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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)

(1) PERIODIC ANNOUNCEMENT; (2) UPDATE ON THE STATUS OF THE DEBT RESTRUCTURING; AND (3) CONTINUED SUSPENSION

This announcement is made by Nickel Resources International Holdings Company Limited (the “**Company**”) pursuant to Rule 13.09(1) and 13.24A of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Reference is made to the announcements of the Company dated 11 November 2015, 18 December 2015, 2 February 2016, 7 March 2016, 29 September 2016 and 30 September 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, and the announcements of the Company dated 24 July 2015, 7 December 2015, 30 May 2016, 6 June 2016, 22 June 2016, 5 July 2016, 7 July 2016, 3 August 2016, 5 September 2016, 7 October 2016, 3 November 2016, 5 December 2016, 6 January 2017, 25 January 2017, 24 February 2017 and 24 March 2017 in relation to, among other matters, the resumption conditions imposed by the Stock Exchange on the Company, the placing of the Company in the second then the third delisting stage under Practice Note 17 to the Listing Rules by the Stock Exchange and the periodic update of the Company’s development (the “**Announcements**”). Unless otherwise stated, capitalised terms used in this announcement shall have the same meanings as defined in the Announcements.

UPDATE ON THE STATUS OF THE DEBT RESTRUCTURING

Following the pass and effectiveness of the Extraordinary Resolutions as announced by the Company on 22 June 2016 and 7 July 2016, the Company is still preparing the necessary documents to submit to the courts for the Creditors’ approval and court sanction for the Cayman Scheme and Hong Kong Scheme under the Debt Restructuring. As disclosed in the Announcements, completion of the Subscription is conditional upon, among other things, the approval of the Schemes by the courts under the Debt Restructuring. The application to the courts and the approval of the Schemes by the Creditors at the Scheme Meetings will be the next steps towards the satisfaction of the aforesaid condition precedent to completion of the Subscription.

Reference is made to the section headed “Contingent Liabilities” in the announcement of the Company dated 30 March 2017 headed “Annual Results for the year ended 31 December 2016”. The Group has been actively negotiating with Rock Resource Limited (“RR”). Currently, the Company is preparing a settlement agreement with RR, and the claims made by RR against the Company may be settled in forthcoming future.

UPDATE ON THE STATUS OF THE FULFILMENTS OF THE RESUMPTION CONDITIONS

The Company is currently taking the necessary steps to fulfil the Resumption Conditions imposed by the Stock Exchange.

Progress in proposed disposal of up to 30% equity interest in S.E.A. Mineral Limited (the “Investment”)

Reference is made to the announcements of the Company dated 24 January 2013, 28 March 2013, 26 June 2013, 6 November 2013, 27 January 2014, 30 April 2014 and 15 August 2014, in relation to the Investment. The Company is currently actively negotiating and finalising the major terms and conditions of the Investment, and the relevant agreement(s) may be extended or completed in the forthcoming future.

Application for the extension of the long stop date and possible delay in despatch of circular of the Subscription

References are made to the announcements of the Company dated 7 March 2016, 22 June 2016, 7 July 2016, 29 September 2016 and 30 September 2016 regarding, among other things, the (1) proposed issue of Subscription Shares under Specific Mandate; (2) application for the Whitewash Waiver; (3) Special Deal and (4) continued suspension of trading.

Pursuant to the Subscription Agreement, Completion is subject to the Conditions Precedent being satisfied (or waived, if applicable) on or before 31 December 2016 or such other date as may be agreed by the parties to the Subscription Agreement in writing. On 29 September 2016, the Company and the Subscriber agreed to extend the Long Stop Date from 31 December 2016 to 30 September 2017. If the Conditions Precedent have not been fulfilled or, if applicable, waived on or before the Long Stop Date, the Subscription Agreement and the rights and obligations thereunder shall be terminated, save for the rights and obligations accrued before such termination and certain surviving provisions.

The Company is actively negotiating with the Subscriber to extend the Long Stop Date from 30 September 2017 to a later date in order to fulfil the Conditions Precedent timely. Accordingly, as additional time may be required to prepare and include further information in the Circular for the Shareholders or the Independent Shareholders, as the case may be, to consider, the Company may apply to the Executive for a further extension of time for the despatch of the Circular from 31 May 2017 to a later date.

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.

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

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

Hong Kong, 27 April 2017

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.