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中國鎳資源
CHINA NICKEL RESOURCES

China Nickel Resources Holdings Company Limited

中國鎳資源控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 02889)

NOTICE OF 2014 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2014 annual general meeting (the “**Annual General Meeting**”) of China Nickel Resources Holdings Company Limited 中國鎳資源控股有限公司 (the “**Company**”) will be held at Macau Jockey Club Function Room, 1/F., China Merchants Tower, Shun Tak Centre, 168–200 Connaught Road Central, Hong Kong on Friday, 28 November 2014 at 3:00 p.m. for the following purposes:

1. To receive the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and the independent auditor for the year ended 31 December 2013.
2. To re-elect Mr. Dong Chengzhe as director.
3. To re-elect Mr. Wang Ping as director.
4. To re-elect Mr. Yin Sheping as director.
5. To re-elect Mr. Song Wenzhou as director.
6. To re-elect Mr. Wong Chi Keung as director.
7. To authorise the board of directors to fix the directors’ remuneration.
8. To re-appoint PricewaterhouseCoopers as auditor and to authorise the board of directors to fix their remuneration.

9. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT

- (i) subject to paragraph (ii) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase its own shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the securities of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong (the “**Securities and Futures Commission**”) and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the rules and regulations of the Securities and Futures Commission, the Stock Exchange or any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved and authorised;
- (ii) the aggregate number of shares of the Company to be purchased or agreed conditionally or unconditionally to be purchased by the Company pursuant to the approval in paragraph (i) above during the Relevant Period shall not exceed 10% of the issued share capital of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly; and
- (iii) for the purposes of this resolution “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
 - (a) the conclusion of the next annual general meeting of the Company;
 - (b) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and
 - (c) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the articles of association of the Company to be held.”.

10. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT

- (i) subject to paragraph (iii) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to issue, allot and deal with the unissued shares in the capital of the Company (the “**Shares**”) or securities convertible into shares, options, warrants or similar rights to subscribe for any Shares, and to make or grant offers, agreements and options which would or might require the exercise of such powers be and is hereby generally and unconditionally approved and authorised;

- (ii) the approval in paragraph (i) above shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;
- (iii) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to the approval given in paragraph (i) above, otherwise than pursuant to:
 - (a) a Rights Issue (as hereinafter defined);
 - (b) the exercise of any rights of subscription or conversion attaching to any warrants, bonds and debentures issued by the Company or any securities of the Company which carry rights to subscribe for or are convertible into Shares;
 - (c) the exercise of any option under the share option scheme or similar arrangement for the time being adopted by the Company for the grant or issue to eligible persons of Shares or rights to acquire Shares;
 - (d) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares pursuant to the articles of association of the Company; or
 - (e) a specific authority granted or to be granted by the shareholders of the Company in general meeting;

shall not exceed 20% of the issued share capital of the Company as at the date of passing this resolution and the said approval shall be limited accordingly; and

- (iv) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and
- (c) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the articles of association of the Company to be held.

“Rights Issue” means an offer of Shares open for a period fixed by the Directors to holders of Shares of the Company or any class thereof on the register of members on a fixed record date in proportion to their then holdings of such Shares or class thereof (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”.

11. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** subject to the passing of resolutions no. 9 and no. 10 set out in the notice convening this meeting, the general mandate granted to the directors of the Company the powers of the Company to issue, allot and deal with the unissued shares of the Company pursuant to resolution no. 10 set out in the notice convening this meeting be and is hereby extended by the addition thereto the number of shares of the Company to be repurchased by the Company under the authority granted pursuant to resolution no. 9 set out in the notice convening this meeting, provided that such number of shares in aggregate shall not exceed 10% of the issued share capital of the Company as at the date of passing this resolution and the said approval shall be limited accordingly.”.

For and on behalf of the Board
China Nickel Resources Holdings Company Limited
中國鎳資源控股有限公司
Dong Shutong
Chairman

27 October 2014

Notes:

1. A member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A member of the Company who is the holder of two or more shares of the Company may appoint more than one proxy to represent him and vote on his behalf. A proxy need not be a member of the Company. If more than one proxy is appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed.
2. To be valid, the form of proxy and the power of attorney or other authority, if any, under which it is signed, or a certified copy thereof must be lodged with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 48 hours before the time appointed for holding the Annual General Meeting or at any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or at any adjournment thereof if you so wish. In such event, the form of proxy shall be deemed to be revoked.
3. For determining the qualification as members of the Company to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Wednesday, 26 November 2014 to Friday, 28 November 2014, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, all transfers of shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 25 November 2014.
4. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

As at the date of this notice, the executive directors of the Company are Mr. Dong Shutong (Chairman), Mr. Dong Chengzhe, Mr. Wang Ping, Mr. Yin Sheping, Mr. Song Wenzhou and Mr. Yang Fei; the non-executive director of the Company is Mr. Yang Tianjun; and the independent non-executive directors of the Company are Mr. Bai Baohua, Mr. Huang Changhuai, Mr. Wong Chi Keung and Mr. Fahmi Idris.