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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)

**CLARIFICATION ANNOUNCEMENT  
DECISION OF GEM LISTING COMMITTEE  
CANCELLATION OF LISTING**

Reference is made to the announcement (the “**Announcement**”) of China Nonferrous Metals Company Limited (the “**Company**”) dated 10 December 2018 in relation to, among other things, decision of GEM Listing Committee – cancellation of listing.

The Company would like to clarify that the announcement is not made pursuant to Rule 9.17 of the GEM Listing Rules and the fifth paragraph of the announcement was replaced by the followings:-

“On 7 December 2018, the Company received a letter (the “**Letter**”) from the Stock Exchange stating that the GEM Listing Committee (the “**Committee**”) considered that the Company’s resumption proposal submitted on 7 May 2018 (the “**Proposal**”) is no longer viable. Accordingly the Committee decided to cancel the listing of the Company’s shares on the Exchange under Rule 9.14 of the GEM Listing Rule.

In arriving at this decision, the Committee has considered that the reverse takeover under the Proposal was ceased on 26 November 2018 and the new resumption proposal submitted by the Company on 3 December 2018 is a different resumption proposal. On 18 May 2018, the Stock Exchange had granted time extension for the Company to submit a new listing application relating to the Proposal (but not any other Proposal) by 30 June 2018. As stated in the Stock Exchange’s decision letter of 18 May 2018, the Stock Exchange would not accept any other proposal and would proceed with cancelling the Company’s listing if the Proposal fails to proceed for any reasons.

The Stock Exchange also indicated in the Letter that the last day of listing of the Shares will be 21 December 2018 and the listing of Shares will be cancelled with effect from 9:00a.m. on 24 December 2018.”

Save as disclosed above, all other information in the Announcement remains unchanged.

**Dealing in the Shares on the Stock Exchange has been suspended since 1 April 2015 and will remain suspended until further notice.**

**Shareholders and potential investors of the Company 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 of the Company are reminded to exercise caution when dealing in the Shares.**

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

Hong Kong, 10 December 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*