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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)**

## **UPDATE ON LISTING STATUS**

References are made to the announcements of the Company dated 23 October 2015, 8 January 2016, 1 March 2016, 11 May 2016, 22 June 2016, 1 September 2016, 14 November 2016 and 10 February 2017 in relation to, among others, the update on the development of suspension of trading of the Shares and the listing status of the Company (the “**Announcements**”). Unless otherwise stated, capitalised terms used in this announcement shall bear the same meanings as defined in the Announcements.

### **SUBMISSION OF THE RESUMPTION PROPOSAL**

The Board is pleased to announce that the Company has submitted a resumption proposal (the “**Resumption Proposal**”) to the Stock Exchange on 3 November 2017 seeking its approval for the resumption of trading in the shares of the Company (the “**Shares**”).

In support of the submission of the Resumption Proposal, the Company has entered into a conditional acquisition agreement (the “**Acquisition Agreement**”), a conditional capital increase agreement (the “**Capital Increase Agreement**”) and a conditional subscription agreement (the “**Subscription Agreement**”) dated 3 November 2017 regarding the acquisition of a finance lease company in the People’s Republic of China (the “**Acquisition**”). It is expected that the Acquisition would constitute a very substantial acquisition and reverse takeover involving a new listing application (the “**New Listing Application**”) of the Company under the GEM Listing Rules. The Acquisition Agreement, the Capital Increase Agreement and the Subscription Agreement are all legally binding.

\* *For identification purposes only*

In addition to the Acquisition, the Resumption Proposal also includes, among other things, (i) a conditional offer for sale (the “**Offering**”) of existing Shares by the controlling shareholder of the Company to all other existing qualified Shareholders, (ii) a conditional placing (the “**Placing**”) of existing Shares by the controlling shareholder of the Company and (iii) a scheme of arrangement (the “**Creditors Scheme**”) to be made between the Company and its creditors.

The Acquisition is subject to a number of conditions, including but not limited to the Shareholders’ approval, which may or may not be fulfilled. In addition, the Listing Committee’s approval on the New Listing Application may or may not be granted. In the event that the approval of the New Listing Application is not granted by the Listing Committee, the agreements of the Acquisition will not become unconditional and the Acquisition, the Offering and the Placing will not proceed.

The Company considers the Resumption Proposal is viable to address the resumption conditions set out by the letter from the Stock Exchange dated 28 May 2015. Nonetheless, terms of the transactions and arrangements under the Resumption Proposal may be subject to changes during the course of vetting by the Stock Exchange.

The Company will publish further announcement(s) regarding the Acquisition and the transactions and arrangement under the Resumption Proposal in compliance with the GEM Listing Rules, or any update on the listing status of the Company and/or resumption in trading in Shares as and when appropriate.

## **PUBLICATION OF OUTSTANDING FINANCIAL RESULTS**

The Company is in course of preparing the annual report of FY2016, First Quarterly Report of FY2017 and Interim Report of FY2017 and will publish the reports in due course. Further details will be disclosed in separate announcement(s) to be released by the Company.

## **CONTINUED 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 remain suspended until further notice.

**Please note that the above-mentioned resumption proposal submission does not necessarily indicate that trading in the Shares will be resumed. Accordingly, shareholders and potential investors of the Company should exercise caution when dealing in the Shares.**

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

Hong Kong, 9 November 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>.*