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**中國有色金屬有限公司\***

China Nonferrous Metals Company Limited

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 8306)**

**SUPPLEMENTAL MEMORANDUM OF UNDERSTANDING  
IN RELATION TO THE POSSIBLE ACQUISITION OF  
THE ENTIRE ISSUED SHARE CAPITAL OF THE TARGET COMPANY**

This announcement is made by China Nonferrous Metals Company Limited (the “**Company**”) pursuant to Rule 17.10(2)(a) of the GEM Listing Rules and the Inside Information Provisions (as defined under the GEM Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Reference is made to the announcement of the Company dated 14 November 2016 (the “**Announcement**”) in relation to the possible acquisition of the entire issued share capital of the Target Company, being a company incorporated in the British Virgin Islands with limited liability. Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement.

The Board announces that on 8 February 2017, the Company entered into a supplemental non-legally binding memorandum of understanding to the MOU with the Vendor, pursuant to which the parties agreed to amend certain terms of the MOU, among other things,

- (i) the due diligence review period be extended to 30 June 2017 or such later date as the Vendor and Company may agree;
- (ii) the exclusivity period be extended to 30 June 2017 or such later date as the Vendor and Company may agree; and
- (iii) the long stop date for the entering into of the Formal Agreement be extended to 30 June 2017 or such later date as the Vendor and Company may agree.

Save as disclosed in this announcement, the remaining contents of the Announcement remain unchanged.

**The Board wishes to emphasize that no binding agreement in relation to the Possible Acquisition has been entered into as at the date of this announcement. As such, the Possible Acquisition may or may not proceed. If the Possible Acquisition is materialised, it may constitute a notifiable transaction on the part of the Company. Shareholders and investors are urged to exercise caution when dealing in the securities of the Company.**

Further announcement in respect of the Possible Acquisition will be made by the Company in the event any Formal Agreement has been signed.

### **SUSPENSION OF TRADING**

At the request of the Company, trading in the Shares on the Stock Exchange has been suspended with effect from 9:00 a.m. on 1 April 2015 and will continue to be suspended until further notice.

By order of the Board of  
**China Nonferrous Metals Company Limited**  
**Liu Yaling**  
*Director*

Hong Kong, 10 February 2017

*As at the date of this announcement, the executive Director is Ms. Liu Yaling, the non-executive Director is Mr. Chan Wai Cheung, Admiral and the independent non-executive Directors are Mr. Cheng Feng, Mr. Ng Man Kwan, Lawrence and Mr. Siu Kai Chun.*

*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*