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This notice is important and requires the immediate attention of holders. If you are in any doubt as to the action you should take, you should seek your own financial advice, including as to any tax consequences, immediately from their stockbroker, bank manager, solicitor, accountant or other independent financial adviser.

The offer made by China Nickel Resources Holdings Company Limited in conjunction with which the meeting of holders is being convened is not being made directly or indirectly in or into the United States, or by use of the mails, or by any means or instrumentality (including, without limitation, facsimile transmission, telex, telephone, e-mail and other forms of electronic transmission) of interstate or foreign commerce, or of any facility of a national securities exchange, of the United States and no offer may be made by any such use, means, instrumentality or facility or from within the United States and will not be made in or into the Republic of Italy. This does not affect the right of holders who are U.S. persons (within the meaning of Regulation S under the U.S. Securities Act of 1933, as amended) or who are located in the United States or the Republic of Italy to attend and vote (or appoint a proxy to attend and vote) at the meeting in accordance with the provisions of the trust deed.



中國鎳資源控股有限公司
CHINA NICKEL RESOURCES
HOLDINGS COMPANY LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Shares — Stock Code: 2889; Existing Bonds — Stock Code: 1605)

**NOTICE OF MEETING OF THE HOLDERS OF
HK\$2,000,000,000 ZERO COUPON CONVERTIBLE BONDS
DUE 2012 (THE “EXISTING BONDS”) TO BE CONVENED IN
CONJUNCTION WITH AN OFFER MADE BY THE COMPANY
(ISIN: XS0329588189)**

This notice is in relation to the HK\$2,000,000,000 zero coupon convertible bonds due 2012 (the “**Bonds**”) of China Nickel Resources Holdings Company Limited (the “**Company**”). Set out below is a notice of meeting (as defined below) of the holders of the Existing Bonds which is given to the holders of the Existing Bonds in accordance with Condition 17 (Notices) of the Conditions of the Existing Bonds.

NOTICE IS HEREBY GIVEN that, pursuant to the provisions of Schedule 3 to the Trust Deed (as defined below) made between, *inter alios*, the Company and the Trustee (as defined below) a meeting (a “**Meeting**”) of the Holders convened by the Company will be held at Room 2402, Admiralty Centre I, 18 Harcourt Road, Hong Kong on 10 November 2010 at 11:00 a.m. (Hong Kong time) for the purpose of considering and, if thought fit, passing the following resolution which will be proposed as an Extraordinary Resolution, in accordance with the provisions of the Trust Deed.

In accordance with normal practice, the Trustee expresses no opinion on the merits of the proposed modifications and amendments contained in the Extraordinary Resolution but has authorised it to be stated that it has no objection to the Extraordinary Resolution being submitted to Holders for their consideration.

Unless the context otherwise requires, capitalised terms used but not otherwise defined in this notice shall bear the meanings given to them in the Supplemental Trust Deed (as defined below).

The text of the Extraordinary Resolution is as follows:

EXTRAORDINARY RESOLUTION

“THAT THIS MEETING (the **“Meeting”**) of the holders (the **“Holders”**) of the outstanding HK\$2,000,000,000 in aggregate principal amount of Zero Coupon Convertible Bonds due 2012 (the **“Existing Bonds”**) issued by China Nickel Resources Holdings Company Limited (the **“Company”**) and constituted by a trust deed dated 12 December 2007 (the **“Trust Deed”**) made between the Company and DB Trustees (Hong Kong) Limited (the **“Trustee”**) by Extraordinary Resolution (as defined in the Trust Deed) (this **“Extraordinary Resolution”**) hereby **RESOLVES** to:

- (a) amend the Conditions of the Existing Bonds by the deletion in its entirety of the existing Condition 8(D) (*Redemption at the option of the Holders*) of the Existing Bonds and its replacement by the following text: “[RESERVED]”.
- (b) authorise all such other amendments to the Trust Deed and the Conditions of the Existing Bonds as are necessary and/or expedient to the modifications set out in paragraph (a) of this Extraordinary Resolution, all as more particularly set out in the draft deed supplemental to the Trust Deed produced to this Meeting (the **“Supplemental Trust Deed”**);
- (c) authorise and direct the Trustee to concur with the Company in the modifications referred to in paragraphs (a) and (b) of this Extraordinary Resolution and, in order to give effect to them, forthwith to enter into and execute the Supplemental Trust Deed substantially in the form of the draft produced to this Meeting and signed for the purposes of identification by the chairman;
- (d) sanction every abrogation, modification, compromise or arrangement in respect of the rights of the Holders against the Company (whether or not such rights arise under the Trust Deed) involved in or resulting from the modifications referred to in paragraphs (a) to (c) of this Extraordinary Resolution;
- (e) authorise, request, empower and direct the Trustee to concur in and to execute and do, all such other deeds, instruments, acts and things, and to take all steps as may be necessary, desirable or expedient to carry out and give effect to this Extraordinary Resolution; and
- (f) discharge and exonerate each of the Trustee and BT Globenet Nominees Limited (in its capacity as registered holder of the Existing Bonds) from all liability to Holders for its acts or omissions in furtherance of or in connection with this Extraordinary Resolution and its implementation.”

Background

The above Meeting of Holders is being convened in accordance with the terms of the Trust Deed in conjunction with an Offer by the Company to the Holders to exchange each HK\$100,000 in principal amount of their Existing Bonds for a combination of (a) HK\$100,000 in principal amount of 10.00 per cent. Convertible Bonds due 2012 (the “**New Bonds**”) and (b) HK\$20,000 in cash (the “**Cash Consideration**” and along with the New Bonds, the “**Exchange Consideration**”) (the “**Offer**”).

All Holders of the Existing Bonds are entitled to participate in the Meeting and any adjourned Meeting, and to vote in connection with the Extraordinary Resolution. However, only persons who are Eligible Holders (as defined below) may participate in the Offer. “**Eligible Holder**” means (a) a Holder who is not a beneficiary of the Deed of Covenant dated 23 April 2010 executed by the Company (the “**Deed of Covenant**”) or who was a beneficiary of such Deed of Covenant but who has irrevocably renounced (subject only to the completion and settlement of the Offer) its rights under such Deed of Covenant and who has ceased to be eligible to receive any payment from the Company under the Deed of Covenant, or (b) a Holder who has not delivered a put notice (a “**Put Notice**”) in exercise of its option under Condition 8(D) to require the Company to redeem all or some only of such Holder’s Bonds or who has delivered a Put Notice but who has irrevocably withdrawn (subject only to the completion and settlement of the Offer) such Put Notice.

Holders (i) who are currently beneficiaries of the Deed of Covenant or (ii) who have delivered Put Notices but who, in either case, wish to participate in the Offer may renounce their rights under the Existing Deed of Covenant or, as applicable, withdraw their Put Notices by delivering valid Exchange Instructions in accordance with the procedures set out in the Offer and Consent Solicitation Memorandum (as defined below).

The aggregate number of Shares (as defined in the terms and conditions of the New Bonds) to be issued under the New Bonds is expected to exceed the Company’s existing general mandate. Accordingly, the issue and allotment of any Shares by the Company upon conversion of the New Bonds will be the subject of a specific mandate to be approved by the shareholders of the Company at an extraordinary general meeting (an “**EGM**”) which will be convened to be held on 5 November 2010. As far as the directors of the Company are aware, no director or shareholder of the Company has a material interest in the Consent Solicitation or the Offer and no shareholder of the Company is required to abstain from voting at any such EGM.

In the event that a specific mandate approving the issue and allotment of Shares by the Company upon conversion of the New Bonds is not approved by the shareholders of the Company at the EGM and such listing approval not being obtained by the Company from the listing committee of The Stock Exchange of Hong Kong Limited, the Company will withdraw the proposals which are the subject of the Extraordinary Resolution and terminate the Offer. The Company will announce the results of the shareholder resolution at the EGM not later than 48 hours before the time fixed for the Meeting.

The Company has obtained an undertaking from Mr. Dong, the controlling shareholder of the Company who holds an approximately 66.07% interest in the issued share capital of the Company to procure his associates to vote at the EGM in favour of the resolution in connection with, among

other things, the issue of new Shares for the purposes of allotment by the Company upon conversion of the New Bonds.

Details of the Offer are contained in the Offer and Consent Solicitation Memorandum, a copy of which (subject to certain distribution restrictions) is also available for inspection as indicated below.

Documents Available for Inspection

Holders may, at any time during normal business hours on any weekday from the date hereof up to and including 9 November 2010 and at the Meeting and at any adjourned Meeting (and, in each case, for 15 minutes prior thereto), inspect copies of the documents listed below relating to the Existing Bonds at the specified offices of the Exchange and Tabulation Agent and at the Meeting and at any adjourned Meeting (and, in each case, for 15 minutes prior thereto). The specified offices of the Exchange and Tabulation Agent are set out at the end of this Notice.

The documents available for inspection are:

- the Trust Deed dated 12 December 2007;
- the latest draft of the Supplemental Trust Deed referred to in the Extraordinary Resolution;
- subject to certain distribution restrictions, a copy of the Offer and Consent Solicitation Memorandum dated 19 October 2010 relating to the Existing Bonds (the “**Offer and Consent Solicitation Memorandum**”); and
- a copy of the Offering Circular dated 6 December 2007 pursuant to which the Existing Bonds were issued.

Voting and Quorum

- (a) The relevant provisions governing the convening and holding of the Meeting are set out in Schedule 3 to the Trust Deed, a copy of which is available for inspection as referred to above. Unless the context otherwise requires, words and expressions used in this section have the meanings ascribed to them in the Trust Deed.
- (b) Holders, or the relevant Direct Participants on their behalf, who have sent valid Exchange Instructions or Electronic Voting Instructions (each as defined in the Offer and Consent Solicitation Memorandum) need take no further action in relation to voting at the Meeting (save that Eligible Holders wishing to participate in the Offer will also be required to submit duly completed Exchange Applications (as defined in the Offer and Consent Solicitation Memorandum)). By submitting Exchange Instructions or an Electronic Voting Instruction, each Holder will irrevocably instruct the Exchange and Tabulation Agent to appoint two duly authorised representatives of the Exchange and Tabulation Agent as its proxies to attend the Meeting and instruct it to vote in the manner specified in such Exchange Instructions or Electronic Voting Instruction in connection with the Extraordinary Resolution. Delivery of an Exchange Instruction shall automatically instruct the Exchange and Tabulation Agent or its proxies to attend the Meeting and to vote in favour of the Extraordinary Resolution.

Paragraphs (c) to (h) below apply only to Holders who have not submitted Exchange Instructions or Electronic Voting Instructions, or have not had Exchange Instructions or Electronic Voting Instructions submitted on their behalf, to the Clearing System in accordance with the terms of the Offer and Consent Solicitation Memorandum and summarise the provisions of Schedule 3 to the Trust Deed.

- (c) A Holder may by an instrument in writing (a “**form of proxy**”) in the form available from the specified office of the Registrar or the Principal Agent specified below in English signed by the Holder or, in the case of a corporation, executed under its common seal or signed on its behalf by an attorney or a duly authorised officer of the corporation and delivered to the Registrar or the Principal Agent, as the case may be, not later than 48 hours before the time fixed for the Meeting or any adjourned Meeting (i.e., the Adjournment Deadline), appoint any person (a “**proxy**”) to act on his or its behalf in connection with the Meeting (or any adjourned Meeting).
- (d) Any holder of a Existing Bond which is a corporation may by delivering to the Registrar or the Principal Agent not later than the Expiration Time before the time fixed for the Meeting a certified copy of a resolution of its directors or other governing body in English authorise any person to act as its representative (a “**representative**”) in connection with the Meeting.
- (e) A proxy or representative so appointed pursuant to paragraphs (1) or (2) above shall so long as such appointment remains in force be deemed, for all purposes in connection with the Meeting to be the holder of the Existing Bonds to which such appointment relates and the holder of the Existing Bonds shall be deemed for such purposes not to be the holder.
- (f) Beneficial Owners and Direct Participants who hold their interest in Existing Bonds through a Clearing System and who wish to attend and vote at the Meeting (or any adjourned Meeting) should contact the relevant Clearing System to make arrangements to be appointed as a proxy (by the Holder) in respect of the Existing Bonds in which they have an interest for the purposes of attending and voting at the Meeting (or any adjourned such Meeting). Beneficial Owners must have made arrangements to vote with the relevant Clearing System by not later than 48 hours before the time fixed for the Meeting and within the relevant time limit specified by the relevant Clearing System and request or make arrangements for the relevant Clearing System to block the Existing Bonds in the relevant Direct Participant’s account and to hold the same to the order of or under the control of the Principal Agent. The proxy to be so appointed may be selected by the Direct Participant or the Beneficial Owner (and could be the Beneficial Owner if an individual) or the Beneficial Owner can request through its Direct Participant for the Holder to appoint the Tabulation Agent or any two of its employees (as it shall determine) as proxy to cast the votes relating to the Existing Bonds in which he has an interest at the Meeting.
- (g) A Direct Participant whose Existing Bonds have been so blocked will thus be able to procure that a voting instruction is given in accordance with the procedures of Euroclear or Clearstream, Luxembourg to the Exchange and Tabulation Agent.
- (h) Any Existing Bond(s) so held and blocked for either of these purposes will be released to the Direct Participant by the relevant Clearing System on the earliest of (i) a withdrawal of the proposals which are the subject of the Extraordinary Resolution and/or termination of the Offer, (ii) the conclusion of the Meeting (or, if later, any adjourned such Meeting) (unless such

Existing Bonds are the subject of Exchange Instructions and have been validly tendered for exchange pursuant to the Offer) and (iii) upon such Existing Bond(s) ceasing in accordance with the procedures of the relevant Clearing System to be held to its order or under its control; provided, however, in the case of (ii) above, that if the Holder has caused a proxy to be appointed in respect of such Existing Bond(s), such Existing Bond(s) will not be released to the relevant Direct Participant unless and until the Holder has notified the Company of the necessary revocation of or amendment to such proxy.

The Extraordinary Resolution may only be considered at the Meeting if the Meeting is quorate. The Meeting will be quorate if at least two persons being entitled to vote (whether as a Holder or as proxy or representative) is present at the Meeting who holds or represents the requisite principal amount of outstanding Existing Bonds for the quorum requirement (as set out below across from “*Original Meeting*”). If the Meeting is not quorate, it will be adjourned to a later time and date. When the Meeting resumes following adjournment, the Trust Deed makes provision for a lower quorum requirement (as set out below across from “*Adjourned Meeting*”).

If within 15 minutes after the time initially fixed for the Meeting, a quorum is not present, the Meeting shall stand adjourned until a date which shall be not fewer than 14 days and not more than 42 days later, as determined by the chairman of the Meeting. If a quorum is not present within 15 minutes from the time fixed for a meeting so adjourned, the meeting shall be dissolved.

If the Meeting is adjourned, Holders who have not already submitted Electronic Voting Instructions prior to the Expiration Time may submit Electronic Voting Instructions during the period commencing at the conclusion of the original Meeting and ending on the Adjournment Deadline.

The quorum requirements are as follows:

Meeting	Quorum Requirement
Original Meeting	Two or more persons present in person holding Existing Bonds or being proxies or representatives, providing that such persons hold or represent 66 per cent. of the principal amount of the Existing Bonds for the time being outstanding.
Adjourned Meeting	Two or more persons present in person holding Existing Bonds or being proxies or representatives, providing that such persons hold or represent 33 per cent. of the principal amount of the Existing Bonds for the time being outstanding.

Every matter to be decided at the Meeting will be decided in the first instance on a show of hands unless a poll is demanded by the chairman, the Company, the Trustee or by one or more persons holding one or more Existing Bonds or being proxies or representatives and holding or representing in the aggregate not less than two per cent. in principal amount of the Existing Bonds for the time being outstanding.

On a show of hands every person who is present in person and who produces a certificate in which it is stated that he is the registered holder of the corresponding Existing Bond or is a proxy or a representative, shall have one vote. On a poll every such person who is so present shall have one

vote in respect of HK\$100,000 in principal amount of Existing Bonds held or owned or in respect of which he is a proxy or representative.

In case of equality of votes on a show of hands the chairman shall have a casting vote in addition to any other votes that he may have.

Votes in favour of the Extraordinary Resolution must represent at least three-quarters of the votes cast for the Extraordinary Resolution to be duly passed.

If passed, the Extraordinary Resolution will be binding upon all Holders, whether or not they were present or represented at the Meeting and whether or not they voted at the Meeting.

This notice is governed by, and shall be construed in accordance with, English law.

The Exchange and Tabulation Agent with respect to the Offer is:

EXCHANGE AND TABULATION AGENT

Deutsche Bank AG, Hong Kong Branch

48th Floor
Cheong Kong Center
2 Queen's Road Central
Hong Kong

Telephone:(852) 2203 7863/2203 7867
Attention: Trust and Securities Services

The Consent Solicitation Agent with respect to the Offer is:

CONSENT SOLICITATION AGENT

J.P. Morgan Securities (Asia Pacific) Limited

28/F Chater House
8 Connaught Road
Central
Hong Kong

Telephone: (852) 2800 8817

Attention: Michael Radzki/Prasad Padmanaban
Email: china_nickel_exchange@jpmorgan.com

This notice is given by:

CHINA NICKEL RESOURCES HOLDINGS COMPANY LIMITED

Rooms 917–918, 9th Floor China Merchants Tower
Shun Tak Center
168–200 Connaught Road Central
Sheung Wan
Hong Kong

Fax: +852 2110 0826

Attention: Board of Directors

By Order of the Board of
China Nickel Resources Holdings Company Limited
Dong Shutong
Chairman

Hong Kong, 19 October 2010

As at the date of this announcement, the executive Directors are Mr. Dong Shutong, Mr. He Weiquan, Mr. Lau Hok Yuk, Mr. Song Wenzhou, Mr. Zhao Ping, Mr. Dong Chengzhe and Mr. Yang Fei; the non-executive Director is Mr. Yang Tianjun; and the independent non executive Directors are Mr. Bai Baohua, Mr. Huang Changhuai, Mr. Wong Chi Keung and Mr. Fahmi Idris.