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If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult a 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 Mining Resources Group Limited**, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or the transferee or to the bank or stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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中國礦業資源集團有限公司*
China Mining Resources Group Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 00340)

**PROPOSED SHARE CONSOLIDATION
AND
NOTICE OF SPECIAL GENERAL MEETING**

A notice convening the special general meeting of China Mining Resources Group Limited to be held at Room 1306, 13/F., Bank of America Tower, 12 Harcourt Road, Admiralty, Hong Kong on Friday, 27 April 2018 at 3:00 p.m. (or immediately after the conclusion or the adjournment of the annual general meeting of the Company to be held at the same venue and on the same day at 2:30 p.m.) or any adjournment thereof is set out on pages 14 to 16 of this circular. Whether or not you intend to be present at the special general meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as practicable to the branch share registrar of China Mining Resources Group Limited in Hong Kong, Union Registrars Limited, located at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong and in any event not later than 48 hours before the time appointed for the holding of 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 special general meeting or any adjournment thereof should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

* For identification purpose only

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DEFINITIONS

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

“Board”	board of Directors
“Business Day”	a day (other than a Saturday, Sunday and any day on which a tropical cyclone warning no. 8 or above is hoisted or on which a “black” rainstorm warning is hoisted between 9:00 a.m. and 5:00 p.m.) on which licensed banks are generally open for business in Hong Kong throughout their normal business hours
“Bye-Laws”	bye-laws of the Company
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Company”	China Mining Resources Group Limited, a company incorporated in Bermuda with limited liability and the issued ordinary Shares of which are listed on the Main Board of the Stock Exchange
“Consolidated Ordinary Share(s)”	ordinary share(s) of HK\$0.10 each in the capital of the Company after the Share Consolidation becoming effective, whether issued or unissued
“Consolidated Preference Share(s)”	convertible preference share(s) of HK\$0.10 each in the capital of the Company after the Share Consolidation becoming effective, whether issued or unissued
“Consolidated Share(s)”	collectively, the Consolidated Ordinary Shares and the Consolidated Preference Shares
“Director(s)”	director(s) of the Company
“Existing Ordinary Share(s)”	ordinary share(s) of HK\$0.01 each in the capital of the Company before the Share Consolidation becoming effective, whether issued or unissued

DEFINITIONS

“Existing Preference Share(s)”	convertible preference share(s) of HK\$0.01 each in the capital of the Company before the Share Consolidation becoming effective, whether issued or unissued
“Existing Share(s)”	collectively, the Existing Ordinary Shares and Existing Preference Shares
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	27 March 2018, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“SGM”	the special general meeting of the Company to be held at Room 1306, 13/F., Bank of America Tower, 12 Harcourt Road, Admiralty, Hong Kong on Friday, 27 April 2018 at 3:00 p.m. (or immediately after the conclusion or the adjournment of the annual general meeting of the Company to be held at the same venue and on the same day at 2:30 p.m.) or any adjournment thereof
“Shareholder(s)”	holder(s) of the Shares
“Share(s)”	the Existing Share(s) and/or the Consolidated Share(s), as the case may be, whether issued or unissued

DEFINITIONS

“Share Consolidation”	the proposed consolidation of: (i) every ten Existing Ordinary Shares of HK\$0.01 each in the capital of the Company into one Consolidated Ordinary Share of HK\$0.10; and (ii) every ten Existing Preference Shares of HK\$0.01 each in the capital of the Company into one Consolidated Preference Share of HK\$0.10
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

EXPECTED TIMETABLE

The expected timetable for the Share Consolidation is set out below. The expected timetable is subject to the results of the SGM and is therefore for indicative purpose only. Any change to the expected timetable will be announced in a separate announcement by the Company as and when appropriate. All times and dates in this circular refer to Hong Kong local times and dates.

Event Date

Latest date and time for lodging transfer documents in order to qualify for attending and voting at the SGM 4:00 p.m. on Monday, 23 April 2018

Closure of register of members for determining the entitlement to attend and vote at the SGM. from Tuesday, 24 April 2018 to Friday, 27 April 2018 (both days inclusive)

Latest date and time for lodging forms of proxy for the SGM (not less than 48 hours prior to the time of the SGM) 3:00 p.m. on Wednesday, 25 April 2018

Expected date of the SGM. 3:00 p.m. on Friday, 27 April 2018 (or immediately after the conclusion or the adjournment of the annual general meeting of the Company to be held on Friday, 27 April 2018 at 2:30 p.m.)

Announcement of poll results of the SGM. Friday, 27 April 2018

Effective date of the Share Consolidation Monday, 30 April 2018

Dealing in the Consolidated Ordinary Shares commences 9:00 a.m. on Monday, 30 April 2018

EXPECTED TIMETABLE

Original counter for trading in the Existing Ordinary Shares
in board lots of 2,000 Existing Ordinary Shares (in the form
of existing share certificates) temporarily closes 9:00 a.m. on Monday,
30 April 2018

Temporary counter for trading in the Consolidated Ordinary Shares
in board lots of 200 Consolidated Ordinary Shares
(in the form of existing share certificates) opens 9:00 a.m. on Monday,
30 April 2018

First day of free exchange of existing share certificates for
new share certificates for the Consolidated Ordinary Shares Monday, 30 April 2018

Original counter for trading in the Consolidated Ordinary Shares in
board lots of 2,000 Consolidated Ordinary Shares (in the form of
existing share certificates) re-opens. 9:00 a.m. on Tuesday,
15 May 2018

Parallel trading in the Consolidated Ordinary Shares (in the form
of new share certificates for the Consolidated Ordinary Shares and
existing share certificates) commences 9:00 a.m. on Tuesday,
15 May 2018

Designated broker starts to stand in the market to
provide matching services for odd lots of the
Consolidated Ordinary Shares 9:00 a.m. on Tuesday,
15 May 2018

Temporary counter for trading in the Consolidated Ordinary Shares
in board lots of 200 Consolidated Ordinary Shares
(in the form of existing share certificates) closes. 4:00 p.m. on Tuesday,
5 June 2018

Parallel trading in the Consolidated Ordinary Shares (in the form
of new share certificates for the Consolidated Ordinary Shares
and existing share certificates) ends 4:00 p.m. on Tuesday,
5 June 2018

EXPECTED TIMETABLE

Designated broker ceases to stand in the market to
provide matching services for odd lots of the

Consolidated Ordinary Shares 4:00 p.m. on Tuesday,
5 June 2018

Last day for free exchange of existing share
certificates for new share certificates for the

Consolidated Ordinary Shares Thursday, 7 June 2018

LETTER FROM THE BOARD



中國礦業資源集團有限公司*

China Mining Resources Group Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 00340)

Executive Directors:

Mr. FANG Yi Quan
Mr. YEUNG Kwok Kuen (*Chief Financial Officer*)
Mr. SHI Xing Zhi
Mr. SHI Sheng Li

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Independent Non-executive Directors:

Mr. CHU Kang Nam
Mr. NGAI Sai Chuen
Mr. LIANG Xu Shu
Mr. LEUNG Ka Wo

*Head office and principal place
of business in Hong Kong:*

Room 1306, 13th Floor
Bank of America Tower
12 Harcourt Road
Admiralty
Hong Kong

29 March 2018

To the Shareholders

Dear Sir or Madam,

PROPOSED SHARE CONSOLIDATION AND NOTICE OF SPECIAL GENERAL MEETING

INTRODUCTION

References are made to the announcements of the Company dated 20 March 2018 and 27 March 2018 which contained information in relation to the proposed Share Consolidation.

The purpose of this circular is to provide you with information regarding resolution to be proposed at the SGM relating to the proposed Share Consolidation and to give you the notice of the SGM.

* *For identification purpose only*

LETTER FROM THE BOARD

PROPOSED SHARE CONSOLIDATION

The Board proposes to implement the Share Consolidation whereby (i) every ten Existing Ordinary Shares of HK\$0.01 each will be consolidated into one Consolidated Ordinary Share of HK\$0.10; and (ii) every ten Existing Preference Shares of HK\$0.01 each will be consolidated into one Consolidated Preference Share of HK\$0.10.

Effects of the Share Consolidation

As at the Latest Practicable Date, the authorised share capital of the Company is HK\$5,000,000,000, comprising of (i) 462,238,100,000 Existing Ordinary Shares of HK\$0.01 each, of which 28,422,722,211 Existing Ordinary Shares have been issued and are fully paid or credited as fully paid, and (ii) 37,761,900,000 Existing Preference Shares of HK\$0.01 each, of which no Existing Preference Shares are in issue. Assuming no further Existing Shares will be issued or repurchased between the Latest Practicable Date and the date of the SGM, immediately after the Share Consolidation becoming effective, the authorised share capital of the Company will become HK\$5,000,000,000, comprising of (i) 46,223,810,000 Consolidated Ordinary Shares of HK\$0.10 each, of which 2,842,272,221 Consolidated Ordinary Shares (which are fully paid or credited as fully paid) will be in issue, and (ii) 3,776,190,000 Consolidated Preference Shares of HK\$0.10 each, of which none will be in issue. Upon the Share Consolidation becoming effective, the Consolidated Ordinary Shares shall rank pari passu in all respects with each other and the Consolidated Preference Shares shall rank pari passu in all respects with each other.

Other than the expenses to be incurred in relation to the Share Consolidation, the implementation of the Share Consolidation will not alter the underlying assets, business operations, management or financial position of the Company or the proportionate interests or rights of the Shareholders.

Conditions of the Share Consolidation

The implementation of the Share Consolidation is conditional upon:

- (i) the passing of an ordinary resolution by the Shareholders at the SGM to approve the Share Consolidation; and
- (ii) the Stock Exchange granting the listing of, and permission to deal in, the Consolidated Ordinary Shares.

The Share Consolidation will become effective on the next Business Day immediately following the fulfilment of the above conditions.

LETTER FROM THE BOARD

Listing Application

An application will be made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Consolidated Ordinary Shares to be in issue upon the Share Consolidation becoming effective.

Subject to the granting of the listing of, and permission to deal in, the Consolidated Ordinary Shares on the Stock Exchange, as well as compliance with the stock admission requirements of the HKSCC, the Consolidated Ordinary Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Ordinary Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements will be made for the Consolidated Ordinary Shares to be admitted into CCASS established and operated by HKSCC.

None of the Existing Shares are listed or dealt in on any stock exchange other than the Stock Exchange, and at the time the Share Consolidation becomes effective, the Consolidated Ordinary Shares in issue will not be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal is being or is proposed to be sought.

Adjustments in relation to other securities of the Company

As at the Latest Practicable Date, the Company has no outstanding options, warrants or other securities in issue which are convertible into or giving rights to subscribe for, convert or exchange into, any Existing Shares or Consolidated Shares, as the case may be.

REASONS FOR THE SHARE CONSOLIDATION

Pursuant to Rule 13.64 of the Listing Rules, where the market price of the securities of the issuer approaches the extremities of HK\$0.01 or HK\$9,995.00, the Stock Exchange reserves the right to require the issuer either to change the trading method or proceed with a consolidation or splitting of securities. Recently, the Stock Exchange has raised its concern under Rule 13.64 of the Listing Rules as the share price of the Company below HK\$0.10 is close to the extremity of HK\$0.01. In this regard, the Share Consolidation would enable the Company to comply with the trading requirements of the Listing Rules.

LETTER FROM THE BOARD

It is expected that the Share Consolidation will bring about a corresponding upward adjustment in the trading price per Share. It is hoped that this will make investing in the Shares more attractive to a broader range of investors, in particular to institutional investors whose house rules might otherwise prohibit or restrict trading in securities that are priced below a prescribed floor, and thus help to further broaden the shareholder base of the Company.

As at the Latest Practicable Date, the Company does not have any plan or intention of future corporate actions including but not limited to fund raising exercises which will further change the trading arrangement of the Company in the next 12 months. However, the Directors consider that they will contemplate fund raising activities whenever they think reasonably necessary.

Save for the necessary professional expenses for the implementation of the Share Consolidation, the implementation of the Share Consolidation will not alter the underlying assets, business operation, management or financial position of the Company and the interests and rights of the Shareholders.

The Board considers that the Share Consolidation is essential to achieve the abovementioned purpose. Taking into account the potential benefits and the insubstantial amount of costs to be incurred, the Board is of the view that the Share Consolidation is in the best interest of the Company and the Shareholders as a whole.

OTHER ARRANGEMENTS

Fractional entitlement to Consolidated Ordinary Shares following the Share Consolidation

Fractional Consolidated Ordinary Shares will be disregarded and will not be issued to the Shareholders but all such fractional Consolidated Ordinary Shares will be aggregated and, if possible, sold for the benefit of the Company. Fractional Consolidated Ordinary Shares will only arise in respect of the entire shareholding of a holder of the Existing Ordinary Shares of the Company regardless of the number of share certificates held by such holder.

Board lot size

Currently, the Existing Ordinary Shares are traded on the Stock Exchange in the board lot size of 2,000 Existing Ordinary Shares. Upon the Share Consolidation becoming effective, the board lot size for trading in the Consolidated Ordinary Shares will remain as 2,000 Consolidated Ordinary Shares.

LETTER FROM THE BOARD

Based on the closing price of HK\$0.088 per Existing Ordinary Share (equivalent to the theoretical closing price of HK\$0.88 per Consolidated Ordinary Share) as quoted on the Stock Exchange as at the Latest Practicable Date, the value of each board lot of the Existing Ordinary Shares is HK\$176 and the theoretical market value of each board lot of the Consolidated Ordinary Shares, assuming the Share Consolidation had become effective, would be HK\$1,760.

Arrangement on odd lot trading

In order to facilitate the trading of odd lots (if any) of the Consolidated Ordinary Shares, the Company has appointed BMI Securities Limited as an agent to provide matching services, on a best effort basis regarding the sale and purchase of odd lots of Consolidated Ordinary Shares from 9:00 a.m. on Tuesday, 15 May 2018 to 4:00 p.m. on Tuesday, 5 June 2018 (both dates inclusive). Shareholders who wish to acquire odd lots of the Consolidated Ordinary Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Ordinary Shares should contact Mr. MAK Kam Fung, Ken (麥淦鋒) of BMI Securities Limited at Units 909-916, 9/F., Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong (telephone number: +852 3575 1312) during the office hours of such period.

Holders of odd lots of the Consolidated Ordinary Shares should note that the matching of the sale and purchase of odd lots of the Consolidated Ordinary Shares is not guaranteed. Shareholders who are in any doubt about the odd lots matching arrangement are recommended to consult their own professional advisers.

Exchange of share certificates for Consolidated Ordinary Shares

Subject to the Share Consolidation becoming effective, which is currently expected to be on Monday, 30 April 2018, being the Business Day immediately after the date of the SGM, Shareholders may during the period from Monday, 30 April 2018 to Thursday, 7 June 2018 (both days inclusive), submit their existing share certificates in beige colour for the Existing Ordinary Shares to the Company's branch share registrar in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong to exchange for new share certificates in green colour for the Consolidated Ordinary Shares at the expense of the Company.

Shareholders should note that after the prescribed time for free exchange of share certificates, a fee of HK\$2.50 (or such higher amount as may from time to time be allowed by the Stock Exchange) will be payable by the Shareholders to the share registrar for each existing share certificate for the Existing Ordinary Shares submitted for cancellation or each new share certificate issued for the Consolidated Ordinary Shares, whichever the number of share certificates involved is higher.

LETTER FROM THE BOARD

After 5 June 2018, trading will only be in Consolidated Ordinary Shares which share certificates will be issued in green colour. Existing share certificates in beige colour for the Existing Ordinary Shares will cease to be valid for trading and settlement purpose, but will remain valid and effective as documents of title.

SPECIAL GENERAL MEETING

The SGM will be held at Room 1306, 13/F., Bank of America Tower, 12 Harcourt Road, Admiralty, Hong Kong on Friday, 27 April 2018 at 3:00 p.m. (or immediately after the conclusion or the adjournment of the annual general meeting of the Company to be held at the same venue and on the same day at 2:30 p.m.) for the purpose of considering and if thought fit, approving the resolution regarding the proposed Share Consolidation as set out in the notice of the SGM on pages 14 to 16 of this circular.

A form of proxy for use at the SGM is enclosed. Whether or not you are able to attend the SGM, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for the holding of the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish.

VOTING AT THE SPECIAL GENERAL MEETING

Pursuant to Rule 13.39 of the Listing Rules, all votes of the Shareholders at the general meetings must be taken by poll. Therefore the chairman of the meeting will demand a poll on the resolution put to vote at the SGM.

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.

LETTER FROM THE BOARD

RECOMMENDATION

The Board considers that the proposed resolution in relation to the proposed Share Consolidation to be put forward at the SGM is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends all Shareholders to vote in favour of the resolution to be proposed at the SGM.

By Order of the board of
China Mining Resources Group Limited
Yeung Kwok Kuen
Executive Director and Chief Financial Officer

NOTICE OF SPECIAL GENERAL MEETING



中國礦業資源集團有限公司*

China Mining Resources Group Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 00340)

NOTICE IS HEREBY GIVEN that the Special General Meeting of China Mining Resources Group Limited (the “Company”) will be held at Room 1306, 13/F., Bank of America Tower, 12 Harcourt Road, Admiralty, Hong Kong on Friday, 27 April 2018 at 3:00 p.m. (or immediately after the conclusion or the adjournment of the annual general meeting of the Company to be held at the same venue and on the same day at 2:30 p.m.) for the following purpose:

ORDINARY RESOLUTION

1. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

“(i) **THAT** subject to and conditional upon The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Consolidated Ordinary Shares (as defined below) arising from the Share Consolidation (as defined below), with effect from the first business day immediately following the date on which this resolution is passed:

- (a) every ten (10) issued and unissued ordinary shares of HK\$0.01 each in the share capital of the Company be consolidated into one (1) consolidated ordinary share of HK\$0.10 (the “Consolidated Ordinary Share”); and
- (b) every ten (10) issued and unissued convertible preference shares of HK\$0.01 each in the share capital of the Company be consolidated into one (1) consolidated convertible preference share of HK\$0.10

(collectively, the “Share Consolidation”); and

* *For identification purpose only*

NOTICE OF SPECIAL GENERAL MEETING

- (ii) the directors of the Company be and are hereby authorised to do all such acts and things and execute all such documents as they may consider necessary, desirable or expedient to give effect to or in connection with the Share Consolidation including, without limitation, to aggregate all fractional Consolidated Ordinary Shares arising from the Share Consolidation (if any) and sell them for the benefit of the Company.”

By Order of the Board of
China Mining Resources Group Limited
Leung Lai Ming
Company Secretary

Hong Kong, 29 March 2018

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint one or if he holds two or more shares, more than one proxy to attend and vote in his stead. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy must be lodged with the Company's branch share registrar in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney, not less than 48 hours before the time for holding the meeting or any adjournment thereof.
3. Where there are joint holders of a share of the Company, any one of such holders may vote at the meeting, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such holders are present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding. Several executors or administrators of a deceased member in whose name any share stands shall for this purpose be deemed joint holders thereof.
4. The register of members of the Company will be closed from Tuesday, 24 April 2018 to Friday, 27 April 2018, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for attending the forthcoming special general meeting, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong no later than 4:00 p.m. on Monday, 23 April 2018.

NOTICE OF SPECIAL GENERAL MEETING

5. If Typhoon Signal No. 8 or above, or a “black” rainstorm warning is in effect any time after 11:30 a.m. on the date of the special general meeting, the meeting will be rescheduled. The Company will post an announcement on the website of the Company at www.chinaminingresources.com and on the HKEXnews website of the Stock Exchange at www.hkexnews.hk to notify the shareholders of the Company of the date, time and place of the rescheduled meeting.

As at the date hereof, the board of directors of the Company comprises, Mr. Fang Yi Quan, Mr. Yeung Kwok Kuen, Mr. Shi Xing Zhi and Mr. Shi Sheng Li as executive directors and Mr. Chu Kang Nam, Mr. Ngai Sai Chuen, Mr. Liang Xu Shu and Mr. Leung Ka Wo as independent non-executive directors.