
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this supplemental circular or as to the action to be taken, you should consult your stockbroker, registered dealer in securities, bank manager, solicitor, professional accountant or other professional advisor.

If you have sold or transferred all your Shares in **METALLURGICAL CORPORATION OF CHINA LTD.***, you should at once hand this supplemental circular together with the Second Form of Proxy to the purchaser or transferee or to the bank, stockbroker, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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METALLURGICAL CORPORATION OF CHINA LTD. *
中國冶金科工股份有限公司

(A joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 1618)

SUPPLEMENTAL CIRCULAR
PROPOSED APPROVAL OF THE APPOINTMENT OF THE AUDITOR AND
INTERNAL CONTROL AUDITOR FOR THE YEAR 2022
AND
SUPPLEMENTAL NOTICE OF THE 2021 ANNUAL GENERAL MEETING

This supplemental circular should be read together with the AGM Circular and the Notice of the AGM dated 31 May 2022. The Company will hold the 2021 AGM as originally scheduled at MCC Tower, 28 Shuguang Xili, Chaoyang District, Beijing, 100028, the PRC, on Thursday, 30 June 2022 at 10:00 a.m. The supplemental notice containing the additional resolution to be proposed at the 2021 AGM is set out on page 5 to page 6 of this supplemental circular.

The Second Form of Proxy of the 2021 AGM is attached to this supplemental circular. If you intend to appoint a proxy to attend the 2021 AGM, please complete the Second Form of Proxy in accordance with the instruction printed thereon and return it to the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares), or return it to the office of the Board of the Company at MCC Tower, 28 Shuguang Xili, Chaoyang District, Beijing, 100028, the PRC (for holders of A Shares), not less than 24 hours before the time designated for holding the 2021 AGM or any adjourned meeting thereof. Completion and return of the Second Form of Proxy will not preclude you from attending and voting in person at the 2021 AGM or at any adjourned meeting thereof should you so wish.

14 June 2022

* *For identification purpose only*

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DEFINITIONS

In this supplemental circular, the following expressions have the meanings set out below unless the context otherwise requires.

“2021 AGM”	the 2021 annual general meeting of the Company to be held at MCC Tower, No. 28 Shuguang Xili, Chaoyang District, Beijing, 100028, the PRC, on Thursday, 30 June 2022 at 10:00 a.m.;
“A Share(s)”	domestic share(s) in the ordinary share capital of the Company with a nominal value of RMB1.00 each, which are listed on the Shanghai Stock Exchange and traded in RMB;
“AGM Circular”	the circular of the Company dated 31 May 2022 in relation to the matters to be considered and approved at the 2021 AGM;
“Articles of Association”	the articles of association of the Company;
“Board”	the board of Directors of the Company;
“Company” or “MCC”	Metallurgical Corporation of China Ltd.* (中國冶金科工股份有限公司), a joint stock limited company with limited liability incorporated under the laws of the PRC on 1 December 2008;
“Director(s)”	director(s) of the Company, including all executive directors, non-executive directors and independent non-executive directors;
“First Form of Proxy”	the form of proxy for the 2021 AGM despatched together with the Notice of the AGM;
“H Share(s)”	overseas listed foreign share(s) in the ordinary share capital of the Company with a nominal value of RMB1.00 each, which are currently subscribed for and traded in Hong Kong dollars and are listed on the Hong Kong Stock Exchange;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited;

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange;
“Notice of the AGM”	the notice of the 2021 AGM of the Company dated 31 May 2022;
“PRC” or “China”	the People’s Republic of China and for the sole purpose of this supplemental circular, excluding Hong Kong, Macau Special Administrative Region and Taiwan;
“RMB”	Renminbi, the lawful currency of the PRC;
“Second Form of Proxy”	the second form of proxy for the 2021 AGM despatched together with the supplemental notice of the 2021 AGM;
“Shareholder(s)”	shareholder(s) of the Company; and
“Shares”	share(s) of the Company with a nominal value of RMB1.00 each, including A Share(s) and H Share(s).

LETTER FROM THE BOARD



METALLURGICAL CORPORATION OF CHINA LTD. *

中國冶金科工股份有限公司

(A joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 1618)

Directors:

Mr. Chen Jianguang (*Executive Director*)
Mr. Zhang Mengxing (*Executive Director*)
Mr. Lang Jia (*Non-executive Director*)
Mr. Yan Aizhong (*Non-executive Director*)
Mr. Zhou Jichang (*Independent Non-executive Director*)
Mr. Liu Li (*Independent Non-executive Director*)
Mr. Ng, Kar Ling Johnny (*Independent Non-executive Director*)

Registered office/principal place of business in the PRC:

MCC Tower
No. 28 Shuguang Xili
Chaoyang District
Beijing, 100028
The People's Republic of China

Principal place of business in Hong Kong:

Room 3205, 32/F
Office Tower Convention Plaza
1 Harbour Road, Wanchai
Hong Kong

14 June 2022

To the Shareholders

Dear Sir or Madam,

SUPPLEMENTAL CIRCULAR PROPOSED APPROVAL OF THE APPOINTMENT OF THE AUDITOR AND INTERNAL CONTROL AUDITOR FOR THE YEAR 2022

INTRODUCTION

Reference is made to the AGM Circular and the Notice of the AGM dated 31 May 2022, which set out the time and venue of the 2021 AGM and contain the resolutions to be proposed at the 2021 AGM for the consideration of the Shareholders.

* *For identification purposes only*

LETTER FROM THE BOARD

The 2021 AGM of the Company will be held as originally scheduled at MCC Tower, No. 28 Shuguang Xili, Chaoyang District, Beijing, 100028, the PRC, on Thursday, 30 June 2022 at 10:00 a.m.. In addition to the resolutions contained in the Notice of the AGM, the supplemental resolution contained in the supplemental notice as set out on page 5 to page 6 of this supplemental circular will also be considered and, if thought fit, approved at the 2021 AGM: proposed approval of the appointment of the auditor and internal control auditor for the year 2022. The proposal will be proposed to the Shareholders for approval at the 2021 AGM by way of an ordinary resolution.

The purpose of this supplemental circular is to provide you with the supplemental notice of 2021 AGM and the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed supplemental resolution at the 2021 AGM.

ISSUE TO BE CONSIDERED

Proposed approval of the appointment of the auditor and internal control auditor for the year 2022

The Board proposes to appoint Ernst & Young Hua Ming LLP as the auditor and internal control auditor of the Company for the year 2022, and proposes to authorise the Board to determine their remuneration. The proposal was considered and approved at the 39th meeting of the third session of the Board of the Company, and is hereby submitted to the AGM for consideration and approval.

2021 AGM

The Second Form of Proxy of the 2021 AGM is attached to this supplemental circular.

If you intend to appoint a proxy to attend the 2021 AGM, please complete the Second Form of Proxy in accordance with the instruction printed thereon and return it to the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares), or return it to the office of the Board of the Company at MCC Tower, 28 Shuguang Xili, Chaoyang District, Beijing, 100028, the PRC (for holders of A Shares), not less than 24 hours before the time designated for holding the 2021 AGM or any adjourned meeting thereof. Completion and return of the Second Form of Proxy will not preclude you from attending and voting in person at the 2021 AGM or at any adjourned meeting thereof should you so wish.

Shareholders who intend to appoint a proxy to attend the 2021 AGM but have not returned the First Form of Proxy shall only return the Second Form of Proxy while the First Form of Proxy needs not to be returned.

LETTER FROM THE BOARD

Shareholders who have returned the First Form of Proxy shall note that:

- (a) If the Second Form of Proxy is not returned 24 hours before the time designated for holding the 2021 AGM or any adjourned meeting thereof, the duly completed and returned First Form of Proxy will be deemed as a valid form of proxy. In addition to those resolutions contained in the Notice of the AGM and the First Form of Proxy, the proxy/proxies so appointed by the Shareholder shall also be entitled to vote at his/her discretion or abstain from voting on any resolutions properly put forward at the 2021 AGM, including the supplemental resolution set out in the supplemental notice of the 2021 AGM.
- (b) If the Second Form of Proxy has been returned 24 hours before the time designated for the holding the 2021 AGM or any adjourned meeting thereof, the First Form of Proxy previously returned by the Shareholder shall be revoked and superseded by the Second Form of Proxy. The duly completed Second Form of Proxy will be deemed as a valid form of proxy.

Apart from the supplemental resolution set out in the supplemental notice of the 2021 AGM, all other matters of the 2021 AGM remain unchanged. For details of other resolutions to be considered and approved at the 2021 AGM, eligibility for attending the 2021 AGM, registration procedures, closure of register of members and other relevant matters, please refer to the AGM Circular and the Notice of the AGM dated 31 May 2022.

VOTING BY WAY OF POLL

In accordance with the Articles of Association and the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. As such, the resolutions set out in the Notice of the AGM and supplemental notice of the 2021 AGM will be voted by way of poll. Voting results will be uploaded to the website of the Company at www.mccchina.com and the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk as soon as possible after the conclusion of the 2021 AGM and any adjournment thereof.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors are of the opinion that the resolution set out in the supplemental notice of the 2021 AGM is in the best interest of the Company and its Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of such resolution.

Yours faithfully

By order of the Board

Metallurgical Corporation of China Ltd.*

Chen Jianguang

Chairman and Executive Director



METALLURGICAL CORPORATION OF CHINA LTD. *

中國冶金科工股份有限公司

(A joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 1618)

SUPPLEMENTAL NOTICE OF THE 2021 ANNUAL GENERAL MEETING

Reference is made to the notice of the 2021 annual general meeting (the “AGM”) dated 31 May 2022 (the “**Notice of the AGM**”) and the circular of the 2021 AGM dated 31 May 2022 (the “**AGM Circular**”) of Metallurgical Corporation of China Ltd.* (the “**Company**”), which set out the time and venue of the 2021 AGM of the Company and contain the resolutions to be proposed at the AGM for consideration of the Shareholders.

Details of the resolutions to be proposed for consideration at the AGM are set out in the AGM Circular. Unless otherwise stated, terms defined in this supplemental notice shall have the same meanings as those defined in the AGM Circular and the supplemental circular of the Company dated 14 June 2022.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the AGM will be held as originally scheduled at MCC Tower, No. 28 Shuguang Xili, Chaoyang District, Beijing, 100028, the PRC, on Thursday, 30 June 2022 at 10:00 a.m.. In addition to the resolutions set out in the Notice of the AGM, the following supplemental resolution will also be considered and, if thought fit, approved at the AGM:

AS SUPPLEMENTAL ORDINARY RESOLUTION

11. the proposal in relation to the appointment of the auditor and internal control auditor for the year 2022

By order of the Board

Metallurgical Corporation of China Ltd.*

Zeng Gang

Joint Company Secretary

Beijing, the PRC

14 June 2022

SUPPLEMENTAL NOTICE OF THE 2021 ANNUAL GENERAL MEETING

Notes:

- (1) Save for the above supplemental resolution, all other matters of the AGM remain unchanged. For details of other resolutions to be considered and approved at the AGM, eligibility for attending the AGM, registration procedures, closure of register of members and other relevant matters, please refer to the AGM Circular and the Notice of the AGM dated 31 May 2022 of the Company.
- (2) The second form of proxy for the AGM (the “**Second Form of Proxy**”) is enclosed with this supplemental notice. In order to be valid, the Second Form of Proxy, together with the power of attorney or other authorisation documents (if any), shall be returned to the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (for holders of H Shares) or to the office of the Board of the Company, at MCC Tower, No. 28, Shuguang Xili, Chaoyang District, Beijing, 100028, the PRC (for holders of A Shares) not less than 24 hours before the time designated for holding the AGM or any adjournment thereof.
- (3) Shareholders who intend to appoint a proxy to attend the AGM but have not returned the form of proxy sent together with the Notice of the AGM (the “**First Form of Proxy**”) shall only return the Second Form of Proxy while the First Form of Proxy needs not to be returned.
- (4) Shareholders who have returned the First Form of Proxy shall note that:
 - (a) If the Second Form of Proxy is yet to be returned 24 hours before the time appointed for the holding the AGM or any adjournment thereof, the duly completed and returned First Form of Proxy will be deemed as a valid form of proxy. Other than those resolutions contained in the Notice of the AGM and the First Form of Proxy, the proxy/proxies so appointed by the shareholder shall also be entitled to vote at its/his/her discretion or abstain from voting on any resolutions properly put forward at the AGM, including the supplemental resolution set out in this supplemental notice of the AGM.
 - (b) If the Second Form of Proxy has been returned 24 hours before the time appointed for the holding the AGM or any adjournment thereof, the First Form of Proxy previously returned by the shareholder shall be revoked and superseded by the Second Form of Proxy. The duly completed Second Form of Proxy will be deemed as a valid form of proxy.

As at the date of this notice, the Board of the Company comprises executive Directors: Mr. Chen Jianguang and Mr. Zhang Mengxing; non-executive Directors: Mr. Lang Jia and Mr. Yan Aizhong (employee representative Director); and independent non-executive Directors: Mr. Zhou Jichang, Mr. Liu Li and Mr. Ng, Kar Ling Johnny.

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