



**CHINA MINING INTERNATIONAL LIMITED**

中矿国际有限公司

Registered in Cayman Islands

Company Registration No. CT-140095

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**MINUTES OF THE ANNUAL GENERAL MEETING OF  
THE COMPANY HELD BY ELECTRONIC MEANS  
ON TUESDAY, 23 MAY 2023 AT 10 A.M.**

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

**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 Wenjun, Ms Dong Lingling, 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 of Crowe Horwath First Trust LLP, Mr Chin Han Liang, Associate Director of Crowe Horwath First Trust LLP, Ms Jingyi Kwok, Manager of In.Corp Business Advisory Pte. Ltd. also joined the meeting through the webcast. Mr Lim Han Boon, Independent Director, Nomination Committee 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 8 May 2023. All resolutions would be put to vote by way of poll.

The Chairman informed the meeting that the Company had appointed Complete Corporate Services Pte Ltd as polling agent and Moore Stephens LLP as the scrutineer. The Company had received proxy forms from shareholders appointing the Chairman of the meeting to vote on their behalf. The Chairman shall be voting or abstaining from voting according to their specific instructions on each resolution.

The proxy forms submitted by the submission deadline of 10 a.m. on 21 May 2023 and the number of proxy votes had been checked and verified by the scrutineer. The Chairman informed the shareholders and proxies attending the AGM that they could submit questions and cast their votes in real time and the scrutineer would verify the votes cast by them.

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**4. VOTING PROCEDURES**

A video clip of the electronic polling instructions and submission of questions was screened by the polling agent, Complete Corporate Services Pte Ltd.

The Chairman informed the meeting that he would introduce and propose all the resolutions for approval at this AGM, followed by questions and answers.

The Chairman further informed the meeting that the voting was open and shareholders could cast their votes during the course of the meeting. Voting would end 2 minutes after the last questions had been addressed.

**5. QUESTIONS FROM SHAREHOLDERS AND RESPONSE TO QUESTIONS FROM SECURITIES INVESTORS ASSOCIATION (SINGAPORE) (“SIAS”)**

The Chairman informed the meeting that the Company did not receive any questions from shareholders in advance of the AGM. The Company only received questions from SIAS prior to the AGM. Besides addressing the questions from SIAS during the AGM, the Company would also post the questions and answers on the SGXNet on 23 May 2023.

**6. NOTICE**

The Notice of AGM dated 8 May 2023 convening this meeting which had been issued and published on SGXNet and the Company’s website, was taken as read.

**7. 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 2022.

The Chairman proposed the resolution:

“That the Audited Financial Statements for the financial year ended 31 December 2022 together with the Directors’ Statement and Auditors’ Report thereon be and are hereby received and adopted.”

**8. DIRECTORS’ FEE (ORDINARY RESOLUTION 2)**

The Chairman proposed the resolution:

“That Directors’ Fee of S\$200,000 for the financial year ending 31 December 2023 to be paid on a quarterly basis in arrears be and is hereby approved”.

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**9. RE-APPOINTMENT OF AUDITORS (ORDINARY RESOLUTION 3)**

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.”

**10. AUTHORITY TO ISSUE SHARES (ORDINARY RESOLUTION 4)**

The Chairman informed the meeting that Resolution 4 was 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 proposed the resolution set out in the Notice of the AGM.

**11. RENEWAL OF THE SHARE BUYBACK MANDATE (ORDINARY RESOLUTION 5)**

The last item on the agenda was 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 would abstain from voting on this proposed resolution.

The Chairman proposed the resolution set out in the Notice of the AGM.

**12. QUESTIONS AND POLL RESULTS**

The Chairman invited questions and reminded shareholders to submit questions via the Q&A function of the webcast platform. The Chairman informed the meeting that it would take about 2 minutes to collate all the questions to be addressed by the Board.

While waiting for the questions from shareholders, the Company addressed the questions raised by SIAS.

As there were no questions, the Chairman reminded the shareholders to cast their votes and the voting would be closed in 2 minutes.

The results of the poll for all the resolutions were as follows:

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Ordinary Resolution	Total number of shares represented by votes for and against the relevant resolution	For		Against	
		Number of Shares	As a percentage of total number of votes for and against the resolution (%)	Number of Shares	As a percentage of total number of votes for and against the resolution (%)
<b>Ordinary Resolution 1</b> Adoption of Audited Financial Statements of the Company for the financial year ended 31 December 2022 together with the Directors' Statement and Auditor's Report	290,120,500	290,120,500	100%	-	-
<b>Ordinary Resolution 2</b> Approval of Directors' Fee of S\$200,000 for the year ending 31 December 2023 and payment thereof on a quarterly basis in arrears	290,120,500	290,120,500	100%	-	-
<b>Ordinary Resolution 3</b> Re-appointment of Crowe Horwath First Trust LLP as Auditors of the Company	290,120,500	290,120,500	100%	-	-
<b>Ordinary Resolution 4</b> Authority to allot and issue shares	290,120,500	290,120,500	100%	-	-
<b>Ordinary Resolution 5</b> Renewal of the Share Buyback Mandate	69,145,500	69,145,500	100%	-	-

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**13. ANY OTHER BUSINESS**

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

**14. 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**