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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)

**CHANGE OF DIRECTORS, APPOINTMENT OF PRESIDENT  
AND  
CHANGE IN COMPOSITION OF BOARD COMMITTEES**

The Board announces that with effect from 27 December 2023:

- (1) Mr. Jingwei LIU has resigned as an independent non-executive Director, the chairman of the Audit Committee and a member of the Nomination Committee;
- (2) Mr. Guangfu GAO has been appointed as an independent non-executive Director, the chairman of the Audit Committee and a member of the Nomination Committee;
- (3) Ms. Yani GONG has been appointed as a non-executive Director; and
- (4) Mr. Dayong YANG has been appointed as the President of the Company.

**RESIGNATION OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR**

The board (the “**Board**”) of directors (the “**Directors**”) of China Nonferrous Mining Corporation Limited (the “**Company**”) announces that Mr. Jingwei LIU (“**Mr. Liu**”) has resigned from the positions of an independent non-executive Director of the Company, the chairman of the audit committee (“**Audit Committee**”) and a member of the nomination committee (“**Nomination Committee**”) under the Board on and with effect from 27 December 2023 due to other career pursuit which requires more of his attention.

Mr. Liu has confirmed that he does not have any disagreement with the Board and that there are no matters relating to his resignation which need to be brought to the attention of the shareholders of the Company (“Shareholders”).

## **APPOINTMENT OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR**

The Board is pleased to announce that, Mr. Guangfu GAO (“Mr. Gao”) has been appointed as an independent non-executive Director with effect from 27 December 2023.

Mr. Guangfu GAO, aged 61, senior accountant, graduated from Central South University of Finance and Economics with a postgraduate major in Public Finance. He had studied as a visiting scholar at the Grenoble Alpes University in France. Mr. Gao had served as the deputy chief financial officer and chief economist of State Power Investment Corporation Limited (國家電力投資集團公司), the director and deputy chief financial officer of finance department of China Power Investment Corporation (中國電力投資集團公司), the general manager of China Power Investment Finance Co., Ltd (中電投財務有限公司), the deputy director of finance and property management department of State Power Corporation of China (國家電力公司), a director of China Power International Holding Limited, a non-executive director of China Power International Development Limited (a company listed on the Stock Exchange of Hong Kong, stock code: 2380), a director of Shanghai Electric Power Co., Ltd. (上海電力股份有限公司, a company listed on Shenzhen Stock Exchange, stock code: 600021) and a director of SPIC Yuanda Environmental-Protection Co., Ltd. (國家電投遠達環保股份有限公司, a company listed on Shenzhen Stock Exchange, stock code: 600292). Mr. Gao had also served as a director of the Accounting Society of China (中國會計學會) and a director of the China Association of Chief Financial Officers (中國總會計師協會).

Mr. Gao’s initial term of office as an independent non-executive Director is 3 years commencing from 27 December 2023, which will be automatically renewed for another 3 years upon expiration, and may be terminated by either party by giving no less than one month’s prior notice in writing to the other party, and he will be subject to retirement by rotation or re-election in accordance with the articles of association of the Company. Pursuant to his appointment letter, the remuneration of Mr. Gao will be determined by the remuneration committee with reference to the Temporary Remuneration Policy for Senior Management of China Nonferrous Mining Corporation Limited (《中國有色礦業有限公司高級管理層薪酬管理暫行辦法》) and having given consideration to the level of responsibility, experience and abilities required of Mr. Gao and the remuneration offered for similar position in comparable companies. The remuneration payable by the Company to Mr. Gao is RMB240,000 per annum before tax, and he is allowed to reimburse (with invoices) reasonable travelling, transportation and entertainment fees incurred during the performance of duties.

Save as disclosed above, as at the date of this announcement, Mr. Gao (i) did not hold any directorship in any public listed companies in the last 3 years; (ii) does not have any relationship with any other Directors, senior management or substantial or controlling shareholders (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”)) of the Company; (iii) does not have any other major appointments and professional qualifications; (iv) does not hold any position in the Company or any of its other subsidiaries; and (v) does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures (within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong) of the Company.

Save as disclosed above, there are no other matters concerning Mr. Gao that need to be brought to the attention of the Shareholders nor is there any information relating to Mr. Gao that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

### **APPOINTMENT OF AN NON-EXECUTIVE DIRECTOR**

The Board is pleased to announce that, Ms. Yani GONG (“**Ms. Gong**”) has been appointed as a non-executive Director with effect from 27 December 2023.

Ms. Yani GONG, aged 43, majored in English (Economics and Trade) at the School of Foreign Languages in Central South University from 1997 to 2001. She obtained a bachelor’s degree in arts from Central South University in 2001 and a master’s degree in economics (specialising in global economics) from the School of Economics at Peking University in 2008. Ms. Gong obtained a senior economist qualification in 2013. Ms. Gong joined the personnel department of a subsidiary of China Nonferrous Metal Mining (Group) Co., Ltd.\* (中國有色礦業集團有限公司) (“**CNMC**”, a controlling shareholder of the Company within the meaning of the Listing Rules) in 2001, and subsequently held various positions in human resources and corporate management in CNMC and its subsidiaries, including the deputy director of the personnel deployment division of the personnel department, the director of the personnel deployment division of the personnel department, the director of the corporate management division (personnel department), and the deputy director of the human resources department of CNMC. In 2019, Ms. Gong was appointed as the chairman of Sino-Zam Vocational College of Science and Technology (中國贊比亞職業技術學院). Ms. Gong has over 23 years of professional experience in human resources and corporate management and is also a senior economist.

Ms. Gong's initial term of office as a non-executive Director is 3 years commencing on 27 December 2023, which will be automatically renewed for another 3 years upon expiration, and may be terminated by either party by giving no less than one month's prior notice in writing to the other party, and she will be subject to retirement by rotation or re-election in accordance with the articles of association of the Company. Pursuant to her service contract, Ms. Gong will not receive any director's fee but is allowed to reimburse (with invoices) all reasonable travelling, transportation and entertainment fees incurred during the performance of duties.

Save as disclosed above, as at the date of this announcement, Ms. Gong (i) did not hold any directorship in any public listed companies in the last 3 years; (ii) does not have any relationship with any other Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company; (iii) does not have any other major appointments and professional qualifications; (iv) does not hold any position in the Company or any of its other subsidiaries; and (v) does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures (within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong) of the Company.

Save as disclosed above, there are no other matters concerning Ms. Gong that need to be brought to the attention of the Shareholders nor is there any information relating to Ms. Gong that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules. After the appointment of Ms. Gong has come into effect, the Company has satisfied the gender diversity requirement for directors under Rule 13.92 of the Listing Rules.

## **CHANGE IN COMPOSITION OF BOARD COMMITTEES**

As Mr. Liu has resigned as the chairman of the Audit Committee and a member of the Nomination Committee with effect from 27 December 2023, Mr. Gao was appointed as the chairman of the Audit Committee and a member of the Nomination Committee of the Board on and with effect from the same date.

## **APPOINTMENT OF PRESIDENT**

Reference is made to the announcement of the Company dated 4 August 2022. Due to the resignation of Mr. Jinjun ZHANG from the position of president (the "**President**") of the Company, Mr. Jinping MA, the vice president of the Company, will perform the duties of the President for the time being with effect from the same date.

The Board is pleased to announce that, Mr. Dayong YANG ("**Mr. Yang**") was appointed as the president of the Company on 27 December 2023 with effect from the same date.

Dayong YANG, aged 53, joined the Company's senior management on 6 July 2019 to take charge of compliance management. He was appointed as the chief compliance officer and the joint company secretary ("**Joint Company Secretary**") of the Company on 1 April 2020 and 27 April 2020 respectively. He resigned as the Joint Company Secretary on 7 March 2022. Mr. Yang commenced his career at the former Ministry of Foreign Trade and Economic Cooperation of the PRC (currently known as the Ministry of Commerce of the PRC ("**MOFCOM**")) in 1992. He had served as the deputy division head and the division head of the Department of Cooperation of the MOFCOM, and worked at the Economic and Commercial Counsellor's Office of the Embassy of the PRC in the Swiss Confederation and the Economic and Commercial Counsellor's Office of the Embassy of the PRC in the Republic of France. From September 2012 to January 2019, Mr. Yang served as the deputy director of the strategic planning department of CNMC. Mr. Yang graduated from Beijing Foreign Studies University with a bachelor's degree in French language. From September 2011 to August 2012, Mr. Yang attended an international public administration study programme at École Nationale d'Administration with the sponsorship of the French government. Mr. Yang also had served as the vice president of the Company.

Mr. Yang's term of office as the President is 3 years commencing on 27 December 2023, which may be terminated by either party by giving no less than one month's prior notice in writing to the other party. Pursuant to his appointment letter, the remuneration of Mr. Yang will be determined by the remuneration committee with reference to the Temporary Remuneration Policy for Senior Management of China Nonferrous Mining Corporation Limited (《中國有色礦業有限公司高級管理層薪酬管理暫行辦法》) and taking into consideration the level of responsibility, experience and required competence of Mr. Yang and the remuneration offered for similar positions in comparable companies. The remuneration of Mr. Yang as the President has not been determined and the relevant amount will be disclosed in the annual report of the Company for the year ending 31 December 2023.

Save as disclosed above, as at the date of this announcement, Mr. Yang (i) did not hold any directorship in any public listed companies in the last 3 years; (ii) does not have any relationship with any other Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company; (iii) does not have any other major appointments and professional qualifications; (iv) does not hold any position in the Company or any of its other subsidiaries; and (v) does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures (within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong) of the Company.

Save as disclosed above, there are no other matters concerning Mr. Yang that need to be brought to the attention of the Shareholders nor is there any information relating to Mr. Yang that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

The Board would like to take this opportunity to express its appreciation to Mr. Jingwei LIU for his valuable and outstanding contributions to the Board and the Company over the years, and would also extend its warm welcome to Mr. Guangfu GAO and Ms. Yani GONG to join the Board and Mr. Yang to become the president of the Company.

By order of the Board  
**China Nonferrous Mining Corporation Limited**  
**He YANG**  
*Chairman*

27 December 2023

*As at the date of this announcement, the Board of Directors comprises Mr. He YANG as an executive Director; Mr. Yaoyu TAN and Ms. Yani GONG as non-executive Directors; and Mr. Dingfan QIU, Mr. Guangfu GAO and Mr. Huanfei GUAN as independent non-executive Directors.*

\* *Translation for reference purposes only*