



CHINA MINING INTERNATIONAL LIMITED

中矿国际有限公司

Registered in Cayman Islands

Company Registration No. CT-140095

**MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF
THE COMPANY HELD BY ELECTRONIC MEANS
ON FRIDAY, 17 DECEMBER 2021 AT 10 A.M.**

Chairman of the meeting: Mr Zhai Kebin
(CEO and Executive Director)

1. WELCOME NOTE

On behalf of the Board of Directors, the Chairman of the meeting, Mr Zhai Kebin, welcomed the shareholders to the Extraordinary General Meeting (“EGM”) of the Company.

Of the Directors present, the Chairman, Mr Guo Yinghui, Ms Dong Lingling, Mr Ning Jincheng and Mr Chan Siew Wei attended the meeting through the webcast. Mr Ho Kok Weng, the Chief Financial Officer, Ms Foo Soon Soo, the Company Secretary and Mr Edmund Chua, the Assistant Vice President of Hong Leong Finance Limited also joined the meeting through the webcast. Mr Chan Siew Wei, Independent Director and Remuneration Committee Chairman of the Company assisted the Chairman in the proceedings of the meeting in English.

2. QUORUM

Having confirmed with the Company Secretary that a quorum was present, the Chairman called the meeting to order.

3. BRIEFING ON THE PROCEEDINGS FOR THE MEETING

Before the Chairman proceeded with the business of the meeting, he informed the shareholders that the agenda for the EGM was set out in the notice of the EGM issued on 2 December 2021.

Due to the current COVID-19 pandemic, shareholders will not be able to attend the meeting in person to cast their votes. Shareholders can only vote by appointing the Chairman of the meeting as their proxy to vote on their behalf. The Company had received proxy forms from shareholders appointing Chairman of the meeting as proxy and indicating how the shareholders wish to vote on specific resolutions. The Chairman informed the meeting that he shall be voting or abstaining according to the instructions of the shareholders.

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The Chairman informed the meeting that the Company had appointed Pinnally PAC as the polling agent and Virtus Assure Pte Ltd as the scrutineer. The proxy forms and the number of votes that he had been directed to cast for and against, and the number of shares in respect of which he had been directed to abstain from voting on each resolution had been verified by the scrutineer.

Voting was conducted by poll and the Chairman would announce the voting results for each resolution.

4. QUESTIONS FROM SHAREHOLDERS

The Chairman informed the meeting that the Company did not receive any questions from shareholders before the submission deadline, 15 December 2021 at 10 a.m.

5. NOTICE

The notice of the EGM which was published on SGXNET and on the Company's website was taken as read.

Before proceeding to the proposed resolutions, the Chairman informed the meeting that Ordinary Resolutions 2, 3, 4, 5 and 6 as set out in this Notice of EGM were conditional on Ordinary Resolution 1. This means that if Ordinary Resolution 1 is not approved, Ordinary Resolutions 2, 3, 4, 5 and 6 will not be duly approved. However, Ordinary Resolution 1 was not conditional on Ordinary Resolutions 2, 3, 4, 5 and 6. This means that even if Ordinary Resolutions 2, 3, 4, 5 and 6 are not approved, Ordinary Resolution 1 may still be approved by Shareholders. Ordinary Resolutions 2, 3, 4, 5 and 6 as set out in this Notice of EGM were inter-conditional on each other. This means that if any one of Ordinary Resolutions 2, 3, 4, 5 or 6 is not approved, all of Ordinary Resolutions 2, 3, 4, 5 and 6 will not be duly approved.

6. THE PROPOSED BUSINESS DIVERSIFICATION (ORDINARY RESOLUTION 1)

The Chairman addressed the first proposed resolution on the agenda, which was to expand the scope of its Existing Core Business to include the New Agriculture Business, which would result in a change in the risk profile of the Group.

The Chairman proposed the motion as set out in the Notice of EGM.

The result of the poll was as follows:

For	% of total votes	Against	% of total votes
101,870,500	100	0	0

The Chairman declared the resolution carried.

CHINA MINING INTERNATIONAL LIMITED**MINUTES OF THE EXTRAORDINARY GENERAL MEETING HELD ON 17 DECEMBER 2021****ABSTENTION FROM VOTING ON RESOLUTIONS 2 TO 6**

Before the Chairman proceeded, he informed the shareholders that Mr Guo Yinghui, Chairman and Executive Director of the Company, his spouse, Mdm Feng Li and China Focus International Limited and their associates and nominees will abstain from voting on the proposed resolutions 2 to 6 in respect of their shareholdings in the Company.

7. THE PROPOSED ACQUISITION (ORDINARY RESOLUTION 2)

The next item on the agenda was to approve the acquisition of 100% of the issued and paid-up share capital of Fully Rich International Investment Limited from China Focus International Limited (“**China Focus**”) and Profit Run Developments Limited (“**Profit Run**”) at a consideration of S\$6.966 million. The consideration will be fully satisfied by the issue and allotment of 162 million new ordinary shares in the capital of the Company deemed fully paid-up at an issue price of S\$0.043 per share to China Focus (for itself and as a nominee of Profit Run).

The Chairman proposed the motion as set out in the Notice of EGM.

The result of the poll was as follows:

For	% of total votes	Against	% of total votes
51,645,500	100	0	0

The Chairman declared the resolution carried.

8. THE PROPOSED ISSUANCE OF CONSIDERATION SHARES (ORDINARY RESOLUTION 3)

Pursuant to Section 161 of the Companies Act and Rule 805(1) of the Listing Manual, resolution 3 was to authorise the Directors to allot and issue 162 million consideration shares to China Focus (for itself and as nominee of Profit Run) at an issue price of S\$0.043 per consideration share.

The Chairman proposed the motion as set out in the Notice of EGM.

The result of the poll was as follows:

For	% of total votes	Against	% of total votes
51,645,500	100	0	0

The Chairman declared the resolution carried.

CHINA MINING INTERNATIONAL LIMITED**MINUTES OF THE EXTRAORDINARY GENERAL MEETING HELD ON 17 DECEMBER 2021****9. THE CHINA FOCUS CONSIDERATION SHARES ISSUANCE (ORDINARY RESOLUTION 4)**

Pursuant to Rule 804 of the Listing Manual, resolution 4 was to authorise the Directors to issue and allot 136,323,000 consideration shares to China Focus at an issue price of S\$0.043 per consideration share.

The Chairman proposed the motion as set out in the Notice of EGM.

The result of the poll was as follows:

For	% of total votes	Against	% of total votes
51,645,500	100	0	0

The Chairman declared the resolution carried.

10. THE PROFIT RUN CONSIDERATION SHARES ISSUANCE (ORDINARY RESOLUTION 5)

Pursuant to Rule 804 of the Listing Manual, resolution 5 was to authorise the Directors to issue and allot 25,677,000 consideration shares to China Focus as a nominee of Profit Run at an issue price of S\$0.043 per consideration share.

The Chairman proposed the motion as set out in the Notice of EGM.

The result of the poll was as follows:

For	% of total votes	Against	% of total votes
51,645,500	100	0	0

The Chairman declared the resolution carried.

11. THE PROPOSED WHITEWASH RESOLUTION (ORDINARY RESOLUTION 6)

The final ordinary resolution was to approve the whitewash resolution. The whitewash resolution if approved will waive the obligation for China Focus to make a general offer for all the issued shares in the capital of the Company not already owned or controlled by them as a result of the acquisition of Fully Rich International Investment Limited.

The Chairman proposed the motion as set out in the Notice of EGM.

The result of the poll was as follows:

For	% of total votes	Against	% of total votes
51,645,500	100	0	0

The Chairman declared the resolution carried.

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12. ANY OTHER BUSINESS

The Company Secretary confirmed that there was no notice received for any other business.

13. CONCLUSION OF MEETING

The Chairman concluded the business for the EGM and declared the meeting closed at 10:12 A.M..

CONFIRMED BY

ZHAI KEBIN
CHAIRMAN OF THE MEETING