



## ASX Suspension Update

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### Highlights

- Celamin is progressing with actions towards reinstatement of its shares to trading, including dispatch of Notices of Annual General Meetings to be held on 28 May 2018
- Shareholder approval is being sought for consolidation of the Company's capital by a ratio of 1 for 100, extinguishment of unpaid amounts on partly paid shares, change of status to a public company limited by shares and a change of name to Celamin Holdings Limited
- ASX grants short extension to deadline for the Company to be removed from the ASX to 15 June 2018 to provide additional time for completion of these steps
- Celamin undertakes to offer both a Share Purchase Plan and a bonus issue of options to shareholders within 3 months of reinstatement of the company's shares to trading on the ASX

Celamin Holdings NL (ASX: CNL) (***Celamin, the Company***) is pleased to provide the following update on its progress towards reinstatement of its shares to trading.

As previously advised (ASX Release 2 March 2018) the Company received notification from ASX granting the Company a 3-month extension to the deadline for the Company to be removed from the ASX Official List, to allow the company to take the necessary steps to resume trading by 6 June 2018.

The Company also committed to completing several steps to support an application for reinstatement of the Company's shares to trading on ASX.

ASX has granted the Company a further short extension to the deadline for the Company to be removed from the ASX Official List to Friday, 15 June 2018, to provide the time necessary for completion of these steps.

An update on the company's progress in this regard is provided below:

The Company has now prepared and lodged outstanding accounts and reports including the 2016 and 2017 Annual Reports, copies of which may be accessed on the Company's website: [www.celaminnl.com.au](http://www.celaminnl.com.au) or via the Company's announcement platform on ASX.

Notices of Annual General Meetings have been dispatched today to shareholders for meetings to be held on 28 May 2018. The Annual General Meetings and the resolutions to be put to the 2017 Annual General Meeting are further steps to be completed prior to the Company seeking reinstatement of its shares.

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#### Board of Directors:

Martin Broome, Chairman  
Nic Clift, Non-Exec Director  
Sue-Ann Higgins, Non-Exec Director  
Tim Markwell, Director and Acting CEO

#### Company Secretary:

Melanie Leydin

#### Securities on Issue:

CNL: 8,958,498,854 ordinary shares  
CNLCA: 14,887,796 partly paid shares  
CNLOA: 865,660,939 unlisted options  
CNLOB: 13,502,498 unlisted options

In addition to the usual business for the Company's 2017 Annual General Meeting (**2017 AGM**), the Company is proposing several additional resolutions for the purpose of:

- consolidating the Company's issued securities by a ratio of 1 for 100, to support a price of 2.5 cents for the Company's application for reinstatement to ASX (**Consolidation**);
- extinguishing the unpaid amounts on the consolidated partly paid shares (**Capital Reduction**), effectively converting these shares to fully paid ordinary shares;
- changing the status of the Company from a no liability company to a public company limited by shares and changing the Company's name to Celamin Holdings Limited;
- replacing the outdated constitution; and
- issuing underwriter options outstanding from the December 2014 Rights Issue.

The Company believes that the consolidation and other steps will provide the Company with the best platform for continued growth, a capital structure that is more in line with the Company's size and a share price level that is more attractive to investors.

The Company intends to formally seek approval from ASX to reinstatement of its shares to quotation and trading on the ASX market following:

- shareholder approval of all resolutions proposed at the 2017 Annual General Meeting to be held on 28 May 2018;
- lodgement of a cleansing prospectus in respect of the placement completed in February 2018 following the meetings being held; and
- completion of the consolidation of issued capital, capital reduction, and change of status and name of the Company following the 2017 Annual General Meeting.

As noted earlier, ASX has granted the Company a further short extension to the deadline for the Company to be removed from the ASX Official List to Friday, 15 June 2018, to provide the time necessary for completion of the above steps.

In support of its application for reinstatement, the Company will undertake to conduct an offer of shares to eligible shareholders by way of a Share Purchase Plan (**SPP**) which will enable all eligible shareholders an opportunity to apply for between \$500 and \$15,000 worth of new Shares at an issue price which will be capped at the Consolidated Share Price. The Company believes that this SPP will offer Shareholders the opportunity to increase their shareholdings to at least a marketable parcel at a price that is at least equivalent to that offered to participants in the last placement conducted in February 2018.

In addition, in order to reward Shareholders for their support during the 3-year period of suspension and to enhance their exposure to the Company's future growth, the Directors have resolved to make a bonus issue of options to Shareholders on the basis of one \$0.05 (5 cent) option for every 2 Shares held at the same time as the SPP is offered to Shareholders.

The SPP and Bonus Offer will be subject to reinstatement of the Company's shares to trading on ASX and, subject to all necessary waivers under the Corporations Act and the Listing Rules, the Company intends to make these offers within 3 months of reinstatement of the Company's Shares to trading on ASX.

**For further information or enquiries, please contact:**

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