



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)

SECOND FORM OF PROXY FOR ANNUAL GENERAL MEETING

Second form of proxy for the Annual General Meeting to be held on Tuesday, 28 June 2022 at 2:30 p.m., 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 (the "AGM").

I/We ^(Note 1) _____
of _____
being the registered Shareholder(s) of ^(Note 2) _____ ordinary shares (the "Shares") in China Nonferrous Mining Corporation Limited (the "Company") hereby appoint ^(Note 3) _____ of _____
_____ email address ^(Note 10) _____

or failing him/her the chairman of the AGM of the Company to be held at Conference Room 611, 6/F., South Tower, CNMC Building, No. 10 Anding Road, Chaoyang District, Beijing, the People's Republic of China at 2:30 p.m. on Tuesday, 28 June 2022 as my/our proxy to attend and vote for me/us and on my/our behalf at the aforementioned AGM, and at every adjournment thereof on the undermentioned resolutions as indicated, or if no such indication is given, as my/our proxy thinks fit.

AS ORDINARY RESOLUTIONS		For ^(Note 4)	Against ^(Note 4)
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 "Director(s)"):		
	(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.			
4.	To consider and approve the proposal on the general mandate to the Directors to exercise all the powers of the Company to allot, issue and deal with additional shares of the Company ("Shares") (Ordinary resolution 4 as set out in the notice of AGM).		
5.	To consider and approve the proposal on the general mandate to the Directors to exercise all the powers of the Company to buy-back or otherwise acquire Shares (Ordinary resolution 5 as set out in the notice of AGM).		
6.	To add the aggregate number of shares which are bought-back or otherwise acquired under the general mandate in resolution 5 by the Company to the aggregate number of shares which may be issued under the general mandate in resolution 4 (Ordinary resolution 6 as set out in the notice of AGM).		
7.	To appoint Ernst & Young as the auditor of the Company and to authorise the Board to fix its remuneration.		

Date: _____ 2022

Signature(s) ^(Note 5): _____

In light of the risks posed by the ongoing COVID-19 pandemic, the Company is adopting special arrangements for the AGM (details set out in the Company's circular dated 6 June 2022). **The Company 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 second form of proxy appointing their representatives or the chairman of the AGM as their proxies.**

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of ordinary shares registered in your name(s). If no number is inserted, this second form of proxy will be deemed to relate to all the shares in the share capital of the Company registered in your name(s).
3. Please insert the full name(s) and address(es) of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE AGM WILL ACT AS YOUR PROXY**. A proxy need not be a member of the Company but must attend the meeting in person to represent you. A member entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote in his stead. If you appoint more than one proxy, such proxies may only exercise the voting rights by way of poll.
4. **IMPORTANT:** If you wish to vote for any resolution, please tick in the appropriate box marked “For”. If you wish to vote against any resolution, please tick in the appropriate box marked “Against”. Failure to tick a box will entitle your proxy to cast your vote in respect of such resolution at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the AGM Notice.
5. This second form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, either under its common seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
6. The full descriptions of the resolutions proposed to be considered and approved at the AGM are set out in the notice of the AGM dated 6 June 2022 and the supplementary notice of the AGM dated 13 June 2022, which are also available at the Company’s website at www.cnmc.net and the website of the Stock Exchange at www.hkexnews.hk.
7. In the case of joint holders of any share, any one of such holders may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto. However, if more than one of such joint holders is present at the meeting, personally or by proxy, the vote of the joint holder whose name stands first in the register of members of the Company and who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holder(s).
8. To be valid, completed and signed version of this proxy form, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, must be deposited at 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 and in any event not less than 48 hours (excluding any part of a day that is a public holiday) before the time for holding the meeting or any adjourned thereof.
9. Any alteration made to this second form of proxy must be initialed by the person who signs it.
10. You must provide a valid email address of your proxy in the space provided (except when the chairman of the AGM is appointed as your proxy). If no email address is provided, your proxy cannot participate in the AGM by online webcast.

PERSONAL INFORMATION COLLECTION STATEMENT

“Personal Data” in this statement has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Chapter 486 (“**PDPO**”) of the Laws of Hong Kong, which will include your name and mailing address.

Your Personal Data provided in this form may be used in connection with processing your appointment of proxy and instructions at the AGM of China Nonferrous Mining Corporation Limited. Your supply of Personal Data is on a voluntary basis. However, we may not be able to effect the appointment of your proxy and instructions unless you provide us with your Personal Data.

Your Personal Data will not be transferred to any third party, unless it is required to do so by law, for example, in response to a court order or a law enforcement agency’s request.

Your Personal Data will be retained for such period as may be necessary for our record, verification and notification purposes and will be destroyed 1 year after the AGM.

You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing by either of the following means:

By mail to: Personal Data Privacy Officer
 Computershare Hong Kong Investor Services Limited
 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong

By e-mail to: PrivacyOfficer@computershare.com.hk