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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)

PROFIT WARNING

The Board wishes to announce that the Group would record a net loss for the six months ended 30 June 2009 (as compared with the net profit attributable to the Shareholders of approximately RMB6.67 million for the corresponding period in 2008) due to (i) demand for organic fertilizers remained sluggish in first half of 2009; (ii) additional amortization charges in respect of the outstanding Convertible Bonds in the principal sum of HK\$756,900,000 issued by the Company in July 2008.

The information in this announcement is based on the Board's preliminary assessment of the unaudited consolidated management account of the Company and other information and data available to the Group, and such accounts have not been audited by the Company's auditor. The Company is still in the course of preparing the Group's interim results for the six months ended 30 June 2009 and the results announcement of the Company for the six months ended 30 June 2009 is expected to be released on or before 14 August 2009.

Shareholders and potential investors are advised to exercise caution when dealing in the shares of the Company.

The board (the “**Board**”) of directors of China Nonferrous Metals Company Limited (the “**Company**”, together with its subsidiaries as the “**Group**”) wishes to announce that the Group would record a net loss for the six months ended 30 June 2009 (as compared with the net profit attributable to the Shareholders of approximately RMB6.67 million for the corresponding period in 2008) due to (i) demand for organic fertilizers remained sluggish in first half 2009; (ii) additional amortization charges in respect of the outstanding Convertible Bonds (the “**Convertible Bonds**”) in the principal sum of HK\$756,900,000 issued by the Company in July 2008.

Demand for the Group's organic fertilizers remained sluggish in the second quarter of 2009, as a result of the high level of stock maintained by farmers in the PRC. Agricultural activities were still affected by the earthquake which took place in Sichuan Province, PRC last year. Although the mining business of the Group has recorded profit in the first half, the extent of which was not sufficient to compensate for the decrease in profit in the fertilizer business recorded in the same period and the additional amortization charges in respect of the Convertible Bonds issued in July 2008. Such amortization charges were not recorded in the corresponding period in 2008.

The Group expects the revenue and profits for the mining operation in the following quarters of 2009 will increase gradually, as the new processing facilities of the Group are now in full operation and the demand and prices of nonferrous metals are expected to increase further due to the economic recovery in the PRC. The information in this announcement is based on the Board's preliminary assessment of the unaudited consolidated management account of the Company and other information and data available to the Group, and such accounts have not been audited by the Company's auditor. The Company is still in the course of preparing the Group's interim results for the six months ended 30 June 2009 and the results announcement of the Company for the six months ended 30 June 2009 is expected to be released on or before 14 August 2009.

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By order of the Board
China Nonferrous Metals Company Limited
Zhuo Ze Fan
Chairman

Hong Kong, 4 August 2009

As at the date of this announcement, the executive directors of the Company are Mr. Zhuo Ze Fan, Ms. Xie Yi Ping, Dr. Yu Heng Xiang, Mr. Ng Tang, Mr. Xu Bing, Mr. Kang Hongbo and Mr. Han Qiong and the independent non-executive directors are Mr. Zhao Shou Guo, Mr. Chau Kam Wing Donald and Mr. Yang Rui.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

This announcement will remain on the "Latest Company Announcements" page of the GEM website at www.hkgem.com and the Company's website at www.cnm.com.hk for at least 7 days from the date of its publication.

* *For identification purpose only*