

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



中國有色金屬有限公司*
China Nonferrous Metals Company Limited
(Incorporated in Bermuda with limited liability)
(Stock Code: 8306)

**PROFIT WARNING
AND
NOTICE OF BOARD MEETING**

PROFIT WARNING

This announcement is made by the Company pursuant to Rule 17.10 of The GEM Listing Rules and Inside Information Provisions under Part XIVA of the SFO.

The Board wishes to inform the Shareholders and potential investors that the Company's management is expected that the Group is likely to incur further loss for the year ended 31 December 2013 as compared to the year ended 31 December 2012.

Please note that the information contained in this announcement is only based on the preliminary assessment by the Company's management according to the unaudited consolidated management accounts of the Group, and is not based on any figure or information that has been audited or reviewed by the Company's auditors.

Shareholders and potential investors are advised to exercise caution when dealing in the shares of the Company and should read carefully the results announcement of the Company for the year ended 31 December 2013, which is expected to be published on 26 March 2014.

Notice of Board Meeting

The Board hereby announces that a meeting of the Board will be held on Wednesday, 26 March 2014 at 3:00 p.m. for the purposes of considering and approving, inter alia, the results announcement for the year ended 31 December 2013 and the recommendation of a final dividend, if any.

PROFIT WARNING

This announcement is made by China Nonferrous Metals Company Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 17.10 of the Rules (the “**GEM Listing Rules**”) Governing the Listing of Securities on the Growth Enterprise Market (“**GEM**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Inside Information Provisions (as defined under the GEM Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company wishes to inform the shareholders of the Company (the “**Shareholders**”) and potential investors that, based on the preliminary review of the unaudited financial information for the year ended 31 December 2013, the Group is likely to incur further loss for the year ended 31 December 2013 as compared to the year ended 31 December 2012. The loss of the Group for the reporting period was mainly attributed to (i) reduction in income from metal commodities futures contracts; (ii) decrease in the average selling prices of lead and zinc concentrates as a result of adverse market conditions; and (iii) increase in the finance costs as a result of the significant increase in bank and other borrowings during the year.

In addition, the management of the Company has also estimated probable recognition of impairment of (i) the intangible assets (referred as the mining right); and (ii) the property, plant and equipment in the mining site. The exact amount of the impairment of the above is yet to be determined. The Board would like to emphasize that the impairment on intangible assets and property, plant and equipment is a non-cash accounting treatment and has no effect on the cash flow of the Group’s operations.

The Company is still in the process of finalising the financial results for the year ended 31 December 2013. The financial results of the Group for the year ended 31 December 2013 is subject to finalisation and the information contained in this announcement is only based on the preliminary assessment by the Company’s management according to the unaudited consolidated management accounts of the Group, and is not based on any figure or information that has been audited or reviewed by the Company’s auditors. The information contained in this announcement may be different from the financial information to be published.

Shareholders and potential investors are advised to exercise caution when dealing in the shares of the Company and should read carefully the results announcement of the Company for the year ended 31 December 2013, which is expected to be published on 26 March 2014.

NOTICE OF BOARD MEETING

The Board wishes to announce that a meeting of the Board will be held at Suites 1704-05, 17/F, Dah Sing Financial Centre, 108 Gloucester Road, Wanchai, Hong Kong on Wednesday, 26 March 2014 at 3:00 p.m. for the following purposes:

1. to consider and approve the audited consolidated results of the Group for the year ended 31 December 2013 and to approve the draft announcement of the audited consolidated results to be published on the website of GEM of the Stock Exchange;
2. to consider the declaration and payment of a final dividend, if any;
3. to consider the closure of the Register of Members, if necessary;
4. to consider and approve the draft 2013 annual report of the Company;
5. to consider the time and venue for convening the forthcoming annual general meeting of the Shareholders; and
6. to transact any other business.

By order of the Board
China Nonferrous Metals Company Limited
Mei Ping
Chairman

Hong Kong, 14 March 2014

As at the date of this announcement, the executive Directors are Mr. Mei Ping, Dr. Yu Heng Xiang and Mr. Tsang Chung Sing, Edward and the independent non-executive Directors are Mr. Chan Siu Lun, Mr. Chen Mingxian and Ms. He Qing.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purposes of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will be published on the GEM website at <http://www.hkgem.com> on the “Latest Company Announcement” page for at least 7 days from the date of publication and on the Company’s website <http://www.cnm.com.hk>.

* For identification purposes only