



CHINA MINING INTERNATIONAL LIMITED

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the eighteenth Annual General Meeting (“**AGM**”) of China Mining International Limited will be convened by electronic means on Tuesday, 23 May 2023 at 10.00 a.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 2022 together with the Directors’ Statement and Report of the Auditors thereon. **(Resolution 1)**
2. To approve payment of Directors’ Fee of S\$200,000 (2022: S\$200,000) for the year ending 31 December 2023 and the payment thereof on a quarterly basis in arrears. **(Resolution 2)**
3. 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 3)**

As Special Business

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

4. 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 to:

- (a) (i) issue shares in the capital of the Company (the “**Shares**”) whether by way of rights, bonus or otherwise; and/or
- (ii) make or grant offers, agreements or options (collectively, “**Instruments**”) that might or would require Shares to be issued including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into Shares, at any time and upon such terms and conditions and for such purposes and to such persons as the Directors in their absolute discretion deem fit;
- (b) issue Shares in pursuance of any Instruments made or granted by the Directors while the authority was in force (notwithstanding the authority conferred by this Resolution may have ceased to be 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 fifty (50%) 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,
- (bb) 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
- (cc) any subsequent bonus issue, consolidation or subdivision of the 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;

- (ii) In this Resolution, subsidiary holdings shall have the meaning ascribed to it in the Listing Manual of the SGX-ST; and
- (iii) 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 to be held, whichever is the earlier.

(Resolution 4)
(See Explanatory Note 1)

5. **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), 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 (“**Next AGM**”) or the date by which such Next 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 day 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, 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 5)
(See Explanatory Note 2)

Any Other Business

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

By Order of the Board

Ms Foo Soon Soo and Mr Ho Kok Weng
Joint Company Secretaries

8 May 2023

Explanatory Notes:

1. Resolution 4, 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 to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue Shares, make or grant Instruments convertible into Shares and to issue Shares pursuant to such Instruments, up to a number not exceeding, fifty per cent (50%) 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
2. Resolution 5, if passed, will renew the Share Buyback Mandate and will authorize 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 2022 and certain assumptions are set out in greater detail in the Appendix enclosed together with the Annual Report 2022.

Notes on AGM:

General

1. The 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.
2. **A printed copy of this Notice, the proxy form, Annual Report and documents related to the AGM will NOT be despatched to shareholders but will be published on SGXNET and the Company's website at <http://www.chinamining-international.com/> and can be downloaded from SGXNET.**
3. Alternative arrangements are instead put in place to allow members and Depositors (as defined hereinafter) to participate in the AGM by:
 - (a) watching or listening to the AGM proceedings via a live webcast. Members and Depositors who wish to participate will have to pre-register in the manner outlined below.
 - (b) voting (i) live and online (in real time) by the members or by their duly appointed proxy(ies) (other than the Chairman of the AGM); or (ii) by appointing the Chairman of the AGM as proxy to vote on their behalf at the AGM.
 - (c) ask questions live and online (in real time) at the AGM.

Depositors are persons holding shares in the capital of the Company through CDP and whose shares are entered in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001 of Singapore)

Live AGM Webcast

4. Members and Depositors may participate in the AGM proceedings through the Live AGM Webcast. To do so, they will need to register at <https://registration.ryt-poll.com/home/index/chinamining-agm> (the "Registration Link") by 10.00 a.m. on 20 May 2023 (the "Registration Deadline") to enable the Company to verify their status.
5. Following verification, authenticated members or Depositors will receive an email by 10.00 a.m. on 22 May 2023 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.
6. Members or Depositors must not forward the above mentioned link or telephone number to other persons who are not members or Depositor 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.
7. Members or Depositors who register by the Registration Deadline but do not receive an email response by 10.00 a.m. on 22 May 2023 may contact the Company by email to chinamining-agm@ryt-poll.com.

Submission of proxy form to vote

8. Members and Depositors who wish to vote on any or all of the resolutions at the AGM may vote live via electronic means at the AGM or by appointing proxy(ies) or the Chairman of the AGM as proxy to vote on his/its behalf at the AGM. In appointing the Chairman of the AGM as proxy, Members and Depositors must give specific instructions as to voting, or abstention from voting, in respect of a resolution in the proxy form, failing which the appointment of the Chairman of the AGM as proxy for that resolution will be treated as invalid.
9. A member is entitled to appoint not more than two proxies to attend, submit text-based question(s) and vote live at the AGM to be held electronically. Where such member's proxy form appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the instrument. If no percentage is specified, the first named proxy shall be deemed to represent 100 per cent of the shareholdings and the second named proxy shall be deemed to be an alternate to the first named proxy.
10. Under the Company's constitution, unless The Central Depository (Pte) Limited ("CDP") specifies otherwise in a written notice to the Company, CDP is deemed to have appointed as CDP's proxies to vote on behalf of CDP at the AGM each of the Depositor, whose names are shown in the records of CDP as at a time not earlier than seventy-two (72) hours prior to the time of the Annual General Meeting supplied by CDP to the Company, and such appointment of proxies shall not require an instrument of proxy or the lodgement of any instrument of proxy.
11. A Depositor(s) may nominate not more than two appointees who shall be natural persons to attend and vote in his or its place as proxy for CDP by completing the Depositor Proxy Form.

12. A proxy or appointer needs not be a member of the Company.
13. The Depositor Proxy Form may be accessed at the Company's website at <http://www.chinamining-international.com/> or the SGX website at URL <https://www.sgx.com/securities/company-announcements>. The Depositor Proxy Form (a copy of which is also attached hereto), must be submitted to the Company in the following manner:
 - (a) by mail to the Company's Polling Agent, Complete Corporate Services Pte Ltd at 10 Anson Road, #29-07 International Plaza, Singapore 079903 or
 - (b) email to chinamining-agm@ryt-poll.com.by no later than 10.00 a.m. on 21 May 2023, being 48 hours before the time fixed for the AGM.
14. A Depositor who wishes to submit the Depositor Proxy Form must first download, complete and sign it before submitting by post to the address provided above, or before scanning and sending it by email to the email address provided above.
15. 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 11 May 2023) in order to allow sufficient time for their respective CPF Agent Bank or SRS Operators to in turn submit the Depositor Proxy Form to appoint the Chairman of the AGM to vote on their behalf by the cut-off date.
16. Appointee(s) of Depositors will be prompted via email after the receipt of a validly complete and executed Depositor Proxy Form to pre-register via the URL <https://registration.ryt-poll.com/home/index/chinamining-agm> to access the live AGM Webcast.

Submission of questions "live" at the AGM

17. The Company will address the questions raised live at the AGM, as reasonably practicable. Shareholders may also submit questions in advance of the AGM to chinamining-agm@ryt-poll.com which will be addressed at the AGM. Where substantially similar questions are received, these will be consolidated and not all questions may be individually addressed.

Personal data privacy

By submitting the an instrument of proxy (being a member proxy form or Depositor Proxy Form) appointing a proxy(ies) (including appointee as aforesaid) to attend, speak and vote at the meeting and/or any adjournment thereof, a member of the Company (i) 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 and administration by the Company (or its agents or service providers) of proxies and representatives appointed for the meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the meeting (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.