

**NOTICE IS HEREBY GIVEN** that the Nineteenth Annual General Meeting ("**AGM**") of China Mining International Limited will be convened at SAFRA Choa Chu Kang, Orchid Room, 28 Choa Chu Kang Drive, Singapore 689964 on Friday, 28 June 2024 at 3.00 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 2023 together with the Directors' Statement and Report of the Auditors thereon. **(Resolution 1)**
2. To approve payment of Directors' Fee of S\$200,000 (2023: S\$200,000) for the financial year ending 31 December 2024 and the payment thereof on a quarterly basis in arrears. **(Resolution 2)**
3. To re-elect Mr Dong Xincheng, a Director retiring pursuant to Article 85(6) of the Company's Constitution. **(Resolution 3)**  
**(See Explanatory Note 1)**
4. To re-elect Ms Li Shi, a Director retiring pursuant to Article 85(6) of the Company's Constitution. **(Resolution 4)**  
**(See Explanatory Note 2)**
5. To note the retirement of Mr. Zhai Kebin, who is retiring pursuant to Article 86(1) of the Company's Constitution.
6. To re-appoint Crowe Horwath First Trust LLP as Auditors of the Company and to authorise the Directors of the Company to fix their remuneration. **(Resolution 5)**
7. To transact any other ordinary business which may properly be transacted at an AGM.

**As Special Business**

To consider, and if thought fit, with or without any modifications, to pass the following resolutions as Ordinary Resolutions:

8. **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,

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(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 6)**

**(See Explanatory Note 3)**

## By Order of the Board

Shirley Tan Sey Liy  
Company Secretary  
13 June 2024

## Explanatory Notes:

1. Mr Dong Xincheng ("**Mr Dong**") will upon being re-elected as a Director of the Company, remain as Chairman of Nominating Committee, a member of the Audit Committee and Remuneration Committee. He is considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST. Detailed information on Mr 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 2023.
2. Ms Li Shi ("**Ms Li**") will upon being re-elected as a Director of the Company, remain as a member of the Audit Committee and Remuneration Committee. She is considered not independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST. Detailed information on Ms Li 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 2023.
3. Resolution 6, 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

## Notes on AGM:

### General

1. The Annual General Meeting ("**AGM**") will be held at SAFRA Choa Chu Kang, Orchid Room, 28 Choa Chu Kang Drive, Singapore 689964 on Friday, 28 June 2024 at 3.00 p.m. for the purpose of considering and if thought fit, passing the resolutions set out in the Notice of AGM. **There will be no option to participate virtually. No food or refreshments will be provided at the AGM venue.**
2. Printed copies of this Notice of AGM, accompanying Proxy Form and the Request Form for a printed copy of the Annual Report will be despatched by post to the members of the Company (other than the Central Depository (Pte) Limited ("**CDP**")) and Depositors who hold shares through CDP (collectively, the "**Shareholders**"). The Annual Report will not be despatched to the Shareholders of the Company. All documents (the Annual Report, the Proxy Form, and this Notice of AGM) have been, or will be, published on the SGX website at <https://www.sgx.com/securities/company-announcements> and the Company's website at <http://www.chinamining-international.com>.

### Register in person to attend the AGM

3. Members and Depositors (as specified in note 5 below) can attend the AGM in person. To do so, they will need to register in person at the registration counters outside the AGM venue on the day of the event. Every attendee is required to bring his or her NRIC or passport to enable the Company to verify his or her identity. The Company reserves the right to refuse admittance to the AGM if the attendee's identity cannot be verified accurately.

**Submission of Proxy Forms to Vote:**

4. Members and Depositors who wish to vote on any or all of the resolutions at the AGM may vote 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.
5. A member is entitled to appoint not more than two proxies to attend and vote at the AGM physically. 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.
6. Under the Company's Constitution, unless CDP specifies otherwise in a written notice to the Company, CDP is deemed to have appointed 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) ("**Depositors**") as CDP's proxies to vote on behalf of CDP at the AGM in respect of such number of shares set out against each Depositor's name in the Depository Register maintained by CDP as at such date set out in the Depositor Proxy Form, and such appointment of proxies shall not require an instrument of proxy or the lodgment of any instrument of proxy.

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.

7. A proxy or appointee needs not be a member or Depositor of the Company.
8. 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) if submitted by post, by depositing the duly completed Depositor Proxy Form at the office of the Company's Polling Agent, B.A.C.S Private Limited at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896; or
  - (b) if submitted electronically, by scanning and submitting the duly completed Depositor Proxy Form via email to [main@zicoholdings.com](mailto:main@zicoholdings.com)

**in either case, no later than 3.00 p.m. on 26 June 2024, being 48 hours before the time fixed for the AGM.**

**Depositors are strongly encouraged to submit completed proxy form electronically via email.**

9. 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.
10. 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 18 June 2024) 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.

**Submission of questions**

11. In view of the guidance note issued by the Singapore Exchange Regulation, a member may ask question relating to the item on the agenda of the AGM by: –
  - (a) submitting question via email to [main@zicoholdings.com](mailto:main@zicoholdings.com), the Company's Singapore Share Transfer Agent, B.A.C.S Private Limited, in advance of the AGM no later than 20 June 2024 at 3.00 p.m.; or
  - (b) "live" at the AGM.

When submitting the questions, please provide the Company with the following details, for verification purpose:–

- (i) full name;
- (ii) NRIC number;
- (iii) current address;
- (iv) contact number; and
- (v) number of Shares held.

Please also indicate the manner in which you hold Shares in the Company (e.g. via CDP, CPF or SRS). Shareholders are encouraged to submit their questions before 20 June 2024 at 3.00 p.m., as this will allow the Company sufficient time to address and respond to these questions on or before 24 June 2024. The responses will be published on (i) the SGX-ST's website; and (ii) the Company's corporate website.

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## Minutes of Annual General Meeting

12. The minutes of the AGM together with the responses to the substantial and relevant questions by the shareholders not already answered and announced, will be posted on the SGX website and the Company's website within one month after the date of the AGM.

## Personal data privacy

13. By submitting an instrument of proxy (being a member proxy form or Depositor Proxy Form) appointing a proxy(ies) or appointee(s) to attend, speak and vote at the meeting and/or any adjournment thereof, a member or Depositor (i) consents to the collection, use and disclosure of his 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, appointees 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 or Depositor discloses the personal data of the member's proxy(ies) or Depositor's appointee(s) to the Company (or its agents or service providers), the member or Depositor has obtained the prior consent of such proxy(ies) or appointee(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) or appointee(s) for the Purposes, and (iii) agrees that the member or Depositor will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's or Depositor's breach of warranty.