



## Monthly Return for Equity Issuer and Hong Kong Depositary Receipts listed under Chapter 19B of the Exchange Listing Rules on Movements in Securities

For the month ended: 28 February 2022

Status: New Submission

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer: China Metal Resources Utilization Limited

Date Submitted: 01 March 2022

### I. Movements in Authorised / Registered Share Capital

1. Type of shares	Ordinary shares	Class of shares	Not applicable	Listed on SEHK (Note 1)	Yes	
Stock code	01636	Description				
	Number of authorised/registered shares	Par value		Authorised/registered share capital		
Balance at close of preceding month	100,000,000,000	HKD	0.1	HKD	10,000,000,000	
Increase / decrease (-)				HKD		
Balance at close of the month	100,000,000,000	HKD	0.1	HKD	10,000,000,000	

Total authorised/registered share capital at the end of the month: HKD 10,000,000,000

**II. Movements in Issued Shares**

1. Type of shares	Ordinary shares	Class of shares	Not applicable	Listed on SEHK (Note 1)	Yes	
Stock code	01636	Description				
Balance at close of preceding month		3,456,020,067				
Increase / decrease (-)		1,025,537,194				
Balance at close of the month		4,481,557,261				

### III. Details of Movements in Issued Shares

#### (A). Share Options (under Share Option Schemes of the Issuer)

1. Type of shares issuable	Ordinary shares	Class of shares	Not applicable	Shares issuable to be listed on SEHK (Note 1)	Yes		
Stock code of shares issuable (if listed on SEHK) (Note 1)		01636					
Particulars of share option scheme	Number of share options outstanding at close of preceding month	Movement during the month		Number of share options outstanding at close of the month	No. of new shares of issuer issued during the month pursuant thereto (A)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month	The total number of securities which may be issued upon exercise of all share options to be granted under the scheme at close of the month
1). Share Option Scheme	164,808,334			164,808,334		164,808,334	510,410,340
General Meeting approval date (if applicable)		22 February 2022					

Total A (Ordinary shares): \_\_\_\_\_

Total funds raised during the month from exercise of options: HKD \_\_\_\_\_

#### (B). Warrants to Issue Shares of the Issuer which are to be Listed Not applicable

#### (C). Convertibles (i.e. Convertible into Issue Shares of the Issuer which are to be Listed)

1. Type of shares issuable	Ordinary shares	Class of shares	Not applicable	Shares issuable to be listed on SEHK (Note 1)	No		
Stock code of shares issuable (if listed on SEHK) (Note 1)		01636					
Description of the Convertibles	Currency	Amount at close of preceding month	Movement during the month		Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto (C)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1). Convertible Bonds due 2020 (as defined in announcements dated 31/07/2017, 22/04/2020 and 31/12/2021)	HKD	590,000,000	Others	-362,266,126.04	227,733,873.96		76,165,175
			set off against the Subscription Considerations on 24/2/2022				

Type of convertibles	Bond/Notes
Stock code of the Convertibles (if listed on SEHK) (Note 1)	
Subscription/Conversion price	HKD 2.99
General Meeting approval date (if applicable)	22 February 2022

Total C (Ordinary shares): \_\_\_\_\_

Remarks:

On 31 December 2021, (i) the Company entered into the Subscription Agreements with the holders of the Convertible Bonds and, subject to completion of the Subscriptions, the Subscription Considerations would be set off against the outstanding principal and interests under the Convertible Bonds; and (ii) the Company also entered into certain amendment documents with one of the holder of the Convertible Bonds, namely Huarong, which propose to, amongst others, amend certain terms of the Huarong Convertible Bonds and to extend the maturity date of the Huarong Convertible Bonds, subject to, amongst others, the approvals of the Shareholders and the Stock Exchange. For further details of the Subscriptions and the amendment of terms of the Convertible Bonds, please refer to the announcement dated 31/12/2021 and the circular dated 4/2/2022. On 24/2/2022, the Completions took place. Upon the Completions, (i) the outstanding liabilities of the Company under the Prosper Rich Convertible Bonds were set off in full by the Prosper Rich Subscription Consideration on a dollar-for-dollar basis and (ii) the Huarong Subscription Consideration was set off against the equivalent amount of the outstanding principal amount and accrued interests under the Huarong Convertible Bonds on a dollar-for-dollar basis.

**(D). Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be listed, including Options (other than Share Options Schemes)**

1. Type of shares issuable	Ordinary shares	Class of shares	Not applicable	Shares issuable to be listed on SEHK (Note 1)	Yes	
Stock code of shares issuable (if listed on SEHK) (Note 1)		01636				
	Description	General Meeting approval date (if applicable)	No. of new shares of issuer issued during the month pursuant thereto (D)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month		
1).	Maximum 65,833,000 Consideration Shares at an Issue Price of HKD5.00 per Consideration Share (as defined in announcement dated 19/10/2018) may be issued pursuant to the Sale and Purchase Agreements (please refer to announcements dated 19/10/2018, 31/10/2018 and 16/11/2018 for details)	06 June 2018		65,833,000		
2).	500,000,000 Huarong Subscription Shares at the Subscription Price of HKD0.465 per Subscription Share (as defined in announcement dated 31/12/2021) may be issued pursuant to the Huarong Subscription Agreement (please refer to announcement dated 31/12/2021 and the circular dated 4/2/2022 for details)	22 February 2022	500,000,000			
3).	525,537,194 Prosper Rich Subscription Shares at the Subscription Price of HKD0.465 per Subscription Share (as defined in announcement dated 31/12/2021) may be issued pursuant to the Prosper Rich Subscription Agreement (please refer to announcement dated 31/12/2021 and the circular dated 4/2/2022 for details)	22 February 2022	525,537,194			

Total D (Ordinary shares): \_\_\_\_\_ 1,025,537,194



**IV. Information about Hong Kong Depositary Receipt (HDR)** Not applicable

## V. Confirmations

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III and IV which has not been previously disclosed in a return published under Main Board Rule 13.25A / GEM Rule 17.27A, it has been duly authorised by the board of directors of the listed issuer and, insofar as applicable:

(Note 2)

- (i) all money due to the listed issuer in respect of the issue of securities has been received by it;
- (ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;
- (iv) all the securities of each class are in all respects identical (Note 3);
- (v) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;
- (vi) all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue;
- (vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and
- (viii) the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

Submitted by: YU Jianqiu

Title: Director

(Director, Secretary or other Duly Authorised Officer)

### Notes

1. SEHK refers to Stock Exchange of Hong Kong.
2. Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under Main Board Rule 13.25A / GEM Rule 17.27A in relation to the securities issued, no further confirmation is required to be made in this return.

3. "Identical" means in this context:
  - . the securities are of the same nominal value with the same amount called up or paid up;
  - . they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
  - . they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.
4. If there is insufficient space, please submit additional document.
5. In the context of repurchase of shares:
  - . "shares issuable to be listed on SEHK" should be construed as "shares repurchased listed on SEHK"; and
  - . "stock code of shares issuable (if listed on SEHK)" should be construed as "stock code of shares repurchased (if listed on SEHK)"; and
  - . "type of shares issuable" should be construed as "type of shares repurchased"; and
  - . "issue and allotment date" should be construed as "cancellation date"
6. In the context of redemption of shares:
  - . "shares issuable to be listed on SEHK" should be construed as "shares redeemed listed on SEHK"; and
  - . "stock code of shares issuable (if listed on SEHK)" should be construed as "stock code of shares redeemed (if listed on SEHK)"; and
  - . "type of shares issuable" should be construed as "type of shares redeemed"; and
  - . "issue and allotment date" should be construed as "redemption date"