

**SILKROAD NICKEL LTD.**

(Incorporated in the Republic of Singapore)  
(Company Registration No. 200512048E)

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Thirteenth Annual General Meeting of Silkroad Nickel Ltd. (the "**Company**") will be held at Raffles Marina, 10 Tuas West Drive, Singapore 638404 on Tuesday, 30 April 2019 at 14:00 p.m., for the purpose of transacting the following business:

**AS ORDINARY BUSINESS**

1. To receive and adopt the Directors' Statement and the Audited Financial Statements of the Company and of the Group for the financial year ended 31 December 2018, together with the Auditor's Report thereon. **(Resolution 1)**
2. To approve the payment of Directors' fees of S\$192,000 for the financial year ending 31 December 2019, to be paid quarterly in arrears [2018: S\$120,000]. **(Resolution 2)**
3. To re-elect Mr. Giang Sovann and Mr. Syed Abdel Nasser Bin Syed Hassan Aljunied who are retiring under Article 103 of the Constitution of the Company, and who, being eligible, offer themselves for re-election, as Directors of the Company.
  - (i) Mr. Giang Sovann **(Resolution 3)**  
[See Explanatory Note 1]
  - (ii) Mr. Syed Abdel Nasser Bin Syed Hassan Aljunied **(Resolution 4)**  
[See Explanatory Note 2]
4. To re-appoint Messrs Baker Tilly TFW LLP as the Auditors of the Company and to authorise the Directors of the Company to fix their remuneration. **(Resolution 5)**
5. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

**AS SPECIAL BUSINESS**

To consider, and if thought fit, to pass the following Ordinary Resolution (with or without amendments):

**6. Authority to allot and issue shares in the capital of the Company**

- (a) "That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore, and Rule 806 of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") Listing Manual Section B: Rules of Catalyst ("**Catalist Rules**") , approval be and is hereby given to the Directors of the Company at any time to such persons and upon such terms and for such purposes as the Directors of the Company may in their absolute discretion deem fit, to:
  - (i) issue shares in the capital of the Company ("**shares**") whether by way of rights, bonus or otherwise;
  - (ii) make or grant offers, agreements or options that might or would require shares to be issued or other transferable rights to subscribe for or purchase of shares (collectively, "**Instruments**"), including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into shares;
  - (iii) issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalisation issues; and
- (b) (notwithstanding the authority conferred by this resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors of the Company while the resolution was in force, provided always that
  - (i) the aggregate number of shares to be issued pursuant to this resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) does not exceed 100% of the total number of issued shares excluding treasury shares and subsidiary holdings, of which the aggregate number of shares (including shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) to be issued other than on a *pro rata* basis to shareholders of the Company does not exceed 50% of the total number of issued shares excluding treasury shares and subsidiary holdings, and for the purpose of this resolution, the total number of issued shares excluding treasury shares and subsidiary holdings shall be the Company's total number of issued shares excluding treasury shares and subsidiary holdings at the time this resolution is passed, after adjusting for:
    - (a) new shares arising from the conversion or exercise of convertible securities; or
    - (b) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time this resolution is passed provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalyst Rules; and
    - (c) any subsequent bonus issue, consolidation or subdivision of shares;
  - (ii) in exercising the authority conferred by this resolution, the Company shall comply with the provisions of the Catalyst Rules for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being of the Company; and
  - (iii) such authority shall, unless revoked or varied by the Company at a general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier." **(Resolution 6)**  
[See Explanatory Note 3]

By Order of the Board

Mr. Lau Yan Wai  
Company Secretary  
Singapore  
15 April 2019

**Explanatory Notes:**

1. Mr. Giang Sovann will, upon re-election as a Director of the Company, remain as the Lead Independent Director of the Company, Chairman of the Audit and Risk Committee of the Company and a member of the Nominating Committee and the Remuneration Committee of the Company respectively. The board of directors of the Company (the "Board") considers Mr. Giang Sovann to be independent for the purpose of Rule 704(7) of the Catalyst Rules.  
Detailed information on Mr. Giang Sovann can be found in the sections entitled "Board of Directors", "Corporate Governance Report", "Directors' Statement" and "Appendix 7F to the Catalyst Rules" of the Annual Report 2018. There are no material relationships (including immediate family relationships) between Mr. Giang Sovann and the other Directors of the Company, the Company or its 10% shareholders.
2. Mr. Syed Abdel Nasser Bin Syed Hassan Aljunied ("Mr. Nasser Aljunied") will, upon re-election as a Director of the Company, remain as an Executive Director of the Company. Detailed information on Mr. Nasser Aljunied can be found in the sections entitled "Board of Directors", "Corporate Governance Report", "Directors' Statement" and "Appendix 7F to the Catalyst Rules" of the Annual Report 2018. Save as disclosed therein, there are no material relationships (including immediate family relationships) between Mr. Nasser Aljunied and the other Directors of the Company, the Company or its 10% shareholders.
3. The Ordinary Resolution 10, if passed, will empower the Directors of the Company from the date of the Annual General Meeting of the Company until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held or such authority is revoked or varied by the Company in a general meeting, whichever is earliest, to issue shares and convertible securities in the Company up to (a) the aggregate number of shares to be issued (including shares to be issued in pursuance of Instruments made or granted) on a *pro rata* basis to shareholders of the Company does not exceed 100% of the Company's total number of issued shares excluding treasury shares and subsidiary holdings, and (b) of which the aggregate number of shares to be issued (including shares to be issued in pursuance of Instruments made or granted) other than on a *pro rata* basis to shareholders of the Company does not exceed 50% of the Company's total number of issued shares excluding treasury shares and subsidiary holdings.

**Notes:**

1. A member of the Company (other than a Relevant Intermediary as defined in Section 181 of the Companies Act, Chapter 50 of Singapore) entitled to attend and vote at the Annual General Meeting of the Company may appoint not more than two proxies to attend and vote on his or her behalf. A proxy need not be a member of the Company and where a member appoints two proxies, he or she shall specify the proportion of his or her shareholding to be represented by each proxy.
2. A member of the Company who is a Relevant Intermediary (as defined in Section 181 of the Companies Act, Chapter 50 of Singapore) entitled to attend and vote at the Annual General Meeting of the Company is entitled to appoint more than two proxies to attend and vote instead of the member, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. A proxy need not be a member of the Company and where a member appoints more than two proxies, the appointment shall be invalid unless the member specifies the number of shares in relation to which each proxy has been appointed.
3. A corporation which is a member of the Company may authorise by resolution of its directors or other governing body, such person as it thinks fit to act as its representative at the Annual General Meeting of the Company.
4. The instrument appointing a proxy or proxies, together with the power of attorney or other authority, if any, under which it is signed, or a duly certified copy thereof, must be deposited at the office of the Company's share registrar at 80 Robinson Road #02-00, Singapore 068898, not less than 72 hours before the time appointed for the holding of the Annual General Meeting of the Company.

**Personal Data Privacy**

By submitting the instrument appointing a proxy or proxies to attend and vote at the Annual General Meeting of the Company, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxy or proxies appointed for the Annual General Meeting of the Company and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting of the Company, and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the member discloses the personal data of the member's proxy or proxies to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy or proxies for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy or proxies for the Purposes, and (iii) 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.

*This notice has been prepared by the Company and its contents have been reviewed by the Company's sponsor ("**Sponsor**"), ZICO Capital Pte. Ltd., for compliance with the Singapore Exchange Securities Trading Limited ("**SGX-ST**") Listing Manual Section B: Rules of Catalyst. The Sponsor has not independently verified the contents of this notice.*

*This notice has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this notice, including the correctness of any of the statements or opinions made, or reports contained in this notice.*

*The contact person for the Sponsor is Ms Alice Ng, Director of Continuing Sponsorship, ZICO Capital Pte. Ltd. at 8 Robinson Road, #09-00 ASO Building, Singapore 048544, telephone (65) 6636 4201.*