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

If you have sold or transferred all your shares in China Vanadium Titano-Magnetite Mining Company Limited, you should at once hand this circular and the accompanying proxy form to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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### China Vanadium Titano-Magnetite Mining Company Limited

中國釩鈦磁鐵礦業有限公司

*(Incorporated in the Cayman Islands with limited liability)*

(Stock Code: 00893)

**(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,  
(2) RE-ELECTION OF RETIRING DIRECTORS  
AND  
(3) NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting (the “AGM”) of the shareholders of China Vanadium Titano-Magnetite Mining Company Limited (the “Shareholders”), to be held at City Tower, No. 86 Section 1, Renmin South Road, Qingyang District, Chengdu, the People’s Republic of China on Monday, 26 May 2025 at 10:30 a.m., is set out on pages 15 to 20 of this circular.

Whether or not you are able to attend the meeting, you are requested to complete and return the accompanying proxy form in accordance with the instructions printed thereon to China Vanadium Titano-Magnetite Mining Company Limited’s Hong Kong branch 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 before the time appointed for holding the meeting (i.e. not later than Saturday, 24 May 2025 at 10:30 a.m. (Hong Kong time)) or any adjournment thereof. Completion and return of the proxy form shall not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

25 April 2025

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened and held at City Tower, No. 86 Section 1, Renmin South Road, Qingyang District, Chengdu, the PRC on Monday, 26 May 2025 at 10:30 a.m., or where the context so admits, any adjournment thereof
“Articles”	the existing articles of association of the Company in effect as at the Latest Practicable Date
“Audit Committee”	the audit committee of the Company
“Board”	the board of Directors
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Company”	China Vanadium Titano-Magnetite Mining Company Limited (中國釩鈦磁鐵礦業有限公司), an exempted company incorporated with limited liability in the Cayman Islands on 28 April 2008
“Companies Act”	the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands
“controlling shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

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## DEFINITIONS

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“Issue Mandate”	a general unconditional mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with additional Shares of up to 20% of the number of issued Shares as at the date of passing of the relevant resolution granting such mandate
“Kingston Grand”	Kingston Grand Limited, a company incorporated in the British Virgin Islands on 20 February 2007, holder of 40% of the issued share capital of Trisonic International
“Latest Practicable Date”	15 April 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange
“Nomination Committee”	the nomination committee of the Company
“PRC”	the People’s Republic of China excluding, for the purpose of this circular, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Remuneration Committee”	the remuneration committee of the Company
“Repurchase Mandate”	a general unconditional mandate proposed to be granted to the Directors at the AGM to repurchase up to 10% of the number of issued Shares as at the date of passing of the relevant resolution granting such mandate
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	ordinary share(s) in the share capital of the Company, with a nominal value of HK\$0.1 each
“Shareholder(s)”	holder(s) of the Share(s)
“Substantial Shareholder(s)”	has the meaning ascribed thereto under the Listing Rules

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## DEFINITIONS

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“Takeovers Code”	The Code on Takeovers and Mergers
“treasury shares”	has the meaning ascribed to this term under the Listing Rules
“Trisonic International”	Trisonic International Limited (合創國際有限公司), a limited liability company incorporated in Hong Kong on 19 July 2006 and a controlling shareholder of the Company
“%”	per cent

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## LETTER FROM THE BOARD

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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)

*Non-executive Director:*

Mr. Teh Wing Kwan (*Chairman*)

*Executive Directors:*

Mr. Hao Xiemin (*Chief Executive Officer*)

Mr. Wang Hu

*Independent Non-executive Directors:*

Mr. Yu Haizong

Mr. Liu Yi

Mr. Wu Wen

Mdm. Tang Guoqiong

*Registered Office:*

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman

KY1-1111, Cayman Islands

*Principal Place of Business*

*in Hong Kong:*

Suite 3201, 32/F

Alexandra House

18 Chater road, Central

Hong Kong

25 April 2025

*To the Shareholders*

Dear Sir or Madam,

**(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,  
(2) RE-ELECTION OF RETIRING DIRECTORS  
AND  
(3) NOTICE OF ANNUAL GENERAL MEETING**

#### INTRODUCTION

The purpose of this circular is to provide you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolutions to be proposed at the AGM for the approval of, inter alia:

- (a) the grant of the Repurchase Mandate, the Issue Mandate and the extension of the Issue Mandate to the Directors to issue such number of new Shares equivalent to the number of Shares repurchased by the Company under the Repurchase Mandate; and

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## LETTER FROM THE BOARD

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(b) the re-election of retiring Directors.

### GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the AGM, an ordinary resolution will be proposed to grant to the Directors the Repurchase Mandate, being a fresh general mandate to the Directors to exercise the powers of the Company to repurchase, in the terms as stated in such ordinary resolution, Shares in and up to a maximum of 10% of the number of issued Shares as at the date of passing of such ordinary resolution.

In addition, two ordinary resolutions will be proposed at the AGM, (1) to grant to the Directors the Issue Mandate, being a general mandate to allot, issue and deal with additional Shares in and up to a maximum of 20% of the number of issued Shares as at the date of passing of such ordinary resolution and (2) to increase the number of Shares which may be allotted and issued under the Issue Mandate by such number of Shares repurchased by the Company under the Repurchase Mandate.

As at the Latest Practicable Date, a total of 2,249,015,410 Shares were in issue and the Company did not hold any treasury shares. Subject to the passing of the proposed ordinary resolution approving the Issue Mandate and assuming that there is no change in the number of issued Shares from the Latest Practicable Date to the date of passing the above-mentioned resolution in respect of the Issue Mandate, the maximum number of Shares that may be issued by the Directors pursuant to the Issue Mandate is 449,803,082 Shares.

### EXPLANATORY STATEMENT

An explanatory statement, as required under the Listing Rules, regarding the repurchase by companies with primary listings on the Hong Kong Stock Exchange of their own securities to provide the requisite information on the Repurchase Mandate, is set out in the Appendix I to this circular.

### RE-ELECTION OF RETIRING DIRECTORS

Pursuant to article 83(3) of the Articles, Mdm. Tang Guoqiong, who was appointed by the Board as Director with effect from 31 December 2024, shall hold office until the next annual general meeting of the Company after her appointment and shall then be eligible for re-election. In accordance with article 83(3) of the Articles, Mdm. Tang Guoqiong, being eligible, will offer herself for re-election at the AGM.

In accordance with articles 84(1) and 84(2) of the Articles, Messrs. Hao Xiemin and Wang Hu will retire at the AGM and, being eligible, will offer themselves for re-election at the AGM.

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## LETTER FROM THE BOARD

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### Recommendations of the Nomination Committee

In accordance with the terms of reference of the Nomination Committee, the Nomination Committee, having reviewed the Board's composition, nominated Messrs. Hao Xiemin, Wang Hu and Mdm. Tang Guoqiong to the Board for it to recommend to Shareholders for re-election at the AGM. Mdm. Tang Guoqiong, who is member of the Nomination Committee, has abstained from voting at the Nomination Committee meeting regarding her nominations.

The nominations were made in accordance with the nomination policy and the objective criteria (including without limitation, gender, age, cultural and educational background, ethnicity, skills, knowledge and experience), with due regard for the benefits of diversity, as set out under the board diversity policy. The Nomination Committee has:

- (a) assessed, among others, the qualifications, knowledge and experience of Mdm. Tang Guoqiong;
- (b) evaluated the performance and the contribution of each of the retiring Directors, namely Messrs. Hao Xiemin and Wang Hu during the financial year of the Company ended 31 December 2024; and
- (c) assessed the independence of the independent non-executive Directors to be re-elected, namely Mdm. Tang Guoqiong.

The Nomination Committee is of the opinion that the skills, knowledge, experience and performance of each of Messrs. Hao Xiemin and Wang Hu and Mdm. Tang Guoqiong was satisfactory. Particular attention was given to reviewing the independence of Mdm. Tang Guoqiong and based on the information available to the Nomination Committee, the Nomination Committee considered Mdm. Tang Guoqiong as independent to the Company. The Nomination Committee was satisfied that Mdm. Tang Guoqiong has the required character, integrity and experience to continue fulfilling the role of an independent non-executive Director.

Accordingly, the Nomination Committee recommended to the Board to propose to re-elect Mdm. Tang Guoqiong as an independent non-executive Director and Messrs. Hao Xiemin and Wang Hu as executive Directors.



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## LETTER FROM THE BOARD

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In view of the foregoing and biographical details of the retiring Directors are set out in Appendix II to this circular, among others, background, specific knowledge and experience of Messrs. Hao Xiemin, Wang Hu and Mdm. Tang Guoqiong, the Board believes that they could bring an invaluable insight. Their in-depth knowledge, extensive experience and expertise continue to provide invaluable contribution and diversity to the Board. Consequently, the Board accepted the Nomination Committee's nominations and recommended Messrs. Hao Xiemin, Wang Hu and Mdm. Tang Guoqiong to stand for re-election by Shareholders at the AGM. The Board also considers that the re-election of Mdm. Tang Guoqiong as independent non-executive Directors is in the best interests of the Company and Shareholders as a whole. Messrs. Hao Xiemin, Wang Hu and Mdm. Tang Guoqiong abstained from the discussion and voting at the Board meeting regarding their respective nominations.

The resolutions relating to the re-election of retiring Directors and independent non-executive Director will be proposed under resolution numbers 2, 3 and 4 of the notice of the AGM. Shareholders will be invited to vote on each resolution proposed for a candidate.

### ANNUAL GENERAL MEETING

Set out on pages 15 to 20 of this circular is a notice convening the AGM to consider and, if appropriate, to approve the resolutions relating to, among other things, the Repurchase Mandate, the Issue Mandate, the extension of the Issue Mandate and the re-election of retiring Directors.

A proxy form for use at the AGM is enclosed. If you are not able to attend the AGM in person, you are requested to complete the proxy form and return it to the Company's Hong Kong branch 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 before the time appointed for holding the AGM (i.e. not later than Saturday, 24 May 2025 at 10:30 a.m. (Hong Kong time)) or any adjournment thereof. Completion and return of the proxy form shall not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

The register of members of the Company will be closed from Wednesday, 21 May 2025 to Monday, 26 May 2025 (both days inclusive) during which period no transfer of Shares will be effected. In order to determine the entitlement to attend and vote at the AGM, all share transfers accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 20 May 2025.

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## LETTER FROM THE BOARD

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Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, the resolutions to be considered and, if thought fit, approved at the AGM will be voted by way of poll by the Shareholders.

### RECOMMENDATIONS

The Board considers that the grant of the Repurchase Mandate and the Issue Mandate, the extension of the Issue Mandate and the re-election of retiring Directors are all in the best interests of the Company and the Shareholders. Accordingly, the Board recommends the Shareholders to vote in favour of all the relevant resolutions to be proposed at the AGM.

### ADDITIONAL INFORMATION

The Company will publish an announcement on the outcome of the AGM on 26 May 2025.

Your attention is also drawn to the additional information set out in the Appendices to this circular.

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this 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 any statement herein or this circular misleading.

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

*This appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for your consideration of the Repurchase Mandate.*

#### LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listings are on the Hong Kong Stock Exchange to repurchase their own shares on the Hong Kong Stock Exchange subject to certain restrictions, the most important of which are summarised below.

#### SHARE CAPITAL

As at the Latest Practicable Date, the number of issued Shares was 2,249,015,410 and the Company did not hold any treasury shares. Subject to the passing of the relevant ordinary resolution and on the basis that no further Shares will be issued or repurchased after the Latest Practicable Date and up to the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 224,901,541 Shares, representing 10% of the number of issued Shares as at the date of the resolution granting the Repurchase Mandate.

#### SHARE PRICES

During each of the previous twelve months up to the Latest Practicable Date, the highest and lowest prices at which the Shares have been traded on the Hong Kong Stock Exchange were as follows:

	Price per Share	
	Highest HK\$	Lowest HK\$
<b>2024</b>		
April	0.08	0.05
May	0.15	0.05
June	0.10	0.06
July	0.07	0.06
August	0.06	0.05
September	0.08	0.05
October	0.09	0.06
November	0.08	0.06
December	0.07	0.05
<b>2025</b>		
January	0.06	0.05
February	0.06	0.05
March	0.06	0.05
April (up to the Latest Practicable Date)	0.06	0.05

**REASONS FOR REPURCHASES**

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets of the Company and/or its earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

**FUNDING OF REPURCHASES**

Repurchases of Shares by the Company must be made out of funds which are legally available for such purpose in accordance with the Articles, the Listing Rules and the applicable laws and regulations of the Cayman Islands.

The Company shall not repurchase its own Shares on the Hong Kong Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Hong Kong Stock Exchange from time to time.

Subject to the above, any repurchase of the Shares by the Company may be made out of profits of the Company or out of a fresh issue of Shares made for the purpose of the repurchase or subject to the Companies Act, out of capital provided that on the day immediately following the date of repurchase of the Shares, the Company is able to pay its debts as they fall due in the ordinary course of business.

There may be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited consolidated financial statements contained in the annual report of the Company for the year ended 31 December 2024) in the event that the Repurchase Mandate is to be exercised in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as this would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or its gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

**DIRECTORS' DEALING**

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates have any present intention to sell any Shares to the Company under the Repurchase Mandate if the same is approved by the Shareholders.

**DIRECTORS' UNDERTAKING**

The Directors have undertaken to the Hong Kong Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate pursuant to the proposed resolution in accordance with the Articles, the Listing Rules and the applicable laws and regulations of the Cayman Islands. The Directors confirm that neither the Explanatory Statement nor the proposed share repurchase has any unusual features.

**EFFECT OF THE TAKEOVERS CODE**

A repurchase of Shares may result in an increase in the proportionate interests of a Shareholder in the voting rights of the Company, which could give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, Trisonic International, Kingston Grand, Mr. Wang Jin, Mr. Yang Xianlu, Mr. Wu Wendong, Mr. Li Hesheng, Mr. Shi Yinjun, Mr. Zhang Yuangui, Long Sino International Limited and Mr. Zou Hua (collectively, the “**Parties**”), being the parties acting in concert as well as the Substantial Shareholders, were interested in a total of 1,006,754,000 Shares representing approximately 44.76% of the number of issued Shares. In the event that the Repurchase Mandate is exercised in full and assuming that there is no change in the number of Shares held by the Parties and there is no other change to the number of issued Shares, the shareholdings of the Parties in the Company will be increased to approximately 49.74%. Such increase would give rise to a mandatory offer obligation under Rule 26 of the Takeovers Code. Nevertheless, the Directors do not intend to exercise the Repurchase Mandate to such an extent as this would, in the circumstances, trigger any potential consequences under the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequence which may arise under Rule 26 of the Takeovers Code as a result of any repurchase to be made under the Repurchase Mandate.

The Directors have no present intention to repurchase Shares to such an extent which will result in the amount of Shares held by the public being reduced to less than 25% of the number of issued Shares or such other minimum percentage as prescribed by the Listing Rules from time to time.

**SHARE REPURCHASE MADE BY THE COMPANY**

No repurchases of Shares have been made by the Company whether on the Hong Kong Stock Exchange or otherwise in the six months immediately preceding the Latest Practicable Date.

**CORE CONNECTED PERSONS**

No core connected person of the Company has notified the Company of a present intention to sell Shares to the Company nor has any such person undertaken not to sell any Shares to the Company in the event that the Repurchase Mandate is granted.

**Mr. Hao Xiemin (“Mr. Hao”)**, aged 43, has been an executive Director and was the financial controller of the Company since 1 January 2018. He has been re-designated as the chief executive officer of the Company since 1 July 2023. Mr. Hao is also a director/supervisor of certain key subsidiaries of the Company and is responsible for the financial reporting and management of these subsidiaries. He has more than 20 years of experience in financial management and has also previously participated in the IPO exercise of the Company, including pre-IPO reorganisation, merger and acquisition, corporate finance matters and operational reorganisation. Prior to joining the Company, Mr. Hao was the financial supervisor of the Panxi Region of the mining branch of Chuan Wei from March 2010 to January 2012, a financial supervisor in each of the financial management department of Chuan Wei from May 2006 to March 2010 and Sichuan Longwei Metal Products Co., Ltd.\* from July 2004 to April 2006, respectively. Mr. Hao has a professional qualification as an International Certified Management Accountant. Mr. Hao obtained a bachelor’s degree in accounting from Southwestern University of Finance and Economics in June 2004.

Mr. Hao did not hold any directorship in other publicly listed companies in the last three years.

Mr. Hao entered into a letter of appointment with the Company for a term of three years commencing from 1 January 2023. His appointment is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles. Mr. Hao is entitled to an annual Director’s fee of approximately HK\$150,000, an annual salary of RMB230,000 and a discretionary year-end bonus, which is determined and adjustable by the Remuneration Committee and approved by the Board with reference to his duties and responsibilities and subject to review from time to time.

As at the Latest Practicable Date, Mr. Hao did not have any interest in the Shares within the meaning of Part XV of the SFO.

Mr. Hao does not have any relationship with other Directors, senior management, Substantial Shareholders or controlling shareholders of the Company.

Save as disclosed above, there are no other matters concerning Mr. Hao that need to be brought to the attention of the Shareholders, and there is no other information required to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

**Mr. Wang Hu (“Mr. Wang”)**, aged 45, has been an executive Director since 1 January 2018. He is also a member of the remuneration committee and an authorized representative of the Company. Mr. Wang is the head of legal and compliance department of the Company. Mr. Wang is also a director of certain key subsidiaries of the Company and is responsible for legal and compliance matters of these subsidiaries. On 17 March 2023, Mr. Wang has been appointed as a non-independent non-executive director and a member of the strategic committee of Atlantic China Welding Consumables, Inc., a company listed on the Shanghai Stock Exchange (“SSE”). Mr. Wang has 20 years of experience in legal and compliance matters. Mr. Wang has previously participated in the pre-IPO reorganisation and IPO exercise of the Company, including merger and acquisition. He is responsible for the legal and compliance matters of the Group after the listing of the Company. Prior to joining the Company, Mr. Wang was the supervisor of legal department of Chuan Wei from September 2003 to August 2008 and worked as a client relationship manager in Agricultural Bank of China, Chongqing Changshou branch\* from August 2002 to September 2003. Mr. Wang obtained a bachelor’s degree in law from Southwest University of Political Science & Law in July 2002 and a master’s degree in business administration from Sichuan University in December 2020.

Mr. Wang did not hold any directorship in other publicly listed companies in the last three years.

Mr. Wang entered into a letter of appointment with the Company for a term of three years commencing from 1 January 2023. His appointment is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles. Mr. Wang is entitled to an annual Director’s fee of approximately HK\$150,000, an annual salary of RMB170,000 and a discretionary year-end bonus, which is determined and adjustable by the Remuneration Committee and approved by the Board with reference to his duties and responsibilities and subject to review from time to time.

As at the Latest Practicable Date, Mr. Wang did not have any interest in the Shares within the meaning of Part XV of the SFO.

Mr. Wang does not have any relationship with other Directors, senior management, Substantial Shareholders or controlling shareholders of the Company.

Save as disclosed above, there are no other matters concerning Mr. Wang that need to be brought to the attention of the Shareholders, and there is no other information required to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

**Mdm. Tang Guoqiong** (“**Mdm. Tang**”), aged 61, has held various positions at the Southwestern University of Finance and Economics (“**SWUFE**”) since July 1988, and she has been appointed as a professor at SWUFE since November 2009. She has received numerous recognitions for her works from, among others, the Ministry of Finance of the People’s Republic of China, People’s Government of Sichuan Province, China National MPAcc Education Steering Committee, Sichuan Institute of Certified Public Accountants 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 (listed on the Shenzhen Stock Exchange (“**SZSE**”)); (ii) has, since November 2020, been appointed independent director of Tianqi Lithium Corporation (dual-listed on the SZSE and the Hong Kong Stock Exchange; and (iii) has, since May 2021, been appointed independent director of Sichuan Mingxing Electric Power Co., Ltd (listed on the SSE).

Mdm. Tang also served as an independent director for several other public companies listed on the SZSE and the SSE from 2008 to 2024, including Cheng Du Sheng Nuo Biotec Co., Ltd. (listed on the SSE) from December 2019 to January 2024.

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, Mdm. Tang did not hold any directorship in other publicly listed companies in the last three years or other major appointments and professional qualifications.

Mdm. Tang entered into a letter of appointment with the Company for a term of three years commencing from 31 December 2024. Her appointment is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles. Pursuant to such letter of appointment, Mdm. Tang is entitled to an annual Director’s fee of RMB150,000, which was determined and adjustable by the Remuneration Committee and approved by the Board with reference to his duties and responsibilities and subject to review from time to time.

As at the Latest Practicable Date, Mdm. Tang did not have any interest in the Shares within the meaning of Part XV of the SFO.

Mdm. Tang does not have any relationship with other Directors, senior management, Substantial Shareholders or controlling shareholders of the Company.

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



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## NOTICE OF ANNUAL GENERAL MEETING

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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)

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting of China Vanadium Titano-Magnetite Mining Company Limited (the “**Company**”) will be held at City Tower, No. 86 Section 1, Renmin South Road, Qingyang District, Chengdu, the People’s Republic of China on Monday, 26 May 2025 at 10:30 a.m. for the following purposes:

#### AS ORDINARY RESOLUTIONS

1. To consider and adopt the audited financial statements of the Company and its subsidiaries for the year ended 31 December 2024, the report of the directors of the Company (the “**Directors**”) and the independent auditor’s report of the Company;
2. To re-elect Mr. Hao Xiemin as an executive Director;
3. To re-elect Mr. Wang Hu as an executive Director;
4. To re-elect Mdm. Tang Guoqiong as an independent non-executive Director;
5. To authorise the board of Directors (the “**Board**”) to fix the Directors’ remuneration and payment for the year ending 31 December 2025;
6. To re-appoint Forvis Mazars CPA Limited as the auditor of the Company and to authorise the Board to fix its remuneration;
7. To consider and if thought fit, pass with or without amendment(s), the following resolution as an ordinary resolution:

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## NOTICE OF ANNUAL GENERAL MEETING

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**“THAT:**

- (a) subject to sub-paragraph (c) of this resolution, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”) (the “**Listing Rules**”) as amended from time to time, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares of the Company (the “**Shares**”) and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in sub-paragraph (a) of this resolution shall authorise the Directors during the Relevant Period (as defined below) to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period (as defined below);
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in sub-paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into Shares; or (iii) the exercise of any options granted under the share option schemes of the Company; or (iv) any scrip dividend or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of the dividend on Shares in accordance with the memorandum and articles of association of the Company (the “**Articles**”) shall not exceed 20% of the number of issued Shares as at the date of the passing of this resolution and the said approval shall be limited accordingly; and

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(d) for the purpose of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws and regulations of the Cayman Islands to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by the passing of an ordinary resolution of the shareholders of the Company (the “**Shareholders**”) in the general meeting.

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities of the Company giving rights to subscribe for Shares, open for a period fixed by the Directors to holders of Shares or any class thereof on the register on a fixed record date in proportion to their then holdings of such Shares or class thereof (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

8. To consider and, if thought fit, pass with or without amendment(s) the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to sub-paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase Shares on the Hong Kong Stock Exchange or any other exchange on which the Shares may be listed and recognised for this purpose by the Securities and Futures Commission and the Hong Kong Stock Exchange (the “**Recognised Stock Exchange**”) under the Code on Share Buy-backs subject to and in accordance with all applicable laws and the requirements of the Listing Rules or that of any other Recognised Stock Exchange, be and the same is hereby generally and unconditionally approved;

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- (b) the aggregate number of Shares which may be purchased by the Company pursuant to the approval in sub-paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the number of issued Shares as at the date of the passing of this resolution and the said approval shall be limited accordingly; and
- (c) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws and regulations of the Cayman Islands to be held; and
  - (iii) the date on which the authority set out in this resolution is revoked or varied by the passing of an ordinary resolution of the Shareholders in the general meeting.”
9. To consider and, if thought fit, pass with or without amendment(s) the following resolution as an ordinary resolution:

“**THAT** conditional upon resolutions 7 and 8 set out in the notice convening this meeting of which this resolution forms part being passed, the aggregate number of Shares which may be repurchased by the Company after the date of the passing of this resolution (up to a maximum of 10% of the number of issued Shares as stated in resolution 8 set out in the notice convening this meeting of which this resolution forms part) shall be added to the number of Shares that may be allotted or agreed conditionally or unconditionally to be allotted and issued by the Directors under the authority granted pursuant to resolution 7 set out in the notice convening this meeting of which this resolution forms part.”

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

Hong Kong, 25 April 2025

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## NOTICE OF ANNUAL GENERAL MEETING

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The Directors as at the date of this notice are:

*Non-executive Director:*

Mr. Teh Wing Kwan (*Chairman*)

*Executive Directors:*

Mr. Hao Xiemin (*Chief Executive Officer*)

Mr. Wang Hu

*Independent Non-executive Directors:*

Mr. Yu Haizong

Mr. Liu Yi

Mr. Wu Wen

Mdm. Tang Guoqiong

*Notes:*

1. Any Shareholder entitled to attend and vote at the annual general meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A Shareholder who is the holder of two or more Shares may appoint more than one proxy to attend on the same occasion. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed. On a poll, votes may be given either personally or by proxy. A proxy need not be a Shareholder.
2. In order to be valid, a proxy form and the power of attorney (if any) or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be deposited at the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the meeting (i.e. not later than Saturday, 24 May 2025 at 10:30 a.m. (Hong Kong time)) or any adjournment thereof.
3. Delivery of the proxy form will not preclude a Shareholder from attending and voting in person at the meeting convened and, in such event, the proxy form shall be deemed to be revoked.
4. In the case of joint registered holders of any Share, any one of such joint registered holders may vote at the meeting, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint registered holders be present at the meeting, the vote of the senior who tenders a vote either personally or by proxy shall be accepted to the exclusion of the votes of the other joint registered holder(s) and, for this purpose, seniority shall be determined by the order in which the names stand in the register in respect of the joint shareholding.
5. With respect to resolutions number 2 to 4 of this notice, Messrs. Hao Xiemin, Wang Hu and Mdm. Tang Guoqiong, shall retire and, being eligible, offer themselves for re-election. Details of their information which are required to be disclosed under the Listing Rules are set out in the circular of the Company dated 15 April 2025.

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6. The register of members of the Company will be closed from Wednesday, 21 May 2025 to Monday, 26 May 2025 (both days inclusive) during which period no transfer of Shares will be effected. In order to determine the entitlement to attend and vote at the annual general meeting, all share transfers accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 20 May 2025.
7. Shareholders should check the Company's website at [www.chinavtmmining.com](http://www.chinavtmmining.com) for future announcements and updates on the annual general meeting arrangements in case if the Company is required to change the annual general meeting arrangements at short notice.
8. In the event of any inconsistency, the English version of this notice shall prevail over the Chinese version.