



CHINA MINING INTERNATIONAL LIMITED

中矿国际有限公司

Registered in Cayman Islands

Company Registration No. CT-140095

PROPOSED PLACEMENT OF 70,000,000 NEW ORDINARY SHARES IN THE CAPITAL OF CHINA MINING INTERNATIONAL LIMITED TO RAISE GROSS PROCEEDS OF S\$2,975,000

1. BACKGROUND

- 1.1 The board of directors (the “**Board**” or the “**Directors**”) of China Mining International Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) wishes to announce that it has on 8 January 2022 entered into subscription agreements (the “**Subscription Agreements**”) with the following subscribers (the “**Subscribers**”) for the issue and allotment by the Company to the Subscribers in aggregate of 70,000,000 new ordinary shares (the “**Placement Shares**”) in the capital of the Company (“**Shares**”) on the terms and subject to the conditions of the relevant Subscription Agreement (the “**Proposed Placement**”):

Subscriber	Number of Placement Shares	Issue Price per Placement Share	Aggregate Consideration	Placement Shares as a Percentage of Existing Share Capital ⁽¹⁾	Placement Shares as a Percentage of Enlarged Share Capital ⁽²⁾	Total Shareholding ⁽³⁾ as a Percentage of Enlarged Share Capital ⁽²⁾
Tranche A						
Whitewood Property Corp ⁽⁴⁾	17,500,000	S\$0.042	S\$735,000	5.18%	4.29%	4.29%
Ms. Hu Xiaoning (胡晓宁) ⁽⁴⁾	8,750,000	S\$0.042	S\$367,500	2.59%	2.14%	2.14%
Mr. Zhou Tao (周涛) ⁽⁴⁾	8,750,000	S\$0.042	S\$367,500	2.59%	2.14%	2.14%
Tranche B						
iFactors SPC – Asymmetric Opportunities SP ⁽⁵⁾	17,500,000	S\$0.043	S\$752,500	5.18%	4.29%	4.29%
Mr. Zhai Kebin (翟克彬) ⁽⁶⁾	8,750,000	S\$0.043	S\$376,250	2.59%	2.14%	2.14%
Sino-Africa Mining International Limited ⁽⁷⁾	8,750,000	S\$0.043	S\$376,250	2.59%	2.14%	2.14%
Total	70,000,000		S\$2,975,000	20.71%	17.16%	17.16%

Notes:

- (1) Based on the issued and paid-up share capital of the Company comprising 337,988,500 Shares (excluding treasury shares and subsidiary holdings) immediately prior to completion of the Proposed Placement (the **"Existing Share Capital"**).
 - (2) Based on the issued and paid-up share capital of the Company comprising 407,988,500 Shares (excluding treasury shares and subsidiary holdings) immediately after completion of the Proposed Placement (the **"Enlarged Share Capital"**).
 - (3) As at the date of this announcement, none of the Subscribers are directly or indirectly interested in any Shares.
 - (4) Each of Whitewood Property Corp, Ms. Hu Xiaoning (胡晓宁) and Mr. Zhou Tao (周涛) are third party accredited investors. None of them fall within the restricted class of persons to whom the Company is prohibited from issuing Shares without specific shareholders' approval as provided for under Rule 804 and Rule 812(1) of the Listing Manual (the **"Listing Manual"**) of the Singapore Exchange Securities Trading Limited (the **"SGX-ST"**).
 - (5) iFactors SPC – Asymmetric Opportunities SP (**"iFactors SP"**) is a segregated portfolio within iFactors SPC (**"iFactors"**), a segregated portfolio company incorporated in the Cayman Islands. iFactors is wholly-owned by CLC Group, which is in turn wholly-owned by Mr. Guo Yinghui. The directors of iFactors are Mr. Guo Liang, who is the son of Mr. Guo Yinghui, and Ms. Li Ye, who is a personal friend of Mr. Guo Yinghui. iFactors is managed by CLC Asset Management Limited, a company incorporated in Hong Kong which is also wholly-owned by CLC Group. Mr. Guo Yinghui is the executive chairman and a controlling shareholder of the Company. Accordingly, iFactors SP falls within the restricted class of persons to whom the Company is prohibited from issuing Shares without specific shareholders' approval as provided for under Rule 804 and Rule 812(1) of the Listing Manual.
 - (6) Mr. Zhai Kebin (翟克彬) (**"ZKB"**) is an executive Director and the chief executive officer of the Company. Accordingly, he falls within the restricted class of persons to whom the Company is prohibited from issuing Shares without specific shareholders' approval as provided for under Rule 804 and Rule 812(1) of the Listing Manual.
 - (7) Sino-Africa Mining International Limited (**"Sino-Africa"**) and the Company own 59.85% and 40.15% respectively of Sino Feng Mining International S.à.r.l. (**"Sino Feng Mining"**). Sino Feng Mining owns 100% of Huixin Mining International Pty Limited (**"Huixing Mining"**). Huixing Mining owns 40% of Aero Wind Properties Pty Limited (**"Aero Wind"**). Aero Wind holds a mining right granted by the relevant South African authority in respect of an iron ore mine located in Thabazimbi District, Limpopo Province, South Africa. Sino-Africa does not fall within the restricted class of persons to whom the Company is prohibited from issuing Shares as provided for under Rule 804 and Rule 812(1) of the Listing Manual.
- 1.2 Pursuant to the terms of the Subscription Agreements, the Company proposes to raise capital by issuing the Placement Shares to the Subscribers at an issue price of S\$0.042 per Placement Share for Tranche A (the **"Tranche A Issue Price"**) and an issue price of S\$0.043 per Placement Share for Tranche B (the **"Tranche B Issue Price"**), to raise total gross proceeds of S\$2,975,000.
- 1.3 The Placement Shares under Tranche A (the **"Tranche A Shares"**) shall be allotted and issued pursuant to the general share issue mandate to issue new Shares passed by the Company's shareholders (**"Shareholders"**) at the Company's annual general meeting held on 16 April 2021 (the **"AGM"**).
- 1.4 The Placement Shares under Tranche B (the **"Tranche B Shares"**) shall be allotted and issued subject to the specific approval of the Shareholders having been obtained at a general meeting to be convened in due course pursuant to Section 161 of the Companies Act 1967 of Singapore (the **"CA"**) and Rules 804, 805(1) and 812 of the Listing Manual in respect of the Tranche B Shares to be allotted and issued to iFactors SP and ZKB, and pursuant to Section 161 of the CA and Rule 805(1) of the Listing Manual in respect of the Tranche B Shares to be allotted and issued to Sino-Africa.

- 1.5 The Proposed Placement is not underwritten and no placement agent will be appointed for the Proposed Placement. The Proposed Placement will be undertaken pursuant to a private placement exemption under Section 272B of the Securities and Futures Act 2001 of Singapore. As such, no prospectus or offer information statement will be issued by the Company in connection with the Proposed Placement.

2. INFORMATION ON THE SUBSCRIBERS

- 2.1 Information on the Subscribers and their rationale for participating in the Proposed Placement are as follows:

Subscriber	Background	Rationale
Tranche A		
Whitewood Property Corp	Whitewood Property Corp is a company incorporated in the British Virgin Islands. It is an accredited investor which focuses on business investments and investment services. It was identified as a potential investor through a business partner of the Company.	These Subscribers have expressed their interest to participate in the Proposed Placement for private investment purposes. Further, the business model and strategy of the Company are in line with their respective investment strategies. These Subscribers are also confident that the Company's prospects remain healthy and encouraging.
Ms. Hu Xiaoning (胡晓宁)	Ms. Hu Xiaoning (胡晓宁) is an accredited investor and has 6 years of investment experience, including experience in the securities secondary market in the People's Republic of China, and has prior working experience in an investment firm, Henan Kingbird Investment Co., Ltd. He was identified as a potential investor through a business partner of the Company.	
Mr. Zhou Tao (周涛)	Mr. Zhou Tao (周涛) is an accredited investor and has 10 years of investment experience, including experience in the securities secondary market in the People's Republic of China and has prior working experience in invested project management. He was identified as a potential investor through a business partner of the Company.	
Tranche B		
iFactors SP	iFactors SP is a segregated portfolio within iFactors, a segregated portfolio company incorporated in the Cayman Islands. iFactors is wholly-owned by CLC Group, which is in turn wholly-owned by Mr. Guo Yinghui. The directors of iFactors are Mr. Guo Liang, who is the son of Mr. Guo Yinghui, and Ms. Li Ye, who is a personal friend of Mr. Guo Yinghui. iFactors is managed by CLC Asset Management Limited, a company incorporated in Hong Kong which is also wholly-owned by CLC Group. Mr. Guo Yinghui is the executive chairman and a controlling shareholder of the Company.	As at the date of this announcement, Mr. Guo Yinghui has a shareholding interest (direct and deemed in aggregate) of 62.79% in the Company. His participation in the Proposed Placement (through iFactors SP) is for private investment purposes, and is a demonstration of his confidence in and commitment to the prospects of the Group.
ZKB	ZKB is an executive Director and the chief executive officer of the Company.	As an employee of the Company, ZKB has expressed his interest to participate in the Proposed Placement for private investment purposes. The Company welcomes his investment as it is not only a strong

		demonstration of his commitment and confidence in the Group going forward, but also aligns his interests with that of the Company.
Sino-Africa Mining International Limited	Sino-Africa is a company incorporated in the Cayman Islands. Sino-Africa and the Company are joint venture partners in respect of their co-investment in Aero Wind, which holds a mining right granted by the relevant South African authority in respect of an iron ore mine located in Thabazimbi District, Limpopo Province, South Africa.	Sino-Africa has expressed its interest to participate in the Proposed Placement for private investment purposes. Further, the business model and strategy of the Company are in line with its investment strategies. Sino-Africa is also confident that the Company's prospects remain healthy and encouraging.

- 2.2 The Subscribers have represented to the Company that they are subscribing for the Placement Shares for their own account as principal for private investment purposes, and the Subscribers will not hold the Placement Shares in trust or as nominee for other persons.
- 2.3 Save for iFactors SP and ZKB, the Subscribers are not persons whom the Company is prohibited from issuing Shares to without specific shareholders' approval as provided for under Rule 804 and Rule 812 of the Listing Manual. None of the Subscribers are related to each other.
- 2.4 Save for iFactors SP, ZKB and Sino-Africa, to the best of the Company's knowledge, the Subscribers do not have any connection (including business relationship) with the Company, its Directors and its substantial Shareholders other than in relation to the Proposed Placement.
- 2.5 Save for iFactors SP, ZKB and Sino-Africa, to the best of the Company's knowledge, the Subscribers do not have any previous business, commercial, trade dealings or any other connection with the Group, the Directors and substantial Shareholders of the Company.
- 2.6 No introductory fees of any kind were paid by the Company and/or its Directors for the Proposed Placement.
- 2.7 The Board has performed internal checks, including enquiries with each of the Subscribers of their respective credit standings with relevant financial institutions and investment experience, to determine that the Subscribers are eligible for the Proposed Placement.
- 2.8 The subscription for the Placement Shares by one Subscriber is not inter-conditional on any other Subscriber subscribing for the Placement Shares.

3. THE PROPOSED PLACEMENT

3.1 The Issue Price and Consideration

The Subscribers propose to subscribe for an aggregate of 70,000,000 Placement Shares for an aggregate consideration of S\$2,975,000.

The Tranche A Issue Price and the Tranche B Issue Price were arrived at following arm's length negotiations between the Company and the Subscribers, with reference to the recent trading prices of the Shares.

The Tranche A Issue Price is equivalent to the volume weighted average price of S\$0.042 for trades done on the Company's shares on the SGX-ST on 7 January 2022 (being the last full market day on which trades were done immediately preceding the date of the Subscription Agreements).

The Tranche B Issue Price represents a premium of approximately 2.38% to the volume weighted average price of S\$0.042 for trades done on the Company's shares on the SGX-ST on 7 January 2022 (being the last full market day on which trades were done immediately preceding the date of the Subscription Agreements). The Tranche B Issue Price is also equivalent to the issue price per consideration share issued by the Company to China Focus International Limited (for itself and as nominee of Profit Run Developments Limited) in its recent acquisition of 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), which in turn owns 63.11% of the registered capital of Henan Zhongnong Huasheng Agricultural Science and Technology Co., Ltd. (河南中农华盛农业科技有限公司) (the "**Recent Acquisition**").

3.2 The Placement Shares

The issued and paid-up share capital of the Company (excluding treasury shares and subsidiary holdings) as at the date of this announcement is 337,988,500 Shares. Assuming that all of the 70,000,000 Placement Shares are issued on completion of the Proposed Placement, the issued and paid-up share capital of the Company (excluding treasury shares and subsidiary holdings) will increase to 407,988,500 Shares. The Placement Shares represent approximately 20.71% of the Existing Share Capital and approximately 17.16% of the Enlarged Share Capital.

The issue and allotment of the Placement Shares will not result in a transfer of controlling interest of the Company. There is no moratorium imposed on the Placement Shares.

The Placement Shares, when issued and delivered, shall be free from all claims, charges, liens and other encumbrances whatsoever and shall rank *pari passu* in all respects with and shall carry all rights similar to the existing Shares except that they will not rank for any dividend, right, allotment or other distributions, the record date for which falls on or before the completion of the Proposed Placement.

3.3 Authority to Issue the Placement Shares

Tranche A Shares

The Tranche A Shares will be allotted and issued pursuant to the general share issue mandate (the "**Share Issue Mandate**") approved and granted by Shareholders at the AGM. Pursuant to the Share Issue Mandate, Directors have the authority to issue Shares and/or make or grant offers, agreements, or options that might or would require Shares to be issued (collectively, "**Instruments**"), provided that the aggregate number of Shares to be issued (including Shares to be issued pursuant to the Instruments made or granted) does not exceed 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) as at the date of the AGM, of which the aggregate number of Shares (including Shares to be issued pursuant to the Instruments made or granted) to be issued other than on a pro rata basis to existing Shareholders shall not exceed 20% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) as at the date of the AGM.

As at the date of the AGM, the total number of issued Shares (excluding treasury shares and subsidiary holdings) was 175,988,500. Accordingly, the total number of Shares that may be issued pursuant to the Share Issue Mandate is 175,988,500 Shares, of which the maximum number of Shares that can be issued other than on a pro rata basis is 35,197,700 Shares. As at the date of this announcement, no Shares have been issued pursuant to the Share Issue Mandate. As such, the 35,000,000 Tranche A Shares that may be issued pursuant to the Proposed Placement falls within the limits of the Share Issue Mandate.

Tranche B Shares

The 35,000,000 Tranche B Shares shall be allotted and issued pursuant to the Proposed Placement subject to the specific approval of the Shareholders having been obtained at a general meeting to be convened in due course pursuant to Section 161 of the CA and Rules 804, 805(1) and 812 of the Listing Manual in respect of the Tranche B Shares to be allotted and issued to iFactors SP and ZKB, and pursuant to Section 161 of the CA and Rule 805(1) of the Listing Manual in respect of the Tranche B Shares to be allotted and issued to Sino-Africa.

3.4 **Conditions**

Completion of the Proposed Placement is conditional upon, *inter alia*:

	Tranche A	Tranche B
(a)	The Share Issue Mandate being valid, subsisting and adequate for the purposes of the issue of the Placement Shares as at the date of completion of the Proposed Placement (the “ Completion Date ”).	The requisite approval of the Shareholders for the issue and allotment of the Placement Shares having been obtained at a general meeting of the Company to be convened.
(b)	Approval in-principle for the listing and quotation of the Placement Shares on the Official List of the SGX-ST being obtained from the SGX-ST and not revoked or amended as at the Completion Date and, where such approval is subject to conditions, such conditions being reasonably acceptable to the Subscribers.	
(c)	The issue and subscription of the Placement Shares not being prohibited by any statute, order, rule or regulation promulgated after the date of the Subscription Agreements by any applicable legislative, executive or regulatory body or authority of Singapore.	
(d)	There having been no occurrence of any event or discovery of any fact rendering any of the warranties in the Subscription Agreements untrue or incorrect in any material respect as at the Completion Date as if they had been given again on the Completion Date.	
(e)	The Company and the Subscribers not being in breach of any of the undertakings and the covenants in the Subscription Agreements as at the Completion Date.	

If the conditions set forth in paragraph (a) and paragraph (b) above are not satisfied by 31 March 2022 (in respect of Tranche A) or 30 June 2022 (in respect of Tranche B) (or such other date as may be mutually agreed between the Company and the relevant Subscriber), the relevant Subscription Agreement shall terminate and the obligations of the Company to issue the Placement Shares and the relevant Subscriber to subscribe for the Placement Shares shall ipso facto cease and determine thereafter, and no party shall have any claim against the others for costs, expenses, damages, losses, compensation or otherwise in respect of the Proposed Placement, save for any antecedent breach of the relevant Subscription Agreement or the parties’ respective liability for the payment of costs and expenses under the relevant Subscription Agreement.

3.5 **Additional Listing Application**

The Company will be making an application to the SGX-ST for the listing and quotation of the Placement Shares on the Official List of the SGX-ST. The Company will make the necessary announcements once the approval-in-principle for the listing and quotation of the Placement Shares has been obtained from the SGX-ST.

4. INTERESTED PERSON TRANSACTION

4.1 Interested Persons

iFactors SP is a segregated portfolio within iFactors, a segregated portfolio company incorporated in the Cayman Islands. iFactors is wholly-owned by CLC Group, which is in turn wholly-owned by Mr. Guo Yinghui. The directors of iFactors are Mr. Guo Liang, who is the son of Mr. Guo Yinghui, and Ms. Li Ye, who is a personal friend of Mr. Guo Yinghui. iFactors is managed by CLC Asset Management Limited, a company incorporated in Hong Kong which is also wholly-owned by CLC Group. As such, iFactors SP is an associate of Mr. Guo Yinghui, who is the executive chairman and a controlling shareholder of the Company.

ZKB is an executive Director and the chief executive officer of the Company.

Accordingly, both iFactors SP and ZKB are interested persons for the purpose of the Proposed Placement.

4.2 Materiality Thresholds under Chapter 9 of the Listing Manual

Based on the Group's latest audited consolidated financial statements for FY2020, the net tangible assets ("NTA") of the Group as at 31 December 2020 was approximately RMB81.58 million (approximately S\$16.65 million).

The consideration payable by iFactors SP of S\$752,500 represents approximately 4.52% of the Group's latest audited NTA, and the considerable payable by ZKB represents approximately 2.26% of the Group's latest audited NTA.

Other than the Proposed Placement, there are no interested person transactions entered into by the Group with any interested person during the financial year ending 31 December 2022.

4.3 Statement of the Audit Committee

The members of the Audit Committee of the Company do not have any interests in the Proposed Placement and are accordingly deemed to be independent for the purposes of the Proposed Placement.

Having considered, *inter alia*, the terms, rationale for and benefits of the Proposed Placement, the Audit Committee of the Company is of the view that the Proposed Placement is on normal commercial terms and is not prejudicial to the interests of the Company and the minority Shareholders.

5. FINANCIAL EFFECTS OF THE PROPOSED PLACEMENT

The financial effects of the Proposed Placement set out below are for illustrative purposes only and do not purport to be indicative or a projection of the results and financial position of the Company and the Group after completion of the Proposed Placement.

The financial effects of the Proposed Placement on the Group have been computed based on the latest available audited consolidated financial statements of the Group for the financial year ended 31 December 2020 ("FY2020") and the following bases and assumptions:

- (a) the expenses incurred in the Proposed Placement is disregarded for the purposes of calculating the financial effects;

- (b) the financial effect on the consolidated NTA per Share of the Group is computed based on the assumption that the Proposed Placement was completed on 31 December 2020; and
- (c) the financial effect on the consolidated loss per Share (“LPS”) of the Group is computed based on the assumption that the Proposed Placement was completed on 1 January 2020.

NTA per Share

	Before the Proposed Placement	After adjusting for the Placement Shares
NTA of the Group (RMB'000)	81,576	96,154
Weighted average number of Shares ('000)	175,989	245,989
NTA per share (RMB cents)	46.35	39.09

LPS

	Before the Proposed Placement	After adjusting for the Placement Shares
Loss attributable to equity holders of the Group (RMB'000)	15,706	15,706
Weighted average number of Shares (excluding treasury shares and subsidiary holdings) ('000)	156,935	226,935
LPS per Share (RMB cents)	10.01	6.92

Net Gearing

The issue and allotment of the Placement Shares would not have any effect on the net gearing of the Group.

6. RATIONALE AND USE OF PROCEEDS

The Company has decided to place the Placement Shares to the Subscribers so as to raise funds to provide liquidity to the Company's working capital and for the growth, development and expansion of its businesses, particularly in respect of its agricultural business pursuant to the Recent Acquisition, as well as the exploration of new business opportunities as and when they arise. The Company believes that the Proposed Placement will strengthen the balance sheet and provide flexibility for the Group as the Group pursues its growth strategies.

The net proceeds from the Proposed Placement (after deducting estimated expenses of S\$100,000 relating thereto) of approximately S\$2,875,000 (the “**Net Proceeds**”) will be used by the Company in the following estimated proportions:

Use of Proceeds	Percentage Allocation (%)
i. For the growth, development and expansion of the existing businesses of the Group as well as the exploration of new business opportunities	31.41
<ul style="list-style-type: none"> ▪ <i>Expenses relating to investment in new businesses</i> 	20.94
<ul style="list-style-type: none"> ▪ <i>Expenses relating to R&D and promotion of new products</i> 	5.23
<ul style="list-style-type: none"> ▪ <i>Expenses relating to production expenses of new products</i> 	5.23
ii. For working capital needs of the Group (including expenses relating to professional services and administration):	68.59
<ul style="list-style-type: none"> ▪ <i>Expenses relating to production of materials</i> 	36.03
<ul style="list-style-type: none"> ▪ <i>Operating expenses (including administrative expenses and professional fees)</i> 	28.83
<ul style="list-style-type: none"> ▪ <i>Staff costs (including salaries and employers' welfare contributions)</i> 	3.72
Total	100.00

Pending the use of the Net Proceeds from the Proposed Placement as outlined above, the net proceeds may be deposited in financial institutions or be used for working capital or any other purpose on a short-term basis.

The Company will make periodic announcements as and when the Net Proceeds are materially disbursed and whether the disbursements are in accordance with the use of proceeds as stated in this announcement.

The Company will also provide a status report on the use of such Net Proceeds in the Company's annual report. Where there is any material deviation from the stated use of proceeds, the Company will announce the reasons for such deviation. Where the Net Proceeds are used for working capital purposes, the Company will provide a breakdown with specific details on how the Net Proceeds have been applied in the Company's announcements and annual report.

Where there is any material deviation from the stated use of proceeds, the Company will announce the reasons for such deviation.

7. INTEREST OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

7.1 Directors' and Substantial Shareholders' Interest prior to Completion of the Proposed Placement

The interests of the Directors and substantial Shareholders (both direct and deemed) in the issued share capital of the Company as recorded in the Register of Directors' Shareholdings and the Register of Substantial Shareholdings of the Company as at the date of this announcement and prior to completion of the Proposed Placement are set out below. The percentages shown are based on the Existing Share Capital of 337,988,500 Shares.

	Direct Interest		Deemed Interest		Total Interest
	No. of Shares	%	No. of Shares	%	%
Directors					
Mr. Guo Yinghui	17,985,000	5.32	194,240,000 ⁽¹⁾	57.47 ⁽¹⁾	62.79
Mr. Zhai Kebin	-	-	-	-	-
Ms. Dong Lingling	554,200 ⁽²⁾	0.16 ⁽²⁾	-	-	0.16
Mr. Lim Han Boon	-	-	-	-	-
Mr. Ning Jincheng	-	-	-	-	-
Mr. Chan Siew Wei	-	-	-	-	-
Substantial Shareholders (other than Directors)					
Mdm. Feng Li	14,560,000	4.31	197,665,000 ⁽³⁾	58.48 ⁽³⁾	62.79
China Focus International Limited	179,680,000 ⁽⁴⁾	53.16 ⁽⁴⁾	-	-	53.16
Profit Run Developments Limited	-	-	25,677,000 ⁽⁵⁾	7.60 ⁽⁵⁾	7.60
Glossmei Limited	18,250,000	5.40	-	-	5.40

Notes:

- (1) Mr. Guo Yinghui is the spouse of Mdm. Feng Li and is deemed to be interested in: (a) the 14,560,000 Shares registered in the name of KGI Fraser Securities Pte Ltd held for Mdm. Feng Li; and (b) the 179,680,000 Shares registered in the name of Maybank Kim Eng Securities Pte Ltd held for China Focus International Limited ("**China Focus**") (held for itself and as nominee of Profit Run Developments Limited ("**Profit Run**")), each representing 4.31% and 53.16% respectively of the Existing Share Capital.
- (2) The 554,200 Shares of Ms. Dong Lingling are registered in the name of Philip Securities Pte Ltd.
- (3) Mdm. Feng Li is the spouse of Mr. Guo Yinghui and is deemed to be interested in: (a) the 17,985,000 Shares held by Mr. Guo Yinghui; (b) the 179,680,000 Shares registered in the name of Maybank Kim Eng Securities Pte Ltd held for China Focus (for itself and as nominee of Profit Run), each representing 5.32% and 53.16% respectively of the Existing Share Capital.
- (4) The 179,680,000 Shares of China Focus are registered in the name of Maybank Kim Eng Securities Pte Ltd, out of which, 25,677,000 Shares are held for China Focus as nominee of Profit Run. China Focus is an investment company incorporated in the British Virgin Islands on 25 November 2004, with Mr. Guo Yinghui and Mr. Guo Liang as its directors. As Mr. Guo Yinghui wholly owns China Focus and Profit Run is wholly-owned by a British national in trust for the benefit of Mr. Guo Yinghui, he and Mdm. Feng Li are therefore deemed to be interested in the 179,680,000 Shares registered in the name of Maybank Kim Eng Securities Pte Ltd held for China Focus (for itself and as nominee of Profit Run), representing 53.16% of the Existing Share Capital.
- (5) 25,677,000 Shares are held for China Focus as nominee of Profit Run.

7.2 Directors' and Substantial Shareholders' Interest after Completion of the Proposed Placement

The interests of the Directors and substantial Shareholders (both direct and deemed) in the issued share capital of the Company on completion of the Proposed Placement are set out below. The percentages shown are based on the Enlarged Share Capital of 407,988,500 Shares.

	Direct Interest		Deemed Interest		Total Interest
	No. of Shares	%	No. of Shares	%	%
Directors					
Mr. Guo Yinghui	17,985,000	4.41	211,740,000 ⁽¹⁾	51.90 ⁽¹⁾	56.31
Mr. Zhai Kebin	8,750,000	2.14	-	-	2.14
Ms. Dong Lingling	554,200 ⁽²⁾	0.14 ⁽²⁾	-	-	0.14
Mr. Lim Han Boon	-	-	-	-	-
Mr. Ning Jincheng	-	-	-	-	-
Mr. Chan Siew Wei	-	-	-	-	-
Substantial Shareholders (other than Directors)					
Mdm. Feng Li	14,560,000	3.57	215,165,000 ⁽³⁾	52.74 ⁽³⁾	56.31
China Focus International Limited	179,680,000 ⁽⁴⁾	44.04 ⁽⁴⁾	-	-	44.04
Profit Run Developments Limited	-	-	25,677,000 ⁽⁵⁾	6.29 ⁽⁵⁾	6.29
Glossmei Limited	18,250,000	4.47	-	-	4.47

Notes:

- (1) Mr. Guo Yinghui is the spouse of Mdm. Feng Li and is deemed to be interested in: (a) the 14,560,000 Shares registered in the name of KGI Fraser Securities Pte Ltd held for Mdm. Feng Li; (b) the 179,680,000 Shares registered in the name of Maybank Kim Eng Securities Pte Ltd held for China Focus (held for itself and as nominee of Profit Run); and (c) the 17,500,000 Placement Shares held by iFactors SP, each representing 3.57%, 44.04% and 4.29% respectively of the Enlarged Share Capital. iFactors SP is a segregated portfolio within iFactors, a segregated portfolio company incorporated in the Cayman Islands. iFactors is wholly-owned by CLC Group, which is in turn wholly-owned by Mr. Guo Yinghui. The directors of iFactors are Mr. Guo Liang, who is the son of Mr. Guo Yinghui, and Ms. Li Ye, who is a personal friend of Mr. Guo Yinghui. iFactors is managed by CLC Asset Management Limited, a company incorporated in Hong Kong which is also wholly-owned by CLC Group.
- (2) The 554,200 Shares of Ms. Dong Lingling are registered in the name of Philip Securities Pte Ltd.
- (3) Mdm. Feng Li is the spouse of Mr. Guo Yinghui and is deemed to be interested in: (a) the 17,985,000 Shares held by Mr. Guo Yinghui; (b) the 179,680,000 Shares registered in the name of Maybank Kim Eng Securities Pte Ltd held for China Focus (for itself and as nominee of Profit Run); and (c) the 17,500,000 Placement Shares held by iFactors SP, each representing 4.41%, 44.04%, and 4.29% respectively of the Enlarged Share Capital.
- (4) The 179,680,000 Shares of China Focus are registered in the name of Maybank Kim Eng Securities Pte Ltd, out of which, 25,677,000 Shares are held for China Focus as nominee of Profit Run. China Focus is an investment company incorporated in the British Virgin Islands on 25 November 2004, with Mr. Guo Yinghui and Mr. Guo Liang as its directors. As Mr. Guo Yinghui wholly owns China Focus and Profit Run is wholly-owned by a British national in trust for the benefit of Mr. Guo Yinghui, he and Mdm. Feng Li are therefore deemed to be interested in the 179,680,000 Shares registered in the name of Maybank Kim Eng Securities Pte Ltd held for China Focus (for itself and as nominee of Profit Run), representing 44.04% of the Enlarged Share Capital.
- (5) 25,677,000 Shares are held by China Focus as nominee of Profit Run.

Other than Mr. Guo Yinghui, Mdm. Feng Li, and ZKB, none of the Directors or substantial Shareholders of the Company has any interest, direct or indirect, in the Proposed Placement, save for their interests (if any) by way of their shareholdings and/or directorships, as the case may be, in the Company.

In addition, save for iFactors SP, none of the Subscribers are under the control or influence of any of the Company's Directors or substantial Shareholders. ZKB is an executive Director and the chief executive officer of the Company.

8. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this announcement and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this announcement constitutes full and true disclosure of all material facts about the Proposed Placement, the Subscription Agreements, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this announcement misleading. Where information in this announcement has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this announcement in its proper form and context.

9. TRADING CAUTION

Shareholders are advised to exercise caution in trading their Shares. There is no certainty or assurance as at the date of this announcement that the proposed allotment and issuance of the Placement Shares will be completed or that no changes will be made to the terms thereof. Shareholders are advised to read this announcement and any further announcements by the Company carefully. Shareholders should consult their stockbrokers, bank managers, solicitors or other professional advisers if they have any doubt about the actions they should take.

10. DOCUMENTS FOR INSPECTION

A copy of each of the Subscription Agreements is available for inspection during normal business hours at the registered office of the Company's Singapore Share Transfer Agent, KCK CorpServe Pte. Ltd., at 24 Raffles Place #07-07 Clifford Centre Singapore 048621 for a period of three months from the date of this announcement.

**BY ORDER OF THE BOARD
CHINA MINING INTERNATIONAL LIMITED**

Mr. Zhai Kebin
CEO and Executive Director
8 January 2022