



**CNMC**

**CNMC GOLDMINE HOLDINGS LIMITED**

中色金礦有限公司

(Co. Reg. No. 201119104K)

(Incorporated in the Republic of Singapore)

Dear Shareholders,

The Company would like to inform shareholders that in view of the evolving COVID-19 situation, we are deferring the holding of the Company's annual general meeting ("**AGM**") for the financial year ended 31 December 2019 ("**FY2019**"). We are relying on the approvals provided by the Accounting and Corporate Regulatory Authority and Singapore Exchange Regulation Pte. Ltd. for a 60-day extension to hold our AGM by 29 June 2020. We will provide shareholders with the printed copies of the annual report for FY2019 ("**Annual Report**"), the Notice of AGM and the Proxy Form at a later date when the AGM date is determined. We seek shareholders' understanding in this regard.

Shareholders may wish to refer to the annexure of this letter for a summary of the proposed resolutions to be tabled at the AGM.

The Annual Report has also been made available for viewing and download at [http://www.cnmc.com.hk/investor\\_relations.html](http://www.cnmc.com.hk/investor_relations.html).

As the COVID-19 situation continues to evolve, the Company will be closely monitoring the situation, including any precautionary measures which may be required or recommended by government agencies or the Singapore Exchange Regulation Pte. Ltd. in order to minimise the risk of the spread of COVID-19. The Company reserves the right to take measures, as appropriate, in order to minimise any risk to shareholders and others attending the AGM. In the event that such measures are adopted, the Company will make the announcements as appropriate via SGXNet.

Shareholders are advised to stay updated on further announcement(s) to be made by the Company with respect to the date of AGM through the SGXNet. Should you have any queries, please feel free to contact us at [ir@cnmc.com.hk](mailto:ir@cnmc.com.hk).

Yours faithfully,  
For and on behalf of  
**CNMC Goldmine Holdings Limited**  
15 April 2020

Lim Kuoh Yang  
Chief Executive Officer



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*The shareholders of CNMC Goldmine Holdings Limited (the “**Company**”) should consider the following proposed resolutions, which will be tabled at the Company’s upcoming Annual General Meeting (“**AGM**”) for the financial year ended 31 December 2019, when reading the Annual Report.*

*The Notice of AGM and the Proxy Form will be separately sent to shareholders at a later date when the AGM date is determined.*

## **ORDINARY BUSINESS**

### **Resolution 1**

1. To receive and adopt the audited financial statements for the financial year ended 31 December 2019, together with the Directors’ Statement and Independent Auditors’ Report.

### **Resolution 2**

2. To declare a final one-tier tax exempt dividend of S\$0.0020 [FY2018: S\$0.0020] per ordinary share and a special one-tier tax exempt dividend of S\$0.0040 [FY2018: Nil] per ordinary share for the financial year ended 31 December 2019.

### **Resolution 3**

3. To re-elect Mr Kuan Cheng Tuck 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.

*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 Catalist) of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”)(the “**Catalist Rules**”).*

[see Explanatory Note (i)]

#### Resolution 4

4. To re-elect Mr Tan Poh Chye Allan who is retiring by rotation pursuant to Article 117 of the Constitution 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.*

[see Explanatory Note (i)]

#### Resolution 5

5. To approve the payment of Directors' fees of up to S\$200,000 for the financial year ending 31 December 2020, to be paid quarterly in arrears [FY2019: S\$200,000].

#### Resolution 6

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

### AS SPECIAL BUSINESS

#### Resolution 7

8. 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;
- (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 which were issued and are outstanding or subsisting at the time this authority is given;
  - (ii) new Shares arising from the exercise of share options or vesting of share awards which were issued and 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 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 (ii)]

## **Explanatory Notes:**

- (i) Detailed information on the Directors who are proposed to be re-appointed can be found under the sections entitled “Board of Directors” and “Additional Information on Directors Seeking Re-Appointment” in the Company’s Annual Report 2019.
  
- (ii) 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 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 issued share capital of the issuer (excluding treasury shares and subsidiary holdings).

Ordinary Resolution 7, 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 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.