



CNMC

To Mine The Earth To Mind Social Needs

求索大地 關懷社群

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 at 745 Lorong 5 Toa Payoh, #04-01 The Actuary, Singapore 319455 on Friday, 27 April 2012 at 3.00 p.m. for the following purposes:-

AS ORDINARY BUSINESS

Resolution 1
1. To re-elect and adopt the audited accounts for the financial year ended 31 December 2011 together with the Reports of the Directors and the Independent Auditors, and the Statement by the Directors.

Resolution 2
2. To re-elect Professor Lin Xiang Xiong who is retiring pursuant to Article 88 of the Company's Articles of Association (the “**Articles**”) and who, being eligible, offers himself for re-election as a Director.

Resolution 3
3. To re-elect Mr Choo Chee Kong who is retiring pursuant to Article 88 of the Articles and who, being eligible, offers himself for re-election as a Director.

Resolution 4
4. To re-elect Mr Lim Kuoh Yang who is retiring pursuant to Article 88 of the Articles and who, being eligible, offers himself for re-election as a Director.

Resolution 5
5. To re-elect Mr Kuan Cheng Tuck who is retiring pursuant to Article 88 of the Articles 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 Catalyst) of the Singapore Exchange Securities Trading Limited (the “Catalist Rules”).

Resolution 6
6. To re-elect Mr Tan Poh Chye Allan who is retiring pursuant to Article 88 of the Articles 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.
[Mr Lim Yeok Hua, who is retiring pursuant to Article 88 of the Articles at the AGM, has given notice to the Company that he does not wish to stand for re-election to office thereat.]

Resolution 7
7. To approve the payment of Directors' fees of up to S\$120,000 for the financial year ending 31 December 2012.

Resolution 8
8. To re-appoint KPMG LLP as the Company's Independent Auditors and to authorise the Directors to fix their remuneration.
9. To transact any other ordinary business that may be properly transacted at an annual general meeting.

AS SPECIAL BUSINESS

Resolution 9
10. 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 of Singapore, and the Listing Manual (Section B: Rules of Catalyst) (the “**Catalist Rules**”) of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”), authority be and is hereby given to the directors of the Company (the “**Directors**”) 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) (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) at the time this authority is given, after adjusting for:-
(i) new Shares arising from the conversion or exercise of any convertible securities;
(ii) new Shares arising from the exercise of share options or vesting of share awards which 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 Articles of Association for the time being of the Company; and
- (4) (unless revoked or varied by the Company in a 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 (i)]

Resolution 10
11. To consider and, if thought fit, pass the following resolution as an Ordinary Resolution:-
“Authority to allot and issue shares pursuant to the CNMC Performance Share Plan

That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore, the directors of the Company (the “**Directors**”) be authorised and empowered to grant awards in accordance with the provisions of the CNMC Performance Share Plan (the “**Share Plan**”) and to allot and issue from time to time such number of shares in the capital of the Company (“**Shares**”) as may be required to be issued pursuant to the vesting of the awards under the Share Plan, provided that the aggregate number of new Shares which may be issued pursuant to the vesting of awards under the Share Plan, when added to the number of new Shares issued and issuable in respect of all awards granted under the Share Plan and any other share-based incentive scheme of the Company for the time being in force, shall not exceed fifteen per cent (15%) of the total number of issued Shares (excluding treasury shares) from time to time and such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next annual general meeting or the expiration of the period within which the next annual general meeting is required by law to be held, whichever is earlier.” [see Explanatory Note (ii)]

BY ORDER OF THE BOARD

VINCENT LIM BOCK HUI
Company Secretary

Singapore
12 April 2012

Explanatory Notes:

(i) Under the Catalist Rules, a share issue mandate approved by shareholders as an ordinary resolution will enable directors of an issuer to issue an aggregate number of new shares and convertible securities of the issuer of up to 100% of the issued share capital of the issuer (excluding treasury shares) 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 issued share capital of the issuer (excluding treasury shares).

The Directors are of the opinion that the proposed share issue mandate will enable the Company to respond faster to business opportunities and to have greater flexibility and scope in negotiating with third parties in potential fund raising exercises or other arrangements or transactions involving the capital of the Company.

Ordinary resolution 9, 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). For issues of Shares and/or convertible securities other than on a pro-rata basis to all shareholders, the aggregate number of Shares and/or convertible securities to be issued shall not exceed 50% of the total number of issued Shares (excluding treasury shares). 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.

(ii) Ordinary resolution 10, if passed, will empower the Directors to grant awards under the Share Plan and to allot and issue Shares pursuant to the vesting of the awards under the Share Plan, provided that the aggregate number of new Shares which may be issued under the Share Plan, when added to the number of Shares issued and issuable in respect of all awards granted under the Share Plan and any other share-based incentive scheme of the Company for the time being in force, shall not exceed 15% of the total number of issued Shares (excluding treasury shares) from time to time.

Notes:

- (1) A member of the Company entitled to attend and vote at the AGM may appoint not more than two (2) proxies to attend and vote instead of him.
(2) Where a member appoints two (2) proxies, he shall specify the proportion of his shareholding to be represented by each proxy in the instrument appointing the proxies. A proxy need not be a member of the Company.
(3) If the member is a corporation, the instrument appointing the proxy must be under seal or the hand of an officer or attorney duly authorised.
(4) The instrument appointing a proxy must be deposited at the registered office of the Company at 745 Lorong 5 Toa Payoh, #04-01 The Actuary, Singapore 319455 not less than 48 hours before the time appointed for holding the AGM.

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 Friday, 27 April 2012 at 4.00 pm or immediately after the conclusion of the AGM to be held at 3.00 pm on the same day and at the same place (or the adjournment thereof) for the purpose of considering, and if thought fit, passing, with or without modifications, the Ordinary Resolutions as set out below:

All capitalised terms used in this notice of EGM which are not defined herein shall have the same meanings ascribed to them in the circular dated 12 April 2012 to the shareholders of the Company (the “Circular”).

ORDINARY RESOLUTION 1

- (a) the issuance and allotment of 250,000 new ordinary shares in the Company (“**Performance Shares**”) at the issue price per Performance Share of S\$0.475 to Chia Chee Ching totalling S\$118,750, as the Performance Bonus for FY2011, credited as fully paid-up, free from all encumbrances and such Performance Shares shall rank *pari passu* in all respects with and carry all rights similar to all other existing issued shares in the share capital of the Company, be approved and granted; and
(b) the Directors be and are hereby authorised to complete and to do all acts and things (including but not limited to the execution of all such agreements and documents as may be required) as they/he/she may consider necessary, desirable, expedient or in the interests of the Company, to give effect to this resolution.

ORDINARY RESOLUTION 2

- (a) the issuance and allotment of 870,000 new ordinary shares in the Company (“**Performance Shares**”) at the issue price per Performance Share of S\$0.475 to Yeap Kok Seng totalling S\$413,250, as the Performance Bonus for FY2011, credited as fully paid-up, free from all encumbrances and such Performance Shares shall rank *pari passu* in all respects with and carry all rights similar to all other existing issued shares in the share capital of the Company, be approved and granted; and
(b) the Directors be and are hereby authorised to complete and to do all acts and things (including but not limited to the execution of all such agreements and documents as may be required) as they/he/she may consider necessary, desirable, expedient or in the interests of the Company, to give effect to this resolution.

ORDINARY RESOLUTION 3

- (a) the issuance and allotment of 1,000,000 new ordinary shares in the Company (“**Performance Shares**”) at the issue price per Performance Share of S\$0.475 to Lim Kwang Hui totalling S\$475,000, as the Performance Bonus for FY2011, credited as fully paid-up, free from all encumbrances and such Performance Shares shall rank *pari passu* in all respects with and carry all rights similar to all other existing issued shares in the share capital of the Company, be approved and granted; and
(b) the Directors be and are hereby authorised to complete and to do all acts and things (including but not limited to the execution of all such agreements and documents as may be required) as they/he/she may consider necessary, desirable, expedient or in the interests of the Company, to give effect to this resolution.

ORDINARY RESOLUTION 4

- (a) the issuance and allotment of 880,000 new ordinary shares in the Company (“**Performance Shares**”) at the issue price per Performance Share of S\$0.475 to Yang Mu totalling S\$418,000, as the Performance Bonus for FY2011, credited as fully paid-up, free from all encumbrances and such Performance Shares shall rank *pari passu* in all respects with and carry all rights similar to all other existing issued shares in the share capital of the Company, be approved and granted; and
(b) the Directors be and are hereby authorised to complete and to do all acts and things (including but not limited to the execution of all such agreements and documents as may be required) as they/he/she may consider necessary, desirable, expedient or in the interests of the Company, to give effect to this resolution.

ORDINARY RESOLUTION 5

- (a) the amendments to the CNMC Performance Share Plan in the manner as set out in paragraph 3.2 of the Circular and substantially in the form attached to Appendix 1 of the Circular be approved and adopted with immediate effect; and
(b) the Directors be and are hereby authorised to complete and to do all acts and things (including but not limited to the execution of all such agreements and documents as may be required) as they/he/she may consider necessary, desirable, expedient or in the interests of the Company, to give effect to this resolution.

By Order of the Board

Lim Kuoh Yang
Chief Executive Officer
12 April 2012

Notes:-

- (i) A member entitled to attend and vote at the EGM is entitled to appoint not more than two (2) proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
(ii) Where a member appoints two (2) proxies, he shall specify the proportion of his shareholding to be represented by each proxy in the instrument appointing the proxies.
(iii) If the appointor is a corporation, the instrument appointing a proxy must be executed under seal or under hand of its duly authorised officer or attorney.
(iv) The 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 forty-eight (48) hours before the appointed time for the EGM.

The Company was listed on Catalist of the Singapore Exchange Securities Trading Limited (the "SGX-ST") on 28 October 2011. The initial public offering of the Company was sponsored by PrimePartners Corporate Finance Pte. Ltd. (the "Sponsor").

This announcement has been prepared by the Company and its contents have been reviewed by the Sponsor for compliance with the relevant rules of the SGX-ST. The Sponsor has not independently verified the contents of this announcement.

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

The contact person for the Sponsor is Mr Mark Liew, Managing Director, Corporate Finance, at 20 Cecil Street, #21-02 Equity Plaza, Singapore 049705, telephone: (65) 6229 8088.