



CHINA MINING INTERNATIONAL LIMITED

中矿国际有限公司

(Incorporated in the Cayman Islands)
(Company Registration No. CT-140095)

MINUTES OF ANNUAL GENERAL MEETING

The Annual General Meeting of China Mining International Limited (the “**Company**”) was held at:

- PLACE** : SAFRA Choa Chu Kang, Orchid Room,
28 Choa Chu Kang Drive, Singapore 689964
- DATE** : Friday, 28 June 2024
- TIME** : 3.00 p.m.
- PRESENT** : As set out in the attendance records maintained by the Company.
- IN ATTENDANCE** : As set out in the attendance records maintained by the Company.
- CHAIRMAN OF THE MEETING** : Mr. Guo Wenjun

QUORUM

The Chairman of the Annual General Meeting (the “**AGM**” or “**Meeting**”) sought the confirmation of the Company Secretary that a quorum was present and the Company Secretary confirmed that the quorum necessary for the AGM was present. Therefore, the Chairman declared the AGM open at 3.00 p.m..

INTRODUCTION

The Chairman introduced the Directors, Chief Financial Officer and Company Secretary of the Company present at the AGM.

Mr. Guo Wenjun (Executive Chairman and Chief Executive Officer)

Mr. Chan Siew Wei (Independent Director)

Mr. Dong Xincheng (Independent Director)

Ms. Li Shi (Non-Independent and Non-Executive Director)

Mr. Ho Kok Weng (Chief Financial Officer)

Ms. Shirley Tan Sey Liy (Company Secretary)

The Chairman also informed the Meeting that Mr. Zhai Kebin has extended his apology for not being to attend today’s AGM due to prior work commitment.

NOTICE OF AGM

With the consent of the shareholders of the Company (the “**Shareholders**”) present, the notice of the AGM dated 13 June 2024 (the “**Notice**”) convening the meeting was taken as read.

VOTING BY POLL

The Chairman informed the Shareholders that all resolutions tabled at the AGM shall be voted by poll as required under the Listing Manual of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) (the “**Listing Rules**”).

The Chairman further informed the Shareholders that based on the information provided in the Notice, the Shareholders who wish to exercise their voting rights at the AGM may through submission of the instrument of appointing a proxy(ies) to vote, or vote in person at the AGM. Proxy forms lodged have been checked and found to be in order.

The Chairman informed the Shareholders that B.A.C.S Private Limited was appointed as the polling agent and Gong Corporate Services Pte. Ltd. was appointed as the scrutineer for the poll of the AGM.

SUBMISSION OF QUESTIONS FOR THE AGM

The Chairman informed that based on the information provided in the Notice, the Shareholders and investors may submit substantial and relevant textual questions related to the resolutions to be tabled for approval for the AGM in advance of, or in person at the AGM. As at the cut-off date for submission of questions, i.e. 20 June 2024 at 3.00 p.m., the Company did not receive any questions relating to the resolutions to be tabled for approval at the AGM.

The Chairman then proceeded with the business of the Meeting.

ORDINARY BUSINESSES:

1. RESOLUTION 1: AUDITED FINANCIAL STATEMENTS AND DIRECTORS’ STATEMENT FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

The Meeting proceeded 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.

The Chairman invited Shareholders to raise any questions in relation to the resolution.

There being no questions from the Shareholders, the Chairman proposed the following motion to be put to vote.

“That the Audited Financial Statements of the Company for the financial year ended 31 December 2023 together with Directors’ Statement and Report of the Auditors be and are hereby received and adopted.”

2. RESOLUTION 2: DIRECTORS’ FEES FOR FINANCIAL YEAR ENDING 31 DECEMBER 2024

The Board had recommended the payment of Directors’ fees of S\$200,000 (2023: S\$200,000) for the financial year ending 31 December 2024 and payment thereof on a quarterly basis in arrears.

The Chairman invited Shareholders to raise any questions in relation to the resolution.

There being no questions from the Shareholders, the Chairman proposed the following motion to be put to vote.

“That the payment of the Directors’ fees of S\$200,000 (2023: S\$200,000) for the financial year ending 31 December 2024 and payment thereof on a quarterly basis in arrears be and is hereby approved.”

3. RESOLUTION 3: RE-ELECTION OF MR. DONG XINCHENG AS A DIRECTOR

Mr. Dong Xincheng (“**Mr. Dong**”), who was retiring as a Director of the Company pursuant to Article 85(6) of the Company’s Constitution, had signified his consent to continue in office.

The Chairman invited Shareholders to raise any questions in relation to the resolution.

There being no questions from the Shareholders, the Chairman proposed the following motion to be put to vote.

“That Mr. Dong, who retired from office in accordance with Article 85(6) of the Constitution of the Company and being eligible, offered himself for re-election, be and is hereby re-elected as a Director of the Company.”

Mr. Dong will, upon re-election as a Director of the Company, remain as the Independent Director of the Company, Chairman of Nominating Committee, a member of the Audit Committee and Remuneration Committee. He is considered independent for the purpose of Rule 704(8) of the Listing Rules.

4. RESOLUTION 4: RE-ELECTION OF MS. LI SHI AS A DIRECTOR

Ms. Li Shi (“**Ms. Li**”) who was retiring as a Director of the Company pursuant to Article 85(6) of the Company’s Constitution, had signified her consent to continue in office.

The Chairman invited Shareholders to raise any questions in relation to the resolution.

There being no questions from the Shareholders, the Chairman proposed the following motion to be put to vote.

“That Ms. Li, who retired from office in accordance with Article 85(6) of the Constitution of the Company and being eligible, offered herself for re-election, be and is hereby re-elected as a Director of the Company.”

Ms. Li will, upon re-election as a Director of the Company, remain as the Non-Executive and Non-Independent Director of the Company, a member of the Audit Committee and Remuneration Committee. She is considered not independent for the purpose of Rule 704(8) of the Listing Rules.

5. RETIREMENT OF MR. ZHAI KEBIN AS A DIRECTOR

The Chairman informed the Shareholders that the next item on the agenda is to note the retirement of Mr. Zhai Kebin (“**Mr. Zhai**”), a Director who is retiring pursuant to Article 86(1) of the Company’s Constitution and he would not be seeking for re-election at the AGM.

Upon Mr. Zhai's retirement, he will cease to be the Chief Executive Officer and Executive Chairman of the Company.

The Board has extended its appreciation to Mr. Zhai for his valuable contributions to the Board and Company.

6. RESOLUTION 5: RE-APPOINTMENT OF CROWE HORWATH FIRST TRUST AS AUDITORS OF THE COMPANY AND TO AUTHORISE THE DIRECTORS OF THE COMPANY TO FIX THEIR REMUNERATION

The Board has recommended 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.

Crowe Horwath First Trust LLP have expressed their willingness to continue in office.

The Chairman invited Shareholders to raise any questions in relation to the resolution.

There being no questions from the Shareholders, the Chairman proposed the following motion to be put to vote.

"That Crowe Horwath First Trust LLP, who have expressed their willingness to continue in office, be and are hereby re-appointed as auditors of the Company until the conclusion of the next AGM at a fee to be agreed between the Directors and Crowe Horwath First Trust LLP."

ANY OTHER BUSINESS

As no notice of any other ordinary business to be transacted at the meeting had been received by the Company Secretary, the Meeting proceeded to deal with the special business outlined in the Notice convening the Meeting.

SPECIAL BUSINESSES:

7. RESOLUTION 6: AUTHORITY TO ALLOT AND ISSUE SHARES

The Shareholders were informed that resolution 6 on the agenda is to authorise the Directors to issue shares of the Company (the "**Shares**") Rule 806 of the Listing Rules.

The Chairman invited Shareholders to raise any questions in relation to the resolution.

There being no questions from the Shareholders, the Chairman proposed the following motion to be put to vote.

"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,
 - (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.

QUESTIONS AND ANSWERS

During the course of the AGM, a shareholder raised his question at the meeting. The following summarised the dialogue between the shareholder and the Board including the question by the shareholder and answers by the Directors and Chief Financial Officer (“**CFO**”):

Question:

Why is the Company’s name China Mining International Limited when there is no mining business?

Answer:

The question is answered by Mr. Ho Kok Weng (CFO) and Mr. Chan Siew Wei (Independent Director).

The Company had a mining investment as at the financial year ended 31 December 2023, hence, the name of the Company is still appropriate. The Board will consider changing the Company’s name, when appropriate, after the disposal of the mining investment.

ADJOURNMENT OF AGM

The Chairman informed the Shareholders that all the motions for the AGM have been put forth for voting and declared the AGM adjourned pending the conduct of the poll and the results of the votes cast on the resolutions.

CONDUCT OF POLL

The Chairman briefed the Shareholders on the formalities of conducting the poll. Thereafter, the Chairman invited Shareholders to cast their votes. He then informed the Shareholders that the polling agent and scrutineer would proceed to count and verify the votes cast on the resolutions. As such, the AGM was adjourned at 3.13 p.m. for the vote counting and verification.

RESULTS OF ANNUAL GENERAL MEETING

The Chairman resumed the AGM at 3.19 p.m. and announced the results of the poll as follows:

Resolution number and details	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 (%)
As Ordinary Business					
<u>Resolution 1</u>					
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.	51,321,012	51,321,012	100.00	0	0.00
<u>Resolution 2</u>					
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.	51,321,012	51,321,012	100.00	0	0.00
<u>Resolution 3</u>					
To re-elect Mr. Dong Xincheng, a Director retiring pursuant to Article 85(6) of the Company's Constitution.	51,321,012	51,321,012	100.00	0	0.00
<u>Resolution 4</u>					
To re-elect Ms. Li Shi, a Director retiring pursuant to Article 85(6) of the Company's Constitution.	51,321,012	51,321,012	100.00	0	0.00
<u>Resolution 5</u>					
To re-appoint Crowe Horwath First Trust LLP as Auditors of the Company and to authorise the Directors to fix their remuneration.	51,321,012	51,321,012	100.00	0	0.00

Resolution number and details	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 (%)
As Special Business					
Resolution 6					
Authority to allot and issue shares.	51,321,012	51,321,012	100.00	0	0.00

Based on the voting results tabulated and verified by the scrutineer, Gong Corporate Services Pte. Ltd., the Chairman declared Resolutions 1 to 6 tabled at the AGM carried.

CONCLUSION

There being no other business to transact, the Chairman declared the AGM of the Company closed at 3.20 p.m. and thanked everyone for their attendance.

CONFIRMED AS A TRUE RECORD OF PROCEEDINGS HELD

GUO WENJUN
CHAIRMAN OF THE MEETING