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## **China Vanadium Titano-Magnetite Mining Company Limited**

**中國鈦磁鐵礦業有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 00893)**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting of China Vanadium Titano-Magnetite Mining Company Limited (the “**Company**”) will be held at City Tower, No. 86 Section 1, Renmin South Road, Qingyang District, Chengdu, the People’s Republic of China at 1:30 p.m. on Tuesday, 31 January 2023 for the purposes of considering and, if thought fit, approve the following resolutions. Unless otherwise defined, capitalised terms used in this notice shall have the same meanings as defined in the circular of the Company dated 10 January 2023 (the “**Circular**”).

#### **ORDINARY RESOLUTIONS**

1. “**THAT** the 2023 Huili FM Agreement, the terms set out thereof, and the transactions contemplated thereunder, together with the proposed annual caps as set out in the Circular for the three years ending 31 December 2025, be and are hereby approved, confirmed and ratified, and that any one of the directors of the Company be and is hereby authorised for and on behalf of the Company to take any action and execute any document (under seal, if necessary) as they consider necessary, desirable or expedient to carry out or give effect to or otherwise in connection with the 2023 Huili FM Agreement and the transactions contemplated thereunder.”
2. “**THAT** the 2023 Yanyuan FM Agreement, the terms set out thereof, and the transactions contemplated thereunder, together with the proposed annual caps as set out in the Circular for the three years ending 31 December 2025, be and are hereby approved, confirmed and ratified, and that any one of the directors of the Company be and is hereby authorised for and on behalf of the Company to take any action and execute any document (under seal, if necessary) as they consider necessary, desirable or expedient to carry out or give effect to or otherwise in connection with the 2023 Yanyuan FM Agreement and the transactions contemplated thereunder.”

## SPECIAL RESOLUTION

3. “**THAT:**

- (a) the Proposed Amendments to the Memorandum and Articles, the details of which are set out in Appendix II to the Circular, be and are hereby approved;
- (b) the New Memorandum and Articles which incorporate and contain all the Proposed Amendments (a copy of which is tabled at the meeting and marked “A” and signed by the chairman of the meeting for the purpose of identification), be and are hereby approved and adopted as the new memorandum and articles of the Company in substitution for and to the exclusion of the Memorandum and Articles; and
- (c) any Director or secretary of the Company be and is hereby authorised to do all such acts as may be necessary or expedient in order to effect and implement the adoption of the New Memorandum and Articles and to make relevant registrations and filings in accordance with the requirements of the applicable laws in the Cayman Islands and Hong Kong.”

By order of the Board  
**China Vanadium Titano-Magnetite Mining Company Limited**  
**Teh Wing Kwan**  
*Chairman*

Hong Kong, 10 January 2023

*As at the date of this notice, the Board comprises Mr. Teh Wing Kwan (Chairman) as non-executive Director, Mr. Hao Xiemin (Acting Chief Executive Officer and Financial Controller) and Mr. Wang Hu as executive Directors, and Mr. Yu Haizong, Mr. Liu Yi and Mr. Wu Wen as independent non-executive Directors.*

*Head office and principal place of business in Hong Kong:*  
31/F, Tower Two  
Times Square  
1 Matheson Street  
Causeway Bay  
Hong Kong

*Notes:*

1. Any Shareholder entitled to attend and vote at the extraordinary general meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A Shareholder who is the holder of two or more Shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a Shareholder. The Company does not in any way wish to diminish the opportunity available to the Shareholders to exercise their rights to attend and vote at the extraordinary general meeting but is conscious of the pressing need to protect the Shareholders from possible exposure to the COVID-19 pandemic. For the health and safety of the Shareholders, the Board would like to encourage the Shareholders to appoint the chairman of the extraordinary general meeting as their proxy to attend and vote on their behalves at the extraordinary general meeting (or any adjournment thereof).
2. In order to be valid, a proxy form and the power of attorney (if any) or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be deposited at the Company's Hong Kong branch 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 before the time fixed for holding the meeting EGM (i.e. on or before Sunday, 29 January 2023 at 1:30 p.m.) or any adjournment thereof.
3. Delivery of the proxy form will not preclude a Shareholder from attending and voting in person at the meeting convened and, in such event, the proxy form shall be deemed to be revoked.
4. In the case of joint registered holders of any Share, any one of such joint registered holders may vote at the meeting, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint registered holders be present at the meeting, the vote of the senior who tenders a vote either personally or by proxy shall be accepted to the exclusion of the votes of the other joint registered holder(s) and, for this purpose, seniority shall be determined by the order in which the names stand in the register in respect of the joint shareholding.
5. The register of members of the Company will be closed from Wednesday, 25 January 2023 to Tuesday, 31 January 2023 (both days inclusive) during which period no transfer of Shares will be effected. In order to determine the entitlement to attend and vote at the extraordinary general meeting, all share transfers accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Friday, 20 January 2023.
6. Due to the constantly evolving COVID-19 pandemic situation, the Company may be required to change the extraordinary general meeting arrangements at short notice in accordance with the Articles of the Company. Shareholders should check the Company's website at [www.chinavtmmmining.com](http://www.chinavtmmmining.com) for future announcements and updates on the extraordinary general meeting arrangements.
7. In the event of any inconsistency, the English version of this notice shall prevail over the Chinese version.