

SouthGobi Announces Voting Results of Annual and Special General Meeting of Shareholders

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VANCOUVER, June 27, 2025 - [SouthGobi Resources Ltd.](#) (TSX-V:SGQ)(HK:1878) ("SouthGobi" or the "Company") Reference is made to the Management Proxy Circular of SouthGobi Resources Ltd. (the "Company") dated May 13, 2025 (Vancouver time) (the "Circular"). Unless the context otherwise requires, capitalized terms used herein shall have the same meanings as those defined in the Circular.

The Company is pleased to announce that the Annual and Special General Meeting of the shareholders of the Company was held on Thursday, June 26, 2025 at 6:00 p.m. (Vancouver time), which is Friday, June 27, 2025 at 9:00 a.m. (Hong Kong time) (the "Meeting") at Dentons Canada LLP, 20th floor - 250 Howe Street, Vancouver, British Columbia, Canada.

VOTING RESULTS OF THE MEETING

In respect to the Meeting, the following sets forth a brief description of each matter which was voted upon at the Meeting and the outcome of the vote:

ORDINARY RESOLUTION

FOR

Appointment of Auditors

1. To appoint BDO Limited, Certified Public Accountants (Practicing), Hong Kong, as auditors of the Company for the ensuing year at a remuneration to be fixed by the board of directors.

135,74

ORDINARY RESOLUTION

FOR

Number of Directors

2. To consider, and if thought advisable, to pass an ordinary resolution fixing the number of directors of the Company ("Directors") to be elected at the Meeting at eight, as described in the accompanying Circular.

135,74

ORDINARY RESOLUTION

FOR

Election of Directors

3. To consider, and if thought advisable, to pass an ordinary resolution to elect Ms. Jin Lan Quan, who has been serving as an independent non-executive Director for more than nine years, as director for the ensuing year.

135,14

ORDINARY RESOLUTION

FOR

Election of Directors

The following Director nominees proposed by management of the Company are:

Ruibin Xu	135,14
Chonglin Zhu	135,14
Chen Shen	135,14
4. Zhu Gao	135,74
Zaixiang Wen	135,74
Yingbin Ian He	135,14
Jin Lan Quan	135,14
Fan Keung Vic Choi	135,14

ORDINARY RESOLUTION

FOR

Approval of March 2025 Deferral Agreement

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| 5. To consider, and if thought advisable, to pass an ordinary resolution of the Company's disinterested shareholders authorizing and approving the deferral agreement dated March 20, 2025, between JD Zhixing Fund L.P., the Company and certain of its subsidiaries as more fully described in the accompanying Circular. | 50,03 |
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Notes:

1. Please refer to the announcement of the Company dated April 3, 2023 (Vancouver time) and the paragraphs headed "Majority Voting Policy for Directors" and "Majority Voting Policy for Auditors" under the Circular for details of the waiver from Hong Kong Listing Rules granted by HKEX on two-way voting and the relevant majority voting policy adopted by the Company.
2. As more than 50% of votes were cast in favor of resolutions #1, #2, #3, #4 and #5 above, all such resolutions duly passed as ordinary resolutions at the Meeting.

3. As at the Record Date of the Meeting, the total number of issued shares of the Company was 296,704,666 Common Shares, being the total number of shares entitling the holders to attend and vote on the resolutions proposed at the Meeting. There were no repurchased shares pending cancellation or treasury shares held by the Company. The full text of the aforesaid resolutions was set out in the Circular.
4. Given that JDZF is involved in and interested in the March 2025 Deferral Agreement, and the transactions contemplated thereunder, JDZF has abstained from voting at the Meeting on the resolutions approving them. Accordingly, the 85,714,194 votes attached to the Common Shares beneficially owned, or over which control or direction is exercised, by JDZF were excluded from the vote to approve the March 2025 Deferral Agreement.

Save as disclosed herein, (i) there were no Common Shares entitling the holders to attend and abstain from voting in favor of any resolution at the Meeting as set out in Rule 13.40 of the Hong Kong Listing Rules at the Meeting; and (ii) no other Shareholder was required under the Hong Kong Listing Rules to abstain from voting on the resolutions at the Meeting and there was no restriction on any Shareholder casting votes on the resolutions proposed at the Meeting.
5. None of the disinterested Shareholders have stated their intention in the Circular to vote against or to abstain from voting on any of the resolutions proposed at the Meeting.
6. The Company's share registrar, TSX Trust Company, acted as the scrutineer for the vote-taking at the Meeting.
7. The executive Directors, Messrs. Ruibin Xu, Chen Shen and Ms. Chonglin Zhu attended the Meeting through the telecommunication facilities. Of the non-executive Directors, Mr. Zaixiang Wen attended the Meeting through the telecommunication facilities and Mr. Zhu Gao was absent due to his other business commitments. The independent non-executive Directors, Messrs. Yingbin Ian He, Fan Keung Vic Choi and Ms. Jin Lan Quan attended the Meeting through the telecommunication facilities.

There was no further item brought before the Meeting and no amendment or variation were proposed at the Meeting.

About SouthGobi

SouthGobi, listed on the Hong Kong Stock Exchange and the TSX Venture Exchange, owns and operates its flagship Ovoot Tolgoi coal mine in Mongolia. It also holds the mining licences of its other metallurgical and thermal coal deposits in South Gobi region of Mongolia. SouthGobi produces and sells coal to customers in China.

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