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South Manganese Investment Limited

南方錳業投資有限公司

(incorporated in Bermuda with limited liability)

(Stock Code: 1091)

PROPOSED ADOPTION OF NEW BYE-LAWS

The board of directors (the “**Board**”) of South Manganese Investment Limited (the “**Company**”) proposes to seek the approval of the shareholders of the Company (the “**Shareholders**”) for certain amendments to the existing bye-laws (“**Existing Bye-laws**”) of the Company by way of adoption of a set of new bye-laws (“**New Bye-laws**”).

The Board wishes to amend the Existing Bye-laws in order to (i) update the Existing Bye-laws and bring the Existing Bye-laws in line with the latest regulatory requirements, including the amendments made to Appendix 3 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited; (ii) provide for flexibility for the Company to convene and hold hybrid meetings; and (iii) make housekeeping amendments. In view of the number of amendments proposed to be made to the Existing Bye-laws, the Board proposes that the New Bye-laws which consolidate all the proposed amendments to the Existing Bye-laws be adopted as the bye-laws of the Company in substitution for and to the exclusion of the Existing Bye-laws.

The proposed amendments to the Existing Bye-laws and adoption of the New Bye-laws are subject to the approval of the Shareholders by way of a special resolution to be approved by the Shareholders at the annual general meeting of the Company to be held on 21 June 2024 (the “**AGM**”). A circular containing, among other things, particulars relating to the proposed amendments to the Existing Bye-laws with a notice convening the AGM will be despatched to the Shareholders together with the annual report for the year ended 31 December 2023 in due course.

By order of the Board

SOUTH MANGANESE INVESTMENT LIMITED

Li Weijian

Chairman and Chief Executive Officer

Hong Kong, 5 April 2024

As at the date of this announcement, the executive Directors are Mr. Li Weijian, Mr. Zhang He, Mr. Xu Xiang and Mr. Li Junji; the non-executive Directors are Ms. Cui Ling and Mr. Pan Shenghai; and the independent non-executive Directors are Mr. Zhang Yupeng, Mr. Yuan Mingliang and Mr. Lo Sze Hung.