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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

NOTICE IS HEREBY GIVEN that the annual general meeting (the "**AGM**") of China Nonferrous Mining Corporation Limited (the "**Company**") will be held at Bowen Room, 7/F, Conrad Hong Kong, Pacific Place, 88 Queensway, Admiralty, Hong Kong on Thursday, 25 June 2026 at 3:00 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 2025.

2. To declare a final dividend of US¢4.1446 per share of the Company for the year ended 31 December 2025.

3. (a) To re-elect the directors of the Company (the "**Directors**"):

   (i) to re-elect Mr. Zhijiang CHEN as a non-executive Director;

   (ii) to re-elect Mr. Huanfei GUAN as an independent non-executive Director; and

   (iii) to re-elect Mr. Guangfu GAO 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 re-appoint KPMG as the auditor of the Company and to authorise the Board to fix its remuneration.

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

5. "**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 (the "**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)."

6. "**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."

7. "**THAT**

subject to the passing of resolution number 6 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 5 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 6 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)."

8. "**THAT**

(a) the proposed annual cap in respect of the supply of raw materials, products and services from the CNMC Group to the Group under the 2023 Mutual Supply Framework Agreement for the financial year ending 31 December 2026 be revised from US$540,000,000 to US$670,900,000; and

(b) any director of the Company be and is hereby authorized for and on behalf of the Company to sign, seal, execute, perfect, deliver and do all such documents, deeds, acts, matters and things as he may in his discretion consider necessary or desirable or expedient for the purpose of or in connection with the proposed revision of annual cap under the 2023 Mutual Supply Framework Agreement and to make and agree such variations of a non-material nature in or to the terms of the 2023 Mutual Supply Framework Agreement as he may in his discretion consider to be desirable and in the interests of the Company."

9. "**THAT**

(a) the proposed annual cap in respect of the 2023 CNMC Copper Supply Framework Agreement for the financial year ending 31 December 2026 be revised from US$2,483,100,000 to US$4,351,800,000; and

(b) any director of the Company be and is hereby authorized for and on behalf of the Company to sign, seal, execute, perfect, deliver and do all such documents, deeds, acts, matters and things as he may in his discretion consider necessary or desirable or expedient for the purpose of or in connection with the proposed revision of annual cap under the 2023 CNMC Copper Supply Framework Agreement and to make and agree such variations of a non-material nature in or to the terms of the 2023 CNMC Copper Supply Framework Agreement as he may in his discretion consider to be desirable and in the interests of the Company."

10. "**THAT**

(a) the proposed annual cap in respect of the deposit service under the Financial Services Framework Agreement for the financial year ending 31 December 2026 be revised from US$450,000,000 to US$700,000,000 pursuant to the Financial Services Supplemental Framework Agreement; and

(b) any director of the Company be and is hereby authorized for and on behalf of the Company to sign, seal, execute, perfect, deliver and do all such documents, deeds, acts, matters and things as he may in his discretion consider necessary or desirable or expedient for the purpose of or in connection with the proposed revision of annual cap under the Financial Services Framework Agreement and the Financial Services Supplemental Framework Agreement and to make and agree such variations of a non-material nature in or to the terms of the Financial Services Framework Agreement and the Financial Services Supplemental Framework Agreement as he may in his discretion consider to be desirable and in the interests of the Company."

11. "**THAT**

(a) the proposed annual cap in respect of the collective fund management services under the 2023 Treasury Management Services Framework Agreement for the financial year ending 31 December 2026 be revised from US$300,000,000 to US$500,000,000 pursuant to the 2023 Treasury Management Services Supplemental Framework Agreement; and

(b) any director of the Company be and is hereby authorized for and on behalf of the Company to sign, seal, execute, perfect, deliver and do all such documents, deeds, acts, matters and things as he may in his discretion consider necessary or desirable or expedient for the purpose of or in connection with the proposed revision of annual cap under the 2023 Treasury Management Services Framework Agreement and the 2023 Treasury Management Services Supplemental Framework Agreement and to make and agree such variations of a non-material nature in or to the terms of the 2023 Treasury Management Services Framework Agreement and the 2023 Treasury Management Services Supplemental Framework Agreement as he may in his discretion consider to be desirable and in the interests of the Company."

AS SPECIAL RESOLUTION

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

12. "**THAT**

the new articles of association of the Company, a copy of which has been produced to the meeting marked "A" and initialed by the chairman of the AGM for the purpose of identification, which amends and restates the articles of association of the Company to reflect all of the proposed amendments referred to in appendix III to the circular of the Company dated 3 June 2026, be and is hereby approved and adopted as the articles of association of the Company in substitution for and to the exclusion of the articles of association of the Company in force immediately before the passing of this special resolution and THAT any Director or the secretary of the Company be and is hereby authorised to do all things necessary to effect and record the adoption of the new articles of association of the Company."

By order of the Board of Directors
China Nonferrous Mining Corporation Limited
Bo XIAO
Chairman

3 June 2026

Notes:

1. Persons who hold shares of the Company and whose names appear on the register of members as at close of business on Thursday, 18 June 2026 shall be entitled to attend the AGM.

2. A member of the Company entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company.

3. In order to be valid, the proxy form for use at the AGM (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, 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 as soon as possible but in any event by no later than 48 hours (excluding any part of a day that is a public holiday) before the time for the holding of the AGM.

4. Completion and delivery of the AGM Proxy Form should not preclude a member from attending and voting in person at the AGM and in such event, the instrument appointing a proxy shall be deemed to be revoked.

5. The register of members of the Company will be closed from Monday, 22 June 2026 to Thursday, 25 June 2026, 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 Thursday, 18 June 2026.

6. In relation to resolution number 3.(a) above, Mr. Zhijiang CHEN, Mr. Huanfei GUAN and Mr. Guangfu GAO 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.

7. In relation to resolutions number 5 and 7 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.

8. In relation to resolution number 6 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 to this circular.

9. 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.

10. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

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