

## **ADDENDUM DATED 13 APRIL 2017**

This Addendum is circulated to Shareholders of CNMC Goldmine Holdings Limited (the “**Company**”) together with the Company’s annual report. Its purpose is to provide Shareholders with the relevant information relating to, and seek Shareholders’ approval for the proposed renewal of the Share Buy Back Mandate (as defined herein) to be tabled at the Annual General Meeting (“**AGM**”) to be held on 28 April 2017, at 3.00 p.m. at 745 Toa Payoh Lorong 5, #04-01 The Actuary, Singapore 319455.

The Notice of Annual General Meeting and a Proxy Form are enclosed with the Annual Report.

This Addendum has been prepared by the Company and its contents have been reviewed by the Company’s sponsor, PrimePartners Corporate Finance Pte. Ltd. (the “**Sponsor**”) for compliance with the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) Listing Manual Section B: Rules of Catalist. The Sponsor has not verified the contents of this Addendum.

This Addendum has not been examined or approved by the SGX-ST. The Sponsor and the SGX-ST assume no responsibility for the contents of this Addendum, including the accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in this Addendum.

The contact person for the Sponsor is Ms Keng Yeng Pheng, Associate Director, Continuing Sponsorship, at 16 Collyer Quay, #10-00 Income at Raffles, Singapore 049318, telephone (65) 6229 8088.



**CNMC**

**CNMC GOLDMINE HOLDINGS LIMITED**

中色金礦有限公司

(Incorporated in the Republic of Singapore)  
(Company Registration Number: 201119104K)

## **ADDENDUM IN RELATION TO THE PROPOSED RENEWAL OF THE SHARE BUY BACK MANDATE**

## CONTENTS

<b>DEFINITIONS</b> .....	3
<b>1. THE PROPOSED RENEWAL OF THE SHARE BUY BACK MANDATE</b> .....	6
<b>2. ACTIONS TO BE TAKEN BY SHAREHOLDERS</b> .....	20
<b>3. DIRECTORS' RECOMMENDATIONS</b> .....	20
<b>4. DIRECTORS' RESPONSIBILITY STATEMENT</b> .....	20
<b>5. DOCUMENTS FOR INSPECTION</b> .....	20

## DEFINITIONS

For the purpose of this Addendum, the following definitions have, where appropriate, been used:

- “ACRA”** : Accounting and Corporate Regulatory Authority
- “Approval Date”** : Has the meaning ascribed to it in Section 1.3.1 of this Addendum
- “Associates”** : (a) In relation to any director, chief executive officer, substantial shareholder or controlling shareholder (being an individual) means:-
- (i) his immediate family;
  - (ii) the trustees of any trust of which he or his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object; and
  - (iii) any company in which he and his immediate family together (directly or indirectly) have an interest of 30% or more
- (b) in relation to a substantial shareholder or a controlling shareholder (being a company) means any other company which is its subsidiary or holding company or is a subsidiary of such holding company or one in the equity of which it and/or such other company or companies taken together (directly or indirectly) have an interest of 30% or more
- “Average Closing Price”** : Has the meaning ascribed to it in Section 1.3.4 of this Addendum
- “Board” or “Board of Directors” or “Directors”** : The board of directors of the Company for the time being
- “CDP”** : The Central Depository (Pte) Limited
- “Company”** : CNMC Goldmine Holdings Limited
- “Companies Act”** : The Companies Act (Chapter 50) of Singapore, as amended, modified or supplemented from time to time
- “Constitution”** : The constitution of the Company
- “Controlling Shareholder”** : A person who:
- (a) holds directly or indirectly 15% or more of the total number of issued Shares excluding treasury shares in the Company. The SGX-ST may determine that a person who satisfies this paragraph is not a Controlling Shareholder; or
  - (b) in fact exercises control over a company
- “EPS”** : Earnings per Share
- “Group”** : The Company and its subsidiaries

<b>“Latest Practicable Date”</b>	: 17 March 2017, being the latest practicable date prior to the printing of this Addendum
<b>“Listing Manual”</b>	: The SGX-ST Listing Manual Section B: Rules of the Catalist, as amended, varied or supplemented from time to time
<b>“Market Day”</b>	: A day on which the SGX-ST is open for trading in securities
<b>“Market Purchase”</b>	: Has the meaning ascribed to it in Section 1.3.3 of this Addendum
<b>“Maximum Price”</b>	: Has the meaning ascribed to it in Section 1.3.4 of this Addendum
<b>“NTA”</b>	: Net tangible assets
<b>“Off-Market Purchase”</b>	: Has the meaning ascribed to it in Section 1.3.3 of this Addendum
<b>“Relevant Period”</b>	: The period commencing from the date the last AGM was held or was required by law to be held before the resolution relating to the Share Buy Back Mandate is passed, and expiring on the date the next AGM is or required by law to be held, whichever is the earlier, after the said resolution is passed
<b>“Securities Account”</b>	: Securities accounts maintained by a Depositor with CDP but not including securities sub-accounts maintained with a Depository Agent
<b>“SFA”</b>	: Securities and Futures Act (Chapter 289) of Singapore
<b>“SGX-ST”</b>	: Singapore Exchange Securities Trading Limited
<b>“Share Buy Back”</b>	: The buy back of Shares by the Company pursuant to the terms of the Share Buy Back Mandate
<b>“Share Buy Back Mandate”</b>	: The proposed mandate to enable the Company to purchase or otherwise acquire its Shares, the terms of which are set out in Section 1 of this Addendum
<b>“Shareholders”</b>	: Persons who are registered as holders of the Shares except where the registered holder is CDP, in which case the term <b>“Shareholders”</b> shall in relation to such Shares mean the Depositors whose securities accounts with CDP are credited with the Shares
<b>“Substantial Shareholder”</b>	: A person who holds directly or indirectly 5% or more of the issued voting shares in the capital of the Company
<b>“Shares”</b>	: Ordinary share(s) in the capital of the Company
<b>“SIC”</b>	: The Securities Industry Council
<b>“Subsidiaries”</b>	: The subsidiaries of a company (as defined in Section 5 of the Companies Act) and <b>“subsidiary”</b> shall be construed accordingly
<b>“Take-over Code”</b>	: The Singapore Code on Take-overs and Mergers, as varied or supplemented from time to time
<b>“Treasury Shares”</b>	: Issued Shares of the Company which were (or are treated as having been) purchased by the Company in circumstances which Section 76H of the Companies Act applies and have since purchase been continuously held by the Company

*Currencies and others*

- “**US\$**”, “**\$**” and “**cents**” : United States dollars and cents, respectively
- “**S\$**”, “**\$**” and “**cents**” : Singapore dollars and cents, respectively
- “**%**” or “**per cent**” : Per centum or percentage

The terms “**Depositor**”, “**Depository Register**” and “**Depository Agent**” shall have the meanings ascribed to them respectively in Section 81SF of the SFA. The term “**Treasury Shares**” shall have the meaning ascribed to it in Section 4 of the Companies Act.

Any reference in this Addendum to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any term defined under the Companies Act, the SFA or Listing Manual, or any statutory modification thereof and used in this Addendum shall, where applicable, have the same meaning ascribed to it under the Companies Act, the SFA or the Listing Manual, or such modification thereof, as the case may be, unless otherwise provided.

Words importing the singular shall, where applicable, include the plural and *vice versa* and words importing the masculine gender shall, where applicable, include the feminine and neuter genders.

Words importing persons include corporations.

Any reference to a time of a day in this Addendum is a reference to Singapore time unless otherwise stated.

# CNMC GOLDMINE HOLDINGS LIMITED

(Incorporated in Singapore on 11 August 2011)

(Company Registration No.: 201119104K)

## Directors:

Professor Lin Xiang Xiong @ Lin Ye (Executive Chairman)  
Mr. Choo Chee Kong (Executive Vice Chairman)  
Mr. Lim Kuoh Yang (Chief Executive Officer)  
Mr. Kuan Cheng Tuck (Lead Independent Director)  
Mr. Tan Poh Chye Allan (Independent Director)  
Ms. Gan Siew Lian (Independent Director)

## Registered Office:

745 Toa Payoh  
Lorong 5,  
#04-01 The Actuary,  
Singapore 319455.

13 April 2017

## To: The Shareholders of CNMC Goldmine Holdings Limited

Dear Sir/Madam,

### 1. THE PROPOSED RENEWAL OF THE SHARE BUY BACK MANDATE

#### 1.1 Introduction

Reference is made to the notice of AGM dated 13 April 2017 ("**Notice of AGM**") of the Company convening the AGM.

The proposed Ordinary Resolution 9 in Notice of AGM relates to the proposed renewal of the Share Buy Back Mandate, which Shareholders had previously approved at the AGM of the Company held on 28 April 2016, to authorise the Directors to purchase or otherwise acquire issued ordinary shares in the capital of the Company on the terms of the Share Buy Back Mandate. The authority conferred by the Share Buy Back Mandate will expire on 28 April 2017.

The purpose of this Addendum is to provide Shareholders with relevant information relating to and explain the rationale for the proposed renewal of the Share Buy Back Mandate to be tabled at the AGM.

Any purchase or acquisition of Shares by the Company must be made in accordance with, and in the manner prescribed by the Companies Act, the Listing Manual, the Constitution and such other laws and regulations as may for the time being be applicable.

If renewed, the Share Buy Back Mandate will take effect from the date of the AGM and continue in force until the date of the next AGM or such date as the next AGM is required by law to be held, unless prior thereto, Share Buy Backs are carried out to the full extent mandated or the Share Buy Back Mandate is revoked or varied by the Company in a general meeting. The Share Buy Back Mandate will be put to Shareholders for renewal at each subsequent AGM of the Company.

The Sponsor and SGX-ST assumes no responsibility for the contents of this Addendum, including the accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in this Addendum. If a Shareholder is in any doubt as to the action he should take, he should consult his stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

#### 1.2 Rationale

The Directors are of the view that a share buy back, conducted at an appropriate price level, may enhance the return on equity of the Group and increase Shareholders' value. Share buy backs are a cost-efficient and effective method of returning to the Shareholders surplus cash over and above the Company's ordinary capital requirements, and provide the Directors greater flexibility over the Company's capital structure with a view to enhancing the earnings and/or NTA value per Share.

The Directors are also of the view that share buy backs may help mitigate the effect on the Company's share price which may be caused by short-term market volatility or speculative activities as well as bolster the confidence of Shareholders.

If and when circumstances permit, the Directors will decide whether to effect the Share purchases via market purchases or off-market purchases, after taking into account the amount of cash available and the prevailing market conditions. The Directors do not propose to carry out Share Buy Backs to an extent that would, or in circumstances that might, result in a material adverse effect on the liquidity and/or the orderly trading of the Shares and/or the financial position of the Group, taking into account the capital expenditure and the working capital requirements of the Company or the gearing levels, which in the opinion of the Directors, are from time to time appropriate for the Company.

### 1.3 Terms of the Share Buy Back Mandate

The authority and limitations placed on purchases or acquisitions of Shares by the Company under the Share Buy Back Mandate are summarised below:

#### 1.3.1 Maximum number of Shares

Only Shares which are issued and fully paid-up may be purchased or acquired by the Company. The total number of Shares that may be purchased or acquired is limited to that number of Shares representing not more than 10% of the issued ordinary share capital of the Company as at the date of the AGM at which the proposed renewal of Share Buy Back Mandate is approved (the "**Approval Date**") (unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Companies Act, at any time during the Relevant Period, in which event the issued ordinary share capital of the Company shall be taken to be the amount of the issued ordinary share capital of the Company as altered excluding any Treasury Shares that may be held by the Company from time to time). Shares which are held as Treasury Shares will be disregarded for purposes of computing the 10% limit.

For illustrative purposes only, assuming that the Company has 407,293,000 Shares as at the date of the AGM (being the number of Shares as at the Latest Practicable Date excluding the 400,000 shares held in treasury and assuming no change in the number of Shares on or prior to the date of the AGM), not more than 40,729,300 Shares may be purchased or acquired by the Company pursuant to the Share Buy Back Mandate.

#### 1.3.2 Duration of authority

Purchases or acquisitions of Shares may be made, at any time and from time to time, on and from the Approval Date, up to the earlier of:

- (a) the date on which the next AGM is held or required by law to be held;
- (b) the date on which the Share Buy Backs are carried out to the full extent mandated; or
- (c) the date on which the authority conferred by the Share Buy Back Mandate is varied or revoked by the Shareholders in general meeting.

The Share Buy Back Mandate may be renewed at each annual general meeting or other general meeting of the Company. When seeking the approval of Shareholders for such renewal, the Company is required to disclose details pertaining to purchases or acquisitions of Shares pursuant to the proposed Share Buy Back Mandate made during the previous 12 months, including the total number of Shares purchased or acquired, the purchase price per Share or the highest and lowest prices paid for such purchases or acquisitions of Shares, where relevant, and the total consideration paid for such purchases or acquisitions.

### 1.3.3 Manner of purchase of Shares

Purchases of Shares may be made by way of, *inter alia*:

(a) on-market purchase(s) ("**Market Purchase**"), transacted on the SGX-ST through the SGX-ST's trading system, through one or more duly licensed stockbrokers appointed by the Company for the purpose; and/or

(b) off-market purchase(s) ("**Off-Market Purchase**") (if effected otherwise than on the SGX-ST) in accordance with an equal access scheme as defined in Section 76C of the Companies Act.

The Directors may impose such terms and conditions which are not inconsistent with the Share Buy Back Mandate, the Listing Manual, the Companies Act, the Constitution, as they may consider fit in the interests of the Company in connection with or in relation to any equal access scheme or schemes. An Off-Market Purchase must satisfy all of the following conditions:

- (a) offers for the purchase or acquisition of issued Shares shall be made to every person who holds issued Shares to purchase or acquire the same percentage of their issued Shares;
- (b) all of those persons shall be given a reasonable opportunity to accept the offers made to them; and
- (c) the terms of all the offers are the same, except that there shall be disregarded:
  - (i) differences in consideration attributable to the fact that offers may relate to Shares with different accrued dividend entitlements;
  - (ii) differences in consideration attributable to the fact that the offers relate to Shares with different amounts remaining unpaid; and
  - (iii) differences in the offers introduced solely to ensure that each person is left with a whole number of Shares.

In addition, the Listing Manual provides that, in making an Off-Market Purchase, the Company must issue an offer document to all Shareholders which must contain at least the following information:

- (a) the terms and conditions of the offer;
- (b) the period and procedures for acceptances;
- (c) the reasons for the proposed Share Buy Back;
- (d) the consequences, if any, of Share Buy Backs by the Company that will arise under the Take-over Code or other applicable take-over rules;
- (e) whether the Share Buy Back, if made, would have any effect on the listing of the Shares on the SGX-ST;
- (f) details of any Share Buy Back made by the Company in the previous 12 months (whether Market Purchases or Off-Market Purchases), giving the total number of Shares purchased, the purchase price per Share or the highest and lowest prices paid for the purchases, where relevant, and the total consideration paid for the purchases; and
- (g) whether the Shares purchased by the Company will be cancelled or kept as Treasury Shares.



#### 1.3.4 Maximum Purchase Price

The purchase price (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) to be paid for the Shares will be determined by the Directors. However, the purchase price to be paid for a Share as determined by the Directors must not exceed:

- (a) in the case of a Market Purchase, 105% of the Average Closing Price (as defined hereinafter); and
- (b) in the case of an Off-Market Purchase pursuant to an equal access scheme, 120% of the Average Closing Price (as defined hereinafter),

(the “**Maximum Price**”) in either case, excluding related expenses.

For the above purposes:

“**Average Closing Price**” means the average of the closing market prices of the Share over the last five (5) consecutive Market Days, on which transactions in the Shares were recorded, 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 after the relevant 5-day period.

“**date of making of the offer**” means the day on which the Company announces its intention to make an offer for an Off-Market Purchase, 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.

#### 1.4 **Status of purchased Shares under the Share Buy Back Mandate**

Under Section 76B of the Companies Act, a Share purchased or acquired by the Company is deemed cancelled immediately on purchase or acquisition (and all rights and privileges attached to the Share will expire on such cancellation) unless such Share is held by the Company as a Treasury Share. Accordingly, the total number of issued Shares will be diminished by the number of Shares purchased or acquired by the Company and which are not held as Treasury Shares.

All Shares purchased or acquired by the Company (other than Treasury Shares held by the Company to the extent permitted under the Companies Act) will be automatically de-listed by the SGX-ST, and certificates in respect thereof will be cancelled and destroyed by the Company as soon as reasonably practicable following settlement of any such purchase or acquisition.

At the time of each purchase of Shares by the Company, the Directors will decide whether the Shares purchased will be cancelled or kept as Treasury Shares, or partly cancelled and partly kept as Treasury Shares, depending on the needs of the Company at that time.

#### 1.5 **Treasury Shares**

Under the Companies Act, Shares purchased or acquired by the Company may be held or dealt with as Treasury Shares. Some of the provisions on Treasury Shares under the Companies Act are summarised below:

##### 1.5.1 Maximum holdings

The number of Shares held as Treasury Shares cannot at any time exceed 10% of the total number of issued Shares.

In the event that the number of Treasury Shares held by the Company exceeds 10% of the total number of issued Shares, the Company shall dispose of or cancel the excess Shares within six (6) months of the day on which such contravention occurs, or such further period as the ACRA may allow.

### 1.5.2 Voting and other rights

The Company cannot exercise any right in respect of Treasury Shares. In particular, the Company cannot exercise any right to attend or vote at meetings and for the purposes of the Companies Act, the Company shall be treated as having no right to vote and the Treasury Shares shall be treated as having no voting rights.

In addition, no dividend may be paid, and no other distribution of the Company's assets may be made, to the Company in respect of Treasury Shares. However, the allotment of shares as fully paid bonus shares in respect of Treasury Shares is allowed. Also, a subdivision or consolidation of any treasury share into Treasury Shares of a smaller amount is allowed so long as the total value of the Treasury Shares after the subdivision or consolidation is the same as before.

### 1.5.3 Disposal and cancellation

Where Shares are held as Treasury Shares, the Company may at any time:

- (a) sell the Treasury Shares for cash;
- (b) transfer the Treasury Shares for the purposes of or pursuant to an employee's share scheme;
- (c) transfer the Treasury Shares as consideration for the acquisition of shares in or assets of another company or assets of a person;
- (d) cancel the Treasury Shares; or
- (e) sell, transfer or otherwise use the Treasury Shares for such other purposes as may be prescribed by the Minister for Finance.

Pursuant to Rule 704(31) of the Listing Manual, the Company will immediately announce any sale, transfer, cancellation and/or use of Treasury Shares. Such announcement may include the following:

- (i) date of the sale, transfer, cancellation and/or use;
- (ii) purpose of such sale, transfer, cancellation and/or use;
- (iii) number of Treasury Shares sold, transferred, cancelled and/or used;
- (iv) the number of Shares before and after such sale, transfer, cancellation and/or use;
- (v) percentage of the number of Treasury Shares against the total number of shares outstanding in a class that is listed before and after such sale, transfer, cancellation and/or use; and
- (vi) value of the Treasury Shares if they are used for a sale or transfer, or cancelled.

## 1.6 **Sources of funds for Share Buy Back**

The Company may only apply funds legally available for the purchase or acquisition of Shares in accordance with the Constitution, Listing Manual and the applicable laws in Singapore. The Company may not purchase or acquire its Shares for a consideration other than in cash or, in the case of a Market Purchase, for settlement otherwise than in accordance with the trading rules of the SGX-ST.

When Shares are purchased or acquired, and cancelled:

- (a) if the Shares are purchased or acquired entirely out of the capital of the Company, the Company shall reduce the amount of its share capital by the total amount of the purchase price paid by the Company for the Shares (including brokerage, stamp duties, applicable goods and services tax, clearance fees and other related expenses incurred directly in the purchase or acquisition by the Company of its Shares) ("**Purchase Price**") and the amount available for the distribution of dividends by the Company will not be reduced;
- (b) if the Shares are purchased or acquired entirely out of profits of the Company, the Company shall reduce the amount of its profits and the amount available for distribution of dividends by the total amount of the Purchase Price; or
- (c) where the Shares are purchased or acquired out of both the capital and the profits of the Company, the Company shall reduce the amount of its share capital and profits proportionately by the total amount of the Purchase Price.

Pursuant to Section 76F(4) of the Companies Act, a company is solvent if at the date of the payment (made by the company in consideration of acquiring any right with respect to the purchase or acquisition of its own shares) (a) there is no ground on which the company could be found to be unable to pay its debts; (b) if (i) it is intended to commence winding up of the company within the period of 12 months immediately after the date of the payment, the company will be able to pay its debts in full within the period of 12 months after the date of commencement of the winding up; or (ii) it is not intended so to commence winding up, the company will be able to pay its debts as they fall due within the period of 12 months immediately after the date of the payment; and (c) the value of its assets is not less than the value of its liabilities (including contingent liabilities) and such value of its assets will not, after the proposed purchase, acquisition, variation or release (as the case may be) of the company's obligations, become less than the value of its liabilities (including contingent liabilities).

The Company intends to use internal resources and/or external borrowings to finance purchases of Shares pursuant to the Share Buy Back Mandate. The Directors do not propose to exercise the Share Buy Back Mandate in a manner and to such extent that the Group's working capital, current dividend policy and/or ability to service its debts would be adversely affected.

#### **1.7 Financial effects of the Share Buy Back Mandate**

The financial effects on the Company and the Group arising from purchases or acquisition of Shares which may be made pursuant to the Share Buy Back Mandate will depend on, *inter alia*, the aggregate number of shares purchased or acquired, whether the Shares are purchased or acquired out of profits and/or capital of the Company, the price paid for such Shares and whether the Shares purchased or acquired are held as Treasury Shares or cancelled. The financial effects on the Company and the Group, based on the audited financial statements of the Company and the Group for the financial year ended 31 December 2016, are based on the following principal assumptions:

- (a) the purchase or acquisition of Shares pursuant to the Share Buy Back Mandate had taken place on 1 January 2016 for the purpose of computing the financial effects on the EPS of the Group and the Company;
- (b) the purchase or acquisition of Shares pursuant to the Share Buy Back Mandate had taken place on 1 January 2016 for the purpose of computing the financial effects on the Shareholders' equity, NTA per Share, gearing and current ratio of the Group and the Company; and
- (c) transaction costs incurred for the purchase or acquisition of Shares pursuant to the Share Buy Back Mandate are assumed to be insignificant and have been ignored for the purpose of computing the financial effects.

### 1.7.1 Number of Shares acquired or purchased

For illustrative purposes only, on the basis of 407,293,000 Shares (excluding the 400,000 shares held in treasury) in issue as at the Latest Practicable Date, and assuming no change in the number of Shares on prior to the date of the AGM, the purchase by the Company of 10% of its issued Shares (excluding the 400,000 shares held in treasury) will result in the purchase or acquisition of 40,729,300 Shares.

### 1.7.2 Maximum Price paid for Shares acquired or purchased

#### *In the case of Market Purchases by the Company:*

Assuming the Company purchases or acquires 40,729,300 Shares, representing 10% of its issued Shares, at the Maximum Price of S\$0.418 for one (1) Share (being the price equivalent to 5% above the average of the closing market prices of the Shares over the five (5) Market Days on the SGX-ST which transactions in the Shares were recorded immediately preceding the Latest Practicable Date), the maximum amount of funds required for the purchase or acquisition of 40,729,300 Shares is S\$17.02 million.

#### *In the case of Off-Market Purchases by the Company:*

Assuming the Company purchases or acquires 40,729,300 Shares, representing 10% of its issued Shares, at the Maximum Price of S\$0.478 for one (1) Share (being the price equivalent to 20% above the average of the closing market prices of the Shares over the five (5) Market Days on the SGX-ST which transactions in the Shares were recorded immediately preceding the Latest Practicable Date), the maximum amount of funds required for the purchase or acquisition of 40,729,300 Shares is S\$19.47 million.

### 1.7.3 Illustrative financial effects

**For illustrative purposes only**, and on the basis of the assumptions set out below, the financial effects of the:

- (i) acquisition of Shares by the Company pursuant to the Share Buy Back Mandate by way of purchases made out of capital and held as Treasury Shares;
- (ii) acquisition of Shares by the Company pursuant to the Share Buy Back Mandate by way of purchases made out of capital and cancelled; and
- (iii) dividend of US\$14,000,000 had been declared and paid from the subsidiary to the Company prior to the purchase of Shares.

on the audited financial statements of the Group and the Company for the financial year ended 31 December 2016 are set out in the sections below.

The financial effects of the acquisition of Shares by the Company pursuant to the Share Buy Back Mandate by way of purchases made out of profits are similar to that of purchases made out of capital. Therefore, only the financial effects of the acquisition of the Shares pursuant to the Share Buy Back Mandate by way of purchases made out of capital are set out in this Addendum.

(i) *Market Purchases of 40,729,300 Shares out of capital*

As at 31 December 2016	Group			Company		
	Before the Share Buy back	After the Share Buy back		Before the Share Buy back	After the Share Buy back	
		Held as Treasury Shares	Cancelled		Held as Treasury Shares	Cancelled
	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
Share capital	18,032	18,032	6,257	18,032	18,032	6,257
Reserves	21,675	21,675	21,675	(769)	13,231	13,231
Treasury shares	(75)	(11,850)	(75)	(75)	(11,850)	(75)
Shareholder's Equity	39,632	27,857	27,857	17,188	19,413	19,413
Total equity	45,547	33,772	33,772	17,188	19,413	19,413
NTA <sup>(1)</sup>	39,632	27,857	27,857	17,188	19,413	19,413
Current Assets	29,012	17,237	17,237	14,885	17,110	17,110
Current Liabilities	4,540	4,540	4,540	6,053	6,053	6,053
Working Capital	24,472	12,697	12,697	8,832	11,057	11,057
Net Cash	26,858	15,083	15,083	290	2,515	2,515
Profit attributable to shareholders	9,088	9,088	9,088	3,400	17,400	17,400
Number of shares issue ('000)	407,293	366,564	366,564	407,293	366,564	366,564
Financial Ratios						
NTA per share <sup>(2)</sup>						
- US cents	9.73	7.60	7.60	4.22	5.30	5.30
- SG cents <sup>(3)</sup>	14.07	10.99	10.99	6.10	7.66	7.66
Net Cash/(Gearing) <sup>(4)</sup> (times)	0.68	0.54	0.54	0.02	0.13	0.13
Current Ratio <sup>(5)</sup> (times)	6.39	3.80	3.80	2.46	2.83	2.83
Basic EPS <sup>(6)</sup>						
- US cents	2.23	2.48	2.48	0.83	4.75	4.75
- SG cents <sup>(7)</sup>	3.07	3.42	3.42	1.14	6.55	6.55

**Notes:**

- (1) NTA represents total assets less total liabilities and non-controlling interests
- (2) NTA per share is based on 407,293,000 Shares and 366,563,700 Shares for Before Share Buy Back and After Share Buy Back respectively
- (3) NTA per share translated at an exchange rate of USD/SGD 1.4459
- (4) Net cash/gearing times is computed by dividing net cash/(debt) with NTA.
- (5) Current Ratio is computed by dividing current assets with current liabilities
- (6) EPS is based on 407,293,000 Shares and 366,563,700 Shares for Before Share Buy Back and After Share Buy Back, assuming that the Share Buy Back took place on 1 January 2016
- (7) EPS translated at an exchange rate of USD/SGD 1.3785

(ii) *Off-Market Purchases of 40,729,300 Shares out of capital*

As at 31 December 2016	Group			Company		
	Before the Share Buy back	After the Share Buy back		Before the Share Buy back	After the Share Buy back	
		Held as Treasury Shares	Cancelled		Held as Treasury Shares	Cancelled
	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
Share capital	18,032	18,032	4,567	18,032	18,032	4,567
Reserves	21,675	21,675	21,675	(769)	13,231	13,231
Treasury shares	(75)	(13,540)	(75)	(75)	(13,540)	(75)
Shareholder's Equity	39,632	26,167	26,167	17,188	17,723	17,723
Non-controlling interests	5,914	5,914	5,914	-	-	-
Total equity	45,547	32,082	32,082	17,188	17,723	17,723
NTA <sup>(1)</sup>	39,632	26,167	26,167	17,188	17,723	17,723
Current Assets	29,012	15,547	15,547	14,885	15,420	15,420
Current Liabilities	4,540	4,540	4,540	6,053	6,053	6,053
Working Capital	24,472	11,007	11,007	8,832	9,367	9,367
Net Cash	26,858	13,393	13,393	290	825	825
Profit attributable to shareholders	9,088	9,088	9,088	3,400	17,400	17,400
Number of shares issue ('000)	407,293	366,564	366,564	407,293	366,564	366,564
<b>Financial Ratios</b>						
NTA per share <sup>(2)</sup>						
- US cents	9.73	7.14	7.14	4.22	4.83	4.83
- SG cents <sup>(3)</sup>	14.07	10.32	10.32	6.10	6.98	6.98
Net Cash/(Gearing) <sup>(4)</sup> (times)	0.68	0.51	0.51	0.02	0.05	0.05
Current Ratio <sup>(5)</sup> (times)	6.39	3.42	3.42	2.46	2.55	2.55
Basic EPS <sup>(6)</sup>						
- US cents	2.23	2.48	2.48	0.83	4.75	4.75
- SG cents <sup>(7)</sup>	3.07	3.42	3.42	1.14	6.55	6.55

**Notes:**

- (1) NTA represents total assets less total liabilities and non-controlling interests
- (2) NTA per share is based on 407,293,000 Shares and 366,563,700 Shares for Before Share Buy Back and After Share Buy Back respectively
- (3) NTA per share translated at an exchange rate of USD/SGD 1.4459
- (4) Net cash/gearing times is computed by dividing net cash/(debt) with NTA
- (5) Current Ratio is computed by dividing current assets with current liabilities
- (6) EPS is based on 407,293,000 Shares and 366,563,700 Shares for Before Share Buy Back and After Share Buy Back, assuming that the Share Buy Back took place on 1 January 2016
- (7) EPS translated at an exchange rate of USD/SGD 1.3785

Shareholders should note that the financial effects set out above, based on their respective aforesaid assumptions, are for illustrative purposes only. In particular, it is important to note that the above analysis is based on historical audited financial statements for the financial year ended 31 December 2016 and is not necessarily representative of future financial performance of the Company and the Group.

Although the Share Buy Back Mandate would authorise the Company to purchase or acquire up to 10% of the issued Shares (excluding Treasury Shares), the Company may not necessarily purchase or acquire or be able to purchase or acquire the entire 10% of the issued Shares (excluding Treasury Shares). In addition, the Company may cancel all or part of the Shares repurchased or hold all or part of the Shares repurchased as Treasury Shares.

## 1.8 Listing status of the Shares

The Listing Manual requires a listed company to ensure that at least 10% of its issued shares excluding Treasury Shares must be held by public shareholders. As at the Latest Practicable Date, approximately 50.91% of the issued Shares are held by public Shareholders. As at the Latest Practicable Date and assuming the Company undertakes purchases or acquisitions of its Shares up to the full 10% limit pursuant to the Share Buy Back Mandate, approximately 45.45% of the issued Shares will be held by public Shareholders. Accordingly, the Company is of the view that there is a sufficient number of the Shares in issue held by public Shareholders which would permit the Company to undertake purchases or acquisitions of its Shares up to the full 10% limit pursuant to the Share Buy Back Mandate without affecting the listing status of the Shares on the SGX-ST, and that the number of Shares remaining in the hands of the public will not fall to such a level as to cause market illiquidity or to affect orderly trading.

## 1.9 Take-over Implications

Appendix 2 of the Take-over Code contains the Share Buy Back Guidance Note applicable as at the Latest Practicable Date. The take-over implications arising from any purchase or acquisition by the Company of its Shares are set out below:

### 1.9.1 Obligation to make a take-over offer

Under Appendix 2 of the Take-over Code, an increase of a Shareholder's proportionate interest in the voting rights of the Company resulting from a Share Buy Back by the Company will be treated as an acquisition for the purpose of Rule 14 of the Take-over Code ("Rule 14"). Consequently, a Shareholder or group of Shareholders acting in concert with a Director could obtain or consolidate effective control of the Company, and become obligated to make a take-over offer for the Company under Rule 14 of the Take-over Code.

### 1.9.2 Persons acting in concert

Under the Take-over Code, persons acting in concert comprise individuals or companies who, pursuant to an agreement or understanding (whether formal or informal), co-operate, through the acquisition by any of them of shares in a company, to obtain or consolidate effective control of that company.

Unless the contrary is established, the following persons will, *inter alia*, be presumed to be acting in concert:

- (a) a company with its parent company, subsidiaries, its fellow subsidiaries, associated companies of any foregoing companies, any company whose associated companies include any of the foregoing companies, and any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the foregoing companies for the purchase of voting rights;
- (b) a company with any of its directors, together with their close relatives, related trusts as well as companies controlled by any of the directors, their close relatives and related trusts;



- (c) a company with any of its pension funds and employee share schemes;
- (d) a person with any investment company, unit trust or other fund whose investment such person manages on a discretionary basis, but only in respect of the investment account which such person manages;
- (e) a financial or other professional adviser, with its client in respect of the shareholdings of the adviser and persons controlling, controlled by or under the same control as the adviser, and all the funds which the adviser manages on a discretionary basis, where the shareholding of the adviser and any of those funds in the client total 10% or more of the client's equity share capital;
- (f) directors of a company (together with their close relatives, related trusts and companies controlled by any of such directors, their close relatives and related trusts) which is subject to an offer or where the directors have reason to believe a *bona fide* offer for their company may be imminent;
- (g) partners; and
- (h) an individual, his close relatives, his related trusts, any person who is accustomed to act according to the instructions of that individual, companies controlled by any of the foregoing persons or entities, and any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the foregoing persons or entities for the purchase of voting rights.

For this purpose, a company is an "associated company" of another company if the second company owns or controls at least 20% but not more than 50% of the voting rights of the first mentioned company.

The circumstances under which Shareholders, including Directors and persons acting in concert with them respectively, will incur an obligation to make a take-over offer under Rule 14 of the Take-over Code after a purchase or acquisition of Shares by the Company are set out in Appendix 2 of the Take-over Code.

### 1.9.3 Effect of Rule 14 and Appendix 2 of the Take-over Code

In general terms, the effect of Rule 14 and Appendix 2 of the Take-over Code is that, unless exempted, Directors of the Company and persons acting in concert with them will incur an obligation to make a takeover offer for the Company under Rule 14 if, as a result of the Company purchasing or acquiring its Shares, the voting rights of such Directors and their concert parties would increase to 30% or more, or if the voting rights of such Directors and their concert parties fall between 30% and 50% of the Company's voting rights, the voting rights of such Directors and their concert parties would increase by more than 1% in any period of six (6) months. In calculating the percentages of voting rights of such Directors and their concert parties, Treasury Shares shall be excluded.

Under Appendix 2 of the Take-over Code, a Shareholder not acting in concert with the Directors of the Company will not be required to make a take-over offer under Rule 14 of the Take-over Code if, as a result of the Company purchasing or acquiring its Shares, the voting rights of such Shareholder in the Company would increase to 30% or more, or, if such Shareholder holds between 30% and 50% of the Company's voting rights, the voting rights of such Shareholder would increase by more than 1% in any period of six (6) months. Such Shareholder need not abstain from voting in respect of the resolution authorising the Share Buy Back Mandate.

Shareholders are advised to consult their professional advisers and/or the SIC and/or the relevant authorities at the earliest opportunity as to whether an obligation to make a take-over offer would arise by reason of any share purchases or acquisitions by the Company pursuant to the Share Buy Back Mandate.



#### 1.9.4 Application of the Take-over Code

As at the Latest Practicable Date, the interests of the Directors in the Shares, and the interests of the Substantial Shareholders in the Shares, are as follows:

	Direct interest	%	Deemed interest	%
<b>Directors</b>				
Professor Lin Xiang Xiong @ Lin Ye <sup>(1)</sup>	1,100,000	0.27	106,987,500	26.27
Lim Kuoh Yang <sup>(1)</sup>	–	–	108,087,500	26.54
Choo Chee Kong <sup>(2)</sup>	205,000	0.05	52,662,500	12.93
<b>Substantial shareholders</b>				
Innovation (China) Limited <sup>(1)</sup>	106,987,500	26.27	–	–
Messiah Limited <sup>(2)</sup>	52,662,500	12.93	–	–
Ng Eng Tiong	38,957,900	9.57	–	–

**Notes:**

- (1) Innovation (China) Limited is a private investment holding company incorporated in Hong Kong whose shareholders are Professor Lin Xiang Xiong @ Lin Ye (65%) and his wife, Tan Swee Ngin (35%). Lim Kuoh Yang is the son of Professor Lin Xiang Xiong @ Lin Ye and Tan Swee Ngin. As such, Professor Lin Xiang Xiong @ Lin Ye and Tan Swee Ngin are deemed interested in all the shares held by Innovation (China) Limited by virtue of their respective interests in Innovation (China) Limited and Lim Kuoh Yang is deemed interested in all the shares held by Professor Lin Xiang Xiong @ Lin Ye and Tan Swee Ngin under Section 7 of the Companies Act.
- (2) Messiah Limited is a private investment holding company incorporated in the British Virgin Islands whose shareholders are Choo Chee Kong (51%) and his wife, Lim Sok Cheng Julie (49%). As such, Choo Chee Kong and Lim Sok Cheng Julie are deemed to be interested in all the shares held by Messiah Limited under Section 7 of the Companies Act. The shares of Messiah Limited are registered in the name of Citibank Nominees Singapore Pte Ltd.

As at the Latest Practicable Date, Innovation (China) Limited (“**Innovation**”) is the controlling shareholder of the Company holding 106,987,500 shares, representing 26.27% interest in the issued and paid-up share capital of the Company. Professor Lin Xiang Xiong @ Lin Ye, the Executive Chairman of the Company, is also the director of Innovation and has a 65% direct interest in Innovation. Tan Swee Ngin, wife of Professor Lin Xiang Xiong @ Lin Ye, is a director of Innovation and holds the remaining 35% of the total issued and paid-up share capital of Innovation. Professor Lin Xiang Xiong @ Lin Ye is a shareholder of the Company holding 1,100,000 Shares representing 0.27% of the issued and paid-up share capital of the Company. Tan Swee Ngin has no direct shareholding interests in the Company. Lim Kuoh Yang, the Executive Director and the Chief Executive Offer of the Company, is the son of Professor Lin Xiang Xiong @ Lin Ye and Tan Swee Ngin. He does not hold any Share in the Company directly.

Definition 1(b) of the Code provides that a company with any of its directors (together with their close relatives, related trusts as well as companies controlled by any of the directors, their close relatives and related trusts) will be presumed to be persons acting in concert with each other unless the contrary is established. Accordingly, Innovation, Professor Lin Xiang Xiong @ Lin Ye and Tan Swee Ngin (both being directors of Innovation) and Lim Kuoh Yang (being a close relative of Professor Lin Xiang Xiong @ Lin Ye and Tan Swee Ngin) are presumed persons acting in concert with each other pursuant to the Take-over Code (collectively the “**Concert Parties 1**”), unless the contrary is established.

As at the Latest Practicable Date, Concert Parties 1 collectively hold an aggregate of 108,087,500 Shares representing approximately 26.54% of the total number of issued Shares of the Company.

As at the Latest Practicable date, Messiah Limited (“**Messiah**”) is a substantial shareholder of the Company holding 52,662,500 shares, representing 12.93% interest in the issued and paid-up share capital of the Company. Choo Chee Kong, the Executive Vice Chairman of the Company, is also director of Messiah and has a 51% direct interest in Messiah. Lim Sok Cheng Julie, wife of Choo Chee Kong, is also director of Messiah and holds the remaining 49% of the total issued and paid-up share capital of Messiah. Choo Chee Kong is a shareholder of the Company holding 205,000 Shares representing 0.05% of the issued and paid-up share capital of the Company. Lim Sok Cheng Julie has no direct shareholding interests in the Company.

Definition 1(b) of the Code provides that a company with any of its directors (together with their close relatives, related trusts as well as companies controlled by any of the directors, their close relatives and related trusts) will be presumed to be persons acting in concert with each other unless the contrary is established. Accordingly, Messiah, Choo Chee Kong and Lim Sok Cheng Julie (both being directors of Messiah) are presumed persons acting in concert pursuant to the Take-over Code (collectively the “**Concert Parties 2**”), unless the contrary is established.

As at the Latest Practicable Date, Concert Parties 2 collectively hold an aggregate of 52,867,500 Shares representing approximately 12.98% of the total number of issued Shares of the Company.

For illustrative purposes only, assuming that the Company purchases 40,729,300 Shares, the Company chooses to (i) reduce its issued share capital by cancellation of 40,729,300 Shares purchased or (ii) transfer the 40,729,300 Shares purchased to its treasury and there is no other change in the number of Shares held by the Directors and Substantial Shareholders:

	<b>Direct interest</b>	<b>%</b>	<b>Deemed interest</b>	<b>%</b>
<b>Directors</b>				
Professor Lin Xiang Xiong @ Lin Ye	1,100,000	0.30	106,987,500	29.19
Lim Kuoh Yang	–	–	108,087,500	29.49
Choo Chee Kong	205,000	0.06	52,662,500	14.37
<b>Substantial shareholders</b>				
Innovation (China) Limited	106,987,500	29.19	–	–
Messiah Limited	52,662,500	14.37	–	–
Ng Eng Tiong	38,957,900	10.63	–	–

Save as disclosed above, none of the Directors and Substantial Shareholders or their respective associates has any interest, direct or indirect, in the Share Buy Back Mandate.

Based on the Substantial Shareholders’ notifications received by the Company as at the Latest Practicable Date, neither Concert Parties 1 nor Concert Parties 2, and none of the Substantial Shareholders, would become obliged to make a take-over offer for the Company under Rule 14 of the Take-over Code as a result of the share purchase or acquisitions by the Company pursuant to the Share Buy Back Mandate.

## 1.10 Taxation

Shareholders who are in doubt as to their respective tax positions or the tax implications arising from the purchase or acquisition of Shares by the Company, or who may be subject to tax in a jurisdiction, should consult their own professional advisers.

### **1.11 Interested Persons**

The Company is prohibited from knowingly buying Shares on the Official List of SGX-ST from an interested person, that is, a Director, the chief executive of the Company or Controlling Shareholder of the Company or any of their Associates, and an interested person is prohibited from knowingly selling his Shares to the Company.

### **1.12 Reporting requirements**

Within thirty (30) days of the passing of a Shareholders' resolution to approve the proposed renewal of Share Buy Back Mandate, the Directors shall lodge a copy of the relevant Shareholders' resolution with ACRA.

The Directors shall lodge with ACRA a notice of share purchase within thirty (30) days of a share purchase. Such notification shall include, *inter alia*, the date of the purchases, the total number of Shares purchased by the Company, the number of Shares cancelled, the number of Shares held as Treasury Shares, the Company's issued share capital before and after the purchase, the amount of consideration paid by the Company for the purchase, whether the Shares were purchased out of the profits or the capital of the Company, and such other particulars as may be required in the prescribed form.

Within thirty (30) days of the cancellation or disposal of Treasury Shares in accordance with the provisions of the Companies Act, the Directors shall lodge with ACRA the notice of cancellation or disposal of Treasury Shares in the prescribed form.

### **1.13 Listing Manual**

The Listing Manual specifies that a listed company shall report all purchases or acquisitions of its shares to the SGX-ST not later than 9.00 a.m. (a) in the case of a Market Purchase, on the Market Day following the day on which Market Purchase was made; and (b) in the case of an Off-Market Purchase under an equal access scheme, on the second Market Day after the close of acceptances of the offer. Such announcement currently requires the inclusion of details of, *inter alia*, the total number of shares purchased, the purchase price per share or the highest and lowest prices paid for such shares, as applicable. Such announcement will be made in the form prescribed by the Listing Manual.

### **1.14 No purchases during price-sensitive developments**

While the Listing Manual does not expressly prohibit any purchase of shares by a listed company during any particular time or times, because the listed company would be regarded as an "insider" in relation to any proposed purchase or acquisition of its issued shares, the Company will not undertake any purchase or acquisition of Shares pursuant to the Share Buy Back Mandate at any time after a price sensitive development has occurred or has been the subject of a decision until the price sensitive information has been publicly announced. In particular, in line with the best practices guide on securities dealings issued by the SGX-ST, the Company would not purchase or acquire any Shares through Market Purchases during the period of two (2) weeks and one (1) month immediately preceding the announcement of the Company's quarterly results and the annual (full-year) results respectively.

### **1.15 Previous Share Buy Backs**

The Company had not made any Share Buybacks in the last twelve (12) months immediately preceding the Latest Practicable Date. As at the Latest Practicable Date, the Company held an aggregate of 400,000 Shares in Treasury.

## **2. ACTION TO BE TAKEN BY SHAREHOLDERS**

The AGM will be held at 745 Toa Payoh Lorong 5, #04-01 The Actuary, Singapore 319455 on 28 April 2017 at 3.00 p.m. for the purpose of considering and, if thought fit, passing, with or without modification the Ordinary Resolution as set out in the Notice of AGM.

Shareholders who are unable to attend the AGM and who wish to appoint a proxy or proxies to attend and vote on their behalf should complete, sign and return the Proxy Form attached to the Notice of AGM in accordance with the instructions printed therein as soon as possible and, in any event, so as to arrive at the registered office of the Company at 745 Lorong 5 Toa Payoh, #04-01 The Actuary, Singapore 319455, not later than forty-eight (48) hours before the time fixed for the AGM. The appointment of a proxy by a Shareholder does not preclude him from attending and voting in person at the AGM if he so wishes in place of the proxy if he finds that he is able to do so.

A Depositor shall not be regarded as a member of the Company entitled to attend the AGM and to speak and vote thereat unless his name appears on the Depository Register at least seventy-two (72) hours before the AGM.

## **3. DIRECTORS' RECOMMENDATIONS**

The Directors, having carefully considered the terms and rationale of the Share Buy Back Mandate, are of the opinion that the proposed renewal of the Share Buy Back Mandate is in the best interests of the Company and they recommend that the Shareholders vote in favour of the Ordinary Resolution relating to the proposed renewal of the Share Buy Back Mandate to be proposed at the AGM to be held on 28 April 2017.

## **4. DIRECTORS' RESPONSIBILITY STATEMENT**

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Addendum and confirm after making all reasonable enquiries, that to the best of their knowledge and belief, this Addendum constitutes full and true disclosure of all material facts about the proposed renewal of Share Buy Back Mandate and the Group, and the Directors are not aware of any facts the omission of which would make any statement in this Addendum misleading. Where information in this Addendum has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Addendum in its proper form and context.

## **5. DOCUMENTS FOR INSPECTION**

The following documents are available for inspection at the registered office of the Company at 745 Toa Payoh Lorong 5, #04-01 The Actuary, Singapore 319455, during normal business hours from the date of this Addendum up to and including the date of the AGM:

- (a) the Annual Report of the Company for the financial year ended 31 December 2016; and
- (b) the Constitution of the Company.

Yours faithfully  
For and on behalf of the Board of Directors of  
CNMC Goldmine Holdings Limited

Lim Kuoh Yang  
Chief Executive Officer