



CHINA MINING INTERNATIONAL LIMITED

(Incorporated in the Cayman Islands on 30 September 2004)
(Company Registration Number: CT-140095)

All capitalised terms in this Notice of EGM and defined in the circular dated 9 May 2022 (the “Circular”) shall, unless otherwise defined herein, bear the respective meanings ascribed thereto in the Circular.

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (the “EGM”) of China Mining International Limited (the “Company”) will be held by way of electronic means on 31 May 2022 at 10.00 a.m. for the purpose of considering and, if thought fit, passing (with or without any modifications) the following ordinary resolutions:-

ORDINARY RESOLUTION 1: THE PROPOSED ALLOTMENT AND ISSUE OF 17,500,000 PLACEMENT SHARES IN THE CAPITAL OF THE COMPANY AT AN ISSUE PRICE OF S\$0.043 PER PLACEMENT SHARE TO IFACTORS SPC – ASYMMETRIC OPPORTUNITIES SP, AN ASSOCIATE OF MR. GUO WENJUN, THE DEPUTY CHAIRMAN OF THE COMPANY

That for the purposes of Section 161 of the Companies Act 1967 of Singapore (the “Companies Act”), as well as Rule 805(1), Rule 804 and Rule 812 of the Listing Manual of the Singapore Exchange Securities Trading Limited (the “Listing Manual”):

- (1) approval be and is hereby given for the directors (the “Directors”) of China Mining International Limited (the “Company” and together with its subsidiaries, the “Group”) to issue and allot 17,500,000 new ordinary shares in the capital of the Company (each, a “Placement Share”) at an issue price of S\$0.043 per Placement Share to iFactors SPC – Asymmetric Opportunities SP (“iFactors SP”), an associate of Mr. Guo Wenjun, the deputy chairman of the Company, pursuant to the terms and subject to the conditions of the share subscription agreement dated 8 January 2022 entered into between the Company and iFactors SP;
- (2) the Directors and/or each of them be and are hereby authorised to do all acts and things, enter into all transactions, arrangements and agreements, and approve, execute and deliver all documents as they or each of them deem desirable, necessary or expedient to give effect to the matters referred to in the above paragraphs of this Ordinary Resolution 1 or the transactions contemplated therein as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Group; and
- (3) to the extent that any action in connection with the matters referred to in the above paragraphs of this Ordinary Resolution 1 or the transactions contemplated therein has been performed or otherwise undertaken (whether partially or otherwise), they be and are hereby approve, ratified and confirmed.

Note: Pursuant to Rules 804 and 812 of the Listing Manual, Mr. Guo Yinghui, Mdm. Feng Li and China Focus shall abstain, and shall procure that his/her/its associates and nominees abstain, from voting at the EGM in respect of Ordinary Resolution 1.

ORDINARY RESOLUTION 2: THE PROPOSED ALLOTMENT AND ISSUANCE OF 8,750,000 PLACEMENT SHARES IN THE CAPITAL OF THE COMPANY AT AN ISSUE PRICE OF S\$0.043 PER PLACEMENT SHARE TO MR. ZHAI KEBIN, THE EXECUTIVE CHAIRMAN AND CHIEF EXECUTIVE OFFICER OF THE COMPANY

That for the purposes of Section 161 of the Companies Act, as well as Rule 805(1), Rule 804 and Rule 812 of the Listing Manual:

- (1) approval be and is hereby given for the Directors of the Company to issue and allot 8,750,000 Placement Shares at an issue price of S\$0.043 per Placement Share to Mr. Zhai Kebin (“**ZKB**”), the executive chairman and chief executive officer of the Company, pursuant to the terms and subject to the conditions of the share subscription agreement dated 8 January 2022 entered into between the Company and ZKB;
- (2) the Directors and/or each of them be and are hereby authorised to do all acts and things, enter into all transactions, arrangements and agreements, and approve, execute and deliver all documents as they or each of them deem desirable, necessary or expedient to give effect to the matters referred to in the above paragraphs of this Ordinary Resolution 2 or the transactions contemplated therein as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Group; and
- (3) to the extent that any action in connection with the matters referred to in the above paragraphs of this Ordinary Resolution 2 or the transactions contemplated therein has been performed or otherwise undertaken (whether partially or otherwise), they be and are hereby approve, ratified and confirmed.

Note: Mr. Zhai Kebin is not an existing Shareholder and as at the Latest Practicable Date, is not directly or indirectly interested in any Shares. Pursuant to Rules 804 and 812 of the Listing Manual, to the extent applicable, he shall procure that his associates and nominees abstain from voting at the EGM in respect of Ordinary Resolution 1.

ORDINARY RESOLUTION 3: THE PROPOSED ALLOTMENT AND ISSUANCE OF 8,750,000 PLACEMENT SHARES IN THE CAPITAL OF THE COMPANY AT AN ISSUE PRICE OF S\$0.043 TO SINO-AFRICA MINING INTERNATIONAL LIMITED

That for the purposes of Section 161 of the Companies Act and Rule 805(1) of the Listing Manual:

- (1) approval be and is hereby given for the Directors of the Company to issue and allot 8,750,000 Placement Shares at an issue price of S\$0.043 per Placement Share to Sino-Africa Mining International Limited (“**Sino-Africa**”) pursuant to the terms and subject to the conditions of the share subscription agreement dated 8 January 2022 entered into between the Company and Sino-Africa;
- (2) the Directors and/or each of them be and are hereby authorised to do all acts and things, enter into all transactions, arrangements and agreements, and approve, execute and deliver all documents as they or each of them deem desirable, necessary or expedient to give effect to the matters referred to in the above paragraphs of this Ordinary Resolution 3 or the transactions contemplated therein as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Group; and
- (3) to the extent that any action in connection with the matters referred to in the above paragraphs of this Ordinary Resolution 3 or the transactions contemplated therein has been performed or otherwise undertaken (whether partially or otherwise), they be and are hereby approve, ratified and confirmed.

BY ORDER OF THE BOARD

Foo Soon Soo
Ho Kok Weng
Joint Company Secretaries

Singapore, 9 May 2022

Notes:-

1. The EGM is being convened, and will be held, by way of 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. Printed copies of this Notice of EGM will not be sent to members. Instead, this Notice of EGM will be uploaded on SGXNET at URL <https://www2.sgx.com/securities/company-announcements> and the Company's website at URL <http://www.chinamining-international.com/>.
2. Alternative arrangements relating to attendance at the EGM via electronic means (including arrangements by which the EGM can be electronically accessed via "live" audio-visual webcast or "live" audio-only feed), submission of questions to the Chairman of the EGM in advance of the EGM, addressing of substantial and relevant questions either before the EGM (including at a virtual information session ("VIS")) or at the EGM and voting by appointing the Chairman of the EGM as proxy at the EGM, are set out in this Notice of EGM, which may be accessed from SGXNET at URL <https://www2.sgx.com/securities/company-announcements> and the Company's website at URL <http://www.chinamining-international.com/>.
3. **Due to the current COVID-19 situation in Singapore, members will not be able to attend the EGM in person. Shareholders, CPFIS Investors and SRS Investors who wish to follow the proceedings through a "live" audio-visual webcast or "live" audio-only feed must pre-register at URL <https://complete-corp.com/chinamining-egm/> no later than 10.00 a.m. on 28 May 2022 (the "Registration Deadline").** Following verification, an email containing instructions on how to access the "live" audio-visual webcast or "live" audio-only feed of the proceedings of the EGM will be sent to authenticated Shareholders, CPFIS Investors and SRS Investors by 10.00 a.m. on 30 May 2022.

Shareholders, CPFIS Investors and SRS Investors who do not receive any email by 10.00 a.m. on 30 May 2022, but have registered by the Registration Deadline, should contact the Company's Polling Agent, Complete Corporate Services Pte Ltd, at chinamining-egm@complete-corp.com stating: (a) their full name; and (b) their identification or registration number.

An investor holding Shares through relevant intermediaries (as defined in Section 181 of the Companies Act 1967 of Singapore) ("Investors") (other than CPFIS Investors and SRS Investors) will not be able to pre-register at URL <https://complete-corp.com/chinamining-egm/>. An Investor (other than CPFIS Investors and SRS Investors) who wishes to participate in the "live" broadcast of the EGM should instead approach his/her relevant intermediary as soon as possible in order for the relevant intermediary to make the necessary arrangements to pre-register. The relevant intermediary is required to submit a consolidated list of participants (setting out in respect of each participant, his/her name, email address and NRIC/Passport number) to Company's Polling Agent, Complete Corporate Services Pte Ltd, at chinamining-egm@complete-corp.com no later than 10.00 a.m. on 18 May 2022.

4. A member (whether individual or corporate) must submit his/her/its proxy form appointing the Chairman of the EGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM if such member wishes to exercise his/ her/its voting rights at the EGM. The accompanying proxy form for the EGM will be announced together with this Notice of EGM and may be accessed from SGXNET at URL <https://www2.sgx.com/securities/company-announcements> and the Company's website at URL <http://www.chinamining-international.com/>.

Where a member (whether individual or corporate) appoints the Chairman of the EGM as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the proxy form, failing which the appointment of the Chairman of the EGM as proxy for that resolution will be treated as invalid.

CPFIS Investors and SRS Investors who wish to appoint the Chairman of the EGM as proxy should approach their respective CPF Agent Banks or SRS Agent Banks to submit their votes by 10.00 a.m. on 18 May 2022, being at least seven (7) working days before the date of the EGM.

5. The Chairman of the EGM, as proxy, need not be a member of the Company.
6. The instrument appointing the Chairman of the EGM as proxy must be submitted to the Company in the following manner:
 - (a) if submitted electronically, be submitted via email to the Company's Polling Agent, Complete Corporate Services Pte Ltd, at chinamining-egm@complete-corp.com; or
 - (b) if submitted by post, be lodged at the registered office of the Company's Polling Agent, Complete Corporate Services Pte Ltd at 10 Anson Road, #29-07 International Plaza, Singapore 079903,

in either case, by **10.00 a.m. on 29 May 2022** (being 48 hours before the time appointed for holding the EGM).

A member who wishes to submit an instrument of proxy must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

Due to the current COVID-19 situation in Singapore and the related safe distancing measures which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically via email.

7. Members will not be able to ask questions during the "live" audio-visual webcast or "live" audio-only feed of the EGM. Members who wish to ask questions relating to the resolution to be tabled at the EGM must complete and submit the questions form for the EGM, which will be announced together with this Notice of EGM and may be accessed from SGXNET at URL <https://www2.sgx.com/securities/company-announcements> and the Company's website at URL <http://www.chinamining-international.com/>.
8. The questions form must be submitted to the Company in the following manner:
 - (a) if submitted electronically, be submitted via email to the Company's Polling Agent, Complete Corporate Services Pte Ltd, at chinamining-egm@complete-corp.com; or
 - (b) if submitted by post, be lodged at the registered office of the Company's Polling Agent, Complete Corporate Services Pte Ltd at 10 Anson Road, #29-07 International Plaza, Singapore 079903,

in either case, by **10.00 a.m. on 17 May 2022** for the purposes of the VIS (the "**VIS Questions Deadline**") or by **10.00 a.m. on 28 May 2022** for the purposes of the EGM (being 24 hours before the closing time for the lodgement of the proxy forms prior to the EGM).

A member who wishes to submit the questions form must first download, complete and sign the question form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

Due to the current COVID-19 situation in Singapore and the related safe distancing measures which may make it difficult for members to submit completed questions forms by post, members are strongly encouraged to submit completed questions forms electronically via email.

9. A VIS will also be held for Shareholders and Investors prior to the EGM, at 10.00 a.m. on 24 May 2022 where the Company will endeavour to address all substantial and relevant questions received by the VIS Questions Deadline from Shareholders and Investors in relation to the resolutions set out in the Notice of EGM. Shareholders and Investors will also be able to ask questions "live" via the online chat box function during the VIS. Further details on the VIS are set out in Section 10 of the Circular.
10. The Company will endeavour to address all substantial and relevant questions received from Shareholders and/or Investors during the VIS (if received by the VIS Questions Deadline), or prior to or during the EGM (if received after the VIS Questions Deadline but by 10.00 a.m. on 28 May 2022), having regard to the limited time available at the VIS and the EGM, respectively.
11. The Company will publish the minutes, or provide a link for Shareholders and Investors to access the recording of the VIS from SGXNET at URL <https://www2.sgx.com/securities/company-announcements> and the Company's website at URL <http://www.chinamining-international.com/> by 26 May 2022. The Company will also, within one month after the date of the EGM, publish the minutes of the EGM on SGXNET and the Company's website, and the minutes will include the responses to the questions referred to above.

PERSONAL DATA PRIVACY

By submitting an instrument appointing the Chairman of the EGM to attend, speak and vote at the EGM 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 and service providers) of the appointment of the Chairman of the EGM as proxy for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes (including questions and answers) and other documents relating to the EGM (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