

CNMC GOLDMINE HOLDINGS LIMITED
(Company Registration No. 201119104K)
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“**AGM**”) of CNMC GOLDMINE HOLDINGS LIMITED (the “**Company**”) will be held by way of electronic means on Friday, 26 June 2020 at 4.00 p.m. to transact the business set out below.

This Notice has been made available on SGXNet and the Company’s website and may be accessed at the URL http://www.cnmc.com.hk/investor_relations.html. A printed copy of this Notice will NOT be despatched to the shareholders.

AS ORDINARY BUSINESS

Resolution 1

1. To receive and adopt the audited financial statements for the financial year ended 31 December 2019, together with the Directors’ Statement and Independent Auditors’ Report.

Resolution 2

2. To declare a final one-tier tax exempt dividend of S\$0.0020 [FY2018: S\$0.0020] per ordinary share and a special one-tier tax exempt dividend of S\$0.0040 [FY2018: Nil] per ordinary share for the financial year ended 31 December 2019.

Resolution 3

3. To re-elect Mr Kuan Cheng Tuck who is retiring by rotation pursuant to Article 117 of the Company’s Constitution (the “**Constitution**”) and who, being eligible, offers himself for re-election as a Director.

*Mr Kuan Cheng Tuck will, upon re-election as a Director of the Company, remain as the chairman of the Audit Committee and the Board considers him to be independent for the purpose of Rule 704(7) of the Listing Manual (Section B: Rules of Catalist) of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”)(the “**Catalist Rules**”).*

[see Explanatory Note (i)]

Resolution 4

4. To re-elect Mr Tan Poh Chye Allan who is retiring by rotation pursuant to Article 117 of the Constitution and who, being eligible, offers himself for re-election as a Director.

Mr Tan Poh Chye Allan will, upon re-election as a Director of the Company, remain as a member of the Audit Committee and the Board considers him to be independent for the purpose of Rule 704(7) of the Catalist Rules.

[see Explanatory Note (i)]

Resolution 5

5. To approve the payment of Directors’ fees of up to S\$200,000 for the financial year ending 31 December 2020, to be paid quarterly in arrears [FY2019: S\$200,000].

Resolution 6

6. To re-appoint KPMG LLP as the Company’s Independent Auditors and to authorise the Directors to fix their remuneration.
7. To transact any other ordinary business that may be properly transacted at an annual general meeting.

AS SPECIAL BUSINESS

Resolution 7

8. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:-

“Authority to allot and issue shares

That pursuant to Section 161 of the Companies Act, Chapter 50 and the Listing Manual (Section B: Rules of Catalist) of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) (the “**Catalist Rules**”), authority be and is hereby given to the Directors of the Company to:-

- (A) (i) allot and issue shares in the capital of the Company (“**Shares**”) whether by way of rights, bonus or otherwise; and/or
- (ii) 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,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and

- (B) (notwithstanding that this authority may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the Directors while this authority was in force,

provided that:-

- (1) the aggregate number of Shares to be issued pursuant to this authority (including Shares to be issued in pursuance of Instruments made or granted pursuant to this authority) does not exceed one hundred per cent (100%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below) (“**Issued Shares**”), of which the aggregate number of Shares to be issued other than on a pro-rata basis to the existing shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this authority) does not exceed fifty per cent (50%) of the total number of Issued Shares;
- (2) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (1) above, the percentage of Issued Shares shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this authority is given, after adjusting for:-
- (i) new Shares arising from the conversion or exercise of any convertible securities which were issued and are outstanding or subsisting at the time this authority is given;
- (ii) new Shares arising from the exercise of share options or vesting of share awards which were issued and are outstanding or subsisting at the time this authority is given, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
- (iii) any subsequent bonus issue, consolidation or sub-division of Shares;
- (3) in exercising the authority conferred by this Resolution, the Directors shall comply with the provisions of the Catalist 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

- (4) (unless revoked or varied by the Company in general meeting) this authority shall 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.”

[see Explanatory Note (ii)]

BY ORDER OF THE BOARD

WEE MAE ANN
Company Secretary
Singapore
4 June 2020

Explanatory Notes:

- (i) Detailed information on the Directors who are proposed to be re-elected can be found under the sections entitled “Board of Directors” and “Additional Information on Directors Seeking Re-Appointment” in the Company’s Annual Report 2019.
- (ii) Under the Catalist Rules, a share issue mandate approved by shareholders as an ordinary resolution will enable directors of an issuer to issue new shares and convertible securities of an aggregate number of up to 100% of the total number of issued shares of the issuer (excluding treasury shares and subsidiary holdings) as at the time of passing of the resolution approving the share issue mandate, of which the aggregate number of new shares and convertibles securities issued other than on a pro-rata basis to existing shareholders must be not more than 50% of the total number of issued shares of the issuer (excluding treasury shares and subsidiary holdings).

Ordinary Resolution 7, if passed, will empower the Directors from the date of the above AGM until the date of the next annual general meeting, to allot and issue Shares and/or Instruments. The aggregate number of Shares (including Shares to be issued in pursuance of Instruments made or granted) which the Directors may allot and issue under this Resolution, shall not exceed 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings). For issues of Shares and convertible securities other than on a pro-rata basis to all shareholders, the aggregate number of Shares and convertible securities to be issued shall not exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings). This authority will, unless previously revoked or varied at a general meeting, expire at 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 earlier. However, notwithstanding the cessation of this authority, the Directors are empowered to issue Shares pursuant to any convertible securities issued under this authority.

Notes:

1. Alternative arrangements relating to, among others, attendance, submission of questions in advance and/or voting by proxy at the AGM are set out in the “Notes on Alternate Arrangements for AGM” below.

In particular, the AGM will be held by way of electronic means and a member will be able to watch the proceedings of the AGM through a “live” webcast via his/her/its mobile phones, tablets or computers or listen to these proceedings through a “live” audio feed via telephone. In order to do so, a member who wishes to watch the “live” webcast or listen to the “live” audio feed must pre-register by 4.00 p.m. on 23 June 2020, at the URL <https://cnmcagm.listedcompany.com/2020agm>. Following authentication of his/her/its status as members, authenticated members will receive email instructions on how to access the webcast and audio feed of the proceedings of the AGM by 24 June 2020.

A member who pre-registers to watch the “live” webcast or listen to the “live” audio feed may also submit questions related to the resolutions to be tabled for approval at the AGM. To do so, all questions must be submitted by 4.00 p.m. on 12 June 2020:

- (a) via the pre-registration website at the URL <https://cnmcagm.listedcompany.com/2020agm>; or
- (b) in hard copy by sending by post to the office of the Company’s Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623.
2. A member will not be able to attend the AGM in person. If a member (whether individual or corporate) wishes to exercise his/her/its voting rights at the AGM, he/she/it must appoint the Chairman of the Meeting as

his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM. In appointing the Chairman of the Meeting as proxy, a member (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, on each resolution to be proposed at the AGM in the instrument of appointment as proxy, failing which the appointment will be treated as invalid.

3. The Chairman of the Meeting, as proxy, need not be a member of the Company.
4. The instrument appointing the Chairman of the Meeting as proxy, together with the power of attorney or other authority under which it is signed (if applicable) or a notarially certified copy thereof, must:
 - (a) if sent by post, be received at the office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623; or
 - (b) if submitted by email, be received by the Company at e_agm@cnmc.com.hk,in either case, by no later than 4.00 p.m. on 23 June 2020, and in default thereof, the instrument of appointment as proxy shall not be treated as valid.
5. The instrument appointing the Chairman of the Meeting as proxy must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing the Chairman of the Meeting as proxy is executed by a corporation, it must be either under its common seal or signed on its behalf by a duly authorised officer or attorney.
6. The Company shall be entitled to reject the instrument appointing the Chairman of the Meeting as proxy if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing the Chairman of the Meeting as proxy (such as in the case where the appointor submits more than one instrument of appointment as proxy).
7. In the case of a member whose shares are entered against his/her name in the Depository Register, the Company may reject any instrument appointing the Chairman of the Meeting as proxy lodged if such member, being the appointor, is not shown to have shares entered against his/her name in the Depository Register as at 4.00 p.m. on 23 June 2020, as certified by The Central Depository (Pte) Limited to the Company.

NOTES ON ALTERNATE ARRANGEMENTS FOR AGM:

The Directors refer to:

- (a) the COVID-19 (Temporary Measures) Act 2020 passed by Parliament on 7 April 2020 which enables the Minister for Law by order to prescribe alternative arrangements for listed companies in Singapore to, *inter alia*, conduct general meetings, either wholly or partly, by electronic communication, video conferencing, tele-conferencing or other electronic means; and
- (b) the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (the “**Order**”) which was gazetted on 13 April 2020 and is deemed to have come into operation on 27 March 2020, and which sets out the alternative arrangements in respect of, *inter alia*, general meetings of companies.

In line with the provisions under the Order, no printed copies of the Notice of AGM and the proxy form in respect of the AGM will be despatched to Shareholders. A copy of the Annual Report, the Notice of AGM and the proxy form has been uploaded on SGXNet and is now also available on the Company’s website at the URL http://www.cnmc.com.hk/investor_relations.html. A Shareholder will need an internet browser and PDF reader to view these documents on SGXNet and the Company’s website.

Due to the current COVID-19 restriction orders in Singapore, Shareholders will not be allowed to attend the AGM. Instead, alternative arrangements have been put in place to allow Shareholders to participate at the AGM by (a) watching the AGM proceedings via “live” webcast or listening to the AGM proceedings via “live” audio feed, (b) submitting questions in advance of the AGM, and/or (c) appointing the Chairman of the Meeting as proxy to vote on their behalf at the AGM. Please see below for these alternative arrangements.

ALTERNATIVE ARRANGEMENTS

The following are the alternative arrangements which have been put in place for the AGM:

(a) “Live” webcast and “live” audio feed

The Company’s Executive Chairman, Professor Lin Xiang Xiong @ Lin Ye and the Company’s Chief Executive Officer, Mr Lim Kuoh Yang, will conduct the proceedings of the AGM by way of electronic means.

Shareholders will be able to watch these proceedings through a “live” webcast via their mobile phones, tablets or computers or listen to these proceedings through a “live” audio feed via telephone. In order to do so, Shareholders must follow these steps:

- (i) Shareholders who wish to watch the “live” webcast or listen to the “live” audio feed must pre-register by 4.00 p.m. on 23 June 2020, at the URL <https://cnmcagm.listedcompany.com/2020agm>. Following verification of their status as shareholders, they will receive email instructions on how to access the webcast and audio feed of the AGM proceedings by 24 June 2020.
- (ii) Shareholders who do not receive an email by 5.00 p.m. on 24 June 2020, but who have registered by the 23 June 2020 deadline, should contact the Company at the following email address: e_agm@cnmc.com.hk

(b) Submission of questions in advance

Shareholders who pre-register to watch the “live” webcast or listen to the “live” audio feed may also submit questions related to the resolutions to be tabled for approval at the AGM:

- (i) All questions must be submitted by 4.00 p.m. on 12 June 2020:
 - via the pre-registration website at the URL <https://cnmcagm.listedcompany.com/2020agm>; or
 - in hard copy by sending by post to the office of the Company’s share registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623.
- (ii) The Company will address substantial and relevant questions relating to the resolutions to be tabled for approval at the AGM as received from Shareholders before the AGM by publishing the responses to those questions on SGXNet and the Company’s website at the URL http://www.cnmc.com.hk/investor_relations.html. Where substantial and relevant questions submitted by members are unable to be addressed prior to the AGM, the Company will address them at the AGM.

- (iii) Please note that Shareholders will not be able to ask questions at the AGM during the “live” webcast and the “live” audio feed, and therefore it is important for Shareholders to pre-register and submit their questions in advance of the AGM.

(c) Voting by proxy

Shareholders (whether individual or corporate) who wish to exercise their votes at the AGM must submit a proxy form to appoint the Chairman of the Meeting to vote on their behalf:

- (i) Shareholders (whether individual or corporate) appointing the Chairman of the Meeting as proxy must give specific instructions as to voting, or abstentions from voting, in respect of each resolution to be tabled for approval at the AGM in the proxy form, failing which the appointment will be treated as invalid.
- (ii) The proxy form can be submitted to the Company in hard copy form or by email:
- if in hard copy and sent by post, the proxy form must be received at the office of the Company’s share registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623; or
 - if by email, the proxy form must be received by the Company at e_agm@cnmc.com.hk,
- in either case, by 4.00 p.m. on 23 June 2020.
- (iii) Investors who hold their Shares through relevant intermediaries as defined in Section 181 of the Companies Act, Chapter 50 of Singapore (including CPFIS members or SRS investors) and who wish to exercise their votes by appointing the Chairman of the Meeting as proxy should approach their respective relevant intermediaries (including their respective CPF agent banks or SRS approved banks) to submit their voting instructions by **5.00 p.m. on 16 June 2020** in order to allow sufficient time for their respective relevant intermediaries to submit a proxy form to appoint the Chairman of the Meeting to vote on their behalf by 4.00 p.m. on 23 June 2020.

Important reminder: The Company would remind Shareholders that, with the constantly evolving COVID-19 situation, the Company may be required to change its AGM arrangements at short notice. Shareholders should check the above URLs and SGXNet for updates on the AGM.

Personal data privacy:

By submitting an instrument appointing the Chairman of the Meeting as proxy to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company 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 the appointment of the Chairman of the Meeting as proxy appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines.

This notice has been prepared by the Company and its contents have been reviewed by the Company’s sponsor, PrimePartners Corporate Finance Pte. Ltd. (the “**Sponsor**”), in accordance with Rules 226(2)(b) and 753(2) of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) Listing Manual (Section B: Rules of Catalist).

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

The contact person for the Sponsor is Ms Gillian Goh, Director, Head of Continuing Sponsorship (Mailing Address: 16 Collyer Quay, #10-00 Income at Raffles, Singapore 049318 and E-mail: sponsorship@ppcf.com.sg).