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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)

**INSIDE INFORMATION ANNOUNCEMENT –
FURTHER ACQUISITION OF
CERTAIN ISSUED SHARE CAPITAL OF
SM MINERALS IN KAZAKHSTAN**

This announcement is made by the Company pursuant to Rule 13.09(2) of the Listing Rules and the Inside Information Provisions (as defined in the Listing Rules) of Part XIVA of the SFO.

Reference is made to the Announcement in relation to the Initial Agreement and the Subscription Agreement. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as defined in the Announcement.

1. UPDATES ON THE TRANSACTION

As at the date of this announcement, the Company holds an aggregate of 15% issued share capital of SM Minerals.

On 19 December 2025, the Company and the Original Shareholders entered into the Share Purchase Agreement in relation to the transfer of 64,706 SM Minerals Shares (representing 55% of the issued share capital of SM Minerals) at the Purchase Price of US\$89,000,000.

After the execution of the Share Purchase Agreement and completion of Closing, the Company will hold 70% of the issued share capital of SM Minerals.

2. INFORMATION OF THE PARTIES

The Company

The principal activity of the Company is investment holding. The Company's subsidiaries are principally engaged in exploration of copper and cobalt, mining, ore processing, leaching smelting and sale of copper cathodes, blister copper and copper anodes, cobalt contained in cobalt hydroxide, sulfuric acid and liquid sulfur dioxide. China Nonferrous Metal Mining (Group) Co., Ltd* (中國有色礦業集團有限公司), the controlling shareholder of the Company, is wholly-owned and administered by the State-owned Assets Supervision and Administration Commission of the State Council of PRC, and is principally engaged in the development, construction and engineering of nonferrous metal ore resources as well as related trade and services. At the date of this announcement, the Company holds 15% of the issued share capital of SM Minerals.

Original Shareholders

The Original Shareholders are three individuals residing in Kazakhstan: Ainur Mukhatayeva, Saltanat Sabdykeyeva and Samat Aktailakov. At the date of this announcement, each of them holds 43.35%, 29.75% and 11.9% of the issued share capital of SM Minerals, respectively.

SM Minerals

SM Minerals is a company incorporated in Kazakhstan, and is principally engaged in mining and enrichment of copper.

3. THE PROJECT DETAILS

The Benkala project comprises the Benkala north mining rights and Benkala south exploration rights, collectively referred to as the “**Mining Rights**”, covering an aggregate area of 34.3 square kilometres in Aktobe Province, Kazakhstan. The Mining Rights grant the holder the exclusive right to explore and extract copper resources within the licence areas for fixed terms.

As at the date of this announcement, Benkala north mining area holds in aggregate 384 million tonnes of mineral resources, with 1.58 million tonnes of copper at an average grade of 0.41%. Amongst which, measured and indicated copper account for 940,000 tonnes, representing approximately 60% of the total copper reserves. The associated gold in the project is at an average grade of approximately 0.1 g/t. Associated gold resources are not included in the qualified person's report due to delays in historical gold assay work. The Company has completed field work for supplementary exploration since July 2025, and will make further disclosures regarding the details of updated copper metal resources and associated gold upon the finalisation of resource estimation. The project construction scale is preliminarily projected to have an open-pit ore processing capacity of 14 million tonnes per year, with the final output being copper concentrate; the annual output of which will contain approximately 45,000 tonnes of copper. The Benkala south deposit is at an earlier stage, with only inferred resources identified to date.

Feasibility studies and preliminary design of the Benkala north mining area are projected to be completed in the year 2027 according to the preliminary plan, with construction commencing in the year 2027 and production starting in the year 2029, providing a solid foundation for reserves expansion and the increase of production capacity for the Company.

4. KEY TERMS OF THE SHARE PURCHASE AGREEMENT

Purchase Price

The Purchase Price shall be US\$89,000,000, which shall be payable by the Company to the Original Shareholders at Closing by wire transfer of immediately available funds to the Original Shareholders' designated bank account.

Conditions Precedent

Closing is subject to the satisfaction (or the written waiver by the Company or/and the Original Shareholders (as the case may be)) of certain conditions precedents, including but not limited to, the Company having obtained the requisite regulatory approvals, the Original Shareholders having waived their pre-emption rights, SM Minerals having completed all the steps and process set out in the land disposal plan, and there being no material breach by the Original Shareholders or material adverse change to SM Minerals.

If any condition precedent is neither satisfied nor waived by the Longstop Date, the benefiting party has the right to terminate the Share Purchase Agreement without liability.

Closing

Closing shall take place on five (5) Business Days following all the conditions precedent under the Share Purchase Agreement have been satisfied or waived, or (if applicable) deemed to have been delivered.

As a result of Closing, it is expected that SM Minerals will be consolidated by the Group.

Termination

The Share Purchase Agreement may be terminated under the following circumstances:

- (i) by mutual written agreement of the Company and the Original Shareholders;
or
- (ii) by either party giving written notice to the other if (a) any condition precedent for its benefit or any mutual condition is not satisfied or waived by the Longstop Date, or (b) the other party fails to comply with its closing obligations, in which case the terminating party shall have no obligation to close, may withhold payment, and may elect to either terminate the agreement or postpone the Closing.

Amendments to Articles of Association of SM Minerals

After execution of the Share Purchase Agreement, the Company and the Original Shareholders shall promptly cause the articles of association of SM Minerals to be amended to the extent necessary to be consistent with the agreed form of the Shareholders' Agreement at Closing. The Original Shareholders shall cause SM Minerals to approve and sign the Amended AoA of SM Minerals at Closing.

Grant of the Call Option and Put Option

Pursuant to the Share Purchase Agreement, no call or put options shall be granted to the Company.

Save for the rights and obligations expressly set out in the Share Purchase Agreement, there are no contingent acquisition, disposal or option arrangements agreed between the parties.

5. REASONS FOR AND BENEFITS OF THE FURTHER ACQUISITION

As disclosed in the Announcement, the Benkala north mining rights has approximately 1.5 million tons of copper resources, which are very resourceful for large-scale mining operations, and this project is excepted to leave room for future resource expansion through further exploration.

The Acquisitions will serve as a key strategic foothold for the Company's layout in the Central Asian region, bringing new development potential into its future resource development in Central Asia.

In view of the above, the Directors consider that the terms of the Share Purchase Agreement, being negotiated on an arm's length basis, are determined on normal commercial terms and are fair and reasonable and that it is in the interest of the Company and the Shareholders as a whole.

6. LISTING RULES IMPLICATIONS

As none of the applicable percentage ratios (as defined under Rule 14.07 of the Listing Rules) in respect of the Further Acquisition, on a standalone basis, exceeds 5%, the Further Acquisition does not constitute a notifiable transaction of the Company under Chapter 14 of the Listing Rules.

As none of the applicable percentage ratios (as defined under Rule 14.07 of the Listing Rules) in respect of the Acquisitions, on an aggregated basis, exceeds 5%, the Acquisitions do not constitute a notifiable transaction of the Company under Chapter 14 of the Listing Rules.

DEFINITIONS

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

“Acquisitions”	the acquisitions of a total of 82,354 SM Minerals Shares (representing 70% of the issued share capital of SM Minerals) under the Initial Agreement, the Subscription Agreement and the Share Purchase Agreement
“Amended AoA”	the further amended and restated articles of association of SM Minerals
“Announcement”	the announcement made by the Company dated 16 June 2025 in relation to the Initial Agreement and the Subscription Agreement
“Business Day”	a day, as applicable in the context used, on which commercial banks are open for general, commercial business in Hong Kong, Beijing, the PRC and Astana, Kazakhstan, not being a Saturday, Sunday, public holiday or non-working day in that place
“Closing”	closing of the Further Acquisition
“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
“Further Acquisition”	the further acquisition of 64,706 SM Mineral Shares (representing 55% of the issued share capital of SM Minerals) under the Share Purchase Agreement
“Longstop Date”	the next Business Day following the date which is 120 days after the date of the Share Purchase Agreement or such later date as the parties may agree in writing
“PRC”	the People’s Republic of China
“Purchase Price”	the purchase price for the Further Acquisition payable by the Company to the Original Shareholders under the Share Purchase Agreement
“Share Purchase Agreement”	the agreement dated 19 December 2025 entered into by and among the Company and the Original Shareholders

“Shareholders’ Agreement” the shareholders’ agreement to be entered into by and amongst the Company, the Original Shareholders and SM Minerals at Closing, in accordance with the Share Purchase Agreement, reflecting the rights and obligations of the then shareholders and the governance structure of SM Minerals

“Group” the Company and its subsidiaries

By Order of the Board
China Nonferrous Mining Corporation Limited
Chaoran ZHU and Man Yi WONG
Joint Company Secretaries

19 December 2025

As at the date of this announcement, the Board of Directors comprises Mr. Bo XIAO as an executive Director; Mr. Zhijiang CHEN and Ms. Yani GONG as non-executive Directors; and Mr. Huanfei GUAN, Mr. Guangfu GAO and Mr. Yufeng SUN as independent non-executive Directors.

* *Translation for reference purposes only*