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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.
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;
- (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).”

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.”

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).
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.
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.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.