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Nickel Resources International Holdings Company Limited
鎳資源國際控股有限公司

*(formerly known as “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: 2889)

**NOTICE OF ADJOURNED MEETING OF THE HOLDERS
OF THE HK\$325,825,000 IN INITIAL AGGREGATE PRINCIPAL
AMOUNT OF 8.00 PER CENT. SECURED CONVERTIBLE
BONDS DUE 2018 (THE “CONVERTIBLE BONDS”)**

(ISIN: XS0776577115)

Reference is made to the announcement of Nickel Resources International Holdings Company Limited (the “**Company**”) dated 22 June 2016 in relation to, among other things, the adjournment of the meeting of the holders of the Convertible Bonds.

Set out below is a notice of the Adjourned Meeting (as defined below) of the holders of the Convertible Bonds which has been given to the holders of the Convertible Bonds in accordance with the terms and conditions of the Convertible Bonds.

NOTICE IS HEREBY GIVEN that the meeting of the Holders of the Convertible Bonds convened for and held by the Company on 21 June 2016 by the notice dated 30 May 2016 (the “**Original Meeting**”) was adjourned through lack of a quorum and that an adjourned meeting of the Holders (the “**Adjourned Meeting**”) will be held at Room 3501, 35th Floor, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong on 6 July 2016 at 10.30 a.m. (Hong Kong time) for the purpose of considering and, if thought fit, passing the following resolution which will be proposed as an Extraordinary Resolution, in accordance with the provisions of the Convertible Bonds Trust Deed (as defined in the form of Extraordinary Resolution set out below). In this notice, the term “**Holder**” means a person in whose name a Convertible Bond is registered, and “**Beneficial Owner**” means a person who has an interest in the Convertible Bonds, whether directly or through any bank, broker, custodian, nominee, clearing system or other intermediary.

In accordance with normal practice, DB Trustees (Hong Kong) Limited as trustee (the “**Trustee**”) does not express any opinion on the merits of the proposed modifications and amendments contained in the Extraordinary Resolution but has authorised it to be stated that it has no objection to the Extraordinary Resolution being submitted to the Holders for their consideration. The Trustee has not been involved in negotiating the proposed modifications and amendments and makes no representation that all relevant information has been disclosed to the Holders or Beneficial Owners for their consideration.

Unless the context otherwise requires, capitalised terms used but not otherwise defined in this notice shall bear the meanings given to them in the Convertible Bonds Trust Deed.

The text of the Extraordinary Resolution is as follows:

EXTRAORDINARY RESOLUTION IN RELATION TO THE CONVERTIBLE BONDS

“**THAT THIS MEETING** (the “**Meeting**”) of the holders (the “**Holders**”) of the HK\$325,825,000 in initial aggregate principal amount of 8.00 per cent. Secured Convertible Bonds due 2018 (ISIN XS0776577115) (the “**Convertible Bonds**”) issued by Nickel Resources International Holdings Company Limited (formerly known as China Nickel Resources Holdings Company Limited) (the “**Company**”) and constituted by a trust deed dated 31 May 2012, as supplemented on 13 June 2014, (the “**Convertible Bonds Trust Deed**”) made between the Company and DB Trustees (Hong Kong) Limited (the “**Convertible Bonds Trustee**”) by Extraordinary Resolution (as defined in the Convertible Bonds Trust Deed) (this “**Extraordinary Resolution**”) hereby **RESOLVES** to:

- (a) approve the Debt Restructuring Proposal (as defined in the Consent Solicitation Memorandum dated 30 May 2016 published by the Company in relation to the Convertible Bonds and produced at the Meeting (the “**Consent Solicitation Memorandum**”));
- (b) irrevocably and unconditionally instruct the Convertible Bonds Trustee and the Security Trustee (as defined in the Convertible Bonds Trust Deed) not to enforce, or take any step with a view to enforcing, any Security (as defined in the Convertible Bonds Trust Deed) from the date of this Extraordinary Resolution pending implementation of the Debt Restructuring Proposal and approval of the Schemes (as defined in the Consent Solicitation Memorandum), and to execute any and all documentation, deliver any notice, or take any action required to release the Security as required under the Schemes following the Schemes becoming Effective (as defined in the Consent Solicitation Memorandum);
- (c) irrevocably and unconditionally instruct the Convertible Bonds Trustee to vote the entire principal amount of the Convertible Bonds outstanding in favour of the Schemes at the Scheme Meetings (as defined in the Consent Solicitation Memorandum) and any adjourned or rescheduled Scheme Meeting;
- (d) irrevocably and unconditionally waive any Event of Default or Potential Event of Default (each as defined in the Convertible Bonds Trust Deed) (i) which might occur as a result of the agreement set out in paragraphs (a) to (c) above or (ii) which has otherwise occurred in respect of the Convertible Bonds prior to the date hereof (howsoever described and howsoever arising);

- (e) irrevocably and unconditionally agree that from the date of this Extraordinary Resolution to (and including) the date upon which the Schemes are implemented no Holder shall demand repayment of any amount due under the Convertible Bonds or take any action to enforce the payment of monies or exercise any other right thereunder or otherwise take any action against the Company whether or not under the terms and conditions of the Convertible Bonds or request or require the Convertible Bonds Trustee to take any of the foregoing actions;
- (f) authorise, request, empower and direct the Convertible Bonds Trustee and the Security Trustee to concur in and to execute and do, all such other deeds, instruments, acts and things, and to take all steps as may be necessary or, in the written opinion of the Company (which written opinion may be relied upon by the Convertible Bonds Trustee and the Security Trustee without enquiry or liability) desirable or expedient to carry out and give effect to this Extraordinary Resolution and the Debt Restructuring Proposal and the Schemes including, without limitation, the execution of any documentation required to release the Security;
- (g) discharge and exonerate each of the Convertible Bonds Trustee, the Security Trustee and BT Globenet Nominees Limited (in its capacity as registered holder of the Convertible Bonds) from all liability to Holders for its acts or omissions in furtherance of or in connection with this Extraordinary Resolution and its implementation; and
- (h) sanction every abrogation, modification, compromise or arrangement in respect of the rights of the Holders against the Company (whether or not such rights arise under the Convertible Bonds Trust Deed and/or the Security Trust Deed (as defined in the Convertible Bonds Trust Deed)) involved in or resulting from the approvals, authorisations and actions referred to in paragraphs (a) to (g) of this Extraordinary Resolution,

provided however, that this Extraordinary Resolution shall be effective only if the extraordinary resolution to be put to the holders of the Senior Bonds (as defined in the Consent Solicitation Memorandum) and described in the Consent Solicitation Memorandum, is also passed.”

All Holders of the Convertible Bonds are entitled to participate in the Adjourned Meeting and to vote in connection with the Extraordinary Resolution at the Adjourned Meeting, whether or not they participated in the Original Meeting. Beneficial Owners may give instructions to the Holders in respect of their Convertible Bonds as described in the Consent Solicitation Memorandum.

Documents Available for Inspection

Holders and Beneficial Owners may, at any time during normal business hours on any weekday from the date hereof up to and including 5 July 2016 and at the Adjourned Meeting (and for 15 minutes prior thereto), inspect copies of the documents listed below relating to the Convertible Bonds at the specified office of the Tabulation Agent and at the Adjourned Meeting (and for 15 minutes prior thereto). The details of the specified office of the Tabulation Agent are set out at the end of this notice.

The documents available for inspection in relation to the Adjourned Meeting are as follows:

- the Convertible Bonds Trust Deed dated 31 May 2012 including the supplement thereto dated 13 June 2014; and
- a copy of the Consent Solicitation Memorandum.

Voting and Quorum

- (a) The relevant provisions governing the convening and holding of the Adjourned Meeting are set out in Schedule 3 to the Convertible Bonds Trust Deed, a copy of which is available for inspection as referred to above. Unless the context otherwise requires, words and expressions used in this section have the meanings ascribed to them in the Convertible Bonds Trust Deed.
- (b) Holders, or Beneficial Owners, who have sent valid Electronic Voting Instructions (as defined in the Consent Solicitation Memorandum) need to take no further action in relation to voting at the Meeting. By submitting Electronic Voting Instructions, each Holder or Beneficial Owner will irrevocably instruct the Tabulation Agent to appoint two duly authorised representatives of the Tabulation Agent as proxies (who may also be proxies in respect of other Holders or Beneficial Owners) for such Holder or Beneficial Owner to attend the Adjourned Meeting and instruct it to vote in the manner specified in such Electronic Voting Instruction in connection with the Extraordinary Resolution.

Paragraphs (c) to (f) below apply only to Holders or Beneficial Owners who have not submitted Electronic Voting Instructions, or have not had Electronic Voting Instructions submitted on their behalf, to the relevant Clearing System in accordance with the terms of the Consent Solicitation Memorandum, and in the case of paragraphs (c) to (e), summarise the provisions of Schedule 3 to the Convertible Bonds Trust Deed. Beneficial Owners who wish to take any of the actions described in those paragraphs will need to act through any bank, broker, custodian, nominee or other intermediary and the relevant Clearing System through which they hold their interests in the Convertible Bonds.

- (c) A Holder of the Convertible Bonds may by an instrument in writing (a “**form of proxy**”) in the form available from the specified office of any Agent in English signed by the Holder or, in the case of a corporation, executed under its common seal or signed on its behalf by an attorney or a duly authorised officer of the corporation and delivered to any Agent, not later than 48 hours before the time fixed for the Adjourned Meeting, appoint any person (a “**proxy**”) to act on his or its behalf in connection with the Adjourned Meeting. The names and addresses of the Agents at the date of this notice are set out below.
- (d) Any holder of a Convertible Bond which is a corporation may by delivering to any Agent not later than the Expiration Time (as defined in the Consent Solicitation Memorandum) before the time fixed for the Adjourned Meeting a resolution of its directors or other governing body in English authorise any person to act as its representative (a “**representative**”) in connection with the Adjourned Meeting.
- (e) A proxy or representative so appointed as described in paragraphs (c) or (d) above shall, so long as such appointment remains in force, be deemed for all purposes in connection with the Adjourned Meeting to be the holder of the Convertible Bonds to which such appointment relates and the holder of such Convertible Bonds shall be deemed for such purposes not to be the holder.
- (f) Pursuant to the rules and regulations of the relevant Clearing Systems (as defined in the Consent Solicitation Memorandum):
 - (i) Beneficial Owners and Direct Participants (as defined in the Consent Solicitation Memorandum) who hold their interest in Convertible Bonds through a Clearing System and who wish to attend and vote at the Adjourned Meeting should contact the relevant Clearing System to make arrangements to be appointed as a proxy (by the Holder) in respect of the Convertible Bonds in which they have an interest for the purposes of attending and voting at the Adjourned Meeting. Beneficial Owners must have made arrangements to vote with the relevant Clearing System by not later than 48 hours before the time fixed for the Adjourned Meeting and within the relevant time limit specified by the relevant Clearing System and request or make arrangements for the relevant Clearing System to block the relevant Convertible Bonds held by such persons in the relevant Direct Participant’s account. The proxy to be so appointed may be selected by the Direct Participant or the Beneficial Owner (which could be the Beneficial Owner if an individual) or the Beneficial Owner can request through its Direct Participant for the Holder to appoint the Tabulation Agent or any two of its employees (as it shall determine) as proxy to cast the votes relating to the relevant Convertible Bonds in which he has an interest at the Adjourned Meeting.

- (ii) A Direct Participant whose Convertible Bonds have been so blocked will thus be able to procure that an Electronic Voting Instruction is given in accordance with the procedures of Euroclear or Clearstream to the Tabulation Agent.
- (iii) Any Convertible Bond(s) so held and blocked for either of these purposes will be released to the Direct Participant by the relevant Clearing System on the earliest of:
 - (i) a withdrawal of the proposals which are the subject of the Extraordinary Resolution;
 - (ii) in the event the Extraordinary Resolution is not passed or the Adjourned Meeting is cancelled, the conclusion of the Adjourned Meeting;
 - (iii) 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); and
 - (iv) the revocation of the relevant Electronic Voting Instruction;provided, however, in the case of (ii) and (iii) above, that if the Holder has caused a proxy to be appointed in respect of such Convertible Bond(s), such Convertible Bond(s) will not be released to the relevant Direct Participant unless and until the Holder has notified the Company of the necessary revocation of or amendment to such proxy.

An Extraordinary Resolution may only be considered at the Adjourned Meeting if such Adjourned Meeting is quorate. The Adjourned Meeting will be quorate if at least two persons being entitled to vote (whether as a Holder or as proxy or representative) are present at such Adjourned Meeting who hold or represent in aggregate not less than 33 per cent. in principal amount of such Convertible Bonds for the time being outstanding.

If a quorum is not present within 15 minutes from the time fixed for the Adjourned Meeting, the Adjourned Meeting shall be dissolved.

Holders who have not already submitted Electronic Voting Instructions prior to the Expiration Time in connection with the Original Meeting may submit Electronic Voting Instructions during up to the time which is 48 hours prior to the time and date fixed for the Adjourned Meeting.

Every matter to be decided at the Adjourned Meeting will be decided in the first instance on a show of hands unless a poll is demanded by the chairman, the Company, the Convertible Bonds Trustee or by one or more persons holding one or more Convertible Bonds or being proxies or representatives and holding or representing in the aggregate not less than two per cent. in principal amount of the Convertible Bonds for the time being outstanding.

On a show of hands every Holder who is present in person or any person who is present and is a proxy or a representative, shall have one vote. On a poll every such person who is so present shall have one vote in respect of each HK\$25,000 in principal amount of Convertible Bonds held or owned by such person or in respect of which he is a proxy or representative.

In case of equality of votes on a show of hands the chairman shall have a casting vote in addition to any other votes that he may have.

Votes in favour of an Extraordinary Resolution must represent at least three-quarters of the votes cast in respect of the Extraordinary Resolution to be duly passed.

If passed, an Extraordinary Resolution will be binding upon all Holders, whether or not they were present or represented at the Adjourned Meeting and whether or not they voted at the Original Meeting and/or Adjourned Meeting.

Election for Cash Distribution or Shares Distribution

The Debt Restructuring Proposal provides that, in the event that the Schemes become Effective, Holders will be able to receive either the Cash Distribution or the Shares Distribution (each as defined in the Consent Solicitation Memorandum). No Holder shall be entitled to receive a combination of a Cash Distribution and a Shares Distribution. Holders are required to make an election on whether they wish to receive a Cash Distribution or a Shares Distribution no later than the time of voting on the Extraordinary Resolution, whether by Form of Proxy or attendance at the Meeting or at the time of issuing an Electronic Voting Instruction.

In the event that a Holder wishes to make this election as part of its Electronic Voting Instruction, it should do so in accordance with the requirements of the relevant Clearing System.

In the event that a Holder wishes to make this election as part of a Form of Proxy, it should indicate its election on the Form of Proxy and the proxy so appointed will then indicate this election when voting such Convertible Bonds at the Meeting.

In the event that a Holder wishes to make this election at the Adjourned Meeting, it should indicate its election when casting its vote at the Adjourned Meeting.

In each case above, elections can be made and will be valid regardless of whether the relevant Holder votes in favour of the Extraordinary Resolution.

Such elections will be irrevocable unless the vote they relate to is validly revoked under the terms of the Consent Solicitation Memorandum (see “*Meeting of Convertible Bondholders — Withdrawal Rights*”).

Convertible Bondholders that have not made an election as described above will receive Cash Distribution in the event that the Schemes become Effective.

This notice is governed by, and shall be construed in accordance with, English law.

The Tabulation Agent with respect to the Consent Solicitation is:

TABULATION AGENT

Deutsche Bank AG, Hong Kong Branch
Level 52, International Commerce Centre
1 Austin Road West
Kowloon
Hong Kong
Attention: Trust and Agency Services
E-mail: hk.csg@list.db.com

The registrar, paying agent and transfer agent with respect to the Convertible Bonds are:

REGISTRAR

Deutsche Bank Luxembourg S.A.
2, Boulevard Konrad Adenauer
L-1115 Luxembourg
Luxembourg
Attention: Coupon Payment Department
Fax: +352 473 136

PAYING AGENT AND TRANSFER AGENT

Deutsche Bank AG, Hong Kong Branch
Level 52 International Commerce Centre
1 Austin Road West
Kowloon
Hong Kong
Attention: Corporate Trust
Tel: +852 2203 8888
Fax: +852 2203 7320

This notice is given by:

**NICKEL RESOURCES INTERNATIONAL HOLDINGS COMPANY LIMITED
(FORMERLY KNOWN AS CHINA NICKEL RESOURCES HOLDINGS COMPANY LIMITED)**

Registered office
Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman
KY1-1111
Cayman Islands

Principal place of business in Hong Kong
Room 3501, 35th Floor
China Merchants Tower
Shun Tak Centre
168-200 Connaught Road
Central
Hong Kong

Fax: +852 2110 0826
Attention: Board of Directors
E-mail: michaelyang@cnrholdings.cn

Dated: 24 June 2016

CONTINUED SUSPENSION OF TRADING

At the request of the Company, trading in the ordinary shares of the Company (the “**Shares**”) on The Stock Exchange of Hong Kong Limited (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.

For and on behalf of the Board
Nickel Resources International Holdings Company Limited
Dong Shutong
Chairman

Hong Kong, 24 June 2016

As at the date of this announcement, the executive directors of the Company are Mr. Dong Shutong (Chairman), Mr. Dong Chengzhe, Mr. Wang Ping, 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.

All the directors of the Company 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.