

NOBLE GROUP HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

NOTICE IS HEREBY GIVEN that a Special General Meeting of Noble Group Holdings Limited (the "Company") will be held by way of electronic means on Friday, 10 December 2021 at 10.00am (Hong Kong time) for the following purposes:

1. To receive and adopt the Audited Financial Statements and the Reports of the Directors and Auditors for the financial year ended 31 December 2020. (Resolution 1)
2. To re-elect the following Directors who retire by rotation pursuant to Bye-law 86(1):
 - (i) Mr. Claus-Georg Nette (Resolution 2)
 - (ii) Ambassador David Isaac Adelman (Resolution 3)
3. To re-elect the following Directors who retire pursuant to Bye-law 85(2):
 - (i) Mr. Ajay Mishra (Resolution 4)
 - (ii) Mr. Peter Douglas Coleman (Resolution 5)
 - (iii) Mr. Matthew Frank Hinds (Resolution 6)
4. To approve the payment of a total of US\$3,991,338 as Directors' fees for the financial year ended 31 December 2020. (Resolution 7)
5. To appoint BDO Limited as the Company's Auditors and to authorise the Directors to fix their remuneration. (Resolution 8)
6. To consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without modifications:
 - (i) **Authority to issue shares under the Noble Group Holdings Share Option Scheme**

THAT approval be and is hereby given to the Directors and/or the Remuneration and Options Committee of the Company (for the purposes of Bye-law 12, including as a non-pre-emptive issue of shares under Bye-law 12(2) and as a Reserved Matter under Bye-law 112A and Schedule 2 to the Bye-laws) to:

- (A) offer and grant options in accordance with the provisions of the Noble Group Holdings Share Option Scheme (the "2018 Scheme"); and
- (B) allot and issue from time to time such number of Shares as may be allotted and issued pursuant to the exercise of options under the 2018 Scheme,

provided that the aggregate number of Shares to be allotted and issued pursuant to the 2018 Scheme, when aggregated with the number of Shares issued and issuable in respect of all options granted under the 2018 Scheme and all awards granted under the Noble Group Holdings Restricted Share Plan (the "RSP") and the number of Shares subject to any other share schemes of the Company, shall not exceed 3 per cent. of the total number of issued Shares, excluding treasury shares and subsidiary holdings, of the Company from time to time.
(Resolution 9)

(ii) **Authority to issue shares under the Noble Group Holdings Restricted Share Plan**

THAT approval be and is hereby given to the Directors and/or the Remuneration and Options Committee of the Company (for the purposes of Bye-law 12, including as a non-pre-emptive issue of shares under Bye-law 12(2) and as a Reserved Matter under Bye-law 112A and Schedule 2 to the Bye-laws) to:

- (A) offer and grant awards in accordance with the provisions of the RSP; and
- (B) allot and issue from time to time such number of Shares as may be required to be allotted and issued pursuant to the vesting of awards under the RSP,

provided that the aggregate number of Shares to be allotted and issued pursuant to the RSP, when aggregated with the number of Shares issued and issuable in respect of all awards granted under the RSP and all options granted under the 2018 Scheme and the number of Shares subject to any other share schemes of the Company, shall not exceed 3 per cent. of the total number of issued Shares, excluding treasury shares and subsidiary holdings, of the Company from time to time.
(Resolution 10)

BY ORDER OF THE BOARD

Chee Ying Lim
Company Secretary
23 November 2021

Explanatory notes:

- (i) Ordinary Resolution 8 - Proposed Change of Auditor

Background and Rationale

On 7 October 2021, the resignation of Ernst & Young ("EY") as the Company's Auditor was noted and accepted and pursuant to Bye-law 155 of the Company's Bye-laws, the Board of Directors appointed BDO Limited ("BDO") as the Company's Auditors to hold office until the conclusion of the next special general meeting of the Company, at such remuneration and on such terms agreed between the Board of Directors and BDO.

EY has been the Company's Auditor since its inception and was re-appointed as the Company's Auditor at the last special general meeting of the Company held on 28 August 2020, to hold office until the conclusion of the next special general meeting of the Company.

BDO was selected for the proposed appointment after the Audit Committee of the Board of Directors ("AC") reviewed the proposal received from BDO. The scope of audit services to be provided by BDO will be comparable to those provided by EY.

After evaluation, the Board of Directors, in consultation with the AC, is satisfied that BDO will be able to meet the audit requirements of the Company.

BDO has given their consent to act as the Company's Auditor.

Information on BDO and the Audit Engagement Partner

The information on BDO was provided to the Company by BDO and their representatives. The Directors have not conducted an independent review or verification of the accuracy of the statements and information below.

BDO is one of the largest multinational accounting and advisory organisations in the world and No 1 in its chosen middle-market niche. It is represented in more than 1,600 offices in 167 countries and territories and has over 91,000 professionals worldwide, providing accounting and audit services, tax and specialist advice to business owners. As of 2021, BDO has had a 58 year history of delivering a quality performance, sound advice and high-calibre services to their clients. According to the International Accounting Bulletin in Feb 2021, BDO ranked as the fifth largest accountancy network in the world. BDO commenced its practice in Hong Kong in 1981, serving a diversity of local and international clients in various industries. It is active in bringing entrepreneurial businesses to market in Hong Kong.

For more information about BDO, please visit <https://www.bdo.com.hk/en-gb/home-en>.

The audit engagement director who will be in charge of the audit is Mr. Alfred Lee, who has considerable experience with other natural resources companies and is known for building long lasting client relationships. Alfred will be supported by an Audit Principal, Kevin Chau, and a team of members.

Requirements under Bermuda Law

EY has, by a written notice dated 8 November 2021 to the secretary of the Company, waived the requirements of Section 89(3) of the Bermuda Companies Act 1981 with respect to its replacement as Auditor and accordingly the section has no effect on the Company.

BDO has confirmed to the Company in writing that they have requested and received from EY a written statement of the circumstances and the reasons why, in EY's opinion, they are to be replaced pursuant to and in accordance with Section 89(3A) of the Bermuda Companies Act 1981.

- (ii) Ordinary Resolution 9, if passed, will empower the Directors and/or the Remuneration and Options Committee of the Company to grant options and to allot and issue Shares in accordance with and pursuant to the 2018 Scheme. The number of Shares which the Directors and/or the Remuneration and Options Committee may allot and issue under this Resolution, when added to the number of Shares issued and issuable in respect of all options granted under the 2018 Scheme and all awards granted under the RSP and the number of Shares subject to any other share schemes of the Company, shall not exceed 3 per cent. of the total number of issued Shares, excluding treasury shares and subsidiary holdings, of the Company from time to time.

- (iii) Ordinary Resolution 10, if passed, will empower the Directors and/or the Remuneration and Options Committee of the Company to grant awards and to allot and issue Shares in accordance with and pursuant to the RSP. The number of Shares which the Directors and/or the Remuneration and Options Committee may allot and issue under this Resolution, when added to the number of Shares issued and issuable in respect of all awards granted under the RSP and all options granted under the 2018 Scheme and the number of Shares subject to any other share schemes of the Company, shall not exceed 3 per cent. of the total number of issued Shares, excluding treasury shares and subsidiary holdings, of the Company from time to time.

IMPORTANT INFORMATION

1. The special general meeting is being convened, and will be held, by electronic means pursuant to Section 75A of the Bermuda Companies Act 1981. The notice of special general meeting ("Notice"), proxy form and the request slip to receive a copy of the Audited Financial Statements and the Reports of the Directors and Auditors for the financial year ended 31 December 2020 ("Request Slip"), will be made available to members by electronic means via publication on the Company's website at <https://www.noblegroupholdings.com/documentation/>. **Printed copies will not be sent to Members.**

2. Attendance in person not allowed

(a) Pre-registration

Members will not be able to attend the special general meeting in person. The special general meeting will be broadcast through live audiovisual and audio-only feeds ("Live Webcast"). In order to attend the Live Webcast, members must pre-register online for verification purposes, and members who are appointing a proxy or proxies to attend the Live Webcast should inform his/her/its proxy(ies) to pre-register, not less than 72 hours before the time appointed for the special general meeting or the adjourned special general meeting, using the link provided below:

Online Pre-registration: <https://conveneagm.sg/noblesgm2021>

Following the verification, authenticated members and proxyholders will be provided with a confirmation email via the e-mail address provided during pre-registration or as indicated in the proxy form to access the Live Webcast.

Please use the registered identification credentials to access the Live Webcast. Members and proxyholders must not forward the login details to join the webcast to any other person who is not a member or proxyholder of the Company and/or who is not authorised to attend the webcast.

Members or proxyholders who have registered by 10:00 a.m. (Hong Kong time) on 7 December 2021 but who have not received the confirmation email for the Live Webcast by 8 December 2021 should email: support@conveneagm.com. If members or proxyholders have any queries on the Live Webcast, they should email: support@conveneagm.com.

Every registered shareholder as shown in the register of members of the Company holding Share(s) in the Company as at close of business on 17 November 2021 ("Record Date") is entitled to attend electronically and vote at the special general meeting (or at any adjournment thereof) convened by this notice. A member of the Company entitled to attend electronically and vote at the special general meeting is encouraged to appoint the Chairman of the meeting as his/her/its proxy to vote in his/her/its stead. A proxy need not be a member of the Company but if anyone other than the chairman of the meeting is appointed to be their proxy they must be electronically present to represent the member.

(b) Proxy Form

Proxy Forms must be submitted to the Company in the following manner:

- (a) If submitted by post, be lodged at Noble Group Holdings Limited, 35th Floor, PCCW Tower, 979 King's Road, Quarry Bay, Hong Kong, or at the office of B.A.C.S. Private Limited, at 8 Robinson Road, #03-00 ASO Building, Singapore 048544; or

(b) if submitted electronically:

- (i) be submitted via email to the Company at noblesgm@thisisnoble.com; or
- (ii) be submitted via the pre-registration website at the URL: <https://conveneagm.sg/noblesgm2021>,

in each case, not less than 72 hours before the time appointed for the special general meeting or the adjourned special general meeting, failing which the Proxy Form will not be valid.

A member who wishes to submit an instrument of proxy can download a copy of the proxy form from the Company's website, and complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and submitting it via email to the email address provided above or via the pre-registration website at the URL provided above.

3. Questions relating to the agenda of the special general meeting

- (i) Submitting questions in advance of the special general meeting

Members can submit questions in advance relating to the business of the special general meeting either via:

- (a) deposit at Noble Group Holdings Limited, 35th Floor, PCCW Tower, 979 King's Road, Quarry Bay, Hong Kong, or at the office of B.A.C.S. Private Limited, at 8 Robinson Road, #03-00 ASO Building, Singapore 048544; or

- (b) electronic mail to: noblesgm@thisisnoble.com; or

- (c) pre-registration website at the URL: <https://conveneagm.sg/noblesgm2021>,

in each case, not less than 72 hours before the time appointed for the special general meeting or the adjourned special general meeting. The Company will endeavour to respond to substantial and relevant questions received from Members and proxyholders during the special general meeting.

- (ii) Submitting questions during the special general meeting

Successfully authenticated members and proxyholders who have pre-registered and are verified to attend the special general meeting will be able to ask questions relating to the agenda of the special general meeting during the meeting by:

- (i) **Submitting text-based questions** via the Live Webcast by clicking the "Ask a Question" feature and then clicking "Type Your Question" to input their queries in the questions text box; or

- (ii) **Raising questions via a video call** by clicking the "Ask a Question" feature and then clicking the "Queue for Video call" via the Live Webcast. The relevant member or proxyholder will be informed once it is appropriate for him/her to speak and can thereafter raise his/her question via audiovisual or audio means during the special general meeting within a certain prescribed time limit.

4. Voting

- (i) **Live Voting:** Members and proxyholders may cast their votes in real time for each resolution to be tabled via the Live Webcast via the login credentials created during pre-registration.

- (ii) **Voting via appointing a proxy(ies):** As an alternative to the above, Members may also vote at the meeting by having appointed and lodged a proxy(ies) to vote on their behalf not less than 72 hours before the time of the special general meeting.

Personal data privacy:

By submitting a Proxy Form appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the special general meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of personal data of the member 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 proxies and representatives appointed for the special general meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the special general meeting (including any adjournment thereof), and to enable the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member of the Company discloses the personal data of the proxy(ies) and/or representative(s) of the member of the Company to the Company (or its agents or service providers), the member of the Company 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 of the Company will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the breach of warranty of the member of the Company.