



CNMC

CNMC GOLDMINE HOLDINGS LIMITED

中起金礦有限公司

CNMC GOLDMINE HOLDINGS LIMITED

(Company Registration No.: 201119104K)

(Incorporated in the Republic of Singapore)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“EGM”) of CNMC Goldmine Holdings Limited (the “**Company**”) will be held at 745 Toa Payoh Lorong 5, #04-01 The Actuary, Singapore 319455 on 28 April 2016 at 4 p.m. (or as soon thereafter following the conclusion or adjournment of the annual general meeting of the Company to be held at 3 p.m. on the same day and at the same venue), for the purpose of considering and, if thought fit, passing with or without modifications, the following Special Resolution:

SPECIAL RESOLUTION 1

The adoption of the proposed New Constitution

“That the articles contained in the New Constitution submitted to this meeting, be approved and adopted as the Constitution of the Company in substitution for, and to the exclusion of, the Existing Constitution.”

All capitalised terms used in this Notice of EGM which are not defined herein shall have the same meaning ascribed to them in the Circular to Shareholders dated 6 April 2016.

By Order of the Board

Mr. Lim Kuoh Yang
Chief Executive Officer
Singapore
6 April 2016

Notes:

1. (a) A member (otherwise than a relevant intermediary) is entitled to appoint not more than two proxies to attend, speak and vote at the EGM. Where such member appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.
- (b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him (which number and class of share shall be specified)
“Relevant intermediary” means:
 - (i) a banking corporation licensed under the Banking Act (Cap. 19) or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
 - (ii) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act (Cap. 289) and who holds shares in that capacity; or
 - (iii) the Central Provident Fund Board established by the Central Provident Fund Act (Cap. 36), in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
2. A proxy need not be a member of the Company.
3. An instrument appointing a proxy must be deposited at the registered office of the Company at 745 Toa Payoh Lorong 5, #04-01 The Actuary, Singapore 319455 not less than 48 hours before the time for holding the Extraordinary General Meeting or any adjournment thereof.
4. The Special Resolution 1 proposed above is to adopt a new Constitution following, inter alia, the wide-ranging changes to the Companies Act, Chapter 50 (the “Companies Act”) introduced pursuant to the Companies (Amendment) Act 2014 (the “Amendment Act”). Please refer to the Circular for more details.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representatives to attend, speak and vote at the Extraordinary General Meeting and/or any adjournment thereof, 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) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Extraordinary General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Extraordinary General Meeting (including any adjournment thereof), and in order for the Company (or its agents) 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(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) 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.