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China Metal Resources Utilization Limited

中國金屬資源利用有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1636)

PROPOSED ISSUE OF NEW SHARES UNDER GENERAL MANDATE

The Directors are pleased to announce that, on 1 June 2017, the Company and the Subscriber entered into the Subscription Agreement, pursuant to which the Company has agreed to issue and the Subscriber has agreed to subscribe for 74,074,074 Subscription Shares at a Subscription Price of HK\$2.70 per Subscription Share.

The 74,074,074 Subscription Shares to be allotted and issued to the Subscriber represent (i) approximately 3.10% of the existing issued share capital of the Company of 2,392,826,895 Shares as at the date of this announcement; and (ii) approximately 3.00% of the Company's issued share capital of 2,466,900,969 Shares as enlarged by the issue and allotment of the Subscription Shares.

The Subscription Price of HK\$2.70 was determined after arm's length negotiations between the Company and the Subscriber with reference to the recent trading prices of the Shares. The Subscription Price represents (i) a discount of approximately 10.89% to the closing price of HK\$3.03 per Share as quoted on the Stock Exchange on 1 June 2017 being the date of the Subscription Agreement; (ii) a discount of approximately 11.13% to the average closing price of HK\$3.038 per Share as quoted on the Stock Exchange for five consecutive trading days immediately prior to the date of the Subscription Agreement; and (iii) a discount of approximately 10.92% to the average closing price of HK\$3.031 per Share as quoted on the Stock Exchange for 10 consecutive trading days immediately prior to the date of the Subscription Agreement.

The gross proceeds in cash from the Subscription are approximately HK\$200,000,000. The net proceeds from the Subscription, after deduction of related expenses, are estimated to be approximately HK\$194,000,000. The net proceeds from the Subscription will be approximately HK\$2.619 per Subscription Share. The net proceeds from the Subscription are intended to be used as working capital for the Group.

The Subscription Shares will be allotted and issued pursuant to the General Mandate granted to the Directors by a resolution of the Shareholders passed at the AGM. As the Subscription Shares will be issued under the General Mandate, the allotment and issue of the Subscription Shares is not subject to Shareholders' approval.

Shareholders and potential investors should note that the Completion is subject to the fulfilment or waiver of conditions under the Subscription Agreement and may or may not proceed. Shareholders and potential investors are reminded to exercise caution when dealing in the shares of the Company.

The Directors are pleased to announce that, on 1 June 2017, the Company and the Subscriber entered into the Subscription Agreement, pursuant to which the Company has agreed to issue and the Subscriber has agreed to subscribe for 74,074,074 Subscription Shares at a Subscription Price of HK\$2.70 per Subscription Share.

THE SUBSCRIPTION AGREEMENT

Date

1 June 2017

Parties

- (a) The Company, as issuer; and
- (b) The Subscriber, as subscriber.

As at the date of the Subscription Agreement, the Subscriber is an existing Shareholder holding 740,000 Shares. Other than the existing Shares held by the Subscriber, to the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, the Subscriber is an Independent Third Party. It is not expected that the Subscriber will become a substantial shareholder of the Company immediately upon Completion.

Number of Subscription Shares

The 74,074,074 Subscription Shares to be allotted and issued to the Subscriber represent (i) approximately 3.10% of the existing issued share capital of the Company of 2,392,826,895 Shares as at the date of this announcement; and (ii) approximately 3.00% of the Company's issued share capital of 2,466,900,969 Shares as enlarged by the issue and allotment of the Subscription Shares (assuming that there will be no change in the issued share capital of the Company between the date of the Subscription Agreement and Completion save for the issue of such Subscription Shares).

Subscription Price

The Subscription Price of HK\$2.70 per Subscription Share represents:

- (i) a discount of approximately 10.89% to the closing price of HK\$3.03 per Share as quoted on the Stock Exchange on 1 June 2017, being the date of the Subscription Agreement;
- (ii) a discount of approximately 11.13% to the average closing price of HK\$3.038 per Share as quoted on the Stock Exchange for five consecutive trading days immediately prior to the date of the Subscription Agreement; and
- (iii) a discount of approximately 10.92% to the average closing price of HK\$3.031 per Share as quoted on the Stock Exchange for 10 consecutive trading days immediately prior to the date of the Subscription Agreement.

The Subscription Price was determined after arm's length negotiations between the Company and the Subscriber with reference to the recent trading prices of the Shares. The Directors consider that the terms and conditions of the Subscription Agreement (including the Subscription Price) are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

The consideration for the Subscription is approximately HK\$200,000,000 and shall be payable by the Subscriber upon Completion in cash. The net proceeds from the Subscription, after deduction of related expenses, are estimated to be approximately HK\$194,000,000. The net Subscription Price (net of expenses) is approximately HK\$2.619 per Subscription Share.

Ranking of the Subscription Shares

The Subscription Shares, when allotted and issued, will be fully paid and rank pari passu in all respects among themselves and with the Shares in issue as at the date of allotment and issue of such Subscription Shares.

Conditions Precedent

Completion shall be subject to the following conditions being satisfied:

- (1) the listing of the Shares not having been revoked and the Shares continuing to be listed on the Stock Exchange before Completion (save for any temporary suspension in trading pending the release of an announcement in connection with the Subscription Agreement), the Stock Exchange or the Securities and Futures Commission not having expressed that it will raise any objection against the listing status of the Shares due to the transactions contemplated under the Subscription Agreement or any reasons in connection with such transactions;
- (2) the Stock Exchange granting the approval for the listing of the Subscription Shares, and such approval not having been revoked before Completion;
- (3) no government departments or regulatory institutions in any jurisdiction having proposed, formulated or adopted any order, decree, regulation or decision imposing restriction or prohibition on the transactions contemplated under the Subscription Agreement or causing them to be invalid;

- (4) no third party having proposed restriction or prohibition on the transactions contemplated under the Subscription Agreement to any court or government organisations in any jurisdiction, sought to declare such transactions unlawful or commenced any litigation or there being any pending legal procedures seeking for compensation of substantial damages in connection with these transactions, nor threatened to bring such litigation or legal procedures;
- (5) the Company having obtained all required consent and approval for the transactions contemplated under the Subscription Agreement, and met and fully complied with the relevant laws and regulations (including but not limited to the Listing Rules and the relevant regulations in the Cayman Islands and Hong Kong), such consents and approvals remaining valid until the date of Completion and the relevant authorities not having implemented any rules or regulations to prohibit or severely delay the fulfilment and Completion of the Subscription Agreement; and
- (6) the Subscriber having obtained all required consent and approval for the transactions contemplated under the Subscription Agreement, and having met and fully complied with the relevant laws and regulations, such consents and approvals remaining valid until the date of Completion and the relevant authorities not having implemented any rules or regulations to prohibit or severely delay the fulfilment and Completion of the Subscription Agreement.

Save and except for conditions (1), (2) and (6) above, the Subscriber has the right to waive the conditions above in part or in full. The Company has the right to waive the condition (6) in part or in full.

If the above conditions have not been fulfilled before 30 June 2017 (or such other date the parties agree in writing), the Subscription Agreement will be automatically terminated and lapse, and the obligations of the parties under the Subscription Agreement will be released, except for certain specified provisions and legal responsibilities arising from the antecedent breach.

Completion

Completion shall take place no later than two Business Days following the fulfillment of the conditions above or such other date as agreed by the Company and the Subscriber.

GENERAL MANDATE

The Subscription Shares will be allotted and issued pursuant to the General Mandate granted to the Directors by a resolution of the Shareholders passed at the AGM held on 6 June 2016, under which the Directors are authorised to issue Shares up to a maximum of 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the AGM, which is equivalent to a maximum issue of additional 421,029,120 Shares.

As at the date of the Subscription Agreement, the General Mandate has been utilised as to 218,333,333 Shares and the Directors are allowed to issue up to a remaining 202,695,787 new Shares under the General Mandate. As the Subscription Shares will be issued under the General Mandate, the allotment and issue of the Subscription Shares is not subject to Shareholders' approval.

APPLICATION FOR LISTING

The Company will apply to the Stock Exchange for the listing of, and permission to deal in, the Subscription Shares on the Stock Exchange.

REASONS FOR THE ISSUE OF THE SUBSCRIPTION SHARES AND USE OF PROCEEDS

The Subscription would allow immediate cash inflow into the Group without any interest burden. The Directors consider that the terms of the Subscription Agreement including the Subscription Price are fair and reasonable and in the interests of the Company and the Shareholders as a whole. The net proceed of approximately HK\$194,000,000 will be used as working capital of the Group.

EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

As at the date of this announcement, the Company has 2,392,826,895 Shares in issue. The shareholding structure of the Company (i) as at the date of this announcement; and (ii) immediately after Completion (assuming that there will be no change in the issued share capital and shareholding structure of the Company between the date of the Subscription Agreement and Completion) are as follows:

	As at the date of this announcement		Immediately after Completion	
	<i>Number of Shares directly or indirectly held</i>	<i>Approximate percentage of the issued share capital of the Company</i>	<i>Number of Shares directly or indirectly held</i>	<i>Approximate percentage of the issued share capital of the Company</i>
Shareholders				
Mr. Yu Jiangqiu and Epoch Keen Limited (<i>note 1</i>)	1,037,354,400	43.35%	1,037,354,400	42.05%
First Harvest Global Limited, Gold Wide Enterprises Limited and Ocean Through Limited (<i>note 2</i>)	310,317,000	12.97%	310,317,000	12.58%
Mr. Kwong Wai Sun Wilson (<i>note 3</i>)	3,272,600	0.14%	3,272,600	0.13%
Public Shareholders				
Hong Kong Zhongliang Recycling Mining Investments Limited	135,000,000	5.64%	135,000,000	5.47%
Silver Harvest Holdings Limited (<i>note 4</i>)	115,649,200	4.83%	115,649,200	4.69%
Subscriber	740,000	0.03%	74,814,074	3.03%
Other public shareholders	790,493,695	33.04%	790,493,695	32.05%
	<u>2,392,826,895</u>	<u>100.00%</u>	<u>2,466,900,969</u>	<u>100.00%</u>

Notes:

1. The shares are held by Mr. Yu Jianqiu, Chairman and an executive Director of the Company, together with Epoch Keen Limited, a company wholly-owned by Mr. Yu Jianqiu.
2. First Harvest Global Limited, Gold Wide Enterprises Limited and Ocean Through Limited are companies wholly-owned by Mr. Huang Weiping, a Director.
3. Mr. Kwong Wai Sun Wilson is an executive Director.
4. Silver Harvest Holdings Limited, a company wholly-owned by Mr. Wang Huailin, who is an Independent Third Party of the Company and the Company's connected persons and is an Independent Third Party of the directors, chief executive(s) or substantial shareholder(s) of the Company, any of its subsidiaries, or their respective associates.

INFORMATION ON THE PARTIES

The Group is a fast-growing manufacturer of recycled copper products (also known as copper semis), communication cables and power transmission and distribution cables in Southwest China. The Group processes recycled scrap copper and, to a lesser extent, electrolytic copper, to manufacture a range of copper products, including copper wire rods, copper wires, copper plates, copper granules, communication cables and power transmission and distribution cables. Since 2015, the Group has also extended its product range to aluminium products and has entered into trading activities in relation to electrolytic copper.

The Subscriber is a company incorporated in the British Virgin Islands and its principal activity is investment holding and it has various investments in capital markets including listed securities, bonds and private funds in the Greater China region, Singapore, Australia and the United States.

The Subscriber and its affiliates possess over US\$250 million in assets consisting largely of listed securities as well as private equity investments and funds.

FUND RAISING ACTIVITIES IN THE PAST TWELVE MONTHS

Date of announcement	Fund raising activity	Net proceeds	Intended use of proceeds as announced	Actual use of proceeds
11 August 2016	Issue of 135,000,000 new shares	HK\$348,300,000	Construction of the Company's new plant for the production of copper plates and copper wirerods in Huili county, Sichuan, PRC	As intended
9 April 2017	Issue of convertible bonds in an aggregate principle amount of HK\$250,000,000	HK\$242,500,000	General working capital of the Group	As intended

Save as to the above, the Company has not carried out any capital fund raising activities in the 12 months period immediately before the date of this announcement.

Shareholders and potential investors should note that the Completion is subject to the fulfilment or waiver of conditions under the Subscription Agreement and may or may not proceed. Shareholders and potential investors are reminded to exercise caution when dealing in the Shares of the Company.

DEFINITIONS

In this announcement, the following expressions shall have the following meanings, unless the context requires otherwise:

“AGM”	the annual general meeting of the Company held on 6 June 2016;
“associate(s)”	has the same meaning ascribed thereto under the Listing Rules;
“Board”	the board of Directors;
“Business Day”	any day (excluding Saturdays) on which banks are open for business in Hong Kong;
“Company”	China Metal Resources Utilization Limited, a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 1636);
“Completion”	completion of the Subscription;
“connected person(s)”	has the same meaning ascribed thereto under the Listing Rules;
“Director(s)”	the director(s) of the Company;
“General Mandate”	the general mandate granted to the Directors by the resolution of the Shareholders passed at the AGM to allot, issue and deal with Shares and to make or grant offers, agreements and options which may require Shares to be issued, allotted or dealt with, which is subject to the limit of 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the AGM;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Independent Third Party”	person(s) who is/are independent of the Company and its connected persons and their respective associates;

“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;
“PRC”	the People’s Republic of China, excluding (except where the context requires) Hong Kong, Macau Special Administrative Region and Taiwan;
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company;
“Shareholder(s)”	holder(s) of the Shares;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Subscriber”	Prosper Rich Investments Limited, a company incorporated in the British Virgin Islands;
“Subscription”	the subscription by the Subscriber of the Subscription Shares pursuant to the Subscription Agreement;
“Subscription Agreement”	the subscription agreement dated 1 June 2017 entered into among the Company and the Subscriber in relation to the Subscription;
“Subscription Price”	HK\$2.70 per Subscription Share;
“Subscription Share(s)”	New Share(s) to be allotted and issued to the Subscriber pursuant to the Subscription Agreement, comprising a total of 74,074,074 new Shares to be allotted and issued to the Subscriber;
“%”	per cent.

By order of the Board
China Metal Resources Utilization Limited
Mr. YU Jianqiu
Chairman

Hong Kong, 1 June 2017

As at the date of this announcement, the Board comprises of four executive directors, namely, Mr. Yu Jianqiu (Chairman), Mr. Kwong Wai Sun Wilson, Mr. Huang Weiping and Ms. Zhu Yufen; and three independent non-executive directors, namely, Mr. Lee Ting Bun Denny, Mr. Pan Liansheng and Ms. Ren Ruxian.