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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 with limited liability)

(Stock Code: 1380)

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “Meeting”) of China Kingstone Mining Holdings Limited (the “Company”) will be held at 3:00 p.m. on Thursday, 15 November 2012 at Unit 6812–13, The Center, 99 Queen’s Road Central, Hong Kong for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTIONS

1. “THAT:

- (a) each of the Entrusted Loan Agreements (copies of which are tabled at the EGM, marked “A” and initialed by the chairman of the EGM for identification purpose) and the transactions contemplated thereunder, be and are hereby approved, ratified and confirmed;
- (b) any one director (“Director”) and/or the company secretary of the Company be and are hereby authorised to perform all such acts, deeds and things and execute all documents as they consider necessary or expedient to effect and implement the Entrusted Loan Agreements and the transactions contemplated thereunder.
- (c) all actions taken and documents signed by any Director in connection with the subject matter of these resolutions prior to the date of the resolutions be hereby approved and ratified in all respects.”

2. **“THAT:**

- (a) each of the Loans to an Associate (copies of which are tabled at the EGM, marked “B” and initialed by the chairman of the EGM for identification purpose) and the transactions contemplated thereunder, be and are hereby approved, ratified and confirmed;
- (b) any one Director and/or the company secretary of the Company be and are hereby authorised to perform all such acts, deeds and things and execute all documents as they consider necessary or expedient to effect and implement the Loans to an Associate and the transactions contemplated thereunder.
- (c) all actions taken and documents signed by any Director in connection with the subject matter of these resolutions prior to the date of the resolutions be hereby approved and ratified in all respects.”

3. **“THAT:**

- (a) each of the Structured Deposit Agreements (copies of which are tabled at the EGM, marked “C” and initialed by the chairman of the EGM for identification purpose) and the transactions contemplated thereunder, be and are hereby approved, ratified and confirmed;
- (b) any one Director and/or the company secretary of the Company be and are hereby authorised to perform all such acts, deeds and things and execute all documents as they consider necessary or expedient to effect and implement the Structured Deposit Agreement and the transactions contemplated thereunder.
- (c) all actions taken and documents signed by any Director in connection with the subject matter of these resolutions prior to the date of the resolutions be hereby approved and ratified in all respects.”

By Order of the Board
China Kingstone Mining Holdings Limited
Xiong Wenjun
Executive Director

Hong Kong, 26 October 2012

Notes:

1. Any Shareholder entitled to attend and vote at the EGM is entitled to appoint another person as his proxy to attend and, on poll, vote on his behalf. A proxy needs not be a Shareholder of the Company.
2. A form of proxy for use at the EGM is enclosed. Whether or not you intend to attend the EGM in person, you are urged to complete and return the form of proxy in accordance with the instructions printed thereon as soon as possible. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned meeting thereof if you so wish. In the event that you attend the EGM after having returned the completed form of proxy, your form of proxy will be deemed to have been revoked.
3. To be valid, the form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney, must be deposited at the Computershare Hong Kong Investor Services Limited, the Company's Hong Kong Share Registrar, at 17M/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, at least 48 hours before the time appointed for holding the EGM or any adjournment thereof.
4. In the case of joint registered holders of any Shares, any one of such joint registered holders may vote at the EGM, either in person or by proxy, in respect of such shares as if he/she/it were solely entitled thereto; but if more than one of such joint registered holders be present at the EGM, either in person or by proxy, the vote of that one of them so present, either in person or by proxy, whose name stands first on the register of members in respect of such Shares shall be accepted to the exclusion of the votes of the other joint registered holder(s).
5. For the purposes of the EGM, the register of members of the Company will be closed from 13 November 2012 to 15 November 2012 (both days inclusive), during which no transfer of shares will be registered. In order to be eligible to attend and vote at the EGM, all transfer documents, accompanied by the relevant share certificates, must be lodged with Computershare Hong Kong Investor Services Limited, the Company's Hong Kong Share Registrar, at 17M/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m., 12 November 2012.
6. Unless otherwise specified in herein, capitalized terms used in this notice shall have the same meaning as those defined in the circular of the Company dated 26 October 2012.

As at the date of this notice, the executive director of the Company is Mr. Xiong Wenjun, the independent non-executive directors of the Company are Mr. Liu Yuquan and Mr. Lei Zhaochun.