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## CHINA METAL RESOURCES UTILIZATION LIMITED

中國金屬資源利用有限公司

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

**(Stock Code: 1636)**

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**Meeting**”) of China Metal Resources Utilization Limited (the “**Company**”) will be held at Unit 02–03, 44/F., Cosco Tower, 183 Queen’s Road Central, Hong Kong on Friday, 26 February 2021 at 2:00 p.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following ordinary resolutions of the Company:

#### ORDINARY RESOLUTIONS

“**THAT:**

- (a) the supplemental subscription agreement (the “**Supplemental Subscription Agreement**”), dated 4 January 2021 (a copy of which is marked “A” has been tabled before the Meeting and signed by the chairman of the Meeting for the purpose of identification) entered into between the Company as issuer and Mianyang Fule Investment Co., Ltd.\* (綿陽富樂投資有限公司) (“**Fule**”) as subscriber, in relation to the subscription of 618,490,566 shares of the Company (the “**Subscription Share(s)**”), at the subscription price of HK\$0.465 per Subscription Share and transactions contemplated thereby, be and are hereby approved, ratified and confirmed;
- (b) the terms of the subscription (as varied and amended by the Supplemental Subscription Agreement to the subscription agreement dated 20 July 2020 made between the Company and Fule, together, the “**Revised Subscription Agreement**”) be and are hereby approved;
- (c) the directors of the Company be and are hereby granted a specific mandate to exercise the powers of the Company to issue and allot the Subscription Shares, subject to and in accordance with the terms and conditions of the Revised Subscription Agreement; and
- (d) any one or more directors of the Company be and are hereby authorised to sign, execute, perfect, deliver and do all such documents, deeds, acts, matters and things, as the case may be, as they may in their discretion consider necessary, desirable or

expedient in connection with (1) the performance of the rights and/or obligations under the Revised Subscription Agreement and (2) the issue and allotment of Subscription Shares pursuant to the Revised Subscription Agreement.”

By order of the Board  
**China Metal Resources Utilization Limited**  
**Mr. YU Jianqiu**  
*Chairman*

8 February 2021

*Notes:*

1. All resolutions at the extraordinary general meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him/her. A proxy need not be a member of the Company.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of any officer, attorney or other person duly authorised to sign the same.
4. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority, must be deposited with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M, Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, not less than 48 hours before (i.e. 2:00 p.m. on Wednesday, 24 February 2021) the time appointed for holding the Meeting or any adjourned meeting thereof (as the case may be).
5. Completion and return of the form of proxy will not preclude members from attending and voting in person at the Meeting or at any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoke.
6. Where there are joint registered holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the Meeting, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members of the Company in respect of the shares shall be accepted to the exclusion of the votes of the other registered holders.
7. The register of members of the Company will be closed from Tuesday, 23 February 2021 to Friday, 26 February 2021, both days inclusive, during which period no share transfers can be registered. In order to be eligible for attending and voting at the Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, not later than 4:30 p.m. on Monday, 22 February 2021.
8. If a black rainstorm warning signal or a tropical cyclone warning signal no. 8 or above is in force in Hong Kong at 7:30 a.m. on the date of the Meeting, the Meeting will be adjourned. The Company will post an announcement on the websites of the Company at [www.cmru.com](http://www.cmru.com) and the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) to notify Shareholders of the date, time and place of the adjourned meeting.

*As at the date of this notice, the Board comprises four executive directors, namely, Mr. Yu Jianqiu (Chairman), Mr. Kwong Wai Sun Wilson, Mr. Huang Weiping and Ms. Zhu Yufen; and three independent non-executive directors, namely, Mr. Lee Ting Bun Denny, Mr. Pan Liansheng and Ms. Ren Ruxian.*