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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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “EGM”) of China Nonferrous Mining Corporation Limited (the “**Company**”) will be held at Room 911, North Tower, CNMC Building, No. 10 Anding Road, Chaoyang District, Beijing, the PRC on Tuesday, 26 December 2023 at 3:00 p.m. for the following purposes:

AS ORDINARY RESOLUTIONS

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

1. **“THAT**

- (i) the framework agreement dated 24 November 2023 between the Company and China Nonferrous Metal Mining (Group) Co., Ltd (“**CNMC**”) in relation to the sale of copper products to CNMC Group (the “**2023 CNMC Copper Supply Framework Agreement**”) and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;
- (ii) the proposed annual cap under the 2023 CNMC Copper Supply Framework Agreement for each of the financial years ending 31 December 2024, 31 December 2025 and 31 December 2026 shall not exceed US\$2,314,400,000, US\$2,502,400,000 and US\$2,483,100,000, respectively; and

- (iii) 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 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.”

2. **“THAT**

- (i) the framework agreement dated 24 November 2023 between the Company and CNMC in relation to the mutual provision of raw materials, products and services (the **“2023 Mutual Supply Framework Agreement”**) and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;
- (ii) the proposed annual cap under the 2023 Mutual Supply Framework Agreement in connection with the supply of raw materials, products and services from the CNMC Group to the Group for each of the financial years ending 31 December 2024, 31 December 2025 and 31 December 2026 shall not exceed US\$353,100,000, US\$395,000,000 and US\$395,000,000, respectively;
- (iii) the proposed annual cap under the 2023 Mutual Supply Framework Agreement in connection with the supply of raw materials, products and services from the Group to the CNMC Group for the financial years ending 31 December 2024, 31 December 2025 and 31 December 2026 shall not exceed US\$137,300,000, US\$142,800,000 and US\$154,300,000, respectively; and
- (iv) 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 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.”

3. **“THAT**

- (i) the framework agreement dated 24 November 2023 between the Company and CNMC Treasury Management (Hong Kong) Company Limited (中國有色集團財資管理(香港)有限公司) (“**CNMC Treasury**”) in relation to the provision of financial advisory services, collective fund management services, loan services, exchange rate risk management services and other treasury management services (the “**2023 Treasury Management Services Framework Agreement**”) and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;
- (ii) the maximum daily balance of the funds (including accrued interests) under the 2023 Treasury Management Services Framework Agreement in connection with collective fund management services from CNMC Treasury for each of the financial years ending 31 December 2024, 31 December 2025 and 31 December 2026 shall not exceed US\$300,000,000, US\$300,000,000 and US\$300,000,000, respectively;
- (iii) the maximum daily balance (including accrued interests) of the loans under the 2023 Treasury Management Services Framework Agreement for each of the financial years ending 31 December 2024, 31 December 2025 and 31 December 2026 shall not exceed US\$300,000,000, US\$300,000,000 and US\$300,000,000, respectively; and
- (iv) 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 2023 Treasury Management Services 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 as he may in his discretion consider to be desirable and in the interests of the Company.”

4. **“THAT** KPMG be and is hereby appointed as the auditor of the Company following the resignation of Ernst & Young, and to hold office until the conclusion of the next annual general meeting of the Company and that the board of directors of the Company be authorised to fix their remuneration.”

By order of the board of directors
China Nonferrous Mining Corporation Limited
Chaoran ZHU and Man Yi WONG
Joint Company Secretaries

4 December 2023

Notes:

1. Any person who hold shares of the Company and whose names appear on the register of members as at close of business on Monday, 18 December 2023 shall be entitled to attend the EGM.
2. Any member of the Company entitled to attend and vote at the EGM 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 EGM, 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 in Hong Kong) before the time for the holding of the EGM.
4. Completion and delivery of the form of proxy should not preclude a member from attending and voting in person at the EGM 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 Tuesday, 19 December 2023 to Tuesday, 26 December 2023, both days inclusive, during which period no transfer of shares will be effected. In order to determine the entitlement to attend the EGM, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, 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 Monday, 18 December 2023.
6. Members who have any queries concerning the meeting arrangements, please call the Company at +852 2797 2777 or +86 10 8442 6373 during business hours from 9:00 a.m. to 5:00 p.m. on Mondays to Fridays, excluding public holidays.
7. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
8. As at the date of this notice, the board of directors comprises Mr. He YANG as an executive Director; Mr. Yaoyu TAN as a non-executive Director; and Mr. Dingfan QIU, Mr. Jingwei LIU and Mr. Huanfei GUAN as independent non-executive Directors.