

---

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

---

**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in China Kingstone Mining Holdings Limited (the “Company”), you should at once hand this circular, together with the accompanying form of proxy, to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.

---



**KINGSTONE**  
金石礦業

**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)**

**(1) PROPOSED GENERAL MANDATES TO ISSUE NEW SHARES  
AND REPURCHASE SHARES,  
(2) PROPOSED RE-ELECTION OF DIRECTORS,  
(3) PROPOSED REFRESHMENT OF THE SCHEME MANDATE LIMIT  
UNDER THE SHARE OPTION SCHEME  
AND  
(4) NOTICE OF ANNUAL GENERAL MEETING**

---

A notice convening an annual general meeting of the Company (the “2017 AGM”) to be held at 11:00 a.m. on Friday, 25 May 2018 at Portion 2, 12/F., The Center, 99 Queen’s Road Central, Hong Kong is set out on pages 15 to 19 of this circular.

A form of proxy for use at the 2017 AGM is enclosed with this circular. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited at [www.hkex.com.hk](http://www.hkex.com.hk). Whether or not you are able to attend the 2017 AGM in person, you are requested to complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the office of the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M/F, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the 2017 AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2017 AGM or any adjournment thereof should you so wish.

24 April 2018

---

## CONTENTS

---

	<i>Page</i>
<b>Definitions</b> .....	1
<b>Letter from the Board</b> .....	4
1. Introduction .....	4
2. General Mandates to issue new shares and repurchase shares .....	5
3. Re-election of Directors .....	6
4. Refreshment of the Scheme Mandate Limit of the Share Option Scheme .....	6
5. Annual General Meeting .....	8
6. Responsibility Statement .....	9
7. Recommendation .....	9
8. General .....	9
<b>Appendix I – Explanatory Statement on the Repurchase Mandate</b> .....	11
<b>Appendix II – Details of the Directors proposed for re-election</b> .....	13
<b>Notice of Annual General Meeting</b> .....	15
<b>Accompanying: Form of proxy for 2017 AGM</b>	

---

## DEFINITIONS

---

*In this circular, unless the context otherwise requires, the following expressions have the following meanings:*

“2017 AGM”	the annual general meeting of the Company to be convened and held at 11:00 a.m. on Friday, 25 May 2018 at Portion 2, 12/F., The Center, 99 Queen’s Road Central, Hong Kong or any adjournment thereof (as the case may be) for the purpose of considering and, if thought fit, approving, among other things, the resolutions proposed in this circular
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company adopted by the Company on 15 July 2016 and became effective on 10 August 2016 (Bermuda time), as amended from time to time
“close associate(s)”	has the meaning ascribed thereto in the Listing Rules
“Companies Act”	the Company Act 1981 of Bermuda (as amended from time to time)
“Company”	China Kingstone Mining Holdings Limited (中國金石礦業控股有限公司), a company incorporated in the Cayman Islands and continued in Bermuda with limited liability whose shares are listed on the main board of the Stock Exchange
“Controlling Shareholder(s)”	has the meaning ascribed thereto in the Listing Rules
“core connected person(s)”	has the same meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“General Mandate”	a general and unconditional mandate proposed to be granted to the Directors to allot, issue, and otherwise deal with new Shares and other securities with an aggregate nominal amount not exceeding the sum of 20% of the total issued share capital of the Company as at the date of passing of the relevant resolutions, and the aggregate nominal value of the share capital of the Company repurchased by the Company (if any)
“Group”	the Company and its subsidiaries

---

## DEFINITIONS

---

“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	17 April 2018, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Notice”	the notice concerning the 2017 AGM as set out on pages 15 to 19 of this circular
“PRC”	the People’s Republic of China
“Repurchase Mandate”	a general and unconditional mandate proposed to the Directors to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the total issued share capital of the Company as at the date of passing the relevant resolutions
“Scheme Mandate Limit”	the maximum number of Shares which may be issued pursuant to the exercise of share options granted under the Share Option Scheme which must not exceed 10% of the Shares in issue as at the date of approval of the refreshed limit by the Shareholders
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	share(s) of HK\$0.01 each in the capital of the Company
“Share Option Scheme”	the share option scheme adopted by the Company on 24 January 2011
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the same meaning ascribed to it under the Listing Rules

---

## DEFINITIONS

---

“Takeovers Code”                      The Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission

“%”    per cent.

\*        *All the English translation of certain Chinese names or words in this circular is included for identification purpose only, and should not be regarded as the official English translation of such Chinese names or words.*

---

LETTER FROM THE BOARD

---



**KINGSTONE**  
金石礦業

**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)**

*Executive Directors:*

Mr. Wang Minliang (*Chairman*)

Ms. Zhang Cuiwei

Mr. Zhang Weijun

Mr. Zhang Jianzhong

*Registered office:*

Canon's Court

22 Victoria Street

Hamilton HM12

Bermuda

*Independent non-executive Directors:*

Ms. Wang Yihua

Mr. Sheng Guoliang

*Principal place of business  
in Hong Kong:*

Units 6812-13

The Center

99 Queen's Road Central

Hong Kong

24 April 2018

*To the Shareholders*

Dear Sir or Madam,

**(1) PROPOSED GENERAL MANDATES TO ISSUE NEW SHARES  
AND REPURCHASE SHARES,  
(2) PROPOSED RE-ELECTION OF DIRECTORS,  
(3) PROPOSED REFRESHMENT OF THE SCHEME MANDATE LIMIT  
UNDER THE SHARE OPTION SCHEME  
AND  
(4) NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the 2017 AGM and to give you the Notice of 2017 AGM. Resolutions to be proposed at the 2017 AGM include, *inter alia*: (1) the proposed grant of each of the General Mandate, the Repurchase Mandate and the extension of the General Mandate to include the Shares repurchased

---

## LETTER FROM THE BOARD

---

pursuant to the Repurchased Mandate; (2) the proposed re-election of Directors who are due to retire by rotation at the 2017 AGM; and (3) the proposed refreshment of the Scheme Mandate Limit under the Share Option Scheme.

### GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES

The following separate ordinary resolutions will be proposed at the 2017 AGM:

- (a) to grant the General Mandate to the Directors to exercise the powers of the Company to allot and issue Shares with an aggregate nominal value not exceeding 20% of the total number of the issued share capital of the Company as at the date of passing the resolution. Subject to the passing of the ordinary resolution granting the General Mandate and on the basis of 2,832,082,770 Shares in issue as at the Latest Practicable Date and that there is no change in the total number of issued Shares prior to the 2017 AGM, the Company would be allowed under the General Mandate to issue a maximum of 566,416,554 Shares. The General Mandate will end on the earliest of the date of the next annual general meeting, the date by which the next annual general meeting of the Company is required to be held by the Bye-laws or the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company;
- (b) to grant the Repurchase Mandate to the Directors to exercise all powers of the Company to repurchase issued Shares subject to the criteria set out in this circular. Under such Repurchase Mandate, the maximum number of Shares that the Company may be repurchased shall not exceed 10% of the total number of the issued share capital of the Company as at the date of passing the resolution. The Repurchase Mandate will end on the earliest of the date of the next annual general meeting, the date by which the next annual general meeting of the Company is required to be held by the Bye-laws or the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company; and
- (c) subject to the passing of the aforesaid ordinary resolutions of the General Mandate and the Repurchase Mandate, to extend the number of Shares to be issued and allotted under the General Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate.

In accordance with the Listing Rules, an explanatory statement is set out in Appendix I to this circular to provide you with requisite information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolution to renew the grant of the Repurchase Mandate at the 2017 AGM.

---

## LETTER FROM THE BOARD

---

### RE-ELECTION OF DIRECTORS

In accordance with clause 99 of the Bye-laws, at each annual general meeting one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number of nearest one-third but not less than one-third, shall retire from office by rotation. The Directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became Directors on the same day shall (unless they otherwise agree between themselves) be determined by lot. The retiring Directors shall be eligible for re-election. The Company at any general meeting at which any Directors retire may fill the vacated offices. For avoidance of doubt, each Director shall retire at least once every three years.

In accordance with clause 99 of the Bye-laws, the Directors to retire and being eligible offer themselves for re-election at the 2017 AGM are Ms. Zhang Cuiwei, Mr. Zhang Jianzhong and Mr. Zheng Weijun.

The biographical details of the re-electing Directors as required to be disclosed under the Listing Rules are set out in Appendix II to this circular.

### REFRESHMENT OF THE SCHEME MANDATE LIMIT OF THE SHARE OPTION SCHEME

The Share Option Scheme was adopted by the Company on 24 January 2011 and remain in force until 23 January 2021. As at the Latest Practicable Date, other than the Share Option Scheme, the Company does not have any other share option scheme in force.

Pursuant to the Share Option Scheme and in compliance with Chapter 17 of the Listing Rules, the Company may refresh the Scheme Mandate Limit by ordinary resolution of the Shareholders at a general meeting provided that the total number of Shares which may be allotted and issued upon exercise of all share options to be granted under the Share Option Scheme and any other share option schemes of the Company shall not exceed 10% of the Shares in issue as at the date of passing the relevant resolution at the 2017 AGM. Any share options previously granted under the Share Option Scheme or any other share option schemes of the Company (including those outstanding, cancelled, lapsed or exercised in accordance with the terms of the Share Option Scheme or any other share option schemes of the Company) shall not be counted for the purpose of calculating the Scheme Mandate Limit as refreshed. As at the Latest Practicable Date, there were 2,832,082,770 Shares in issue.



---

## LETTER FROM THE BOARD

---

Notwithstanding the foregoing, pursuant to the Listing Rules, the maximum number of Shares which may be issued upon exercise of all outstanding share options granted and yet to be exercised under the Share Option Scheme and any other share option scheme(s) of the Company must not in aggregate exceed 30% of the total number of the Shares in issue from time to time. No share option shall be granted under any share option scheme(s) of the Company if this will result in the 30% limit being exceeded.

The existing Scheme Mandate Limit was last refreshed pursuant to an ordinary resolution passed by the Shareholders at the annual general meeting of the Company held on 23 May 2016. During the period from 23 May 2016 to the Latest Practicable Date, (i) 47,200,000 share options has been granted by the Company under the Share Option Scheme and (ii) 3,762,430 share option was lapsed and no share options was cancelled and forfeited in relation to share options granted by the Company under the Share Option Scheme since its adoption.

The Board proposes to refresh the Scheme Mandate Limit at the 2017 AGM. On the basis of 2,832,082,770 Shares being in issue as at the Latest Practicable Date and no further Shares are issued or repurchased by the Company prior to the 2017 AGM, the maximum number of Shares which may be issued upon exercise of all share options that may be granted under the refreshed Scheme Mandate Limit is 283,208,277 Shares, representing approximately 10% of such issued share capital of the Company. There were total of 65,001,498 outstanding share options granted under the Share Option Scheme since the adoption of the Share Option Scheme and remained outstanding as at the Latest Practicable Date. The Scheme Mandate Limit of 283,208,277 Shares, together with such outstanding share options, representing approximately 12.30% of the issued share capital of the Company which does not exceed the 30% limit.

The refreshment of the Scheme Mandate Limit is conditional upon:

1. the passing of an ordinary resolution by the Shareholders at the 2017 AGM to approve the refreshment of the Scheme Mandate Limit; and
2. the Listing Committee of the Stock Exchange granting the approval of the listing of, and permission to deal in, the Shares that may be issued pursuant to the exercise of any share options that may be granted under the Share Option Scheme which number shall not exceed the refreshed Scheme Mandated Limit.

Application will be made to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Shares that may be issued pursuant to the exercise of the share options that may be granted under the Share Option Scheme subject to the refreshed Scheme Mandate Limit.

---

## LETTER FROM THE BOARD

---

The Directors consider that the refreshment of the Scheme Mandate Limit may provide the Company with greater flexibility in granting options to eligible person(s) under Share Option Scheme who have made or may make contribution to the Group and to provide them with a direct interest in attaining the long term business objectives of the Group, which is in the interests of the Company and the Shareholders as a whole.

### ANNUAL GENERAL MEETING

The Company will convene the 2017 AGM at 11:00 a.m. on Friday, 25 May 2018 at Portion 2, 12/F., The Center, 99 Queen's Road Central, Hong Kong at which resolutions will be proposed for the purpose of considering and if thought fit, approving the resolutions set out in the Notice as set out on pages 15 to 19 of this circular.

For determining the entitlement to attend and vote at the 2017 AGM, the register of members of the Company will be closed from Monday, 21 May 2018 to Friday, 25 May 2018 (both days inclusive), during which period no transfer of shares in the Company will be registered. In order to qualify for attending the 2017 AGM, 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 Friday, 18 May 2018. Shareholders of the Company whose names appear on the Register of Members on 25 May 2018 are entitled to attend and vote at the 2017 AGM or any adjourned meetings.

A form of proxy for use in connection with the 2017 AGM is enclosed herewith. Whether or not you intend to be present and vote at the 2017 AGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the 2017 AGM (i.e. not later than 11:00 a.m. on Wednesday, 23 May 2018) or any adjournment thereof. The completion and delivery of a form of proxy will not preclude you from attending and voting at the 2017 AGM in person should you so wish. If you attend and vote at the 2017 AGM, the authority of your proxy will be revoked. Pursuant to Rule 13.39(4) of the Listing Rules, voting by the Shareholders at the 2017 AGM will be by poll except where the chairman of the 2017 AGM, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The chairman of the 2017 AGM will therefore demand a poll for every resolution put to the vote of the 2017 AGM pursuant to clause 70 of the Bye-laws.

---

## LETTER FROM THE BOARD

---

### RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquires, that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

### RECOMMENDATION

The Directors consider that the renewal of the General Mandate and the Repurchase Mandate, the re-election of retiring Directors and refreshment of the Scheme Mandate Limit under the Share Option Scheme are in the best interests of the Company as well as its Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions to be proposed at the 2017 AGM as set out in the Notice of the 2017 AGM.

### GENERAL

Your attention is drawn to the additional information set out in the appendices to this circular.

The English text of this circular and proxy form shall prevail over the Chinese text.

Yours faithfully,  
For and on behalf of the Board  
**China Kingstone Mining Holdings Limited**  
**Wang Minliang**  
*Chairman*

---

**APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE**

---

This is an explanatory statement given to all Shareholders relating to a resolution to be proposed at the 2017 AGM for approving the Repurchase Mandate. This explanatory statement contains all the information required pursuant to Rule 10.06(1)(b) and other relevant provisions of the Listing Rules which is set out as follows:

**1. SHARE CAPITAL**

As at the Latest Practicable Date, there were a total of 2,832,082,770 Shares in issue. Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased during the period from the Latest Practicable Date to the 2017 AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 283,208,277 Shares, being 10% of the issued share capital of the Company as at the date of the passing of the relevant resolution at the 2017 AGM.

**2. REASONS FOR SHARE REPURCHASE**

The Directors believe that the Repurchase Mandate is in the best interest of the Company and its Shareholders as a whole as such repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole. The Directors have no present intention of exercising the proposed Repurchase Mandate.

**3. FUNDING OF REPURCHASE**

Any repurchase will, in any event, be made out of funds which are legally available for the purchase in accordance with memorandum and the Bye-laws and the Company Act. Any repurchase will be made out of funds of the Company legally permitted to be utilized in this connection. Such fund may include profits available for distribution and proceeds of a new issue of Shares made for the purpose of the repurchases. In addition, under law of Bermuda and other applicable laws and regulations, no repurchase of the Company's Shares may be effected if, on the date on which the repurchase is to be effected, there are reasonable grounds for believing that the Company is, or after the repurchase would be, unable to pay its liabilities as they become due.

---

**APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE**

---

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the Company's audited accounts for the year ended 31 December 2017) in the event that the repurchase of Shares were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the repurchase of Shares to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

**4. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS**

None of the Directors nor, to the best of their knowledge and belief having made all reasonable enquiries, any of their close associates, has any present intention to sell any Shares to the Company in the event that the Repurchase Mandate is granted by the Shareholders. No core connected person of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is granted by the Shareholders.

**5. UNDERTAKING OF THE DIRECTORS**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate and in accordance with the Listing Rules, the applicable laws of Bermuda, and the memorandum and the Bye-laws.

**6. EFFECT OF TAKEOVERS CODE**

If, on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert (as defined in the Takeover Code), could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

To the best of the knowledge and belief having made all reasonable enquiries, they are not aware of any consequence which may arise under the Takeovers Code as a consequence of any repurchase that may be made pursuant to the Repurchase Mandate. The Directors have no intention to exercise the Repurchase Mandate to such extent that will result in the number of Shares in the hands of the public falling below the prescribed minimum percentage of 25% of the Shares in issue.

---

**APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE**

---

**7. SHARE REPURCHASES BY THE COMPANY**

No repurchase has been made by the Company (whether on the Stock Exchange or otherwise) in the past six months immediately preceding the Latest Practicable Date.

**8. SHARE PRICES**

The highest and lowest prices at which the Shares of the Company traded on the Stock Exchange during each of the previous twelve months up to the Latest Practicable Date were as follows:

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2017</b>		
April	0.125	0.116
May	0.135	0.122
June	0.162	0.120
July	0.115	0.082
August	0.142	0.098
September	0.137	0.107
October	0.123	0.105
November	0.107	0.090
December	0.091	0.065
<b>2018</b>		
January	0.085	0.066
February	0.082	0.066
March	0.085	0.064
April (up to and including the Latest Practicable Date)	0.080	0.072

---

## APPENDIX II      DETAILS OF THE DIRECTORS TO BE RE-ELECTED

---

The biographical details of the Directors proposed to be re-elected at the 2017 AGM are set out as follows:

### ZHANG CUIWEI

Ms. Zhang Cuiwei (張翠薇) (“Ms. Zhang”), aged 49, is an executive director of the Company. Ms. Zhang was first appointed as an executive director of the Company on 30 April 2013 and ceased to be an executive director of the Company on 14 July 2015. Ms. Zhang has been re-appointed as executive Director with effect from 1 January 2016. Ms. Zhang graduated in Foreign Languages and Literature from Jilin University of the PRC. Ms. Zhang is primarily responsible for corporate operational management and administration of the Group. Ms. Zhang has about 20 years of experience in corporate management, personnel and administration affairs.

The Company entered into a service contract with Ms. Zhang for a fixed term of three years commencing from 1 January 2016, subject to retirement by rotation and re-election in accordance with the Company’s Bye-laws. The remuneration of Ms. Zhang is entitled to a remuneration of HK\$85,000 per month and Ms. Zhang is entitled to discretionary bonus payment subject to approval of the Remuneration Committee by reference to her duty and responsibility within the Group.

Save as disclosed above, as at the Latest Practicable Date, (i) Ms. Zhang did not hold directorship in any other public listed companies in Hong Kong or overseas during the past three years, (ii) Ms. Zhang is a director of certain other members of the Company in the past three years, and (iii) Ms. Zhang does not have any other relationship with other directors, senior management or substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date, Ms. Zhang did not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there is no information that is required to be disclosed by Ms. Zhang pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders of the Company in relation to the election of Ms. Zhang.

---

## APPENDIX II      DETAILS OF THE DIRECTORS TO BE RE-ELECTED

---

### ZHANG JIANZHONG

Mr. Zhang Jianzhong (張建忠) (“Mr. Zhang JZ”), aged 60, is an executive director of the Company. Mr. Zhang JZ has been an executive director of the Company since 30 August 2013. Mr. Zhang JZ is an associate professor, conferred by Ministry of Geology and Mineral Resources of the People’s Republic of China, and holds a bachelor degree in Engineering and Law. Since 1991, Mr. Zhang JZ has been involved in management work relating to stone mining, processing and marketing. From 1991 to May 2002, he worked in Wuhan Lingda Stone Materials Co., Ltd.\* (武漢翎達石材有限公司), which is a company founded by the China University of Geosciences\* (中國地質大學) and other parties in 1990, where he had taken up posts such as deputy factory director, office head and factory director. Prior to joining the Company, Mr. Zhang JZ served as deputy general manager of Wuhan Zhongdida Assets Management Co., Ltd. (武漢中地大資產經營有限公司). Mr. Zhang JZ has extensive expertise in geology, and sophisticated experience in stone mine exploration and development.

The Company entered into a service contract with Mr. Zhang JZ for a fixed term of three years commencing on 30 August 2016, subject to retirement by rotation and re-election in accordance with the Company’s Bye-laws. Mr. Zhang JZ is entitled to a remuneration of HK\$12,800 per month and Mr. Zhang JZ is entitled to discretionary bonus payment subject to approval of the Remuneration Committee by reference to his duty and responsibility within the Group.

Save as disclosed above, as at the Latest Practicable Date, (i) Mr. Zhang JZ did not hold directorship in any other public listed companies in Hong Kong or overseas during the past three years, (ii) Ms. Zhang JZ did not hold any other position with the Company and other members of the Company in the past three years, and (iii) Mr. Zhang JZ does not have any other relationship with other directors, senior management or substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Zhang JZ did not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there is no information that is required to be disclosed by Mr. Zhang JZ pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders of the Company in relation to the election of Mr. Zhang JZ.



---

## NOTICE OF ANNUAL GENERAL MEETING

---



**KINGSTONE**  
金石礦業

### 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 IS HEREBY GIVEN** that the annual general meeting (the “2017 AGM”) 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 on Friday, 25 May 2018 at 11:00 a.m. for the following purposes:

#### **ORDINARY BUSINESS**

1. To receive, consider and, if thought fit, adopt the audited consolidated financial statements and the reports of the directors of the Company (the “Directors”) and the independent auditors of the Company and its subsidiaries (the “Group”) for the year ended 31 December 2017.
2. To consider and, if thought fit, re-elect Ms. Zhang Cuiwei as an executive Director.
3. To consider and, if thought fit, re-elect Mr. Zhang Jianzhong as an executive Director.
4. To consider and, if thought fit, authorise the board of Directors to fix their remuneration.
5. To consider and, if thought fit, re-appoint Elite Partners CPA Limited as the auditors of the Company and to authorise the board of Directors to fix their remuneration.
6. To consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

**“THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional Shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;

---

## NOTICE OF ANNUAL GENERAL MEETING

---

- (b) the approval in paragraph (a) shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a), otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the share option scheme of the Company approved by the Stock Exchange; or (iii) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares of the Company in accordance with the Bye-laws of the Company, shall not exceed 20% of the total number of the issued share capital of the Company as at the date of passing this resolution, and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable laws to be held; and
- (iii) the date upon which the authority set out in this resolution is revoked or varied by way of ordinary resolution of the Company in general meeting; and

“**Rights Issue**” means an offer of shares open for a period fixed by the Directors to holders of ordinary shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any regulatory body or any stock exchange in, any territory outside Hong Kong).”

---

## NOTICE OF ANNUAL GENERAL MEETING

---

7. To consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

**“THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase issued Shares in the capital of the Company, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to purchase its Shares at a price determined by the Directors;
- (c) the aggregate nominal amount of Shares of the Company which are authorised to be purchased by the Directors pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of the issued share capital of the Company as at the date of passing this resolution, and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

**“Relevant Period”** means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by way of ordinary resolution of the Company in general meeting.”

---

## NOTICE OF ANNUAL GENERAL MEETING

---

8. To consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

“**THAT** conditional upon the passing of resolutions nos. 6 and 7 above, the general mandate to the Directors pursuant to resolution no. 6 be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of share capital of the Company purchased by the Company under the authority granted pursuant to the resolution no. 7, provided that such amount shall not exceed 10% of the total number of the issued share capital of the Company as at the date of passing this resolution.”

9. To consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

“**THAT** subject to and conditional upon the Listing Committee of the Stock Exchange granting approval of the listing of, and permission to deal in, the shares of the Company (“Shares”) to be issued pursuant to the exercise of any share options that may be granted under the Share Option Scheme (as defined below) of the Company subject to the Refreshed Scheme Mandate Limit (as defined below), the refreshment of the existing limit in respect of the grant of share options to subscribe for Shares under the existing share option scheme adopted on 24 January 2011 (the “Share Option Scheme”) be and is hereby approved provided that the total number of Shares which may be allotted and issued upon exercise of all share options granted under the Share Option Scheme and any other share option scheme(s) of the Company (share options previously granted, including those outstanding, cancelled, lapsed or exercised under the Share Option Scheme, shall not be counted for the purpose of calculating the Refreshed Scheme Mandate Limit (as defined below)) shall not exceed 10% of the Shares in issue as at the date of this resolution (the “Refreshed Scheme Mandate Limit”) and the Directors be and are hereby authorized to grant share options under the Share Option Scheme up to the Refreshed Scheme Mandate Limit, to exercise all powers of the Company to allot, issue and deal with Shares pursuant to the exercise of such share options and to do such acts and execute such documents for or incidental to such purpose.”

By order of the Board

**CHINA KINGSTONE MINING HOLDINGS LIMITED**

**Wang Minliang**

*Chairman*

Hong Kong, 24 April 2018

---

## NOTICE OF ANNUAL GENERAL MEETING

---

*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 2017 AGM, the register of members of the Company will be closed from Monday, 21 May 2018 to Friday, 25 May 2018 (both days inclusive), during which period no transfer of shares in the Company will be registered. In order to qualify for attending the 2017 AGM, 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 Friday, 18 May 2018. Shareholders of the Company whose names appear on the Register of Members on 25 May 2018 are entitled to attend and vote at the 2017 AGM 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 23 May 2018) 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 2017 AGM in person should you so wish. If you attend and vote at the 2017 AGM, 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) With respect to resolution no. 2 to 3 of this notice, Ms. Zhang Cuiwei and Mr. Zhang Jianzhong shall retire and, being eligible, offer themselves for re-election. Details of their information which are required to be disclosed under the Listing Rules are set out in the circular of the Company dated 24 April 2018.
- (8) In relation to resolution nos. 6 and 8 above, approval is being sought from the shareholders for the grant to the Directors of a general mandate to allot and issue shares of the Company. The Directors have no immediate plans to issue any new shares of the Company.
- (9) In relation to resolution no. 7 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase shares of the Company in circumstances which they deem appropriate for the benefit of the shareholders of the Company. An explanatory statement containing the information necessary to enable the shareholders of the Company to make an informed decision to vote on the resolution as required by the Listing Rules is set out in Appendix I in the circular of the Company dated 24 April 2018.