



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 2 December 2021 (the “Circular”) shall, unless otherwise defined herein, bear the respective meanings ascribed thereto in the Circular.

Please note that no printed copies of the Circular, the Notice of EGM and the proxy form in respect of the EGM will be despatched to Shareholders.

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 17 December 2021 at 10 a.m. for the purpose of considering and, if thought fit, passing (with or without any modifications) the following ordinary resolutions:-

Shareholders should note that Ordinary Resolutions 2, 3, 4, 5 and 6 as set out in this Notice of EGM are 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 is 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.

Shareholders should note that Ordinary Resolutions 2, 3, 4, 5 and 6 as set out in this Notice of EGM are 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.

ORDINARY RESOLUTION 1: THE PROPOSED BUSINESS DIVERSIFICATION

That:

- (1) approval be and is hereby given for the Company 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 “**Proposed Business Diversification**”);
- (2) approval be and is hereby given for the Company to undertake the New Agriculture Business which involves: (a) undertaking and investing in activities related to agricultural cultivation and production, and the agriculture industry generally; (b) trading, distributing, importing and exporting agriculture products and agriculture-related products; (c) engaging in and investing into agricultural research and development; (d) renting, acquiring and/or developing land for agriculture or agriculture-related purposes; (e) expanding its business in the agriculture industry organically or through potential acquisitions and joint ventures with parties who can provide synergistic value to the New Agriculture Business; and (f) investing in shares or interests in any entity which is engaged in the New Agriculture Business, on such terms and conditions as the Directors deem fit, and the Directors and/or each of them be and are hereby authorised to take such steps and exercise such discretion and do all acts or things as they or each of them deem desirable, necessary or expedient to give effect to the foregoing matters;
- (3) 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 by the Proposed Business

Diversification as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Group; and

- (4) 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 by the Proposed Business Diversification has been performed or otherwise undertaken (whether partially or otherwise), they be and are hereby approve, ratified and confirmed.

ORDINARY RESOLUTION 2: THE PROPOSED ACQUISITION

That:

- (1) approval be and is hereby given for the Company to acquire 100% of the issued and paid-up share capital of Fully Rich International Investment Limited (广富国际投资有限公司) from China Focus International Limited (中置国际有限公司) (“**China Focus**”) and Profit Run Developments Limited (润辉发展有限公司) (“**Profit Run**” and together with China Focus, the “**Sellers**”) for a consideration of S\$6.966 million, which is to be fully satisfied by the issue and allotment to China Focus (for itself and as nominee of Profit Run) of 162,000,000 new ordinary shares in the capital of the Company deemed fully paid-up (the “**Consideration Shares**” and each, a “**Consideration Share**”) at an issue price of S\$0.043 per Consideration Share, pursuant to the terms and subject to the conditions of the sale and purchase agreement dated 31 March 2021 entered into between the Company, China Focus and Profit Run (the “**SPA**”), which constitutes an Interested Person Transaction under Chapter 9 and a Major Transaction under Chapter 10 of the Listing Manual (the “**Proposed Acquisition**”);
- (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 by the Proposed Acquisition 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 by the Proposed Acquisition has been performed or otherwise undertaken (whether partially or otherwise), they be and are hereby approve, ratified and confirmed.

Note: 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 2. Mr. Guo Yinghui, Mdm. Feng Li and China Focus shall not, and shall procure that his/her/its associates and nominees shall not, accept appointments as proxies for voting at the EGM in respect of Ordinary Resolution 2 unless specific instructions have been given in the proxy form on how the relevant Shareholders wish their votes to be cast for Ordinary Resolution 2.

ORDINARY RESOLUTION 3: THE PROPOSED ISSUANCE OF CONSIDERATION SHARES

- (1) pursuant to Section 161 of the Companies Act and Rule 805(1) of the Listing Manual, approval be and is hereby given for the Directors to issue and allot 162,000,000 Consideration Shares to China Focus (for itself and as nominee of Profit Run) at an issue price of S\$0.043 per Consideration Share, pursuant to the terms and subject to the conditions of SPA (the “**Proposed Issuance of Consideration Shares**”);
- (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 by the Proposed Issuance of

Consideration Shares 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 by the Proposed Issuance of Consideration Shares has been performed or otherwise undertaken (whether partially or otherwise), they be and are hereby approve, ratified and confirmed.

Note: 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 3. Mr. Guo Yinghui, Mdm. Feng Li and China Focus shall not, and shall procure that his/her/its associates and nominees shall not, accept appointments as proxies for voting at the EGM in respect of Ordinary Resolution 3 unless specific instructions have been given in the proxy form on how the relevant Shareholders wish their votes to be cast for Ordinary Resolution 3.

ORDINARY RESOLUTION 4: THE CHINA FOCUS CONSIDERATION SHARES ISSUANCE

- (1) pursuant to Rule 804 of the Listing Manual, approval be and is hereby given for the Directors to issue and allot 136,323,000 Consideration Shares to China Focus, which is an associate of a Director, Mr. Guo Yinghui, at an issue price of S\$0.043 per Consideration Share, in connection with the Proposed Issuance of Consideration Shares (the “**China Focus Consideration Shares Issuance**”);
- (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 4 or the transactions contemplated by the China Focus Consideration Shares Issuance 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 4 or the transactions contemplated by the China Focus Consideration Shares Issuance has been performed or otherwise undertaken (whether partially or otherwise), they be and are hereby approve, ratified and confirmed.

Note: 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 4. Mr. Guo Yinghui, Mdm. Feng Li and China Focus shall not, and shall procure that his/her/its associates and nominees shall not, accept appointments as proxies for voting at the EGM in respect of Ordinary Resolution 4 unless specific instructions have been given in the proxy form on how the relevant Shareholders wish their votes to be cast for Ordinary Resolution 4.

ORDINARY RESOLUTION 5: THE PROFIT RUN CONSIDERATION SHARES ISSUANCE

- (4) pursuant to Rule 804 of the Listing Manual, approval be and is hereby given for the Directors to issue and allot 25,677,000 Consideration Shares to China Focus (as a nominee of Profit Run), which is an associate of a Director, Mr. Guo Yinghui, at an issue price of S\$0.043 per Consideration Share, in connection with the Proposed Issuance of Consideration Shares (the “**Profit Run Consideration Shares Issuance**”);
- (5) 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 5 or the transactions contemplated by the Profit Run Consideration Shares Issuance as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Group; and
- (6) to the extent that any action in connection with the matters referred to in the above paragraphs of this Ordinary Resolution 5 or the transactions contemplated by the Profit Run Consideration Shares Issuance

has been performed or otherwise undertaken (whether partially or otherwise), they be and are hereby approve, ratified and confirmed.

Note: 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 5. Mr. Guo Yinghui, Mdm. Feng Li and China Focus shall not, and shall procure that his/her/its associates and nominees shall not, accept appointments as proxies for voting at the EGM in respect of Ordinary Resolution 5 unless specific instructions have been given in the proxy form on how the relevant Shareholders wish their votes to be cast for Ordinary Resolution 5.

ORDINARY RESOLUTION 6: THE PROPOSED WHITEWASH RESOLUTION

That:

- (1) subject to the satisfaction of all the conditions set out in the Securities Industry Council's letter to the Company dated 30 November 2021, the Independent Shareholders (i.e., Shareholders who are not involved in, or interested in, the Proposed Whitewash Resolution) do hereby, on a poll taken, unconditionally and irrevocably waive their rights to receive a mandatory general offer from China Focus in accordance with Rule 14 of the Singapore Code on Take-overs and Mergers (the "**Code**") upon Completion of the Proposed Acquisition and the issue and allotment of the Consideration Shares to China Focus which results in China Focus incurring an obligation to make a mandatory general offer pursuant to Rule 14 of the Code;
- (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 6 or the transactions contemplated by the Proposed Whitewash Resolution 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 6 or the transactions contemplated by the Proposed Whitewash Resolution has been performed or otherwise undertaken (whether partially or otherwise), they be and are hereby approve, ratified and confirmed.

Note: Mr. Guo Yinghui, Mdm. Feng Li and China Focus (and parties not independent of them, as well as parties not independent of the Proposed Acquisition) shall abstain, and shall procure that his/her/its associates and nominees abstain, from voting at the EGM in respect of Ordinary Resolution 6. Mr. Guo Yinghui, Mdm. Feng Li and China Focus (and parties not independent of them, as well as parties not independent of the Proposed Acquisition) shall not, and shall procure that his/her/its associates and nominees shall not, accept appointments as proxies for voting at the EGM in respect of Ordinary Resolution 6 unless specific instructions have been given in the proxy form on how the relevant Shareholders wish their votes to be cast for Ordinary Resolution 6.

BY ORDER OF THE BOARD

Foo Soon Soo
Ho Kok Weng
Joint Company Secretaries

Singapore, 2 December 2021

Notes:-

1. The Company's Extraordinary General Meeting (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.
2. No printed copies of this Notice of EGM and the proxy form in respect of the EGM will be despatched to Shareholders. A copy of this Notice of EGM and the proxy form have been uploaded on SGXNET. A Shareholder will need an Internet browser and PDF reader to view these documents on SGXNET.
3. In light of the current COVID-19 measures in Singapore and the Company's effort to minimise physical interactions and risk of community spread of COVID-19, Shareholders will not be able to attend the Company's EGM in person. Any Shareholder seeking to attend the EGM physically in person will be declined. The Company has made alternative arrangements relating to the: (i) 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 stream); (ii) submission of questions to the Chairman of the EGM in advance of the EGM, addressing of substantial and relevant questions before or at the EGM; and (iii) voting by appointing the Chairman of the EGM as proxy at the EGM.
4. Shareholders will be able to watch and/or listen to the EGM proceedings via a "live" audio-visual webcast and "live" audio-only stream via their mobile phones, tablets or computers. In order to do so, Shareholders must pre-register at the Company's pre-registration website at the URL https://us06web.zoom.us/webinar/register/WN_Ma0JfFwcQz2jO1H4q3MV-g ("Registration Link") from now till 10 a.m. on 15 December 2021 (the "Registration Deadline") to enable the Company to verify their status as Shareholders. Following verification, authenticated shareholders will receive an email by 10 a.m. on 16 December 2021 containing a link to access the live audio-visual webcast of the EGM proceedings as well as a toll-free telephone number to access the live audio-only stream of the EGM proceedings. 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 EGM. This is also to avoid any technical disruptions or overload to the live EGM webcast. Shareholders who register by the Registration Deadline but do not receive an email response by 10 a.m. on 16 December 2021 may contact the Company by email to cmi-egm@kckcs.com.sg.
5. There will be no "live" voting and Shareholders will not be able to vote or ask any questions during the EGM. Therefore, it is important for Shareholders to submit their questions related to the resolutions to be tabled for approval at the EGM, to the Chairman of the EGM in advance of the EGM. Shareholders may submit questions relating to the items on the agenda of the EGM via:

- (a) the Registration Link;
- (b) post, by mailing to the Company's Singapore Share Transfer Agent, KCK CorpServe Pte. Ltd., at 24 Raffles Place #07-07 Clifford Centre Singapore 048621; or
- (c) email to the Company's Singapore Share Transfer Agent, KCK CorpServe Pte. Ltd., at cmi-egm@kckcs.com.sg.

All questions must be submitted by 10:00 a.m. on 15 December 2021. The Company will endeavour to address the substantial and relevant questions at or before the EGM. The responses to such questions from shareholders, together with the minutes of the EGM, will be posted on the SGXNet and the Company's website within one month after the date of the EGM. .

6. Shareholders (whether individual or corporate) who wish to exercise his/her/its voting rights at the EGM must appoint the Chairman of the EGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM by completing and submitting to the Company the proxy form. The accompanying proxy form for the EGM is available at the Company's website at the URL <http://www.chinamining-international.com/> and will be made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.

In addition, where a Shareholder (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 (whether to vote in favour of or against or abstain 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.

7. The Proxy Form appointing the Chairman of the EGM as proxy must be submitted in the following manner:
 - (a) if submitted by post, be mailed to the Company's Singapore Share Transfer Agent, KCK CorpServe Pte. Ltd., at 24 Raffles Place #07-07 Clifford Centre Singapore 048621; or
 - (b) if submitted electronically, be submitted via email to the Company's Singapore Share Transfer Agent, KCK CorpServe Pte. Ltd., at cmi-egm@kckcs.com.sg by enclosing a signed PDF copy of the proxy form,

in either case, by 10 a.m. on 15 December 2021, being not less than 48 hours before the time appointed for holding the EGM.

A Shareholder who wishes to submit a proxy form 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.

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

8. Shareholders who hold shares in the Company through a relevant intermediary (as defined below), including CPF or SRS investors who wish to participate in the EGM by: (a) observing and/or listening to the EGM proceedings through live audio-visual webcast or live audio-only stream; (b) submitting questions in advance of the EGM; and/or (c) to appoint the Chairman of the EGM as their proxy to attend, speak and vote on their behalf at the EGM, should contact the relevant intermediary (which would include, in the case of SRS investors, their respective SRS Operators) through which they hold such Shares as soon as possible in order to make the necessary arrangements for them to participate in the EGM.

In addition, CPF or SRS investors who wish to appoint the Chairman of the EGM as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days before the EGM (i.e. by 5.00 p.m. on 7 December 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 EGM to vote on their behalf by the cut-off date..

"Relevant Intermediary" has the meaning ascribed to it in Section 181 of the Companies Act, Chapter 50:

- (a) banking corporation licensed under the Banking Act, Chapter 19 of Singapore, or a wholly owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; or
 - (b) a person holding a capital markets services licence to provide custodial services under the Securities and Futures Act, Chapter 289 of Singapore, and who holds shares in that capacity; or
 - (c) the Central Provident Fund Board ("**CPF Board**") established by the Central Provident Fund Act, Chapter 36 of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the CPF Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
9. The Chairman of the EGM, as proxy, need not be a member of the Company.
 10. If the appointor is a corporation, the proxy form must be executed under seal or the hand of its duly authorised officer or attorney.

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) for the purpose of the processing and administration by the Company (or its agents) 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 and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines.