



CHINA MINING INTERNATIONAL LIMITED

中矿国际有限公司

Registered in Cayman Islands

Company Registration No. CT-140095

**MINUTES OF THE SIXTEENTH ANNUAL GENERAL MEETING OF
THE COMPANY HELD BY ELECTRONIC MEANS
ON FRIDAY, 16 APRIL 2021 AT 3:00 P.M.**

Chairman of the meeting: Mr Zhai Kebin
(CEO and Executive Director)

1. WELCOME NOTE

On behalf of the Board of Directors, the Chairman of the meeting, Mr Zhai Kebin, welcomed the shareholders to the Annual General Meeting (“AGM”) of the Company.

Of the Director present, the Chairman and Ms Dong Lingling attended the meeting through WeChat audio streaming and Mr Lim Han Boon and Mr Chan Siew Wei attended the meeting through the webcast. Mr Ho Kok Weng, the Chief Financial Officer, Ms Foo Soon Soo, the Company Secretary and Mr Alfred Cheong, the Audit Partner of Crowe Horwath First Trust LLP also joined the meeting through the webcast. Mr Lim Han Boon, Independent Director and Audit Committee Chairman of the Company assisted the Chairman in the proceedings of the meeting in English.

2. QUORUM

Having confirmed with the Company Secretary that a quorum was present, the Chairman called the meeting to order.

3. BRIEFING ON THE PROCEEDINGS FOR THE MEETING

Before the Chairman proceeded with the business of the meeting, he informed the shareholders that the agenda for the AGM was set out in the notice of the AGM issued on 29 March 2021.

Due to the current COVID-19 pandemic, shareholders will not be able to attend the meeting in person to cast their votes. Shareholders can only vote by appointing the Chairman of the meeting as their proxy to vote on their behalf. The Company had received proxy forms from shareholders appointing Chairman of the meeting as proxy and indicating how the shareholders wish to vote on specific resolutions. The Chairman informed the meeting that he shall be voting or abstaining according to the instructions of the shareholders.

The Chairman informed the meeting that the Company had appointed Pinnally PAC as the polling agent and Virtus Assure Pte Ltd as the scrutineer. The proxy forms and the number of votes that he had been directed to cast for and against, and the number of shares in respect of which he had been directed to abstain from voting on each resolution had been verified by the scrutineer.

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Voting was conducted by poll and the Chairman would announce the voting results for each resolution.

4. QUESTIONS FROM SHAREHOLDERS

The Chairman informed the meeting that the Company did not receive any questions from shareholders before the submission deadline, 13 April 2021 at 3 p.m.

5. NOTICE

The notice of the AGM which was published on SGXNET and on the Company's website was taken as read.

6. AUDITED FINANCIAL STATEMENTS, DIRECTORS' STATEMENT AND AUDITORS' REPORT (ORDINARY RESOLUTION 1)

The Chairman addressed the first item on the agenda, which was to receive and adopt the Audited Financial Statements of the Company, Directors' Statement and Auditors' Report for the financial year ended 31 December 2020.

The Chairman proposed the motion:

"That the Audited Financial Statements for the financial year ended 31 December 2020 together with the Directors' Statement and Auditors' Report thereon be and are hereby received and adopted."

The result of the poll was as follows:

For	% of total votes	Against	% of total votes
101,870,500	100	0	0

The Chairman declared the resolution carried.

7. DIRECTORS' FEE (ORDINARY RESOLUTION 2)

The Chairman proposed the motion:

"That the Directors' Fee of S\$200,000 for the financial year ending 31 December 2021 and payment thereof on a quarterly basis in arrears be and is hereby approved."

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The result of the poll was as follows:

For	% of total votes	Against	% of total votes
101,870,500	100	0	0

The Chairman declared the resolution carried.

**8. RE-ELECTION OF DIRECTOR – MR ZHAI KEBIN
(ORDINARY RESOLUTION 3)**

Mr Zhai Kebin retired by rotation pursuant to Article 85 of the Company’s Constitution and being eligible for re-election, had signified his consent to continue in office.

The Chairman proposed the motion:

“That Mr Zhai Kebin be and is hereby re-elected as a Director of the Company.”

The result of the poll was as follows:

For	% of total votes	Against	% of total votes
101,870,500	100	0	0

The Chairman declared the resolution carried.

**9. RE-ELECTION OF DIRECTOR – MS DONG LINGLING
(ORDINARY RESOLUTION 4)**

Ms Dong Lingling retired by rotation pursuant to Article 86 of the Company’s Constitution and being eligible for re-election, had signified her consent to continue in office.

The Chairman proposed the motion:

“That Ms Dong Lingling be and is hereby re-elected as a Director of the Company.”

The result of the poll was as follows:

For	% of total votes	Against	% of total votes
101,870,500	100	0	0

The Chairman declared the resolution carried.

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**10. RE-ELECTION OF DIRECTOR – MR LIM HAN BOON
(ORDINARY RESOLUTION 5)**

Mr Lim Han Boon retired by rotation pursuant to Article 86 of the Company’s Constitution and being eligible for re-election, had signified his consent to continue in office.

The Chairman informed the meeting that Mr Lim Han Boon will, upon being re-elected as a Director of the Company remain as Chairman of the Audit Committee and as member of the Nominating and Remuneration Committees. He is considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.

The Chairman proposed the motion:

“That Mr Lim Han Boon be and is hereby re-elected as a Director of the Company.”

The result of the poll was as follows:

For	% of total votes	Against	% of total votes
101,870,500	100	0	0

The Chairman declared the resolution carried.

**11. RE-APPOINTMENT OF AUDITORS
(ORDINARY RESOLUTION 6)**

The Chairman informed the meeting that the Audit Committee had recommended the appointment of Crowe Horwath First Trust LLP as Auditors of the Company, and they had consented to the re-appointment as Auditors of the Company.

The Chairman proposed the motion:

“That Crowe Horwath First Trust LLP be and are hereby re-appointed as Auditors of the Company until the conclusion of the next Annual General Meeting at a fee to be re-negotiated and agreed with the Auditors.”

The result of the poll was as follows:

For	% of total votes	Against	% of total votes
101,870,500	100	0	0

The Chairman declared the resolution carried.

12. CONTINUING IN OFFICE BY MR LIM HAN BOON AS INDEPENDENT DIRECTOR (ORDINARY RESOLUTIONS 7A AND 7B)

The Chairman informed the meeting as follows:

- Under Rule 210(5)(d)(iii) of the Listing Manual of SGX-ST which comes into effect on 1 January 2022, a director who has served for an aggregate period of more than 9 years would not be considered independent unless prior to 1 January 2022, approval has been sought from shareholders under a two-tier voting for him to continue in office as an independent director from 1 January 2022 until his retirement or resignation or the conclusion of the third AGM following the passing of the two-tier resolutions whichever is earlier. The first-tier voting is by all shareholders; and the second-tier voting is by shareholders, excluding the directors and the chief executive officer of the issuer and their associates.
- Mr Lim Han Boon has served as an Independent Director of the Company for more than 9 years. Pursuant to Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST, Resolutions 7A under a first-tier voting and 7B under a second-tier voting were proposed for Mr Lim Han Boon to continue in office as an Independent Director.
- Under the Listing Rule 210 (5)(d)(iii), all shareholders can vote on Resolution 7A. Directors and their associates would abstain from voting on Resolution 7B. Therefore, Mr Guo Yinghui, Chairman and Executive Director of the Company, his spouse, Mdm Feng Li and China Focus International Limited, an associate of Mr Guo would abstain from voting on Resolution 7B in respect of their shareholdings in the Company. Ms Dong Lingling, Executive Director of the Company would abstain from voting on Resolutions 7B in respect of her shareholdings in the Company.

The Chairman proposed Resolution 7A as set out in the notice of the AGM.

The result of the poll was as follows:

For	% of total votes	Against	% of total votes
101,870,500	100	0	0

The Chairman declared the resolution carried.

The Chairman proposed Resolution 7B as set out in the notice of the AGM.

The result of the poll was as follows:

For	% of total votes	Against	% of total votes
51,645,500	100	0	0

The Chairman declared the resolution carried.

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The Chairman informed the meeting that as Resolutions 7A and 7B were carried, Mr Lim Han Boon would continue as Independent Director of the Company from 1 January 2022 until his retirement or resignation or the 3rd AGM following the passing of Resolutions 7A and 7B, whichever is earlier.

13. CONTINUING IN OFFICE BY MR NING JINCHENG AS INDEPENDENT DIRECTOR (ORDINARY RESOLUTIONS 8A AND 8B)

Mr Ning Jincheng has served as an Independent Director of the Company for more than 9 years. The Chairman informed the meeting that pursuant to Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST, Resolutions 8A under a first-tier voting and 8B under a second-tier voting were proposed for Mr Ning Jincheng to continue in office as an Independent Director from 1 January 2022. Mr Guo Yinghui, Chairman and Executive Director of the Company, his spouse, Mdm Feng Li and China Focus International Limited, an associate of Mr Guo would abstain from voting on Resolution 8B in respect of their shareholdings in the Company. Ms Dong Lingling, Executive Director of the Company would abstain from voting on Resolutions 8B in respect of her shareholdings in the Company.

The Chairman proposed Resolution 8A as set out in the notice of the AGM.

The result of the poll was as follows:

For	% of total votes	Against	% of total votes
101,870,500	100	0	0

The Chairman declared the resolution carried.

The Chairman proposed Resolution 8B as set out in the notice of AGM.

The result of the poll was as follows:

For	% of total votes	Against	% of total votes
51,645,500	100	0	0

The Chairman declared the resolution carried.

The Chairman informed the meeting that as Resolutions 8A and 8B were carried, Mr Ning Jincheng would continue as Independent Director of the Company from 1 January 2022 until his retirement or resignation or the 3rd AGM following the passing of Resolutions 8A and 8B, whichever is earlier.

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14. CONTINUING IN OFFICE BY MR CHAN SIEW WEI AS INDEPENDENT DIRECTOR (ORDINARY RESOLUTIONS 9A AND 9B)

Mr Chan Siew Wei has served as an Independent Director of the Company for more than 9 years. The Chairman informed the meeting that pursuant to Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST, Resolutions 9A under a first-tier voting and 9B under a second-tier voting were proposed for Mr Chan Siew Wei to continue in office as an Independent Director from 1 January 2022. Mr Guo Yinghui, Chairman and Executive Director of the Company, his spouse, Mdm Feng Li and China Focus International Limited, an associate of Mr Guo would abstain from voting on Resolution 9B in respect of their shareholdings in the Company. Ms Dong Lingling, Executive Director of the Company would abstain from voting on Resolutions 9B in respect of her shareholdings in the Company.

The Chairman proposed Resolution 9A as set out in the notice of AGM.

The result of the poll was as follows:

For	% of total votes	Against	% of total votes
101,870,500	100	0	0

The Chairman declared the resolution carried.

The Chairman proposed Resolution 9B as set out in the notice of AGM.

The result of the poll was as follows:

For	% of total votes	Against	% of total votes
51,645,500	100	0	0

The Chairman declared the resolution carried.

The Chairman informed the meeting that as Resolutions 9A and 9B were carried, Mr Chan Siew Wei would continue as Independent Director of the Company from 1 January 2022 until his retirement or resignation or the 3rd AGM following the passing of Resolutions 9A and 9B, whichever is earlier.

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**15. AUTHORITY TO ISSUE SHARES
(ORDINARY RESOLUTION 10)**

The Chairman informed the meeting that Resolution 10 as set out in the notice of AGM was to authorise the Directors to allot and issue shares.

The Chairman proposed Resolution 10 as set out in the notice of the AGM.

The result of the poll was as follows:

For	% of total votes	Against	% of total votes
101,870,500	100	0	0

The Chairman declared the resolution carried.

**16. RENEWAL OF THE SHARE BUYBACK MANDATE
(ORDINARY RESOLUTION 11)**

The Chairman informed the meeting that Resolution 11 as set out in the notice of AGM was to seek shareholders' approval to renew the Share Buyback Mandate.

The Chairman proposed Resolution 11 as set out in the notice of the AGM.

The result of the poll was as follows:

For	% of total votes	Against	% of total votes
51,645,500	100	0	0

The Chairman declared the resolution carried.

17. ANY OTHER BUSINESS

The Company Secretary confirmed that there was no notice received for any other business.

18. CONCLUSION OF MEETING

The Chairman concluded the business for the AGM and declared the meeting closed at 3.23 p.m.

CONFIRMED BY

ZHAI KEBIN
CHAIRMAN OF THE MEETING