



CNMC

CNMC GOLDMINE HOLDINGS LIMITED

中起金礦有限公司

(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 CNMC Goldmine Holdings Limited (the "Company") will be held at 745 Toa Payoh Lorong 5, #04-01 The Actuary, Singapore 319455 on 15 October 2018 at 10.00 a.m., for the purpose of considering and, if thought fit, passing with or without modifications, the resolutions below, as an ordinary resolution or special resolution, as the case may be.

Unless otherwise herein defined, all terms used in this Notice of EGM shall have the same meanings as ascribed thereto in the circular dated 21 September 2018 issued by the Company to Shareholders (the "Circular").

RESOLUTION 1

ORDINARY RESOLUTION

THE PROPOSED PUBLIC OFFER AND PLACING ("PROPOSED SHARE OFFER") OF UP TO 18,000,000 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY ("OFFER SHARES") FOR SUBSCRIPTION AT THE OFFER PRICE TO BE DETERMINED BY THE COMPANY AND THE LEAD MANAGER, TO BE CARRIED OUT IN CONJUNCTION WITH THE PROPOSED SEHK LISTING

That, subject to and contingent upon the passing of Resolution 2:

- (a) the issue of up to 18,000,000 Offer Shares at an offer price to be determined by the Company and the Lead Manager, pursuant to such structure, in such manner, on such terms and at such time as the Board may determine and all matters relating thereto be approved and authorised, and notwithstanding that the authority conferred by this resolution may have ceased to be in force, any Director be authorised to issue the Offer Shares in pursuance of any offer or agreement made by the Directors while this resolution was in force;
- (b) the listing of the Shares in issue and listed on Catalist and Shares that may be allotted and issued pursuant to the Proposed Share Offer and which are to be listed and quoted on Catalist, on the SEHK Main Board and all matters relating thereto be approved and authorised; and
- (c) the Company and any Director be authorised to take all necessary steps, do all such acts and things and sign all such documents and deeds (including approving any matters in relation to the Proposed Share Offer and Proposed SEHK Listing) as they may consider necessary, desirable or expedient to give effect to or carrying into effect this resolution, provided that where the common seal of the Company is required to be affixed to the documents and deeds, such documents and deeds shall be affixed with the common seal of the Company in accordance with the Constitution of the Company.

RESOLUTION 2

SPECIAL RESOLUTION

THE PROPOSED AMENDMENTS TO THE CONSTITUTION

That, subject to and contingent upon the passing of Resolution 1:

- (a) with effect from the date of listing of the Company on the SEHK, the proposed amendments to the Constitution as set out in Appendix C to the Circular, be and are hereby approved and adopted; and
- (b) the Directors and/or any of them be and are hereby authorised to complete and do all acts and things (including, without limitation, executing all such documents as may be required) as they and/or he may consider necessary, desirable or expedient for the purposes of or in connection with and to give effect to this resolution.

By Order of the Board

Wee Mae Ann
Company Secretary
Singapore, 21 September 2018

Notes:-

- (i) Unless otherwise permitted under the Companies Act, Chapter 50 (the "Companies Act"), a member of the Company entitled to attend and vote at the EGM may appoint not more than two proxies to attend and vote in his stead. A proxy need not be a member of the Company.
- (ii) Where a member appoints more than one proxy, he shall specify the proportion of his shareholding to be represented by each proxy in the instrument appointing the proxies.
- (iii) A member who is a relevant intermediary (as defined in 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.
- (iv) If the member is a corporation, the instrument appointing the proxy must be under its common seal or signed by its duly authorised officer or attorney.
- (v) The duly executed instrument appointing a proxy or proxies 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 72 hours before the time appointed for holding the EGM.

Personal data privacy:-

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM 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 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) 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), 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.