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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)

**VERY SUBSTANTIAL DISPOSAL
IN RELATION TO THE DISPOSAL OF YONGBAO RESOURCES
EXPLOITATION AND DEVELOPMENT LIMITED AND
ALL ITS SUBSIDIARIES**

THE DISPOSAL AGREEMENT

On 24 October 2017 (after trading hours of the Stock Exchange), the Company, the Purchaser and the Guarantor entered into the Disposal Agreement, pursuant to which the Company conditionally agreed to sell and the Purchaser conditionally agreed to purchase the Sale Share at the Consideration of HK\$1.00 or equivalent to the unaudited net asset value of the Disposed Group as at 30 June 2017 as shown in Appendix II to the Circular, whichever is higher. The Consideration shall be payable in cash by the Purchaser to the Company on the date of Completion.

The Sale Share represents the entire equity interest in Yongbao Resources. Yongbao Resources is an investment holding company, directly or indirectly, holding 13 subsidiaries of the Company, including Jiashengpan and Ruirui, which are named defendants under the Litigations and Arbitration Cases.

Upon the Completion, the Disposed Group will cease to be subsidiaries of the Company and the financial results of the Disposed Group will no longer be consolidated into the consolidated financial statements of the Company.

The Board wishes to emphasise that the Disposal is subject to a number of conditions precedent, which may or may not be fulfilled or waived (as the case may be) Shareholders and potential investors of the Company should exercise caution when they deal or contemplate dealing in the Shares.

The Board wishes to further emphasise that the Disposal is not conditional upon the proposed very substantial acquisition and reverse takeover of the Company and if any, other transactions contemplated under the resumption plan to be submitted to the Stock Exchange by the Company. Even if the Disposal proceeds to completion in accordance to the terms of the Disposal Agreement, there is no guarantee that the completion of very substantial acquisition and reverse takeover will take place accordingly.

The Company will issue further announcement(s) on the revised takeover and other transactions under the resumption proposal in due course where appropriate.

IMPLICATIONS UNDER THE GEM LISTING RULES

As the relevant percentage ratio(s) under the GEM Listing Rules in respect of the transactions contemplated under the Disposal Agreement exceeds 75%, the Disposal constitutes a very substantial disposal on the part of the Company under the GEM Listing Rules and is subject to the requirement of reporting, announcement and approval of the Shareholders under Chapter 19 of the GEM Listing Rules.

THE SGM

The SGM will be convened at which ordinary resolution(s) will be proposed for the Shareholders to consider and, if thought fit, to approve the Disposal Agreement and the transactions contemplated thereunder. The voting in relation to the Disposal at the SGM will be conducted by way of a poll and no Shareholder is required to abstain from voting at the SGM.

DESPATCH OF THE CIRCULAR

The Circular containing, among other things, further details about the Disposal and a notice of the SGM and other information as required under the GEM Listing Rules is expected to be despatched to the Shareholders on or before 31 December 2017 so as to allow sufficient time for the preparation of the relevant information for inclusion in the Circular.

BACKGROUND

As disclosed in the announcement of the Company dated 22 January 2015, as a result of unauthorised guarantees to the loans of First Create, a company controlled by Mei Wei, the controlling shareholder of the Company, three writs of civil summon (the “**Three Civil Claims**”) have been issued by the competent PRC courts against, among others, two major operating subsidiaries of the Company (namely, Jiashengpan and Ruirui) in respect of repayment of a total amount of RMB234.1 million including accrued interest thereon. In addition, four arbitration cases in Shenzhen Arbitration Centre were brought against, among others, First Create and Jiashengpan (the “**Arbitration Cases**”).

By an announcement dated 3 June 2015, the Board announced that the plaintiff to one of the Three Civil Claims had filed a notice of discontinuation to the court to withdraw its claim against Jiashengpan.

In addition, due to the default in repayment of a loan in a principal amount of RMB150 million in 2016, another writ of civil summon (the “**Fourth Civil Claim**”) was jointly taken out by the bank and the lender against Jiashengpan and a court order was made against Jiashengpan and other guarantors, namely First Create and Mei Wei, to impound (查封), freeze (凍結) and distress (扣押) their respective bank savings and/or assets at a value of approximately RMB176.0 million.

By an announcement dated 15 September 2017, the Board announced that a judgment was entered into against, among other things, Jiashengpan for the non-payment of loan under an entrust loan agreement (the “**Fifth Civil Claim**” together with the Three Civil Claims and the Fourth Civil Claim, the “**Litigations**”) entered into between First Create, whereby Jiashengpan is the guarantor to the entrust loan pursuant to a guarantee agreement executed by Jiashengpan.

Further, due to the Three Civil Claims and the Arbitration Cases, the then auditors of the Company issued disclaimer of opinion in the financial statements of the Company for the two years ended 31 December 2014 and 2015.

At the request of the Company, trading in the Shares on the Stock Exchange has been suspended since 9:00 a.m. on 1 April 2015. As disclosed in the announcement of the Company dated 29 May 2015, by a letter dated 28 May 2015 from the Stock Exchange to the Company, the Stock Exchange set out a number of conditions for the resumption of trading in Shares.

On 19 May 2017, the Company received the notice from the Stock Exchange on the Stock Exchange’s decision about the cancellation of listing. The Company was required to submit a resumption proposal to demonstrate it has a sufficient level of operations or asset required by Rule 17.26 of the GEM Listing Rules at least 10 Business Days (i.e. 3 November 2017) before the expiry of 6 months from the date of the notice.

As a result of the Litigations and the Arbitration Cases, Jiashengpan jointly with Ruirui have the contingent liabilities of approximately RMB1,279.6 million as at 30 June 2016.

THE DISPOSAL

On 24 October 2017 (after trading hours of the Stock Exchange), the Company and the Purchaser entered into the Disposal Agreement, pursuant to which the Company conditionally agreed to sell, and the Purchaser conditionally agreed to purchase, the Sale Share at the Consideration of HK\$1.00 or equivalent to the unaudited net asset value of the Disposed Group as at 30 June 2017 as shown in Appendix II to the Circular, whichever is higher. The Disposal constitutes a very substantial disposal (as such term defined under Chapter 19 of the GEM Listing Rules) for the Company. Further information on the implications of the Disposal under the GEM Listing Rules is set forth in the paragraphs under “Implications under the GEM Listing Rules” below.

THE DISPOSAL AGREEMENT

The principal terms of the Disposal Agreement are set out below:

Date

24 October 2017

Parties

- (1) the Company;
- (2) the Purchaser; and
- (3) the Guarantor.

The Purchaser is a company incorporated in the BVI with limited liability, and is wholly-owned by the Guarantor. The Purchaser is principally engaged in investment holding. The Guarantor has agreed to guarantee the due performance by the Purchaser of its obligations under the Disposal Agreement.

To the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, each of the Purchaser and the Guarantor is not a connected person of the Company and is all Independent Third Party.

Subject Matter

Pursuant to the Disposal Agreement, the Company conditionally agreed to sell, and the Purchaser conditionally agreed to purchase the Sale Share, which represents the entire issued share capital in Yongbao Resources.

Consideration

The initial Consideration is HK\$1.00 or the Consideration is equivalent to the unaudited net asset value of the Disposed Group as at 30 June 2017, whichever is higher. If the unaudited net asset value of the Disposed Group as at 30 June 2017 is a positive, the Consideration shall be equal to the net asset value of the Disposed Group as at 30 June 2017. If the net asset value of the Disposed Group as at 30 June 2017 records a negative value, the Consideration will remain HK\$1.00. The Purchaser shall pay the Consideration to the Company in cash or via bank transfer on the date of Completion.

The Consideration was arrived at after arm's length negotiations between the Company and the Purchaser and with reference to the continuous loss making performance and net liabilities position of the Disposed Group taking into account (i) the provision for the litigation of Jiashengpan of approximately RMB1,359 million as at 30 June 2017; and (ii) the freezing order imposed on the mining right of Jiashengpan and its banking saving accounts. The Company was advised by its PRC legal advisers that such freezing order has no impact and does not prohibit the transfer of the Sale Share.

Conditions precedent

The Completion is conditional upon the following conditions precedent:

- (i) the passing by the Shareholders at the SGM of an ordinary resolution to approve the Disposal Agreement and the transactions contemplated under it;
- (ii) the Company has waived all the shareholder's loan due by the Disposed Group to the Company (if any) whether actual, contingent or deferred and irrespective of whether or not the same is due and payable on Completion;
- (iii) all necessary consents and approvals (including the consents and approvals from relevant government and regulatory authorities) required to be obtained on the respective part of the Company in respect of the Disposal Agreement and the transactions contemplated thereunder having been obtained;
- (iv) all necessary consents and approvals (including the consents and approvals from relevant PRC Government and regulatory authorities) required to be obtained on the respective part of the Purchaser and the Guarantor in respect of the Disposal Agreement and the transactions contemplated thereunder having been obtained;
- (v) the warranties given by the Company in the Disposal Agreement remaining true and accurate and not misleading; and
- (vi) the warranties given by the Purchaser and the Guarantor in the Disposal Agreement remaining true and accurate and not misleading.

None of the above conditions precedent are capable of being waived by the parties to the Disposal Agreement. If any of the conditions precedent above have not been satisfied (or waived as the case may be) by 4:00 p.m. on Long Stop Date, the Disposal Agreement shall cease and neither party thereto shall have any obligations and liabilities towards each other thereunder save for any antecedent breaches of the terms thereof.

Completion of the Disposal

Completion shall take place at 4:00 p.m. on any day within ten Business Days after all the conditions of the Disposal Agreement have been fulfilled or such other date as may be agreed between parties thereto.

Upon Completion, the Company will no longer have any interest in the Disposed Group and the companies in the Disposed Group will cease to be subsidiaries of the Company. The financial results of the Disposed Group will cease to be consolidated into the accounts of the Group.

INFORMATION OF THE DISPOSED GROUP

Yongbao Resources is a company incorporated in the BVI with limited liability and is principally engaged in investment holding. Of the 13 subsidiaries of Yongbao Resources, save for the following four subsidiaries, all other subsidiaries are either investment holdings companies or were dormant in the past two years.

Jianshengpan was established in the PRC in October 2003. Jiashengpan is principally engaged in mining and processing of mineral resources and holding of mining licence in the PRC. Jiashengpan is a holder of a mining right for a mine located in 中國內蒙古自治區烏拉特中旗 (Wulatezhong Qi, Inner Mongolia of the PRC[#]) with an aggregate mining area of 1.1014 square kilometres. As disclosed above, Jianshengpan has unauthorisedly executed certain guarantees for the loans of First Create. Judgments were entered into against, among others, Jiashengpan. Further, Jiashengpan also defaulted in repayment of a loan in a principal amount of RMB150 million, the mining right and certain bank accounts of Jiashengpan are subject to a freezing order. As at 30 June 2017, based on the management account of Jiashengpan, Jiashengpan recorded provision for litigation of approximately RMB1,359 million.

Straight Upward Investments Limited is a company incorporated in the BVI with limited liability and it is principally engaged in trading of derivative financial instruments.

Sky King Development Limited is a company incorporated in Hong Kong with limited liability and it is principally engaged in investment holding and trading of derivative financial instruments

Ruirui was established in the PRC in March 2006. Ruirui is principally engaged in investment holding, trading of nonferrous metals and derivative financial instruments. Like Jiashengpan, Ruirui has unauthorisedly executed certain guarantees for the loans of First Create and judgments were entered into against, among other things, Ruirui.

Since the discovery of the Litigation and the Arbitration Cases in 2015, each of Straight Upward Investments Limited, Sky King Development Limited and Ruirui did not and does not carry on any business.

Set out below is the unaudited consolidated financial information of the Disposed Group for the two years ended 31 December 2015 and 2016:

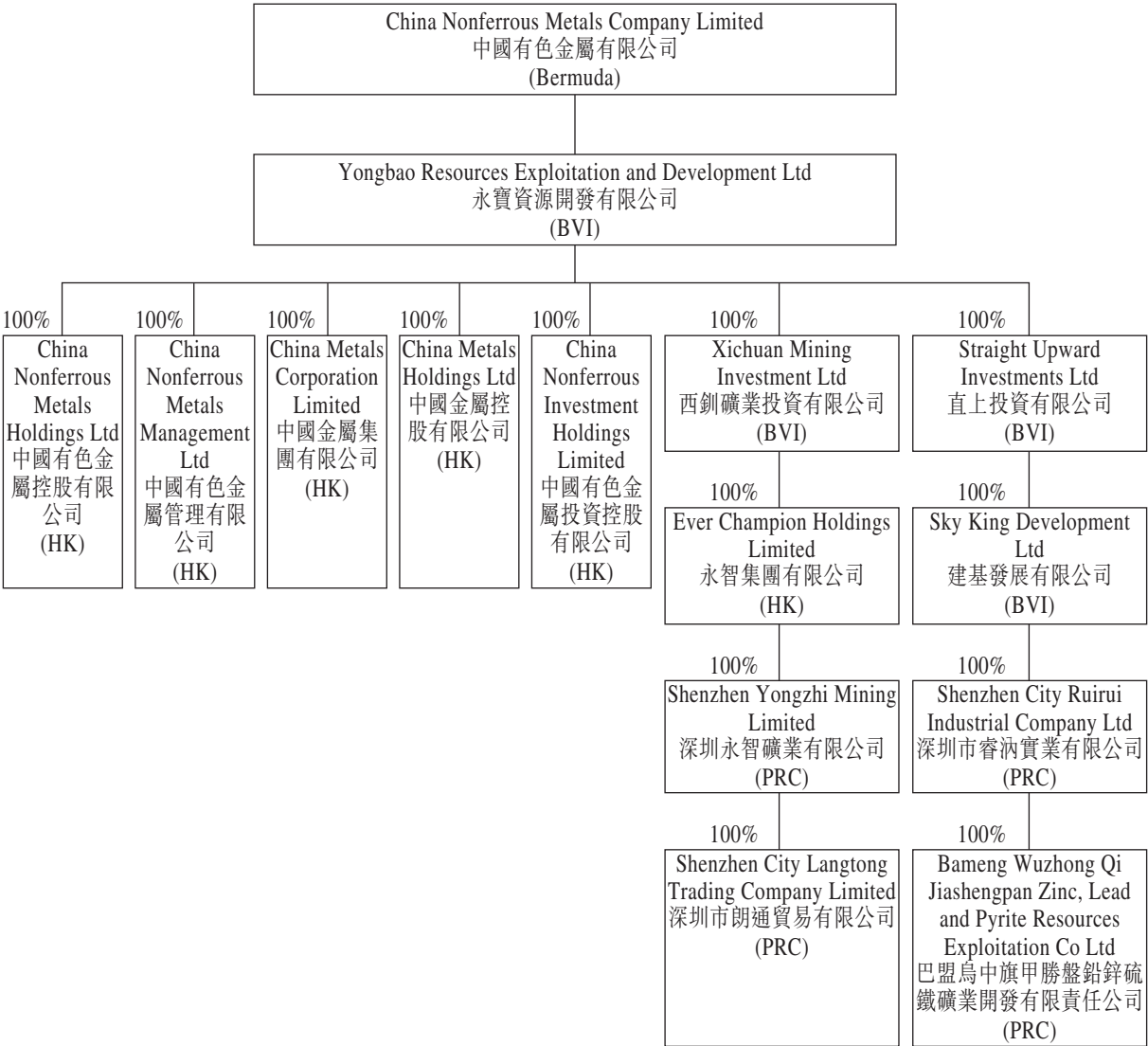
	For the six months ended 30 June 2017 Unaudited (RMB'000)	For the year ended 31 December 2016 Unaudited (RMB'000)	For the year ended 31 December 2015 Unaudited (RMB'000)
Revenue	59,597	111,485	90,992
Loss before taxation	128,648	1,274,078	739,361
Loss after taxation	129,163	1,271,772	586,402

The unaudited net liabilities value of the Disposed Group as at 30 June 2017 was approximately RMB2,079 million.

As at 30 July 2017, the unaudited net liabilities of the Disposed Group were approximately RMB2,079 million, and the Intercompany Balances were approximately RMB1,354 million. In view of the continuous loss-making performance and substantial net liabilities of the Disposed Group, it is unlikely that the Intercompany Balances could be settled by the Disposed Group amidst the unfavourable market outlook of the mining industry. Therefore, the Board considered that it is commercially sensible and integral to waive the Intercompany Balances in order to materialise the Disposal for the reasons and benefits as further explained in the paragraph headed “Reasons for and the benefits of the Disposal” below. Waiving of the Intercompany Balances is a condition for the Completion.

THE GROUP STRUCTURE

The following diagram sets forth the group structure of the Disposed Group as at the date of this announcement:



The following diagram sets forth the Group structure after the Completion of the Disposal.



REASONS FOR AND BENEFITS OF THE TRANSACTIONS UNDER THE DISPOSAL AGREEMENT

The Group is principally engaged in the trading, mining and processing of zinc and lead businesses in the PRC, which is conducted by its wholly-owned operating subsidiary Jiashengpan. As of the date of this announcement, the major asset of the Disposed Group is the mining right held by Jiashengpan.

The Directors believe the prospect of the mining business carried out by the Disposed Group is subject to grave uncertainty. As disclosed in the interim report of the Company dated for the six months ended 30 June 2016, the Group had net current assets of approximately RMB260 million, and contingent liabilities of approximately HK\$1,279.6 million arising from the Litigation and the Arbitration Cases. Due to the Fifth Civil Claim, the contingent liabilities of the Disposed Group further increased. In addition, as a result of Jiashengpan's default in repayment of a loan in a principal amount of RMB150.0 million in 2016, its mining right is subject to a freezing order. The performance of Jiashengpan has not been satisfactory since 2015. The Group's mining business has been limit scale of operation and failed to demonstrate to the satisfaction of the Stock Exchange that the Group has a sufficient level of operations or asset. As such, the Company has been put in a delisting stage and the Company is required to demonstrate it has a sufficient level of operations or asset required by Rule 17.26 of the GEM Listing Rules at least 10 Business Days before the expiry of 6 months from the date of the Notice (i.e. 18 November 2017).

The Directors do not expect that the Disposed Group to be capable of fully discharging the contingent liabilities under the judgments against it in the foreseeable future, and believe the contingent liabilities would be considered as provision for litigation of the Group for the 2016 annual report. For the purpose of the resumption the trading the Shares and to fulfill the requirement under Rule 17.26 of the GEM Listing Rules, the Company has approached some potential investors negotiating for possible acquisition of new business and fund raising activities. The contingent liabilities may deter the potential investor(s) from investing in the Company. Further, one of the resumption conditions imposed by the Company is to address all audit qualifications raised by the auditors, on the Company's financial statements for the year ended 31 December 2014. The said audit qualification is attributable to the contingent liabilities of the Disposed Group. Hence, the Directors believe that the Disposal is the only means to satisfy such resumption condition.

The Directors have considered the feasibility of winding up the Disposed Group so that the Group would have been no longer subject to the enormous contingent liabilities. However, if the Board pursue for winding up of the Disposed Group, more than 190 employees in the Disposed Group will lose their jobs. If the Company continues to carry on the mining business of the Disposed Group, it is estimated that the Company is required to inject further capital to the Disposed Group for its operation. In view of the Company itself is also in a very poor financial position, the Company is unable to further inject capital to the Disposed Group for its operation. On the other hand, the Purchaser

has agreed and undertaken to the Company that it will inject further fund to the Disposed Group for the operation of the mining business and will not winding-up Jiashengpan in the next 12 months after Completion.

In view of the above, the Directors believe that the Disposal represents a good opportunity for the Group to immediately dispose of the Disposed Group. The Directors are of the view that the Disposal is the best chance to minimize the impact of the Litigations and Arbitration Cases on the existing employees of its Mining Business.

As a whole, considering the aforesaid factors regarding the business prospect of the PRC mining industry and the Disposed Group's financial performance, huge contingent liabilities and the audit qualifications in the Company's financial statements for the two years ended 31 December 2014 and 2015, the Directors believe that the Disposal provides an exit opportunity to the Group to cease the immediate financial burden impacted on the Group by the Disposed Group.

Taking into account the abovementioned factors, the Directors, consider that the terms of the Disposal Agreement (and the transactions contemplated under it) are made on normal commercial terms and are fair and reasonable, and that the entering into the Disposal Agreement and the transactions contemplated under it are in the interests of the Company and the Shareholders as a whole.

USE OF PROCEEDS BY THE COMPANY

Based on the aggregate value of the Consideration, subject to adjustments, the Company intends to apply such net proceeds as the Group's general working capital.

FINANCIAL EFFECT OF THE TRANSACTIONS UNDER THE DISPOSAL AGREEMENT ON THE COMPANY

It is estimated that the Group will record an unaudited net gain before taxation of approximately HK\$720 million from the Disposal, which is calculated with reference to the gross proceeds from the Consideration to be payable by the Purchaser to the Company, subject to adjustments, of HK\$1.00 less the unaudited net liability value of the Disposed Group as at 30 June 2017.

The Shareholders and investors should note that the exact amount of gain is to be determined with reference to the fair value attributable to the consolidated net asset value of the Disposed Group as at the date of the Completion.

Upon the Completion, the Group will not have any subsidiary. The Group is currently contemplating to acquire a new business which would constitute a very substantial acquisition and a reverse takeover of the Company under Chapter 19 of the GEM Listing Rules.

INFORMATION ON THE GROUP

The Group is principally engaged in the trading, mining and processing of zinc and lead businesses in the PRC, (the “**Mining Business**”) which is conducted by its wholly-owned operating subsidiary Jiashengpan. As of the date of this announcement, the major asset of the Disposed Group is the mining rights held by Jiashengpan.

Upon the Completion, the Company shall no longer be principally engaged in the Mining Business. The Company is currently contemplating to acquire a new business which would be considered as a very substantial acquisition and a reverse takeover of the Company under Chapter 19 of the GEM Listing Rules. A new listing application will be submitted along with the resumption plan to be submitted by the Company before 3 November 2017.

IMPLICATIONS UNDER THE GEM LISTING RULES

As the relevant percentage ratio(s) under the GEM Listing Rules in respect of the transactions contemplated under the Disposal Agreement exceeds 75%, the Disposal constitutes a very substantial disposal on the part of the Company under the GEM Listing Rules and is subject to the requirement of reporting, announcement and approval of the Shareholders under Chapter 19 of the GEM Listing Rules.

THE SGM

The SGM will be convened at which ordinary resolution will be proposed for the Shareholders to consider and, if thought fit, to approve the Disposal Agreement and the transactions contemplated thereunder. The voting in relation to the Disposal at the SGM will be conducted by way of a poll and no Shareholder is required to abstain from voting at the SGM.

DESPATCH OF THE CIRCULAR

The Circular containing, among other things, further details about the Disposal; a notice of the SGM and other information as required under the GEM Listing Rules, is expected to be despatched to the Shareholders on or before 31 December 2017 so as to allow sufficient time for the preparation of the relevant information for inclusion in the Circular.

The Board wishes to emphasise that the Disposal is subject to a number of conditions precedent, which may or may not be fulfilled or waived (as the case may be) Shareholders and potential investors of the Company should exercise caution when they deal or contemplate dealing in the Shares.

The Board wishes to further emphasise that the Disposal is not conditional upon the proposed very substantial acquisition and reverse takeover of the Company and if any, other transactions contemplated under the resumption plan to be submitted to the Stock Exchange by the Company. Even if the Disposal proceeds to completion in accordance to the terms of the Disposal Agreement, there is no guarantee that the completion of very substantial acquisition and reverse takeover will take place accordingly.

The Company will issue further announcement(s) on the revised takeover and other transactions under the resumption proposal in due course where appropriate.

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.

DEFINITIONS

In this announcement, the following expressions have the meanings set out below unless the context otherwise requires:

“Board”	the board of directors of the Company
“business day”	a day (not being a Saturday, Sunday or public holiday) on which banks are open for general banking business in Hong Kong and the PRC
“BVI”	the British Virgin Islands
“Circular”	a circular of the Company containing, among other things, (i) further details about the Disposal Agreement and the transactions contemplated under it, and (ii) a notice of the SGM and a proxy form for the SGM
“Company”	China Nonferrous Metals Company Limited, a company incorporated in the Bermuda with limited liability, the shares of which are listed on the Stock Exchange (Stock Code: 8306)
“Completion”	the completion of the Disposal
“Consideration”	the consideration for the disposal of the Sale Share in the amount of HK\$1.00 (subject to adjustments)
“Directors”	the directors of the Company
“Disposal”	the disposal of the Sale Share pursuant to the Disposal Agreement
“Disposal Agreement”	the agreement in relation to the disposal of the Sale Share dated 24 October 2017 entered into between the Company, the Purchaser and the Guarantor

“Disposed Group”	Yongbao Resources and its respective subsidiaries
“First Create”	深圳市冠欣投資有限公司 (Shenzhen City First Create Investment Limited [#]), a company incorporated in the PRC and majority owned by Mei Wei, the existing controlling shareholder of the Company
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange
“Group”	the Company and its subsidiaries
“Guarantor”	Liu Ke an individual who the sole beneficial owner of the Purchaser and is an Independent Third Party
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong” or “HK”	Hong Kong Special Administrative Region of the PRC
“Independent Third Party/ Parties”	a person or persons which is or are independent of, and not connected with, any directors, chief executive or substantial shareholders (within the meaning under the GEM Listing Rules) of the Company or any of its subsidiaries or any of their respective associate(s) (within the meaning under the GEM Listing Rules)
“Intercompany Balances”	the outstanding balance owing by the Disposed Group to the Company or owing by the Company to the Disposed Group
“Jiashengpan”	Bameng Wuzhong Qi Jiashengpan Zinc, Lead, and Pyrite Resources Exploitation Company Limited (巴盟烏中旗甲勝盤鉛鋅硫鐵礦業開發有限責任公司), a wholly-owned subsidiary of the Company incorporated in the PRC
“Long Stop Date”	31 March 2018 (or such later date as the Company and the Purchaser may agree)
“Mei Wei”	the sole owner of Ruffy Investment Limited, the controlling shareholder of Company, who is effectively holding 1,044,301,706 Shares, representing 59.63% of the issued share capital of the Company and the controlling shareholder of First Create
“percentage ratios”	has the meaning ascribed to it under the GEM Listing Rules

“PRC”	the People’s Republic of China, which for the purpose of this circular shall exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Purchaser”	Xiang Shun Development Holdings Limited, a company incorporated in the BVI and wholly-owned by the Guarantor, the purchaser to the Disposal Agreement
“RMB”	Renminbi, the lawful currency of the PRC
“Ruirui”	Shenzhen City Ruirui Industrial Company Limited (深圳市睿納實業有限公司), a company incorporated in the PRC and a wholly-owned subsidiary of the Company
“Sale Share”	being 1 share, representing the entire equity interest in Yongbao Resources
“SGM”	the special general meeting to be held by the Company for the Shareholders to approve the entering into of the Disposal Agreement and the transactions contemplated under it
“Share(s)”	the ordinary share(s) of HK\$0.002 each of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary” or “subsidiaries”	has the meaning ascribed to it under the GEM Listing Rules
“substantial shareholder”	has the meaning ascribed to it under the GEM Listing Rules
“Yongbao Resources”	Yongbao Resources Exploitation and Development Limited, a wholly-owned subsidiary of the Company incorporated in the BVI, being the target company under the Disposal Agreement
“%”	per cent.

The English transliteration of the Chinese name(s) in this announcement, where indicated, is included for information purpose only, and should not be regarded as the official English name(s) of such Chinese name(s)

For the purposes of this announcement, the exchange rate of RMB1.00 = HK\$1.15 has been used, where applicable, for illustrative purposes only and does not constitute a representation that any amount has been, could have been or may be exchanged at such rate or any other rate or at all on the date or dates in question or any other date.

By Order of the Board
China Nonferrous Metals Company Limited
Liu Yaling
Executive Director

Hong Kong, 24 October 2017

As at the date of this announcement, the executive Directors are Ms. Liu Yaling and Mr. Chan Hoi Tung, 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*