

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 80 Jurong East Street 21, Devan Nair Institute for Employment and Employability, Level 1, Hall 2, Singapore 609607 on Tuesday, 30 April 2024 at 3.00 p.m. to transact the business set out below.

AS ORDINARY BUSINESS

Resolution 1

1. To receive and adopt the audited financial statements for the financial year ended 31 December 2023, together with the Directors’ Statement and Independent Auditors’ Report.

Resolution 2

2. To declare a final one-tier tax exempt dividend of S\$0.002 per ordinary share and a special one-tier tax exempt dividend of S\$0.005 per ordinary share for the financial year ended 31 December 2023.

Resolution 3

3. 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 4

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

[see Explanatory Note (i)]

5. To note the resignation of Mr Kuan Cheng Tuck and Mr Tan Poh Chye Allan as Directors. Dr Gan Siew Lian, who is retiring by rotation pursuant to Article 117 of the Constitution, has given notice to the Company that she does not wish to stand for re-election as Director.

[see Explanatory Note (ii)]

Resolution 5

6. To appoint Mr Giang Sovann as Director of the Company pursuant to Article 119 of the Constitution.

[see Explanatory Note (iii)]

Resolution 6

7. To appoint Ms Keng Yeng Pheng as Director of the Company pursuant to Article 122 of the Constitution.

[see Explanatory Note (iii)]

Resolution 7

8. To appoint Ms Chooi Pey Nee as Director of the Company pursuant to Article 122 of the Constitution.

[see Explanatory Note (iii)]

Resolution 8

9. To approve the payment of Directors’ fees of up to S\$160,000 for the financial year ending 31 December 2024, to be paid quarterly in arrears [FY2023: up to S\$205,000].

Resolution 9

10. To re-appoint KPMG LLP as the Company’s Independent Auditors and to authorise the Directors to fix their remuneration.

11. To transact any other ordinary business that may be properly transacted at an annual general meeting.

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AS SPECIAL BUSINESS

Resolution 10

12. 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 1967 of Singapore and the Listing Manual (Section B: Rules of Catalist) (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 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 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 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 or share options or vesting of share awards which were issued and outstanding or subsisting at the time this authority is given, provided the share options or share 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 (iv)]

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Resolution 11

13. 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 1967 of Singapore (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 is 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 conferred by the Share Purchase Mandate is varied or revoked by an ordinary resolution of shareholders of the Company in a general meeting;
- (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; 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,

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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-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 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 (v)]

BY ORDER OF THE BOARD

WEE MAE ANN
Company Secretary
Singapore
15 April 2024

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 Appointment” in the Company’s annual report for the financial year ended 31 December 2023 (“**Annual Report 2023**”).

- (ii) Mr Kuan Cheng Tuck has informed the Board of his wish to resign as a Director of the Company at the close of the AGM on 30 April 2024. Upon his resignation, Mr Kuan will cease to be the Lead Independent Director, Chairman of the Audit Committee and a member of the Nominating and Remuneration Committees.

Mr Tan Poh Chye Allan has informed the Board of his wish to resign as a Director of the Company at the close of the AGM on 30 April 2024. Upon his resignation, Mr Tan will cease to be an Independent Director, Chairman of the Remuneration Committee and member of the Audit and Nominating Committees.

Dr Gan Siew Lian has informed the Board of her wish not to stand for re-election as a Director of the Company at the AGM on 30 April 2024. Upon her retirement, Dr Gan will cease to be an Independent Director, Chairman of the Nominating Committee and member of the Audit and Remuneration Committees.

- (iii) Detailed information on Mr Giang Sovann, Ms Keng Yeng Pheng and Ms Chooi Pey Nee who are proposed by the Board to be appointed as Directors of the Company can be found under the section entitled “Additional Information on Directors Seeking Re-election or Appointment” in the Company’s Annual Report 2023.

Mr Giang Sovann will, upon appointment as a Director, be the Lead Independent Director, Chairman of the Audit Committee and a member of the Nominating and Remuneration Committees and will be considered independent for the purpose of Rule 704(7) of the Listing Manual (Section B: Rules of Catalist) (the “**Catalist Rules**”) of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”).

Ms Keng Yeng Pheng will, upon appointment as a Director, be the Chairman of the Nominating Committee and a member of the Audit and Remuneration Committees and will be considered independent for the purpose of Rule 704(7) of the Catalist Rules.

Ms Chooi Pey Nee will, upon appointment as a Director, be the Chairman of the Remuneration Committee and a member of the Audit and Nominating Committees and will be considered independent for the purpose of Rule 704(7) of the Catalist Rules.

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- (iv) Under the Catalyst 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 convertible securities in the Company. The aggregate number of Shares and convertible securities 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.

- (v) 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 this Resolution. Further details are set out in the Company's circular in relation to the proposed renewal of share purchase mandate (the "**Circular**"), which is enclosed with the Company's Annual Report 2023.

NOTES:-

- Members of the Company are invited to attend the AGM in person. There will be no option for members to participate by electronic means. The Annual Report 2023 (which incorporates the Circular), this Notice of AGM and the accompanying Proxy Form will be published on SGXNet at <https://www.sgx.com/securities/company-announcements> and on the Company's corporate website at http://www.cnmc.com.hk/investor_relations.html. Printed copies of the Request Form, this Notice of AGM and the accompanying Proxy Form will be sent by post to members. Printed copies of the Annual Report 2023 will not be sent to members but will be made available to members upon request by completing and returning the Request Form.
- Unless otherwise permitted under the Companies Act 1967 of Singapore (the "**Companies Act**"), a member of the Company entitled to attend, speak and vote at the AGM may appoint not more than two proxies to attend, speak and vote in his stead. A proxy need not be a member of the Company.
- A member who is a relevant intermediary (as defined in Section 181 of the Companies Act) may appoint more than two proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member.
- Where a member appoints more than one proxy, he shall specify the proportion of his shareholding to be represented by each proxy in the Proxy Form.
- If the member is a corporation, the Proxy Form must be executed under its common seal or signed by its duly authorised officer or attorney.
- The duly completed and executed Proxy Form must be submitted:
 - by post to the registered office of the Company at 47 Scotts Road, #03-03 Goldbell Towers, Singapore 228233; or
 - by electronic mail to info@cnmc.com.hk,

in either case, to be received not less than 72 hours before the time appointed for holding the AGM, failing which the Proxy Form will be treated as invalid.

- In addition to asking questions during the AGM proceedings, members can also submit questions relating to the resolutions to be tabled for approval at the AGM in the following manner:

- by post to the registered office of the Company at 47 Scotts Road, #03-03 Goldbell Towers, Singapore 228233; or
- by electronic mail to info@cnmc.com.hk,

in either case, so that they are received no later than **9.00 a.m. on 23 April 2024**.

When the questions are submitted, the member's full name, identification/registration number and manner in which shares are held must be included for verification purposes, failing which the submission will be treated as invalid. The Company will address substantial and relevant questions relating to the resolutions to be tabled for approval at the AGM at least 48 hours before the closing date and time for the lodgement of proxy forms for the AGM. The Company will publish the response to the questions on SGXNet and the Company's corporate website. After the cut-off time for submission of questions, if there are substantial and relevant questions received, the Board may address them at the AGM.

- Investors who hold shares under the Supplementary Retirement Scheme ("**SRS**") and who wish to vote:
 - may vote at the AGM if they are appointed as proxies by their respective SRS Operators, and should contact their respective SRS Operators if they have any queries regarding their appointment as proxies; or
 - may appoint the Chairman of the Meeting as proxy to vote on their behalf at the AGM, in which case they should approach their respective SRS Operators to submit their votes at least seven working days before the date of the AGM.

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Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM 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 or service providers) for the purpose of the processing and administration by the Company (or its agents or service providers) of proxies and representatives 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, regulations and/or guidelines (collectively, the "**Purposes**"), and (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 or service providers), 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 or service providers) 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.