



# 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)

## Form of Proxy for Annual General Meeting

I/We <sup>(Note 1)</sup> \_\_\_\_\_ of \_\_\_\_\_

being the registered Shareholder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ ordinary shares (the “Shares”) in China Nonferrous Mining Corporation Limited (the “Company”) hereby appoint <sup>(Note 3)</sup> \_\_\_\_\_ of \_\_\_\_\_

or failing him/her the chairman of the annual general meeting (the “AGM”) of the Company to be held at Bowen Room, 7/F, Conrad Hong Kong, Pacific Place, 88 Queensway, Admiralty, Hong Kong at 3:00 p.m. on Thursday, 27 June 2024 as my/our proxy to attend and vote for me/us and on my/our behalf at the aforementioned AGM, and at every adjournment thereof on the undermentioned resolutions as indicated, or if no such indication is given, as my/our proxy thinks fit.

AS ORDINARY RESOLUTIONS		For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>
1.	To receive and consider the audited consolidated financial statements and the reports of the directors of the Company and independent auditor for the year ended 31 December 2023.		
2.	To declare a final dividend of US\$2.9702 per share of the Company for the year ended 31 December 2023.		
3.	(a) To re-elect the directors of the Company (the “Director(s)”): (i) to re-elect Ms. Yani GONG as a non-executive Director; (ii) to re-elect Mr. Dingfan QIU as an independent non-executive Director; (iii) to re-elect Mr. Guangfu GAO as an independent non-executive Director; and (iv) to re-elect Mr. Huanfei GUAN as an independent non-executive Director; and (b) to authorise the board of Directors (the “Board”) to fix the remuneration of each Director.		
4.	To re-appoint KPMG as the auditor of the Company and to authorise the Board to fix its remuneration.		
5.	To consider and approve the proposal on the general mandate to the Directors to exercise all the powers of the Company to allot, issue and deal with new shares of the Company (the “Shares”) (Ordinary resolution 5 as set out in the notice of AGM).		
6.	To consider and approve the proposal on the general mandate to the Directors to exercise all the powers of the Company to buy-back or otherwise acquire Shares (Ordinary resolution 6 as set out in the notice of AGM).		
7.	To add the aggregate number of shares which are bought-back or otherwise acquired under the general mandate in resolution 6 by the Company to the aggregate number of shares which may be issued under the general mandate in resolution 5 (Ordinary resolution 7 as set out in the notice of AGM).		
8.	To approve the revision of annual caps under the 2023 Mutual Supply Framework Agreement for the financial years ending 31 December 2024, 31 December 2025 and 31 December 2026 and to approve the transactions contemplated thereunder (Ordinary resolution 8 as set out in the notice of AGM).		
9.	To approve, ratify and confirm the framework agreement dated 27 May 2024 between the Company and Nonferrous Metal Mining Group Finance Co., Ltd.* (有色礦業集團財務有限公司) (“CNMC Finance”) in relation to the provision of certain financial services by CNMC Finance to the Company and its subsidiaries (including its representative entities in mainland China) (the “Financial Services Framework Agreement”) and to approve the relevant annual caps and the transactions contemplated thereunder (Ordinary resolution 9 as set out in the notice of AGM).		

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

Date: \_\_\_\_\_ 2024

Signature(s) <sup>(Note 5)</sup> : \_\_\_\_\_

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of ordinary shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the share capital of the Company registered in your name(s).
3. Please insert the full name(s) and address(es) of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE AGM WILL ACT AS YOUR PROXY.** A proxy need not be a member of the Company but must attend the meeting in person to represent you. A member entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote in his stead. If you appoint more than one proxy, such proxies may only exercise the voting rights by way of poll.
4. **IMPORTANT:** If you wish to vote for any resolution, please tick in the appropriate box marked "For". If you wish to vote against any resolution, please tick in the appropriate box marked "Against". Failure to tick a box will entitle your proxy to cast your vote in respect of such resolution at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the AGM Notice.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, either under its common seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
6. The full descriptions of the resolutions proposed to be considered and approved at the AGM are set out in the notice of the AGM of the Company dated 4 June 2024, which are also available at the Company's website at ([www.cnmc1.net](http://www.cnmc1.net)) and the website of the Stock Exchange at ([www.hkexnews.hk](http://www.hkexnews.hk)).
7. In the case of joint holders of any share, any one of such holders may vote at the meeting, either personally or by proxy, in respect of such share as if he was solely entitled thereto. However, if more than one of such joint holders are present at the meeting, personally or by proxy, the vote of the joint holder whose name stands first in the register of members of the Company and who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holder(s).
8. To be valid, this form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, must be deposited with 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 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 meeting or any adjourned thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof if you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.
9. Any alteration made to this form of proxy must be initialed by the person who signs it.

#### PERSONAL INFORMATION COLLECTION STATEMENT

"Personal Data" in this statement has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Chapter 486 ("PDPO") of the Laws of Hong Kong, which will include your name and mailing address.

Your Personal Data provided in this form may be used in connection with processing your appointment of proxy and instructions at the AGM of China Nonferrous Mining Corporation Limited. Your supply of Personal Data is on a voluntary basis. However, we may not be able to effect the appointment of your proxy and instructions unless you provide us with your Personal Data.

Your Personal Data will not be transferred to any third party, unless it is required to do so by law, for example, in response to a court order or a law enforcement agency's request.

Your Personal Data will be retained for such period as may be necessary for our record, verification and notification purposes and will be destroyed 1 year after the AGM.

You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing by either of the following means:

By mail to: Personal Data Privacy Officer  
Computershare Hong Kong Investor Services Limited  
17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong

By e-mail to: [PrivacyOfficer@computershare.com.hk](mailto:PrivacyOfficer@computershare.com.hk)