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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)

NOTICE OF THE 2022 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2022 annual general meeting (the “AGM”) of Metallurgical Corporation of China Ltd.* (the “Company” or “MCC”) will be held at MCC Tower, No. 28 Shuguang Xili, Chaoyang District, Beijing, the People’s Republic of China, on Monday, 26 June 2023 at 2:00 p.m. to consider and, if thought fit, pass (with or without amendments) the following resolutions:

Unless otherwise defined, capitalized terms used therein shall have the same meanings as those defined in the circular of the Company dated 25 May 2023.

ORDINARY RESOLUTIONS

1. To consider and approve the proposal in relation to the “Work Report of the Board of MCC for the Year 2022”.
2. To consider and approve the proposal in relation to the “Work Report of the Supervisory Committee of MCC for the Year 2022”.
3. To consider and approve the proposal in relation to the report on final accounts of the Company for the year 2022 (as set out in the 2022 annual report of the Company).
4. To consider and approve the proposal in relation to the profit distribution plan of the Company for the year 2022.
5. To consider and approve the proposal in relation to the emoluments of Directors and Supervisors of the Company for the year 2022.
6. To consider and approve the proposal in relation to the plan of guarantees to be provided by the Company for the year 2023.

7. To consider and approve the proposal in relation to the appointment of the Company's auditor and internal control auditor for the year 2023.
8. To consider and approve the proposal in relation to the adjustment of 2023 annual cap for transactions under the Framework Agreement and the entering into of the New Framework Agreement with China Minmetals and the setting of 2024 annual caps.
 - (1) To consider and approve the proposal in relation to the Company's adjustment of annual cap for 2023 for engineering construction (income) transactions under the Framework Agreement
 - (2) To consider and approve the proposal in relation to the entering into of the New Framework Agreement with China Minmetals and the setting of 2024 annual caps
9. To consider and approve the proposal in relation to the closure of part of the Company's A-share fund raising project and the use of the surplus proceeds for permanent replenishment of liquidity.

SPECIAL RESOLUTIONS

1. To consider and approve the proposal in relation to the amendments to the Articles of Association of the Company.
2. To consider and approve the proposal in relation to the amendments to the Rules of Procedure for the General Meetings of the Company.
3. To consider and approve the proposal in relation to the amendments to the Rules of Procedure for the Board Meetings of the Company.

BRIEFING

1. To receive the 2022 performance report of the independent non-executive Directors.

By order of the Board
Metallurgical Corporation of China Ltd.*
Wang Zhen
Joint Company Secretary

Beijing, the PRC
25 May 2023

Notes:

- (1) In order to determine the list of shareholders who are entitled to attend the AGM, the registers of members of the Company will be closed from Monday, 19 June 2023 to Monday, 26 June 2023, both days inclusive, during which period no transfer of shares will be effected. In order to attend and vote at the AGM, holders of H Shares whose transfers have not been registered shall deposit the transfer documents together with the relevant share certificates at the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, at or before 4:30 p.m. on Friday, 16 June 2023.
- (2) A shareholder entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote on his behalf. A proxy need not be a shareholder of the Company. Where a shareholder appoints more than one proxy, his proxies may only vote by poll.
- (3) The instrument appointing a proxy must be in writing under the hand of a shareholder or his attorney duly authorized in writing. If the shareholder is a corporation, that instrument must be either under the seal of the Company or under the hand of its director(s) or duly authorized attorney(s). If that instrument is signed by an attorney of the shareholder, the power of attorney authorizing that attorney to sign or other authorization document must be notarized.
- (4) In order to be valid, the form of proxy together with the power of attorney or other authorization document (if any) must be deposited at the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, for holders of H Shares, and to the Company's office of the Board, for holders of A Shares, not less than 24 hours before the AGM (excluding any public holiday).
- (5) A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the death or loss of capacity of the appointer, or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of shares in respect of which the proxy is given, provided that no notice in writing of the aforementioned matters shall have been received by the Company prior to the commencement of the AGM.
- (6) For information purpose only, holders of H Shares who intend to attend the AGM in person or by proxy shall return the reply slip to the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, and for holders of A Shares of the Company, to the office of the Board of the Company, on or before Wednesday, 21 June 2023 by hand, by post or by fax.
- (7) The address and contact details of the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, are as follows:

Shops 1712–16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong
Tel: (852) 2862 8555
Fax: (852) 2865 0990

- (8) The address and contact details of the office of the Board of the Company are as follows:

MCC Tower, No. 28 Shuguang Xili, Chaoyang District, Beijing, 100028, the People's Republic of China
Tel: (8610) 5986 8666
Fax: (8610) 5986 8999

- (9) In accordance with the Company's Articles of Association, where two or more persons are registered as the joint holders of any share, only the person whose name appears first in the register of members shall be entitled to receive this notice, attend and exercise all the voting rights attached to such share at the AGM, and this notice shall be deemed to be given to all joint holders of such share.
- (10) The AGM is expected to take less than two hours. Shareholders (in person or by proxy) attending the AGM are responsible for their own transportation and accommodation expenses. Shareholders or their proxies attending the AGM shall produce their identity documents.

As at the date of this notice, the Board of Directors 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.

** For identification purposes only*