



CHINA MINING INTERNATIONAL LIMITED

(Incorporated in Cayman Islands)
(Company Registration No. CT-140095)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the sixteenth Annual General Meeting (“AGM”) of China Mining International Limited will be convened and by electronic means on Friday, 16 April 2021 at 3 p.m. to transact the following businesses:

Ordinary Business

1. To receive and adopt the Audited Financial Statements of the Company for the financial year ended 31 December 2020 together with the Directors’ Statement and Report of the Auditors thereon. **(Resolution 1)**
2. To approve payment of Directors’ Fee of S\$200,000 (2020: S\$200,000) for the year ending 31 December 2021 and the payment thereof on a quarterly basis in arrears. **(Resolution 2)**
3. To re-elect Mr Zhai Kebin, a Director retiring pursuant to Article 85 of the Company’s Constitution. **(Resolution 3)**
(See Explanatory Note 1)
4. To re-elect Ms Dong Lingling, a Director retiring pursuant to Article 86 of the Company’s Constitution. **(Resolution 4)**
(See Explanatory Note 2)
5. To re-elect Mr Lim Han Boon, a Director retiring pursuant to Article 86 of the Company’s Constitution. **(Resolution 5)**
(See Explanatory Note 3)
6. To re-appoint Crowe Horwath First Trust LLP as Auditors of the Company and to authorise the Directors to re-negotiate and agree on their remuneration. **(Resolution 6)**

As Special Business

To consider, and if thought fit, to pass the following Ordinary Resolutions (with or without amendments):

7. Continuing in office by Mr Lim Han Boon as Independent Director

- (A) That subject to and contingent upon the passing of Resolution 5 by shareholders of the Company and subject to the passing of Resolution 7B by shareholders of the Company excluding the Directors and the Chief Executive Officer of the Company and their respective associates (as defined in the Listing Manual of the Singapore Exchange Securities Trading Limited (“SGX-ST”)), the continued appointment of Mr Lim Han Boon as an Independent Director for purposes of Rule 210(5) (d)(iii)(A) of the Listing Manual of the SGX-ST (which will take effect from 1 January 2022) be and is hereby approved; and authority conferred by this Resolution shall continue in force until the earlier of (i) his retirement or resignation as a Director; or (ii) the conclusion of the third AGM of the Company following the passing of this Resolution. **(Resolution 7A)**
(See Explanatory Note 4)
- (B) That subject to and contingent upon the passing of Resolution 5 and Resolution 7A by shareholders of the Company, the continued appointment of Mr Lim Han Boon as an Independent Director for purposes of Rule 210(5) (d)(iii)(B) of the Listing Manual of the SGX-ST (which will take effect from 1 January 2022) be and is hereby approved; and the authority conferred by this Resolution shall continue in force until the earlier of (i) his retirement or resignation; or (ii) the conclusion of the third AGM of the Company following the passing of this Resolution. **(Resolution 7B)**
(See Explanatory Note 4)

8. Continuing in office by Mr Ning Jincheng as Independent Director

- (A) That subject to and contingent upon the passing of Resolution 8B by shareholders of the Company excluding the Directors and the Chief Executive Officer of the Company and their respective associates (as defined in the Listing Manual of the SGX-ST), the continued appointment of Mr Ning Jincheng as an Independent Director for purposes of Rule 210(5) (d)(iii)(A) of the Listing Manual of the SGX-ST (which will take effect from 1 January 2022) be and is hereby approved; and the authority conferred by this Resolution shall continue in force until the earlier of (i) his retirement or resignation as a Director; or (ii) the conclusion of the third AGM of the Company following the passing of this Resolution.

(Resolution 8A)
(See Explanatory Note 4)

- (B) That subject and contingent upon the passing of Resolution 8A by shareholders of the Company, the continued appointment of Mr Ning Jincheng as an Independent Director for purposes of Rule 210(5) (d)(iii)(B) of the Listing Manual of the SGX-ST (which will take effect from 1 January 2022) be and is hereby approved; and the authority conferred by this Resolution shall continue in force until the earlier of (i) his retirement or resignation as a Director; or (ii) the conclusion of the third AGM of the Company following the passing of this Resolution.

(Resolution 8B)
(See Explanatory Note 4)

9. Continuing in office by Mr Chan Siew Wei as Independent Director

- (A) That subject to and contingent upon the passing of Resolution 9B by shareholders of the Company excluding the Directors and the Chief Executive Officer of the Company and their respective associates (as defined in the Listing Manual of the SGX-ST), the continued appointment of Mr Chan Siew Wei as an Independent Director for purposes of Rule 210(5) (d)(iii)(A) of the Listing Manual of the SGX-ST (which will take effect from 1 January 2022) be and is hereby approved; and the authority conferred by this Resolution shall continue in force until the earlier of (i) his retirement or resignation as a Director; or (ii) the conclusion of the third AGM of the Company following the passing of this Resolution.

(Resolution 9A)
(See Explanatory Note 4)

- (B) That subject and contingent upon the passing of Resolution 9A by shareholders of the Company, the continued appointment of Mr Chan Siew Wei as an Independent Director for purposes of Rule 210(5) (d)(iii)(B) of the Listing Manual of the SGX-ST (which will take effect from 1 January 2022) be and is hereby approved; and the authority conferred by this Resolution shall continue in force until the earlier of (i) his retirement or resignation as a Director; or (ii) the conclusion of the third AGM of the Company following the passing of this Resolution.

(Resolution 9B)
(See Explanatory Note 4)

10. Authority to allot and issue shares

"That pursuant to Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"), approval be and is hereby given to the Directors of the Company at any time to such persons and upon such terms and for such purposes as the Directors may in their absolute discretion deem fit, to:

- (A) (i) issue shares in the capital of the Company whether by way of rights, bonus or otherwise; and/or
- (ii) make or grant offers, agreements or options that might or would require shares to be issued or other transferable rights to subscribe for or purchase shares (collectively, "Instruments") including but not limited to the creation and issue of warrants, debentures or other instruments convertible into shares; and/or
- (iii) issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalisation issues; and
- (B) (notwithstanding the authority conferred by the shareholders may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while the authority was in force, provided always that:

- (i) the aggregate number of shares to be issued pursuant to this resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) does not exceed one hundred (100%) of the total number of issued shares (excluding treasury shares and subsidiary holdings), of which the aggregate number of shares (including shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) to be issued other than on a pro rata basis to shareholders of the Company does not exceed twenty per cent (20%) of the total number of issued shares (excluding treasury shares and subsidiary holdings), and for the purpose of this resolution, the total number of issued shares (excluding treasury shares and subsidiary holdings) shall be the Company's total number of issued shares excluding treasury shares at the time this resolution is passed, after adjusting for:
 - (aa) new shares arising from the conversion or exercise of convertible securities,
 - (ab) new shares arising from exercising share options or vesting of share awards provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST, and
 - (ac) any subsequent bonus issue, consolidation or subdivision of the Company's shares,
 and adjustments in accordance with (aa) or (bb) are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this resolution, and
- (ii) such authority shall, unless revoked or varied by the Company at a general meeting, continue in force until the conclusion of the next annual general meeting or the date by which the next annual general meeting of the Company is required by law or the SGX-ST Mainboard Listing Rule to be held, whichever is the earliest.

(Resolution 10)

(See Explanatory Note 5)

11. Renewal of the Share Buyback Mandate

"That:

- (A) for the purposes of the Listing Manual of the SGX-ST, the Directors of the Company be and are hereby authorised to exercise all the powers of the Company to purchase or otherwise acquire the issued ordinary shares fully paid in the capital of the Company (the "Shares") not exceeding in aggregate the Prescribed Limit (as hereinafter defined), during the Relevant Period (as hereinafter defined) or within any one (1) financial year of the Company, whichever is earlier, at such price(s) as may be determined by the Directors of the Company from time to time up to the Maximum Price (as hereinafter defined), whether by way of:
 - (i) on-market purchases, transacted on the SGX-ST through the ready market, and which may be transacted through one (1) or more duly licensed stockbrokers appointed by the Company for the purpose ("Market Purchases"); and/or
 - (ii) off-market purchases (if effected otherwise than on the SGX-ST) in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they may consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Listing Rules ("Off-Market Purchases").
- (B) the authority conferred on the Directors of the Company pursuant to the Share Buyback Mandate may be exercised by the Directors of the Company at any time and from time to time during the period commencing from passing of this Resolution and expiring on the earlier of:
 - (i) the conclusion of the next Annual General Meeting of the Company ("AGM") or the date by which such AGM is required by law or the Articles of Association of the Company to be held;
 - (ii) the date on which the purchases or acquisitions of Shares by the Company pursuant to the Share Buyback Mandate are carried out to the full extent mandated; and

- (iii) the date on which the authority contained in the Share Buyback Mandate is varied or revoked by ordinary resolution of the Company in general meeting;

(C) in this Resolution:

“Average Closing Price” means the average of the closing market prices of a Share over the last five (5) Market Days, on which transactions in the Shares were recorded on the SGX-ST, immediately preceding the day on which a Market Share Purchase was made, or as the case may be, the date of the making of the offer pursuant to an Off-Market Purchase on an equal access scheme, and deemed to be adjusted for any corporate action that occurs during the relevant 5 Market-Day period and on the day on which a Market Purchase was made, or as the case may be, the date of the making of the offer pursuant to an Off-Market Purchase on an equal access scheme; and

“day of the making of the offer” means the day on which the Company announces its intention to make an offer for the purchase of Shares from Shareholders, stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase;

“Highest Last Dealt Price” means the highest price transacted for a Share as recorded on the SGX-ST on the Market Day on which there were trades in the Shares immediately preceding the day of the making of the offer pursuant to the Off-Market Purchase;

“Market Day” means a day on which the SGX-ST is open for trading in securities;

“Maximum Price” in relation to a Share to be purchased, means an amount (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) not exceeding:

- (i) in the case of a Market Purchase, 105% of the Average Closing Price; and
- (ii) in the case on an Off-Market Purchase, 120% of the Highest Last Dealt Price, in either case, excluding related expenses of the purchase;

“Prescribed Limit” means the number of issued Shares representing ten per cent (10%) of the issued ordinary share capital, excluding treasury shares and subsidiary holdings, ascertained as at the date of passing of this Resolution, unless the Company has effected a reduction of its share capital in accordance with the applicable provisions of the Cayman Companies Law, at any time during the Relevant Period, or within one (1) financial year of the Company, whichever is the earlier, in which event the issued ordinary share capital of the Company shall be taken to be the amount of the issued ordinary share capital of the Company as altered; and

“Relevant Period” means the period commencing from the date of the passing of the resolution to approve the renewal of the Share Buyback Mandate at the last AGM of the Company and expiring on the date the next AGM is held or is required by law or by the Articles of Association of the Company to be held, whichever is the earlier; and

- (D) the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the transaction contemplated by this Resolution.

(Resolution 11)
(See Explanatory Note 6)

Any Other Business

- 12. To transact any other business which may be properly transacted at an Annual General Meeting.

By Order of the Board

Foo Soon Soo
Ho Kok Weng
Joint Company Secretaries

29 March 2021

Explanatory Notes:

1. Mr Zhai Kebin will upon being re-elected as a Director of the Company, remain as Executive Director and Chief Executive Officer of the Company. Detailed information on Mr Zhai pursuant to Appendix 7.4.1 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST") are found under "Additional information on directors seeking re-election" contained in the Company's Annual Report 2020.
2. Ms Dong Lingling will upon being re-elected as a Director of the Company, remain as Executive Director. Detailed information on Ms Dong pursuant to Appendix 7.4.1 of the Listing Manual of the SGX-ST are found under "Additional information on directors seeking re-election" contained in the Company's Annual Report 2020
3. Mr Lim Han Boon will upon being re-elected as a Director of the Company, remain as Chairman of the Audit Committee. He is considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST. He will also remain as member of the Nominating and Remuneration Committees. Detailed information on Mr Lim pursuant to Appendix 7.4.1 of the Listing Manual of the SGX-ST are found under "Additional information on directors seeking re-election" contained in the Company's Annual Report 2020.
4. Pursuant to Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST which will come into effect on 1 January 2022, the retention of a Director who has been appointed for more than nine years from the date of his first appointment as an Independent Director will require shareholders' approval in separate resolutions through a two-tiered voting process, for voting by all shareholders under the first-tier voting and voting by all shareholders excluding the Directors or the Chief Executive Officer of the Company and their associates under the second tier voting. Such resolutions may remain in force until the earlier of (a) the retirement or resignation of the Director; or (b) the conclusion of the third AGM of the Company following the passing of the resolutions.

Mr Lim Han Boon, Mr Ning Jincheng and Mr Chan Siew Wei have served as independent Directors of the Company for more than 9 years. Pursuant to Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST, Resolutions 7A under a first-tier voting and 7B under a second-tier voting are proposed for Mr Lim Han Boon to continue in office as an Independent Director. Resolutions 8A and 8B are proposed for Mr Ning Jincheng to continue in office as an Independent Director. Resolutions 9A and 9B are proposed for Mr Chan Siew Wei to continue in office as an Independent Director.

The NC and the Board have determined that Mr Lim Han Boon, Mr Ning Jincheng and Mr Chan Siew Wei remain independent in their exercise of judgment in their deliberations in the interest of the Company, and in the review and scrutiny of matters and proposals put before the Board. The Board has endorsed the NC's recommendation to seek shareholders' approval for Mr Lim Han Boon, Mr Ning Jincheng and Mr Chan Siew Wei to continue as Independent Directors from 1 January 2022. The Board considers it in the interest of the Company to have continuity of experience and to benefit from Mr Lim, Mr Ning and Mr Chan's expertise and experience and their insights into the Group gained over the years. Mr Lim and Mr Ning have abstained from the NC's deliberation concerning themselves. Mr Lim, Mr Ning and Mr Chan have abstained from the Board's deliberation concerning themselves.

Mr Guo Yinghui, Chairman and Executive Director of the Company, his spouse, Mdm Feng Li and China Focus International Limited, an associate of Mr Guo will abstain from voting on Resolutions 7B, 8B and 9B in respect of their shareholdings in the Company. Ms Dong Lingling, Executive Director of the Company will abstain from voting on Resolutions 7B, 8B and 9B in respect of her shareholdings in the Company.

Information on Mr Lim Han Boon, Ning Jincheng, Mr Chan Siew Wei are found under the "Board of Directors" contained in the Company's Annual Report 2020.

5. On 8 April 2020, Singapore Exchange Regulation ("SGX RegCo") issued a news release which introduced measures to support issuers amid the challenging business and economic climate due to COVID-19, including enabling the acceleration of fund-raising efforts by allowing Mainboard issuers to provisionally seek a general mandate for an issue of shares and convertible securities on a pro-rata basis of up to an aggregate of one hundred per centum (100%) of the total number of issued shares (excluding treasury shares and subsidiary holdings (the "Enhanced Share Issue Limit"), versus fifty per centum (50%) previously. On 16 March 2021, SGX RegCo further announced the expiry date of the Enhanced Share Limit will be extended from 31 December 2021 to the conclusion of the next AGM or on the date by which the next AGM is required by law or the SGX-ST Mainboard Listing Rule to be held, whichever is the earliest.

The Company is proposing to avail itself to the Enhanced Share Issue Limit and accordingly is seeking shareholders' approval for the same at the AGM. The Board is of the view that it would be in the interests of the Company and its shareholders to do so in the event that circumstances evolve amid the COVID-19 situation to such an extent that a 50% limit for pro rata issue of shares is not sufficient to meet the Company's needs. Under such circumstances, fund raising efforts would be unnecessarily hampered and compromised in view of the time needed to obtain shareholders' approval for the issue of shares above the 50% threshold.

Accordingly, the Resolution 10 in item 10 above, if passed, will empower the Directors of the Company, effective until the conclusion of the next annual general meeting of the Company, or the date by which the next annual general meeting of the Company is required by law or the SGX-ST Mainboard Listing Rule to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earliest, to issue Shares, make or grant Instruments convertible into Shares and to issue Shares pursuant to such Instruments, up to a number not exceeding, one-hundred per cent (100%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) of which up to twenty per centum (20%) may be issued other than on a pro-rata basis to existing shareholders of the Company.

6. Resolution 11, if passed, will renew the Share Buyback Mandate and will authorise the Directors to purchase or otherwise acquire Shares on the terms and subject to the conditions of the Resolution. The rationale for, the authority and limitation on, the sources of funds to be used and the illustrative financial effects of the purchase or acquisition of Shares by the Company pursuant to the Share Buyback Mandate based on the audited accounts of the Company and the Group for the financial year ended 31 December 2020 and certain assumptions are set out in greater detail in the Appendix enclosed together with the Annual Report.

NOTES:

1. The Annual General Meeting (“AGM”) will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 and the joint statement by the Accounting and Corporate Regulatory Authority, Monetary Authority of Singapore and Singapore Exchange Regulation of 1 October 2020 which provides additional guidance on the conduct of general meetings up to 30 June 2021.
2. **The Notice of AGM has been published on SGXNET and the Company’s website at <http://www.chinamining-international.com/> and can be downloaded from SGXNET. A printed copy of this Notice, the proxy form and other documents related to the AGM will NOT be despatched to shareholders.**
3. The Company is arranging for a live webcast of the AGM proceedings (the “Live AGM Webcast”) which will take place on 16 April 2021 at 3:00 p.m. Members of the Company (other than the Central Depository (Pte) Limited (“CDP”)) and Depositors who hold shares through CDP (collectively, “Shareholders”) will be able to watch the AGM proceedings through the Live AGM Webcast, the Company will not accept any physical attendance by Shareholders. Any shareholder seeking to attend the AGM physically in person will be turned away.
4. Shareholders will be able to participate in the AGM in following manner set out in the paragraphs below.
 - 1 Live Webcast:
 - (a) Shareholders may watch the AGM proceedings through the Live AGM Webcast. To do so, shareholders will need to register at https://zoom.us/webinar/register/WN_orHdD3ewS1-nnYtZx_v9mQ (the “Registration Link”) by 3:00 p.m. on 13 April 2021 (the “Registration Deadline”) to enable the Company to verify their status.
 - (b) Following verification, authenticated shareholders will receive an email by 3:00 p.m. on 15 April 2021 containing a link to access the live audio-visual webcast of the AGM proceedings as well as a toll-free telephone number to access the live audio-only stream of the AGM proceedings.
 - (c) Shareholders must not forward the above mentioned link or telephone number to other persons who are not shareholders of the Company and who are not entitled to attend the AGM. This is also to avoid any technical disruptions or overload to the Live AGM Webcast.
 - (d) Shareholders who register by the Registration Deadline but do not receive an email response by 3:00 p.m. on 15 April 2021 may contact the Company by email to chinamining-agm@kckcs.com.sg
 - 2 Submission of Proxy Forms to Vote
 - (a) A Shareholder who wishes to vote at the AGM may submit a proxy form to appoint the Chairman of the AGM to cast votes on his behalf.
 - (b) The proxy form (a copy of which is also attached hereto), duly completed and signed, must be submitted by:
 - (i) mail to the Company’s Singapore Share Transfer Agent, KCK CorpServe Pte. Ltd. at 333 North Bridge Road, #08-00 KH KEA Building, Singapore 188721; or
 - (ii) email to chinamining-agm@kckcs.com.sg ,by no later than 3:00 p.m. on 14 April 2021, being 48 hours before the time fixed for the AGM.
 - (c) CPF or SRS investors who wish to vote should approach their respective CPF Agent Bank or SRS Operators to submit their votes at least seven (7) working days before the AGM (i.e. by 5.00 p.m. on 6 April 2021) in order to allow sufficient time for their respective relevant intermediaries to in turn submit the proxy Form to appoint the Chairman of the AGM to vote on their behalf by the cut-off date.
 - (d) Please note that shareholders will not be able to vote through the live webcast and can only vote with their proxy forms which are required to be submitted in accordance with the foregoing paragraphs.
 - 3 Submission of Questions:
 - (a) Shareholders may submit questions relating to the items on the agenda of the AGM via the Registration Link. All questions must be submitted by 3:00 p.m. on 13 April 2021.
 - (b) The Company will endeavour to address the substantial and relevant questions at or before the AGM. The responses to such questions from shareholders, together with the minutes of the AGM, will be posted on the SGXNet and the Company’s website within one month after the date of the AGM.

5. All documents (including the Annual Report 2020, the proxy Form and this Notice of AGM and the Appendix to this Notice of AGM or information relating to the business of the Annual General Meeting have been, or will be, published on SGXNet and the Company's website at <http://www.chinamining-international.com/>. Printed copies of the documents will not be despatched to members. Members and Investors are advised to check SGXNet and/or the Company's website regularly for updates.

Personal data privacy

By submitting an instrument appointing the Chairman of the AGM to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of the appointment of the Chairman of the AGM as proxy for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines.