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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)

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR; NON-COMPLIANCE WITH RULES 3.10(1), 3.10A, 3.21, 3.25 AND 3.27A OF THE LISTING RULES; AND WITHDRAWAL OF ORDINARY RESOLUTION NUMBERED 5 AT THE SGM

The board (the “**Board**”) of directors (the “**Directors**”, each a “**Director**”) of China Kingstone Mining Holdings Limited (the “**Company**”) hereby announces that Mr. Yang Ruimin (“**Mr. Yang**”) has resigned as an independent non-executive Director of the Company with effect from 5 March 2025 due to his other personal work commitments.

Mr. Yang has confirmed that he has no disagreement with the Board and there are no matters relating to his resignation that need to be brought to the attention to the shareholders of the Company and the Stock Exchange of Hong Kong Limited.

The Board would like to express its sincere gratitude to Mr. Yang for his contribution to the Company during his tenure of service in the Company.

NON-COMPLIANCE WITH RULES 3.10(1), 3.10A, 3.21, 3.25 AND 3.27A OF THE LISTING RULES

The Board noted that, following the above resignation, the composition of the Board comprises three executive Directors and two independent non-executive Directors. Hence, the number of the independent non-executive Directors and the members of each of the audit committee, the remuneration committee and the nomination committee of the Board has fallen below the minimum number required under Rules 3.10(1), 3.10A, 3.21, 3.25 and 3.27A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The Board is in the process of identifying a suitable candidate to fill the vacancies of the independent non-executive Director and of the member of each of the Audit Committee, Remuneration Committee and Nomination Committee and will use its best endeavours to ensure that a suitable candidate is appointed as soon as practicable and, in any event, within three-months pursuant to Rules 3.11, 3.23 and 3.27 of the Listing Rules. The Company will make further announcement(s) as and when appropriate.

WITHDRAWAL OF ORDINARY RESOLUTION NUMBERED 5 AT THE SGM

Reference is made to the notice of special general meeting dated 23 January 2025 (the “**SGM Notice**”) and form of proxy (the “**Proxy Form**”) issued by the Company in relation to the special general meeting of the Company to be held at Portion 2, 12/F., The Center, 99 Queen’s Road Central, Hong Kong on Thursday, 3 April 2025 at 3:00 p.m. (the “**SGM**”).

Due to the resignation of Mr. Yang, the ordinary resolution numbered 5 in respect of the removal of Mr. Yang as an independent non-executive Director as set out in the SGM Notice and the Proxy Form is no longer applicable and will not be put forward for consideration and approval by the shareholders of the Company at the SGM.

Those forms of proxy already lodged by shareholders of the Company remain valid except that no poll will be conducted or counted for the ordinary resolution numbered 5.

Shareholders of the Company are reminded to read the SGM Notice, including its notes, for details in respect of other resolutions which will remain scheduled for consideration and approval at the SGM, eligibility for attending the SGM, proxy and other relevant matters.

By Order of the Board
China Kingstone Mining Holdings Limited
Cheung Wai Kee
Company Secretary

Hong Kong, 5 March 2025

As at the date of this announcement, the Board comprises Ms. Zhang Cuiwei, Mr. Zhang Weijun and Mr. Zhang Mian as executive Directors, and Mr. Andreas Varianos and Ms. Zu Rui as independent non-executive Directors.