



**CHINA MINING INTERNATIONAL LIMITED**  
(Incorporated in the Cayman Islands on 30 September 2004)  
(Company Registration Number: CT-140095)

---

**RESPONSES TO QUERIES FROM THE SGX-ST ON THE  
DISPOSAL OF THE THABAZIMBI MINE INVESTMENT**

---

The board of directors (each, a “**Director**” and collectively, the “**Board**”) of China Mining International Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) refers to the announcement dated 21 May 2024 in relation to the disposal of the Thabazimbi Mine investment (the “**Announcement**”) and sets out below its responses to the queries raised by the Singapore Exchange Regulation on the Announcement on 27 May 2024. Unless otherwise defined, all capitalised terms used herein shall have the meanings ascribed to them in the Announcement.

**SGX Queries**

With regard to the Proposed Disposal, please provide further clarifications on the following:

- (i) **Please disclose the reasons for the delay in the payment of the rehabilitation deposit which caused the Thabazimbi Mine to be halted.**

The Company understands from Sino-Africa that in the event that the rehabilitation deposit is paid, mining activities at the Thabazimbi Mine must commence within 120 days from the date of payment and that Sino-Africa has yet to pay the rehabilitation deposit as it has not been able to raise the required funding and find suitable partners to operate the Thabazimbi Mine.

- (ii) **Please provide the Board’s assessment, with supporting bases on how the Proposed Disposal is in the best interest of the Company.**

As noted in the Announcement, in order to manage the Group’s risk exposure, a shareholders’ agreement dated 30 April 2017 was entered into with Sino-Africa pursuant to which it was mutually agreed that the Group would not be required to contribute additional funding for the purposes of making or realising an investment in, or funding any other requirements of, the Thabazimbi Mine, and that the Group would relinquish its right to exercise control, joint control or significant influence over its investment in the Thabazimbi Mine. Accordingly, the Group’s future plans in respect of the Thabazimbi Mine would depend on Sino-Africa’s strategic direction and future plans for the Thabazimbi Mine. In light of the foregoing, the decision to procure that Huixin Mining sell its 40% stake in AWP was led by Sino-Africa in its capacity as the major shareholder of Sino Feng, as well as the entity with control over the Thabazimbi Mine investment.

- (iii) **Please disclose how the Buyer was introduced to the Company.**

The sale of Huixin Mining’s 40% stake in AWP is led by Sino-Africa, who sought out the Buyer from amongst its own network of contacts. The Company was not involved in the structuring of or negotiations relating to the Transaction.

**CHINA MINING INTERNATIONAL LIMITED**

Responses to Queries from the SGX-ST on the Disposal of the Thabazimbi Mine Investment

- (iv) Please elaborate on the due diligence conducted on the Buyer. If no due diligence has been conducted, please explain why.**

The Company did not conduct any due diligence on the Buyer as the sale of Huixin Mining's 40% stake in AWP is led by Sino-Africa, who sought out the Buyer from amongst its own network of contacts. The Company was not involved in the structuring of or negotiations relating to the Transaction.

- (v) Please provide the relevant computations under Listing Rule 1006 as well as the required disclosures under Chapter 10 of the listing rules, where applicable.**

The Company is of the view that Chapter 10 of the Listing Manual does not apply to the Transaction as Huixin Mining is not a subsidiary of the Company and as such, the Transaction does not fall within the definition of "transaction" as set out in Rule 1002(1) of the Listing Manual.

- (vi) Considering that the Group owns the largest portion of AWP's shares and that 100% of TIA would be sold to the Buyer for an aggregate consideration of US\$25 million, please disclose how the consideration of US\$6 million was arrived at for Huixin's stake in AWP, including the factors taken into account in arriving at it.**

As disclosed in the Announcement, AWP is currently held by TIA, Huixin Mining and Tsimbi as to 34%, 40% and 26% respectively. As the Company effectively owns 40.15% of Huixin Mining, the pro rata entitlement of the Company to the aggregate consideration of US\$25 million is calculated as follows:

$$\text{US\$25,000,000} / 95\% \times 40\% \times 40.15\% = \text{US\$4,226,315.79}$$

Pursuant to mutual discussion between the Company and Sino-Africa, it was agreed that the Company would receive US\$6 million from the Transaction.

- (vii) Please disclose whether any valuation has been conducted in respect of the Thabazimbi Mine. If yes, please provide details. If no, please explain why.**

For audit purposes, the Company engaged AP Appraisal Limited, an independent Hong Kong based valuer, to evaluate the fair value of the Thabazimbi Mine as at 31 December 2023. This value was determined to be approximately RMB49.2 million or US\$6.8 million (based on an exchange rate of RMB7.24:US\$1 as at 31 December 2023).

- (viii) Please disclose the amount of any gain or loss on disposal.**

Based on the initial purchase price of approximately RMB68.51 million, the Company will have a loss on disposal of approximately RMB25.07 million. The relevant calculations are as follows (based on the exchange rate of US\$1 : RMB7.24):

Initial purchase price: RMB68.51 million

Selling price: US\$6 million (approximately RMB43.44 million)

Loss on disposal: RMB25.07 million

**CHINA MINING INTERNATIONAL LIMITED**

Responses to Queries from the SGX-ST on the Disposal of the Thabazimbi Mine Investment

**(ix) Please disclose if there are any other material information shareholders should be aware of.**

Based on the information made available to it by Sino-Africa, the Company believes that save as otherwise disclosed herein and in the Announcement, there is no material information regarding the Transaction which its shareholders should be aware of.

**BY ORDER OF THE BOARD**

**CHINA MINING INTERNATIONAL LIMITED**

Mr Guo Wenjun

Deputy Chairman and Executive Director

30 May 2024