

CNMC GOLDMINE HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No. 201119104K)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“**EGM**”) of the CNMC Goldmine Holdings Limited (the “**Company**”) will be held by electronic means on 26 June 2020 at 5.00 p.m., or immediately after the conclusion of the Annual General Meeting of the Company to be held at 4.00 p.m. on the same day, for the purpose of considering and, if thought fit, passing with or without modifications, the resolution 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.

THE PROPOSED ADOPTION OF SHARE PURCHASE MANDATE

That:

- (a) for the purposes of Sections 76C and 76E of the Companies Act, Chapter 50 (the “**Companies Act**”), the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire ordinary shares (“**Shares**”) in the issued share capital of the Company not exceeding in aggregate the Prescribed Limit (as hereafter defined), at such price or prices as may be determined by the directors of the Company from time to time up to the Maximum Price (as hereafter defined), whether by way of:
 - (i) market purchases (each a “**Market Purchase**”) on the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) transacted through one or more duly licensed stockbrokers appointed by the Company for the purpose; and/or
 - (ii) off-market purchases (each an “**Off-Market Purchase**”) effected otherwise than on the SGX-ST in accordance with any equal access scheme as may be determined or formulated by the directors of the Company as they consider fit, such scheme shall satisfy all the conditions prescribed by the Companies Act,and otherwise in accordance with all other laws, regulations and rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the “**Share Purchase Mandate**”);
- (b) the authority conferred on the directors of the Company pursuant to the Share Purchase Mandate may be exercised by the directors of the Company at any time and from time to time during the period commencing from the passing of this Resolution and expiring on the earliest of:
 - (i) the date on which the next annual general meeting of the Company is held or required by law to be held;
 - (ii) the date on which Share purchases have been carried out to the full extent of the Share Purchase Mandate; or
 - (iii) the date on which the authority contained in the Share Purchase Mandate is varied or revoked by an ordinary resolution of shareholders of the Company in general meeting;

(c) in this Resolution:

“Prescribed Limit” means 10% of the issued ordinary Shares (excluding treasury shares and subsidiary holdings, if any) of the Company as at the date of the passing of this Resolution; and **“Maximum Price”** in relation to a Share to be purchased, means an amount (excluding brokerage, commissions, stamp duties, applicable goods and services tax and other related expenses) not exceeding:

(i) in the case of a Market Purchase : 105% of the Average Closing Price; and

(ii) in the case of an Off-Market Purchase : 120% of the Average Closing Price,

where:

“Average Closing Price” means the average of the closing market prices of a Share over the last five Market Days, on which transactions in the Shares were recorded, preceding the day of the Market Purchase by the Company or, as the case may be, the day of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs after during such five-market day period and the day on which the Market Purchase is made or, as the case may be, the day of the making of the offer pursuant to the Off-Market Purchase;

“day of the making of the offer” means the day on which the Company announces its intention to make an offer for the purchase of Shares from shareholders of the Company stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase; and

“Market Day” means a day on which the SGX-ST is open for trading in securities; and

(d) the directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated by this Resolution.

By Order of the Board

Wee Mae Ann
Company Secretary
Singapore, 4 June 2020

Notes:

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 “Notes on Alternate Arrangements for EGM” below.

In particular, the EGM will be held by way of electronic means and a member will be able to watch the proceedings of the EGM 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 5.00 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 EGM 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 EGM. To do so, all questions must be submitted by 5.00 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 EGM in person. If a member (whether individual or corporate) wishes to exercise his/her/its voting rights at the EGM, 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 EGM. 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 EGM 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 5.00 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 5.00 p.m. on 23 June 2020, as certified by The Central Depository (Pte) Limited to the Company.

NOTES ON ALTERNATIVE ARRANGEMENTS FOR EGM

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, teleconferencing 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 EGM and the proxy form in respect of the EGM will be despatched to Shareholders. A copy of the Circular, the Notice of EGM 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 EGM. Instead, alternative arrangements have been put in place to allow Shareholders to participate at the EGM by (a) watching the EGM proceedings via “live” webcast or listening to the EGM proceedings via “live” audio feed, (b) submitting questions in advance of the EGM, and/or (c) appointing the Chairman of the Meeting as proxy to vote on their behalf at the EGM. Please see below for these alternative arrangements.

ALTERNATIVE ARRANGEMENTS

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

(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 EGM 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 5.00 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 EGM 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 EGM:

- (i) All questions must be submitted by 5.00 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 EGM as received from Shareholders before the EGM 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 EGM, the Company will address them at the EGM.

- (iii) Please note that Shareholders will not be able to ask questions at the EGM 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 EGM.

(c) Voting by proxy

Shareholders (whether individual or corporate) who wish to exercise their votes at the EGM 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 EGM 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 5.00 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 5.00 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 EGM arrangements at short notice. Shareholders should check the above URLs and SGXNet for updates on the EGM.

Personal data privacy:

By submitting an instrument appointing the Chairman of the Meeting as proxy to attend, speak and vote at the EGM 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 EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (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 Catalyst).

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).