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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker, registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your Shares in **METALLURGICAL CORPORATION OF CHINA LTD.\***, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION  
AND  
NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2021**

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A letter from the Board of the Company is set out on pages 1 to 3 of this circular.

A notice convening the EGM to be held at MCC Tower, No. 28 Shuguang Xili, Chaoyang District, Beijing, 100028, the PRC, on Wednesday, 29 September 2021 at 2:00 p.m., is set out on pages 4 to 6 of this circular. If you intend to appoint a proxy to attend the EGM, please complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for H Shareholders), not less than 24 hours before the time fixed for the holding of the EGM or any adjourned meeting thereof (excluding any public holiday). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or at any adjourned meeting thereof should you so wish.

If you intend to attend the EGM in person or by proxy, you are required to complete and return the accompanying reply slip to Computershare Hong Kong Investor Services Limited (for H Shareholders) on or before Monday, 27 September 2021.

10 September 2021

\* *For identification purposes only*

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## DEFINITIONS

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*In this circular, unless the context requires otherwise, the following expressions have the following meanings.*

“Articles of Association”	means the articles of association of the Company;
“A Share(s)”	means domestic share(s) in the ordinary share capital of the Company with a nominal value of RMB1.00 each, which are listed on the Shanghai Stock Exchange and traded in RMB;
A Shareholder(s)”	means holder(s) of A Share(s);
“Board” or “Board of Directors”	means the board of Directors of the Company;
“Company”	means Metallurgical Corporation of China Ltd.* (中國冶金科工股份有限公司), a joint stock company with limited liability incorporated under the laws of the PRC on 1 December 2008;
“Director(s)”	means the director(s) of the Company, including all executive, non-executive and independent non-executive directors;
“EGM”	means the first extraordinary general meeting of 2021 to be convened and held at MCC Tower, No. 28 Shuguang Xili, Chaoyang District, Beijing, 100028, the PRC, on Wednesday, 29 September 2021 at 2:00 p.m.;
“H Share(s)”	means overseas listed foreign share(s) in the ordinary share capital of the Company with a nominal value of RMB1.00 each, which are listed on the Hong Kong Stock Exchange and traded in Hong Kong dollars;
“H Shareholder(s)”	means holder(s) of H Share(s);
“Hong Kong”	means the Hong Kong Special Administrative Region of the PRC;

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## DEFINITIONS

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“Hong Kong Stock Exchange”	means The Stock Exchange of Hong Kong Limited;
“Listing Rules”	means the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange;
“PRC”	means the People’s Republic of China, but for the purposes of this circular only, excludes Hong Kong, the Macau Special Administrative Region and Taiwan;
“RMB”	means Renminbi, the lawful currency of the PRC;
“Shareholder(s)”	means shareholder(s) of the Company;
“Share(s)”	means share(s) of the Company with a nominal value of RMB1.00 each, including A Share(s) and H Share(s).

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LETTER FROM THE BOARD

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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)

*Directors:*

Mr. Guo Wenqing (*Executive Director*)

Mr. Zhang Mengxing (*Executive Director*)

Mr. Zhou Jichang

*(Independent Non-executive Director)*

Mr. Yu Hailong

*(Independent Non-executive Director)*

Mr. Ng, Kar Ling Johnny

*(Independent Non-executive Director)*

Mr. Yan Aizhong (*Non-executive Director*)

*Registered Office/Principal Place of  
Business in the PRC:*

MCC Tower

No. 28 Shuguang Xili

Chaoyang District

Beijing, 100028

People's Republic of China

*Principal Place of*

*Business in Hong Kong:*

Room 3205, 32/F

Office Tower, Convention Plaza

1 Harbour Road, Wanchai

Hong Kong

10 September 2021

*To the Shareholders*

Dear Sir or Madam

**PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION  
AND  
NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2021**

The EGM will be held at MCC Tower, No. 28 Shuguang Xili, Chaoyang District, Beijing, 100028, the PRC, on Wednesday, 29 September 2021 at 2:00 p.m.. The notice set out in this circular contains details of the resolution to be proposed at the EGM. The form of proxy and reply slip for the EGM are enclosed with this circular.

Special resolution will be proposed at the EGM to approve the proposed amendment to the Articles of Association.

\* *For identification purposes only*

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## LETTER FROM THE BOARD

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### 1. PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION

Reference is made to the Company's announcement dated 30 August 2021 in relation to the proposed amendment to the Articles of Association.

Due to the working demands and taking into consideration the actual situation of the Company, the Company proposes to make amendment to certain provision in its Articles of Association, particulars of which are as follows:

The original article	The article after amendment
Article 5 The <b>Chairman</b> of the Company shall be its legal representative.	Article 5 The <b>President</b> of the Company shall be its legal representative.

The Board considered that the proposed amendment to the Articles of Association was in the interests of the Company and the Shareholders. The resolution in relation to proposed amendment to the Articles of Association will be proposed at the EGM for approval by the Shareholders as a special resolution.

### 2. EGM

The Company will hold the EGM for Shareholders to consider and approve the special resolution in relation to the amendment to the Articles of Association.

### 3. CLOSURE OF THE REGISTER OF MEMBERS OF H SHARES

In order to ascertain the Shareholders who will be qualified to attend and vote at the EGM, the Share register of members of the Company will be closed from Friday, 24 September 2021 to Wednesday, 29 September 2021, both days inclusive. All completed transfer documents together with the relevant share certificate(s) must be lodged with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Thursday, 23 September 2021 for registration. Details of the EGM are set out in the notice of the EGM dated Friday, 10 September 2021.

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## LETTER FROM THE BOARD

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A proxy form and a reply slip for use at the EGM are enclosed with this circular. If you intend to appoint a proxy to attend the EGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon. In order to be valid, the form of proxy together with the power of attorney or other authorization document (if any) shall be deposited at the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for H Shareholders), not less than 24 hours before the time appointed for holding of the EGM (excluding any public holiday). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

For information purpose, 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, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for H Shareholders), on or before Monday, 27 September 2021 by hand, by post or by fax.

#### 4. VOTING BY WAY OF POLL

In accordance with the Articles of Association and the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. As such, the resolution set out in the notice of the EGM will be voted by way of poll. Voting results will be uploaded to the website of the Company ([www.mccchina.com](http://www.mccchina.com)) and the website of the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) as soon as possible after the conclusion of the EGM.

#### 5. GENERAL RECOMMENDATION

The Directors are of the opinion that the proposed resolution set out in the notice of the EGM is in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the proposed resolution.

Yours faithfully

By order of the Board

**Metallurgical Corporation of China Ltd.\***

**Guo Wenqing**

*Chairman and executive Director*



**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 2021**

**NOTICE IS HEREBY GIVEN** that the first extraordinary general meeting of 2021 (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 Wednesday, 29 September 2021 at 2:00 p.m., to consider and, if thought fit, pass (with or without amendment) the following resolution:

**SPECIAL RESOLUTION**

To consider and approve the resolution in relation to the proposed amendment to the Articles of Association.

By order of the Board

**Metallurgical Corporation of China Ltd.\***

**Zeng Gang**

*Joint Company Secretary*

Beijing, the PRC

10 September 2021

\* *For identification purposes only*

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## NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2021

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*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 Friday, 24 September 2021 to Wednesday, 29 September 2021, 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 Thursday, 23 September 2021.
- (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 Monday, 27 September 2021 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

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## NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2021

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- (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 the Company comprises two executive directors: Mr. Guo Wenqing and Mr. Zhang Mengxing; three independent non-executive directors: Mr. Zhou Jichang, Mr. Yu Hailong and Mr. Ng, Kar Ling Johnny; and one non-executive director: Mr. Yan Aizhong.*