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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)

ANNOUNCEMENT PURSUANT TO RULE 3.7 OF THE TAKEOVERS CODE

This announcement is made by China Nonferrous Metals Company Limited (the “**Company**”) pursuant to Rule 3.7 of the Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”).

The Company refers to its announcement dated 21 May 2018 (the “**Announcement**”) in relation to, among others, the Company’s resumption proposal (the “**Resumption Proposal**”) that would involve a reverse takeover (the “**Reverse Takeover**”). The Reverse Takeover would be deemed as a new listing on the GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

POSSIBLE CHANGE IN CONTROL

As part of the transactions under the Resumption Proposal, there is a possible change in control of the Company involving Ruffy Investments Limited (“**Ruffy**”) disposing of part of its shares in the Company (the “**Possible Change in Control**”). As of the date of this announcement, Ruffy is a controlling shareholder of the Company and it holds 1,033,091,706 Shares in the Company, representing approximately 59.0% of the Company’s issued share capital.

The Company’s board (the “Board”) of directors (“Directors”) wishes to emphasize that as at the date of this announcement, there is no assurance that the Possible Change in Control will materialise or eventually be consummated. An announcement containing full details of the Resumption Proposal (including but not limited to the Possible Change in Control) is currently being prepared in accordance with the GEM Listing Rules and the Takeovers Code and will be published as soon as practicable.

MONTHLY UPDATE

In accordance with Rule 3.7 of the Takeovers Code, monthly announcement(s) should be made until announcement of firm intention to make an offer under Rule 3.5 of the Takeovers Code or of a decision not to proceed with an offer under the Takeovers Code is made. Further announcement(s) will be made by the Company as and when appropriate or required in accordance with the GEM Listing Rules and the Takeovers Code.

DEALING DISCLOSURE

For the purposes of the Takeovers Code, the offer period has commenced on the date of this announcement, being 29 June 2018.

The associates (as defined in the Takeovers Code, including but not limited to any person holding 5% or more of a class of relevant securities of the Company) of the Company are hereby reminded to disclose their dealings in the relevant securities of the Company under Rule 22 of the Takeovers Code.

In accordance with Rule 3.8 of the Takeovers Code, reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code:

“Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates and other persons under Rule 22 and that those clients are willing to comply with them.

Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than \$1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”

Dealing in the shares of the Company (the “Shares”) on the Stock Exchange has been suspended since 1 April 2015 and will remain suspended until further notice.

Shareholders and potential investors should note that the resumption of trading in the Shares is subject to various conditions which may or may not be fulfilled. There is no guarantee that the resumption of trading in the Shares will take place. Shareholders and potential investors are reminded to exercise caution when dealing in the Shares.

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

Hong Kong, 29 June 2018

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.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

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*