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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)**

**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 11:00 a.m. on Monday, 19 December 2022 for the following purpose of considering and, it thought fit, passing the following resolutions with or without amendments as an ordinary resolution of the Company:

**ORDINARY RESOLUTION**

1. **“THAT** subject to and conditional upon, the granting by the Listing Committee of The Stock Exchange of Hong Kong Limited of the listing of, and permission to deal in, the Consolidated Shares (as defined below) arising from the Share Consolidation (as defined below) and with effect from the second business day after the date of the passing of this resolution:
  - (a) every twenty (20) issued and unissued ordinary shares of HK\$0.01 each in the share capital of the Company (the “Existing Share(s)”) be consolidated into one (1) consolidated share of HK\$0.20 each (the “Consolidated Share(s)”) (the “Share Consolidation”), such Consolidated Share(s) shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of ordinary shares contained in the constitutional documents of the Company; and
  - (b) all fractional entitlements (if any) to the issued Consolidated Shares resulting from the Share Consolidation will be disregarded and will be not be issued to the shareholders of Company but all such fractional Consolidated Shares will be aggregated and, if possible, sold and the net proceeds shall be retained for the benefit of the Company in such manner and on such terms as the directors of the Company (the “Directors”) may think fit; and
  - (c) any one of the Directors be and are hereby authorised to do all such acts and things and sign, execute and deliver all documents (including affixing the common seal of the Company if appropriate) he or she consider necessary, desirable or expedient to give effect to the Share Consolidation and the transactions contemplated thereunder.”

2. To consider and, if thought fit, re-elect Ms. Zu, Rui as an independent non-executive Director.

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, 2 December 2022

*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.
3. For determining the entitlement to attend and vote at the SGM, the register of members of the Company will be closed from Wednesday, 14 December 2022 to Monday, 19 December 2022 (both days inclusive), during which period no transfer of shares in the Company will be registered. In order to qualify for attending 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 Tuesday, 13 December 2022. Shareholders of the Company whose names appear on the Register of Members on 19 December 2022 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 meeting (i.e. not later than 11:00 a.m. on 17 December 2022) or any adjournment thereof. The proxy form will be published on the website of the Stock Exchange.
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.

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