
THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this document, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this supplemental circular.

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 or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **China Nonferrous Mining Corporation Limited**, you should at once hand this supplemental circular, together with the enclosed form of proxy, to the purchaser or other transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.



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)

SUPPLEMENTAL CIRCULAR
IN RELATION TO THE PROPOSED RE-ELECTION OF DIRECTORS,
THE PROPOSED RE-APPOINTMENT OF AUDITOR, AND
SUPPLEMENTAL NOTICE OF THE ANNUAL GENERAL MEETING

This supplemental circular should be read together with the circular of the Company dated 6 June 2023. The AGM to be held at originally scheduled at Bowen Room, 7/F, Conrad Hong Kong, Pacific Place, 88 Queensway, Admiralty, Hong Kong on Wednesday, 28 June 2023 at 2:30 p.m. A supplemental notice of the AGM is set out on pages 10 to 11 of this supplemental circular.

Whether or not you are able to attend the AGM, you are advised to read the Supplemental AGM Notice, to complete and return the enclosed Second Proxy Form in accordance with the instructions printed thereon 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 no later than 48 hours (excluding any part of a day that is a public holiday) before the time for holding the AGM. Completion and return of the Second Proxy Form will not preclude you from attending and voting at the AGM or at any adjourned meeting if you so wish.

The English and Chinese versions of this supplemental circular and the accompanying Second Proxy Form are available on the Company's website at <http://www.cnmccl.net> and the website of the Stock Exchange at <http://www.hkexnews.hk>.

This supplemental circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regards to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this supplemental circular and, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this supplemental circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make this supplemental circular or any statement herein misleading.

12 June 2023

CONTENTS

	<i>Pages</i>
DEFINITIONS	ii
LETTER FROM THE BOARD	1
INTRODUCTION	1
PROPOSED RE-ELECTION OF DIRECTORS	2
PROPOSED RE-APPOINTMENT OF AUDITOR	3
SUPPLEMENTAL AGM NOTICE AND SECOND PROXY FORM	4
RECOMMENDATIONS OF THE BOARD	5
APPENDIX – BIOGRAPHICAL DETAILS OF DIRECTORS TO BE RE-ELECTED	6
SUPPLEMENTAL AGM NOTICE	10

DEFINITIONS

In this supplemental circular, the following expressions have the following meanings unless the context otherwise requires:

“AGM”	the annual general meeting of the Company to be held on Wednesday, 28 June 2023 at 2:30 p.m.
“AGM Notice”	the notice of the AGM of the Company dated 6 June 2023
“Articles of Association”	the articles of association of the Company
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Board”	the board of Directors
“Circular”	the circular of the Company dated 6 June 2023
“CNMC”	China Nonferrous Metal Mining (Group) Co., Ltd.* (中國有色礦業集團有限公司), a state-owned enterprise established under the laws of the PRC and the ultimate controlling shareholder of the Company
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Company”	China Nonferrous Mining Corporation Limited (中國有色礦業有限公司), a company incorporated in Hong Kong with limited liability, whose shares are listed on the Stock Exchange
“connected person(s)”	has the meaning ascribed thereto in the Listing Rules
“controlling shareholder(s)”	has the meaning ascribed thereto in the Listing Rules
“Director(s)”	director(s) of the Company
“DRC”	the Democratic Republic of Congo
“First Proxy Form”	the proxy form enclosed with the Circular and the AGM Notice
“Final Dividend”	the proposed final dividend of US¢2.8209 per Share for the year ended 31 December 2022
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Latest Practicable Date”	7 June 2023, being the latest practicable date prior to the printing of this supplemental circular for ascertaining certain information herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“PRC”	the People’s Republic of China, excluding, for the purpose of this supplemental circular, the Hong Kong Special Administrative Region of the PRC, the Macau Special Administrative Region of the PRC and the Taiwan Region of China
“Record Date”	4 July 2023, being the proposed date for the purpose of determining the entitlement of Shareholders to the Final Dividend
“Second Proxy Form”	the new proxy form enclosed with the Supplemental Circular and Supplemental AGM notice
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shareholders”	holder(s) of the Shares
“Shares”	shares in the issued share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed thereto in the Listing Rules
“substantial shareholder(s)”	has the meaning ascribed thereto in the Listing Rules
“Supplemental AGM Notice”	the supplemental notice of the AGM dated 12 June 2023
“Supplemental Circular”	the supplemental circular of the Company dated 12 June 2023
“US¢”	United States cents, the current lawful currency of the United States of America
“US\$”	United States dollars, the current lawful currency of the United States of America
“Zambia”	the Republic of Zambia
“%”	per cent

* *Translation of English or Chinese terms for reference purpose only*

LETTER FROM THE BOARD



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)

Executive Director:

Mr. He YANG (*Chairman*)

Non-executive Director:

Mr. Yaoyu TAN

Independent non-executive Directors:

Mr. Dingfan QIU

Mr. Jingwei LIU

Mr. Huanfei GUAN

Registered office:

Unit 1303, 13/F

Austin Tower

22-26 Austin Avenue

Tsimshatsui

Kowloon, Hong Kong

Principal place of business in Zambia:

32 Enos Chomba Road

Kitwe, Zambia

Principal place of business in the DRC:

Lubumbashi

Katanga Province

Congo (DRC)

12 June 2023

To the Shareholders

Dear Sir or Madam,

SUPPLEMENTAL CIRCULAR IN RELATION TO THE PROPOSED RE-ELECTION OF DIRECTORS, THE PROPOSED RE-APPOINTMENT OF AUDITOR, AND SUPPLEMENTAL NOTICE OF THE ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this supplemental circular is to provide you with further information in connection with the proposals to be put forward at the AGM to consider the proposed re-election of Directors and the proposed re-appointment of auditor of the Company, and to give you the Second Proxy Form. This supplemental circular is to give all the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolutions. The Supplemental AGM Notice is set out on pages 10 to 11 of this supplemental circular.

LETTER FROM THE BOARD

A. PROPOSED RE-ELECTION OF DIRECTORS

Pursuant to rule 4(2) of Appendix 3 to the Listing Rules, any person appointed by the directors to fill a casual vacancy on or as an addition to the board shall hold office only until the first annual general meeting of the issuer after his appointment, and shall then be eligible for re-election. Mr. He YANG was appointed to the Board as an executive Director on 13 October 2022. Mr. Yang shall retire from office and be eligible to offer himself for re-election at the AGM in accordance with the Listing Rules.

Pursuant to Article 102 of the Articles of Association, at each annual general meeting, one-third of the Directors shall retire from office by rotation. Pursuant to Article 103 of the Articles of Association, the Directors to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. In this regard, Mr. Yaoyu TAN, a non-executive Director, and Mr. Jingwei LIU, an independent non-executive Director, shall retire from office by rotation upon the conclusion of the AGM and be eligible to offer themselves for re-election.

Pursuant to Code Provision B.2.3 of Part 2 of Appendix 14 to the Listing Rules, serving more than 9 years could be relevant to the determination of a non-executive director's independence. If an independent non-executive director serves more than 9 years, his further appointment should be subject to a separate resolution to be approved by shareholders. Mr. Jingwei LIU was appointed to the Board as an independent non-executive Director on 27 April 2012. Mr. Liu has served the Board for more than 9 years upon Latest Practicable Date. In view of this, the re-appointment of Mr. Jingwei LIU at the AGM will be subject to a separate resolution to be approved by the Shareholders in accordance with the Listing Rules.

Recommendations to the Board for the proposal for re-election of Mr. He YANG as an executive Director, Mr. Yaoyu TAN as non-executive Director and Mr. Jingwei LIU as independent non-executive Director were made by the nomination committee of the Board, after having considered a range of diversity perspectives including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service, as set out in the board diversity policy of the Company disclosed in its annual report.

At the AGM, ordinary resolutions will be put forward to the Shareholders in relation to the proposed re-election of Mr. He YANG as an executive Director, Mr. Yaoyu TAN as non-executive Director and Mr. Jingwei LIU as an independent non-executive Director.

Biographical details of the aforesaid retiring Directors are set out in Appendix to this supplemental circular. At the AGM, separate ordinary resolutions will be put forward for approval of the re-election of each of these retiring Directors.

LETTER FROM THE BOARD

Recommendation of the Nomination Committee of the Board with respect to the Independent Non-executive Director subject to Re-election at the AGM

Mr. Jingwei LIU is a PRC Certified Public Accountant and a member of the registration committee of the Beijing Institute of Certified Public Accountants. He has extensive practical experience in listed company's corporate governance, investment and financing, and has a thorough understanding of the Company's business operations. Mr. Liu has been an independent non-executive director of the Company over the years and has expressed objective opinions to the Company. He has not held any administrative or management positions in the Company, nor have he been employed by any affiliated companies of the Company, and showed firm commitment to his responsibility. Meanwhile, Mr. Jingwei LIU has confirmed his independence pursuant to Rule 3.13 of the Listing Rules. The Nomination Committee and the Board believe that Mr. Jingwei LIU's long-term service will not affect his independent judgment and believe that Mr. Liu has the character, integrity and experience required to continue to perform as an independent non-executive Director. In addition, in view of Mr. Jingwei LIU's extensive knowledge and experience, the Nomination Committee and the Board believe that his re-election to the Board of Directors is in line with the director diversity policy and is in the best interests of the Company and shareholders. Therefore, it is recommended that re-election of Mr. Jingwei LIU as a director at general meeting. A separate resolution on his re-election will be proposed at this year's general meeting.

The nomination committee of the Board is also of the view that Mr. Jingwei LIU would bring to the Board his own perspective, skills and experience, as further described in his biography in Appendix to this supplemental circular.

Based on the board diversity policy adopted by the Company, the nomination committee of the Board considers that Mr. Jingwei LIU can contribute to the diversity of the Board, in particular, with Mr. Liu's extensive experience in the accounting industry.

B. PROPOSED RE-APPOINTMENT OF AUDITOR

The mandate of the current auditor of the Company, Ernst & Young, will expire at the AGM. At the AGM, an ordinary resolution will be put forward for approval of the re-appointment of auditor.

The re-appointment of auditor of the Company has been reviewed by the audit committee of the Board which recommended that the re-appointment be submitted for Shareholders' approval at the AGM.

LETTER FROM THE BOARD

C. SUPPLEMENTAL AGM NOTICE AND SECOND PROXY FORM

Since the First Proxy Form does not contain the additional resolutions as set out in this supplemental circular, the Second Proxy Form has been prepared and is enclosed with this supplemental circular. The Second Proxy Form is also published on the respective websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (<http://www.cnmcl.net>).

Shareholders who intend to appoint a proxy to attend the AGM but are yet to lodge the First Proxy Form with the Company's share registrar, Computershare Hong Kong Investor Services Limited, should complete the accompanying Second Proxy Form in accordance with the instructions printed thereon and return it to Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours (excluding any part of a day that is a public holiday) before the time appointed for holding the AGM or any adjournment thereof (as the case may be). In this case, the First Proxy Form should no longer be lodged with the Company's share registrar.

Shareholders who have already lodged the First Proxy Form with the Company's share registrar should note that:

- (i) If no Second Proxy Form is lodged with the Company's share registrar, the First Proxy Form, if duly completed, will be treated as a valid proxy form lodged by the shareholder. In addition to the resolutions as set out in the AGM Notice and the First Proxy Form, the proxy duly appointed by the shareholder will be entitled to vote at his or her discretion or to abstain from voting on any resolution properly submitted to the AGM, including the additional resolutions as set out in the Supplemental AGM Notice;
- (ii) If the Second Proxy Form is lodged with the Company's share registrar of not less than 48 hours (excluding any part of a day that is a public holiday) before the time appointed for holding the AGM, the Second Proxy Form, whether duly completed or not, will revoke and supersede the First Proxy Form previously lodged by the shareholder. The Second Proxy Form, if duly completed, will be treated as a valid proxy form; and
- (iii) If the Second Proxy Form is lodged with the Company's share registrar of less than 48 hours (excluding any part of a day that is a public holiday) appointed for holding the AGM, the Second Proxy Form will be treated as an invalid proxy form and the First Proxy Form previously lodged by the shareholder will not be revoked. The First Proxy Form, if duly completed, will be treated as a valid proxy form. In addition to the resolutions as set out in the AGM Notice and the First Proxy Form, the proxy duly appointed by the shareholder will be entitled to vote at his or her discretion or to abstain from voting on any resolution properly submitted to the AGM, including the additional resolutions as set out in the Supplemental AGM Notice.

LETTER FROM THE BOARD

D. RECOMMENDATIONS OF THE BOARD

The Directors are of the opinion that the proposed additional resolutions for the proposed re-election of Directors and the proposed re-appointment of Auditor are in interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend all Shareholders to vote in favour of all the relevant additional resolutions to be proposed at the AGM.

Yours faithfully,
By Order of the Board
China Nonferrous Mining Corporation Limited
He YANG
Chairman

At the AGM, separate ordinary resolutions in relation to proposed re-election of the following Directors will be proposed to the Shareholders. Details of such Directors required to be disclosed under Rule 13.51(2) of the Listing Rules are as follows:

He YANG (楊赫), aged 42, has been appointed as the Chairman of the Board, an executive Director of the Company, the Chairman of the Compliance Committee, a member of the Remuneration Committee, a member of the Nomination Committee with effect from 13 October 2022. He obtained a bachelor's degree in financial management from the University of International Business and Economics in 2003 and a master's degree in finance from the Central University of Finance and Economics in 2007. Mr. Yang has been the head of the enterprise development department 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) since February 2022 and the chairman of the board of directors of China Nonferrous Mining Development Limited (a wholly-owned subsidiary of CNMC) since October 2022. He successively held management positions including the deputy director and director of the business management office of the enterprise development department and the deputy head of the enterprise development department of CNMC, the director of China Nonferrous Mining Hong Kong Investment Limited (a subsidiary of the Company), the deputy general manager of 中色發展投資有限公司 (CNMC Development & Investment Co., Ltd.*) and the general manager of CNMC Ningxia Orient Group Co., Ltd.* (中色(寧夏)東方集團有限公司). Mr. Yang has over 15 years of experience in corporate management and is a senior economist.

As at the Latest Practicable Date, Mr. YANG had no interest in the Shares or underlying Shares (within the meaning of Part XV of the SFO).

Mr. Yang's initial term of office as an Executive Director was 3 years commencing on 13 October 2022, which 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 service contract, Mr. Yang will not receive any director's fees, but he shall be entitled to reimburse (with invoices) all reasonable travelling, transportation and entertainment fees incurred during the performance of duties.

* Translation of English or Chinese terms for reference purpose only

Yaoyu TAN (譚耀宇), aged 49, is a non-executive Director of the Company and was appointed to the Board on 27 May 2021. He joined CNMC in May 2019 and served as the deputy director of the Finance Department (Funds Management Center). Mr. Tan has concurrently served as the chairman of Nonferrous Metal Mining Group Finance Co., Ltd.* (有色礦業集團財務有限公司), a subsidiary of CNMC, since September 2019. Mr. Tan has served as the director of the Finance Department of CNMC since June 2020. Prior to joining CNMC, Mr. Tan joined Daye Nonferrous Metals Co., Ltd., a non-wholly-owned subsidiary of China Daye Non-Ferrous (see definition below), in December 2008 and had served as the director of Finance Department until October 2009, and later served as the chief accountant of Daye Nonferrous Metals Group Holding Co., Ltd., the controlling shareholder of China Daye Non-Ferrous Metals Mining Limited (中國大冶有色金屬礦業有限公司) (“**China Daye Non-Ferrous**”, Hong Kong listed company code: 00661). Mr. Tan had served as the executive director of China Daye Non-Ferrous since 2012, and served as the chairman of China Daye Non-Ferrous from September 2017 and resigned as the executive director and chairman of China Daye Non-Ferrous in May 2019. Mr. Tan has over 21 years of experience in the mining industry and rich practical experience in operation of listed companies. Mr. Tan graduated from the Party School of Hubei Province in 2007 majoring in economics and management and was accredited as a senior accountant by the Professional Title Reform Office of Hubei Province in December 2010.

As at the Latest Practicable Date, Mr. Tan had no interest in the Shares or underlying Shares (within the meaning of Part XV of the SFO).

The initial term of office of Mr. Tan as non-executive Director was 3 years commenced on 27 May 2021, which will be continuously in force upon expiration, unless terminated by not less than one month’s prior written notice by either party to the other and will be subject to retirement by rotation or re-election in accordance with the articles of association of the Company. Pursuant to his service contract, Mr. Tan 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.

* Translation of English or Chinese terms for reference purpose only

Jingwei LIU (劉景偉), aged 55, is an independent non-executive Director of the Company, the chairman of the Audit Committee and a member of the Nomination Committee, and was appointed to the Board on 27 April 2012. He is a partner of Shinewing Certified Public Accountants (信永中和會計師事務所). Mr. Liu previously served as the head of the Forestry Fund Management Headquarters of the Ministry of Forestry, a lecturer at Beijing Forestry University and a director and deputy general manager of Beijing Jincheng Gardening Co., Ltd.* (北京金城園林公司). He currently serves as an independent director of Guiyang Longmaster Information & Technology Co., Ltd.* (貴陽朗瑪信息技術股份有限公司) (a company listed on the Shenzhen Stock Exchange, SZ300288), an independent director of Beijing StarNeto Technology Co., Ltd.* (北京星網宇達科技股份有限公司) (a company listed on the Shenzhen Stock Exchange, SZ002829), an independent director of Shanghai Yaohua Pilkington Glass Group Co., Ltd.* (上海耀皮玻璃集團股份有限公司) (a company listed on the Shanghai Stock Exchange, SH600819), a non-executive director of Shoucheng Holdings Limited (首程控股有限公司 (formerly known as Shougang Concord International Enterprises Company Limited (首長國際企業有限公司)) (a company listed on the Main Board of Hong Kong Stock Exchange, HK0697) and an independent non-executive director of AVIC Joy Holdings (HK) Limited (HK0260) appointed in September 2020. Mr. Liu graduated from the School of Economics of Beijing Forestry University (北京林業大學經濟管理學院) in 1989 and from Shanghai Advanced Institute of Finance with a master's degree in 2016. He is a PRC Certified Public Accountant.

As at the Latest Practicable Date, Mr. Liu had no interest in the Shares or underlying Shares (within the meaning of Part XV of the SFO).

Mr. Liu entered into a letter of appointment with the Company to act as an independent non-executive Director for a term of three years with effect from 27 April 2012. A supplemental letter of appointment was entered into between Mr. Liu and the Company to renew the term for 3 years automatically upon each expiry, with effect from 27 April 2015. The remuneration of Mr. Liu is determined by the remuneration committee with reference to the remuneration policy of the Company and having given consideration to the level of responsibility, experience and abilities required of Mr. Liu and the remuneration offered for similar position in comparable companies. Mr. Liu received Director's emoluments of US\$36,000 for the year ended 31 December 2022.

* Translation of English or Chinese terms for reference purpose only

Save as disclosed herein, all the above Directors are not and had not been directors of any other listed companies in Hong Kong or overseas in the past three years prior to the Latest Practicable Date.

To their knowledge, information and belief after having made all reasonable enquiries, the Directors confirmed that as at the Latest Practicable Date, save as disclosed above:

1. all the above Directors did not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company;
2. all the above Directors did not hold any positions in the Company or any members of the Group;
and
3. the Board was not aware of any other matters in relation to the retiring Directors concerning their re-election at the AGM which need to be brought to the attention of the Shareholders nor any information to be disclosed under Rule 13.51(2) of the Listing Rules.

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING



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)

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Reference is made to the notice of annual general meeting (the “**AGM Notice**”) of China Nonferrous Mining Corporation Limited (the “**Company**”) dated 6 June 2023, by which the Company convenes an annual general meeting (the “**AGM**”) to be held at Bowen Room, 7/F, Conrad Hong Kong, Pacific Place, 88 Queensway, Admiralty, Hong Kong on Wednesday, 28 June 2023 at 2:30 p.m. and this supplemental notice shall be read together with the AGM Notice.

SUPPLEMENTARY NOTICE IS HEREBY GIVEN in addition to the resolutions contained in the AGM Notice. The following supplementary ordinary resolutions proposed by the Board were submitted to the Company:

AS ORDINARY RESOLUTIONS

6. (a) To re-elect the directors of the Company (the “**Directors**”):
 - (i) to re-elect Mr. He YANG as an executive Director;
 - (ii) to re-elect Mr. Yaoyu TAN as a non-executive Director; and
 - (iii) to re-elect Mr. Jingwei LIU as an independent non-executive Director; and
- (b) to authorise the board of Directors (the “**Board**”) to fix the remuneration of each Director.
7. To re-appoint Ernst & Young as the auditor of the Company and to authorise the Board to fix its remuneration.

All the information contained in the AGM Notice shall remain to have full force and effect.

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

12 June 2023

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. Please refer to the Company's circular dated 6 June 2023 (the "**Circular**") and the AGM Notice for detailed information in respect of other resolutions to be put forward at the AGM, eligibility for attending the AGM, appointment of proxy and other relevant matters.
2. Since the proxy form enclosed with the Circular and the AGM Notice (the "**First Proxy Form**") does not contain the additional resolutions as set out in the supplemental circular of the Company dated 12 June 2023, a new proxy form (the "**Second Proxy Form**") has been prepared and is enclosed with this supplementary notice. The Second Proxy Form is also published on the respective websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (<http://www.cnmccl.net>).
3. Shareholders who intend to appoint a proxy to attend the AGM but are yet to lodge the First Proxy Form with the Company's share registrar, Computershare Hong Kong Investor Services Limited, should complete the accompanying Second Proxy Form in accordance with the instructions printed thereon and return it to Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours (excluding any part of a day that is a public holiday) before the time appointed for holding the AGM or any adjournment thereof (as the case may be). In this case, the First Proxy Form should no longer be lodged with the Company's share registrar.
4. Shareholders who have already lodged the First Proxy Form with the Company's share registrar should note that:
 - (i) If no Second Proxy Form is lodged with the Company's share registrar, the First Proxy Form, if duly completed, will be treated as a valid proxy form lodged by the shareholder. In addition to the resolutions as set out in the AGM Notice and the First Proxy Form, the proxy duly appointed by the shareholder will be entitled to vote at his or her discretion or to abstain from voting on any resolution properly submitted to the AGM, including the additional resolutions as set out in this supplementary notice;
 - (ii) If the Second Proxy Form is lodged with the Company's share registrar of not less than 48 hours (excluding any part of a day that is a public holiday) before the time appointed for holding the AGM, the Second Proxy Form, whether duly completed or not, will revoke and supersede the First Proxy Form previously lodged by the shareholder. The Second Proxy Form, if duly completed, will be treated as a valid proxy form; and
 - (iii) If the Second Proxy Form is lodged with the Company's share registrar of less than 48 hours (excluding any part of a day that is a public holiday) appointed for holding the AGM, the Second Proxy Form will be treated as an invalid proxy form and the First Proxy Form previously lodged by the shareholder will not be revoked. The First Proxy Form, if duly completed, will be treated as a valid proxy form. In addition to the resolutions as set out in the AGM Notice and the First Proxy Form, the proxy duly appointed by the shareholder will be entitled to vote at his or her discretion or to abstain from voting on any resolution properly submitted to the AGM, including the additional resolutions as set out in this supplementary notice.
5. Shareholders are reminded that completion and return of the First Proxy Form and/or the Second Proxy Form will not preclude them from attending and voting in person at the AGM or any adjourned meeting thereof should they so wish.
6. In compliance with Rule 13.39(4) of the Listing Rules, voting on all proposed resolutions set out in the AGM Notice and this supplementary notice will be decided by way of a poll.
7. Shareholders who have any queries concerning the meeting arrangements, please call the Company at +852 2797 2777 or +86 10 8442 6085 during business hours from 9:00 a.m. to 5:00 p.m. on Mondays to Fridays, excluding public holidays.
8. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
9. As at the date of this notice, the Board comprises Mr. He YANG as executive Director; Mr. Yaoyu TAN as non-executive Director; and Mr. Dingfan QIU, Mr. Jingwei LIU and Mr. Huanfei GUAN as independent non-executive Directors.