

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

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

**If you have sold or transferred all your shares in China Polymetallic Mining Limited** (中國多金屬礦業有限公司) (the “**Company**”), you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**中国多金属矿业**  
CHINA POLYMETALLIC MINING

**China Polymetallic Mining Limited**

**中國多金屬礦業有限公司**

*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 2133)**

- (1) PROPOSED RE-ELECTION OF RETIRING DIRECTORS**
- (2) PROPOSED GRANTING OF GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE SHARES**
- (3) PROPOSED GRANTING OF GENERAL MANDATE TO DECLARE AND PAY AN INTERIM DIVIDEND OUT OF SHARE PREMIUM ACCOUNT AND**
- (4) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company to be held at Room 3, United Conference Centre Limited, 10/F, United Centre, 95 Queensway, Hong Kong on Tuesday, 6 June 2017 at 10:30 a.m. is set out on pages 16 to 20 of this circular. A form of proxy for use at the annual general meeting is also enclosed. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.chinapolymetallic.com>).

Whether or not you are able to attend the annual general meeting, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return the completed form of proxy to the Company’s branch share registrar (the “**Share Registrar**”) in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the annual general meeting or any adjournment thereof. Accordingly, the form of proxy must be delivered to the Share Registrar not later than 10:30 a.m. (Hong Kong time) on 2 June 2017 (Friday). Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof if you so wish and in such event, the form of proxy shall be deemed to be revoked.

25 April 2017



## DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Room 3, United Conference Centre Limited, 10/F, United Centre, 95 Queensway, Hong Kong on Tuesday, 6 June 2017 at 10:30 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of such meeting as set out on pages 16 to 20 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company as amended from time to time
“Board”	the board of Directors
“Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	China Polymetallic Mining Limited (中國多金屬礦業有限公司), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“General Mandates”	the Share Repurchase Mandate and the Issuance Mandate
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Interim Dividend Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to declare and pay an interim dividend for the six months ending 30 June 2017 out of the share premium account of the Company to the Shareholders up to a maximum equivalent to 20% of the distributable profits for the first half of the financial year ending 31 December 2017 during the period from the passing of the proposed ordinary resolution contained in item 7 of the notice of the Annual General Meeting as set out on pages 16 to 20 of this circular until 31 December 2017

## DEFINITIONS

“Issuance Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to exercise the power of the Company to allot, issue or otherwise deal with additional Shares of not exceeding 20% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting as set out on pages 16 to 20 of this circular
“Latest Practicable Date”	19 April 2017, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum of Association”	the memorandum of association of the Company
“Option(s)”	the option(s) to subscribe for Shares on terms determined by the Directors pursuant to the Share Option Scheme or any other share option scheme of the Company
“PRC”	the People’s Republic of China, which for the purpose of this circular excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.00001 each in the share capital of the Company or if there has been a subsequent subdivision, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary share capital of the Company
“Share Option Scheme”	the share option scheme adopted by the Company pursuant to a resolution passed by the then Shareholders on 24 November 2011 which became effective on 14 December 2011

## DEFINITIONS

“Share Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase Shares on the Stock Exchange or any other stock exchange of which the Shares may be listed and which is recognized by the Securities and Futures Commission and the Stock Exchange of not exceeding 10% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution contained in item 4 of the notice of the Annual General Meeting as set out on pages 16 to 20 of this circular
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission, as amended from time to time
“%”	per cent.

LETTER FROM THE BOARD



**中国多金属矿业**  
CHINA POLYMETALLIC MINING  
**China Polymetallic Mining Limited**  
**中國多金屬礦業有限公司**  
(Incorporated in the Cayman Islands with limited liability)  
(Stock code: 2133)

*Executive Director:*  
RAN Xiaochuan

*Non-Executive Director:*  
LEE Kenneth Jue

*Independent Non-Executive Directors:*  
MIU Edward Kwok Chi  
(Interim Non-Executive Chairman)  
Barry Sang QUAN  
HUANG Guoxin

*Registered Office:*  
Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Head Office:*  
15/F, Fortune Plaza Office Building  
No.11 Menghuan Road, Mang City  
Dehong Prefecture  
Yunnan Province  
China

*Principal Place of Business in Hong Kong:*  
Room 2509, 25/F  
Tower One Lippo Centre  
No. 89 Queensway  
Hong Kong

25 April 2017

*To the Shareholders*

Dear Sir/Madam,

- (1) PROPOSED RE-ELECTION OF RETIRING DIRECTORS**  
**(2) PROPOSED GRANTING OF GENERAL MANDATES TO  
REPURCHASE SHARES AND TO ISSUE SHARES**  
**(3) PROPOSED GRANTING OF GENERAL MANDATE TO DECLARE AND  
PAY AN INTERIM DIVIDEND OUT OF SHARE PREMIUM ACCOUNT  
AND**  
**(4) NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting including (i) the re-election of the retiring Directors; (ii) the granting to the Directors of the Share Repurchase Mandate

## **LETTER FROM THE BOARD**

and the Issuance Mandate respectively; and (iii) the granting to the Directors of the Interim Dividend Mandate to declare and pay an interim dividend out of the Company's share premium account and approving the relevant ordinary resolutions relating to these matters at the Annual General Meeting.

### **2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS**

The Board currently consists of five Directors, one executive Director, viz, Mr. Ran Xiaochuan; one non-executive Director, viz, Mr. Lee Kenneth Jue; and three independent non-executive Directors, viz, Mr. Miu Edward Kwok Chi, Mr. Barry Sang Quan and Mr. Huang Guoxin.

In accordance with Articles 84(1) and 84(2) of the Articles of Association, Mr. Ran Xiaochuan shall retire at the Annual General Meeting and, being eligible, will offer himself for re-election at the Annual General Meeting.

In addition, each of Mr. Barry Sang Quan and Mr. Huang Guoxin, who was appointed by the Board as an independent non-executive Director with effect from 8 September 2016, shall retire from office at the Annual General Meeting pursuant to Article 83(3) of the Articles of Association and being eligible, will offer himself for re-election at the Annual General Meeting.

Biographical details of the retiring Directors to be re-elected at the Annual General Meeting are set out in Appendix I to this circular.

### **3. PROPOSED GRANTING OF GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES**

At the annual general meeting of the Company held on 30 June 2016, general mandates were granted to the Directors to repurchase and issue Shares respectively. Such mandates will expire at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to repurchase and issue Shares if and when appropriate, the following ordinary resolutions will be proposed at the Annual General Meeting to approve:

- (a) the granting of the Share Repurchase Mandate to the Directors to repurchase Shares on the Stock Exchange or any other stock exchange of which Shares of the Company may be listed and which is recognized by the Securities and Futures Commission and the Stock Exchange of not exceeding 10% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution contained in item 4 of the notice of the Annual General Meeting as set out on pages 16 to 20 of this circular (i.e. a total of 198,876,500 Shares on the basis that the total number of issued Shares remains unchanged until the date of the Annual General Meeting);
- (b) the granting of the Issuance Mandate to the Directors to exercise the power of the Company to allot, issue or otherwise deal with additional Shares of not exceeding 20% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting

## LETTER FROM THE BOARD

as set out on pages 16 to 20 of this circular (i.e. a total of 397,753,000 Shares on the basis that the total number of issued Shares remains unchanged until the date of the Annual General Meeting); and

- (c) the extension of the Issuance Mandate by adding the total number of Shares repurchased by the Company pursuant to the Share Repurchase Mandate.

An explanatory statement as required under Rule 10.06(1)(b) of the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Repurchase Mandate at the Annual General Meeting is set out in Appendix II to this circular.

#### **4. PROPOSED GRANTING OF GENERAL MANDATE TO DECLARE AND PAY AN INTERIM DIVIDEND OUT OF SHARE PREMIUM ACCOUNT**

The Board intends to put forward for approval by the Shareholders at the Annual General Meeting a proposal to grant a general mandate to the Directors to declare and pay an interim dividend for the six months ending 30 June 2017 out of the share premium account of the Company.

According to the Companies Law, the Company may in general meeting declare dividends in any currency to be paid to the Shareholders but no such dividend shall be declared in excess of the amount recommended by the Board. According to Article 134 of the Articles of Association, with the sanction of an ordinary resolution, dividends may be declared and paid out of share premium account or any other fund or account which can be authorised for this purpose in accordance with the Companies Law.

The Board considers that the Interim Dividend Mandate will give the Board greater flexibility to declare or make distributions out of the share premium account of the Company to the Shareholders if and when the Board considers appropriate and therefore propose to seek the approval of the Interim Dividend Mandate from the Shareholders at the Annual General Meeting. The appropriation of the share premium account will not in itself alter the underlying assets, liabilities, business operations, management or financial position of the Company. The Board therefore considers that the Interim Dividend Mandate is in the interests of the Company and the Shareholders as a whole.

Pursuant to section 34(2) of the Companies Law, the share premium account may be applied by the Company paying dividends to the Shareholders provided that no such dividend may be paid out of the share premium account unless, immediately following the date on which the dividend is proposed to be paid, the Company shall be able to pay its debts as they fall due in the ordinary course of business.

The Directors undertake that they would only pay dividends or make any distribution for the six months ending 30 June 2017 to the Shareholders out of the share premium account of the Company if and when the financial position of the Company justifies such payments or distributions, pursuant to the Interim Dividend Mandate as approved by the Shareholders and in compliance with the requirements of the Companies Law and any applicable rules and regulations. Consistent with the established dividend policy of the Company, the Board intends



## **LETTER FROM THE BOARD**

to distribute dividends of no more than 20% of consolidated net profit after tax in respect of each financial year. However, as at the Latest Practicable Date, the Board did not have any concrete decision as to the declaration and payment of any dividend for the six months ending 30 June 2017. Should the Board decide to declare or make distributions out of the share premium account of the Company to the Shareholders, the Company will make further announcement(s) as and when appropriate.

As at the Latest Practicable Date, the balance of the share premium account of the Company amounted to approximately RMB1,315 million.

### **5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT**

The notice of the Annual General Meeting is set out on pages 16 to 20 of this circular.

Pursuant to Rule 13.39(4) of the Listing Rules and Article 66 of the Articles of Association, any vote of the shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll vote results will be published by the Company after the Annual General Meeting in the manner prescribed under the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.chinapolymetallic.com>). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and return the completed form of proxy to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Accordingly, the form of proxy must be delivered to the Share Registrar not later than 10:30 a.m. (Hong Kong time) on 2 June 2017 (Friday). Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjournment thereof if you so wish and in such event, the form of proxy shall be deemed to be revoked.

### **6. RECOMMENDATION**

The Board considers that the proposed re-election of the retiring Directors, the granting of the Share Repurchase Mandate, Issuance Mandate and Interim Dividend Mandate are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

## LETTER FROM THE BOARD

### 7. RESPONSIBILITY STATEMENT

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.

Yours faithfully,  
For and on behalf of the Board  
**China Polymetallic Mining Limited**  
**Miu Edward Kwok Chi**  
*Interim Non-executive Chairman*

The following are details of the Directors who will retire and, being eligible, offer themselves for re-election at the Annual General Meeting.

**Mr. Ran Xiaochuan (“Mr. Ran”), Executive Director**

Mr. Ran, aged 52, was appointed as the Chairman of the Company and the executive Director since 8 June 2011 until his redesignation as a non-executive Director on 25 August 2015. He has then been re-designated as an executive Director on 18 September 2015. He is a member of the nomination and remuneration committee (the “**Nomination and Remuneration Committee**”), the strategy committee (the “**Strategy Committee**”) and the safety, health and environment committee (the “**Safety, Health and Environment Committee**”) of the Board. Mr. Ran has years of mining and exploration experience, and over 20 years of experience in general corporate management. Prior to joining the Group, Mr. Ran worked as the sales chief in the Foreign Trade Bureau of Cangxi County of Sichuan Province (四川省蒼溪縣外貿局) from 1982 to 1987, during which time he was responsible for the sales of domestic agricultural product to overseas purchasers. Between 1988 and 1997, Mr. Ran worked for Zhuhai Haiyuan Trading Company (珠海海元經貿公司) as its general manager and was responsible for sales and marketing. From 1998 to 2004, Mr. Ran worked as a general manager, and was responsible for marketing, daily operations and management at Chongqing Jianxing Company Limited (重慶建興有限公司), which is principally engaged in residential and commercial real estate development, highways and tunnel construction and management. From 2005 to 2008, Mr. Ran worked at Sichuan Henglu Industrial Company Limited (四川恒路實業有限公司), a company principally engaged in the construction and consulting industries, as its general manager and was responsible for the general operation of the company.

Save as disclosed above, Mr. Ran (i) does not hold other positions in the Group, (ii) does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company, and (iii) has not held any directorships in any other public companies the securities of which are listed in Hong Kong or overseas in the past three years.

Mr. Ran has renewed his appointment letter with the Company for a further term of one year commencing from 18 September 2016, unless terminated by not less than one month notice in writing served by either party on the other. He is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association.

Pursuant to the appointment letter, Mr. Ran receives an annual remuneration of RMB600,000. His remuneration package is determined with reference to the remuneration policy of the Company, his duties and the prevailing market level of remuneration for executives of similar positions.

As at the Latest Practicable Date, Mr. Ran did not have and was not deemed to have any interests or short positions in any shares, underlying shares or debentures (as defined under Part XV of the SFO) of the Company or its associated corporations pursuant to Part XV of the SFO.

Save for the information disclosed above, there is no information which is discloseable nor is Mr. Ran involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Ran that need to be brought to the attention of the Shareholders.

**Mr. Barry Sang Quan (“Mr. Quan”), Independent Non-executive Director**

Mr. Barry Sang Quan, aged 65, was appointed as an independent non-executive Director on 8 September 2016. He is a member of each of the audit committee (the “**Audit Committee**”) of the Board and the Nomination and Remuneration Committee of the Board. Mr. Quan has over 35 years of working experience in the United States of America (“**U.S.A**”) and also countries in Asia. Mr. Quan is competent in the areas of corporate management, re-organisations, acquisitions, corporate compliance and audit. He is also experienced in negotiations of contractual relationships, including technology licenses, technology transfers, joint developments and marketing arrangements. Mr. Quan obtained a Bachelor of Science degree in Applied Economics and Finance from University of California, Berkeley, U.S.A in 1972 and a Doctor of Judicial Science from St. John’s University Law School in 1975.

Industries that Mr. Quan has worked in include semiconductor, solar, LED, and electronic components. From 2010 to 2015, Mr. Quan held positions of Chief Administrative Officer, Chief Compliance and Legal Officer and Board Secretary in Semiconductor Manufacturing International Corporation (NYSE stock code: SMI and HKSE stock code: 0981). From 1993 to 2005 and 2006 to 2010, he worked as China President, Vice President, Legal Affairs, and Ombudsman in Applied Materials, Inc.. Mr. Quan served as Chief Administrative Officer in Huahong International from 2005 to 2006, and Group Counsel of TRW Inc. in the U.S.A from 1980 to 1993.

Mr. Quan has entered into a letter of appointment with the Company for a term of one year commencing from 8 September 2016, under which he is entitled to receive a remuneration of HK\$200,000 per annum for serving as an independent non-executive Director. Mr. Quan is also eligible to participate in the Share Option Scheme. The emoluments of Mr. Quan were determined by the Board, upon recommendation by the Nomination and Remuneration Committee with reference to his experience, responsibilities and prevailing market conditions as well as the Company’s remuneration policy.

Save as disclosed above, Mr. Quan (i) does not hold other positions in the Group, (ii) does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company, and (iii) has not held any directorships in any other public companies the securities of which are listed in Hong Kong or overseas in the past three years.

As at the Latest Practicable Date, Mr. Quan did not have and was not deemed to have any interests or short positions in shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO. Mr. Quan meets the independence guidelines as set out in Rule 3.13 of the Listing Rules.

Save as disclosed above, there is no other information which is discloseable nor is Mr. Quan involved in any of the matters required to be disclosed under Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Quan that need to be brought to the attention of the Shareholders.

### **Mr. Huang Guoxin (“Mr. Huang”), Independent Non-executive Director**

Mr. Huang Guoxin, aged 58, was appointed as an independent non-executive Director on 8 September 2016. He is the chairman of the Safety, Health and Environment Committee, a member of each of the Strategy Committee and the Nomination and Remuneration Committee. Mr. Huang is a geology engineer and a senior quality engineer. Mr. Huang graduated from Central South University (formerly known as Changsha Metallurgy Industry College of the Former Metallurgy Department (原冶金部長沙冶金工業學校)) with a bachelor degree in mining geology in 1980. From September 1985 to July 1987, he studied at Chengdu University of Science and Technology, majoring in quality control. From August 1994 to December 1996, he studied at the Party School of Sichuan Provincial Committee (四川省委黨校), majoring in economic management. In June 1997, he was qualified as a registered senior auditor of the national quality standards (國家註冊質量體系) by China Quality Certification Centre, and was involved and led in the assessment of management systems of more than a hundred companies. From 2015 to 2016, Mr. Huang was the general manager of Chengdu Century Wealth Investment Fund Management Company Limited (成都世紀財富投資基金管理有限公司). From 2012 to 2015, he served as the Quality Director of Panzhihua Xinzhong Titanium Science and Technology Co., Ltd. (攀枝花新中鈦科技有限公司). From 2009 to 2012, he held senior positions including metallurgical plant manager and special duty director of two companies in Panzhihua. From 1997 to 2009, he worked for Pangang Titanium Company (攀鋼鈦業公司) and held various positions including the head of quality control department, the head of production department, the deputy head of supply and sales department, and senior engineer. Mr. Huang held a number of positions in Panzhihua Iron Ore Mining Company of the Metallurgy Department (冶金部攀枝花冶金礦山公司) from 1980 to 1997.

Mr. Huang has over 36 years of working experience in mineral resources and production, safety and environmental protection and quality control. He is a member of titanium standard work group under the National Pig Iron and Iron Alloy Standard Technical Committee (全國生鐵及鐵合金標委會鈦標準組), and was one of the main drafters of the national standards of “Titanium Concentrate (鈦精礦)”, “Methods for Chemical Analysis of Titanium Concentrate (鈦精礦化學分析方法)”, and “Titanium Dioxide Pigments (二氧化鈦顏料)”. A number of projects led by him were awarded the Panzhihua Scientific and Technological Progress Second Prize (攀枝花市科技進步二等獎), and the Chemical Industry Scientific and Technological Progress Second Prize (化工行業科技進步二等獎).

Mr. Huang has entered into a letter of appointment with the Company for a term of one year commencing from 8 September 2016, under which he is entitled to a remuneration of HK\$200,000 per annum for serving as an independent non-executive Director. Mr. Huang is also eligible to participate in the Share Option Scheme. The emoluments of Mr. Huang were

determined by the Board, upon recommendation by the Nomination and Remuneration Committee with reference to his experience, responsibilities and prevailing market conditions as well as the Company's remuneration policy.

Save as disclosed above, Mr. Huang (i) does not hold other positions in the Group, (ii) does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company, and (iii) has not held any directorships in any other public companies the securities of which are listed in Hong Kong or overseas in the past three years.

As at the Latest Practicable Date, Mr. Huang did not have and was not deemed to have any interests or short positions in shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO. Mr. Huang meets the independence guidelines as set out in Rule 3.13 of the Listing Rules.

Save as disclosed above, there is no other information which is discloseable nor is Mr. Huang involved in any of the matters required to be disclosed under Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Huang that need to be brought to the attention of the Shareholders.

The following is an explanatory statement as required under Rule 10.06(1)(b) of the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Share Repurchase Mandate.

## **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,988,765,000 Shares.

Subject to the passing of the ordinary resolution set out in item 4 of the notice of the Annual General Meeting in respect of the granting of the Share Repurchase Mandate and on the basis that the total number of issued Shares remains unchanged until the date of the Annual General Meeting, i.e. being 1,988,765,000 Shares, the Directors would be authorised under the Share Repurchase Mandate to repurchase, during the period in which the Share Repurchase Mandate remains in force, a total number of 198,876,500 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting.

## **2. REASONS FOR SHARE REPURCHASE**

The Directors believe that the granting of the Share Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole.

Repurchases of Shares may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

## **3. FUNDING OF SHARE REPURCHASE**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Memorandum and Articles of Association, the laws of the Cayman Islands and/or any other applicable laws, and the Listing Rules as the case may be.

## **4. IMPACT OF SHARE REPURCHASE**

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2016) in the event that the Share Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Share Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

**5. MARKET PRICES OF SHARES**

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during each of the 12 months immediately preceding the Latest Practicable Date were as follows:

<b>Month</b>	<b>Highest HK\$</b>	<b>Lowest HK\$</b>
April 2016	0.228	0.184
May 2016	0.220	0.184
June 2016	0.220	0.180
July 2016	0.250	0.181
August 2016	0.234	0.200
September 2016	0.250	0.205
October 2016	0.250	0.220
November 2016	0.305	0.216
December 2016	0.275	0.221
January 2017	0.250	0.216
February 2017	0.285	0.230
March 2017	0.275	0.213
April 2017 ( <i>up to the Latest Practicable Date</i> )	0.215	0.193

**6. GENERAL**

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the Share Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

**7. TAKEOVERS CODE**

If, as a result of a repurchase of Shares pursuant to the Share Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (as defined in



the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

To the best knowledge of the Company, as at the Latest Practicable Date, CITIC Dameng Investments Limited, the substantial Shareholder (as defined in the Listing Rules), was interested in 592,775,421 Shares, representing approximately 29.81% of the issued Shares. In the event that the Directors exercise in full to repurchase Shares under the Share Repurchase Mandate, the shareholding of the CITIC Dameng Investments Limited would be increased to approximately 33.12% of the issued Shares. As a result, such an increase of shareholding would give rise to an obligation for CITIC Dameng Investments Limited to make a mandatory offer under Rule 26 of the Takeovers Code.

Save as aforesaid, the Directors are not aware of any consequences which may give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors do not propose to exercise the Share Repurchase Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code and/or result in the aggregate number of Shares held by the public Shareholders falling below the prescribed minimum percentage required by the Stock Exchange.

#### **8. SHARE REPURCHASE MADE BY THE COMPANY**

During the six months prior to the Latest Practicable Date, the Company had not repurchased any of the Shares (whether on the Stock Exchange or otherwise).

## NOTICE OF ANNUAL GENERAL MEETING



**中国多金属矿业**  
CHINA POLYMETALLIC MINING  
**China Polymetallic Mining Limited**  
**中國多金屬礦業有限公司**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 2133)**

**NOTICE IS HEREBY GIVEN THAT** an annual general meeting of China Polymetallic Mining Limited (the “**Company**”) will be held at Room 3, United Conference Centre Limited, 10/F, United Centre, 95 Queensway, Hong Kong on Tuesday, 6 June 2017 at 10:30 a.m. for the following purposes:

As ordinary business:

1. To consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “**Directors**”) and independent auditors of the Company for the year ended 31 December 2016.
2.
  - (a) To re-elect Mr. Ran Xiaochuan as an executive Director.
  - (b) To re-elect Mr. Barry Sang Quan as an independent non-executive Director.
  - (c) To re-elect Mr. Huang Guoxin as an independent non-executive Director.
  - (d) To authorize the board of Directors to fix the respective Directors’ remuneration.
3. To re-appoint Ernst & Young as auditors of the Company and to authorize the board of Directors to fix their remuneration.

As additional ordinary business, to consider and, if thought fit, pass with or without amendments the following resolutions as ordinary resolutions:

4. “**THAT:**
  - (a) subject to paragraph 4(b) below, a general mandate be and is hereby generally and unconditionally granted to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to repurchase its shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange of which the shares of the Company may be listed and which is recognized by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws, rules and regulations;

## NOTICE OF ANNUAL GENERAL MEETING

(b) the total number of shares of the Company to be repurchased pursuant to the mandate in paragraph 4(a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution and the said mandate shall be limited accordingly; and

(c) for the purposes of this resolution:

“**Relevant Period**” means the period from 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 of association of the Company or any applicable laws to be held; and

(iii) the date on which the authority set out in this resolution is revoked or varied by passing of an ordinary resolution of the shareholders of the Company in general meeting.”

5. “**THAT:**

(a) subject to paragraph 5(c) below, a general mandate be and is hereby generally and unconditionally granted to the directors of the Company (the “**Directors**”) during the Relevant Period (as defined below) to exercise the power of the Company to allot, issue and otherwise deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers;

(b) the mandate in paragraph 5(a) above shall authorize the directors of the Company to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;

(c) the total number of shares to be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the mandate in paragraph 5(a) above, otherwise than pursuant to:

(i) a Rights Issue (as defined below);

(ii) the exercise of options under a share option scheme of the Company; and

(iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares of the Company in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company,

## NOTICE OF ANNUAL GENERAL MEETING

shall not exceed 20% of the total number of issued shares of the Company as at the date of passing of this resolution and the said mandate shall be limited accordingly; and

(d) for the purposes of this resolution:

“**Relevant Period**” means the period from 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 of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by passing of an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of shares of the Company open for a period fixed by the Directors to holders of shares of the Company 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 exclusions 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 any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”

As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

6. “**THAT** conditional upon the passing of resolutions set out in paragraphs 4 and 5 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in paragraph 5 of the Notice be and is hereby extended by the addition to the total number of shares of the Company which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of the number of shares repurchased by the Company pursuant to the mandate referred to in resolution set out in paragraph 4 of the Notice, provided that such amount shall not exceed 10% of the total number of the issued shares of the Company as at the date of passing of this resolution.”

## NOTICE OF ANNUAL GENERAL MEETING

7. “**THAT** a general mandate be granted to the directors of the Company to declare and pay an interim dividend for the six months ending 30 June 2017 out of the Company’s share premium account to the shareholders of the Company during the period from the passing of this resolution until 31 December 2017 if and when the board of directors of the Company considers appropriate, subject to a maximum amount equivalent to 20% of the distributable profits for the first half of the financial year ending 31 December 2017 and the applicable provisions of the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands.”

By Order of the Board  
**China Polymetallic Mining Limited**  
**Miu Edward Kwok Chi**  
*Interim Non-executive Chairman*

Hong Kong, 25 April 2017

*Notes:*

1. All resolutions (except for procedural and administrative matters) at the meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any member of the Company entitled to attend and vote at the above meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the above meeting. A proxy need not be a member of the Company. 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.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company’s branch share registrar in Hong Kong, 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 appointed for the holding of the meeting or any adjournment thereof. Accordingly, the form of proxy must be delivered to the Company’s branch share registrar in Hong Kong not later than 10:30 a.m. (Hong Kong time) on Friday, 2 June 2017. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining the entitlement to attend and vote at the above meeting, the register of members of the Company will be closed from Friday, 2 June 2017 to Tuesday, 6 June 2017, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the above meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Thursday, 1 June 2017.
5. If a black rainstorm warning signal is in force or a tropical cyclone warning signal number 8 or above remains hoisted at any time after 8:00 a.m. on Tuesday, 6 June 2017, the above meeting will be postponed. Shareholders are requested to read the website of the Company at [www.chinapolymetallic.com](http://www.chinapolymetallic.com) for details of alternative meeting arrangements. If Shareholders have any queries concerning the alternative meeting arrangements, please call the Company at (852) 2180 7577 during business hours from 9:00 a.m. to 5:00 p.m. on Monday to Friday, excluding public holidays.

## NOTICE OF ANNUAL GENERAL MEETING

6. The above meeting will be held as scheduled when an amber or red rainstorm warning signal is in force.
7. Shareholders should make their own decision as to whether they would attend the above meeting under bad weather conditions bearing in mind their own situation and if they should choose to do so, they are advised to exercise care and caution.