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China Vanadium Titano-Magnetite Mining Company Limited

中國鈮鈦磁鐵礦業有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 00893)

**(I) MATTERS RELATING TO RULE 13.92 OF
THE LISTING RULES;
(II) APPOINTMENT OF INDEPENDENT
NON-EXECUTIVE DIRECTOR; AND
(III) RECONSTITUTION OF BOARD AND
BOARD COMMITTEES**

(I) MATTERS RELATING TO RULE 13.92 OF THE LISTING RULES

Pursuant to Rule 13.92 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) of The Stock Exchange of Hong Kong Limited (“**SEHK**”) effective on 1 January 2022, the SEHK will not consider diversity of board members to be achieved for a single gender board. As a transitional arrangement, the listed issuers with a single gender board will have to appoint at least a director of different gender on the board by no later than 31 December 2024. As the board (the “**Board**”) of directors (the “**Directors**”) of China Vanadium Titano-Magnetite Mining Company Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) is currently a single gender board, the Board must appoint at least a director of different gender by 31 December 2024 to comply with Rule 13.92.

(II) APPOINTMENT OF INDEPENDENT NON- EXECUTIVE DIRECTOR

Having considered the above matters and the Company's nominating policy relating to diversity of board members including but not limited to professional experience, educational background, industry expertise and gender, the Board would like to announce that Madam Tang Guoqiong ("**Mdm. Tang**") has been appointed as an independent non-executive Director, a member of each of the Audit Committee, Nomination Committee and Remuneration Committee of the Company with effect from 31 December 2024.

Mdm. Tang, aged 61, has held various positions at the Southwestern University of Finance and Economics (西南財經大學) ("**SWUFE**") since July 1988, and she has been appointed a professor at SWUFE since November 2009. She has received numerous recognition for her works from, among others, the Ministry of Finance of the People's Republic of China (中華人民共和國財政部), People's Government of Sichuan Province (四川省人民政府), China National MPAcc Education Steering Committee (全國會計專業學位研究生教育指導委員會), Sichuan Institute of Certified Public Accountants (四川省註冊會計師協會) and SWUFE for her contribution and/or publication of academic papers and research articles in her fields of accounting and finance expertise.

Currently, Mdm. Tang serves as an independent director for other publicly listed companies. Specifically, Mdm. Tang (i) has, since June 2019, been appointed independent director of SI-TECH Information Technology Co., Ltd (北京思特奇信息技術股份有限公司) (listed on the Shenzhen Stock Exchange ("**SZSE**")); (ii) has, since November 2020, been appointed independent director of Tianqi Lithium Corporation (天齊鋰業股份有限公司) (dual-listed on the SZSE and the SEHK); and (iii) has, since May 2021, been appointed independent director of Sichuan Mingxing Electric Power Co., Ltd (四川明星電力股份有限公司) (listed on the Shanghai Stock Exchange ("**SSE**")).

In the past 3 years, Mdm. Tang was appointed independent director of (i) Leshan Electric Power Co., Ltd. (樂山電力股份有限公司) (listed on the SSE) from April 2015 to May 2021; and (ii) Cheng Du Sheng Nuo Biotec Co., Ltd. (成都聖諾生物科技有限公司) (listed on the SSE) from December 2019 to January 2024. Mdm. Tang had also held position as an independent director for several other public companies listed on the SZSE and the SSE from 2008.

Mdm. Tang obtained her bachelor's, master's and Ph.D. degrees in accounting from SWUFE in July 1985, July 1988, and June 2009, respectively.

Save as disclosed above, as at the date of this announcement, Mdm. Tang has confirmed that she (i) does not have any relationship with any Director, senior management, or substantial or controlling shareholder (as defined in the Listing Rules) of the Company; (ii) does not have, and is not deemed to have, any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); (iii) did not hold any directorship in other listed companies in Hong Kong or overseas in the past three years; and (iv) does not hold any other positions within the Company and other members of the Group; (v) met the independence criteria as set out in Rule 3.13 of the Listing Rules and there are no other factors that may affect her independence at the time of her appointment; (vi) has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined under the Listing Rules) of the Company; and (vii) has obtained legal advice referred to under Rule 3.09D of the Listing Rules and she understood her obligations as a director of a listed issuer and the possible consequences of making a false declaration or giving false information to the SEHK.

Mdm. Tang has entered into an appointment letter with the Company with an initial term of three years. Mdm. Tang is subject to retirement by rotation and re-election (if applicable) at the annual general meeting at least once every three years in accordance with the constitution of the Company and the Corporate Governance Code set out in Appendix C1 to the Listing Rules. She is entitled to receive a director's fee of RMB150,000 per annum, which is determined by the remuneration committee of the Company and the Board, and is subject to annual review with reference to the prevailing market conditions, her duties and responsibilities and the time she spent on the affairs of the Company.

Save as disclosed above, there is no other information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules and there are no other matters relating to the appointment of Mdm. Tang that need to be brought to the attention of the Shareholders of the Company.

(III) RECONSTITUTION OF BOARD AND BOARD COMMITTEES

Following the above appointments and with effect from 31 December 2024, the composition of the Board and each of the respective Board Committees of the Company shall be reconstituted as follows:

Board of Directors

Mr. Teh Wing Kwan (*Non-executive Chairman*)

Mr. Hao Xiemin (*Chief Executive Officer and Executive Director*)

Mr. Wang Hu (*Executive Director*)

Mr. Yu Haizong (*Independent Director*)

Mr. Liu Yi (*Independent Director*)

Mr. Wu Wen (*Independent Director*)

Mdm. Tang Guoqiong (*Independent Director*)

The table below provides membership information of these committees on which each Board member serves:

Board Committee Director	Audit Committee	Nomination Committee	Remuneration Committee
Mr. Teh Wing Kwan	–	C	–
Mr. Hao Xiemin	–	–	–
Mr. Wang Hu	–	–	M
Mr. Yu Haizong	C	M	M
Mr. Liu Yi	M	M	C
Mr. Wu Wen	M	M	–
Mdm. Tang Guoqiong	M	M	M

Notes:

C: Chairman of the relevant Board committee

M: Member of the relevant Board committee

By order of the Board
China Vanadium Titano-Magnetite Mining Company Limited
Teh Wing Kwan
Chairman

Hong Kong, 31 December 2024

As at the date of this announcement, the Board comprises Mr. Teh Wing Kwan (Chairman) as non-executive Director, Mr. Hao Xiemin (Chief Executive Officer) and Mr. Wang Hu as executive Directors, and Mr. Yu Haizong, Mr. Liu Yi, Mr. Wu Wen , and Mdm. Tang Guoqiong as independent non-executive Directors.