

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.

This Circular is issued by BlackGold Natural Resources Limited (the “**Company**”). If you are in any doubt as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately. If you have sold or transferred all your shares in the capital of the Company held through The Central Depository (Pte) Limited (“**CDP**”), you need not forward this Circular to the purchaser or transferee as arrangements will be made by CDP for a separate Circular to be sent to the purchaser or transferee. If you have sold or transferred all your shares represented by physical share certificate(s), you should immediately forward this Circular and the attached Proxy Form to the purchaser or transferee or to the bank, stockbroker or agent through whom the sale or transfer was effected, for onward transmission to the purchaser or transferee.

This Circular has been reviewed by the Company’s continuing sponsor, SAC Capital Private Limited (the “**Sponsor**”). This Circular has not been examined or approved by the Singapore Exchange Securities Trading Limited (“**SGX-ST**”). The SGX-ST assumes no responsibility for the contents of this Circular including the accuracy, completeness or correctness of any of the statements made, opinions expressed or reports contained in this Circular. The contact person for the Sponsor is Mr David Yeong (Telephone number: +65 6232 3210), at 1 Robinson Road, #21-00 AIA Tower, Singapore 048542.



BLACKGOLD NATURAL RESOURCES LIMITED

(Company Registration Number: 199704544C)

(Incorporated in the Republic of Singapore)

CIRCULAR TO SHAREHOLDERS

in relation to

- I. **THE PROPOSED ALLOTMENT AND ISSUANCE OF UP TO 533,333,332 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY (“SERIES B CONVERSION SHARES”) UPON THE SUBSCRIPTION AND CONVERSION OF SERIES B BONDS OF AN AGGREGATE PRINCIPAL AMOUNT OF UP TO S\$8,000,000 WHICH MAY BE SUBSCRIBED AT THE OPTION OF (I) ATRIUM ASIA CAPITAL PARTNERS PTE LTD, AND (II) KINGPIN INVESTMENT (PTE. LTD.) (COLLECTIVELY, THE “SUBSCRIBERS”);**
- II. **THE POTENTIAL TRANSFER OF CONTROLLING INTEREST IN THE COMPANY TO EACH OF THE SUBSCRIBERS AND YANG TSE PIN RESULTING FROM THE ALLOTMENT AND ISSUANCE OF SERIES B CONVERSION SHARES;**
- III. **THE PROPOSED ALLOTMENT AND ISSUANCE OF UP TO 66,666,666 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY TO ALVIN CHANG JIT HUA AS SETTLEMENT OF REFERRAL FEE PAYABLE FOR THE INTRODUCTION OF THE SUBSCRIBERS TO THE COMPANY; AND**
- IV. **THE PROPOSED ALLOTMENT AND ISSUANCE OF 133,333,333 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY TO SUBHAS S/O V NATHAN AS SETTLEMENT OF REFERRAL FEE PAYABLE FOR THE INTRODUCTION OF XIAMEN RUNPU IMPORT AND EXPORT CO., LTD (厦门市润璞进出有限公司) TO THE COMPANY.**

IMPORTANT DATES AND TIMES

Last date and time for lodgement of Proxy Form	:	14 Nov 2020 at 9 a.m.
Date and time of Extraordinary General Meeting	:	16 Nov 2020 at 9 a.m.
Place of Extraordinary General Meeting	:	To be held by way of electronic means

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DEFINITIONS

In this Circular, the following definitions apply throughout unless otherwise stated:

“5 February Announcement”	:	Has the meaning ascribed to it in paragraph 1.1(i) of this Circular
“28 February Announcement”	:	Has the meaning ascribed to it in paragraph 1.1(ii) of this Circular
“ACRA”	:	The Accounting and Corporate Regulatory Authority of Singapore
“Adjustment Event”	:	Has the meaning ascribed to it in the section titled “ <i>Adjustments to Conversion Price</i> ” in paragraph 3.2 of this Circular
“AGM”	:	Annual general meeting of the Company
“Atrium Asia”	:	Atrium Asia Capital Partners Pte Ltd
“Balance Mandate”	:	Has the meaning ascribed to it in paragraph 7 of this Circular
“Board”	:	The board of Directors of the Company
“Bondholder”	:	A registered holder of Bonds
“Bonds”	:	Has the meaning ascribed to it in paragraph 1.1(i)(b) of this Circular
“Bonds Referral Agreement”	:	Has the meaning ascribed to it in paragraph 5.1 of this Circular
“Bonds Referral Fee”	:	Has the meaning ascribed to it in paragraph 5.1 of this Circular
“Bonds Referral Shares”	:	Has the meaning ascribed to it in paragraph 1.2(iii) of this Circular
“Catalist”	:	The sponsor-supervised listing platform of the SGX-ST
“Catalist Rules”	:	The Listing Manual Section B: Rules of Catalist of the SGX-ST, as may be amended, supplemented or modified from time to time
“CDP”	:	The Central Depository (Pte) Limited
“Circular”	:	Means this circular to shareholders dated 25 October 2020 issued by the Company
“Companies Act”	:	The Companies Act, Chapter 50 of Singapore, as amended, supplemented or modified from time to time
“Company”	:	BlackGold Natural Resources Limited

DEFINITIONS

“Conversion Right”	:	Means the right to convert the Bonds into Conversion Shares, details of which are set out in the section titled <i>“Conversion Right and Conversion Period”</i> in paragraph 3.2 of this Circular
“Conversion Shares”	:	Has the meaning ascribed to it in paragraph 3.1 of this Circular
“Convertible Bonds Agreements”	:	Has the meaning ascribed to it in paragraph 1.1(i)(b) of this Circular, “Convertible Bond Agreement” shall mean any one of them
“Cut-Off Date”	:	Has the meaning ascribed to it in paragraph 3.4.1 of this Circular
“Directors”	:	The directors of the Company for the time being
“EGM”	:	Has the meaning ascribed to it in paragraph 1.2 of this Circular
“Existing Share Capital”	:	The issued share capital of the Company as at the Latest Practicable Date comprising 1,003,743,770 Shares
“First Maturity Date”	:	Has the meaning ascribed to it in the section titled <i>“Maturity Date”</i> in paragraph 3.2 of this Circular
“FY2019”	:	Has the meaning ascribed to it in paragraph 3.7.1 of this Circular
“General Conditions Precedent”	:	Has the meaning ascribed to it in paragraph 3.4.1 of this Circular
“General Mandate”	:	Has the meaning ascribed to it in paragraph 7 of this Circular
“Group”	:	The Company and its subsidiaries
“Instruments”	:	Has the meaning ascribed to it in paragraph 7 of this Circular
“JBIL”	:	Jinzhou Business Investment Logistics Co., Ltd (锦州商投物流有限公司)
“Kho Industries”	:	Kho Industries Pte Ltd
“Kingpin”	:	Kingpin Investment (Pte. Ltd.)
“Latest Practicable Date”	:	9 October 2020, being the latest practicable date prior to the printing of this Circular
“Listing Approval”	:	The listing and quotation and other requisite approval issued by the SGX-ST for the listing and quotation of Conversion Shares on Catalist

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“Listing Conditions”	:	Has the meaning ascribed to it in the section titled <i>“Conversion Right and Conversion Period”</i> in paragraph 3.2 of this Circular
“LPS”	:	Mean loss per Share
“Maturity Date”	:	Means the date upon which the Bonds shall be redeemed, details of which are set out in the section titled <i>“Maturity Date”</i> in paragraph 3.2 of this Circular
“Mining Collaboration Agreement”	:	Has the meaning ascribed to it in paragraph 6.1 of this Circular
“Mr Cho”	:	Has the meaning ascribed to it in paragraph 3.1 of this Circular
“Mr Chang”	:	Mr Alvin Chang Jit Hua, the referrer for the introduction of the Subscribers to the Company
“Mr Subhas”	:	Mr Subhas s/o V Nathan, the referrer for the introduction of Xiamen Runpu Import and Export Co., Ltd (厦门市润璞进出有限公司) to the Company
“Notice of EGM”	:	The notice of the EGM dated 25 October 2020 as set out on pages N-1 to N-6 of this Circular
“NTL”	:	Means net tangible liability
“Offtake Agreement”	:	Has the meaning ascribed to it in paragraph 1.1(i)(a) of this Circular
“Offtake Referral Agreement”	:	Has the meaning ascribed to it in paragraph 6.1 of this Circular
“Offtake Referral Fee”	:	Has the meaning ascribed to it in paragraph 6.1 of this Circular
“Offtake Referral Shares”	:	Has the meaning ascribed to it in paragraph 1.2(iv) of this Circular
“Previous Announcements”	:	Has the meaning ascribed to it in paragraph 1.1 of this Circular
“Proposed Bonds Subscription”	:	Means the proposed subscription of the Series A Bonds and the Series B Bonds
“Proposed Issue of Bonds Referral Shares”	:	Has the meaning ascribed to it in paragraph 1.2(iii) of this Circular
“Proposed Issue of Offtake Referral Shares”	:	Has the meaning ascribed to it in paragraph 1.2(iv) of this Circular
“Proposed Issue of Series B Conversion Shares”	:	Has the meaning ascribed to it in paragraph 1.2(i) of this Circular
“Proposed Transactions”	:	Means, collectively, the Proposed Issue of Series B Conversion Shares, the Proposed Transfer of

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		Controlling Interest, the Proposed Issue of Bonds Referral Shares and the Proposed Issue of Offtake Referral Shares
“Proposed Transfer of Controlling Interest”	:	Has the meaning ascribed to it in paragraph 1.2(ii) of this Circular
“Post Conversion Enlarged Capital”	:	Has the meaning ascribed to it in the section titled “ <i>Conversion Shares</i> ” in paragraph 3.2 of this Circular
“Relevant Conversion Shares”	:	Has the meaning ascribed to it in the section titled “ <i>Conversion Right and Conversion Period</i> ” in paragraph 3.2 of this Circular
“Relevant Share Capital”	:	Has the meaning ascribed to it in paragraph 7 of this Circular
“Referrers”	:	Mr Chang and Mr Subhas
“Sales Target”	:	Has the meaning ascribed to it in paragraph 6.1 of this Circular
“SANY”	:	Sany Intelligent Mining Technology Co., Ltd
“Securities and Futures Act”	:	Securities and Futures Act (Chapter 289) of Singapore, as amended or modified from time to time
“Series A Bonds”	:	Has the meaning ascribed to it in the section titled “ <i>Subscription Amount</i> ” in paragraph 3.2 of this Circular
“Series A Conversion Shares”	:	Has the meaning ascribed to it in paragraph 3.1 of this Circular
“Series A Listing and Quotation Notice”	:	Has the meaning ascribed to it in paragraph 3.1 of this Circular
“Series A Net Proceeds”	:	Has the meaning ascribed to it in paragraph 3.5 of this Circular
“Series B Bonds”	:	Has the meaning ascribed to it in the section titled “ <i>Option for Subscription of Additional Bonds</i> ” in paragraph 3.2 of this Circular
“Series B Conversion Shares”	:	Has the meaning ascribed to it in paragraph 1.2(i) of this Circular
“Series B Proceeds”	:	Has the meaning ascribed to it in paragraph 3.5 of this Circular
“SGX-ST”	:	Singapore Exchange Securities Trading Limited
“Shareholders”	:	Registered holders of the Shares, including Depositors whose Shares are deposited with CDP or who have purchased Shares on the SGX-ST, and “Shareholder” shall be construed accordingly
“Shares”	:	Ordinary shares in the capital of the Company

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“Sponsor”	:	SAC Capital Private Limited
“Subscribers”	:	Atrium Asia and Kingpin
“Subscription Date”	:	Means the date on which the subscription of any Bonds shall be completed, details of which are set out in the section titled “ <i>Subscription Date</i> ” in paragraph 3.2 of this Circular
“S\$” and “cents”	:	Singapore dollars and cents respectively
“Xiamen Runpu”	:	Xiamen Runpu Import and Export Co., Ltd (厦门市润璞进出口有限公司)
“US\$”	:	United States dollars

The terms “**Depositor**”, “**Depository Agent**” and “**Depository Register**” shall have the respective meanings ascribed to them in Section 81SF of the Securities and Futures Act.

The term “**subsidiary**” shall have the meaning ascribed to it in Section 5 of the Companies Act.

Words importing the singular shall, where applicable, include the plural and vice versa, and words importing the masculine gender shall, where applicable, include the feminine and neuter gender and vice versa. References to persons shall, where applicable, include corporations.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined in the Companies Act, the Catalist Rules or the Securities and Futures Act or any modification thereof and used in this Circular shall, where applicable, have the meaning assigned to it under the Companies Act, the Catalist Rules or the Securities and Futures Act, or any modification thereof, as the case may be, unless the context otherwise requires.

The headings in this Circular are inserted for convenience only and shall be ignored in construing this Circular.

Any discrepancies in figures included in this Circular between amounts shown and the totals thereof are due to rounding. Accordingly, figures shown as totals in this Circular may not be arithmetic aggregations of the figures that precede them.

Any reference to a time of the day and date in this Circular shall be a reference to Singapore time and date, respectively, unless otherwise stated.

Cautionary Note on Forward-Looking Statements

All statements other than statements of historical facts included in this Circular are or may be forward-looking statements. Forward-looking statements include but are not limited to those using words such as “expect”, “anticipate”, “believe”, “estimate”, “intend”, “project”, “plan”, “strategy”, “forecast” and similar expressions or future or conditional verbs such as “if”, “will”, “would”, “should”, “could”, “may” and “might”. These statements reflect the Company’s current expectations, beliefs, hopes, intentions or strategies

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regarding the future and assumptions in light of currently available information. Such forward-looking statements are not guarantees of future performance or events and involve known and unknown risks and uncertainties. Accordingly, actual results may differ materially from those described in such forward-looking statements. Shareholders should not place undue reliance on such forward-looking statements, and the Company does not undertake any obligation to update publicly or revise any forward-looking statements, subject to compliance with all applicable laws and regulations and/or the Catalist Rules and/or any other regulatory or supervisory body or agency.

LETTER TO SHAREHOLDERS

BLACKGOLD NATURAL RESOURCES LIMITED

(Company Registration Number: 199704544C)

(Incorporated in the Republic of Singapore)

Directors

Soh Sai Kiang (Independent Non-Executive Chairman)
Andreas Rinaldi (Executive Director and Chief Executive Officer)
Lim Chee San (Independent Director)
Bangun Madong Parulian Samosir (Independent Director)
Chng Hee Kok (Independent Director)

Registered Office:

7 Temasek Boulevard
#08-07
Suntec Tower One
Singapore 038987

25 October 2020

To: The Shareholders of BlackGold Natural Resources Limited

Dear Sir/Madam

- I. **THE PROPOSED ALLOTMENT AND ISSUANCE OF UP TO 533,333,332 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY (“SERIES B CONVERSION SHARES”) UPON THE CONVERSION OF SERIES B BONDS OF AN AGGREGATE PRINCIPAL AMOUNT OF UP TO S\$8,000,000 WHICH MAY BE SUBSCRIBED AT THE OPTION OF (I) ATRIUM ASIA CAPITAL PARTNERS PTE LTD, AND (II) KINGPIN INVESTMENT (PTE. LTD.) (COLLECTIVELY, THE “SUBSCRIBERS”);**
- II. **THE POTENTIAL TRANSFER OF CONTROLLING INTEREST IN THE COMPANY TO EACH OF THE SUBSCRIBERS AND YANG TSE PIN RESULTING FROM THE ALLOTMENT AND ISSUANCE OF SERIES B CONVERSION SHARES;**
- III. **THE PROPOSED ALLOTMENT AND ISSUANCE OF UP TO 66,666,666 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY TO ALVIN CHANG JIT HUA AS SETTLEMENT OF REFERRAL FEE PAYABLE FOR THE INTRODUCTION OF THE SUBSCRIBERS TO THE COMPANY; AND**
- IV. **THE PROPOSED ALLOTMENT AND ISSUANCE OF 133,333,333 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY TO SUBHAS S/O V NATHAN AS SETTLEMENT OF REFERRAL FEE PAYABLE FOR THE INTRODUCTION OF XIAMEN RUNPU IMPORT AND EXPORT CO., LTD (厦门市润璞进出有限公司) TO THE COMPANY.**

1. INTRODUCTION

1.1 Overview

The Board refers to the following previous announcements (the “**Previous Announcements**”):

- (i) the announcement dated 5 February 2020 (“**5 February Announcement**”) in relation to the entry by the Company into, *inter alia*:

LETTER TO SHAREHOLDERS

- (a) a memorandum of cooperation agreement ("**Offtake Agreement**") dated 29 January 2020 with Xiamen Runpu for the Company to supply coal to Xiamen Runpu;
 - (b) a binding memorandum of understanding dated 29 January 2020 with SANY, pursuant to which the parties have agreed to cooperate on, inter alia, the expansion of, and utilisation of SANY's smart mining technology in, markets comprising ASEAN, Papua New Guinea and Australia, and other activities;
 - (c) a mining collaboration agreement dated 29 January 2020 with Kho Industries, pursuant to which the Company has agreed to collaborate with Kho Industries on an exclusive basis to operate the mining concessions owned by the subsidiaries of Kho Industries; and
 - (d) three (3) separate conditional convertible bond subscription agreements ("**Convertible Bonds Agreements**") dated 30 January 2020 with each of (1) JBIL; (2) Atrium Asia; and (3) Kingpin, pursuant to which the Company proposes to issue to the Subscribers convertible bonds ("**Bonds**") of up to an aggregate S\$25.0 million in two (2) tranches, namely Series A Bonds and Series B Bonds;
- (ii) the announcement dated 28 February 2020 ("**28 February Announcement**") pursuant to which the Company responded to queries raised by the SGX-ST in relation to the 5 February Announcement;
 - (iii) the announcement dated 26 March 2020 in relation to completion of issuance of the Series A Bonds with Atrium Asia and Kingpin;
 - (iv) the announcement dated 27 March 2020 in relation to an extension in the Cut-Off Date in respect of the Convertible Bond Agreement with JBIL;
 - (v) the announcement dated 2 April 2020 in relation to the receipt of a Listing Approval or the Series A Bonds;
 - (vi) the announcement dated 13 April 2020 in relation to the use of Series A Net Proceeds;
 - (vii) the announcement dated 29 May 2020 in relation to a second extension in the Cut-Off Date in respect of the Convertible Bond Agreement with JBIL;
 - (viii) the announcement dated 30 July 2020 in relation to a third extension in the Cut-Off Date in respect of the Convertible Bond Agreement with JBIL; and
 - (ix) the announcement dated 30 September 2020 in respect of the non-satisfaction of the conditions precedent set out in, and the lapsing of, the Convertible Bonds Agreement entered into with JBIL.

LETTER TO SHAREHOLDERS

Copies of the Previous Announcements are available on the website of the SGX-ST at <http://www.sgx.com>.

1.2 Purpose of this Circular

The Directors are convening an extraordinary general meeting to be held on 16 November 2020 at 9 a.m. via Live Webcast (“**EGM**”) to seek Shareholders’ approval for:

- (i) the proposed allotment and issuance of up to 533,333,332 new Shares (“**Series B Conversion Shares**”) upon the subscription and conversion of the Series B Bonds by the Subscribers (“**Proposed Issue of Series B Conversion Shares**”);
- (ii) the potential transfer of controlling interest in the Company to each of the Subscribers and Mr Yang Tse Pin as a result of the allotment and issuance of the Series B Conversion Shares to each of the Subscribers (“**Proposed Transfer of Controlling Interest**”);
- (iii) the proposed allotment and issuance of up to 66,666,666 new Shares (“**Bonds Referral Shares**”) to Mr Chang as settlement of the Bonds Referral Fee (“**Proposed Issue of Bonds Referral Shares**”); and
- (iv) the proposed allotment and issuance of 133,333,333 new Shares (“**Offtake Referral Shares**”) to Mr Subhas as settlement of the Offtake Referral Fee (“**Proposed Issue of Offtake Referral Shares**”),

(collectively, the “**Proposed Transactions**”).

The purpose of this Circular is to provide Shareholders with information relating to the Proposed Transactions, and to seek Shareholders’ approval in relation thereto at the EGM. The Notice of EGM is set out on pages N-1 to N-6 of this Circular. The Company has appointed Donaldson and Burkinshaw LLP as the legal adviser to the Company for the Proposed Transactions.

This Circular has not been examined or approved by the SGX-ST. The SGX-ST assumes no responsibility for the contents of this Circular including the accuracy, completeness or correctness of any of the statements made, opinions expressed or reports contained in this Circular.

2. LISTING AND QUOTATION NOTICE FROM THE SGX-ST

In connection with the Proposed Transactions, an application to the SGX-ST will be made through the Sponsor for the approval for the listing and quotation of (i) up to 533,333,332 Series B Conversion Shares, (ii) up to 66,666,666 Bonds Referral Shares, and (iii) 133,333,333 Offtake Referral Shares. The Company will make the necessary announcement upon receipt of the listing and quotation notice from the SGX-ST for the listing and quotation of up to the Series B Conversion Shares, the Bonds Referral Shares and the Offtake Referral Shares. The listing and quotation notice, if issued by the SGX-ST, is not to be taken as an indication of the merits of any of the Proposed Transactions, the Series B Conversion Shares, the Bonds Referral Shares, the Offtake Referral Shares, the Company or the Group and their securities.

LETTER TO SHAREHOLDERS

3. PROPOSED ISSUE OF SERIES B CONVERSION SHARES

3.1 Background

In the 5 February Announcement, the Company announced, *inter alia*, that the Company had entered into three (3) separate Convertible Bonds Agreement with JBIL and each of the Subscribers comprising (i) Atrium Asia; and (ii) Kingpin, pursuant to which the Company proposes to issue Bonds of up to an aggregate S\$25.0 million in two (2) tranches, namely, Series A Bonds of an aggregate principal amount of S\$5.0 million and Series B Bonds of an aggregate principal amount of up to S\$20.0 million.

Under the terms of the Bonds Subscription Agreement, the Series A Bonds and Series B Bonds may be converted into duly authorised, validly issued, fully paid and unencumbered new Shares ("**Conversion Shares**"), comprising Conversion Shares to be allotted and issued upon conversion of the Series A Bonds ("**Series A Conversion Shares**") and the Conversion Shares to be allotted and issued upon conversion of the Series B Bonds. For more details on the Conversion Shares, the Series A Conversion Shares, and the Series B Conversion Shares, please refer to paragraph 3.2 of this Circular.

On 18 March 2020, an application was made by the Company, through the Sponsor for the listing and quotation of the Series A Conversion Shares.

On 2 April 2020, the Company announced that it had received the listing and quotation notice ("**Series A Listing and Quotation Notice**") from the SGX-ST for the listing of and quotation for the Series A Conversion Shares subject to compliance with the SGX-ST's listing requirements.

The Series A Listing and Quotation Notice is not an indication by the SGX-ST of the merits of the Series A Conversion Shares.

On 27 March 2020, 29 May 2020 and 30 July 2020, the Company announced that the Cut-Off Date in respect of the Convertible Bonds Agreement with JBIL had been extended to 1 June 2020, 31 July 2020 and 30 September 2020, respectively. The Cut-Off Date is the final date upon all conditions precedent to the subscription of the Series A Bonds by JBIL shall be satisfied, failing which the Convertible Bonds Agreement shall terminate.

On 30 September 2020, the Company announced that the conditions precedent set out in the Convertible Bonds Agreement with JBIL had not been fulfilled as at the relevant Cut-Off Date, and accordingly the said Convertible Bonds Agreement had lapsed. In view of the foregoing, the Series A Bonds of a principal amount of S\$3.0 million to be subscribed by JBIL, as well as JBIL's options for the Series B Bonds of S\$12.0 million, have terminated. Following the lapse of the Convertible Bonds Agreement with JBIL, the aggregate principal amount of Series A Bonds to be issued was reduced to S\$2.0 million and assuming the options for the Series B Bonds are exercised in full by Atrium Asia and Kingpin in aggregate, the Series B Bonds will raise S\$8.0 million.

LETTER TO SHAREHOLDERS

As at the date of this Circular, S\$2.0 million has been received following the completion of Series A Bonds subscription by Atrium Asia and Kingpin. Details on the use of proceeds can be found in paragraph 3.5 of this Circular.

On 25 August 2020, Atrium transferred Series A Bonds amounting to S\$1.0 million to Mr Cho Yu Chung (“**Mr Cho**”). To the best knowledge of the Company, Mr Cho is not a restricted person under Rule 812 of the Catalist Rules, and is not co-operating or acting in concert with any other Shareholders to obtain or consolidate effective control of the Company through the Proposed Bond Subscription. There is also no past or present connection (including business relationship) between the Company, its subsidiaries, its Directors or substantial shareholders and Mr Cho. More details on Mr Cho can be found in paragraph 3.6 of this Circular.

3.2 Principal terms of the Proposed Bonds Subscription

The principal terms of the Proposed Bonds Subscription are summarised as follows:

Subscription Amount : Subject to the satisfaction of the General Conditions Precedent (as defined in paragraph 3.4.1 below), JBIL and each Subscriber has agreed to subscribe for, and the Company has agreed to issue to the Subscriber, an initial tranche of Bonds (“**Series A Bonds**”) as follows:

- (a) JBIL : S\$3.0 million
- (b) Atrium Asia : S\$1.0 million
- (c) Kingpin : S\$1.0 million

As at the date of this Circular, the Convertible Bonds Agreement with JBIL has lapsed. Taking into consideration the lapse of the Convertible Bonds Agreement with JBIL, the Company will raise, in aggregate, S\$2.0 million (before deduction of professional fees and related expenses) upon completion of the Series A Bonds subscription. As at the date of this Circular, the subscription of the Series A Bonds by Atrium Asia and Kingpin has been completed.

Option for Subscription of Additional Bonds : The Company has granted JBIL and each Subscriber the option to subscribe for additional Bonds (“**Series B Bonds**”) of an aggregate principal amount as follows:

- (a) JBIL : Up to S\$12.0 million
- (b) Atrium Asia : Up to S\$4.0 million
- (c) Kingpin : Up to S\$4.0 million

Taking into consideration the lapse of the Convertible Bonds Agreement with JBIL, and assuming the options for the Series B Bonds are exercised in full by Atrium Asia and Kingpin, the Company will raise, in aggregate, S\$8.0 million (before deduction of professional fees and

LETTER TO SHAREHOLDERS

related expenses) upon completion of the Series B Bonds subscription.

The option to subscribe for the Series B Bonds may be exercised in full or in part, and in one or multiple tranches, provided that the aggregate principal amount of Series B Bonds subscribed shall not exceed the maximum amount stipulated above for each Subscriber, and that each exercise shall be for a minimum of S\$1.0 million or integral multiples thereof.

**Conversion Right
and Conversion
Period**

- :
- (a) Any Series A Bonds may be converted into duly authorised, validly issued, fully paid and unencumbered Conversion Shares at the option of a Bondholder, at any time on or before the Maturity Date (as defined below); and
 - (b) Any Series B Bonds may be converted into duly authorised, validly issued, fully paid and unencumbered Conversion Shares, at the option of a Bondholder, at any time on or before the Maturity Date,

((a) and (b), collectively, the “**Conversion Right**”).

PROVIDED THAT no Bonds may be converted by any Bondholder into any Conversion Shares (“**Relevant Conversion Shares**”) unless:

- (i) the Listing Approval in relation to any Relevant Conversion Shares has been obtained and not revoked or amended, and if any conditions are attached to the Listing Approval (“**Listing Conditions**”), such Listing Conditions (1) being on terms reasonably satisfactory to the Company; and (2) which are required to be fulfilled on or before the relevant date of conversion having been fulfilled on or before that date to the satisfaction of the SGX-ST or waived by the SGX-ST;
- (ii) the Company has obtained a share issue mandate in respect of the Relevant Conversion Shares, and such share issue mandate shall remain valid and existing and not terminated; and
- (iii) unless otherwise approved by Shareholders in general meeting, the total number of Shares directly or deemed to be held by such Bondholder immediately before the exercise of the Conversion Right, together with the number of Relevant Conversion Shares to be issued and allotted upon conversion of the relevant Bonds shall not result in such Bondholder holding, directly or indirectly, Shares representing fifteen percent (15%) or more of the total issued share capital of the Company immediately after the issue and allotment of the Relevant Conversion Shares.

LETTER TO SHAREHOLDERS

As explained in paragraph 7 below, the Series A Conversion Shares to be issued upon conversion of the Series A Bonds will be made pursuant to the General Mandate while the Company is seeking specific Shareholders' approval for the Series B Conversion Shares to be issued upon conversion of the Series B Bonds.

Conversion Price : S\$0.015, subject to adjustments set out in the section entitled "*Adjustments to Conversion Price*" below.

The Conversion Price was agreed to by the parties to the Convertible Bonds Agreement at arm's length basis with reference to the market price as at 30 January 2020, being the date of the Convertible Bonds Agreements. The Conversion Price represents a premium of approximately 16.28% to the volume weighted average price of S\$0.0129 for trades done on the Shares on 28 January 2020 (being the full market day immediately preceding the date of signing of the Convertible Bonds Agreements).

Conversion Shares : Up to 666,666,664 Conversion Shares will be allotted and issued by the Company upon conversion of the Bonds subscribed or to be subscribed by the Subscribers, comprising up to 133,333,332 Series A Conversion Shares upon conversion of the Series A Bonds and up to 533,333,332 Series B Conversion Shares upon conversion of the Series B Bonds.

The aforementioned Conversion Shares represent in aggregate approximately 66.42% of the Existing Share Capital and approximately 39.91% of the enlarged issued share capital of the Company immediately following the conversion of all the Bonds (excluding the Bonds Referral Shares and Offtake Referral Shares) ("**Post Conversion Enlarged Capital**"). The Post Conversion Enlarged Capital consists of 1,670,410,434 Shares, and comprises the Existing Share Capital and the 666,666,664 Conversion Shares.

Please refer to paragraph 9 of this Circular for more details on the shareholding structure before and after the conversion of the Bonds.

Subscription Date : (a) In respect of the Series A Bonds, parties shall complete the subscription of the Series A Bonds on the date falling five (5) business days from the date the last of the General Conditions Precedents have been fulfilled; and (b) in respect of any tranche of Series B Bonds, parties shall complete the subscription of the Series B Bonds on the date falling five (5) Business Days from the relevant date of the subscription notice in respect of the Series B Bonds has been delivered and received by the Company.

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Interest	:	The Bonds are interest-free.
Redemption	:	<p>Unless converted to Conversion Shares, the Bonds shall be redeemed at one hundred per cent (100%) of their principal amount on the Maturity Date, or if required by a Bondholder upon a Relevant Event.</p> <p>If the Company fails to make payment of any amount in respect of the Bonds when the same becomes due and payable under the terms of the Bonds, interest shall accrue on the overdue sum at the rate of three per cent. (3.0%) per annum from the due date. Such default interest shall accrue on the basis of the actual number of days elapsed and a 360-day year.</p>
Relevant Event	:	<p>A Relevant Event occurs:</p> <ul style="list-style-type: none">(a) when the Shares ceased to be listed or admitted to trading or suspended for a period equal to or exceeding twenty (20) trading days on the SGX-ST; or(b) the Company fails to obtain the Listing Approval and/or a share issue mandate in respect of the Conversion Shares on or before the next annual general meeting to be convened by the Company after the date of the Convertible Bonds Agreements, <p>whereupon, each Bondholder will have the right, at such Bondholder's option, to require the Company to redeem all or some only of such Bondholder's Bonds.</p>
Maturity Date	:	The date falling thirty-six (36) months from the date the relevant Bonds have been issued and registered, or such other date as the Parties may agree in writing (" First Maturity Date "), provided always that the Bondholder shall have the sole and absolute discretion to extend the redemption date for a further twelve (12) months from the expiry of the First Maturity Date.
Status of the Bonds	:	The Bonds constitute direct, unconditional, unsubordinated and unsecured obligations of the Company, ranking <i>pari passu</i> and rateably without any preference among themselves, and, subject as mentioned above and save as otherwise provided under any applicable laws or regulations, equally with all other present and future, direct, unconditional, unsubordinated and unsecured obligations of the Company from time to time outstanding.
Status of Conversion Shares	:	The Conversion Shares will be duly authorized and they will be validly issued as fully paid-up Shares and the Conversion Shares shall be issued unencumbered and free from any security interests, claims (including pre-emptive rights) or liens and will be freely transferable and

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shall rank *pari passu* in all respects with all other then existing Shares, except that such Conversion Shares shall not be entitled to any dividends, rights, allotments or other distributions, the record date of which is before the date the Bonds are converted, and will be admitted to listing on Catalist.

Adjustments to Conversion Price

: The Conversion Price will be subject to adjustments under Adjustment Events (as defined below) in accordance with the following formula:

$$\text{NCP} = \text{CP} \times (\text{OSC} / \text{NSC})$$

NCP : is the new Conversion Price;
CP : is the Conversion Price;
OSC : is the total number of issued Shares immediately before such event; and
NSC : is the total number of issued Shares immediately after such event.

The Conversion Price shall from time to time be adjusted as provided in these Conditions in all or any of the following cases ("**Adjustment Event**"):

- (a) any consolidation, subdivision or conversion of the Shares; or
- (b) any issue by the Company of Shares credited as fully paid-up by way of capitalisation of profits or reserves (whether of a capital or income nature) to its shareholders; or
- (c) an offer or invitation made by the Company to its shareholders whereunder they may acquire or subscribe for Shares by way of rights; or
- (d) an issue by the Company of Shares other than being an Adjustment Event requiring an adjustment under (a), (b) or (c) above.

Non-transferability

: A Bond, upon issue, may not be transferred save and except with the prior written approval of the Company.

Pursuant to the terms of the Convertible Bonds Agreements, a Subscriber may assign the option to subscribe the Series B Bonds (or any part thereof, subject to a minimum of S\$1.0 million or integral multiples thereof) to any person designated by the Subscribers at their absolute discretion; provided that:

- (i) an assignment hereunder shall be subject to the written approval of the Company (such approval not to be unreasonably withheld or delayed); and
- (ii) the Subscriber shall ensure that any assignment by the Subscriber shall not cause the breach or contravention by the Company of any restrictions

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set out in the Securities and Futures Act (Cap. 289) and/or any applicable law, including without limitation, the listing rules of the SGX-ST.

Listing Status : The Bonds shall not be listed on any stock exchange.

Governing Law : The law of the Republic of Singapore.

3.3 Offer pursuant to Section 272B of the Securities and Futures Act

The Bonds are offered for subscription by way of a private placement pursuant to an exempted offer under section 272B of the Securities and Futures Act. As such, no prospectus or offer information statement will be issued by the Company in connection therewith.

3.4 Conditions Precedent

3.4.1 General Conditions Precedent

JBIL and each Subscriber is not obliged to subscribe and pay for any Bonds unless the following conditions precedent ("**General Conditions Precedent**") have been satisfied by the date falling sixty (60) days from the date of the Convertible Bonds Agreement, or such other date as the Parties may mutually agree to in writing ("**Cut-Off Date**") and remains satisfied on the relevant subscription date:

- (i) the Shares of the Company remaining listed and quoted on Catalist;
- (ii) all applicable governmental and regulatory approvals required in connection with the subscription of the Bonds, other than the Listing Approval having been obtained and not revoked;
- (iii) all warranties being accurate and correct in all respects at each Subscription Date; and
- (iv) the Company not having experienced or suffered any event or series of events on or after the date of this Agreement that, individually or in the aggregate, would reasonably be expected to have a material adverse effect. A material adverse effect would generally refer to any unforeseen events that materially and negatively impacts the Group's financial position or performance.

If any of the General Conditions Precedent above is not waived, satisfied on or before the Cut-Off Date, the relevant Convertible Bonds Agreement shall forthwith *ipso facto* cease and the parties shall be released and discharged from their respective obligations under the Convertible Bonds Agreement save and except certain surviving clauses and any antecedent breaches.

3.4.2 Series B Bonds Conditions Precedent

In addition to, and without prejudice to the General Conditions Precedent, JBIL and each Subscriber shall not be obliged to complete the subscription of the Series B Bonds (or any part thereof) unless:

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- (i) a Series B subscription notice in respect of the Series B Bonds has been issued and received by the Subscriber within the period commencing from the date of the Convertible Bonds Agreement and ending on the First Maturity Date of the Series A Bonds and in any case no later than 5.00 pm of the last day of such period; and
- (ii) there having been no occurrence of any event of default at any time after the date of the Convertible Bonds Agreement and the subscription date of the relevant Series B Bonds.

3.4.3 On 30 September 2020, the Company announced that the conditions precedent set out in the Convertible Bonds Agreement with JBIL had not been fulfilled as at the relevant Cut-Off Date, and accordingly the said Convertible Bonds Agreement had lapsed. In view of the foregoing, the Series A Bonds of a principal amount of S\$3.0 million to be subscribed by JBIL, as well as JBIL's options for the Series B Bonds of S\$12.0 million, have terminated.

3.5 Use of Proceeds

On 30 September 2020, the Company announced that the conditions precedent set out in the Convertible Bonds Agreement with JBIL had not been fulfilled as at the relevant Cut-Off Date, and accordingly the said Convertible Bonds Agreement had lapsed. In view of the foregoing, the Series A Bonds of a principal amount of S\$3.0 million to be subscribed by JBIL has terminated together with JBIL's options for the Series B Bonds. Following the lapse of the Convertible Bonds Agreement with JBIL, the aggregate principal amount of Series A Bonds to be issued was reduced to S\$2.0 million. As at the date of this Circular, the subscription of the Series A Bonds have been completed by Atrium Asia and Kingpin and the net proceeds from the Series A Bonds ("**Series A Net Proceeds**") (after deduction of professional fees and related expenses of S\$80,000) is approximately S\$1.92 million.

As of the date of this Circular, the use of the Series A Net Proceeds is as follows:

Intended use of Series A Net Proceeds	Original allocation of Series A Net Proceeds as disclosed in the announcement dated 5 February 2020	Allocation of Series A Net Proceeds following lapse of Convertible Bonds Agreement with JBIL and reallocation of net proceeds	Series A Net Proceeds utilised	Balance of the Series A Net Proceeds
Payment of outstanding professional due to Group's auditors, legal counsel and Sponsor	S\$795,000	S\$777,000	S\$495,000	S\$282,000
Payment of outstanding director's fees	S\$167,000	S\$185,000	S\$185,000 ⁽³⁾	-
Working capital	S\$3,958,000	S\$958,000	S\$748,000	S\$210,000
Total	S\$4,920,000⁽¹⁾	S\$1,920,000⁽²⁾	S\$1,428,000	S\$492,000

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Notes:

- (1) Includes proceeds from the Series A Bonds of a principal amount of S\$3.0 million to be subscribed by JBIL.
- (2) Excludes proceeds from the Series A Bonds of a principal amount of S\$3.0 million to be subscribed by JBIL.
- (3) Following a review of the Group's cash flow and taking into consideration the amount of director's fees approved at the Company's FY2018 annual general meeting, S\$18,000 originally intended for repayment of outstanding professional fees has been re-allocated to payment of outstanding director's fees.

Following the lapse of the Convertible Bonds Agreement with JBIL, the proceeds from the subscription of the Series B Bonds (assuming the Series B Bonds are subscribed in full by the Subscribers) will amount to approximately S\$8.0 million ("**Series B Proceeds**"). As and when the option for the Series B Bonds are exercised, the Series B Proceeds raised may, at the discretion of the Directors, be used for working capital and/or such other purposes as the Directors may deem fit.

Intended use of Series B Proceeds	Amount	% of Series B Proceeds
Acquisition of coal concessions	3,000,000	37.5%
Payment of outstanding royalties/dead rent (i.e., fixed rental payable for mines)/borrow-to-use forestry permit	1,440,000	18%
Working capital	3,560,000	44.5%
TOTAL	S\$8,000,000	100%

The Company will make periodic announcements on the utilisation of the proceeds from the Proposed Bonds Subscription by the Subscribers as and when such proceeds are materially disbursed and whether such disbursements are in accordance with the use of proceeds as stated in this Circular, and provide a status report on the use of the proceeds in the Company's annual reports until such time the proceeds have been fully utilised. Where the proceeds have been used for general corporate and/or working capital purposes, the Company will also provide a breakdown with specific details on the use of the proceeds in the announcements and annual reports. Where there is a material deviation in the use of the proceeds, the Company will announce the reasons for such deviation.

3.6 Information on the Subscribers

Particulars of Subscriber	No. of Shares held upon conversion	% of issued share capital immediately upon	No. of Shares held upon conversion of all Bonds ⁽³⁾	% of Post Conversion Enlarged Capital

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	of Series A Bonds	conversion of Series A Bonds		
<p>Atrium Asia is a boutique investment firm with interest in financial services and a variety of growing investments in Asia. Its shareholders comprise:</p> <ul style="list-style-type: none"> • Mr Mintarja Oei (4.68%), • Mr Cho Yu Chung (18.672%)⁽²⁾ and • Marlinspike Capital Limited⁽⁴⁾ (76.648%). <p>Mr Mintarja Oei is the ultimate beneficial owner of Marlinspike Capital Limited. The directors of Atrium Asia comprise of, Mr Mintarja Oei and Mr Cho Yu Chung.</p>	_ ⁽¹⁾	_ ⁽¹⁾	266,666,666	15.96%
<p>Kingpin is an investment holding Company that is wholly-owned by Mr. Yang Tse Pin, a Singapore national, who has more than 30 years of experience in the building construction and property development industries.</p> <p>As at the Latest Practicable Date, Mr Yang Tse Pin holds directly 7,015,700 Shares in the Company. Mr Yang Tse Pin is a director of Kingpin</p>	66,666,666	5.86%	333,333,333	19.96%

Notes:

- (1) On 25 August 2020, Atrium transferred all its Series A Bonds amounting to S\$1.0 million to Mr Cho Yu Chung. To the best knowledge of the Company, Mr Cho is not a restricted person under Rule 812 of the Catalist Rules, and is not co-operating or acting in concert with any other Shareholders to obtain or consolidate effective control of the Company through the Proposed Bond Subscription. There is also no past or present connection (including business relationship) between the Company, its subsidiaries, its Directors or substantial shareholders and Mr Cho.
- (2) Mr Cho Yu Chung is a Bondholder of the Company. He is a director of Atrium Asia and holds shares representing 18.672% of the issued share capital of Atrium Asia. Mr Cho Yu Chung possesses over 20 years of experience in investments, fund management, corporate management and mergers & acquisitions. Mr Cho Yu Chung is not deemed interested in the Shares of the Company by virtue of his 18.672% shareholding in Atrium Asia.
- (3) Assumes that the Subscribers fully subscribes and the Series A Bonds and Series B Bonds held by the Subscribers are fully converted .
- (4) With reference to the announcement made on 28 February 2020, the Company has amended Marlinspike Capital Limited to Marlinspike Capital Limited which has been confirmed by Marlinspike Capital Limited.

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JBIL and each of the Subscribers were introduced to the Company by Mr Chang. To the best knowledge of the Company, each Subscriber:

- (i) is an independent third party unrelated to any of the Directors, substantial Shareholders or controlling Shareholders, or their respective associates (as defined in the Catalist Rules);
- (ii) has no past or present connection (including business relationship) with the Company, its subsidiaries, its Directors or substantial Shareholders;
- (iii) do not fall under the class of restricted persons under Rule 812(1) of the Catalist Rules;
- (iv) are not co-operating or acting in concert with any other Shareholders to obtain or consolidate effective control of the Company through the Proposed Bonds Subscription;
- (v) are subscribing purely for investment and solely for their own respective beneficial interest, and are not subscribing for any of the Subscription Shares as an agent for or otherwise on behalf of any other person; and
- (vi) will not be taking up any Board or key management positions in the Company.

As at the Latest Practicable Date, other than as disclosed in paragraph 3.6 of this Circular, each Subscriber does not have any shareholding interests, direct or indirect, in the Company.

3.7 Financial effects of the Proposed Bonds Subscription by the Subscribers

3.7.1 The financial effects of the Proposed Bonds Subscription by the Subscribers (including the allotment and issuance of Conversion Shares in relation to the Bonds issued thereto) set out below are strictly for the purposes of illustration only and do not purport to be an indication or projection of the results and financial position of the Company and the Group after completion. These illustrative financial effects have been prepared based on the audited consolidated financial statements of the Group for the financial year ended 31 December 2019 (“FY2019”):

- (a) the assumption that there is no adjustment event which will result in an adjustment to the Conversion Price, the maximum number of Conversion Shares to be allotted and issued upon conversion of the Series A Bonds shall be 133,333,332 Shares and the maximum number of Conversion Shares to be allotted and issued upon conversion of the Series B Bonds shall be 533,333,332 Shares;
- (b) (for the purpose of computing the LPS after the Proposed Bonds Subscription by the Subscribers) the assumption that the Proposed Bonds Subscription by the Subscribers was completed on 1 January 2019;
- (c) (for the purpose of computing the NTL per Share), the assumption that the Proposed Bond Subscription by the Subscribers was completed on 31 December 2019;
- (e) the Offtake Referral Shares is disregarded; and

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- (f) the computation does not take into account any expenses that may be incurred in relation to the Proposed Bonds Subscription by the Subscribers.

3.7.2 NTL per Share

As at 31 December 2019

	Before issuance of Conversion Shares and Bonds Referral Shares	After issuance of Conversion Shares and Bonds Referral Shares
NTL (US\$'000)	6,571	6,571
Number of Shares	1,003,743,770	1,737,077,100
NTL (US\$ cents)	0.65	0.38

3.7.3 LPS

For the financial year ended 31 December 2019

	Before issuance of Conversion Shares and Bonds Referral Shares	After issuance of Conversion Shares and Bonds Referral Shares
Loss attributable to owners of the Company (US\$'000)	1,542	2,285 ⁽¹⁾
Weighted average number of Shares	965,351,624	1,698,684,954
Loss per Share (US\$ cents)	0.16	0.13

Note:

- (1) The loss attributable to owners of the Company after issuance of Conversion Shares and Bonds Referral Shares took into account the share issue expense arising from the issuance of the Bonds Referral Shares amounting to S\$1.0 million (approximately US\$743,000).

3.8 **Confirmation by the Directors**

The Directors are of the opinion that, barring any unforeseen circumstances:

- (i) after taking into consideration the present bank facilities, the working capital available to the Group is not sufficient to meet its present requirements;
- (ii) after taking into consideration the present bank facilities and the Series A Net Proceeds, the working capital available to the Group is sufficient to meet its present requirements; and
- (iii) after taking into consideration the present bank facilities and the Series A Net Proceeds and the Series B Proceeds, the working capital available to the Group is sufficient to meet its present requirements.

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Notwithstanding sub-paragraph 3.8(i) above, the Board is of the view that the Group is able to continue as a going concern, taking into account the following:

- the Series A Net Proceeds and should the conversion of Series B Bonds materialise, the Series B Proceeds;
- a cash flow forecast prepared by management wherein the Group will have sufficient cash resources, including funds from the subscription of the Series A Bonds by the Subscribers, and estimated earnings for the 18 months commencing from 1 October 2020, to satisfy its working capital requirements and to meet its obligations as and when they fall due;
- the Group has achieved higher gross profits of US\$2.2 million in FY2019 as compared to US\$0.4 million in the financial year ended 31 December 2018 and, barring unforeseen circumstances, the management is confident that the trend will continue as the Group gains new customers and continues increasing production, moving towards a stronger working capital position over the course of the next 12 months;
- the Group has an available loan facility from its shareholders amounting to US\$35,815,153 from which it can draw upon when required; and
- the Group is exploring financing options to pay off its short-term financial obligations, and has received supply chain financing facilities to support its operations.

4. PROPOSED TRANSFER OF CONTROLLING INTEREST TO ATRIUM ASIA AND KINGPIN

4.1 Restrictions under Rule 803

Rule 803 of the Catalist Rules provides that an issuer must not issue securities to transfer a controlling interest without prior approval by shareholders in a general meeting. Under the Catalist Rules, a controlling shareholder is a person who (a) holds directly or indirectly 15% or more of the total number of issued shares (excluding treasury shares) in the company, or (b) in fact exercises control over the company.

4.2 Potential Transfer of Controlling Interest

On 25 August 2020, Atrium transferred Series A Bonds amounting to S\$1.0 million to Mr Cho. Notwithstanding the aforesaid transfer, in view of the maximum amount of Bonds which each of the Subscribers may subscribe and the number of Conversion Shares that could be allotted and issued on exercise of the Conversion Rights, each of Atrium Asia, Kingpin and Mr Yang Tse Pin may potentially own 15% or more of the Post Conversion Enlarged Capital.

Mr Yang Tse Pin is the sole shareholder of Kingpin. As at the Latest Practicable Date, Mr Yang Tse Pin holds directly 7,015,700 Shares and pursuant to Section 4 of the Securities and Futures Act, Mr Yang Tse Pin is deemed interested in all Shares held by Kingpin. Accordingly, a transfer of controlling interest to Kingpin will consequently result in the transfer of controlling interest to Mr Yang Tse Pin and is subject to the approval of Shareholders for the purposes of Rule 803 of the Catalist Rules.

The Company is seeking Shareholder approval from the potential transfer of controlling interest in the Company to each of the Subscriber (being Atrium Asia and Kingpin) and Mr Yang Tse Pin resulting from the allotment and issuance of Series B Conversion Shares.

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Please see the change of shareholding interests of the Subscribers and Mr Yang Tse Pin for the following scenarios:

- (A) Full subscription and conversion of Series A Bonds and Series B Bonds, and
- (B) Full subscription and conversion of Series A Bonds and Series B Bonds and full allotment and issuance of Bonds Referral Shares and the Offtake Referral Shares

Scenario (A): Full subscription and conversion of Series A Bonds and Series B Bonds

Assuming each of Atrium Asia and Kingpin fully subscribes for the Series B Bonds and exercises the conversion rights in respect of Series A Bonds and Series B Bonds to the extent permitted under the terms and conditions of the Bonds and the Convertible Bonds Agreements, each of (i) Atrium Asia; and (ii) Kingpin will hold 15.96% and 19.96%, respectively, of the enlarged issue share capital of the Company immediately after such conversion. Separately, Mr Yang Tse Pin will have a direct and deemed interest of 20.38% of the enlarged issue share capital of the Company immediately after the full subscription and conversion of the Series A Bonds and Series B Bonds.

Accordingly, the full subscription and conversion of the Series A Bonds and Series B Bonds would result in a transfer of controlling interest to Atrium Asia, Kingpin and Mr Yang Tse Pin and is subject to the approval of Shareholders for the purposes of Rule 803 of the Catalist Rules.

Scenario (B): Full subscription and conversion of Series A Bonds and Series B Bonds and full allotment and issuance of Bonds Referral Shares and the Offtake Referral Shares

Assuming each of Atrium Asia and Kingpin fully subscribes for the Series B Bonds and exercises the conversion rights in respect of Series A Bonds and Series B Bonds to the extent permitted under the terms and conditions of the Bonds and the Convertible Bonds Agreements, and that the Bonds Referral Shares and the Offtake Referral Shares are allotted and issued in full, each of (i) Atrium Asia; and (ii) Kingpin will hold 14.2% and 17.8%, respectively, of the enlarged issue share capital of the Company immediately after the conversion of the Series A Bonds and the Series B Bonds and the issue and allotment of the Bonds Referral Shares and the Offtake Referral Shares.

Separately, Mr Yang Tse Pin will have a direct and deemed interest of 18.2% of the enlarged issue share capital of the Company immediately after the full subscription and conversion of the Series A Bonds and Series B Bonds and the full allotment and issuance of Bonds Referral Shares and the Offtake Referral Shares.

Accordingly, the full subscription and conversion of the Series A Bonds and Series B Bonds and the issue and allotment of the Bonds Referral Shares and the Offtake Referral Shares in full, will result in the transfer of controlling interest to Kingpin and Mr Yang Tse Pin and is subject to the approval of Shareholders for the purposes of Rule 803 of the Catalist Rules.

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5. PROPOSED ISSUE OF BONDS REFERRAL SHARES

5.1 Background

Each of the Subscribers and JBIL were introduced to the Company by Mr Chang. Pursuant to an agreement between the Company and Mr Chang ("**Bonds Referral Agreement**"), Mr Chang is entitled to a referral fee equivalent to 10% of the principal amount of Bonds subscribed, payable by the issue of new Shares at an issue price of S\$0.015 per Share ("**Bonds Referral Fee**"). The Bonds Referral Fee is based on negotiations between the Company and Mr Chang. To the best of the Company's knowledge, there is no fixed market rate for referral fees in relation to fund raising exercises, and rates are based, amongst others, on the bargaining strength of parties.

The issue price of S\$0.015 represents a premium of approximately 16.28% to the volume weighted average price of S\$0.0129 for trades done on the Shares on 28 January 2020 (being the full market day immediately preceding the date of signing of the Bonds Referral Agreement).

Assuming that the Bonds are fully subscribed by Atrium Asia and Kingpin, Mr Chang will be entitled to receive Bonds Referral Fees amounting to S\$1.0 million payable by the allotment and issuance of 66,666,666 Bonds Referral Shares. Such Bonds Referral Shares represent 6.64% of the Existing Share Capital and approximately 3.84% of the enlarged share capital of the Company immediately following the conversion of all the Bonds and the Bonds Referral Shares ("**Post Conversion and Bonds Referral Enlarged Capital**"). The Post Conversion and Bonds Referral Enlarged Capital consists of 1,737,077,100 Shares, and comprises the Existing Share Capital, the 666,666,664 Conversion Shares and the 66,666,666 Bonds Referral Shares.

The Bonds Referral Shares shall be issued and allotted to Mr Chang after completion of the subscription of the relevant Bonds and after the Company has obtained the listing and quotation and other requisite approval from the SGX-ST and relevant share issue mandate in respect of the Bonds Referral Shares. In the event that listing and quotation and other requisite approval by SGX-ST and/or a share issue mandate in respect of the Bonds Referral Shares is not obtained by the Company within thirty (30) days from the next annual general meeting to be convened by the Company after completion of the subscription of the relevant Bonds, the Company shall pay the Bonds Referral Fee in cash.

The Bonds Referral Fee due to Mr Chang accrues upon the receipt of the proceeds from Bonds subscribed by the Subscribers. In view that Mr Chang is entitled to the Bonds Referral Fees only if the Company receives the subscription monies for the Bonds, the Company is of the view that it could retain sufficient funds for payment of the Bonds Referral Fee. The Company believes that given its current financial performance and position, it would be preferable for the Company to retain its cash resources (including any subscription monies from the issuance of the Bonds). Accordingly, it has negotiated for the Bonds Referral Fee to be paid by way of Shares. However, as the issue of the Bonds Referral Shares requires approval of Shareholders, Mr Chang has requested that he be paid cash of S\$1.0 million should such approval not be obtained. As the Bonds Referral Fee is payable only if the Subscribers subscribe for the Bonds and upon receipt of the subscription monies in respect of the Bonds, the Company is of the view that the cash payment, if required, is not detrimental to the Group or minority shareholders.

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5.2 Information on Mr Chang

Mr Chang is an advocate and solicitor with M & A Law Corporation and he has been in private practice for the last 23 years. In his legal practice, Mr Chang advises local and regional clients on a wide range of areas, including dispute resolution, corporate issues, conveyancing transactions, and personal law, with a particular emphasis on commercial and corporate transactions.

To the best knowledge of the Company, Mr Chang is (i) an independent third party unrelated to any of the Directors, substantial Shareholders or controlling Shareholders, or their respective associates (as defined in the Catalist Rules); (ii) has no past or present connection (including business relationship) between the Company, its subsidiaries, its Directors or substantial Shareholders; (iii) does not fall under the class of restricted person under Rule 812(1) of the Catalist Rules; (iv) is not co-operating or acting in concert with any other Shareholders to obtain or consolidate effective control of the Company through the Bonds Referral Shares; and (v) will not be taking up any Board or key management positions in the Company.

As at the Latest Practicable Date, Mr Chang does not have any shareholding interests, direct or indirect, in the Company.

6. PROPOSED ISSUE OF OFFTAKE REFERRAL SHARES

6.1 Background

In the 5 February Announcement, the Company announced, *inter alia*, that the Company had entered into the Offtake Agreement with Xiamen Runpu for the supply of coal to Xiamen Runpu.

Xiamen Runpu was introduced to the Company by Mr Subhas. Pursuant to an agreement dated 29 January 2020 between the Company and Mr Subhas ("**Offtake Referral Agreement**"), if the aggregate sales generated by the Company from the Offtake Agreement during (i) the term of the Offtake Agreement (being 29 January 2020 to 29 January 2021); or (ii) the first twenty-four (24) months starting from the commencement date of the Offtake Agreement, whichever is shorter, shall be equal to or more than US\$40 million ("**Sales Target**"), Mr Subhas is then entitled to a fixed fee of S\$2 million ("**Offtake Referral Fee**").

The Offtake Referral Fee was determined based on negotiations between the Company and Mr Subhas and represents approximately 3.5% of the Sales Target. If the Sales Target is achieved, the Offtake Referral Fee is payable on or before the date falling thirty (30) days from the date the Sales Target is satisfied. For the avoidance of doubt, Mr Subhas is not entitled to any Offtake Referral Fee if the Sales Target is not achieved.

The Offtake Referral Fee is payable by way of issuance of 133,333,333 Offtake Referral Shares at an issue price of S\$0.015 per Offtake Referral Share to Mr Subhas. The issue price of S\$0.015 represents a premium of approximately 16.28% to the volume weighted average price of S\$0.0129 for trades done on the Shares on (being the full market day immediately preceding the date of signing of the Offtake Referral Agreement). In the event the Company does not

LETTER TO SHAREHOLDERS

obtain the listing and quotation and other requisite approval from the SGX-ST and relevant share issue mandate in respect of the Offtake Referral Shares by the date the Offtake Referral Fee is payable, the Offtake Referral Fee shall be paid in cash of S\$2 million to Mr Subhas.

The Offtake Referral Agreement was necessary for the Group to secure an offtake arrangement for coal mining concessions sought by the Group including the mining collaboration agreement (“**Mining Collaboration Agreement**”) with Kho Industries as mentioned in the 5 February Announcement and ensures that there is a ready buyer for the coal extracted from the coal mining concessions. It was also instrumental in helping the Group secure the binding memorandum of understanding with SANY mentioned in the 5 February Announcement. The memorandum of understanding with SANY is valid for a period of three (3) years commencing 10 January 2020. Based on the above, the Company believes that the Offtake Agreement and the Offtake Referral Fee (whether settled by shares or cash) is in the interest of the Group and minority shareholders. The Mining Collaboration Agreement dated 29 January 2020 is valid for a period of 120 months (or 10 years) from the date of the Mining Collaboration Agreement, or the date the Company determines the extraction, excavation and sale of any deposits is no longer commercially viable. As at the Latest Practicable Date, exploration has not yet commenced at the coal mining concessions due to cross-border travel restrictions put in place to curb the effects of the Covid-19 pandemic.

The Offtake Referral Shares represent approximately 13.28% of the Existing Share Capital and approximately 11.73% of the issued share capital of the Company immediately upon allotment and issuance of the Offtake Referral Shares.

As at the Latest Practicable Date, Mr Subhas directly holds 2,400,458 Shares. Based on the Existing Share Capital and assuming there are no further issuance of Shares, Mr Subhas would hold 135,733,791 Shares representing approximately 11.94% of the enlarged issued share capital of the Company immediately upon allotment and issuance of the Offtake Referral Shares and will result in Mr Subhas becoming the single largest shareholder of the Company.

6.2 **Offtake Agreement**

Pursuant to the Offtake Agreement, the Company is required to source for coal mining rights in Indonesia with thermal coal deposits of a net calorific value of (i) 3,800-4,600 kcal/kg and (ii) above 4,800 kcal/kg. The required quantity of coal to be supplied under the Offtake Agreement will be effective only if the parties are successful in securing appropriate coal mining rights. Further, under the terms of the Offtake Agreement, the quality of the coal shall meet the requirements of the downstream customers, and the price of the coal shall be based on the Argus/Coalindo Indonesian Coal Index Report.

6.3 **Information on Mr Subhas**

Mr Subhas graduated from National University of Singapore in 1997 with a Bachelor of Science degree in Physics. He is currently a Financial Services Director with Prudential Assurance Company. He is a Certified Financial Planner as well as a Chartered Financial Consultant.

Mr Subhas is (i) an independent third party unrelated to any of the Directors, substantial Shareholders or controlling Shareholders, or their respective associates (as defined in the

LETTER TO SHAREHOLDERS

Catalist Rules); (ii) has no past or present connection (including business relationship) between the Company, its subsidiaries, its Directors or substantial Shareholders; (iii) does not fall under the class of restricted person under Rule 812 of the Catalist Rules; (iv) is not co-operating or acting in concert with any other Shareholders to obtain or consolidate effective control of the Company through the Offtake Referral Shares; and (v) will not be taking up any Board or key management positions in the Company.

As at the Latest Practicable Date, Mr Subhas directly holds 2,400,458 Shares representing 0.24% of the Existing Share Capital.

7. AUTHORITY TO ALLOT AND ISSUE SHARES

The Conversion Shares to be issued upon conversion of the Series A Bonds will be made pursuant to the authority granted under the share issue mandate passed by shareholders of the Company at the annual general meeting of the Company held on 14 July 2020 (“**General Mandate**”).

The General Mandate authorises the Company to issue new Shares or make or grant offers, agreements or options (collectively, “**Instruments**”) that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into Shares; provided that the aggregate number of Shares to be issued under the General Mandate shall not exceed 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) as at the date of the grant of the General Mandate (the “**Relevant Share Capital**”) and that the aggregate number of Shares to be issued other than on a pro rata basis to Shareholders shall not exceed 50% of such Relevant Share Capital.

As at the date the General Mandate was obtained, the Company had an issued share capital comprising 1,003,743,770 Shares. Based on the foregoing and the terms of the General Mandate, the Company may issue up to 501,871,885 new Shares on a non pro rata basis. As at the Latest Practicable Date, the Company has not issued any new Shares pursuant to the General Mandate.

Upon conversion of the Series A Bonds which have been issued by the Company, the Company will allot and issue an aggregate 133,333,332 Series A Conversion Shares, which is within the limits of the General Mandate. Following the allotment and issuance of the Series A Conversion Shares, the Company will be permitted to allot and issue up to 368,538,553 new Shares under the General Mandate (“**Balance Mandate**”).

Assuming full subscription and conversion of the Series B Bonds and taking into consideration the allotment and issue of the Bonds Referral Shares and the Offtake Referral Shares, the Company will allot and issue an aggregate 733,333,331 new Shares. This would exceed Balance Mandate. Hence, the Company is seeking specific Shareholders’ approval for the allotment and issuance of the Series B Conversion Shares, the Bonds Referral Shares and the Offtake Referral Shares.

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8. RATIONALE FOR THE PROPOSED TRANSACTIONS

8.1 Rationale for the Proposed Bonds Subscription, Proposed Issue of Series B Conversion Shares and the Proposed Transfer of Controlling Interest

The Directors are of the view that the issuance of the Bonds is beneficial to the Group as it will increase financial resources available to the Group to meet its present working capital requirements and to support its growth plans in the resource industry, particularly in thermal coal.

The Group is presently engaged in the production and sale of low-calorie coal, with a specific focus on supplying coal to power plants located in Riau province, Sumatra, Indonesia. Since the formation of the Group following a reverse takeover in 2015, the Group has invested resources, time and effort to build up the business foundation of the Company – through investing in its people, infrastructure, and equipment. While the Group's financial performance has faced several headwinds since its establishment, it is of the view that, barring unforeseen circumstances, the Group is poised to benefit from the local and international demand for low-calorie coal in the long term. As such, the Group has continually explored opportunities to expand into other resource segments with the goal to diversify its revenue base and strengthen its business foundation.

In connection therewith, the Company announced in the 5 February Announcement that it has entered into, *inter alia*, a Mining Collaboration Agreement dated 29 January 2020 with Kho Industries, pursuant to which the Company has agreed to collaborate with Kho Industries on an exclusive basis to explore and develop the mining concessions owned by the subsidiaries of Kho Industries.

The Proposed Bonds Subscription by the Subscribers will provide the necessary funding as the Company seeks to grow organically via expansion of its sales and procurement networks, through the Offtake Agreement with Xiamen Runpu and the Mining Collaboration Agreement with Kho Industries.

The Company has considered the possible dilution effect to existing holders of voting rights as a result of the Subscribers exercising their Conversion Right and is of the opinion that since the Bonds are interest-free, it is beneficial to the Group as it will allow more financial resources to facilitate the activities contemplated under the Mining Collaboration Agreement as well as for working capital requirements.

The structure of the Bonds was based on negotiations between the Company and the Subscribers. To the best of the Company's knowledge, the Subscribers having considered, *inter alia*, the Group's present financial performance and position, had requested to split the Bonds into 2 tranches to allow them to diversify their risks of investments while giving them the opportunity to participate in the Group's future growth plans. Separately, in light of the Group's negative working capital position of US\$2.7 million as at 30 September 2019, being the latest announced consolidated financial position of the Group when the Convertible Bonds Agreements were executed, the Board considered the separation of the Bonds into two tranches acceptable as it would allow the immediate funding requirements of the Group to be met.

LETTER TO SHAREHOLDERS

For the avoidance of doubt, the subscription of the Series A Bonds and Series B Bonds are not inter-conditional.

8.2 Rationale for the Proposed Issue of Bonds Referral Shares and Proposed Issue of Offtake Referral Shares

Mr Chang had introduced the Company to the Subscribers while Mr Subhas had introduced and facilitated the Company's negotiations with Xiamen Runpu which led to the successful execution of the Offtake Agreement.

While the Company is of the view that it would have adequate funds generated from funds raised from the subscription of the Series B Bonds and the sales under the Offtake Agreement to pay the relevant Referral Fees in cash, the Proposed Issue of Bonds Referral Shares and the Proposed Issue of Offtake Referral Shares would allow the Company to settle the Referral Fees using Shares and to conserve available cash to facilitate the activities contemplated under the Mining Collaboration Agreement, as well as other working capital requirements.

9 INTEREST OF DIRECTORS, SUBSTANTIAL SHAREHOLDERS, BONDHOLDER AND REFERRERS

9.1 The interests of Directors, substantial Shareholders, Bondholders and Referrers as at the Latest Practicable Date and (assuming there is no change to the issued share capital of the Company other than the allotment and issue of the Series A Conversion Shares, the Series B Conversion Shares, the Bonds Referral Shares and the Offtake Referral Shares) are set out below:

	As at the Latest Practicable Date				Immediately after the allotment and issue of the Series A Conversion Shares, the Series B Conversion Shares, the Bonds Referral Shares and the Offtake Referral Shares			
	Number of Shares				Number of Shares			
	Direct Interest	Deemed Interest	Total Interest	% ⁽¹⁾	Direct Interest	Deemed Interest	Total Interest	% ⁽²⁾
Directors								
Soh Sai Kiang	-	-	-	-	-	-	-	-
Andreas Rinaldi	-	-	-	-	-	-	-	-
Lim Chee San	-	-	-	-	-	-	-	-
Bangun Madong Parulian Samosir ⁽³⁾	750,000	-	750,000	-	750,000	-	750,000	-
Chng Hee Kok	-	-	-	-	-	-	-	-
Substantial Shareholders as at Latest Practicable Date								
Rockfield Lake Limited	105,386,197	-	105,386,197	10.5	105,386,197	-	105,386,197	5.6
Lerman Ambarita ⁽⁴⁾	-	105,386,197	105,386,197	10.5	-	105,386,197	105,386,197	5.6
Twin Gold Ventures S.A. ⁽⁵⁾	96,074,260	-	96,074,260	9.6	96,074,260	-	96,074,260	5.1

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Sujono Hadi Sudarno ⁽⁵⁾	-	103,203,167	103,203,167	10.3	-	103,203,167	103,203,167	5.5
Novel Creation Holdings Limited ⁽⁶⁾	82,162,556	-	82,162,556	8.2	82,162,556	-	82,162,556	4.4 ⁽⁵⁾
Sudiarso Prasetyo ⁽⁶⁾	1,200,000	82,162,556	83,362,556	8.3	1,200,000	82,162,556	83,362,556	4.5
Subscribers								
Atrium Asia	-	-	-	-	266,666,666	-	266,666,666	14.2 ⁽⁷⁾
Marlinspike Capital Limited ⁽¹¹⁾	-	-	-	-	266,666,666	-	266,666,666	14.2 ⁽⁷⁾
Mintarja Oei ⁽¹²⁾	-	-	-	-	266,666,666	-	266,666,666	14.2 ⁽⁷⁾
Kingpin ⁽⁸⁾	-	-	-	-	333,333,332	-	333,333,332	17.8 ⁽⁷⁾
Yang Tse Pin ⁽⁸⁾	7,015,700	-	7,015,700	0.7	7,015,700	333,333,332	340,349,032	18.2 ⁽⁷⁾
Bondholder								
Cho Yu Chung ⁽¹⁰⁾	-	-	-	-	66,666,666	-	66,666,666	3.6 ⁽⁷⁾
Referrers								
Alvin Chang Jit Hua	-	-	-	-	66,666,666	-	66,666,666	3.6 ⁽⁷⁾
Subhas V Nathan	2,400,458	-	2,400,458	0.2	135,733,791	-	135,733,791	7.3 ⁽⁹⁾

Notes:

- (1) Based on the Existing Share Capital comprising 1,003,743,770 Shares.
- (2) Assumes that the Subscribers fully subscribes the Series A Bonds and the Series B Bonds, and based on the enlarged issued share capital of the Company of 1,870,410,433 immediately following the subscription and conversion of all the Series A Bonds and the Series B Bonds by the Subscriber and issue and allotment of all 66,666,666 Bonds Referral Shares and the 133,333,333 Offtake Referral Shares.
- (3) The shareholdings of Bangun Madong Parulian Samosir is 0.07% as at the Latest Practicable Date; and 0.04% immediately after the allotment and issue of the Series A Conversion Shares, the Series B Conversion Shares, the Bonds Referral Shares and the Offtake Referral Shares
- (4) Lerman Ambarita is deemed interested in 105,386,197 Shares held by Rockfield Lake Limited.
- (5) Sujono Hadi Sudarno is deemed interested in 96,074,260 Shares held by Twin Gold Ventures S.A. and 7,128,907 Shares held by Cerenti Investments Ltd.
- (6) Sudiarso Prasetyo is deemed interested in 82,162,556 Shares held by Novel Creation Holdings Limited.
- (7) The percentage shown here is for illustration purposes only. Assumes that the Subscribers subscribe and convert both Series A Bonds and Series B Bonds in full.
- (8) Mr Yang Tse Pin is the sole shareholder of Kingpin. As at the Latest Practicable Date, Mr Yang Tse Pin holds directly 7,015,700 Shares. Pursuant to Section 4 of the Securities and Futures Act, Mr Yang Tse Pin is deemed interested in all Shares held by Kingpin.
- (9) The percentage shown here is for illustration purposes only. Assumes that the Sales Target pursuant to the Offtake Referral Agreement is achieved.

LETTER TO SHAREHOLDERS

- (10) Mr Cho Yu Chung is a Bondholder of the Company. He is a director of Atrium Asia and holds shares representing 18.672% of the issued share capital of Atrium Asia. Mr Cho Yu Chung is not deemed interested in the Shares of the Company by virtue of his 18.672% shareholding in Atrium Asia.
- (11) Pursuant to Section 4 of the Securities and Futures Act, Marlinspike Capital Limited is deemed interested in all Shares held by Atrium Asia.
- (12) Pursuant to Section 4 of the Securities and Futures Act, Mr Mintarja Oei is deemed interested in all Shares held by Marlinspike Capital Limited.

9.2 None of the Directors (so far as the Directors are aware) or the substantial Shareholders have any interest, direct or indirect (other than through their respective shareholdings in the Company) in the Proposed Bonds Subscription and the Proposed Transactions.

10. UNDERTAKINGS AND/OR ABSTENTION BY SHAREHOLDERS

10.1 Mr Yang Tse Pin will abstain, and has undertaken to ensure that his associates will abstain, from voting in respect of the Ordinary Resolution 1 relating to the Proposed Issue of Series B Conversion Shares and Ordinary Resolution 3 relating to the Proposed Transfer of Controlling Interest to Kingpin and Mr Yang Tse Pin. Further, Mr Yang shall decline, and shall ensure that his associates decline, to accept appointment as proxies to vote in respect of Ordinary Resolutions 1 and 3 for other Shareholders unless the Shareholders concerned have given specific instructions as to the manner in which their votes are to be cast in respect of Ordinary Resolutions 1 and 3.

10.2 Mr Subhas will abstain, and has undertaken to ensure that his associates will abstain, from voting in respect of the Ordinary Resolution 5 relating to the proposed issue of Offtake Referral Shares at the EGM. Further, Mr Subhas shall decline, and shall ensure that his associates decline, to accept appointments as proxies to vote in respect of Ordinary Resolution 5 for other Shareholders unless the Shareholders concerned have given specific instructions as to the manner in which their votes are to be cast in respect of Ordinary Resolution 5.

11. EXTRAORDINARY GENERAL MEETING

The EGM, notice of which is set out on pages N-1 to N-6 of this Circular, will be held on 16 November 2020 at 9 a.m. via live webcast and live audio feed for the purpose of considering, and if thought fit, passing (with or without any modifications), the Ordinary Resolutions set out in the Notice of EGM. In view of the Covid-19 pandemic, no physical attendance will be permitted.

12. CONDITIONALITY OF ORDINARY RESOLUTIONS 2 AND 3

In voting for the Ordinary Resolutions 1, 2 and 3 set out in the Notice of EGM, Shareholders should note that the Ordinary Resolutions 2 and 3 are conditional upon Ordinary Resolution 1 being passed. This means that if Ordinary Resolution 1 is not approved, Ordinary Resolutions 2 and 3 would not be passed.

LETTER TO SHAREHOLDERS

13. ACTIONS TO BE TAKEN BY SHAREHOLDERS

Shareholders who wish to vote on the resolutions tabled at the EGM must appoint the Chairman as proxy to attend, speak and vote on their behalf. In order to do so, Shareholders must complete, sign and return the Proxy Form attached to the Notice of EGM in accordance with the instructions printed thereon as soon as possible and in any event sent by electronic mail to gpb@mncsingapore.com so as to reach the Company's share registrar, M & C Services Pte. Ltd., not less than 48 hours before the time fixed for the EGM.

A Depositor shall not be regarded as a Shareholder entitled to attend the EGM and to speak and vote thereat unless he is shown to have Shares entered against his name in the Depository Register at least 72 hours before the time fixed for the EGM.

14. DIRECTORS' RECOMMENDATIONS

14.1 Proposed Issue of Series B Conversion Shares

Having considered, *inter alia*, the terms of the Convertible Bonds Agreements, and the rationale for Proposed Bonds Subscription by the Subscribers, and the Proposed Issue of Series B Conversion Shares, the Directors are of the opinion that the Proposed Issue of Series B Conversion Shares is in the best interests of the Company. Accordingly, they recommend that Shareholders vote in favour of Ordinary Resolution 1 relating to the Proposed Issue of Series B Conversion Shares as set out in the Notice of EGM.

14.2 Proposed Transfer of Controlling Interest to each of the Subscribers

Having considered, *inter alia*, the terms of the Convertible Bonds Agreements, and the rationale for Proposed Bonds Subscription by the Subscribers, and the Proposed Issue of Series B Conversion Shares, the Directors are of the opinion that the Proposed Transfer of Controlling Interest to each of the Atrium Asia, Kingpin and Mr Yang Tse Pin is in the best interests of the Company. Accordingly, they recommend that Shareholders vote in favour of Ordinary Resolutions 2 and 3 relating to the Proposed Transfer of Controlling Interest to Atrium Asia, Kingpin and Mr Yang Tse Pin, respectively, as set out in the Notice of EGM.

14.3 Proposed Issue of Bonds Referral Shares

Having considered, *inter alia*, the terms of the Bonds Referral Agreement and the Convertible Bonds Agreements, and the rationale for the Proposed Issue of Bonds Referral Shares, the Directors are of the opinion that the Proposed Issue of Bonds Referral Shares is in the best interests of the Company. Accordingly, they recommend that Shareholders vote in favour of Ordinary Resolution 4 relating to the Proposed Issue of Bonds Referral Shares as set out in the Notice of EGM.

LETTER TO SHAREHOLDERS

14.4 Proposed Issue of Offtake Referral Shares

Having considered, *inter alia*, the terms of the Offtake Referral Agreement, and the rationale for the Proposed Issue of Offtake Referral Shares, the Directors are of the opinion that the Proposed Issue of Offtake Referral Shares is in the best interests of the Company. Accordingly, they recommend that Shareholders vote in favour of Ordinary Resolution 5 relating to the Proposed Issue of Offtake Referral Shares as set out in the Notice of EGM.

15. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Proposed Transactions, the Company and the Group, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading.

Where information in this Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Circular in its proper form and context.

16. DOCUMENTS FOR INSPECTION

A copy of the following documents are available for inspection during normal business hours at the Company's registered office located at 7 Temasek Boulevard #08-07 Suntec Tower One Singapore 038987 for a period of three (3) months from the date of this Circular:

- (i) the Convertible Bonds Agreements entered into between the Company and each of Atrium Asia and Kingpin, respectively;
- (i) the Offtake Agreement;
- (ii) the Mining Collaboration Agreement;
- (iii) the Constitution of the Company; and
- (iv) the annual report of the Company for FY2019.

Yours faithfully,

BLACKGOLD NATURAL RESOURCES LIMITED

For and on behalf of the Board of Directors

Soh Sai Kiang

Independent Non-Executive Chairman

25 October 2020

NOTICE OF EXTRAORDINARY GENERAL MEETING

BLACKGOLD NATURAL RESOURCES LIMITED

(Company Registration Number: 199704544C)

(Incorporated in the Republic of Singapore)

Unless otherwise defined or the context otherwise requires, all capitalised terms herein shall bear the same meaning as used in the circular dated 25 October 2020 issued by the Company (the “Circular”).

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (“**EGM**”) of BlackGold Natural Resources Limited (the “**Company**”) will be held on 16 November 2020 at 9 a.m. by way of electronic means (“**Live EGM Webcast**”) for the purpose of considering and, if thought fit, passing, with or without amendments, the Ordinary Resolutions set out below.

In voting for the Ordinary Resolutions 1, 2 and 3 set out in the Notice of EGM, Shareholders should note that the Ordinary Resolutions 2 and 3 are conditional upon Ordinary Resolution 1 being passed. This means that if Ordinary Resolution 1 is not approved, Ordinary Resolutions 2 and 3 would not be passed.

ORDINARY RESOLUTION 1: THE PROPOSED ISSUE OF SERIES B CONVERSION SHARES

THAT the Proposed Issue of Series B Conversion Shares be and is hereby approved and that approval is hereby given to Directors of the Company to:

- (a) issue and allot up to 533,333,332 Series B Conversion Shares to the Subscribers at an issue price of S\$0.015 per Series B Conversion Share, subject to and otherwise in accordance with the terms and conditions of the Bonds and the Convertible Bonds Agreements, whereby such Series B Conversion Shares shall rank *pari passu* in all respects with all other then existing Shares, except that such Series B Conversion Shares shall not be entitled to any dividends, rights, allotments or other distributions, the record date of which is before the date the Bonds are converted, and will be admitted to listing on Catalist; and
- (b) that any Director be and is hereby authorised to take such steps, enter into all such transactions, arrangements and agreements and execute all such documents as may be advisable, necessary or expedient for the purposes of giving effect to the Proposed Issue of Series B Conversion Shares, with full power to assent to any condition, amendment, alteration, modification or variation as may be required by the relevant authorities or as such Directors or any of them may deem fit or expedient or to give effect to this Ordinary Resolution or the transactions contemplated pursuant to or in connection with the Proposed Issue of Series B Conversion Shares.

ORDINARY RESOLUTION 2: THE PROPOSED TRANSFER OF CONTROLLING INTEREST TO ATRIUM ASIA

THAT, subject to and contingent upon the passing of Ordinary Resolution 1, the Proposed Transfer of Controlling Interest to Atrium Asia be and is hereby approved and that approval is hereby given to the Directors of the Company to:

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (a) subject to and otherwise in accordance with the terms and conditions of the Bonds and the Convertible Bonds Agreement with Atrium Asia, allot and issue up to 266,666,666 Series B Conversion Shares to Atrium Asia pursuant to Rule 803 of the Catalist Rules; and
- (b) that any Director be and is hereby authorised to take such steps, enter into all such transactions, arrangements and agreements and execute all such documents as may be advisable, necessary or expedient for the purposes of giving effect to the Proposed Transfer of Controlling Interest to Atrium Asia, with full power to assent to any condition, amendment, alteration, modification or variation as may be required by the relevant authorities or as such Directors or any of them may deem fit or expedient or to give effect to this Ordinary Resolution or the transactions contemplated pursuant to or in connection with the Proposed Transfer of Controlling Interest to Atrium Asia.

ORDINARY RESOLUTION 3: THE PROPOSED TRANSFER OF CONTROLLING INTEREST TO KINGPIN AND YANG TSE PIN

THAT, subject to and contingent upon the passing of Ordinary Resolution 1, the Proposed Transfer of Controlling Interest to Kingpin and Yang Tse Pin be and is hereby approved and that approval is hereby given to the Directors of the Company to:

- (a) subject to and otherwise in accordance with the terms and conditions of the Bonds and the Convertible Bonds Agreement with Kingpin, allot and issue up to 266,666,666 Series B Conversion Shares to Kingpin pursuant to Rule 803 of the Catalist Rules; and
- (b) that any Director be and is hereby authorised to take such steps, enter into all such transactions, arrangements and agreements and execute all such documents as may be advisable, necessary or expedient for the purposes of giving effect to the Proposed Transfer of Controlling Interest to Kingpin and Yang Tse Pin, with full power to assent to any condition, amendment, alteration, modification or variation as may be required by the relevant authorities or as such Directors or any of them may deem fit or expedient or to give effect to this Ordinary Resolution or the transactions contemplated pursuant to or in connection with the Proposed Transfer of Controlling Interest to Kingpin and Yang Tse Pin.

ORDINARY RESOLUTION 4: THE PROPOSED ISSUE OF BONDS REFERRAL SHARES

THAT the Proposed Issue of Bonds Referral Shares be and is hereby approved and that approval is hereby given to Directors of the Company to:

- (a) issue and allot up to 66,666,666 Bonds Referral Shares to Mr Alvin Chang Jit Hua at an issue price of S\$0.015 per Bonds Referral Share, subject to and otherwise in accordance with the terms and conditions of the Bonds Referral Agreement, whereby such Bonds Referral Shares shall rank *pari passu* in all respects with all other then existing Shares, except that such Bonds Referral Shares shall not be entitled to any dividends, rights, allotments or other distributions, the record date of which is before the date the Bonds Referral Shares are allotted and issued, and will be admitted to listing on Catalist; and

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (b) that any Director be and is hereby authorised to take such steps, enter into all such transactions, arrangements and agreements and execute all such documents as may be advisable, necessary or expedient for the purposes of giving effect to the Proposed Issue of Bonds Referral Shares, with full power to assent to any condition, amendment, alteration, modification or variation as may be required by the relevant authorities or as such Directors or any of them may deem fit or expedient or to give effect to this Ordinary Resolution or the transactions contemplated pursuant to or in connection with the Proposed Issue of Bonds Referral Shares.

ORDINARY RESOLUTION 5: THE PROPOSED ISSUE OF OFFTAKE REFERRAL SHARES

THAT the Proposed Issue of Offtake Referral Shares be and is hereby approved and that approval is hereby given to Directors of the Company to:

- (a) issue and allot up to 133,333,333 Offtake Referral Shares to Mr Subhas s/o V Nathan at an issue price of S\$0.015 per Offtake Referral Share, subject to and otherwise in accordance with the terms and conditions of the Offtake Referral Agreement, whereby such Offtake Referral Shares shall rank *pari passu* in all respects with all other then existing Shares, except that such Offtake Referral Shares shall not be entitled to any dividends, rights, allotments or other distributions, the record date of which is before the date the Offtake Referral Shares are allotted and issued, and will be admitted to listing on Catalist; and
- (b) that any Director be and is hereby authorised to take such steps, enter into all such transactions, arrangements and agreements and execute all such documents as may be advisable, necessary or expedient for the purposes of giving effect to the Proposed Issue of Offtake Referral Shares, with full power to assent to any condition, amendment, alteration, modification or variation as may be required by the relevant authorities or as such Directors or any of them may deem fit or expedient or to give effect to this Ordinary Resolution or the transactions contemplated pursuant to or in connection with the Proposed Issue of Offtake Referral Shares.

By Order of the Board

BLACKGOLD NATURAL RESOURCES LIMITED

Soh Sai Kiang
Independent Non-Executive Chairman

25 October 2020

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. The EGM will be convened and held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020.
2. This Circular, Notice of EGM and accompanying proxy form will be sent to Members solely by electronic means via publication on SGXNet and via our corporate website. **Printed copies of these documents will not be sent to Shareholders.**

Please refer to the SGXNet at the URL <https://www.sgx.com/securities/company-announcements> and the Company's website at URL: <http://blackgold.listedcompany.com/newsroom.html> for the (i) Circular, (ii) Notice of the EGM, and (iii) proxy form.

3. In view thereof, Members will not be able to attend the EGM in person. Alternative arrangement relating to attendance at the EGM via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast, submission of questions to the Chairman of the EGM in advance of the EGM, addressing of substantial and relevant questions at the EGM and voting by appointing the Chairman of the EGM as proxy at the EGM), are set out below. Any reference to a time of day is made by reference to Singapore time.
4. Members will be able to observe the proceedings of the EGM through a "live" webcast ("**Live EGM Webcast**") via mobile phones, tablets or computers with an internet connection or listen to these proceedings through a "live" audio feed ("**Audio Only Means**") via telephone. In order to do so, a member of the Company who wishes to watch the Live EGM Webcast or listen via the Audio Only Means must pre-register and provide their email address by no later than 9 a.m. on 13 November 2020 ("**Registration Deadline**") (being not less than 72 hours before the time appointed for holding the EGM) at the <https://blackgoldnaturalresourcesegm.listedcompany.com/2020-nov-egm> ("**EGM Webcast Registration and Q&A Link**"). Following the authentication of status as members of the Company, authenticated members will receive email instructions on how to access the Live EGM Webcast and Audio Only Means to observe the proceedings of the EGM by 14 November 2020. A member of the Company who pre-registers to watch the Live EGM Webcast or listen to the Audio Only Means may also submit questions related to the resolutions to be tabled for approval at the EGM via the EGM Webcast Registration and Q&A Link by the Registration Deadline.

Members who register by the Registration Deadline but do not receive an email response by 14 November 2020 may contact our Share Registrar, M & C Services Private Limited for assistance at (65) 6228 0530 or gpb@mncsingapore.com

Members must not forward the abovementioned link to other persons who are not shareholders of the Company and who are not entitled to attend the EGM to avoid any technical disruptions or overload to the live audio-visual webcast.

5. Please note that members will not be able to raise questions at the EGM during the Live EGM Webcast or the Live EGM Audio Feed, and therefore it is important for members to pre-register their participation in order to be able to submit their questions in advance of the EGM.

Members may submit questions relating to the items on the Resolutions set out in the Notice of EGM in advance via the EGM Webcast Registration and Q&A Link by the Registration Deadline (i.e. by 13 November 2020, 9.00 a.m.).

Persons who hold shares of the Company through relevant intermediaries (as defined in Section 181 of the Companies Act), including SRS Investors, can also submit their questions related to the resolutions to be tabled for approval at the EGM based on the abovementioned instructions.

NOTICE OF EXTRAORDINARY GENERAL MEETING

The Company will endeavour to address the substantial and relevant questions before or during the EGM. The responses to questions from members will be posted on the SGXNet and the Company's website soonest possible before the EGM, or if answered during the EGM, to be included in the minutes of the EGM which will be published on the SGXNet and the Company's website (<http://blackgold.listedcompany.com/newsroom.html>.) within one (1) month after the date of the EGM.

6. Due to the current Covid-19 restriction orders in Singapore, a member of the Company will not be able to attend the EGM in person. If any members of the Company (whether individual or corporate) wishes to exercise their voting rights at the EGM, they must appoint the Chairman of the EGM as their proxy to attend, speak and vote on their behalf at the EGM. In appointing the Chairman of the EGM as proxy, a member of the Company (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the proxy form, failing which the appointment will be treated as invalid. The accompanying proxy form for the EGM may be accessed at the Company's corporate website at the URL: <http://blackgold.listedcompany.com/newsroom.html> and has also been uploaded on the SGXNet.
7. The Chairman of the EGM, as proxy, need not be a member of the Company.
8. The instrument appointing the Chairman of the EGM as proxy, together with the power of attorney or other authority under which it is signed (if applicable) or notarial certified copy thereof, must be sent to the Company in the following manner:
 - (a) If sent by post, be lodged and received at the office of the Company's Share Registrar, M&C Services Pte. Ltd. at 112 Robinson Road #05-01, Singapore 068902; or
 - (b) If submitted by email, be received as a clear readable image by the Company's Share Registrar, M&C Services Pte. Ltd, at the email address gpb@mncsingapore.com.

in either case, by no later than 9 a.m. on 14 November 2020 (being not less than 48 hours before the time appointed for holding the EGM) and in default the instrument shall not be treated as valid. In view of the current Covid-19 situation and the related safe distancing measures which may make it difficult for members of the Company to submit completed proxy forms by post, **members of the Company are strongly encouraged to submit completed proxy forms electronically via email.**
9. The instrument appointing the Chairman of the EGM as proxy must be under the hand of the appointor or on his/her attorney duly authorised in writing. Where the instrument appointing the Chairman of the EGM as proxy is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or duly authorised officer, failing which the instrument of proxy may be treated as invalid.
10. For investors who hold shares through relevant intermediaries, including CPF and SRS investors, who wish to appoint the Chairman of the EGM as proxy should contact their relevant intermediaries (which would include, in the case of CPF and SRS investors, their respective CPF Agent Banks and SRS Operators) through which they hold such shares, to submit their votes **at least seven (7) working days** before the EGM.

Personal data privacy:

By submitting (a) a proxy form appointing the Chairman of the EGM as proxy to vote at the EGM and/or any adjournment thereof, or (b) Shareholder particulars for pre-registration to participate in the EGM via Live EGM Webcast or Audio Only Means, or (c) submitting any question prior to the EGM in accordance with this Notice of EGM or the Announcement, a Shareholder (i) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty; and (ii) consents to the collection, use and

NOTICE OF EXTRAORDINARY GENERAL MEETING

disclosure of the Shareholder's personal data by the Company (or its agents, advisers or service providers, as the case may be) for the following purposes:

- (i) processing and administration by the Company (or its agents, advisers or service providers) of proxy forms appointing the Chairman of the EGM as proxy for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the EGM (including any adjournment thereof);
- (ii) processing of pre-registration for participation at the EGM for purpose of granting access to Shareholders to the Live EGM Webcast or Audio Only Means and providing them with any technical assistance where necessary;
- (iii) addressing relevant and substantial questions related to the resolutions to be tabled for approval at the EGM from members received before the EGM and if necessary, following up with the relevant members in relation to such questions;
- (iv) preparation and compilation of the attendance list, proxy lists, minutes and other documents relating to the Meeting (including any adjournment thereof); and
- (v) enabling the Company (or its agents, advisers or service providers, as the case may be) to comply with any applicable laws, listing rules, regulations and/or guidelines by the relevant authorities.

Sound and/or video recordings of the EGM may be made by the Company for record keeping and to ensure the accuracy of the minutes of the EGM. Accordingly, the personal data of a member (such as name, presence at the EGM and any questions raised or motions proposed/seconded) may be recorded by the Company for such purposes.

BLACKGOLD NATURAL RESOURCES LIMITED

(Company Registration No. 199704544C)
(Incorporated in the Republic of Singapore)

PROXY FORM

EXTRAORDINARY GENERAL MEETING

This proxy form has been made available on SGXNet and the Company's website and may be accessed at the URL <http://blackgold.listedcompany.com/newsroom.html>. A printed copy of this proxy form will NOT be despatched to members of the Company.

IMPORTANT:

1. Alternative arrangements relating to, among others, attendance, submission of questions in advance and/or voting by proxy at the EGM are set out in the Company's announcement dated 25 October 2020 ("Announcement") which has been uploaded together with the Notice of EGM dated 25 October 2020 on SGXNet on the same day. The Announcement may also be accessed at the Company's corporate website at the URL: <http://blackgold.listedcompany.com/newsroom.html>.
2. Alternative arrangements relating to attendance at the EGM via electronic means (including arrangements by which the meeting can be electronically accessed via live webcast or live audio feed), submission of questions in advance of the EGM, addressing of substantial and relevant questions before or at the EGM and voting by appointing the Chairman of the EGM as proxy at the EGM, are set out in the Notice of EGM dated 25 October 2020.
3. CPF/SRS Investors who wish to appoint the Chairman of the EGM as proxy should contact their respective Agent Banks/SRS Operators to submit their votes by 9 a.m. on 4 November 2020 (being seven (7) working days before the EGM).

I/We _____ (Name) _____ (NRIC/Passport No.)

of _____ (Address)

being a Member/Members* of **BLACKGOLD NATURAL RESOURCES LIMITED** ("Company"), hereby appoint the Chairman of the EGM of the Company, as my/our* proxy to vote for me/us* on my/our* behalf at the EGM to be held by way of electronic means (via LIVE EGM WEBCAST and/or AUDIO ONLY MEANS) on 16 November 2020 at 9 a.m. and at any adjournment thereof. I/We* direct the Chairman of the EGM to vote for or against, or abstain from voting on the resolutions to be proposed at the EGM as indicated hereunder. If no specific direction as to voting is given or in the event of any other matter arising at the EGM and at any adjournment thereof, the appointment of the Chairman of the EGM as my/our* proxy will be treated as invalid. All resolutions put to the vote at the EGM shall be decided by way of poll.

If you wish to exercise all your votes "For" or "Against", or "Abstain" the relevant Resolutions, please mark an "X" in the appropriate box provided. Alternatively, please indicate the number of votes "For" or "Against", or "Abstain" each Resolution in the boxes provided as appropriate. If you mark an "X" in the abstain box for a particular Resolution, you are directing your proxy, who is the Chairman of the EGM, not to vote on that Resolution

No.	Resolutions	For	Against	Abstain
	Ordinary Business			
1	Proposed Issue of Series B Conversion Shares.			
2	Proposed Transfer of Controlling Interest to Atrium Asia.			
3	Proposed Transfer of Controlling Interest to Kingpin and Yang Tse Pin.			
4	Proposed Issue of Bonds Referral Shares.			
5	Proposed Issue of Offtake Referral Shares.			

Dated this _____ day of _____ 2020.

Total no. of Shares in	No. of Shares
(a) Depository Register	
(b) Register of Members	

Signature(s) of Member(s)/Common Seal of Corporate Member(s)

* Delete where inapplicable

IMPORTANT: PLEASE READ NOTES FOR PROXY FORM OVERLEAF

NOTES:

1. Please insert the total number of Shares held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act, Chapter 289 of Singapore), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If the number of Shares is not inserted, the instrument appointing a proxy or proxies will be deemed to relate to the entire number of Shares in the Company registered in your name(s).
2. Due to the current COVID-19 restriction orders in Singapore, a member will not be able to attend the EGM in person. If a member (whether individual or corporate) wishes to exercise their voting rights at the EGM, they must appoint the Chairman of the EGM as their proxy to attend, speak and vote on their behalf at the EGM. In appointing the Chairman of the EGM as proxy, a Shareholder (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the form of proxy, in respect of a resolution in the form of proxy, failing which the appointment of the Chairman of the EGM as proxy for that resolution will be treated as invalid.
3. The instrument appointing the Chairman of the EGM as proxy must be sent to the Company in the following manner:
 - (a) If sent by post, be lodged and received at the office of the Company's Share Registrar, M&C Services Pte. Ltd. at 112 Robinson Road #05-01, Singapore 068902; or
 - (b) If submitted by email, be received sent as a clear readable image by the Company's Share Registrar, M&C Services Pte. Ltd, at the email address gpb@mncsingapore.com.

in either case, by no later than 9 a.m. on 14 November 2020 (being not less than 48 hours before the time appointed for holding the EGM, and in default the proxy form shall not be treated as valid.

In view of the current Covid-19 situation and the related safe distancing measures which may make it difficult for Shareholders to submit completed proxy forms by post, Shareholders are strongly encouraged to submit completed proxy forms electronically via email.

4. The Chairman of the EGM, as proxy, need not be a member of the Company.
5. For investors who hold shares through relevant intermediaries, including CPF and SRS investors, this proxy form is not valid for their use and shall be ineffective for all intents and purposes if used or purported to be used by them. Investors who wish to appoint the Chairman of the EGM as proxy should contact their relevant intermediaries (which would include, in the case of CPF and SRS investors, their respective CPF Agent Banks and SRS Operators) to submit their votes at least seven (7) working days before the EGM.
6. The instrument appointing the Chairman of the EGM as proxy must be under the hand of the appointor or on his/her attorney duly authorised in writing. Where the instrument appointing the Chairman of the EGM as proxy is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or duly authorised officer, failing which the instrument of proxy may be treated as invalid.
7. The Company shall be entitled to reject an instrument appointing a proxy or proxies which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the instrument appointing a proxy or proxies. In addition, in the case of Shares entered in the Depository Register, the Company may reject an instrument appointing a proxy or proxies if the member, being the appointor, is not shown to have Shares entered against his/her name in the Depository Register as at 72 hours before the time appointed for holding the Meeting, as certified by The Central Depository (Pte) Limited to the Company.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of the EGM dated 25 October 2020.