

# CHINA MINING INTERNATIONAL LIMITED

(F.K.A. SUNSHINE HOLDINGS LIMITED)  
(INCORPORATED IN CAYMAN ISLANDS)  
(COMPANY REGISTRATION NO. CT-140095)

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Seventh Annual General Meeting of China Mining International Limited will be held at Furama RiverFront Singapore Hotel, Mercury III, Level 5, 405 Havelock Road, Singapore 169633 on Friday, April 27, 2012 at 10:00 a.m., to transact the following business:

### Ordinary Business

- To receive and adopt the Audited Financial Statements for the financial year ended December 31, 2011 together with the Directors' Report and the Auditors' Report thereon. **(Resolution 1)**
- To re-elect Mr Lim Han Boon, an Independent and Non-Executive Director retiring under Articles 86 (1) and (2) of the Articles of Association of the Company. **(Resolution 2)**  
*Mr Lim Han Boon will, upon re-election as Independent and Non-Executive Director of the Company, remain as the Chairman of the Audit Committee and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"). He will continue as a member of the Remuneration Committee and a member of the Nominating Committee.*
- To re-elect Ms Dong Lingling, an Executive Director retiring under Articles 85(6) of the Articles of Association of the Company. **(Resolution 3)**
- To re-elect Ms Zhang Xiaoying, an Executive Director retiring under Articles 85(6) of the Articles of Association of the Company. **(Resolution 4)**
- To approve payment of Directors' Fee of S\$200,000 (2011: S\$200,000) for the year ending December 31, 2012. **(Resolution 5)**
- To approve an ex-gratia payment totalling RMB2,800,000 (approximately S\$560,000) to the ex-director and former Deputy Executive Chairman, Ms. Zhao Zhanmei, for her past services and contributions to the Group. **(See Explanatory Note 1)** **(Resolution 6)**
- To re-appoint Crowe Horwath First Trust LLP as Auditors of the Company and to authorize the Directors to re-negotiate and agree on their remuneration. **(Resolution 7)**

### As Special Business

To consider, and if thought fit, to pass the following Ordinary Resolutions (with or without amendments): -

#### 8. Authority to allot and issue shares

"That pursuant to the listing rules of the Singapore Exchange Securities Trading Limited ("SGX-ST"), approval be and is hereby given to the Directors of the Company at any time to such persons and upon such terms and for such purposes as the Directors may in their absolute discretion deem fit, to:

- issue shares in the capital of the Company whether by way of rights, bonus or otherwise;
  - make or grant offers, agreements or options that might or would require shares to be issued or other transferable rights to subscribe for or purchase shares (collectively, "Instruments") including but not limited to the creation and issue of warrants, debentures or other instruments convertible into shares;
  - issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalisation issues; and
- (b) (notwithstanding the authority conferred by the shareholders may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while the authority was in force, provided always that:
- 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 per cent (50%) of the total number of issued shares excluding treasury shares, 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 for the purpose of this resolution, the total number of issued shares excluding treasury shares shall be the Company's total number of issued shares excluding treasury shares at the time this resolution is passed, after adjusting for:
    - new shares arising from the conversion or exercise of convertible securities, or
    - new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time this resolution is passed provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST, and
    - any subsequent bonus issue, consolidation or subdivision of the Company's shares, and
  - 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." **(See Explanatory Note 2)** **(Resolution 8)**

#### 9. Authority to offer and grant options and issue shares pursuant to the Sunshine Employee Share Option Scheme

"That authority be and is hereby given to the Directors of the Company to offer and grant options from time to time in accordance with the provisions of the Sunshine Employee Share Option Scheme (the "Scheme") to allot and issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the exercise of options granted under the Scheme, provided that the aggregate number of shares to be issued pursuant to the Scheme shall not exceed fifteen per cent (15%) of the total number of issued share capital of the Company from time to time, as determined in accordance with the provisions of the Scheme." **(See Explanatory Note 3)** **(Resolution 9)**

#### 10. Renewal of the Share Buyback Mandate

- "That:
- for the purposes of the Listing Manual of the SGX-ST, the Directors of the Company be and are hereby authorised to exercise all the powers of the Company to purchase or otherwise acquire the issued ordinary shares fully paid in the capital of the Company (the "Shares") not exceeding in aggregate the Prescribed Limit (as hereafter defined), during the Relevant Period or within any one financial year of the Company, whichever is the earlier, at such price(s) as may be determined by the Directors of the Company from time to time up to the Maximum Price (as hereafter defined), whether by way of:
    - on-market purchase(s) ("Market Purchase"), transacted on the SGX-ST through Quest-ST or, as the case may be, any other stock exchange on which the Shares may for the time being listed and quoted, through one or more duly licensed stockbrokers appointed by the Company for the purpose; and/or
    - off-market purchase(s) ("Off-Market Purchase") (if effected otherwise than on the SGX-ST) in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they may consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Cayman Companies Law and the Listing Rules;

(the "Share Buyback Mandate")

- unless varied or revoked by the Company in general meeting, the authority conferred on the Directors of the Company pursuant to the Share Buyback Mandate may be exercised by the Directors at any time and from time to time during the period commencing from passing of this Resolution and expiring on the earlier of:
  - the conclusion of the next Annual General Meeting of the Company ("AGM") or the date by which such AGM is required by law to be held;
  - the date on which the purchases or acquisitions of Shares by the Company pursuant to the Share Buyback Mandate are carried out to the full extent mandated; or
  - the date on which the authority contained in the Share Buyback Mandate is varied or revoked by ordinary resolution of the Company in general meeting;
- in this Resolution:

"Maximum Price" in relation to a Share to be purchased, means an amount (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) not exceeding:

- in the case of a Market Purchase, 105% of the Average Closing Price;
- in the case of an Off-Market Purchase, 120% of the Highest Last Deal Price, where:

"Average Closing Price" means the average of the closing market prices of a Share over the last five market days, on which transactions in the Shares were recorded, preceding the day of the Market Purchase, and deemed to be adjusted for any corporate action that occurs after such five-Market Day period;

"Highest Last Deal Price" means the highest price transacted for a Share as recorded on the market day on which there were trades in the Shares immediately preceding the day of the making of the offer pursuant to the Off-Market Purchase; and

"day of the making of the offer" means the day on which the Company announces its intention to make an offer for the purchase of Shares from shareholders of the Company stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase;

"Prescribed Limit" means the number of issued Shares representing ten per cent (10%) of the issued ordinary share capital of the Company as at the date of passing of this Resolution unless the Company has effected a reduction of its share capital of the Company in accordance with the applicable provisions of the Cayman Companies Law, at any time during the Relevant Period, in which event the issued ordinary share capital of the Company shall be taken to be the amount of the issued ordinary share capital of the Company shall be taken to be amount of the issued ordinary share capital of the Company as altered; and

"Relevant Period" means the period commencing from the date on which the last EGM is held and expiring on the date the next AGM is held or is required by law to be held, whichever is the earlier, after the date of this Resolution; and

- the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the transaction contemplated by this Resolution. **(See Explanatory Note 4)** **(Resolution 10)**

### Any Other Business

- To transact any other business which may be properly transacted at an Annual General Meeting.

By Order of the Board

Foo Soon Soo  
Yeo Tze Khern  
Joint Company Secretaries

April 12, 2012

### Explanatory Notes: -

- Resolution 6 is in respect of a proposed ex-gratia payment to Ms Zhao Zhanmei, the previous Deputy Executive Chairman/Executive Director of the Company who had retired at the conclusion of the Annual General Meeting held on April 28, 2011. The proposed payment is in recognition of her long tenure of service with the Company and her contributions to the Group from March 2003 up to her retirement on April 28, 2011, including but not limited to, her pivotal role in helping the Company to attain a listing on the Singapore Stock Exchange, assisting with fund-raising exercises and also playing an instrumental role in the successful negotiation of the restructuring of the offshore debts of the Company and its subsidiaries (the "Group") as announced on September 23, 2009.

The ex-gratia payment to Ms Zhao amounts to RMB2.8 million. The Board of Directors of the Company, in concurrence with the opinion of the Audit Committee and Remuneration Committee, is of the view that the amount is reasonable and justified as it is commensurate with her overall contribution to the Group during her tenure as a director and her contribution to the successful restructuring of the Group's debts.

Based on the latest announced consolidated accounts of the Company for the financial year ended December 31, 2011, had the ex-gratia payment been made to Ms Zhao Zhanmei in the financial year ended December 31, 2011, the loss per share of the Company will increase from 4.04 Singapore cents to 4.09 Singapore cents and the net asset value per ordinary share of the Company will decrease from 12.37 Singapore cents to 12.32 Singapore cents.

- Resolution 8, if passed, will empower the Directors of the Company from the date of the above Meeting until the next Annual General Meeting to issue shares and convertible securities in the Company up to an amount not exceeding in aggregate fifty per cent (50%) of the total number of issued shares excluding treasury shares of the Company of which the total number of shares and convertible securities issued other than on a pro rata basis to existing shareholders shall not exceed twenty per cent (20%) of the total number of issued shares excluding treasury shares of the Company at the time the resolution is passed, for such purposes as they consider would be in the interests of the Company. The total number of issued shares excluding treasury shares of the Company for this purpose shall be the total number of issued shares excluding treasury shares at the time this resolution is passed (after adjusting for new shares arising from the conversion of convertible securities or share options on issue at the time this resolution is passed and any subsequent bonus issue, consolidation or subdivision of the Company's shares). This authority will, unless revoked or varied by the Company at a general meeting, expire at the next Annual General Meeting of the Company.
- Resolution 9, if passed, will empower the Directors to offer and grant options under the Scheme and to issue from time to time such number of shares in the capital of the Company pursuant to the exercise of such options under the Scheme subject to such limits or sub-limits as prescribed in the Scheme.
- Resolution 10 relates to the renewal of the share buyback mandate approved by Shareholders on 28 April 2011 authorising the Company to purchase its own shares by way of market purchases and/or off-market purchases, subject to and in accordance with the Cayman Companies Law and the listing rules of the SGX-ST. The details are set out in the Appendix to shareholders dated April 12, 2012 on the Renewal of the Share Buyback Mandate.

Note:-

- A Member of the Company (other than the Central Depository (Pte) Limited ("CDP")) entitled to attend and vote at the above meeting and who is holder of two or more shares shall be entitled to appoint not more than two proxies to attend and vote in his stead by completing and signing the Member Proxy Form. A proxy need not be a member of the Company.
- The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing; or if such appointer is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorised in the behalf.
- An individual Depositor whose name is shown in the records of the CDP as at a time not earlier than forty-eight (48) hours, may attend as a CDP's proxy and shall not be required to lodge any proxy form. A Depositor may appoint a nominee(s) to attend and vote in his stead by completing and signing the Depositor Proxy Form. Where a Depositor(s) is a corporation and wishes to be represented at the Meeting, it must nominate an appointee(s) to attend and vote as a proxy for CDP at the Meeting in respect of the number of the Depositor(s) Shares.
- In the case where an instrument of proxy appoints more than one proxy (including the case when a Depositor Proxy Form is used), the proportion of the shareholding concerned (expressed of as a percentage of the whole) to be represented by each proxy shall be specified in the Instrument of proxy and if no percentage is specified, the first named proxy shall be treated as representing 100 per cent of the shareholding and the second named proxy shall be deemed to be an alternate to the first named.
- The Member Proxy Form and Depositor Proxy Form must be lodged at the office of the Company's Singapore Share Transfer Agent, KCK CorpServe Pte. Ltd. at 333 North Bridge Road, #08-00 KH KEA Building, Singapore 188721, not less than forty-eight (48) hours before the Meeting.