



CHINA MINING INTERNATIONAL LIMITED

中矿国际有限公司

Registered in Cayman Islands

Company Registration No. CT-140095

**MINUTES OF THE ANNUAL GENERAL MEETING OF
THE COMPANY HELD BY ELECTRONIC MEANS
ON FRIDAY, 29 APRIL 2022 AT 10 A.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 Directors present, the Chairman, Mr Guo Yinghui, Ms Dong Lingling, Mr Ning Jincheng, 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, Mr Alfred Cheong, Audit Partner and Ms Sileas Zheng, Associate Director of Crowe Horwath First Trust LLP also joined the meeting through the webcast. Mr Chan Siew Wei, Independent Director and Remuneration 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 7 April 2022.

Due to the current COVID-19 situation, the meeting is held electronically and shareholders are not able to attend the meeting in person to cast their votes. Instead, shareholders have appointed the Chairman of the meeting, as their proxy to vote on their behalf. The Chairman shall be voting or abstaining from voting according to their specific instructions on each resolution. Proxy forms submitted by the cut-off time before this meeting have been checked and verified by the scrutineer.

The Company has appointed Complete Corporate Services Pte Ltd as polling agent and Moore Stephens LLP as the scrutineer. The number of votes that the Chairman have been directed to cast for and against, and the number of shares in respect of which the Chairman have been directed to abstain from voting on each resolution have been verified by the scrutineer.

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

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4. QUESTIONS FROM SHAREHOLDERS

The meeting is held pursuant to the COVID regulations by electronic means where shareholders can participate to watch and listen to the proceedings, but cannot speak. However, shareholders can ask questions by submitting them by the deadline of 14 April 2022 at 10 am as set out in the Notice of AGM. The Chairman informed the meeting that the Company did not receive any questions from shareholders before the submission deadline, 14 April 2022 at 10 a.m.

5. NOTICE

The Notice of AGM dated 7 April 2022 convening this meeting which had been issued and published on SGXNet and 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 2021.

The Chairman proposed the resolution:

"That the Audited Financial Statements for the financial year ended 31 December 2021 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
281,370,500	100	0	0

The Chairman declared the resolution carried.

7. DIRECTORS' FEE (ORDINARY RESOLUTION 2)

The Chairman proposed the resolution:

"That Directors' Fee of S\$200,000 for the financial year ending 31 December 2022 to be paid on a quarterly basis in arrears be and is hereby approved".

The result of the poll was as follows:

For	% of total votes	Against	% of total votes
281,370,500	100	0	0

The Chairman declared the resolution carried.

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8. RE-ELECTION OF DIRECTOR – MR CHAN SIEW WEI (ORDINARY RESOLUTION 3)

Mr Chan Siew Wei 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.

Mr Chan Siew Wei will, upon being re-elected as a Director of the Company remain as a member of the Audit Committee and Chairman of the Remuneration Committee. 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 resolution:

“That Mr Chan Siew Wei 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
281,370,500	100	0	0

The Chairman declared the resolution carried.

9. RETIREMENT OF MR GUO YINGHUI AND MR NING JINCHENG AND NOTE OF APPRECIATION

Mr Guo Yinghui and Mr Ning Jincheng who are retiring as Directors pursuant to Article 86 of the Company’s Constitution have given notice to the Company that they are not seeking re-election. Therefore, upon the conclusion of the meeting, Mr Guo Yinghui and Mr Ning Jincheng will retire as Directors of the Company.

The Board of Directors would like to thank Mr Guo Yinghui and Mr Ning Jincheng for their invaluable contributions to the Company for the past years.

10. APPOINTMENT OF MR GUO WENJUN AS A DIRECTOR (RESOLUTION 4)

The appointment of Mr Guo Wenjun as a Director pursuant to Article 87 of the Company’s Constitution. Mr Guo Wenjun will upon being re-elected as a Director of the Company be appointed by the Board as Deputy Chairman and Executive Director of the Company.

The Chairman proposes the resolution:

“That Mr Guo Wenjun be and is hereby appointed as a Director of the Company.”

The result of the poll was as follows:

For	% of total votes	Against	% of total votes
281,370,500	100	0	0

The Chairman declared the resolution carried.

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11. RE-APPOINTMENT OF AUDITORS (ORDINARY RESOLUTION 5)

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 resolution:

“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
281,370,500	100	0	0

The Chairman declared the resolution carried.

12. AUTHORITY TO ISSUE SHARES (ORDINARY RESOLUTION 6)

The Chairman informed the meeting that Resolution 6 is to authorise the Directors to allot and issue shares and convertible securities pursuant to Rule 806 of the Listing Manual of the SGX-ST, in aggregate not exceeding 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) of which up to 20% may be issued other than on a pro-rata basis to existing shareholders.

The Chairman proposes the resolution set out in the Notice of the AGM:

The result of the poll was as follows:

For	% of total votes	Against	% of total votes
281,370,500	100	0	0

The Chairman declared the resolution carried.

13. RENEWAL OF THE SHARE BUYBACK MANDATE (ORDINARY RESOLUTION 7)

The last item on the agenda is to approve the renewal of the Share Buyback Mandate authorising the Directors to purchase up to 10% of the Company’s shares.

The Chairman informed the meeting that Mr Guo Yinghui, Mdm Feng Li and China Focus International Limited and persons acting in concert with them will abstain from voting on this proposed resolution.

The Chairman proposes the resolution set out in the Notice of the AGM:

The result of the poll was as follows:

For	% of total votes	Against	% of total votes
69,145,500	100	0	0

The Chairman declared the resolution carried.

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12. ANY OTHER BUSINESS

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

13. CONCLUSION OF MEETING

The Chairman concluded the business for the AGM and declared the meeting closed at 10:15 A.M..

CONFIRMED BY

ZHAI KEBIN
CHAIRMAN OF THE MEETING