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If you are in any doubt as to any aspect of this circular, you should consult your stockbroker, other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Nickel Resources International Holdings Company Limited 鎳資源國際控股有限公司, you should at once hand this circular together with the accompanying annual report and form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**PROPOSALS FOR
RE-ELECTION OF RETIRING DIRECTORS,
GENERAL MANDATES TO REPURCHASE SHARES
AND TO ISSUE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the 2017 annual general meeting (the “Annual General Meeting”) of Nickel Resources International Holdings Company Limited 鎳資源國際控股有限公司 (the “Company”) to be held at the Macau Jockey Club Function Room, 1/F., China Merchants Tower, Shun Tak Centre, 168–200 Connaught Road Central, Hong Kong on Thursday, 22 June 2017 at 3:30 p.m. is set out on pages 16 to 20 of this circular. Whether or not you intend to attend the Annual General Meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions stated thereon and return it to 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 as soon as possible but in any event not less than 48 hours before the time appointed for the holding the Annual General Meeting (i.e. not later than 3:30 p.m. on Tuesday, 20 June 2017 (Hong Kong time)) or 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 and at any adjournment thereof if you so wish. In such event, the form of proxy shall be deemed to be revoked.

28 April 2017

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DEFINITIONS

In this circular, the following expressions have the following meanings unless the context requires otherwise:

“Annual General Meeting”	the 2017 annual general meeting of the Company to be held on Thursday, 22 June 2017 at 3:30 p.m.
“Articles”	the existing articles of association of the Company
“Board”	the board of Directors
“Company”	Nickel Resources International Holdings Company Limited 鎳資源國際控股有限公司, an exempted company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Issue Mandate”	a general and unconditional mandate to be granted to the Directors to issue, allot and deal with unissued Shares of not exceeding 20% of the total number of issued shares of the Company as at the date of passing of the relevant resolution
“Latest Practicable Date”	24 April 2017, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Repurchase Mandate”	a general and unconditional mandate to be granted to the Directors to exercise all powers of the Company to purchase on the Stock Exchange, or any other stock exchange on which the Shares may be listed, Shares of not exceeding 10% of the total number of issued shares of the Company as at the date of passing of the relevant resolution
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	the ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	the registered holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“Takeovers Code”	the Code on Takeovers and Mergers issued by the Hong Kong Securities and Futures Commission
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“%”	per cent

LETTER FROM THE BOARD

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)

Executive Directors:

Dong Shutong (*Chairman and Chief Executive Officer*)

Dong Chengzhe (*Deputy Chief Executive Officer*)

Wang Ping (*Deputy Chief Executive Officer*)

Song Wenzhou

Yang Fei

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Non-executive Director:

Yang Tianjun

Principal place of business

in Hong Kong:

Room 1705, West Tower

Shun Tak Centre

168–200 Connaught Road Central

Sheung Wan

Hong Kong

Independent Non-executive Directors:

Bai Baohua

Huang Changhuai

Wong Chi Keung

Fahmi Idris

28 April 2017

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
RE-ELECTION OF RETIRING DIRECTORS,
GENERAL MANDATES TO REPURCHASE SHARES
AND TO ISSUE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information regarding the proposals for re-election of each of the retiring Directors and general mandates to repurchase Shares and to issue Shares to be passed at the Annual General Meeting convened to be held at the Macau Jockey Club Function Room, 1/F., China Merchants Tower, Shun Tak Centre, 168–200 Connaught Road Central, Hong Kong on Thursday, 22 June 2017 at 3:30 p.m.

LETTER FROM THE BOARD

2. RE-ELECTION OF RETIRING DIRECTORS

Pursuant to article 87 of the Articles, Mr. Dong Chengzhe, Mr. Yang Tianjun, Mr. Huang Changhuai and Mr. Wong Chi Keung, will retire as Directors by rotation at the Annual General Meeting. All retiring Directors, being eligible for re-election, offer themselves for re-election at the Annual General Meeting.

Mr. Huang Changhuai and Mr. Wong Chi Keung, who have been serving as independent non-executive directors of the Company for more than 9 years, have confirmed their independence with reference to the factors set out in Rule 3.13 of the Listing Rules. The Company considers Mr. Huang Changhuai and Mr. Wong Chi Keung are still independent in accordance with the independence guidelines as set out in the Listing Rules and will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning.

Biographical details of the retiring Directors proposed for re-election at the Annual General Meeting, which are required to be disclosed pursuant to the Listing Rules, are set out in Appendix I to this circular.

3. GENERAL MANDATE TO REPURCHASE SHARES

At the Annual General Meeting, an ordinary resolution will be proposed that the Directors be granted the Repurchase Mandate to exercise all powers of the Company to purchase on the Stock Exchange, or any other stock exchange on which the Shares may be listed, Shares of not exceeding 10% of the total number of issued shares of the Company as at the date of passing of the relevant ordinary resolution at the Annual General Meeting.

As at the Latest Practicable Date, there was a total of 3,088,131,105 Shares in issue. Subject to the passing of the relevant ordinary resolution granting the Repurchase Mandate at the Annual General Meeting and on the basis that no further Shares are issued or repurchased before the Annual General Meeting, the Company will be allowed under the Repurchase Mandate to purchase up to a maximum of 308,813,110 Shares. The Directors wish to state that they have no immediate plan to repurchase any Shares pursuant to the Repurchase Mandate.

An explanatory statement as required under the Listing Rules to provide the requisite information for your consideration of the Repurchase Mandate is set out in Appendix II to this circular.

4. GENERAL MANDATE TO ISSUE SHARES

Approval is also being sought from the Shareholders at the Annual General Meeting to grant the Issue Mandate to the Directors to issue, allot and deal with unissued Shares of not exceeding 20% of the total number of issued shares of the Company as at the date of passing of the relevant ordinary resolution at the Annual General Meeting.

LETTER FROM THE BOARD

As at the Latest Practicable Date, there was a total of 3,088,131,105 Shares in issue. Subject to the passing of the relevant ordinary resolution granting the Issue Mandate at the Annual General Meeting and on the basis that no further Shares are issued or repurchased before the Annual General Meeting, the Company will be allowed to issue not exceeding 617,626,221 Shares.

In addition, an ordinary resolution will be proposed at the Annual General Meeting adding to the Issue Mandate any Shares to be purchased by the Company pursuant to the Repurchase Mandate.

The Repurchase Mandate and the Issue Mandate would only continue in force until the earliest of (i) the conclusion of the next annual general meeting of the Company; or (ii) it is revoked or varied by ordinary resolutions of the Shareholders in general meeting; or (iii) the expiration of the period within which the Company is required by any applicable laws or the Articles to hold its next annual general meeting.

5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice convening the Annual General Meeting is set out on pages 16 to 20 of this circular.

A form of proxy for use at the Annual General Meeting is despatched with this circular and published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and of the Company (ir.nickelholdings.com). Whether or not you intend to attend the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions stated thereon and return it to 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 as soon as possible but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting (i.e. not later than 3:30 p.m. on Tuesday, 20 June 2017 (Hong Kong time)) or 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 and at any adjournment thereof if you so wish. In such event, the form of proxy shall be deemed to be revoked.

6. VOTING AT THE ANNUAL GENERAL MEETING

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at the Annual General Meeting will be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. An announcement on the voting results of the poll will be published by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

LETTER FROM THE BOARD

7. RECOMMENDATION

The Directors consider that the re-election of retiring Directors and the granting of the Repurchase Mandate and Issue Mandate to the Directors are in the best interests of the Company and the Shareholders as a whole and accordingly recommend the Shareholders to vote in favour of the relevant ordinary resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
For and on behalf of the Board
Nickel Resources International Holdings Company Limited
鎳資源國際控股有限公司
Dong Shutong
Chairman

The biographical details of the retiring Directors proposed for re-election at the Annual General Meeting are set out as follows:

1. **Mr. Dong Chengzhe**, aged 38, was appointed as an Executive Director of the Company on 12 March 2007 and was also appointed as Deputy Chief Executive Officer of the Group. He graduated from Wuhan University of Science and Technology with a Diploma in International Trade. He also obtained a Bachelor Degree in Accountancy from Royal Melbourne Institute of Technology and a Master Degree of International Finance from Deakin University in Australia. He joined the Group in 2007 and was responsible the finance and international trading activities of Zhengzhou Yongtong Special Steel Co., Ltd., an indirectly wholly-owned subsidiary of the Company. He was the general manager of Zhengzhou Yongtong Special Steel Co., Ltd., and also the director and general manager of CNR Group Holdings Pte. Ltd., an indirectly wholly-owned subsidiary of the Company. Prior to joining the Group, he was an owner of an international trading company in Australia.

He is the son of Mr. Dong Shutong, Executive Director, Chairman, Chief Executive Officer and the substantial and controlling shareholder of the Company.

Save as disclosed above, Mr. Dong does not have any relationships with any other directors, senior management, substantial shareholders or controlling shareholders of the Company nor does he hold other positions in the Company or other members of the Group. He does not at present, nor did he in the past three years, hold any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

As at the Latest Practicable Date, Mr. Dong held 1,500,000 shares and was taken to be beneficially interested in 1,500,000 underlying shares of the Company in respect of the share options of the Company granted to him within the meaning of Part XV of the SFO.

Mr. Dong has entered into a service contract with the Company for a term of three years subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the provisions of the Articles. Under the service contract, Mr. Dong is entitled to a director's salary of HK\$50,000 per month (subject to annual adjustment) which was determined by the Remuneration Committee with reference to the prevailing market conditions and based on the responsibilities taken up by him and the professional expertise exercised by him in the Company's affairs. As deputy chief executive officer, Mr. Dong is also entitled to a salary of HK\$26,000 per month. Mr. Dong is entitled to directors' emoluments in the total sum of HK\$1,038,000 for the year ended 31 December 2016.

There is no other information which is discloseable nor is/was Mr. Dong involved in any matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders.

2. **Mr. Yang Tianjun**, aged 73, was appointed as a Non-executive Director of the Company on 2 May 2005. He joined the Group in 2005. Mr. Yang worked in Ministry of Metallurgy Forty Company (冶金部四零公司) and then in Angang Steelwork (鞍鋼煉鋼廠) for a total of 14 years as a technician and then an engineer. He was the Principal of University of Beijing Science and Technology for the period from 1993 to July 2004, and has been a professor and mentor of doctorate students of the Metallurgy Department of University of Beijing Science and Technology until retirement in February 2015.

Since 1989, he was honoured with nine first-grade, second-grade or third-grade State Scientific and Technological Progress Awards in both national and provincial levels for his outstanding contributions to the State by conducting scientific researches in metallurgical projects. He was the Chairman of Sino-German Co-operative Research Project studying the multi-purpose uses of niobium. He was invited by the Research Institute of Industrial Science and Technology of Korea to lead the research in air-refined coal spray in blast furnace, and participated in a research with the Metallurgical Research Institute in coal spray in blast furnace and the mathematical model. He published over 70 academic papers locally or overseas and 6 books specialised in metallurgy. He was appointed as the vice chairman of Chinese Society of Metals in 2001 and a member of the Fifth Graduate Committee of the State Council (國務院學位委員會) in 2003.

Mr. Yang graduated in 1965 from the Metallurgical Department of Beijing Iron and Steel College. He completed his postgraduate study in 1981 and obtained a Master Degree in Metallurgy from the Beijing Iron and Steel Institute. In 1985, he was granted scholarship from Humboldt-University zu Berlin and conducted a joint research with the RWTH-Aachen University in Germany, and was awarded a Doctorate Degree in 1986.

Mr. Yang was the independent directors of Xinyu Iron & Steel Group Co., Ltd. (新餘鋼鐵股份有限公司), Gansu Jiu Steel Group Hongxing Iron & Steel Co., Ltd. (甘肅酒鋼集團宏興鋼鐵股份有限公司) and BGRIMM Magnetic Materials and Technology Co., Ltd. (北礦磁材科技股份有限公司). All of these companies are listed on the Shanghai Stock Exchange. Mr. Yang resigned from the position of independent directors of all these companies in December 2015.

Mr. Yang does not have any relationships with any directors, senior management, substantial shareholders or controlling shareholders of the Company nor does he hold other positions in the Company or other members of the Group. Saved as disclosed above, he does not at present, nor did he in the past three years, hold any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

As at the Latest Practicable Date, Mr. Yang did not have any interests in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Mr. Yang has entered into a service contract with the Company with no fixed term of service. He is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the provisions of the Articles. Under the service contract, he is entitled to director's fee in the amount of HK\$200,000 per annum which was determined by the Board with the recommendation from the Remuneration Committee and with reference to the prevailing market practice. Mr. Yang is entitled to director's fee in the total sum of HK\$200,000 for the year ended 31 December 2016.

There is no other information which is discloseable nor is/was Mr. Yang involved in any matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders.

3. **Mr. Huang Changhuai**, aged 81, was appointed as an Independent Non-executive Director of the Company on 2 May 2005. He is the Chairman of the Remuneration Committee and a member of the Audit Committee and Nomination Committee of the Company. He worked for a printing and dyeing mill as production supervisor, a political director and then deputy director. He was appointed the deputy director of the Municipal Economic System Reform Committee of Zhengzhou Municipal Government, and as the director of the Municipal Industrial and Communication Development Committee at the Third Session of the Eighth People's Congress of Zhengzhou City in 1985. He was then appointed at the Twelfth Session of the Eighth People's Congress of Zhengzhou City as the director of the city's Economic Committee in 1986. He was also appointed the deputy director of the Standing Committee of the People's Congress of Zhengzhou City. He graduated in September 1958 from Zhengzhou Textile School.

Mr. Huang does not have any relationships with any directors, senior management, substantial shareholders or controlling shareholders of the Company nor does he hold other positions in the Company or other members of the Group. He does not at present, nor did he in the past three years, hold any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

As at the Latest Practicable Date, Mr. Huang did not have any interests in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Mr. Huang has entered into a service contract with the Company with no fixed term of service. He is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the provisions of the Articles. Under the service contract, he is entitled to director's fee of HK\$200,000 per annum which was determined by the Board with the recommendation from the Remuneration Committee and with reference to the prevailing market practice. Mr. Huang is entitled to director's fee in the total sum of HK\$200,000 for the year ended 31 December 2016.

There is no other information which is discloseable nor is/was Mr. Huang involved in any matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders.

4. **Mr. Wong Chi Keung**, FCCA, FCPA, ACMA, ACIS, aged 62, was appointed as an Independent Non-executive Director of the Company on 2 May 2005. He is the Chairman of the Audit Committee and a member of the Remuneration Committee and Nomination Committee of the Company. He joined the Company in May 2005. Mr. Wong holds a Master Degree in Business Administration from University of Adelaide in Australia. He is a Fellow Member of the Hong Kong Institute of Certified Public Accountants, the Association of Chartered Certified Accountants and CPA Australia. He is also an Associate Member of both the Institute of Chartered Secretaries and Administrators and the Chartered Institute of Management Accountants. Mr. Wong was an executive director, the deputy general manager, group financial controller and company secretary of Guangzhou Investment Company Limited (now known as Yuexiu Property Company Limited) for over ten years. Mr. Wong has over 40 years of experience in finance, accounting and management.

Mr. Wong is currently an independent non-executive director and a member of the audit committee of Asia Orient Holdings Limited, Asia Standard International Group Limited, Century City International Holdings Limited, China Shanshui Cement Group Limited, China Ting Group Holdings Limited, ENM Holdings Limited, Fortunet e-Commerce Group Limited, Golden Eagle Retail Group Limited, Heng Xin China Holdings Limited, Paliburg Holdings Limited, Regal Hotels International Holdings Limited, TPV Technology Limited, Yuan Heng Gas Holdings Limited and Zhuguang Holdings Group Company Limited, all of which are listed on the Stock Exchange. He was formerly an independent non-executive director of PacMOS Technologies Holdings Limited (now known as PacRay International Holdings Limited), the shares of which are listed on the Stock Exchange (up to 30 June 2014). He was also formerly an independent non-executive director of First Natural Foods Holdings Limited* (now known as Imperial Pacific International Holdings Limited), the shares of which are listed on the Stock Exchange, from 26 November 2007 to 21 November 2013, and formerly an independent non-executive director of FU JI Food and Catering Services Holdings Limited** (now known as Fresh Express Delivery Holdings Group Co., Limited), the shares of which are listed on the Stock Exchange, from 22 November 2004 to 24 June 2011.

* Based on the published information, First Natural Foods Holdings Limited (“FNF”) (now known as Imperial Pacific International Holdings Limited), a company of which Mr. Wong has been an independent non-executive director and a chairman since 26 November 2007 and up to 21 November 2013 and since 9 October 2009 and up to 4 September 2012 respectively, was incorporated in Bermuda on 27 July 2001 and is an investment holding company. Its subsidiaries are principally engaged in the processing and trading of food products mainly including frozen and functional food products.

The shares of FNF are listed on the Stock Exchange (stock code: 1076) and have been suspended from trading upon the request of FNF since 15 December 2008. On 6 January 2009, FNF presented a winding-up petition (the “Petition”) to the High Court of the Hong Kong Special Administrative Region (the “High Court”) and Messrs. Stephen Liu Yiu Keung and David Yen Ching Wai of Ernst & Young Transactions Limited were appointed joint and several provisional liquidators of FNF. The Petition was filed with the High Court on 7 January 2009 to effect the appointment.

As at the date of the Petition, the total amount of outstanding bank loans was approximately HK\$235 million, excluding a disputed claim arising from a notice of early termination of a US\$ interest swap agreement served by a commercial bank with a carrying amount exceeding US\$15.9 million.

At the court hearing held on 4 September 2012, the High Court granted an order that the Petition be dismissed and the Provisional Liquidators have been discharged with effect from 4 September 2012. Following the completion of the group reorganisation of FNF, with effect from 4 September 2012, Mr. Wong has resigned as the chairman of the Board but would continue to serve as an independent non-executive director of FNF. The trading in the shares of FNF on the Stock Exchange was resumed on 6 September 2012.

** FU JI Food and Catering Services Holdings Limited (“FU JI”), a company incorporated in the Cayman Islands with limited liability and its shares are listed on the Stock Exchange (stock code: 1175), of which Mr. Wong has been an independent non-executive director since 22 November 2004 and up to 24 June 2011, presented a petition to the High Court to wind up FU JI, and the petition was filed with the High Court on 19 October 2009 and provisional liquidators were appointed on the same date. Based on the information published by FU JI in its 2008 annual report, it is a holding company and its subsidiaries are principally engaged in the provision of catering services, operations of Chinese restaurants and theme restaurants and production and sales of convenience food products and other related businesses.

The High Court has on 2 July 2013 granted an order to dismiss the winding-up petition against FU JI and to discharge the Provisional Liquidators from office with immediate effect.

The trading in the shares of FU JI on the Stock Exchange had been suspended since 29 July 2009 and was resumed on 8 July 2013.

Mr. Wong does not have any relationships with any directors, senior management, substantial shareholders or controlling shareholders of the Company nor does he hold other positions in the Company or other members of the Group. Saved as disclosed above, he does not at present, nor did he in the past three years, hold any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

As at the Latest Practicable Date, Mr. Wong did not have any interests in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Mr. Wong has entered into a service contract with the Company with no fixed term of service. He is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the provisions of the Articles. He is entitled to a director's fee of HK\$200,000 per annum (subject to annual adjustment) as provided in the service contract which is determined by the Board with the recommendation from the Remuneration Committee and with reference to the prevailing market practice. Mr. Wong is entitled to director's fee in the total sum of HK\$200,000 for the year ended 31 December 2016.

Saved as discussed above, there is no other information which is discloseable nor is/was Mr. Wong involved in any matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders.

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide the Shareholders with requisite information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 3,088,131,105 Shares.

Subject to the passing of the ordinary resolution granting the Repurchase Mandate at the Annual General Meeting and on the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, the Company will be allowed under the Repurchase Mandate to purchase up to a maximum of 308,813,110 Shares, being 10% of the total number of issued shares of the Company as at the date of passing of the relevant ordinary resolution for granting the Repurchase Mandate.

2. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek general authority from the Shareholders to enable the Company to repurchase its Shares. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or earnings per share of the Company. Such repurchases will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

3. FUNDING OF REPURCHASES

Repurchases made pursuant to the Repurchase Mandate would be funded out of funds legally available for the purpose in accordance with the Articles and the applicable laws of the Cayman Islands.

4. IMPACT OF REPURCHASES

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited consolidated financial statements contained in the annual report of the Company for the year ended 31 December 2016) in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. SHARE PRICES

The highest and lowest prices per share at which the Shares have traded on the Stock Exchange during each of previous twelve months preceding the Latest Practicable Date were as follows:

		Share Price Per Share	
Month		Highest	Lowest
		<i>HK\$</i>	<i>HK\$</i>
2016	April <i>(Note 1)</i>	N/A	N/A
	May <i>(Note 1)</i>	N/A	N/A
	June <i>(Note 1)</i>	N/A	N/A
	July <i>(Note 1)</i>	N/A	N/A
	August <i>(Note 1)</i>	N/A	N/A
	September <i>(Note 1)</i>	N/A	N/A
	October <i>(Note 1)</i>	N/A	N/A
	November <i>(Note 1)</i>	N/A	N/A
	December <i>(Note 1)</i>	N/A	N/A
2017	January <i>(Note 1)</i>	N/A	N/A
	February <i>(Note 1)</i>	N/A	N/A
	March <i>(Note 1)</i>	N/A	N/A
	April <i>(Note 1)</i>	N/A	N/A
	<i>(up to and including the Latest Practicable Date)</i>	N/A	N/A

Note:

1. Trading in the Shares on the Stock Exchange has been suspended since 9:00 a.m. on 1 April 2015.

6. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will only exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands, and in accordance with the regulations set out in the Articles.

7. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules), has any present intention to sell any Shares to the Company under the Repurchase Mandate if such is approved by the Shareholders.

No core connected persons (as defined in the Listing Rules) has notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

8. EFFECT OF TAKEOVERS CODE

If on the exercise of the power to purchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholders' interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, Mr. Dong Shutong, Executive Director, Chairman and Chief Executive Officer of the Company, together with Mr. Dong Chengzhe, his son, beneficially owned 1,467,398,410 Shares representing approximately 47.52% of the total number of issued shares of the Company. In the event that the Directors exercised in full the power to purchase Shares which is proposed to be granted pursuant to the Repurchase Mandate, the interests of Mr. Dong Shutong and Mr. Dong Chengzhe in the Company would be increased to approximately 52.80% of the reduced total number of issued shares of the Company after the purchases. Such increase would give rise to an obligation on Mr. Dong Shutong to make a mandatory offer under Rule 26 of the Takeovers Code but would not reduce the number of Shares held by the public to less than 25%.

Save as disclosed above, the Directors are currently not aware of any consequences which will arise under the Takeovers Code as a result of any purchase made under the Repurchase Mandate.

9. REPURCHASES MADE BY THE COMPANY

No Shares had been repurchased by the Company, whether on the Stock Exchange or otherwise, during the six months preceding the Latest Practicable Date.

NOTICE OF 2017 ANNUAL GENERAL MEETING

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)

NOTICE IS HEREBY GIVEN that the 2017 annual general meeting (the “Annual General Meeting”) of Nickel Resources International Holdings Company Limited 鎳資源國際控股有限公司 (the “Company”) will be held at the Macau Jockey Club Function Room, 1/F., China Merchants Tower, Shun Tak Centre, 168–200 Connaught Road Central, Hong Kong on Thursday, 22 June 2017 at 3:30 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 of the independent auditor for the year ended 31 December 2016.
2. To re-elect the following directors:
 - (a) To re-elect Mr. Dong Chengzhe as director.
 - (b) To re-elect Mr. Yang Tianjun as director.
 - (c) To re-elect Mr. Huang Changhuai as director.
 - (d) To re-elect Mr. Wong Chi Keung as director.
3. To authorise the board of directors to fix the directors’ remuneration.
4. To re-appoint PricewaterhouseCoopers as auditor and to authorise the board of directors to fix its remuneration.
5. 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, a general and unconditional mandate be and is hereby given to the directors of the Company to exercise all the powers of the Company during the Relevant Period (as hereinafter defined) 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 shares 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 and the Stock Exchange or of any other stock exchange as amended from time to time;

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- (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 total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any subdivision and consolidation of shares after the passing of this resolution), and the said approval shall be limited accordingly; and
 - (iii) for the purpose 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.”
6. 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, a general and unconditional mandate be and is hereby given to the directors of the Company to exercise all the powers of the Company during the Relevant Period (as hereinafter defined) 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;
- (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 issued, allotted and dealt with or agreed conditionally or unconditionally to be issued, allotted and dealt with by the directors of the Company pursuant to the approval given in paragraphs (i) and (ii) above, otherwise than pursuant to:
 - (a) a Rights Issue (as hereinafter defined);

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- (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 a 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) any specific authority granted or to be granted by the shareholders of the Company in general meeting;

shall not exceed 20% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any subdivision and consolidation of shares after the passing of this resolution), and the said approval shall be limited accordingly; and

- (iv) for the purpose 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 recognised regulatory body or any stock exchange).”

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

“**THAT** conditional upon the passing of ordinary resolutions no. 5 and no. 6 set out in the notice convening this meeting, the general mandate granted to the directors of the Company to exercise the powers of the Company to issue, allot and deal with the unissued shares of the Company pursuant to resolution no. 6 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 purchased by the Company under the authority granted pursuant to resolution no. 5 set out in the notice convening this meeting, provided that such number of shares in aggregate shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any subdivision and consolidation of shares after the passing of this resolution).”

For and on behalf of the Board
Nickel Resources International Holdings Company Limited
鎳資源國際控股有限公司
Dong Shutong
Chairman

28 April 2017

Notes:

1. All resolutions stated in this notice to be proposed at the Annual General Meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and the poll results will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. A shareholder 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 shareholder 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 shareholder 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.
3. In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a certified copy thereof, must be deposited at 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 less than 48 hours before the time appointed for holding the Annual General Meeting (i.e. not later than 3:30 p.m. on Tuesday, 20 June 2017 (Hong Kong time)) or 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 and at any adjournment thereof if you so wish. In such event, the form of proxy shall be deemed to be revoked.

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4. For determining the qualification as shareholders of the Company to attend and vote at the Annual General Meeting, the register of members of the Company will be closed as set out below:

Latest time to lodge transfer documents for registration	4:30 p.m. on Thursday, 15 June 2017
Closure of register of members	Friday, 16 June 2017 to Thursday, 22 June 2017 (both dates inclusive)
Record Date	Friday, 16 June 2017

During the above closure period, no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, all transfer documents accompanied by the relevant share certificates 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 the above-mentioned latest time.

5. 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. 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.