Building of Meilan Airport, Haikou City, Hainan Province, the PRC
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Meilan Airport”	the civil airport known as 海口美蘭國際機場 (Haikou Meilan International Airport*) located in Haikou City, Hainan Province, the PRC
“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
“Shareholder(s)”	holder(s) of the Shares of the Company

DEFINITIONS

“Share(s)” share(s) of the Company

“Stock Exchange” The Stock Exchange of Hong Kong Limited

* *Unless otherwise specified in this circular, the English names of the PRC entities are transliteration of their Chinese names, and are included herein for identification purposes only. In the event of any inconsistency, the Chinese names shall prevail.*

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*)
Zhou Feng
Liu Shanbin

Registered Office:

Office Building of Meilan Airport
Haikou City
Hainan Province
the PRC

Non-executive Directors:

Hu Wentai
Chan Nap Kee, Joseph
Yan Xiang

*Principal Place of Business
in Hong Kong:*

Suites 5811-5814, 58/F.
Two International Finance Centre
No. 8 Finance Street
Central
Hong Kong

Independent Non-executive Directors:

Deng Tianlin
Fung Ching, Simon
George F Meng
He Linji

To the Shareholders,

Dear Sir/Madam,

**PROPOSED PAYMENT OF INTERIM DIVIDENDS;
PROPOSED APPOINTMENT OF EXECUTIVE DIRECTORS;
PROPOSED RE-ELECTION OF
AN INDEPENDENT NON-EXECUTIVE DIRECTOR;
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A. INTRODUCTION

The purpose of this circular is to provide you with information in relation to (i) the proposed payment of 2017 Interim Dividends; (ii) the proposed appointment of the executive Directors; and (iii) the proposed re-election of an independent non-executive Director and to give notice of the EGM to consider and, and if thought fit, to approve the resolutions set out above at the EGM.

LETTER FROM THE BOARD

B. PROPOSED PAYMENT OF INTERIM DIVIDENDS

Subject to the approval of the Shareholders at the EGM, the Board proposes to pay the 2017 Interim Dividends of RMB0.134 per Share (before tax) on or before Thursday, 30 November 2017 to Shareholders whose names appear on the Company's register of members on Monday, 30 October 2017, and to authorise the Directors to take necessary actions required under the applicable laws and regulations in connection thereto.

C. PROPOSED APPOINTMENT OF EXECUTIVE DIRECTORS

Subject to the approval by the Shareholders at the EGM, the Board proposes to appoint each of Mr. Tu Haidong (涂海東先生) (“**Mr. Tu**”) and Mr. Wu Jian (吳健先生) (“**Mr. Wu**”) as an executive Director. Mr. Tu has also been appointed as the president of the Company by the Board with effect from 24 August 2017.

In order to allow the Shareholders to conduct the vote in respect of the proposed appointment, the biographical details of Mr. Tu and Mr. Wu are set out below pursuant to the Rule 13.51(2) of the Listing Rules.

The biographical details of Mr. Tu are as follows:

Mr. Tu Haidong, aged 39, graduated from Nanjing Audit University* (南京審計大學) (formerly known as Nanjing Audit College) majoring in audit, and was appointed as the vice president of the Company on 29 March 2016. He successively served in HNA Group Company Limited* (海航集團有限公司) as an auditor of audit and legal affairs office, an auditor of hotel industry, the head of audit, the reform assistant, the manager of audit office, the deputy general manager of audit and legal affairs office, the director of the audit division, the general manager of engineering management department and the general manager of the infrastructure construction department from September 2000 to April 2011. He successively served in HNA Holding Group Co., Ltd.* (海航實業控股(集團)有限公司) as the general manager of construction management department, the president assistant and the general manager of the real estate department, in Yangpu Guoxing Construction Co., Ltd.* (洋浦國興工程建設有限公司) as the chairman and general manager, in HNA Real Estate Holdings Co., Ltd.* (海航地產控股(集團)有限公司) as the chairman and president, and in HNA Infrastructure Holdings Group Co., Ltd.* (海航實業控股(集團)有限公司) as the president of the real estate department from December 2012 to December 2013. He successively served in Hainan International Tourism Island Development and Construction Group Co., Ltd.* (海航國際旅遊島開發建設(集團)有限公司) as the president and the general manager of the chief engineering office from December 2013 to March 2014. He also served in Hainan Meilan International Airport Company Limited* (海南美蘭國際機場股份有限公司) as the deputy general director of the infrastructure expansion command office from October 2014 to March 2016. Mr. Tu has extensive experience in corporate governance and infrastructure construction management.

LETTER FROM THE BOARD

Mr. Tu (i) has not held any other directorships 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 as defined in Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “SFO”). 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.

Mr. Tu was appointed as the president for a term of three years commencing from 24 August 2017, and will be appointed as an executive Director for a term of three years commencing from the grant of approval at the EGM, both of which are subject to re-election in accordance with the Articles of Association or pursuant to the Listing Rules. The remuneration of Mr. Tu as an executive Director will be determined according to the remuneration policies as approved at the annual general meeting of the Company.

The biographical details of Mr. Wu are as follows:

Mr. Wu Jian, aged 40, graduated from Civil Aviation University of China* (中國民用航空大學), majoring in computer science, has the professional title of assistant engineer and was re-appointed as deputy general manager of the Company on 29 March 2016. He served in Haikou Meilan International Airport Co., Ltd.* (海口美蘭國際機場有限責任公司) as the technical engineer from July 1999 to August 2000. He successively served in Hainan Airlines Aviation Information System Co., Ltd.* (海南海航航空信息系統有限公司) as a system engineer of the customer service department, a development engineer of the application development department, a system engineer of the operation department, the administrator of the expert group for technical support, the planning administrator of the service planning center and the manager of the service support department from April 2001 to July 2008, as the manager of the service operation department of the service support center from July 2008 to May 2009, as the general manager of the IT service department from May 2009 to November 2010 and as the president assistant from November 2010 to December 2011. He served in HNA Airport Group Company Limited* (海航機場集團有限公司) as the general manager of the information management department from November 2010 to July 2011, as the deputy leader of the intelligent airport leader group and the director of the permanent office from July 2011 to February 2012, and as the general manager of the operation management department from February 2012 to July 2012. He served in HNA Infrastructure Industry Group Limited* (海航基礎產業集團有限公司) as the deputy general manager of airport affairs department from July 2012 to November 2012. He also served in HNA Infrastructure Holdings Group Co., Ltd.* (海航實業控股(集團)有限公司) as the manager of the intelligent construction center of the airport management affairs department from November 2012 to March 2013. Mr. Wu has extensive experience in the implementation of airport IT system and intelligent system.

LETTER FROM THE BOARD

Mr. Wu (i) has not held any other directorships 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 as defined in Part XV of the SFO. 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.

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

D. PROPOSED RE-ELECTION OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR

Subject to the approval by the Shareholders at the EGM, the Board proposes to re-elect Mr. Deng Tianlin (鄧天林先生) (“**Mr. Deng**”) as an independent non-executive Director.

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

Mr. Deng Tianlin, aged 68, was appointed as an independent non-executive Director of the Company in November 2014, and served as the chairman of the compensation committee, the chairman of the audit committee, the member of the nominating committee and the member of the strategy committee of the Company. Mr. Deng is a certified public accountant, a senior member of the Chinese Institute of Certified Public Accountants* (中國註冊會計師協會) and a senior accountant, and was a guest professor of Hainan University* (海南大學). He previously served, among others, as the section chief in the personnel division of Hubei Provincial Department of Finance* (湖北省財政廳), a deputy director of Fang County Tax Bureau in Hubei Province* (湖北省房縣稅務局), the chief of the loan section of the World Bank Group and a deputy director of the Department of Agricultural Tax* (農業稅處). Mr. Deng was appointed by the Organization Department of the CPC Central Committee* (中央組織部) to Hainan Provincial Department of Finance* (海南省財政廳) as a director of the accounting department and the secretary general of Hainan Provincial Institute of Certified Public Accountants* (海南省註冊會計師協會) in 1990. Mr. Deng retired in 2009 and has been an independent director of Hainan Airlines Holding Co., Ltd.* (海南航空控股股份有限公司) since April 2012. Mr. Deng has extensive experience in the field of finance and accounting.

Save as disclosed above, Mr. Deng (i) has not held any other directorships 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 as defined in Part XV

LETTER FROM THE BOARD

of the SFO. 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.

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

E. THE EGM

Set out on pages 9 to 12 of this circular is the notice given by the Company on 24 August 2017 for convening the EGM to be held at 10:00 a.m. on Monday, 16 October 2017 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, ordinary resolutions will be proposed to consider, and if thought fit, to approve (i) the proposed payment of 2017 Interim Dividends; (ii) the proposed appointment of executive Directors; and (iii) the proposed re-election of an independent non-executive Director.

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 the 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 secretary office to the Board at Office Building of Meilan Airport, Haikou City, Hainan Province, the PRC no later than Tuesday, 26 September 2017 in accordance with the instructions printed thereon.

F. BOOK CLOSURE

The Company's register of members will be closed from Saturday, 16 September 2017 to Monday, 16 October 2017 (both days inclusive), during which time no transfer of Shares will be registered. In order to qualify for attending and voting at the EGM, the 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, Wan Chai, Hong Kong no later than 4:30 p.m. on Friday, 15 September 2017.

LETTER FROM THE BOARD

The Company's register of members will be closed from Wednesday, 25 October 2017 to Monday, 30 October 2017 (both days inclusive), during which time no transfer of Shares will be registered. In order to qualify for the entitlement of the 2017 Interim Dividends, the 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, Wan Chai, Hong Kong no later than 4:30 p.m. on Tuesday, 24 October 2017. The Company will pay the 2017 Interim Dividends on or before Thursday, 30 November 2017 upon the approval of the EGM.

G. 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 Province, the PRC
24 August 2017

NOTICE OF 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 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 Monday, 16 October 2017 at the meeting room of the Company on 3rd Floor, Office Building of Meilan Airport, Haikou City, Hainan Province, the People’s Republic of China (the “**PRC**”) for the purpose of considering and, if thought fit, passing the following resolutions:

ORDINARY RESOLUTIONS

1. To consider and approve interim dividends distribution in respect of the six months ended 30 June 2017;
2. To consider and approve the appointment of Mr. Tu Haidong (涂海東先生) 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 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;
3. To consider and approve the appointment of Mr. Wu Jian (吳健先生) 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;
4. To consider and approve the re-election of Mr. Deng Tianlin (鄧天林先生) as an independent 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 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

* *For identification purposes only*

NOTICE OF EXTRAORDINARY GENERAL MEETING

5. 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.

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

Hainan Province, the PRC
24 August 2017

As at the date of this announcement, the Board comprises of (i) four executive directors, namely Mr. Wang Zhen, Mr. Yang Xiaobin, Mr. Zhou Feng and Mr. Liu Shanbin; (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. Deng Tianlin, Mr. Fung Ching, Simon, Mr. George F Meng and Mr. He Linji.

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

- (A) The Company's register of members will be closed from Saturday, 16 September 2017 to Monday, 16 October 2017 (both days inclusive), during which time no transfer will be registered. In order to qualify for attending and voting at the EGM, the shareholders of the Company (the "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, Wan Chai, Hong Kong no later than 4:30 p.m. on Friday, 15 September 2017.

The Company's register of members will be closed from Wednesday, 25 October 2017 to Monday, 30 October 2017 (both days inclusive), during which time no transfer of shares of the Company will be registered. In order to qualify for the entitlement of the interim dividends of RMB0.134 per Share (before tax) in respect of the six months ended 30 June 2017 (the "2017 Interim Dividends"), the 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, Wan Chai, Hong Kong no later than 4:30 p.m. on Tuesday, 24 October 2017. The Company will pay the 2017 Interim Dividends on or before Thursday, 30 November 2017 upon the approval of the EGM.

- (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 Friday, 15 September 2017 are entitled to attend and vote at the EGM after complying with the necessary registration procedures.

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 Monday, 30 October 2017 are entitled to receive the 2017 Interim Dividends 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 Tuesday, 26 September 2017. Holders of H shares and domestic shares of the Company can deliver the reply slips by hand, by post or by facsimile.

Details of the secretary office to the Board are as follows:

Office Building of Meilan Airport
Haikou City
Hainan Province
the PRC
Tel: (86-898) 6996 6999
Fax: (86-898) 6996 8999

- (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 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, Wan Chai, 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.

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (F) Each holder of domestic Shares is entitled to appoint in writing one or more proxies, whether a Shareholder or not, to attend and vote on his behalf at the EGM. Notes (D) and (E) also apply to holders of domestic Shares, except that the form of proxy 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.