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## **Nickel Resources International Holdings Company Limited**

### **鎳資源國際控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2889)**

## **UPDATE ON THE NUMBER OF RELEVANT SECURITIES IN ISSUE PURSUANT TO RULE 3.8 OF THE TAKEOVERS CODE**

This announcement is made by Nickel Resources International Holdings Company Limited (the “**Company**”) pursuant to Rule 3.8 of The Code on Takeovers and Mergers (the “**Takeovers Code**”) issued by the Securities and Futures Commission of Hong Kong.

Reference is made to (i) the announcement of the Company dated 7 March 2016 in relation to, among other things, the proposed issue of subscription shares under the specific mandate, the application for the whitewash waiver and special deal; (ii) the announcements of the Company dated 20 June 2016, 22 June 2016, 4 July 2016, 3 August 2016, 5 April 2017, 4 May 2017, 4 July 2017, 1 August 2017, 2 January 2018, 15 March 2018 and 20 March 2018 in relation to updates of the number of relevant securities; (iii) the announcement of the Company dated 15 March 2018 in relation to inside information relating to the Convertible Bonds; and (iv) the announcement of the Company dated 7 July 2016 relating to the Extraordinary Resolutions passed by the holders of the Convertible Bonds to participate in the Schemes (the “**Announcements**”). Unless otherwise stated, capitalised terms used in this announcement shall have the same meanings as defined in the Announcements.

### **UPDATE OF NUMBER OF RELEVANT SECURITIES OF THE COMPANY**

As disclosed in the Announcements, the Convertible Bonds matured but were not repaid on 12 March 2018 because an Extraordinary Resolution had been passed by the holders of the Convertible Bonds on 6 July 2016 for their participation in the Schemes which are proposed to be implemented later this year. According to the conditions attached to the Convertible Bonds, when the principal amount is not repaid on maturity, then the original conversion period which expired on maturity date revives and/or continues to be exercisable, up to and including the close of business (at the place where the certificate evidencing the Convertible Bond is deposited for conversion) on the date upon which the full amount of the moneys payable in respect of the Convertible Bond has been duly received by the principal agent or the trustee, and notice of such receipt has been given to holders of the Convertible Bonds.

If all the Convertible Bonds, which are in the outstanding aggregate principal amount of HK\$46,775,000, are converted, an aggregate 212,613,636 Shares would fall to be issued (assuming conversion at the current conversion price of HK\$0.22 per Share).

Notwithstanding the above, holders of Convertible Bonds who submitted Electronic Voting Instructions in relation to the Extraordinary Resolution of 6 July 2016 should note that they are not permitted, pursuant to the relevant rules and regulations of the clearing system and the representations they made in their Electronic Voting Instructions, to convert their Convertible Bonds until the earliest of (i) the withdrawal of the proposals which are the subject of the Extraordinary Resolution; or (ii) the Schemes becoming effective or if the Debt Restructuring Proposal is not approved at the Scheme Meetings, the conclusion of the Scheme Meetings (or, if later, any adjournment of such Scheme Meetings).

As at the date of this announcement, the relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company comprised (i) 3,088,131,105 Shares in issue; (ii) 26,800,000 outstanding Share Options; and (iii) Convertible Bonds in the outstanding principal amount of HK\$46,775,000 convertible into 212,613,636 Shares (assuming conversion at the current conversion price of HK\$0.22 per Share) subject to the restrictions mentioned above. Save for the aforesaid, the Company has no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) as at the date of this announcement.

## **DISCLOSURE OF DEALINGS**

Respective associates (within the meaning ascribed thereto under 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 and the Subscriber are reminded to disclose their dealings in any relevant securities of the Company pursuant to the requirements of the Takeovers Code. In accordance with Rule 3.8 of the Takeovers Code, the full text of Note 11 to Rule 22 of the Takeovers Code is reproduced below:

*“Responsibilities of stockbrokers, banks and other intermediaries*

*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.”*

## **CONTINUED SUSPENSION OF TRADING**

At the request of the Company, trading in the Shares on the Stock Exchange has been suspended since 9:00 a.m. on 1 April 2015. The trading in the Shares on the Stock Exchange will continue to be suspended until further notice.

By order of the Board  
**Nickel Resources International Holdings Company Limited**  
**Dong Shutong**  
*Chairman*

Hong Kong, 23 March 2018

*As at the date of this announcement, the executive Directors are Mr. Dong Shutong (Chairman), Mr. Dong Chengzhe, Mr. Wang Ping, Mr. Song Wenzhou 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.*

*All Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable inquiries, 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 contained in this announcement misleading.*