

LIONGOLD CORP LTD
Company Registration No. 35500
(“**Company**”)
Incorporated in Bermuda

MINUTES OF THE ANNUAL GENERAL MEETING (“AGM”) OF THE COMPANY HELD BY WAY OF VIRTUAL MEETING ON FRIDAY, 30 OCTOBER 2020 AT 9:00 A.M.

PRESENT: As per Attendance List maintained by the Company

1. INTRODUCTION

Mr Ong Sing Huat, the Company Secretary, welcomed the shareholders electronically present. The Chairman of the Company, Mr Yao Liang, was unable to be present for the AGM as he had taken ill.

The Company Secretary then proceeded to conduct the AGM in English on behalf of the Chairman.

2. QUORUM

There being a quorum present, the Company Secretary declared the AGM opened. He then introduced to the shareholders the members of the board of directors of the Company (the “**Board**”) electronically present at the AGM.

Also electronically present were representatives from B.A.C.S Private Limited, the share registrar of the Company and the polling agent appointed to assist with the poll, representatives from Finova BPO Pte. Ltd., the scrutineers appointed for the AGM (the “**Scrutineers**”), representatives from Baker Tilly TFW LLP, the external auditors of the Company and representatives from W Capital Markets Pte. Ltd., the continuing sponsor of the Company.

3. NOTICE

The shareholders were informed that the AGM was called to seek shareholders’ approval for the ordinary and special resolutions as set out in the Notice of AGM issued by the Company on 7 October 2020, which had been published on SGXNet and the Company’s website. The Notice of AGM dated 7 October 2020 was taken as read.

Although shareholders were given the opportunity to submit questions on the resolutions on the agenda of the AGM, there were no questions received by the Company from shareholders by the cut-off time as set out in the Notice of AGM dated 7 October 2020.

4. POLLING

As shareholders were unable to attend the AGM in person and the “live” webcast did not provide for online voting, shareholders were asked to cast their votes by indicating their votes on a proxy form and appointing the Chairman of the AGM as proxy.

The shareholders were also informed that in accordance with Rule 730A(2) of the Catalyst Rules, all resolutions to be tabled at this AGM would be voted by way of poll. The Company Secretary then announced that B.A.C.S Private Limited had been appointed as the polling agent and Finova BPO Pte. Ltd. had been appointed as scrutineers for the AGM.

The Company Secretary provided a brief overview of the polling process to the shareholders at the AGM. The shareholders were informed that the poll on each resolution had already been conducted before the AGM as shareholders had been notified in the Notice of AGM to submit their proxy forms by 9:00 a.m. on 28 October 2020.

The Company Secretary informed the shareholders that all the proxy forms received had been verified by the Scrutineers and that the poll result for each proposed resolution would be announced upon the resolution being formally tabled at the AGM.

The Company Secretary then informed the shareholders that Mr Bernard Soo Puong Yii had decided and notified the Company that he would not be seeking re-election under Bye-Law 104 of the Company and would thus cease to be a director of the Company at the conclusion of the AGM. The Board took the opportunity to thank Mr Bernard Soo for his invaluable advice, guidance and contributions during his tenure on the Board.

The AGM then proceeded with the formal business on the Agenda.

5. ORDINARY RESOLUTION 1 AUDITED FINANCIAL STATEMENTS, DIRECTORS' STATEMENT AND INDEPENDENT AUDITORS' REPORT

The Company Secretary read Ordinary Resolution 1 in full.

The Company Secretary then announced the verified poll results as follows:

23,008,044,936 shares representing **99.998%** of the total number of votes voted “for” the resolution and

550,000 shares representing **0.002%** of the total number of votes voted “against” the resolution.

The Company Secretary therefore declared on behalf of the Chairman that Ordinary Resolution 1 was CARRIED.

**6. ORDINARY RESOLUTION 2
PAYMENT OF DIRECTORS’ FEES**

The Company Secretary read Ordinary Resolution 2 in full.

The Company Secretary then announced the verified poll results as follows:

23,008,044,936 shares representing **99.998%** of the total number of votes voted “for” the resolution and

550,000 shares representing **0.002%** of the total number of votes voted “against” the resolution.

The Company Secretary therefore declared on behalf of the Chairman that Ordinary Resolution 2 was CARRIED.

**7. ORDINARY RESOLUTION 3
TO RE-ELECT MR YAO LIANG, WHO WAS RETIRING PURSUANT TO BYE-LAW 107
OF THE COMPANY’S BYE-LAWS**

The Company Secretary read Ordinary Resolution 3 in full.

The Company Secretary then announced the verified poll results as follows:

13,823,942,018 shares representing **99.996%** of the total number of votes voted “for” the resolution and

550,000 shares representing **0.004%** of the total number of votes voted “against” the resolution.

Mr Yao Liang, holding 9,184,102,918 shares, had abstained from voting on this resolution.

The Company Secretary therefore declared on behalf of the Chairman that Ordinary Resolution 3 was CARRIED.

**8. ORDINARY RESOLUTION 4
TO RE-ELECT MR YAO YILUN, WHO WAS RETIRING PURSUANT TO BYE-LAW 107
OF THE COMPANY'S BYE-LAWS**

The Company Secretary read Ordinary Resolution 4 in full.

The Company Secretary then announced the verified poll results as follows:

14,184,102,917 shares representing **99.996%** of the total number of votes voted "for" the resolution and

550,000 shares representing **0.004%** of the total number of votes voted "against" the resolution.

Mr Yao Yilun, holding 8,823,942,019 shares, had abstained from voting on this resolution.

The Company Secretary therefore declared on behalf of the Chairman that Ordinary Resolution 4 was CARRIED.

**9. ORDINARY RESOLUTION 5
TO RE-ELECT MR SUN SHU, WHO WAS RETIRING PURSUANT TO BYE-LAW 107
OF THE COMPANY'S BYE-LAWS**

The Company Secretary read Ordinary Resolution 5 in full.

The Company Secretary then announced the verified poll results as follows:

23,008,044,936 shares representing **99.998%** of the total number of votes voted "for" the resolution and

550,000 shares representing **0.002%** of the total number of votes voted "against" the resolution.

The Company Secretary therefore declared on behalf of the Chairman that Ordinary Resolution 5 was CARRIED.

**10. ORDINARY RESOLUTION 6
TO RE-ELECT MR ZHAN SHU, WHO WAS RETIRING PURSUANT TO BYE-LAW 107
OF THE COMPANY'S BYE-LAWS**

The Company Secretary read Ordinary Resolution 6 in full.

The Company Secretary then announced the verified poll results as follows:

23,008,044,936 shares representing **99.998%** of the total number of votes voted "for" the resolution and

550,000 shares representing **0.002%** of the total number of votes voted "against" the resolution.

The Company Secretary therefore declared on behalf of the Chairman that Ordinary Resolution 6 was CARRIED.

**11. ORDINARY RESOLUTION 7
TO RE-ELECT MR PANG KEE CHAI, WHO WAS RETIRING PURSUANT TO BYE-LAW
107 OF THE COMPANY'S BYE-LAWS**

The Company Secretary read Ordinary Resolution 7 in full.

The Company Secretary then announced the verified poll results as follows:

23,008,044,936 shares representing **99.998%** of the total number of votes voted "for" the resolution and

550,000 shares representing **0.002%** of the total number of votes voted "against" the resolution.

The Company Secretary therefore declared on behalf of the Chairman that Ordinary Resolution 7 was CARRIED.

**12. ORDINARY RESOLUTION 8
TO RE-APPOINT BAKER TILLY TFW LLP AS AUDITORS OF THE COMPANY AND
TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION**

The Company Secretary read Ordinary Resolution 8 in full.

The Company Secretary then announced the verified poll results as follows:

23,008,044,936 shares representing **99.998%** of the total number of votes voted “for” the resolution and

550,000 shares representing **0.002%** of the total number of votes voted “against” the resolution.

The Company Secretary therefore declared on behalf of the Chairman that Ordinary Resolution 8 was CARRIED.

**13. SPECIAL RESOLUTION 9
AUTHORITY TO DIRECTORS TO ISSUE SHARES**

The Company Secretary read Special Resolution 9 in full.

The Company Secretary then announced the verified poll results as follows:

23,008,044,936 shares representing **99.998%** of the total number of votes voted “for” the resolution and

550,000 shares representing **0.002%** of the total number of votes voted “against” the resolution.

The Company Secretary therefore declared on behalf of the Chairman that Special Resolution 9 was CARRIED.

**14. ORDINARY RESOLUTION 10
AUTHORITY TO DIRECTORS TO GRANT AWARDS AND ISSUE SHARES
PURSUANT TO THE LIONGOLD PERFORMANCE SHARE PLAN**

The Company Secretary read Ordinary Resolution 10 in full.

The Company Secretary then announced the verified poll results as follows:

5,000,000,000 shares representing **99.989%** of the total number of votes voted “for” the resolution and

550,000 shares representing **0.011%** of the total number of votes voted “against” the resolution.

Both Mr Yao Liang and Mr Yao Yilun, holding an aggregate of 18,008,044,936 shares, had abstained from voting on this resolution.

The Company Secretary therefore declared on behalf of the Chairman that Ordinary Resolution 10 was CARRIED.

15. CONCLUSION

There being no other business, the Company Secretary declared the AGM closed at 9:17 a.m.

Confirmed as a true record of minutes



Yao Liang
Chairman

Note: Unless otherwise defined in these minutes of AGM, the capitalised terms used in these minutes of AGM shall bear the same meanings ascribed to them in Notice of AGM dated 7 October 2020.

This announcement has been prepared by the Company and its contents have been reviewed by the Company's sponsor, W Capital Markets Pte. Ltd. (the "Sponsor").

This announcement has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "SGX-ST") and the SGX-ST assumes no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made or reports contained in this announcement.

The contact person for the Sponsor is Mr Chia Beng Kwan, Registered Professional, W Capital Markets Pte Ltd, 65 Chulia Street, #43-01 OCBC Centre, Singapore 049513, Telephone (65) 65133541.