



CNMC

CNMC GOLDMINE HOLDINGS LIMITED

中色金礦有限公司

(Company Registration No.: 201119104K)

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- (I) UPDATE ON THE PROPOSED DUAL PRIMARY LISTING OF THE ORDINARY SHARES OF THE COMPANY ON THE MAIN BOARD OF THE STOCK EXCHANGE OF HONG KONG LIMITED**

 - (II) UPDATED INDEPENDENT QUALIFIED PERSON'S REPORT**
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The board of directors (the “**Board**”) of CNMC Goldmine Holdings Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) refers to the Company’s announcements dated 15 January 2018, 10 July 2018 and 31 August 2018 (the “**Announcements**”) in relation to the proposed dual primary listing of its ordinary shares on the Main Board of the Stock Exchange of Hong Kong Limited (“**SEHK**”)(the “**Proposed Dual Listing**”).

(I) Update of Proposed Dual Listing

Further to the Announcements, the Company wishes to update its shareholders (“**Shareholders**”) that the Listing Committee of the SEHK had convened a hearing on 20 December 2018 to consider the Company’s application (the “**Application**”) for the Proposed Dual Listing. The Company was informed by the said Listing Committee on 21 December 2018 that it is not suitable for listing on the Main Board of SEHK based on the Application.

Amongst the factors considered, the Listing Committee noted that the Group has been able to fund its operations with internal resources historically, and that the primary objective of the Proposed Dual Listing was not to raise capital for the Company’s business expansion but to create meaningful liquidity for the Company’s shares in Hong Kong. However, the Listing Committee concluded that it was not shown, through the Application that the Proposed Dual Listing would achieve the aforesaid purpose. The Listing Committee further noted that the Company’s share price has been declining and as at 14 December 2018, the closing price was S\$0.198, with a market capitalisation of S\$80.7 million (approximately HK\$458 million). Based on this price, the Company’s market capitalisation (taking in account the proposed share offer of up to 18,000,000 shares pursuant to the Proposed Dual Listing) will be approximately HK\$480 million, which is less than the minimum market capitalisation requirement of HK\$500 million under the SEHK Main Board listing rules.

The Board, having studied the grounds for the Listing Committee’s decision, has accepted the outcome and would like to reassure Shareholders that the Group remains fully committed to carrying out the various growth initiatives outlined in its financial results announcement dated 14 November 2018 for the third-quarter ended 30 September 2018. As the primary objective of the Proposed Dual Listing was not to raise capital for the Company’s business expansion the outcome of the Application will have no impact on the aforesaid initiatives, which are designed to boost gold production, reduce operating costs, and diversify the Group’s income stream stemming from the production and sale of silver, lead and zinc.

(II) Independent Qualified Person's Report

The Board is pleased to provide Shareholders with an updated mineral resources and ore estimate as at 15 October 2018 which has been issued by the Company's independent resources and reserves estimation consultant, Optiro Pty Ltd, for the purpose of inclusion in the SEHK Hearing Application Proof (the "**Report**"). The Report is prepared in accordance with the 2012 Edition of The Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves and in compliance with the requirements of Practice Note 4C of the Singapore Exchange Securities Trading Limited Listing Manual Section B: Rules of Catalist ("**Catalist Rules**") and Chapter 18 Listing Rules of the SEHK. Please refer to the Report which is annexed, for further information.

The Report shows that, as a result of the Group's continuous exploration works, its Sokor Gold Project's Mineral Resources had increased from 724,000oz as of 31 December 2017 to 785,000oz as of 15 October 2018. There has been an overall increase of 9% in gold Mineral Resources from the period 31 December 2017 to 15 October 2018 with the replacement of Mineral Resources exceeding the depletion of Mineral Resources by mining. The overall increase in gold resources from 31 December 2017 to 15 October 2018 was due to mineralisation intersected by ten additional holes drilled at Rixen during 2018.

The Board will re-evaluate the Company's plans for the Proposed Dual Listing and will, in compliance with the relevant requirements under the Catalist Rules, make announcements to keep Shareholders updated on any material developments.

By Order of the Board

Lim Kuoh Yang
Chief Executive Officer

24 December 2018

This announcement 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 announcement.

This announcement has not been examined or approved by the SGX-ST. The Sponsor and the SGX-ST assume no responsibility for the contents of this announcement, including the accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in this announcement. The Sponsor has also not drawn on any specific technical expertise in its review of this announcement.

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