

# 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 electronic means on Friday, 30 April 2021 at 3.00 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](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 2020, together with the Directors’ Statement and Independent Auditors’ Report.

### Resolution 2

2. To re-elect Mr Lim Kuoh Yang 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.

[see Explanatory Note (i)]

### Resolution 3

3. To re-elect Ms Gan Siew Lian who is retiring by rotation pursuant to Article 117 of the Constitution and who, being eligible, offers herself for re-election as a Director.

*Ms Gan Siew Lian will, upon re-election as a Director of the Company, remain as a member of the Audit Committee and will be considered 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 “**SGX-ST**”)(the “**Catalist Rules**”).*

[see Explanatory Note (i)]

### Resolution 4

4. Subject to and contingent upon the passing of Resolution 5, to approve the continued appointment of Mr Kuan Cheng Tuck as an independent Director, such approval to remain in force until the retirement or resignation of Mr Kuan Cheng Tuck as a Director or the conclusion of the third annual general meeting of the Company following the passing of this Resolution, whichever is the earlier.

[see Explanatory Note (ii)]

### Resolution 5

5. Subject to and contingent upon the passing of Resolution 4 above, to approve the continued appointment of Mr Kuan Cheng Tuck as an independent Director, with the Directors and the Chief Executive Officer (“**CEO**”) and their respective associates (as defined in the Catalist Rules) abstaining from voting, such approval to remain in force until the retirement or resignation of Mr Kuan Cheng Tuck as a Director or the conclusion of the third annual general meeting of the Company following the passing of this Resolution, whichever is the earlier.

[see Explanatory Note (ii)]

*Mr Kuan Cheng Tuck will, upon continued appointment as an independent Director, remain as the chairman of the Audit Committee and will be considered independent for the purpose of Rule 704(7) of the Catalist Rules.*

*If one of Resolution 4 or 5 is not passed, the Company shall endeavour to fill the vacancy of the independent Director within two months, but in any case not later than three months, from the date of AGM.*

### Resolution 6

6. Subject to and contingent upon the passing of Resolution 7, to approve the continued appointment of Mr Tan Poh Chye Allan as an independent Director, such approval to remain in force until the retirement or resignation of Mr Tan Poh Chye Allan as a Director or the conclusion of the third annual general meeting of the Company following the passing of this Resolution, whichever is the earlier.

[see Explanatory Note (ii)]

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## Resolution 7

7. Subject to and contingent upon the passing of Resolution 6 above, to approve the continued appointment of Mr Tan Poh Chye Allan as an independent Director, with the Directors and the CEO and their respective associates (as defined in the Catalist Rules) abstaining from voting, such approval to remain in force until the retirement or resignation of Mr Tan Poh Chye Allan as a Director or the conclusion of the third annual general meeting of the Company following the passing of this Resolution, whichever is the earlier.

[see Explanatory Note (ii)]

*Mr Tan Poh Chye Allan will, upon continued appointment as an independent Director, remain as a member of the Audit Committee and will be considered independent for the purpose of Rule 704(7) of the Catalist Rules.*

*If one of Resolution 6 or 7 is not passed, the Company shall endeavour to fill the vacancy of the independent Director within two months, but in any case not later than three months, from the date of AGM.*

## Resolution 8

8. To approve the payment of Directors' fees of up to S\$200,000 or the financial year ending 31 December 2021, to be paid quarterly in arrears [FY2020: S\$200,000].

## Resolution 9

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

## AS SPECIAL BUSINESS

### Resolution 10

11. 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;

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- (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 or share options or vesting of share awards which were issued and 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
  - (ii) 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 (iii)]

### Resolution 11

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

#### 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 satisfying 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 the purchase or acquisition of Shares 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;

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(c) in this Resolution:

**"Prescribed Limit"** means the number of Shares representing 10% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) of the Company as at the date of the passing of this Resolution, unless the Company has reduced its share capital in accordance with the applicable provisions of the Companies Act, at any time during the Relevant Period (as hereafter defined), in which event the total number of issued Shares of the Company shall be taken to be the total number of issued Shares as altered (excluding treasury shares and subsidiary holdings);

**"Relevant Period"** means the period commencing from the date of the passing of this Resolution and expiring on the date on which the next annual general meeting of the Company is held or is required by law to be held, whichever is the earlier;

**"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, immediately 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 during such five-day market 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 or acquisition 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."

[see Explanatory Note (iv)]

BY ORDER OF THE BOARD

WEE MAE ANN  
Company Secretary  
Singapore  
15 April 2021

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## 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-Election or Continued Appointment" in the Company's Annual Report.
- (ii) Rule 406(3)(d)(iii) of the Catalist Rules, which takes effect from 1 January 2022, provides that a director who has been a director for an aggregate period of more than nine years (whether before or after listing) will not be independent unless his continued appointment as an independent director has been approved in separate resolutions by (A) all shareholders; and (B) all shareholders, excluding the directors and the chief executive officer of the company, and associates of such directors and chief executive officer. Such resolutions may remain in force until the earlier of (X) the retirement or resignation of the director, or (Y) the conclusion of the third annual general meeting of the company following the passing of the resolutions.

Mr Kuan Cheng Tuck and Mr Tan Poh Chye Allan have each served as independent Directors of the Company for more than nine years. Ordinary Resolutions 4 to 7 are proposed to seek approval by way of the two-tier voting process required under Rule 406(3)(d)(iii) of the Catalist Rules for the continued appointment of the aforesaid Directors as independent Directors.

Detailed information on Mr Kuan Cheng Tuck and Mr Tan Poh Chye Allan can be found under the sections entitled "Board of Directors" and "Additional Information on Directors Seeking Re-Election or Continued Appointment" in the Company's Annual Report.

- (iii) 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 10, 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 (including Shares to be issued in pursuance of Instruments made or granted) 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.

- (iii) Ordinary Resolution 11, if passed, will renew the mandate to permit the Company to purchase or otherwise acquire its issued ordinary shares on the terms and subject to the conditions of the Resolution. Further details are set out in the Circular which is enclosed with the Company's Annual Report.

## NOTES:-

### General

1. The AGM is being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meeting for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Printed copies of the Annual Report 2020 will not be sent to members but will be published on the SGX website at [www.sgx.com](http://www.sgx.com) and on the Company's website at [http://www.cnm.com.hk/investor\\_relations.html](http://www.cnm.com.hk/investor_relations.html);
2. Alternative arrangements relating to participation in the AGM proceedings via electronic means, submission of questions in advance of the AGM and voting by appointing the Chairman of the Meeting as proxy at the AGM, are set out below.

### Participation in the AGM proceedings

3. Members who wish to observe and/or listen to the AGM proceedings must pre-register at <https://cnmcagm.listedcompany.com/agm-2021> by **3.00 p.m. on 27 April 2021** to enable the Company to verify their status. Pre-registrations received after the deadline will not be processed.
4. Following the verification, authenticated members will receive an email by 3.00 p.m. on 29 April 2021. The email will contain instructions on how to access the live audio-visual webcast and the live audio-only stream of the AGM proceedings. Members who have registered by the deadline on 27 April 2021, but do not receive an email by 3.00 p.m. on 29 April 2021, should contact the Company via email at [e\\_agm@cnmc.com.hk](mailto:e_agm@cnmc.com.hk) and provide their full name and identification/registration number.
5. Investors who hold shares through relevant intermediaries (as defined in Section 181 of the Companies Act (Chapter 50)) (other than those who hold shares under the Central Provident Fund Investment Scheme and/or the Supplementary Retirement Scheme) and who wish to observe and/or listen to the AGM proceedings or submit questions in advance of the AGM, should contact their respective relevant intermediaries as soon as possible in order to make the necessary arrangements for them to do so.

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## Submission of questions in advance

6. Members will not be able to ask questions during the AGM proceedings. Members can submit questions relating to the resolutions to be tabled for approval at the AGM, so that they are received no later than **3.00 p.m. on 23 April 2021**, in the following manner:
- (a) via the pre-registration website at <https://cnmcagm.listedcompany.com/agm-2021>;
  - (b) by post to the registered office of the Company at 745 Toa Payoh Lorong 5, #04-01 The Actuary, Singapore 319455; or
  - (c) by electronic mail to the Company at [e\\_agm@cnmc.com.hk](mailto:e_agm@cnmc.com.hk).

If the questions are submitted by post or electronic mail, the member's full name and identification/registration number must be included for verification purposes, failing which the submission will be treated as invalid.

7. The Company will address substantial and relevant questions relating to the resolutions to be tabled for approval at the AGM either before or at the AGM. Where the questions are addressed before the AGM, the Company will publish the responses to the questions on SGXNet and the Company's website.

## Voting by proxy

8. Members (whether individual or corporate) who wish to exercise their voting rights at the AGM must appoint the Chairman of the Meeting as their proxy to vote on their behalf at the AGM. The proxy form for the AGM is available on the SGX website at [www.sgx.com](http://www.sgx.com) and on the Company's website at [http://www.cnmc.com.hk/investor\\_relations.html](http://www.cnmc.com.hk/investor_relations.html).
9. Where members appoint the Chairman of the Meeting as their proxy, they must give specific instructions as to voting, or abstentions from voting, in respect of each resolution in the proxy form, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.
10. Investors who hold shares through relevant intermediaries (as defined in Section 181 of the Companies Act (Chapter 50)) (other than those who hold shares under the Central Provident Fund Investment Scheme and/or the Supplementary Retirement Scheme) and who wish to appoint the Chairman of the Meeting as proxy to vote, should contact their respective relevant intermediaries as soon as possible in order to make the necessary arrangements for them to do so.

Investors who hold shares under the Central Provident Fund Investment Scheme and/or the Supplementary Retirement Scheme, and who wish to appoint the Chairman of the Meeting as proxy to vote, must approach their respective CPF Agent Banks or SRS Operators to submit their voting instructions by **20 April 2021**, to enable their respective relevant intermediaries to submit proxy forms on their behalf so that they are received no later than **3.00 p.m. on 27 April 2021**.

11. The Chairman of the Meeting, as proxy, need not be a member of the Company.
12. A member who wishes to submit an instrument of proxy appointing the Chairman of the Meeting as proxy must complete and sign the proxy form, before submitting it:
- (a) by post to the registered 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) by electronic mail to [e\\_agm@cnmc.com.hk](mailto:e_agm@cnmc.com.hk).

in either case, to be received not later than **3.00 p.m. on 27 April 2021**, failing which the proxy form will be treated as invalid.

## 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 annual report has been reviewed by the Company's sponsor, PrimePartners Corporate Finance Pte. Ltd. (the "Sponsor"). It has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "Exchange") and the Exchange assumes no responsibility for the contents of this document, including the correctness of any of the statements or opinions made or reports contained in this document.*

*The Sponsor has also not drawn on any specific technical expertise in its review of this annual report.*

*The contact person for the Sponsor is Ms Lim Hui Ling, 16 Collyer Quay, #10-00 Income at Raffles, Singapore 049318, [sponsorship@ppcf.com.sg](mailto:sponsorship@ppcf.com.sg).*