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CHINA KINGSTONE
中國金石

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 AND NON-COMPLIANCE WITH THE LISTING RULES

The board (the “**Board**”) of directors (the “**Directors**”, each a “**Director**”) of China Kingstone Mining Holdings Limited (the “**Company**”) hereby announces that Ms. Gu, Yiran (“**Ms. Gu**”) has tendered her resignation as an independent non-executive Director, and will cease to act as the chairlady of the nomination committee (the “**Nomination Committee**”) and a member of each of the audit committee (the “**Audit Committee**”) and remuneration committee (the “**Remuneration Committee**”) of the Board with effect from 15 April 2026, as she desires to devote more time to her personal and other business commitments.

Ms. Gu has confirmed that she has no disagreement with the Board and there is no other matter relating to her resignation that needs to be brought to the attention of the shareholders of the Company and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board would like to express its sincere gratitude to Ms. Gu for her valuable contributions to the Company during her tenure of office.

NON-COMPLIANCE WITH THE LISTING RULES

Following the resignation of Ms. Gu:

- (i) the Board comprises three executive Directors and two independent non-executive Directors. Hence, the number of the independent non-executive Directors has fallen below the minimum number required under Rules 3.10(1) of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”);
- (ii) the Audit Committee comprises two independent non-executive Directors only and therefore does not comply with Rule 3.21 of the Listing Rules, which requires the Audit Committee to comprise a minimum of three members;

- (iii) the Remuneration Committee comprises one independent non-executive Director and one executive Director only and therefore does not comply with Rule 3.25 of the Listing Rules, which requires the Remuneration Committee to comprise a majority of independent non-executive Directors; and
- (iv) the Company has no chairman of the Nomination Committee, which does not comply with the requirements under Rule 3.27A of the Listing Rules and the terms of reference of the Nomination Committee that the Nomination Committee must be chaired by the chairman of the Board or an independent non-executive Director. In addition, the Nomination Committee comprises one independent non-executive Director and one executive Director only and therefore does not comply with Rule 3.27A of the Listing Rules, which requires the Nomination Committee to comprise a majority of independent non-executive Directors.

The Board is in the process of identifying a suitable candidate to fill the vacancy of the independent non-executive Director and members of each of the Audit Committee, the Remuneration Committee and the Nomination Committee, and to re-comply with the composition requirements of the Audit Committee, the Remuneration Committee and the Nomination Committee. The Board will use its best endeavours to ensure that a suitable candidate is appointed as soon as practicable and, in any event, within three months after the date of this announcement to ensure compliance with the aforementioned requirements under the Listing Rules. The Company will make further announcement(s) as and when appropriate.

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

Hong Kong, 15 April 2026

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