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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 FIRST EXTRAORDINARY GENERAL MEETING OF 2019

NOTICE IS HEREBY GIVEN that the first extraordinary general meeting of 2019 (the “EGM”) of Metallurgical Corporation of China Ltd.* (the “**Company**”) will be held at MCC Tower, No. 28 Shuguang Xili, Chaoyang District, Beijing, the People's Republic of China, on Tuesday, 12 March 2019 at 2:00 p.m., to consider and, if thought fit, pass (with or without amendments) the following resolutions:

ORDINARY RESOLUTIONS

1. (a) To consider and approve the election of Mr. Guo Wenqing as an executive director of the third session of the board of directors of the Company;
- (b) To consider and approve the election of Mr. Zhang Zhaoxiang as an executive director of the third session of the board of directors of the Company;
2. (a) To consider and approve the election of Mr. Zhou Jichang as an independent non-executive director of the third session of the board of directors of the Company;
- (b) To consider and approve the election of Mr. Yu Hailong as an independent non-executive director of the third session of the board of directors of the Company;

- (c) To consider and approve the election of Mr. Ren Xudong as an independent non-executive director of the third session of the board of directors of the Company;
 - (d) To consider and approve the election of Mr. Chan Ka Keung, Peter as an independent non-executive director of the third session of the board of directors of the Company;
3. (a) To consider and approve the election of Mr. Cao Xiuyun as a supervisor of the third session of the supervisory committee of the Company; and
- (b) To consider and approve the election of Ms. Zhang Yandi as a supervisor of the third session of the supervisory committee of the Company.

By order of the Board
Metallurgical Corporation of China Ltd.*
Li Yuzhuo
Joint Company Secretary

Beijing, the PRC
23 January 2019

Notes:

- (1) In order to determine the list of shareholders who are entitled to attend the EGM, the registers of members of the Company will be closed from Sunday, 10 February 2019 to Tuesday, 12 March 2019, both days inclusive, during which period no transfer of shares will be effected. In order to attend and vote at the EGM, H Shareholders 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, 8 February 2019.
- (2) A shareholder entitled to attend and vote at the EGM 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 its common seal 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 returned to the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited (for H Shareholders) and to the Company's office of the board of directors (for A Shareholders) not less than 24 hours before the EGM (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 EGM.
- (6) For information purpose only, shareholders who intend to attend the EGM in person or by proxy shall complete and return the reply slip to the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited (for H Shareholders) and to the office of the board of directors of the Company (for A Shareholders) on or before Wednesday, 20 February 2019 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 directors 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 EGM, and this notice shall be deemed to be given to all joint holders of such share.
- (10) The EGM is expected to take less than two hours. Shareholders (in person or by proxy) attending the EGM are responsible for their own transportation and accommodation expenses. Shareholders or their proxies attending the EGM shall produce their identity documents.

As at the date of this notice, the board of directors of the Company comprises two executive directors: Mr. Guo Wenqing and Mr. Zhang Zhaoxiang; two non-executive directors: Mr. Jing Tianliang and Mr. Lin Jinzhen; and three independent non-executive directors: Mr. Yu Hailong, Mr. Ren Xudong and Mr. Chan Ka Keung, Peter.

* For identification purposes only