

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.



CHINA KINGSTONE MINING HOLDINGS LIMITED

中國金石礦業控股有限公司

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 1380)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the special general meeting of China Kingstone Mining Holdings Limited (the “**Company**”) will be held at Portion 2, 12/F, The Center, 99 Queen’s Road Central, Hong Kong at 3:00 p.m. on Tuesday, 12 December 2023 for the following purpose of considering and, it thought fit, passing the following resolution with or without amendments as an ordinary resolution of the Company:

ORDINARY RESOLUTION

1. “**THAT:**

- (a) the amended and restated subscription agreement dated 8 November 2023 (the “**Amended and Restated Subscription Agreement**”) entered into between the Company as the issuer, and Advance Opportunities Fund VCC and Advance Opportunities Fund I as the subscribers (the “**Subscribers**”) (a copy of which has been tabled at the Meeting and marked “A” and signed by the chairman of the Meeting for identification purpose), in relation to the subscription by the Subscribers of the 2.0% redeemable convertible notes convertible into the shares of the Company (the “**Shares**”) with an aggregate nominal value of up to HK\$200,000,000 comprising two equal tranches of a nominal value of HK\$100,000,000 each (the “**Convertible Notes**”, individually, the two tranches of the Convertible Notes shall be referred to as “**Tranche 1 Notes**” and “**Tranche 2 Notes**” respectively) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the creation and issue by the Company of Tranche 1 Notes in accordance with the terms and conditions of the Amended and Restated Subscription Agreement be and are hereby approved;

- (c) subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) having granted approval for the listing of, and permission to deal in, the Shares to be allotted and issued by the Company to the Subscribers upon the conversion of the Tranche 1 Notes, the directors of the Company (the “**Directors**”) be and are hereby granted a specific mandate which shall entitle the Directors to exercise all the powers of the Company to allot and issue new Shares, to be credited as fully paid, upon exercise of the conversion rights attaching to the Tranche 1 Notes on and subject to the terms and conditions of the Convertible Notes, provided that the specific mandate shall be in addition to, and shall not prejudice nor revoke any general or specific mandates(s) which may have been granted to the Directors prior to the passing of this resolution; and
- (d) the Directors be and are hereby authorised to, on behalf of the Company, do all such acts and things, sign and execute (whether under common seal of the Company or otherwise) such documents or agreements or deeds and take all such steps and actions as they may in their absolute discretion consider necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the Amended and Restated Subscription Agreement and the transactions contemplated thereunder and agree to such variation, amendment or waiver as are, in the opinion of the Directors, in the interest of the Company and its shareholders as a whole.”

By order of the Board
China Kingstone Mining Holdings Limited
中國金石礦業控股有限公司
Zhang Cuiwei
Executive Director

Hong Kong, 27 November 2023

Notes:

1. A member entitled to attend and vote at the above meeting may appoint one or, if he holds two or more shares, more proxies to attend and vote instead of him. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.
2. Where there are joint holders of any Share, any one of such joint holder may vote, either in person or by proxy, in respect of such Share as if he were solely entitled thereto, but if more than one of such joint holders be present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding, the first named being the senior.
3. For determining the entitlement to attend and vote at the SGM, the register of members of the Company will be closed from Thursday, 7 December 2023 to Tuesday, 12 December 2023 (both days inclusive), during which period no transfer of shares in the Company will be registered. In order to qualify for the entitlement to attend and vote at the SGM, all transfers, accompanied by the relevant share certificates, have to be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, not later than 4:30 p.m. on Wednesday, 6 December 2023. Shareholders of the Company whose names appear on the Register of Members on 12 December 2023 are entitled to attend and vote at the SGM or any adjourned meetings.

4. In order to be valid, a form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed or a certified copy thereof shall be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the SGM (i.e. not later than 3:00 p.m. on 10 December 2023) or any adjournment thereof. The proxy form will be published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.kingstonemining.com).
5. The completion of a form of proxy will not preclude you from attending and voting at the SGM in person should you so wish. If you attend and vote at the SGM, the authority of your proxy will be revoked.
6. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
7. Pursuant to Rule 13.39(4) of the Listing Rules, voting for the resolution set out in this notice will be taken by poll at the above meeting.
8. If typhoon signal No. 8 or above, or a "black" rainstorm warning, is in effect any time after 7:00 a.m. on the date of the SGM, the SGM will be postponed. The Company will publish an announcement on the website of the Company at www.kingstonemining.com and on the "Latest Company Announcements" page of the Stock Exchange's website at www.hkexnews.hk to notify shareholders of the Company of the date, time and place of the rescheduled meeting.

As at the date of this notice, the Board comprises four executive Directors, namely, Mr. Zheng Yonghui, Ms. Zhang Cuiwei, Mr. Zhang Weijun and Mr. Zhang Mian; and three independent non-executive Directors, namely, Mr. Andreas Varianos, Mr. Yang Ruimin and Ms. Zu Rui.