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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  
QUARTERLY UPDATE ON RECENT DEVELOPMENT OF  
SUSPENSION OF TRADING**

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

References are made to the announcements of the Company dated 29 May 2015, 9 November 2017, 21 May 2018, 29 June 2018, 30 July 2018, 15 August 2018 and 1 November 2018 (the “**Announcements**”) in relation to, among others, the resumption conditions, the submission of the Revised Resumption Proposal and the New Listing Application. Unless the context otherwise requires, the capitalised terms used herein shall have the same meanings as defined in the Announcements.

**RESUMPTION CONDITIONS**

On 28 May 2015, the Board received a letter (the “**2015 Letter**”) from the Stock Exchange, in which the Stock Exchange stated the following resumption conditions for the Company:

- (a) conduct an appropriate investigation on the guarantees by Jiashengpan and Ruirui to loans borrowed by First Create (as defined in the announcement of the Company dated 22 January 2015), disclose the findings, assess their impact on the Company’s financial and operational positions and take appropriate remedial actions;
- (b) demonstrate that there is no reasonable regulatory concern about management integrity which will pose a risk to investors and damage market confidence;
- (c) address all audit qualifications raised by the auditors, BDO Limited, on the Company’s financial statements for the year ended 31 December 2014;
- (d) demonstrate that the Company has put in place adequate financial reporting procedures and internal controls systems to meet its GEM Listing Rules obligations; and
- (e) inform the market of all material information for the Shareholders and the investors to appraise the Company’s position.

The Company must also comply with the GEM Listing Rules and all applicable laws and regulations in Hong Kong and its place of incorporation before resumption. The 2015 Letter further states that the Stock Exchange may modify the conditions and/or impose further conditions regarding the resumption of trading if the situation changes.

## **UPDATE ON IMPLEMENTATION OF THE REVISED RESUMPTION PROPOSAL AND SATISFYING THE RESUMPTION CONDITIONS**

As disclosed in the relevant Announcements, the Company has made the New Listing Application to the Stock Exchange on 29 June 2018 and has received enquiries from the Stock Exchange on 23 July 2018 and 26 July 2018 in relation to the New Listing Application.

As disclosed in the announcement of the Company dated 30 November 2018, on 26 November 2018 the Company was informed that the potential offeror has decided to cease to pursue the Reverse Takeover and the Possible Change in Control.

On 3 December 2018, the Company submitted another resumption proposal involving a reverse takeover (the “**New Proposal**”).

On 7 December 2018, the Company received a letter (the “**2018 Letter**”) from the Stock Exchange stating that the Listing Committee had rejected the New Proposal and decided to cancel the listing of the Shares on the Stock Exchange under Rule 9.14 of the GEM Listing Rule (the “**Delisting Decision**”). The Stock Exchange also indicated in the 2018 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 9:00am on 24 December 2018.

On 17 December 2018, the Company filed an application for a review (the “**Review**”) by the Listing (Review) Committee in relation to the Delisting Decision.

As at the date of this announcement, the Company and its potential offeror are still in the course of preparing the submission to the Stock Exchange in response to the review.

Further announcement(s) will be made by the Company on major development relating to the Review, the Delisting Decision and status of the Company as and when appropriate.

As at the date of this announcement, the publication of (i) the first quarterly results for the three months ended 31 March 2018; (ii) the interim results for the six months ended 30 June 2018; (iii) the third quarterly results for the nine months ended 30 September 2018; (iv) the third quarterly report 2017; (v) the annual report 2017; (vi) the first quarterly report 2018; (vii) the interim report 2018; and (viii) the third quarterly report 2018, are still pending. The relevant announcement(s) and report(s) will be published by the Company as and when available.

## **BUSINESS OPERATIONS**

References are made to the announcements of the Company dated 24 October 2017, 29 December 2017, 2 February 2018 and 30 April 2018 in respect of a very substantial disposal of Yongbao Resources Exploitation and Development Limited and all its subsidiaries (the “**Disposal Group**”). Upon the completion of the disposal, the Disposal Group will cease to be subsidiaries of the Company and the financial results of the Disposal Group will no longer be consolidated into the financial statements of the Company. The Company will be released from the obligations in relation to the litigations and arbitration cases in respect of the Disposal Group. As at the date of this announcement, the disposal of the Disposal Group had not been completed.

The Disposal Group is principally engaged in the mining, processing and trading of mineral resources. As at the date of this announcement, the Disposal Group is still in operation.

It is expected that the Company will have a sufficient level of operation and fulfills the requirement of Rule 17.26 of the GEM Listing Rules upon the completion of the implementation of the Revised Resumption Proposal.

Further announcement(s) will be made by the Company on major development relating to the disposal of the Disposal Group as and when appropriate.

#### **NEW GEM LISTING RULES FOR DELISTING**

The Company hereby informs the Shareholders and investors of the Company that, according to the new GEM Listing Rules on delisting that took effect on 1 August 2018 (the “**Effective Date**”), since the Shares have been suspended from trading for more than 12 months as of the Effective Date, if trading in the Shares remains suspended for 12 continuous months from the Effective Date, the Stock Exchange may cancel the listing of the shares of the Company; i.e. if the Company fails to meet all the resumption conditions to the Stock Exchange’s satisfaction and fails to resume trading in its Shares as of 31 July 2019, the Stock Exchange may proceed with the cancellation of the listing of the Shares. The Stock Exchange is also entitled to impose a shorter remedial period (where appropriate) on the Company pursuant to Rule 9.15 of the GEM Listing Rules.

#### **CONTINUED SUSPENSION OF TRADING**

At the request of the Company, trading in the Shares on the Stock Exchange had been suspended since 9:00 a.m. on 1 April 2015 and will remain suspended until further notice.

Further announcement(s) will be made by the Company to update the shareholders of the Company on the development of the Company as and when appropriate pursuant to the requirements of the GEM Listing Rules.

**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, 11 February 2019

*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*