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



China Nonferrous Mining Corporation Limited **中國有色礦業有限公司**

(Incorporated in Hong Kong with limited liability under the Companies Ordinance)

(Stock Code: 01258)

**(1) PROPOSED DECLARATION OF FINAL DIVIDEND;
(2) PROPOSED RE-ELECTION OF DIRECTORS;
(3) PROPOSED GENERAL MANDATES
TO ISSUE NEW SHARES AND TO BUY-BACK SHARES;
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the AGM to be held on Tuesday, 28 June 2022 at 2:30 p.m. at the principal meeting place together with an online live webcast simultaneously, is set out on pages 15 to 21.

Whether or not you are able to attend the AGM, you are advised to read the notice of AGM to complete and return the enclosed proxy form in accordance with the instructions printed thereon to the Company's share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event no later than 48 hours (excluding any part of a day that is a public holiday) before the time for holding the AGM. Completion and return of the proxy form will not preclude you from attending and voting at the AGM or at any adjourned meeting if you so wish.

SPECIAL ARRANGEMENTS FOR THE AGM

As the current situation of prevention and control of the COVID-19 pandemic in mainland China is still ongoing, and there are uncertainties in the future, the Company reminds the Shareholders to pay attention to the epidemic situation and epidemic prevention policies related to the principal meeting place in advance, and sincerely invites the Shareholders to consider participating in the AGM by online webcast. In case the Shareholders or their proxies choose to attend the Meeting in person, they must strictly abide by the relevant epidemic prevention policies and measures. In the event of an escalation of epidemic control related to the principal meeting place, it may affect Shareholders' access to the meeting venue.

The Company is adopting special arrangements for the AGM as set out in this circular on pages ii to iii.

Subject to the development of the COVID-19 pandemic and the requirements or guidelines of the regulatory authorities, the Company may implement changes and further precautionary measures for the AGM arrangements and may issue further announcement as and when appropriate.

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SPECIAL ARRANGEMENTS FOR THE AGM

According to the recent requirements of the governments at all levels concerning the prevention and control of COVID-19, and taking into account the uncertainties as to the next wave of infections, the need to protect AGM attendees from possible exposure to the COVID-19 pandemic and the paramount importance of the safety and health of the Shareholders, our staff and other members of the community, the Company would be adopting special arrangements for the AGM, to provide an option to participate in the AGM electronically. Shareholders, proxies or corporate representatives who are unable to attend in person due to the prevention and control of the COVID-19 pandemic or other reasons can opt to participate in the Meeting and ask questions through the online live webcast. The AGM will be held at Conference Room 611, 6/F., South Tower, CNMC Building, No. 10 Anding Road, Chaoyang District, Beijing, the PRC as the principal meeting place together with an online live webcast simultaneously. The Board sincerely invites the Shareholders to consider participating in the AGM by online webcast.

PARTICIPATING THE AGM BY ELECTRONIC MEANS

Registered Shareholders may view and listen to the live webcast of the Meeting proceedings and submit questions online through https://meetings.computershare.com/CNMC_2022AGM. The live webcast will be open for registered Shareholders to log in approximately 30 minutes prior to the commencement of the Meeting and can be accessed from any location with access to the internet with a smart phone, tablet device or computer. **Please note that registered Shareholders joining the live webcast will not be able to cast their vote online.**

Details regarding the live webcast including the login details to access the online platform are included in the Company's notification letter to registered Shareholders sent together with this circular.

Non-registered Shareholders who wish to view and listen to the live webcast of the Meeting and submit questions online should contact their banks, brokers, custodians, nominees or HKSCC Nominees Limited through which their shares are held (collectively the “**Intermediary**”) **and instruct the Intermediary** to appoint themselves as proxies or corporate representatives and in doing so, they will be asked to provide their email address. Details regarding the live webcast including the login details will be emailed to them by the Company's share registrar.

SPECIAL ARRANGEMENTS FOR THE AGM

APPOINTMENT OF PROXY FOR VOTING

Shareholders shall exercise their voting rights by submitting a form of proxy appointing their representatives or the chairman of the AGM as their proxies. The proxy form is enclosed with this circular or can be downloaded from the website of the Stock Exchange at <http://www.hkexnews.hk> and on the Company's website at <http://www.cnmc1.net>. Completed proxy forms must be returned to the Company's share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours (excluding any part of a day that is a public holiday) before the time appointed for holding of the AGM or any adjournment thereof (as the case may be).

QUESTIONS AT OR PRIOR TO THE AGM

Shareholders joining the online Meeting will be able to raise questions relevant to the proposed resolution during the live webcast. Prior to the AGM, Shareholders are also welcome to send such questions or matters in writing to the Company's email at hk1258-ir@cnmc.com.cn before Friday, 24 June 2022, 6:00 p.m.

The Company will endeavour to address relevant questions in relation to the proposed resolution. The Company may not be able to answer all the questions during the time allocated. Unanswered questions may be responded to after the Meeting.

If Shareholders have any questions relating to the AGM, please contact the share registrar of the Company as follows:

Computershare Hong Kong Investor Services Limited

17M Floor, Hopewell Centre

183 Queen's Road East

Wanchai, Hong Kong

Tel: (852) 2862 8555

Fax: (852) 2865 0990

Online Enquiries: www.computershare.com/hk/en/online_feedback

Subject to the development of the COVID-19 pandemic and the requirements or guidelines of the regulatory authorities, the Company may implement further precautionary measures and change the AGM arrangements at short notice and may announce further updates on the websites of the Company (<http://www.cnmc1.net>) and/or the Stock Exchange (<http://www.hkexnews.hk>) as and when appropriate. Shareholders should check the latest announcements published by the Company for further updates on the AGM arrangements.

DEFINITIONS

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

“AGM” or “Meeting”	the annual general meeting of the Company to be held on Tuesday, 28 June 2022 at 2:30 p.m.
“Articles of Association”	the articles of association of the Company
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Board”	the board of Directors
“CNMC”	China Nonferrous Metal Mining (Group) Co., Ltd* (中國有色礦業集團有限公司), a state-owned enterprise established under the laws of the PRC and the ultimate controlling shareholder of the Company
“CNMD”	China Nonferrous Mining Development Limited, a company incorporated in the British Virgin Islands, a wholly-owned subsidiary of CNMC and a controlling shareholder of the Company
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Company”	China Nonferrous Mining Corporation Limited (中國有色礦業有限公司), a company incorporated in Hong Kong with limited liability, whose shares are listed on the Stock Exchange
“connected person(s)”	has the meaning ascribed thereto in the Listing Rules
“controlling shareholder(s)”	has the meaning ascribed thereto in the Listing Rules
“Director(s)”	director(s) of the Company
“DRC”	the Democratic Republic of Congo
“Final Dividend”	the proposed final dividend of US ¢ 3.8205 per Share for the year ended 31 December 2021
“Group”	the Company and its subsidiaries

DEFINITIONS

“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	3 June 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“NFCA”	NFC Africa Mining PLC (中色非洲礦業有限公司*), a company incorporated in Zambia on 5 March 1998, and a subsidiary of the Company
“PRC” or “mainland China”	the People’s Republic of China, excluding, for the purpose of this circular, the Hong Kong Special Administrative Region of the PRC, the Macau Special Administrative Region of the PRC and the Taiwan Region of China
“Record Date”	5 July 2022, being the proposed date for the purpose of determining the entitlement of Shareholders to the Final Dividend
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share Buy-back Mandate”	the proposed general mandate to be granted to the Directors to permit the buy-back of Shares, provided that the aggregate number of shares so bought back or otherwise acquired shall not exceed 10% of the total number of Shares in issue as at the date of the relevant resolution approving such mandate
“Share Issue Mandate”	the proposed general mandate to be granted to the Directors to permit the allotment and issue of new Shares equivalent to an aggregate of a maximum of 20% of the total number of Shares in issue as at the date of the relevant resolution approving such mandate
“Shareholders”	holder(s) of the Shares
“Shares”	shares in the issued share capital of the Company

DEFINITIONS

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed thereto in the Listing Rules
“substantial shareholder(s)”	has the meaning ascribed thereto in the Listing Rules
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs, as amended, supplemented or otherwise modified from time to time
“US ¢ ”	United States cents, the current lawful currency of the United States of America
“US\$”	United States dollars, the current lawful currency of the United States of America
“Zambia”	the Republic of Zambia
“%”	per cent

* *Translation of English or Chinese terms for reference purpose only*

LETTER FROM THE BOARD



China Nonferrous Mining Corporation Limited
中國有色礦業有限公司

(Incorporated in Hong Kong with limited liability under the Companies Ordinance)

(Stock Code: 01258)

Executive Director:

Mr. Jinjun ZHANG (*Chairman and President*)

Non-Executive Director:

Mr. Yaoyu TAN

Independent non-executive Directors:

Mr. Dingfan QIU

Mr. Jingwei LIU

Mr. Huanfei GUAN

Registered office:

Unit 1303, 13/F,
Austin Tower,
22–26 Austin Avenue
Tsimshatsui,
Kowloon,
Hong Kong

Principal place of business in Zambia:

32 Enos Chomba Road
Kitwe, Zambia

Principal place of business in the DRC:

Lubumbashi
Katanga Province
Congo (DRC)

6 June 2022

To the Shareholders

Dear Sir or Madam,

- (1) PROPOSED DECLARATION OF FINAL DIVIDEND;
(2) PROPOSED RE-ELECTION OF DIRECTORS;
(3) PROPOSED GENERAL MANDATES
TO ISSUE NEW SHARES AND TO BUY-BACK SHARES;
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

LETTER FROM THE BOARD

INTRODUCTION

The purpose of this circular is to provide you with information in connection with the proposals to be put forward at the AGM to consider: (i) the proposed declaration of Final Dividend; (ii) the proposed re-election of Directors; and (iii) the proposed general mandates to issue new Shares and to buy-back Shares. This circular is to give all the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolutions. A notice convening the AGM is set out on pages 15 to 21 of this circular.

A. PROPOSED DECLARATION OF FINAL DIVIDEND

According to the announcement of the Company dated 30 March 2022, the Board proposed the payment of the Final Dividend for the year ended 31 December 2021 of US ¢ 3.8205 in cash for each Share to the Shareholders whose names appear on the register of members of the Company on Tuesday, 5 July 2022. Subject to the approval of the Shareholders at the AGM, the Final Dividend will be distributed and the Final Dividend cheques will be despatched on or before Thursday, 14 July 2022 to the Shareholders whose names appear on the register of members of the Company on the Record Date. An announcement will be made as soon as practicable after the AGM notifying Shareholders of the exchange rate adopted for the conversion of the US ¢ dividend into Hong Kong dollars.

As far as the Company is aware, as at the Latest Practicable Date, no Shareholder had waived or agreed to waive any arrangement under which the Final Dividend is proposed to be distributed.

B. PROPOSED RE-ELECTION OF DIRECTORS

Pursuant to Article 102 of the Articles of Association, at each annual general meeting, one-third of the Directors shall retire from office by rotation. Pursuant to Article 103 of the Articles of Association, the Directors to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. In this regard, Mr. Jinjun ZHANG, an executive Director, and Mr. Huanfei GUAN, an independent non-executive Director, shall retire from office by rotation upon the conclusion of the AGM and be eligible to offer themselves for re-election.

Pursuant to rule 4(2) of Appendix 3 to the Listing Rules, any person appointed by the directors to fill a casual vacancy on or as an addition to the board shall hold office only until the first annual general meeting of the issuer after his appointment, and shall then be eligible for re-election. Mr. Dingfan QIU was appointed to the Board as an independent non-executive Director on 30 July 2021. Mr. Qiu shall retire from office and be eligible to offer himself for re-election at the AGM in accordance with the Listing Rules.

LETTER FROM THE BOARD

Recommendations to the Board for the proposal for re-election of Mr. Jinjun ZHANG as an executive Director, and Mr. Huanfei GUAN and Mr. Dingfan QIU as independent non-executive Directors were made by the nomination committee of the Board, after having considered a range of diversity perspectives including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service, as set out in the board diversity policy of the Company disclosed in its annual report.

At the AGM, ordinary resolutions will be put forward to the Shareholders in relation to the proposed re-election of Mr. Jinjun ZHANG as an executive Director, and Mr. Huanfei GUAN and Mr. Dingfan QIU as independent non-executive Directors.

Biographical details of the aforesaid retiring Directors are set out in Appendix II to this circular. At the AGM, separate ordinary resolutions will be put forward for approval of the re-election of each of these retiring Directors.

Recommendation of the Nomination Committee of the Board with respect to the Independent Non-executive Directors subject to Re-election at the AGM

The nomination committee of the Board had assessed and reviewed the written confirmation of independence of the independent non-executive Directors who had offered themselves for re-election at the AGM (namely, Mr. Huanfei GUAN and Mr. Dingfan QIU) based on the independence criteria as set out in Rule 3.13 of the Listing Rules and are satisfied that they remain independent in accordance with Rule 3.13 of the Listing Rules.

Mr. Guan has extensive experience in the finance and insurance industry in Hong Kong and China. Mr. Guan has been a part-time researcher of the Insurance Research Centre of Fudan University since 2004. He has also been appointed as a part-time lecturer of professional degree of Fudan University since 2013.

Mr. Qiu has 58 years of experience in mining industry. He is currently a professor and doctoral tutor of Beijing General Research Institute of Mining & Metallurgy.

During the tenure of office of Mr. Guan and Mr. Qiu, they have not been involved in the day-to-day management of the Company nor in any relationships or circumstances which would interfere with their exercise of independent judgement.

The nomination committee of the Board is also of the view that Mr. Guan and Mr. Qiu would bring to the Board his own perspective, skills and experience, as further described in his biography in Appendix II to this circular.

LETTER FROM THE BOARD

C. PROPOSED GENERAL MANDATE TO ISSUE NEW SHARES

At the AGM, an ordinary resolution will be proposed for the Shareholders to consider and, if thought fit, grant a general mandate to the Directors to exercise all powers of the Company to allot, issue and deal with new Shares. The Shares which may be allotted and issued pursuant to the Share Issue Mandate shall not exceed 20% of the total number of Shares in issue as at the date of the resolution approving the Share Issue Mandate which, if passed, shall be a maximum of 747,807,200 Shares (or such other number of Shares as would represent 20% of the total number of Shares in issue at the relevant time should there be a change in the total number of Shares between the Latest Practicable Date and the date of passing the relevant resolution). The Share Issue Mandate shall expire upon the earlier of: (i) the conclusion of the next annual general meeting of the Company unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held pursuant to the Articles of Association or any applicable laws; or (iii) the date upon which such authority given under the Share Issue Mandate is revoked or varied by an ordinary resolution of the Shareholders.

D. PROPOSED GENERAL MANDATE TO BUY-BACK SHARES

At the AGM, an ordinary resolution will be proposed for the Shareholders to consider and, if thought fit, grant a general mandate to the Directors to exercise all powers of the Company to buy-back issued Shares. Under the Share Buy-back Mandate, the number of Shares that the Company may buy-back shall not exceed 10% of the total number of Shares in issue as at the date of the resolution approving the Share Buy-back Mandate. The Share Buy-back Mandate allows the Company to make buy-backs only during the period ending on the earlier of: (i) the conclusion of the next annual general meeting of the Company unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held pursuant to the Articles of Association or any applicable laws; or (iii) the date upon which such authority given under the Share Buy-back Mandate is revoked or varied by an ordinary resolution of the Shareholders.

An explanatory statement as required under the Listing Rules, giving certain information regarding the Share Buy-back Mandate, is set out in Appendix I to this circular.

LETTER FROM THE BOARD

E. EXTENSION OF GENERAL MANDATE

At the AGM, an ordinary resolution will also be proposed for the Shareholders to consider and, if thought fit, approve the extension of the Share Issue Mandate by adding the number of Shares bought-back pursuant to the Share Buy-back Mandate, if granted, to the aggregate number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the Share Issue Mandate provided that such amount of Shares so bought-back shall not exceed 10% of the total number of Shares in issue as at the date of the resolution approving the Share Issue Mandate.

F. CLOSURE OF REGISTER OF MEMBERS

In order to ascertain the right to attend the AGM, the register of members of the Company will be closed from Thursday, 23 June 2022 to Tuesday, 28 June 2022 (both dates inclusive), during which period no transfer of Shares will be registered. In order to be entitled to attend the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Wednesday, 22 June 2022 for registration.

The distribution of the Final Dividend recommended by the Board is subject to approval by Shareholders at the AGM. The register of members of the Company will be closed on Tuesday, 5 July 2022. To be qualified to receive the Final Dividend, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Monday, 4 July 2022.

G. AGM

According to the announcement of the Company dated 30 March 2022, the Board proposed that the forthcoming annual general meeting of the Company will be held on Tuesday, 28 June 2022. A notice convening the AGM is set out on pages 15 to 21 of this circular at which the relevant resolutions will be proposed to consider and, if thought fit, approve the re-election of Directors, and the general mandate to issue new Shares and to buy-back Shares. Voting will be conducted by poll at the AGM as required under the Listing Rules.

LETTER FROM THE BOARD

The AGM will be held at Conference Room 611, 6/F., South Tower, CNMC Building, No. 10 Anding Road, Chaoyang District, Beijing, the PRC as the principal meeting place together with an online live webcast simultaneously. Due to the current COVID-19 pandemic situation and the uncertainties as to the next wave of infections, The Board sincerely invites the Shareholders to consider participating in the AGM by online webcast.

The Company will make available a live webcast of the AGM for all registered Shareholders. **Registered Shareholders may view and listen to the AGM and submit questions online through the live webcast. Registered Shareholders shall receive a notification letter for the login details to access the live webcast of the AGM.**

As set out in the “special arrangements for the AGM” (on pages (ii) to (iii) of this circular), the Company will provide an option to participate in the AGM electronically. Shareholders, proxies or corporate representatives who are unable to attend in person due to the prevention and control of the COVID-19 pandemic or other reasons can opt to participate in the Meeting and ask questions through the live webcast. Shareholders who wish to vote at the AGM are suggested to complete and return the form of proxy, appointing their representatives or the chairman of the AGM as their proxies to exercise their voting rights to the Company’s share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours (excluding any part of a day that is a public holiday) before the time appointed for the holding of the AGM or any adjournment thereof (as the case may be).

A form of proxy for use at the AGM is enclosed with this circular or can be downloaded from the website of the Stock Exchange at <http://www.hkexnews.hk> and on the Company’s website at <http://www.cnmc1.net>.

Shareholders are reminded to read carefully the “special arrangements for the AGM” set out in this circular.

Pursuant to Rule 13.39(4) of the Listing Rules and Article 66 of the Articles of Association, the relevant resolution will be put to the vote by poll. In the case of an equality of votes on a poll, the chairman shall, subject to Article 70 of the Articles of Association, be entitled to casting vote in addition to any other vote he may have. Results of the poll voting will be published on the Company’s website at www.cnmc1.net and the website of the Stock Exchange at www.hkexnews.hk after the AGM.

LETTER FROM THE BOARD

H. RECOMMENDATIONS OF THE BOARD

The Directors are of the opinion that the proposed declaration of Final Dividend, the proposed re-election of Directors and the proposed general mandates to issue new Shares and buy-back Shares are in interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend all Shareholders to vote in favour of all the relevant ordinary resolutions to be proposed at the AGM.

I. RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regards to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and, 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.

Yours faithfully,

By Order of the Board

China Nonferrous Mining Corporation Limited

Jinjun ZHANG

Chairman and President

The following is the explanatory statement required by the Listing Rules to provide requisite information to the Shareholders for consideration of the proposal to approve the Share Buy-back Mandate. This also constitutes a memorandum required under section 239 of the Companies Ordinance.

SHARE CAPITAL

Under the Share Buy-back Mandate, the number of Shares that the Company may buy-back shall not exceed 10% of total number of Shares in issue as at the date of the resolution approving the Share Buy-back Mandate.

As at the Latest Practicable Date, there were a total of 3,739,036,000 Shares in issue. Subject to the passing of ordinary resolution number 5 approving the Share Buy-back Mandate and on the basis that no further Shares are issued or bought back before the AGM, the Company will be allowed to buy-back a maximum of 373,903,600 Shares, representing 10% of the total number of Shares, from the date of the approval up to the earlier of: (i) the conclusion of the next annual general meeting of the Company unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held pursuant to the Articles of Association or any applicable laws; or (iii) the date upon which such authority is revoked or varied by a resolution of the Shareholders at a general meeting.

REASONS FOR BUY-BACK

The Directors believe that it is in the interests of the Company and the Shareholders to propose a general mandate from the Shareholders to enable the Directors to buy-back Shares. The Directors believe that the Share Buy-back Mandate would give the Company additional flexibility where the situation warrants for the buy-back of the Shares which is in the best interests of the Company and the Shareholders as a whole.

Such buy-backs may, depending on market conditions and funding arrangements at the time, result in an enhancement in the net asset value of the Company per Share and/or earnings per Share and will only be made in circumstances which the Directors believe are appropriate for the benefit of the Company and the Shareholders as a whole.

FUNDING OF BUY-BACK

Buy-backs must be made out of the funds which are legally available for such purpose in accordance with the Articles of Association, the Listing Rules and the laws and regulations of Hong Kong. The Companies Ordinance provides that the funds required for any buy-back may only be made from the distributable profits and/or the proceeds of a new issue of Shares made for the purpose of the buy-back to such extent permissible under the Companies Ordinance.

In the event that the power to buy-back Shares pursuant to the Share Buy-back Mandate is to be carried out in full at any time during the proposed buy-back period, there could be a material adverse impact on the working capital or gearing position of the Company (as compared with the position as at 31 December 2021, as disclosed in the Company's latest published audited consolidated results contained in the announcement of annual results for the year ended 31 December 2021). However, the Directors do not propose to exercise the power to buy-back Shares pursuant to the Share Buy-back Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital or gearing level of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

GENERAL

To the best of their knowledge, having made all reasonable enquiries, none of the Directors nor any of their close associates (as defined in the Listing Rules) currently intend to sell any Shares to the Company under the Share Buy-back Mandate in the event that the Share Buy-back Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that they will exercise the power of the Company to make buy-backs pursuant to the Share Buy-back Mandate in accordance with the Listing Rules, the Articles of Association and the applicable laws, rules and regulations in Hong Kong.

No core connected person (as defined in the Listing Rules) has notified the Company that it has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Share Buy-back Mandate is approved by the Shareholders.

As at the Latest Practicable Date, CNMC, through its wholly-owned subsidiary, CNMD, was interested in 2,600,000,000 Shares, representing approximately 69.54% of the issued share capital of the Company. In the event that the Directors exercise in full the power to buy-back Shares pursuant to the Share Buy-back Mandate (if the present shareholding structure of the Company remains unchanged), the aforesaid interest of CNMC would be increased to approximately 77.26% of the issued share capital of the Company.

If, as a result of share buy-backs by the Company, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, may be treated, as a result of share buy-backs by the Company, as having obtained or consolidated control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

The Directors are not aware of any consequences which may arise under the Takeovers Code as a result of exercising the Share Buy-back Mandate. In addition, in exercising the Share Buy-back Mandate (whether in full or otherwise), the Directors will ensure that the Company shall comply with the requirements of the Listing Rules, including the minimum percentage of Shares being held in public hands.

The Company has not purchased any of the Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date and will not buy-back the Shares if public float falls below 25% as a result of such buy-back.

SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous twelve calendar months before the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2021		
June	4.22	3.24
July	4.54	3.66
August	4.60	3.28
September	5.08	3.46
October	4.44	3.11
November	3.34	2.58
December	3.25	2.78
2022		
January	3.59	2.89
February	3.99	3.03
March	4.50	2.75
April	5.15	3.74
May	4.51	3.29
June (<i>up to the Latest Practicable Date</i>)	4.47	4.30

APPENDIX II BIOGRAPHICAL DETAILS OF DIRECTORS TO BE RE-ELECTED

At the AGM, separate ordinary resolutions in relation to proposed re-election of the following Directors will be proposed to the Shareholders. Details of such Directors required to be disclosed under Rule 13.51(2) of the Listing Rules are as follows:

Jinjun ZHANG (張晉軍), aged 53, is the Chairman, an executive Director and the President of the Company, the chairman of the Compliance Committee, and a member of each of the Nomination Committee and the Remuneration Committee. He was appointed to the Board as a non-executive Director on 29 March 2019. Mr. Zhang was re-designated as an executive Director and was appointed as the President of the Company on 14 October 2020. He was appointed as the Chairman and cease to be the Vice Chairman of the Company on 8 January 2021. Mr. Zhang obtained a master degree in mining engineering from University of Science and Technology Beijing in 2015. Mr. Zhang joined NFCA, a subsidiary of the Company, in October 2006, and worked as manager of production technology department, vice general manager and executive vice general manager in succession. He served as the general manager of NFCA from March 2016 to December 2018, and has been the vice general manager of CNMC since December 2018. Mr. Zhang has over 31 years of experience in nonferrous metals and mining and has extensive practical experience in the operations of conglomerates.

As at the Latest Practicable Date, Mr. Zhang had no interest in the Shares or underlying Shares (within the meaning of Part XV of the SFO).

The term of office of Mr. Zhang as non-executive director commenced on 29 March 2019 for an initial term of 3 years and to renew the term for 3 years automatically. Pursuant to his appointment letter, Mr. Zhang will not receive any director's fee but is allowed to reimburse (with invoices) reasonable travelling, transportation and entertainment fees incurred during the performance of duties.

APPENDIX II BIOGRAPHICAL DETAILS OF DIRECTORS TO BE RE-ELECTED

Huanfei Guan (關浣非), aged 65, is an independent non-executive Director of the Company, chairman of the Remuneration Committee, a member of each of the Audit Committee and the Compliance Committee, and was appointed to the Board on 28 August 2014. Mr. Guan has extensive experience in the finance and insurance industry in Hong Kong and China. He served various senior managerial positions in People's Insurance Company of China* (Jilin Branch) (中國人民保險公司吉林省分公司), Hong Kong and Macao Regional Office of China Insurance Group* (中國保險港澳管理處), Ming An Insurance Company (Hong Kong) Limited (香港民安保險有限公司) and China Pacific Insurance Co., (HK) Ltd. (中國太平洋保險(香港)有限公司). Mr. Guan also held offices at the Bank of Communications, including the deputy chairman of the risk asset management committee, deputy chairman of credit asset management committee, chairman of loan verification committee, deputy general manager of the Bank of Communications Hong Kong Branch, the director of Bank of Communications Trustee Limited (交通銀行信託有限公司), the chairman and chief executive of China BOCOM Insurance Co., Ltd. (中國交銀保險有限公司) and an executive director and general manager of BoCommLife Insurance Company Limited. Mr. Guan is also an economic and technical consultant of Jilin Provincial Government. Mr. Guan is now an independent non-executive director of Sunwah Kingsway Capital Holdings Limited (Hong Kong listed company code 0188), Huarong International Financial Holdings Limited (Hong Kong listed company code 0993) and China Shandong Hi-Speed Financial Group Limited (Hong Kong listed company code 0142) (shares of those companies are listed on the Main Board of the Hong Kong Stock Exchange). He once served as the chairman emeritus of Culturecom Holdings Limited (a company listed in Hong Kong) (Hong Kong listed company code 0343). Mr. Guan was an independent non-executive director, executive director, president and senior consultant of Silver Base Group Holdings Limited (Hong Kong listed company code 0886) for the period from March 2008 to December 2012. He once served as an executive director of CCT Land Holdings Limited (currently named GBA Holdings Group) (Hong Kong listed company code 0261). On 15 May 2020, he resigned as an independent non-executive director of HongDa Financial Holding Limited (currently named China Wood International Holding Co., Limited) (Hong Kong listed company code 1822). He served as an independent non-executive director of Solis Holdings Limited (Hong Kong listed company code 2227) from 23 August 2019 to 30 September 2020. He served as the executive director and chairman of the board of Enterprise Development Holdings Limited (Hong Kong listed company code 1808) from 2 June 2020 to 22 May 2021. He served as an independent non-executive director of Shanghai Zendai Property Limited (Hong Kong listed company code 0755) with effect from 11 January 2021. Mr. Guan obtained a doctor's degree in Economics in 2000 from Wuhan University and has been a part-time researcher of the Insurance Research Centre of Fudan University since 2004. He has also been appointed as a part-time lecturer of professional degree of Fudan University since 2013.

As at the Latest Practicable Date, Mr. Guan had no interest in the Shares or underlying Shares (within the meaning of Part XV of the SFO).

* *Translation of English or Chinese terms for reference purpose only*

APPENDIX II BIOGRAPHICAL DETAILS OF DIRECTORS TO BE RE-ELECTED

Mr. Guan entered into a letter of appointment with the Company to act as an independent non-executive Director for a term of three years with effect from 28 August 2014. A supplemental letter of appointment was entered into between Mr. Guan and the Company to renew the term for 3 years automatically upon each expiry, with effect from 28 August 2017. The remuneration of Mr. Guan is determined by the remuneration committee with reference to the remuneration policy of the Company and having given consideration to the level of responsibility, experience and abilities required of Mr. Guan and the remuneration offered for similar position in comparable companies. Mr. Guan received Director's emoluments of US\$37,000 for the year ended 31 December 2021.

Dingfan QIU (邱定蕃), aged 80, is an independent non-executive Director of the Company. He was appointed to the Board on 30 July 2021. Mr. Qiu graduated from Nanchang University in 1962. He then joined Beijing General Research Institute of Mining & Metallurgy (北京礦冶研究總院), and successively served as a technician of the metallurgical research institute, senior engineer and professor-level senior engineer. He became the director of metallurgical energy saving research institute in 1983, and served as the vice president of the institute from 1985 to 2002 and was primarily in charge of the scientific research of the whole institute. In 1990, after passing the examination of the Government sponsored Program of Studying Abroad, he left for study at Queen's University in Canada (as a senior visiting scholar), and served as the associate tutor of graduate students. In 1991, he returned to China and continued to serve as the vice president of Beijing General Research Institute of Mining & Metallurgy. He was elected as an academician at Chinese Academy of Engineering in 1999. He is currently a professor and doctoral tutor of Beijing General Research Institute of Mining & Metallurgy. He once concurrently served as a deputy director at Department of Chemical, Metallurgy and Materials of Chinese Academy of Engineering, vice-president of the Nonferrous Metals Society of China (中國有色金屬學會), and an adjunct professor at each of Peking University, Tsinghua University and University of Science and Technology Beijing. Mr. Qiu has 58 years of experience in mining industry. Mr. Qiu once served as an independent non-executive director in Tongling Nonferrous Metals Group Holdings Co., Ltd. (銅陵有色金屬集團控股有限公司) (a company listed on the Shenzhen Stock Exchange, stock code: SZ000630) and China Nonferrous Metal Industry's Foreign Engineering and Construction Co., Ltd. (中國有色金屬建設股份有限公司) (a company listed on the Shenzhen Stock Exchange, stock code: SZ000758), and resigned from them on 13 January 2016 and 12 April 2019, respectively.

As at the Latest Practicable Date, Mr. Qiu had no interest in the Shares or underlying Shares (within the meaning of Part XV of the SFO).

The term of office of Mr. Qiu as independent non-executive director commenced on 30 July 2021 for an initial term of 3 years and to renew the term for 3 years automatically. The remuneration of Mr. Qiu is determined by the remuneration committee with reference to the remuneration policy of the Company and having given consideration to the level of responsibility, experience and abilities required of Mr. Qiu and the remuneration offered for similar position in comparable companies. Mr. Qiu received Director's emoluments of US\$15,000 for the year ended 31 December 2021.

APPENDIX II BIOGRAPHICAL DETAILS OF DIRECTORS TO BE RE-ELECTED

Save as disclosed herein, all the above Directors are not and had not been directors of any other listed companies in Hong Kong or overseas in the past three years prior to the Latest Practicable Date.

To their knowledge, information and belief after having made all reasonable enquiries, the Directors confirmed that as at the Latest Practicable Date, save as disclosed above:

1. all the above Directors did not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company;
2. all the above Directors did not hold any positions in the Company or any members of the Group;
and
3. the Board was not aware of any other matters in relation to the retiring Directors concerning their re-election at the AGM which need to be brought to the attention of the Shareholders nor any information to be disclosed under Rule 13.51(2) of the Listing Rules.

NOTICE OF AGM



China Nonferrous Mining Corporation Limited 中國有色礦業有限公司

(Incorporated in Hong Kong with limited liability under the Companies Ordinance)

(Stock Code: 01258)

NOTICE OF ANNUAL GENERAL MEETING

SPECIAL ARRANGEMENTS FOR THE AGM

As the current situation of prevention and control of the COVID-19 pandemic in mainland China is still ongoing, and there are uncertainties in the future, **the Company reminds the Shareholders to pay attention to the epidemic situation and epidemic prevention policies related to the principal meeting place in advance, and sincerely invites the Shareholders to consider participating in the AGM by online webcast.** Please note that registered Shareholders joining the live webcast will not be able to cast their vote online. **Shareholders are suggested to exercise their voting rights by submitting a form of proxy appointing their representatives or the chairman of the AGM as their proxies.**

Subject to the development of the COVID-19 pandemic and the requirements or guidelines of the regulatory authorities, the Company may implement changes and further precautionary measures for the AGM arrangements and may issue further announcement as and when appropriate.

NOTICE IS HEREBY GIVEN that the annual general meeting (the “AGM”) of China Nonferrous Mining Corporation Limited (the “Company”) will be held with the principal meeting place at Conference Room 611, 6/F., South Tower, CNMC Building, No.10 Anding Road, Chaoyang District, Beijing, the People’s Republic of China and with an online live webcast simultaneously on Tuesday, 28 June 2022 at 2:30 p.m. for the following purposes:

AS ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated financial statements and the reports of the directors of the Company and independent auditor for the year ended 31 December 2021.

NOTICE OF AGM

2. To declare a final dividend of US ¢ 3.8205 per share of the Company for the year ended 31 December 2021.
3. (a) To re-elect the directors of the Company (the “**Directors**”):
 - (i) to re-elect Mr. Jinjun ZHANG as an executive Director;
 - (ii) to re-elect Mr. Huanfei GUAN as an independent non-executive Director; and
 - (iii) to re-elect Mr. Dingfan QIU as an independent non-executive Director; and
- (b) to authorise the board of Directors (the “**Board**”) to fix the remuneration of each Director.

To consider, as special business, and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions of the Company:

4. “**THAT**
 - (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of the Company (the “**Shares**”) and to make or grant offers, agreements and options (including warrants, bonds, notes, and other securities which carry rights to subscribe for or are convertible into shares) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period (as hereinafter defined) to allot, issue and deal with additional Shares and to make or grant offers, agreements and options (including bonds, warrants, debentures, notes and any securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;

NOTICE OF AGM

- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) any scrip dividend scheme or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company (“**Articles of Association**”) in force from time to time; or (iii) an issue of Shares upon the exercise of rights of subscription or conversion under the terms of any existing warrants of the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into Shares, shall not exceed 20% of the number of shares of the Company in issue as at the date of the passing of this resolution (subject to adjustment in the case of any conversion of or any or all of the Shares into a larger or smaller number of shares in accordance with section 170(2) (e) of the Companies Ordinance (Chapter 622 of the laws of Hong Kong) after the passing of this resolution), and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution, “**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earlier of:
- (i) the conclusion of the next annual general meeting of the Company unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;
 - (ii) the expiration of the period within the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held; and
 - (iii) the passing of an ordinary resolution by the shareholders of the Company (the “**Shareholders**”) in general meeting revoking or varying the authority given to the Directors by this resolution.

“**Rights Issue**” means an offer of Shares or securities of the Company or issue of option, warrants or other securities giving the right to subscribe for Shares open for a period fixed by the Directors, to holders of Shares, or any class thereof whose name appear on the register of members of the Company on a fixed record date (and, where appropriate, to holders of other securities of the Company entitled to the offer, if any) in proportion to their holdings of such shares (or, where appropriate, such other securities) (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company).”

NOTICE OF AGM

5. **“THAT**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to buy-back or otherwise acquire Shares on the Stock Exchange or on any other stock exchange on which the Shares may be listed and which is recognised by The Securities and Futures Commission of Hong Kong (the **“Securities and Futures Commission”**) and the Stock Exchange for such purpose, subject to and in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange or any other stock exchange as amended from time to time and all applicable laws in this regard, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of shares of the Company authorised to be bought-back by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the number of shares of the Company in issue as at the date of the passing of this resolution (subject to adjustment in the case of any conversion of or any or all of the Shares into a larger or smaller number of shares in accordance with section 170(2) (e) of the Companies Ordinance (Chapter 622 of the laws of Hong Kong) after the passing of this resolution), and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution, **“Relevant Period”** means the period from the date of the passing of this resolution until whichever is the earlier of:
 - (i) the conclusion of the next annual general meeting of the Company unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally subject to conditions;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held; and
 - (iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors by this resolution.”

NOTICE OF AGM

6. **“THAT**

subject to the passing of resolution number 5 set out in this notice convening this meeting, the general mandate granted to the Directors to allot, issue and deal with additional Shares pursuant to resolution number 4 set out in the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate number of Shares bought-back by the Company under the authority granted pursuant to resolution number 5 set out in this notice convening this meeting, provided that such amount of Shares so bought-back shall not exceed 10% of the number of shares of the Company in issue as at the date of passing this resolution (subject to adjustment in the case of any conversion of or any or all of the Shares into a larger or smaller number of shares in accordance with section 170(2)(e) of the Companies Ordinance (Chapter 622 of the laws of Hong Kong) after the passing of this resolution).”

By order of the Board of Directors

China Nonferrous Mining Corporation Limited

Jinjun ZHANG

Chairman and President

6 June 2022

Notes:

1. Persons who hold shares of the Company and whose names appear on the register of members as at close of business on Wednesday, 22 June 2022 shall be entitled to vote at the AGM.
2. As set out in the “special arrangements for the AGM” (on pages ii to iii of the Circular which this notice forms part), the Company will provide an option to participate in the AGM electronically. Shareholders, proxies or corporate representatives who are unable to attend in person due to the prevention and control of the COVID-19 pandemic or other reasons can opt to participate in the Meeting and ask questions through the online live webcast. Shareholders who wish to vote at the AGM are suggested to complete and return the form of proxy (the “**AGM Proxy Form**”), together with the power of attorney or other authority, if any, under which it is signed, or a certified copy thereof, appointing their representatives or the chairman of the AGM as their proxies to the Company’s share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours (excluding any part of a day that is a public holiday) before the time appointed for the holding of the AGM or any adjournment thereof (as the case may be).

NOTICE OF AGM

3. The register of members of the Company will be closed from Thursday, 23 June 2022 to Tuesday, 28 June 2022, both days inclusive, during which period no transfer of shares will be effected. In order to determine the entitlement to attend the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Wednesday, 22 June 2022.
4. In light of the risks posed by the ongoing COVID-19 pandemic and for the purpose of public health and safety, the Company is adopting following special arrangements for the AGM:
 - (a) The voting of the resolution at the AGM will be decided on a poll. Shareholders will still be able to vote by doing so in advance of the AGM by proxy. **If Shareholders wish to vote on any resolution at the AGM, they are suggested to appoint their representatives or the chairman of the AGM as their proxies to exercise their voting rights at the AGM in accordance with their instructions.**
 - (b) Registered Shareholders may view and listen to the live webcast of the AGM proceedings and submit questions online through https://meetings.computershare.com/CNMC_2022AGM. The live webcast will be open for registered Shareholders to log in approximately 30 minutes prior to the commencement of the AGM and can be accessed from any location with access to the internet with a smart phone, tablet device or computer. **Please note that registered Shareholders joining the live webcast will not be able to cast their vote online.**
 - (c) **Details regarding the live webcast including the login details to access the online platform are included in the Company's notification letter to registered Shareholders sent together with this circular.**
 - (d) Non-registered Shareholders whose Shares are held through banks, brokers, custodians or HKSCC Nominees Limited (collectively the "**Intermediary**") should instruct their Intermediary to appoint themselves as proxies or corporate representatives to view and listen to the AGM and submit questions online via the live webcast and in doing so, they will be asked to provide their email address. Details regarding the live webcast including the login details will be emailed to them by the Company's share registrar.
 - (e) Shareholders joining the online AGM will be able to submit questions relevant to the proposed resolution during the live webcast. Prior to the AGM, Shareholders are also welcome to send such questions or matters in writing to the Company's email at hk1258-ir@cnmc.com.cn before Friday, 24 June 2022 at 6:00 p.m. The Company will endeavour to address relevant questions in relation to the proposed resolution. The Company may not be able to answer all the questions during the time allocated. Unanswered questions may be responded to after the AGM.

NOTICE OF AGM

5. In relation to resolution number 3(a) above, Mr. Jinjun ZHANG, Mr. Huanfei GUAN and Mr. Dingfan QIU will retire from their offices of Directors at AGM and, being eligible, offer themselves for re-election. The details of the Directors to be offered for re-election are set out in Appendix II to this circular.
6. In relation to resolutions number 4 and 6 above, approval is being sought from the Shareholders for the granting to the Directors of a general mandate to authorise the allotment and issue of Shares under the Listing Rules.
7. In relation to resolution number 5 above, the Directors wish to state that they will exercise the powers conferred thereby to buy-back Shares in circumstances which they deem appropriate for the benefit of the Shareholders. The Explanatory Statement containing the information necessary as required by the Listing Rules, is set out in Appendix I to this circular.
8. Members who have any queries concerning the meeting arrangements, please call the Company at +852 2797 2777 or +86 10 8442 6085 during business hours from 9:00 a.m. to 5:00 p.m. on Mondays to Fridays, excluding public holidays.
9. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
10. As at the date of this notice, the Board comprises Mr. Jinjun ZHANG as an executive Director; Mr. Yaoyu TAN as a non-executive Director; and Mr. Dingfan QIU, Mr. Jingwei LIU and Mr. Huanfei GUAN as independent non-executive Directors.

If Shareholders have any questions relating to the AGM, please contact the share registrar of the Company as follows:

Computershare Hong Kong Investor Services Limited

17M Floor, Hopewell Centre

183 Queen's Road East

Wanchai, Hong Kong

Tel: (852) 2862 8555

Fax: (852) 2865 0990

Online Enquiries: www.computershare.com/hk/en/online_feedback

Subject to the development of the COVID-19 pandemic and the requirements or guidelines of the regulatory authorities, the Company may implement further precautionary measures and change the AGM arrangements at short notice and may announce further updates on the websites of the Company (<http://www.cnmc.net>) and/or the Stock Exchange (<http://www.hkexnews.hk>) as and when appropriate. Shareholders should check the latest announcements published by the Company for further updates on the AGM arrangements.