CHINA NATURAL RESOURCES INC
Form 20-F
April 30, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 20-F

(Mark One)

¨ **REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934**

OR

þ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2017

OR

¨ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from: _____ to _____

OR

¨ **SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of event requiring shell company report _____

Commission file number: **0-26046**

CHINA NATURAL RESOURCES, INC.

(Exact name of Registrant as specified in its charter)

Not Applicable

(Translation of Registrant s name into English)

British Virgin Islands

(Jurisdiction of incorporation or organization)

Room 2205, 22/F, West Tower, Shun Tak Centre,

168-200 Connaught Road Central, Sheung Wan, Hong Kong

(Address of principal executive offices)

Bonaventure Yue, Chief Financial Officer

Room 2205, 22/F, West Tower, Shun Tak Centre,

168-200 Connaught Road Central, Sheung Wan, Hong Kong

bonyue@chnr.net

(Name, telephone number, e-mail and/or facsimile number and address of Registrant s contact person)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

Title of each class	*Name of each exchange on which registered*
Common Shares, without par value	**NASDAQ Capital Market**

Securities registered or to be registered pursuant to Section 12(g) of the Act: **None**

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: **None**

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report. 24,910,916 common shares as of December 31, 2017.

Indicate by check mark if the issuer is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes ¨ No þ

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

Yes ¨ No þ

Note Checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 from their obligations under those Sections.

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes þ No ¨

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes ¨ No ¨

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer or a non-accelerated filer. See definition of accelerated filer, large accelerated filer and emerging growth company in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated Filer ¨ Accelerated Filer ¨
Non-Accelerated Filer þ Emerging Growth Company ¨

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by checkmark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. o

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP ¨ International Financial Reporting Standards as issued By the International Accounting Standards Board þ Other ¨

If Other has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow.

Item 17 ¨ Item 18 ¨

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes ¨ No þ

CONVENTIONS

Unless otherwise specified, all references in this Annual Report to U.S. Dollars, Dollars, US$, or $ are to United States dollars; all references to Hong Kong Dollars or HK$ are to Hong Kong dollars; all references to Bolivian Boliviano or BOB are to Bolivian Boliviano; and all references to Renminbi or CNY are to Renminbi Yuan, which is the lawful currency of the People's Republic of China. The accounts of the Company and its subsidiaries are maintained in Hong Kong Dollars, or Bolivian Boliviano, or Renminbi. The financial statements of the Company and its subsidiaries are prepared in Renminbi. Translations of amounts from Renminbi to U.S. Dollars, from Bolivian Boliviano to U.S. Dollars, and from Hong Kong Dollars to U.S. Dollars are for the convenience of the reader. Unless otherwise indicated, any translations from Renminbi to U.S. Dollars or from U.S. Dollars to Renminbi have been made at the single rate of exchange (the CNY Exchange Rate) as quoted by www.ofx.com on December 31, 2017, which was US$1.00 = CNY6.5067. Translations from Bolivian Boliviano to U.S. Dollars or from U.S. Dollars to Bolivian Boliviano have been made at the single rate of exchange (the BOB Exchange Rate) as quoted by www.exchangerates.org.uk on December 31, 2017, which was US$1.00 = BOB6.9250. Translations from Hong Kong Dollars to U.S. Dollars have been made at the official pegged exchange rate of US$1.00 = HK$7.80 as of December 31, 2017. The Renminbi is not freely convertible into foreign currencies and no representation is made that the Renminbi or U.S. Dollar amounts referred to herein could have been or could be converted into U.S. Dollars or Renminbi, as the case may be, at the CNY Exchange Rate or at all.

References to Antay Pacha are to Planta Metalurgica Antay Pacha S.A., a company organized in Bolivia and an indirect wholly-owned subsidiary of Double Grow.

References to Bayannaoer Mining are to Bayannaoer City Feishang Mining Company Limited, a company organized in the PRC and a wholly-owned subsidiary of Yangpu Shuanghu.

References to the BVI are to the British Virgin Islands.

References to China Resources are to China Resources Development, Inc., a Nevada company and the predecessor to CHNR.

References to the Company or CHNR are to China Natural Resources, Inc. (formerly known as Billion Luck Company Ltd.), a BVI company, which was the surviving company to a merger between China Resources and CHNR on December 9, 2004 (the Redomicile Merger). Unless the context otherwise requires, the Company and/ or CHNR includes the operations of its predecessor and subsidiaries.

References to common shares are to the common shares, without par value, of CHNR after the Redomicile Merger.

References to common stock are to the common stock, $0.001 par value, of China Resources.

References to China Coal are to China Coal Mining Investment Limited, a company organized in Hong Kong and a wholly-owned subsidiary of CHNR.

References to Distribution are to a special interim dividend declared by the Company satisfied by way of a distribution in specie of the entire issued share capital of Feishang Anthracite, being an aggregate of 124,554,580 ordinary shares in the capital of Feishang Anthracite with a par value of HK$0.01 each.

References to Distribution Record Date are to January 13, 2014, being the record date for ascertaining entitlements to the Distribution.

References to Double Grow are to Double Grow International Limited, a company organized in the BVI and, until December 29, 2017, a wholly-owned subsidiary of CHNR.

References to Easy Gain are to Easy Gain Investments Limited, a company organized in the BVI and a wholly-owned subsidiary of Double Grow.

References to Feishang Anthracite are to Feishang Anthracite Resources Limited (formerly known as Wealthy Year Limited), a company organized in the BVI whose ordinary shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the Hong Kong Stock Exchange) on January 22, 2014; and, until January 22, 2014, a wholly-owned subsidiary of CHNR.

References to Feishang Dayun are to Feishang Dayun Coal Mining Limited, a company organized in Hong Kong and a wholly-owned subsidiary of Pineboom.

References to Feishang Enterprise are to Feishang Enterprise Group Co., Ltd., a related company organized in the PRC and controlled by Mr. Li Feilie, the principal beneficial owner of the Company and its former Chairman and CEO.

References to Feishang Hesheng are to Feishang Hesheng Investment Limited, a related company organized in the BVI and ultimately controlled by Mr. Li Feilie.

References to Feishang Management are to Shenzhen Feishang Management and Consulting Co., Limited, a company organized in the PRC and a wholly-owned subsidiary of Yunnan Mining.

References to Feishang Mining are to Feishang Mining Holdings Limited, a company organized in the BVI and, since February 3, 2006, a wholly-owned subsidiary of CHNR.

References to Feishang Group are to Feishang Group Limited, CHNR s principal shareholder and a company organized in the BVI and ultimately controlled by Mr. Li Feilie.

References to Feishang Yongfu are to Feishang Yongfu Mining Limited, a company organized in Hong Kong and a wholly-owned subsidiary of Newhold.

References to FMH Services are to FMH Corporate Services Inc., a company organized in Florida and a wholly-owned subsidiary of CHNR. FMH Services is currently inactive.

References to Full Profit are to Full Profit Investments Limited, a company organized in the BVI and a wholly-owned subsidiary of Double Grow.

References to the Group are to the Company and its directly or indirectly owned subsidiaries.

References to HK or Hong Kong are to Hong Kong Special Administrative Region.

References to IFRS are to International Financial Reporting Standards as issued by the International Accounting Standards Board.

References to Newhold are to Newhold Investments Limited, a company organized in the BVI and a wholly-owned subsidiary of CHNR.

References to Pineboom are to Pineboom Investments Limited, a company organized in the BVI and a wholly-owned subsidiary of CHNR.

References to the PRC or China are to the People s Republic of China and, solely for the purpose of this annual report, excluding Hong Kong, Macao, and Taiwan.

References to the Related-Party Debtholders are to the companies affiliated with Mr. Li Feilie, CHNR s principal beneficial owner, including without limitation, Feishang Enterprise, Feishang Group, and Feishang Hesheng.

References to Series B preferred shares are to the Series B preferred shares, without par value, of CHNR, after the Redomicile Merger.

References to Series B preferred stock are to the Series B preferred stock, $.001 par value, of China Resources.

References to shareholders of CHNR are to the members of China Natural Resources, Inc., a BVI corporation. Members under British Virgin Islands law are the equivalent of shareholders under the laws of the several states of the United States.

References to Silver Moon are to Silver Moon Technologies Limited, a company organized in the BVI and an 80%-owned subsidiary of CHNR. Silver Moon is currently inactive.

References to Spin-Off are to the January 22, 2014 Distribution to the Company s shareholders of the outstanding shares of Feishang Anthracite, which operated the Company s coal mining and related business prior to January 22, 2014.

References to Sunwide are to Sunwide Capital Limited, a company organized in the BVI and a wholly-owned subsidiary of CHNR. Sunwide is currently inactive.

References to Wuhu Feishang are to Wuhu Feishang Mining Development Co., Limited, a company organized in the PRC and, until March 3, 2017, a wholly-owned subsidiary of Feishang Mining.

References to Yangpu Lianzhong are to Yangpu Lianzhong Mining Co., Limited, a company organized in the PRC and a wholly-owned subsidiary of China Coal.

References to Yangpu Shuanghu are to Yangpu Shuanghu Industrial Development Co., Limited, a company organized in the PRC and a wholly-owned subsidiary of Feishang Yongfu.

References to Yunnan Mining are to Yunnan Feishang Mining Co., Limited, a company organized in the PRC and a wholly-owned subsidiary of Yangpu Shuanghu.

Forward-Looking Statements

This Annual Report contains statements that constitute forward-looking statements within the meaning of Federal securities laws. These statements appear in a number of places in this Annual Report and include, without limitation, statements regarding the intent, belief and current expectations of the Company, its directors or its officers with respect to the Company's policies regarding investments, dispositions, financings, conflicts of interest and other matters; and trends affecting the Company's financial condition or results of operations. Forward-looking statements are not a guarantee of future performance and involve risks and uncertainties, and actual results may differ materially from those in the forward-looking statement as a result of various factors. Among the risks and uncertainties that could cause our actual results to differ from our forward-looking statements are our intent, belief and current expectations as to business operations and operating results, uncertainties regarding the governmental, economic and political circumstances in the People s Republic of China, uncertainties associated with the Company s reliance on third-party contractors, uncertainties relating to possible future increases in operating expenses, including costs of labor and materials, and other risks detailed from time to time in the Company s filings with the Securities and Exchange Commission, including without limitation the information set forth in Item 3.D. of this Annual Report under the heading Risk Factors. With respect to forward-looking statements that include a statement of its underlying assumptions or bases, the Company cautions that, while it believes such assumptions or bases to be reasonable and has formed them in good faith, assumed facts or bases almost always vary from actual results, and the differences between assumed facts or bases and actual results can be material depending on the circumstances. When, in any forward-looking statement, the Company, or its management, expresses an expectation or belief as to future results, that expectation or belief is expressed in good faith and is believed to have a reasonable basis, but there can be no assurance that the stated expectation or belief will result or be achieved or accomplished.

PART I

ITEM 1.

IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISORS

No disclosure is required in response to this Item.

ITEM 2.

OFFER STATISTICS AND EXPECTED TIMETABLE

No disclosure is required in response to this Item.

ITEM 3.

KEY INFORMATION

A.

Selected Financial Data

On February 3, 2006, we consummated the acquisition of all of the issued and outstanding capital stock of Feishang Mining (the Acquisition). The Acquisition was accounted for using the purchase method of accounting and was treated as a reverse acquisition because on a post-merger basis, the former Feishang Mining shareholder holds 86.4% of our outstanding common shares. As a result, Feishang Mining is deemed to be the acquirer for accounting purposes. We have retroactively restated our issued share capital to reflect the acquisition by Feishang Mining. The selected financial data are stated in CNY and are derived from the audited consolidated financial statements of the Company for the years ended December 31, 2013, 2014, 2015, 2016 and 2017, prepared and presented in accordance with IFRSs. Details of the Company s acquisition of Feishang Mining are described elsewhere in this Annual Report.

Ernst & Young Hua Ming LLP, which has been engaged as our independent registered public accounting firm for the years ended December 31, 2015, 2016 and 2017, has issued unqualified auditor's reports on our consolidated statements of financial position as of December 31, 2015, 2016 and 2017, and the related consolidated statements of profit or loss, comprehensive income, changes in equity and cash flows for the years ended December 31, 2015, 2016 and 2017.

The selected financial information as of and for the years ended December 31, 2013, 2014, 2015, 2016 and 2017 set forth below should be read in conjunction with, and is qualified in its entirety by reference to, Item 5. Operating and Financial Review and Prospects and our audited consolidated financial statements and the notes thereto included elsewhere in this Annual Report.

The statements of profit or loss data for each of the years ended December 31, 2015, 2016 and 2017 and the statements of financial position data as of December 31, 2016 and 2017 are derived from our audited consolidated financial statements included in Part III, Item 18, Financial Statements of this Annual Report. The statements of financial position data as of December 31, 2013, 2014 and 2015 and the statements of profit or loss data for the years ended December 31, 2013 and 2014 are derived from our audited consolidated financial statements that are not included in this Annual Report. Our historical results are not necessarily indicative of our results in any future period.

In accordance with IFRS 5, consolidated statements of profit or loss have been restated retrospectively for all periods presented due to the Spin-Off and listing by way of introduction on the Hong Kong Stock Exchange of the Company s wholly-owned subsidiary, Feishang Anthracite, which operated the Company s coal mining and related business. The Spin-Off was completed on January 22, 2014. The coal mining and related operations are therefore presented as discontinued operations.

Moreover, consolidated statements of profit or loss have been restated retrospectively for the year ended December 31, 2013, 2014, 2015 and 2016 due to the disposal of Wuhu Feishang and Double Grow on March 3, 2017 and December 29, 2017, respectively. Wuhu Feishang and Double Grow were the primary contributors to the Group s exploration and mining of non-ferrous metals segment and copper smelting segment, respectively, which represented a separate major line of business with separately identifiable operations and cash flows. Accordingly, the results of Wuhu Feishang and Double Grow are classified and separately reported as discontinued operations in the consolidated statements of profit or loss for the year ended December 31, 2017. The comparative amounts reported in the consolidated statements of profit or loss and related notes have been revised accordingly to reflect the reclassification between continuing operations and the discontinued operations. In addition, the gains recognized on the disposal of Wuhu Feishang and Double Grow are included in the results of the discontinued operations.

	Amounts in thousands, except share amounts and per share data				
	Year Ended December 31, 2013 CNY (Restated)	Year Ended December 31, 2014 CNY (Restated)	Year Ended December 31, 2015 CNY (Restated)	Year Ended December 31, 2016 CNY (Restated)	Year Ended December 31 2017 CNY
Consolidated Statements of Profit or Loss Data					
Continuing operations					
Revenue					
Cost of sales					
Gross profit					
(Loss)/profit before income tax from continuing operations	(4,820)	11,290	(3,769)	(4,445)	(6,17
Loss for the year from continuing operations attributable to:					
Owners of the Company	(4,820)	6,280	(5,273)	(4,445)	(6,17
Non-controlling interests					
	(4,820)	6,280	(5,273)	(4,445)	(6,17
Loss for the year from discontinued operations attributable to:					
Owners of the Company	(330,584)	(49,428)	(36,176)	(18,591)	(23,81
Non-controlling interests	(418)	(783)			
	(331,002)	(50,211)	(36,176)	(18,591)	(23,81
Loss attributable to:					
Owners of the Company	(335,404)	(43,148)	(41,449)	(23,036)	(29,99
Non-controlling interests	(418)	(783)			
	(335,822)	(43,931)	(41,449)	(23,036)	(29,99
Loss per share attributable to owners of the Company:					
Basic					
For loss from continuing operations	(0.18)	0.27	(0.21)	(0.18)	(0.2
For loss from discontinued operations	(13.28)	(2.00)	(1.45)	(0.74)	(0.9
	(13.46)	(1.73)	(1.66)	(0.92)	(1.2
Diluted					
For loss from continuing operations	(0.18)	0.27	(0.21)	(0.18)	(0.2
For loss from discontinued operations	(13.28)	(2.00)	(1.45)	(0.74)	(0.9
	(13.46)	(1.73)	(1.66)	(0.92)	(1.2

Weighted average number of shares outstanding					
Basic	24,910,916	24,910,916	24,910,916	24,910,916	24,910,91
Diluted	24,910,916	24,910,916	24,910,916	24,910,916	24,910,91

	Amounts in thousands, except share amounts and per share data				
	December 31, 2013 CNY	**December 31, 2014 CNY**	**December 31, 2015 CNY**	**December 31, 2016 CNY**	**December 31, 2017 CNY**
Consolidated Statements of Financial Position Data					
Total assets*	3,024,564	80,662	111,057	94,793	29,748
Current assets*	2,997,211	63,150	57,580	36,242	29,411
Current liabilities*	2,568,144	37,827	123,889	76,296	45,253
Total equity/ (deficiency in assets)	255,518	23,240	(17,799)	13,195	(15,505)
Non-controlling interests	93,523				
Equity attributable to owners of the Company	161,995	23,240	(17,799)	13,195	(15,505)
Capital stock	312,081	312,081	312,081	312,081	312,081

*

In December 2013, the assets and liabilities of the coal mining segment and related business were reclassified to held for distribution, only as at December 31, 2013, and not as at the other year ends in the table.

The Company has not paid any dividends with respect to its common shares and has no present plan to pay any dividends in the foreseeable future. The Company intends to retain its earnings to support the development of its business. Any dividends paid in the future by the Company will be paid at the discretion of the Company s Board of Directors and will be dependent upon distributions, if any, made by its subsidiaries, and on the Company s results of operations, its financial condition and other factors deemed relevant by the Board of Directors. In accordance with the relevant PRC regulations and the Articles of Association of companies incorporated in the PRC, appropriations of net income of wholly-owned foreign enterprises and sino-foreign joint venture companies as reflected in its statutory financial statements are to be allocated to either (i) each of the general reserve, enterprise expansion reserve and staff bonus and welfare reserve, respectively, or (ii) statutory reserve, as determined by the resolution of the Board of Directors annually. Prior to the Acquisition, the Board of Directors of Wuhu Feishang declared and paid dividends of CNY44.01 million (US$6.76 million) and CNY38.46 million (US$5.91 million) on February 28, 2005 and January 27, 2006, respectively. Wuhu Feishang declared dividends of CNY127.10 million (US$19.53 million) to its parent on

April 27, 2012 which were paid in 2013. On June 28, 2013, Feishang Mining declared and paid dividends of HK$155.00 million (US$19.87 million) to the Company. On September 24, 2014, Wuhu Feishang declared dividends of CNY39.24 million (US$6.03 million) to its parent which were paid in 2015. On May 19, 2015, Feishang Mining declared and paid dividends of HK$39.50 million (US$5.06 million) to the Company.

Exchange Rates

The Company s reporting currency is Renminbi. Translations of amounts from Renminbi to U.S. Dollars are for the convenience of the reader. The following table provides information concerning the exchange rate of Renminbi for U.S. Dollars for each of the preceding five years, and for each month during the preceding six months. The rates of exchange for 2013 to 2014 are the rates quoted by Bloomberg L.P. The rates of exchange for 2015 are the rates quoted by www.oanda.com. The rates of exchange for 2016, 2017 and the preceding six months are the rates quoted by www.ofx.com. The Renminbi is not freely convertible into foreign currencies and the quotation of exchange rates does not imply convertibility of Renminbi into U.S. Dollars or other currencies. All foreign exchange transactions take place either through the Bank of China or other banks authorized to buy and sell foreign currencies at the exchange rates quoted by the People's Bank of China, the PRC s central bank. No representation is made that the Renminbi or U.S. Dollar amounts referred to herein could have been or could be converted into U.S. Dollars or Renminbi, as the case may be, at the CNY Exchange Rate or at all.

The exchange rate on April 25, 2018 was US$1.00 = CNY6.3358.

The following table reflects the high and low exchange rates for each month during the previous six months:

MONTH	Oct-17	Nov-17	Dec-17	Jan-18	Feb-18	Mar-18
High	6.6564	6.6415	6.6221	6.5300	6.3503	6.3578
Low	6.5789	6.5822	6.5067	6.2901	6.2752	6.2874

The following table reflects the average exchange rate for each of the preceding five years, calculated by using the average of the exchange rates on the last day of each month during the period:

YEAR	2013	2014	2015	2016	2017
High	6.2445	6.2598	6.4917	6.9597	6.9610
Low	6.0543	6.0406	6.0933	6.4490	6.4642
Average for period	6.1417	6.1711	6.2436	6.6551	6.7404

B.

Capitalization and Indebtedness

No disclosure is required in response to this Item.

C.

Reasons for the Offer and Use of Proceeds

No disclosure is required in response to this Item.

D.

Risk Factors

Risks Relating to our Mine Exploration Activities in Inner Mongolia

The Wulatehouqi Moruogu Tong Mine (Moruogu Tong Mine) is in the exploration stage and we may not generate revenues for the foreseeable future.

We are in the exploration stage at the Moruogu Tong Mine located in the Inner Mongolia Autonomous Region of the PRC, and, at this stage, we cannot predict whether ore can be mined on a profitable basis. During the exploration stage, the mine incurs operating expenses but does not yet generate revenues for the Company. The Company intends to fund the mine exploration, construction and development through bank borrowings, funds received pursuant to the Cooperation Agreement (see below), and loans from a related party. While the results of preliminary prospecting suggest that the Moruogu Tong Mine contains mineable quantities of lead and silver, until further exploration and analysis is completed, we cannot predict the nature and extent of minerals contained at the mine or the commercial viability of pursuing a plan of extraction. In the event that further exploration and analysis does not confirm initial findings, continued activities in furtherance of revenue-producing mining operations at Moruogu Tong Mine will cease.

Under the present schedule, exploration works at Moruogu Tong Mine are expected to be completed by the end of 2018. Assuming that exploration activities warrant mining at Moruogu Tong Mine, a final appraisal will be delivered and filing made with the Land and Resources Department of Inner Mongolia Autonomous Region in early 2019.

Thereafter, application for mining rights is scheduled for completion by the end of 2019; and, upon issuance of a mining permit, mine construction is expected to commence.

The Moruogu Tong Mine is currently being explored under an agreement which effectively reduces our share in any future profits from mineral extraction at the mine.

On August 20, 2017, Bayannaoer Mining entered into a mutual cooperation agreement (the Cooperation Agreement) with Bayannaoer Jijincheng Mining Co., Ltd. (Jijincheng Mining), an unrelated third party. The Cooperation Agreement is intended to provide for financial support for the operating expenses of Moruogu Tong Mine during the exploration stage, and the allocation of rights and responsibilities between Bayannaoer Mining and Jijincheng Mining. Pursuant to the Cooperation Agreement: (i) Bayannaoer Mining contributed the existing exploration results for Moruogu Tong Mine; (ii) Jijincheng Mining provides the necessary funds for further exploration at the mine; (iii) Bayannaoer Mining enjoys full rights to any resources already discovered and confirmed by its independent exploration works conducted prior to commencement of the cooperative exploration project; (iv) Bayannaoer Mining and Jijincheng Mining will each receive a 50% interest in any newly discovered resources from the first 10 drilling holes in the cooperative exploration project; and (v) Bayannaoer Mining and Jijincheng Mining will receive 30% and 70% interests, respectively, in any newly discovered resources from drilling works beyond the first 10 drilling holes in the cooperative exploration project. Other details of the Cooperation Agreement, including allocations and distributions upon completion of exploration works, remain the subject of continuing discussion between the parties. There is no assurance that the details of the arrangement that have been left for continuing discussions will be resolved in a manner satisfactory to both parties.

Our estimates of the reserves contained in Moruogu Tong Mine are based upon protocols not generally recognized in the United States and the various assumptions underlying our estimates may be inaccurate.

The Moruogu Tong Mine is the subject of a geological survey prepared in conformity with procedures and protocols recognized in the PRC. These procedures and protocols are different from those generally recognized in the United States. In addition, reserve estimation is an interpretive process based upon available data and various assumptions that are believed to be reasonable, and the economic value of ore reserves may be adversely affected by price fluctuations in the metal market, reduced recovery rates or a rise in production costs as a result of inflation or other technical problems arising in the course of extraction. The exploration program at Moruogu Tong Mine has indicated the presence of a mid-size deposit of lead and silver ore and resources sufficient in quantity and quality to warrant further exploration designed to confirm and increase measured resources. If the assumptions upon which we conduct the reserve study prove to be inaccurate, we may reach incorrect conclusions as to the nature and extent of resources present at the Moruogu Tong Mine.

Volatility in the market prices of metals may adversely affect the results of our mining operations.

The market prices of lead, silver and other metals have experienced significant volatility in recent years. Market prices depend upon many factors outside of our control and include industry specific factors such as supply and demand, as well as factors such as local and world-wide general economic conditions. The uncertainties surrounding the market prices of metals and the costs of extraction may adversely affect our ability to operate on a profitable basis.

We will be subject to government regulations in various aspects of our exploration activities and our failure to comply with applicable government regulations could adversely affect us.

Bayannaoer Mining, our subsidiary that acquired exploration rights to Moruogu Tong Mine, is and will continue to be subject to regulations in various aspects of its operations by a variety of laws, rules and regulations administered by the national and local governments, including laws, rules and regulations relating to: exploration activities; environmental protection; the use and preservation of dangerous substances; employment practices; as well as land use laws and a variety of local business laws, customs and implementation rules. Our failure to comply with applicable laws, rules, regulations and customs could adversely affect our operations and subject us to fines and other penalties including suspension or termination of our business permits.

We do not have binding agreements with customers to purchase our future output of metals.

While we believe there is a robust market for lead, silver and other metals not only in China but also in other countries, we do not currently have any commitments from any customers to purchase our future output of metals.

Risks Relating to Our Financial Condition

We have incurred losses from operations for each of the preceding three fiscal years and there is no assurance that we will generate profits in the future.

For the three years ended December 31, 2015, 2016 and 2017, we incurred operating losses from continuing operations of CNY3.58 million (US$0.55 million), CNY4.52 million (US$0.69 million) and CNY6.20 million (US$0.95 million), respectively. Our operating losses mainly represented administrative expenses of corporate activities, such as legal and professional fees, rental and office expenses. Our profitability is dependent upon many factors, including our ability to fund our exploration and operating expenses, produce metal outputs, and sell our

production outputs to third parties. Other factors, such as uncertainty over the demand and market price for lead, silver and other metals, are outside of our control. There is no assurance that we will be successful in our efforts to achieve profitability.

We do not currently generate revenues from operations; we will have to fund operating expenses until we are able to generate sufficient revenue to pay them.

We do not currently generate revenues from operations. We will continue to incur operating expenses prior to the commencement of revenue-producing activities, and we intend to fund those expenses from the proceeds of loans from our Related-Party Debtholders, payments pursuant to the Cooperation Agreement and bank borrowings. If we encounter delays prior to the commencement of revenue production in our mining operations, we will be required to fund operating expenses longer than expected. There is no assurance that we will be able to secure amounts sufficient to fund our operating expenses until such time as we are able to generate revenues sufficient to pay those expenses.

Any failure to achieve and maintain effective internal control could have material adverse effect on our business, results of operations and the market price of our shares.

The SEC, as required by Section 404 of the Sarbanes-Oxley Act of 2002, or the Sarbanes-Oxley Act (SOX), adopted rules requiring most public companies to include a management report on such company s internal control over financial reporting in its annual report, which contains management s assessment of the effectiveness of the company s internal control over financial reporting. In addition, under certain circumstances, an independent registered public accounting firm must report on the effectiveness of the company s internal control over financial reporting.

Our management has concluded that our internal control over financial reporting as of December 31, 2017 was effective. However, we cannot assure you our management will not identify material weaknesses in the future during the Section 404(a) process or our independent public registered accounting firm will not identify material weaknesses during the Section 404(b) process if it was performed in the current year or in the future or for other reasons. In addition, because of the inherent limitations of internal control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may not be prevented or detected on a timely basis. As a result, if we fail to maintain effective internal control over financial reporting or should we be unable to prevent or detect material misstatements due to error or fraud on a timely basis, investors could lose confidence in the reliability of our financial statements, which in turn could harm our business, results of operations and negatively impact the market price of our shares, and harm our reputation. Furthermore, we have incurred and expect to continue to incur considerable costs and to use significant management time and other resources in an effort to comply with Section 404 and other requirements of the Sarbanes-Oxley Act.

The exclusion of Bayannaoer Mining from the scope of management s assessment of the effectiveness of the Company s internal control over financial reporting could delay weaknesses or deficiencies, if they exist, from being revealed.

The Company acquired Bayannaoer Mining in November 2017 and accounted for the acquisition as an acquisition of assets. The total assets as of December 31, 2017 and the loss for the year ended December 31, 2017 of Bayannaoer Mining accounted for 2.37% and 0.86% of the total assets and loss of CHNR, respectively. In accordance with SEC guidance, management s assessment of the effectiveness of a company s internal control over financial reporting may exclude from its scope any subsidiary that was a current year acquisition when it is not possible to conduct an assessment of the acquired business s internal control over financial reporting in the period between the consummation date and the date of management s assessment. Accordingly, management s assessment of the effectiveness of the Company s internal control over financial reporting excluded Bayannaoer Mining from its scope. Bayannaoer Mining is currently the Company s sole operating segment. In light of the significance of Bayannaoer Mining to the Company, taken as a whole, the exclusion of Bayannaoer Mining from the scope of management s assessment could delay weaknesses or deficiencies, if they exist, from being revealed.

Risks Relating to PRC Operations

Our current business operations are conducted in the PRC; our executive officers, directors and principal shareholder, our auditors and our bank accounts are located in the PRC; and many of our subsidiaries are organized and funded in the PRC. As we are subject to the laws, rules, regulations and customs of the PRC, investors should consider the following risk factors.

Investors should consider economic, legal and political factors applicable to investments in the PRC prior to investing in our company.

Since 1979, the PRC government has been making efforts to promote reforms of its economic system. These reforms have brought about marked economic growth and social progress, and the economy of China has shifted from a planned economy to a market-oriented economy. Our PRC subsidiaries have also benefited from the economic reforms implemented by the PRC government and the economic policies and measures. However, economic, legal and social policies in the PRC are not similar to those of Western governments and revisions or amendments may be made to these policies and measures from time to time, and we are not in a position to predict whether any change in the political, economic or social conditions may adversely affect our operating results, and how those changes may impact on us.

The PRC legal system is a statutory law system. Unlike the common law system, decided legal cases have little significance for guidance, and rulings by the court can only be used as reference with little value as precedents. Since 1979, the PRC government has established a commercial law system, and significant progress has been made in promulgating laws and regulations relating to economic affairs. The PRC government is still in the process of developing a comprehensive set of laws and regulations. Examples are the organization of companies and their regulation, foreign investment, commerce, taxation and trade. However, these regulations are relatively new and the availability of public cases as well as the judicial interpretation of them is limited in number. Moreover, as they are not binding, both the implementation and interpretation of these regulations are uncertain in many areas. Also, more stringent environmental regulations may also affect our ability to comply with, or our costs to comply with, such regulations. Such changes, if implemented, may adversely affect our business operations and may reduce our profitability.

The interpretation of PRC laws may also be subject to policy changes reflecting domestic political changes, and new laws, changes to existing laws and the pre-emption of local regulations by national laws may adversely affect foreign investors. The activities of our subsidiaries in China are subject to PRC regulations governing PRC companies.

We face the risk that changes in the policies of the PRC government could have a significant impact upon the business we may be able to conduct in the PRC and the profitability of such business.

The PRC s economy is in a transition from a planned economy to a market-oriented economy subject to five-year and annual plans adopted by the government that set national economic development goals. Policies of the PRC government can have significant effects on the economic conditions of the PRC. During this transition, we believe that the PRC will continue to strengthen its economic and trading relationships with foreign countries and business development in the PRC will follow market forces. While we believe that this trend will continue, we cannot assure you that this will be the case. A change in policies by the PRC government could adversely affect our interests by, among other factors: changes in laws, regulations or the interpretation thereof, confiscatory taxation, restrictions on currency conversion, imports or sources of supplies, or the expropriation or nationalization of private enterprises. Although the PRC government has been pursuing economic reform policies for more than three decades, we cannot assure you that the government will continue to pursue such policies or that such policies may not be significantly altered, especially in the event of a change in leadership, social or political disruption, or other circumstances affecting the PRC's political, economic and social life.

PRC laws and regulations governing our current business operations are sometimes vague and uncertain. Any changes in such laws and regulations may have a material and adverse effect on our business.

There are substantial uncertainties regarding the interpretation and application of PRC laws and regulations, including, but not limited to, the laws and regulations governing our business, or the enforcement and performance of our arrangements with customers in the event of the imposition of statutory liens, death, bankruptcy and criminal proceedings. We and any future subsidiaries are considered foreign persons or foreign-funded enterprises under PRC laws, and as a result, we are required to comply with PRC laws and regulations. These laws and regulations are sometimes vague and may be subject to future changes, and their official interpretation and enforcement may involve substantial uncertainty. The effectiveness of newly enacted laws, regulations or amendments may be delayed, resulting in detrimental reliance by foreign investors. New laws and regulations that affect existing and proposed future businesses may also be applied retroactively. We cannot predict what effect the interpretation of existing or new PRC laws or regulations may have on our businesses.

Inflation in the PRC could negatively affect our profitability and growth.

While the PRC economy has experienced rapid growth, such growth has been uneven among various sectors of the economy and in different geographical areas of the country. Rapid economic growth can lead to growth in the money supply and rising inflation. If prices for our products rise at a rate that is insufficient to compensate for the rise in the costs of supplies, it may have an adverse effect on our profitability. In order to control inflation in the past, the PRC government has imposed controls on bank credit, limits on loans for fixed assets and restrictions on bank lending. Such an austere policy can lead to a slowing of economic growth, and recent statistics have, indeed, suggested that China s high annual economic growth will slow down. According to China National Bureau of Statistics released data, China's consumer price index (CPI) remained stable for 2017, rising 1.6 percent year on year well below the government's 3.0 percent target. As CPI is the main gauge of inflation, the lower than targeted CPI increase reflects that inflation in China remains largely in check.

Our PRC subsidiaries are subject to restrictions on paying dividends and making other payments to us.

We are a holding company incorporated in the BVI. As a result of our holding company structure, we rely primarily on dividend payments from our subsidiaries. However, PRC regulations currently permit the payment of dividends only out of accumulated profits, as determined in accordance with PRC accounting standards and regulations. Our subsidiaries in China are also required to set aside a portion of their after-tax profits as certain reserve funds according to PRC accounting standards and regulations. The PRC government also imposes controls on the conversion of Renminbi into foreign currencies and the remittance of currencies out of China. We may experience difficulties in completing the administrative procedures necessary to obtain and remit foreign currency. Furthermore, if our subsidiaries in China incur debt in the future, the debt covenants may restrict their ability to pay dividends or make other payments. If we or our subsidiaries are unable to receive dividend from the operating companies due to contractual or other limitations on the payment of dividends, we may be unable to pay dividends on our common shares.

Governmental control of currency conversion may affect payment of our obligations and the value of your investment.

The PRC government imposes controls on the convertibility of Renminbi into foreign currencies and, in certain cases, the remittance of currency out of the PRC. Shortages in the availability of foreign currency may restrict our ability to remit sufficient foreign currency to pay dividends, or otherwise satisfy foreign currency denominated obligations. Under existing PRC foreign exchange regulations, payments of current account items, including profit distributions, interest payments and expenditures can be made in foreign currencies without prior approval from the PRC State Administration of Foreign Exchange (SAFE) by complying with certain procedural requirements. However, approval from appropriate governmental authorities is required where Renminbi is to be converted into foreign currency and remitted out of the PRC to pay capital expenses such as the repayment of bank loans denominated in foreign currencies.

The PRC government may also at its discretion restrict access to foreign currencies for current account transactions in the future. If the foreign exchange control system prevents us from obtaining sufficient foreign currency to satisfy our currency demands, we may not be able to pay certain of our expenses as they come due.

See Item 10.D. for further details of exchange controls in the PRC.

The fluctuation of the Renminbi may materially and adversely affect your investment.

The exchange rate of the Renminbi against the U.S. dollar and other currencies may fluctuate and is affected by, among other things, changes in the PRC's political and economic conditions. As most of our operating expenses are denominated in Renminbi, any significant revaluation of the Renminbi may materially and adversely affect our cash flows and financial condition. Conversely, if we convert our Renminbi into U.S. dollars, should we determine to pay dividends on our common shares or for other business purposes, appreciation of the Renminbi against the U.S. dollar could affect the amount of U.S. dollars we convert. For example, to the extent that we need to convert U.S. dollars we receive from an offering of our securities into Renminbi for our operations, appreciation of the Renminbi against the U.S. dollar could have a material adverse effect on our business, financial condition and results of operations resulting in a lower income, a charge to our income statement and a reduction in the value of these U.S. assets.

In 2017, the annual cumulative appreciation of the exchange rate of the Renminbi against the U.S. dollar was 6.31%. Since the beginning of 2018 to March 31, 2018, the exchange rate of the Renminbi against the U.S. dollar appreciated by 3.37%.

Recent PRC SAFE Regulations regarding offshore financing activities by PRC residents, have undergone continuous changes which may increase the administrative burden we face and create regulatory uncertainties that could adversely affect the implementation of our acquisition strategy, and a failure by our shareholders who are PRC residents to make any required applications and filings pursuant to such regulations may prevent us from being able to distribute profits and could expose us and our PRC resident shareholders to liability under PRC law.

In 2005, the SAFE promulgated regulations in the form of public notices, which require registrations with, and approval from, the SAFE on direct or indirect offshore investment activities by PRC resident individuals. The SAFE regulations require that if an offshore company directly or indirectly formed by or controlled by PRC resident individuals, known as SPC, intends to acquire a PRC company, such acquisition will be subject to strict examination by the SAFE. The regulation also requires PRC resident individuals to repatriate all dividends of the SPC. Without registration with the SAFE by PRC resident individuals, the PRC entity may not be able to remit any of its profits out of the PRC as dividends or otherwise. Violation of the regulation may be deemed an evasion of foreign exchange rules and implicated PRC resident individuals may be liable for a penalty. However, there are uncertainties regarding the interpretation and application of current or future PRC laws and regulations, including the regulations established by the SAFE. To date, no registration has been filed with the SAFE. Even if it is determined that registration with the SAFE is required, management believes that applicable filings with the SAFE can be made at any time, and management does not foresee significant difficulties in obtaining the SAFE s approval should it be required.

Our auditor is located in China, a jurisdiction where PCAOB is currently unable to conduct inspections without the approval of the PRC authorities, and as such, investors may be deprived of the benefits of such inspection.

Our independent registered public accounting firm that issues the audit reports included in our annual reports filed with the SEC, as an auditor of companies that are traded publicly in the United States and a firm registered with the Public Company Accounting Oversight Board (United States), or PCAOB, is required by the laws of the United States to undergo regular inspections by PCAOB to assess its compliance with the laws of the United States and professional standards. Our auditor is located in China, a jurisdiction where PCAOB is currently unable to conduct inspections without the approval of the PRC authorities. In May 2013, PCAOB announced that it had entered into a Memorandum of Understanding on Enforcement Cooperation with the China Securities Regulation Commission, or the CSRC, and the Ministry of Finance, which establishes a cooperative framework between the parties for the production and exchange of audit documents relevant to investigations undertaken by PCAOB, the CSRC or the Ministry of Finance in the United States and the PRC, respectively. PCAOB continues to be in discussions with the CSRC and the Ministry of Finance to permit joint inspections in the PRC of audit firms that are registered with PCAOB and audit Chinese companies that trade on U.S. exchanges.

Inspections of other firms that PCAOB has conducted outside of China have identified deficiencies in those firms audit procedures and quality control procedures, which may be addressed as part of the inspection process to improve future audit quality. The inability of PCAOB to conduct inspections of independent registered public accounting firms operating in China makes it more difficult to evaluate the effectiveness of our auditor s audit procedures or quality control procedures. As a result, investors may be deprived of the benefits of PCAOB inspections.

Proceedings instituted recently by the SEC against five PRC-based accounting firms could result in our financial statements being determined to not be in compliance with the requirements of the Exchange Act.

In December 2012, the SEC brought administrative proceedings against five accounting firms in China, alleging that they had refused to produce audit work papers and other documents related to certain other China-based companies under investigation by the SEC for potential accounting fraud. On January 22, 2014, an initial administrative law decision was issued, censuring these accounting firms and suspending four of the five firms from practicing before the SEC for a period of six months. The four firms appealed to the SEC against this decision and, on February 6, 2015, each of the four accounting firms agreed to a censure and to pay a fine to the SEC to settle the dispute and avoid suspension of their ability to practice before the SEC. The firms' ability to continue to serve all their respective clients is not affected by the settlement. The settlement requires the firms to follow detailed procedures to seek to provide the SEC with access to Chinese firms' audit documents via the CSRC. If the firms do not follow these procedures, the SEC could impose penalties such as suspensions, or it could restart the administrative proceedings. The settlement did not require the firms to admit to any violation of law and preserves the firms' legal defenses in the event the administrative proceeding is restarted.

In the event that the SEC restarts the administrative proceedings, depending upon the final outcome, listed companies in the United States with major PRC operations may find it difficult or impossible to retain auditors in respect of their operations in the PRC, which could result in financial statements being determined to not be in compliance with the requirements of the Exchange Act, including possible delisting. Moreover, any negative news about the proceedings against these audit firms may cause investor uncertainty regarding China-based, United States-listed companies and the market price of our shares may be adversely affected.

If our independent registered public accounting firm is denied, temporarily, the ability to practice before the SEC and we are unable to timely find another registered public accounting firm to audit and issue an opinion on our financial statements, our financial statements could be determined to not be in compliance with the requirements of the Exchange Act. Such a determination could ultimately lead to the delisting from the NASDAQ or deregistration from the SEC, or both, which would substantially reduce or effectively terminate the trading of our shares in the United States.

Substantial uncertainties exist with respect to the enactment timetable, interpretation and implementation of draft PRC Foreign Investment Law and how it may impact the viability of our current corporate structure, corporate governance and business operations.

The Ministry of Commerce published a discussion draft of the proposed Foreign Investment Law in January 2015 aiming to, upon its enactment, replace the trio of existing laws regulating foreign investment in China, namely, the Sino-foreign Equity Joint Venture Enterprise Law, the Sino-foreign Cooperative Joint Venture Enterprise Law and the Wholly Foreign-invested Enterprise Law, together with their implementation rules and ancillary regulations. The draft Foreign Investment Law embodies an expected PRC regulatory trend to rationalize its foreign investment regulatory regime in line with prevailing international practice and the legislative efforts to unify the corporate legal requirements for both foreign and domestic investments. The Ministry of Commerce has solicited comments from the public on this draft, and substantial uncertainties exist with respect to its enactment timetable, final content, interpretation and implementation. The draft Foreign Investment Law, if enacted as proposed, may materially impact the viability of our current corporate structure, corporate governance and business operations in many aspects.

Among other things, the draft Foreign Investment Law expands the definition of foreign investment and introduces the principle of actual control in determining whether a company should be treated as a foreign-invested enterprise, or an FIE. According to the definition set forth in the draft Foreign Investment Law, FIEs refer to enterprises established in China pursuant to PRC law that are solely or partially invested by foreign investors. The draft Foreign Investment Law specifically provides that entities established in China (without direct foreign equity ownership) but controlled by foreign investors, through contract or trust for example, will be treated as FIEs. Once an entity falls within the definition of FIE, it may be subject to foreign investment restrictions or prohibitions set forth in a negative list to be separately issued by the State Council later. If an FIE proposes to conduct business in an industry subject to foreign investment restrictions in the negative list, the FIE must go through a market entry clearance by the Ministry of Commerce before being established. If an FIE proposes to conduct business in an industry subject to foreign investment prohibitions in the negative list, it must not engage in the business. However, an FIE, during the market entry clearance process, may apply in writing to be treated as a PRC domestic enterprise if its foreign investor(s) is/are ultimately controlled by PRC government authorities and its affiliates and/or PRC citizens. In this connection, control is broadly defined in the draft law to cover the following summarized categories: (i) holding 50% of more of the voting rights of the subject entity; (ii) holding less than 50% of the voting rights of the subject entity but having the power to secure at least 50% of the seats on the board or other equivalent decision making bodies, or having the voting power to exert material influence on the board, the shareholders meeting or other equivalent decision making bodies; or (iii) having the power to exert decisive influence, via contractual or trust arrangements, over the subject entity s operations, financial matters or other key aspects of business operations.

The draft Foreign Investment Law, if enacted as proposed, may also materially impact our corporate governance practice and increase our compliance costs. For instance, the draft Foreign Investment Law imposes stringent ad hoc and periodic information reporting requirements on foreign investors and the applicable FIEs. Aside from investment implementation report and investment amendment report that are required at each investment and alteration of

investment specifics, an annual report is mandatory, and large foreign investors meeting certain criteria are required to report on a quarterly basis. Any company found to be non-compliant with these information reporting obligations may potentially be subject to fines and/or administrative or criminal liabilities, and the persons directly responsible may be subject to criminal liabilities.

Risks Relating to Foreign Private Issuer Status

Because our assets are located outside of the United States and all of our directors and all our officers reside outside of the United States, it may be difficult for you to enforce your rights based on U.S. Federal Securities Laws against us and our officers and directors or to enforce a judgment of a United States court against us or our officers and directors in the PRC.

We are a BVI company, our officers and directors are non-residents of the United States, our assets are located in the PRC, and our operations are conducted in the PRC. We do not maintain a business presence in the United States. Therefore, it may not be possible to effect service of process on such persons in the United States, and it may be difficult to enforce any judgments rendered against us or them. Moreover, there is doubt whether courts in the BVI or the PRC would enforce (a) judgments of United States courts against us, or our directors or officers based on the civil liability provisions of the securities laws of the Unites States or any state, or (b) in original actions brought in the BVI or the PRC, liabilities against us or any non-residents based upon the securities laws of the United States or any state.

Our status as a foreign private issuer results in less information being available about us than about domestic reporting companies.

We are a foreign private issuer and are not required to file as much information about us as domestic issuers are required to file. In this regard:

.

we are not required to file quarterly reports on Form 10-Q and our annual reports on Form 20-F are subject to disclosure requirement that differ from Form 10-K;

.

we are exempt from the provisions of Regulation FD aimed at preventing issuers from making selective disclosures;

.

the SEC proxy statement and information statement rules do not apply to us; and

.

our officers, directors and principal shareholder are not required to file reports detailing their beneficial ownership of our shares.

Since there is generally greater information available about domestic issuers than about foreign private issuers such as us, the information we are not required to provide may make it more difficult to make investment decisions about us.

Our status as a foreign private issuer allows us to adopt IFRS accounting principles, which are different than accounting principles under U.S. GAAP.

We have adopted and presented our financial statements in accordance with IFRS accounting principles. IFRS is an internationally recognized body of accounting principles that are used by many companies outside of the United States

to prepare their financial statements; and the SEC recently permitted foreign private issuers such as the Company to prepare and file their financial statements in accordance with IFRS rather than U.S GAAP. IFRS accounting principles are different from those of U.S. GAAP, and SEC rules do not require us to provide a reconciliation of IFRS accounting principles to those of U.S GAAP. Accordingly, we suggest that readers of our financial statements familiarize themselves with the provisions of IFRS accounting principles in order to better understand the differences between these two sets of principles.

As a foreign private issuer we are not subject to certain requirements that other NASDAQ listed issuers are required to comply with, some of which are designed to provide information to and protect investors.

Our common shares are currently listed on the NASDAQ Capital Market and, for so long as our securities continue to be listed, we will remain subject to the rules and regulations established by NASDAQ applicable to listed companies. However, we have elected to claim certain exemptions afforded to foreign private issuers by relevant NASDAQ rules, and as a result:

.

a majority of the members on our Board of Directors are not independent as defined by NASDAQ rules;

.

our independent directors do not hold regularly scheduled meetings in executive session;

.

while executive compensation is recommended by our Compensation Committee which is comprised of independent directors, the compensation of our executive officers is not determined by an independent committee of the board or by the independent members of the Board of Directors;

.

related party transactions are not required to be reviewed or approved by our audit committee or other independent body of the Board of Directors;

.

we are not required to solicit shareholder approval of stock plans, including those in which our officers or directors may participate; stock issuances that will result in a change in control; the issuance of our stock in related party acquisitions or other acquisitions in which we may issue 20% or more of our outstanding shares; or, below market issuances of 20% or more of our outstanding shares to any person; and

.

we are not required to hold an in-person annual meeting to elect directors and transact other business customarily conducted at an annual meeting.

Due to an exemption from NASDAQ rules applicable to foreign private issuers, our related party transactions may not receive the type of independent review process that other NASDAQ-listed companies receive, and the terms of these transactions may not be as favorable as could be obtained from unrelated parties.

We have historically engaged in a substantial number of transactions with related parties in the ordinary course of business, predominantly with our principal beneficial owner and former Chairman and Chief Executive Officer and/or companies that he owns or controls. These transactions are described in greater detail elsewhere in this Annual Report. In general, NASDAQ rules require that related party transactions be reviewed by an audit committee or other committee comprised of independent directors. However, under NASDAQ rules applicable to foreign private issuers such as our company, we are exempt from certain NASDAQ requirements, including the requirement applicable to independent director review of related party transactions. This exemption is available to us because the laws of the British Virgin Islands, our home jurisdiction, do not mandate independent review of related party transactions.

Notwithstanding the foregoing, non-recurring related party transactions (i.e., related party transactions that are not in the ordinary course of business) are submitted for approval by our Board of Directors, following disclosure of the related party s interest in the transaction, and, in all cases, board approval has historically included the unanimous approval of our independent directors. In addition, our annual audited financial statements, including the related party transactions reported therein, are approved by our audit committee, which is comprised solely of independent directors. However, except to the limited extent described above, these transactions are not individually reviewed or approved solely by independent directors. While management believes that related party transactions are on terms at least as favorable to the Company as could be obtained from unrelated parties, there is no assurance that such is the case, or that shareholders would not be better protected if we were not exempt from, or we chose to voluntarily comply with, the NASDAQ rule.

Risks Related to our Common Shares

There are a limited number of our common shares in the public float and trading in our shares is not active; therefore, our common shares tend to experience price volatility.

There are currently approximately 9,448,397 of our common shares in the public float and, in general, there has not been an active trading market for our shares. Our shares tend to trade along with other shares of public companies whose operations are based in the People s Republic of China, and, at times, in tandem with other natural resource companies. These shares tend to exhibit periods of extreme volatility and price fluctuations, even when there are no events peculiar to the Company that appear to warrant price changes. We cannot assure you that price volatility will not continue in the future or, as a result thereof, that market prices will reflect actual values of our company.

As a consequence of this lack of liquidity, the trading of relatively small quantities of shares by our shareholders may disproportionately influence the price of those shares in either direction. The share price could, for example, decline precipitously in the event that a large number of shares are sold on the market without commensurate demand, as compared to a seasoned issuer which could better absorb those sales without adverse impact on its share price. As a consequence of this enhanced risk, more risk-adverse investors may, under the fear of losing all or most of their investment in the event of negative new or lack of progress, be more inclined to sell their shares on the market more

quickly and at greater discounts than would be in the case with the stock of a seasoned issuer.

Our principal beneficial owner and his affiliates control us through their stock ownership; and their interests may differ from other shareholders.

Mr. Li Feilie, beneficial owner of a majority of our outstanding common shares, beneficially owns approximately 59% of our outstanding common shares, and as a result, Mr. Li is and will continue to be able to influence the outcome of shareholder votes on various matters, including the election of directors and extraordinary corporate transactions such as business combinations. Mr. Li s interests may differ from those of other shareholders. Additional information relating to the beneficial ownership of our securities is contained elsewhere in this Annual Report under Item 6.E. Share Ownership.

The rights of our shareholders are governed by BVI law, the provisions of which may not be as favorable to shareholders as under U.S. law.

Our directors have the power to take certain actions without shareholder approval, including an amendment of our Memorandum of Association or Articles of Association (unless such amendment varies the rights attached to shares) or an increase or reduction in our authorized capital, which would require shareholder approval under the laws of most jurisdictions in the United States. In addition, the directors of a BVI company, subject in certain cases to court approval but without shareholder approval, may, among other things, implement a reorganization, certain mergers or consolidations with a subsidiary, the sale, transfer, exchange or disposition of any assets, property, part of the business, or securities of the company, or any combination (provided the assets do not represent more than 50% of the total assets of the company and the sale is not outside of the usual or ordinary course of the company s business), if they determine it is in the best interests of the company. Our ability to amend our Memorandum of Association and Articles of Association without shareholder approval could have the effect of delaying, deterring or preventing a change in our control without any further action by the shareholders, including a tender offer to purchase our common shares at a premium over then current market prices.

The elimination of monetary liability against our directors, officers and employees under our articles of association and the existence of indemnification of our directors, officers and employees may result in substantial expenditures by us and may discourage lawsuits against our directors, officers and employees.

Our articles of association contains provisions which eliminate the liability of our directors for monetary damages to us and to our stockholders to the maximum extent permitted under the corporate laws of the BVI. We may provide contractual indemnification obligations under agreements with our directors, officers and employees. These indemnification obligations could result in our incurring substantial expenditures to cover the cost of settlement or damage awards against directors, officers and employees, which we may be unable to recoup. These provisions and resultant costs may also discourage us from bringing a lawsuit against directors, officers and employees for breach of their fiduciary duties, and may similarly discourage the filing of derivative litigation by our shareholders against our directors, officers and employees even though such actions, if successful, might otherwise benefit us Company and our shareholders.

Risks Related to the Spin-Off

We face uncertainties with respect to the applicability of PRC withholding tax on the Distribution.

Pursuant to the Notice on Strengthening Administration of Enterprise Income Tax for Share Transfers by Non-PRC Resident Enterprises (SAT Circular 698) issued by the State Administration of Taxation (SAT) on December 10, 20 with retroactive effect from January 1, 2008, if a non-PRC resident enterprise transfers its indirect equity interests in a PRC resident enterprise by disposing of its equity interests in an overseas holding company (Indirect Transfer), and such overseas holding company is located in a tax jurisdiction that has an effective tax rate of less than 12.5% or does not tax foreign income of its residents, the non-PRC resident enterprise, as the transferor, is required to report the Indirect Transfer to the relevant PRC tax authorities.

SAT issued an announcement in February 2015, i.e., the Notice of SAT on Several Issues Concerning the Corporate Income Tax on the Indirect Transfers of Properties by PRC Non-Residents or Announcement 7, which stipulates in greater detail how to evaluate the reasonable commercial substance.

Using a substance over form principle, the PRC tax authorities may disregard the existence of the overseas holding company if it lacks a reasonable commercial purpose and was established for the purpose of avoiding PRC tax, in which case the gains derived from such Indirect Transfer may be subject to PRC withholding tax at a rate of up to 10%. SAT Circular 698 also provides that, if a non-PRC resident enterprise transfers its equity interests in a PRC resident enterprise to its related parties at a price lower than the fair market value, the relevant PRC tax authorities have the authority to make reasonable adjustments to the taxable income of the transaction.

There is uncertainty as to the application of SAT Circular 698 and Announcement 7. For example, while the term Indirect Transfer is not clearly defined, it is understood that the relevant PRC tax authorities have jurisdiction regarding requests for information over a wide range of foreign entities having no direct contact with the PRC. As a result, there is a risk that the PRC tax authorities would regard the Distribution as an Indirect Transfer by CHNR of our PRC subsidiaries to CHNR s shareholders subject to SAT Circular 698. If SAT Circular 698 were determined to be applicable to the Distribution by the PRC tax authorities, CHNR could be required to withhold taxes at a rate of up to 10% on any gains derived from the Distribution, which may be deemed as the difference between the fair value of our ordinary shares at the time of the Distribution and CHNR s tax basis in our ordinary shares.

It is not possible to foresee all risks that may affect us. Moreover, we cannot predict whether we will successfully effectuate our current business plan. Each prospective purchaser is encouraged to carefully analyze the risks and merits of an investment in the shares and should take into consideration when making such analysis, among others, the Risk Factors discussed above.

ITEM 4.

INFORMATION ON THE COMPANY

A.

History and Development of the Company

From Inception Until 2006

China Resources was incorporated as Magenta Corp. on January 15, 1986, in the State of Nevada. China Resources had no operating business until control of it was acquired in December 1994, by the former shareholders of CHNR, who exchanged all of the issued and outstanding shares of capital stock of CHNR for 108,000 shares of China Resources' common stock. As a result of the acquisition, the former shareholders of CHNR acquired 90% of the then issued and outstanding shares of common stock of China Resources, and CHNR became a wholly-owned subsidiary of China Resources. CHNR was incorporated in the BVI on December 14, 1993.

On December 9, 2004, China Resources merged with and into CHNR (the Redomicile Merger). The Redomicile Merger was consummated through an exchange of shares of China Resources for shares of CHNR on a one-for-one basis. As a result of the Redomicile Merger, the Company became domiciled in the BVI and CHNR succeeded to the rights and obligations of China Resources under its existing agreements and relationships. Prior to the Redomicile Merger, the Company s common shares were traded on the NASDAQ Capital Market under the symbol CHRB. Following the Redomicile Merger, the trading symbol was changed to CHNR.

Until 2006, the Company has sought, acquired and operated various business opportunities that management believed could be operated profitably. From 2003 until 2006, the Company operated an advertising, promotion and public relations business, which was disposed of in July 2006.

Reverse Acquisition of Feishang Mining

On February 3, 2006, the Company consummated the Acquisition of all of the issued and outstanding capital stock of Feishang Mining. Feishang Mining beneficially owns 100% of the capital stock of Wuhu Feishang, a company established under the laws of the PRC, which is principally engaged in the mining of zinc, iron and other minerals for distribution in the PRC. We acquired the capital stock of Feishang Mining from Feishang Group, a BVI company. Feishang Group is ultimately controlled by its sole beneficial owner, Mr. Li Feilie, our former Chief Executive Officer and Chairman. In consideration for our receipt of the shares of Feishang Mining, the Company issued 9,980,593 of its common shares to Feishang Group, representing approximately 86.4% of the Company s then issued and outstanding common shares (after giving effect to the exchange of 320,000 outstanding preferred shares for 320,000 common shares), and issued to Feishang Group warrants (the Warrants) to purchase an additional 4,500,000 common shares. Ching Lung Po, director, Chief Executive Officer and Chairman of the Company resigned at the closing of the

Acquisition, and Mr. Li Feilie, Chairman of Feishang Mining, was appointed as director, Chief Executive Officer and Chairman of the Company. The Company s other directors and executive officers were not changed as a result of the Acquisition.

The Warrants entitled the holder to purchase: 2,000,000 common shares at an exercise price of $4.00 per share for a period of two years from the closing date; 1,500,000 common shares at an exercise price of $4.50 per share for a period of three years from the closing date; and 1,000,000 shares at an exercise price of $5.00 per share for a period of four years from the closing date. The Warrants were fully exercised by Feishang Group, our principal shareholder, and the Company received gross proceeds of US$8,000,000, US$6,750,000 and US$5,000,000 in connection therewith during the years ended December 31, 2008, 2009 and 2010, respectively.

Non-ferrous Metal Exploration and Mining; Coal Mining and Production; Copper Smelting; and Other Activities

At various times during the period from February 2006 through December 2017, we:

.

Owned and operated a copper smelting plant located in Western Bolivia. We conducted our copper smelting operations through Double Grow and its direct and indirect subsidiaries, including Antay Pacha. On December 29, 2017, we sold our interest in Double Grow and its subsidiaries to an unrelated third party (see “DISCONTINUED SEGMENT – Copper Smelting Operations,” below).

.

Engaged in the exploration, mineral extraction, processing and sales of iron, zinc and other non-ferrous metals extracted or produced at mines primarily located in Anhui Province in the PRC, as well as our operation of related businesses. On December 27, 2015, we temporarily suspended our metals mining operations due to the low market price for non-ferrous metals and because we had substantially depleted minable ore at Yangchong Mine, our sole operating mine. In March 2016, we engaged a geological firm to conduct geological surveys to determine the viability of further mining at or near Yangchong Mine. We sold our non-ferrous mining operations to an unrelated third party in March 2017 after concluding that market prices for non-ferrous metals, and the related costs of extraction and processing, did not warrant continued operations at Yangchong Mine (see DISCONTINUED SEGMENT Exploration and Mining of Non-ferrous Metals, below).

.

Engaged in the mining and production of anthracite coal at mines located in Guizhou Province in the PRC. We conducted these activities through our indirect wholly-owned subsidiary, Feishang Anthracite. We disposed of our coal mining and related businesses in connection with the January 2014 Spin-Off and listing on the Main Board of the Hong Kong Stock Exchange of the shares of Feishang Anthracite (see “DISCONTINUED SEGMENT - Coal-Mining and Related Businesses,” below).

.

Engaged in copper smelting operations through our subsidiary Mark Faith Technology Development Limited in Inner Mongolia. We sold our copper smelting operations to an unrelated third party in September 2009.

Exploration Activities in Inner Mongolia

The Board of Directors has determined to focus the Company s resources on metals explorations and mining activities and other business operations in the PRC. Following our disposition of Double Grow in December 2017, our operations consist of the exploration for lead, silver and other metals in the Inner Mongolia Autonomous Region of

the PRC. In November 2017, we acquired all of the issued and outstanding capital stock of Bayannaoer Mining for a purchase price of CNY716,900 (US$110,179); and thereby acquired its right to explore for minerals at Moruogu Tong Mine (see BUSINESS SEGMENT Metal Exploration Activities in Inner Mongolia, below). Bayannaoer Mining holds an exploration permit issued by the Land and Resources Department of Inner Mongolia Autonomous Region covering Moruogu Tong Mine, located in Wulatehouqi, Bayannaoer City, Inner Mongolia. The exploration program has indicated the presence of a mid-size deposit of lead and silver ore and resources sufficient in quantity and quality to warrant further exploration, which is designed to confirm and increase measured resources, and identify other minable metal resources such as copper. We anticipate that our working capital and capital expenditures for our exploration activities will be funded through internally generated cash in prior years, non-interest bearing loans from related parties, and funds provided pursuant to the Cooperation Agreement.

Other Matters

On December 31, 2013, the Board of Directors approved a conditional special interim dividend to the shareholders of CHNR satisfied by way of a distribution in specie of the entire issued share capital of Feishang Anthracite to all shareholders of CHNR in proportion to their respective shareholdings in CHNR on the Distribution Record Date. The Distribution became unconditional upon successful listing by way of introduction on the Main Board of the Hong Kong Stock Exchange of Feishang Anthracite on January 22, 2014.

Management is also exploring new businesses opportunities to contribute to revenues and enhance shareholder values.

The Company has not been a party to any bankruptcy, receivership or similar proceedings, trade suspensions or cease trade orders by any regulatory authority.

The Company s executive offices are located at Room 2205, 22/F, West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Sheung Wan, Hong Kong, telephone +852 28107205. The Company does not currently maintain an agent in the United States.

B.

Business Overview

BUSINESS SEGMENT Metal Exploration Activities in Inner Mongolia

Acquisition of Bayannaoer Mining

On November 30, 2017, CHNR s subsidiary Yangpu Shuanghu entered into separate agreements with Feishang Enterprise and Shenzhen Chaopeng Investment Co., Ltd. (Shenzhen Chaopeng), each of which is a related party. Pursuant to the agreement with Feishang Enterprise (the Feishang Enterprise Agreement), the Company consummated its acquisition of approximately 98.32% of the issued and outstanding capital shares of Bayannaoer Mining. Pursuant to the agreement with Shenzhen Chaopeng (together with the Feishang Enterprise Agreement, the Acquisition Agreements), the Company consummated its acquisition of approximately 1.68% of the issued and outstanding capital shares of Bayannaoer Mining. The Acquisition Agreements are identical to each other except as to the name of seller, the amount of consideration and similar information.

The purchase price for all of the issued and outstanding capital shares of Bayannaoer Mining (the BM Acquired Shares) is CNY716,900 (US$110,179), which is approximately equal to the net asset value of Bayannaoer Mining as of September 30, 2017. The purchase price was paid by delivery to Feishang Enterprise and Shenzhen Chaopeng of Yangpu Shuanghu s several promissory notes (the Notes) in the aggregate amount of CNY716,900 (US$110,179). The Notes are payable, without interest, on May 30, 2018, and was paid in December 2017.

The Acquisition Agreements contain customary representations, warranties and covenants covering such matters as ownership of the BM Acquired Shares by the sellers free and clear of all liens, charges and encumbrances and due authorization, execution and enforceability of the Acquisition Agreements, as well as covering the historical operations of Bayannaoer Mining, including without limitation, its organization, capitalization, financial condition, tax payments and compliance with applicable laws, rules and regulations. The Acquisition Agreements also contain indemnification provisions in favor of the Company in the event of breaches of the sellers representations, warranties and covenants.

Bayannaoer Mining holds an exploration permit issued by the Land and Resources Department of Inner Mongolia Autonomous Region covering Moruogu Tong Mine, located in Wulatehouqi, Bayannaoer City, Inner Mongolia. Based upon preliminary geologic surveys, it is believed that Moruogu Tong Mine contains minable amounts of lead and silver resources, with the prospect that further surveying and exploration may indicate the presence of other minable ore such as copper.

Feishang Enterprise and Shenzhen Chaopeng are each beneficially owned by Mr. Li Feilie, the principal beneficial owner of the Company, and members of his family. Mr. Li is also the former Chief Executive Officer and Chairman of the Company and currently serves as an executive officer and director of certain subsidiaries of the Company. Through his related companies, Mr. Li also provides funding to support the Company s operating expenses and holds a substantial amount of Company debt (see Item 7.B. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS Related Party Transactons, below). Wong Wah On Edward, the Chief Executive Officer and Chairman of the Company, and Bonaventure Yue, the Company s Chief Financial Officer and a Director, are each also executive officers of Feishang Enterprise and/or certain of its affiliates.

The foregoing description of the Acquisition Agreements is only a summary and is qualified in its entirety by reference to the Acquisition Agreements, copies of which have been translated into English and incorporated by reference as Exhibits 4.20 and 4.21, respectively, to this Annual Report.

Lead and Silver Industry and Market

Lead (chemical element symbol Pb) is a supple and ductile heavy metal that is denser than most common materials. In its pure state, lead is bluish-white; it tarnishes to a dull gray color when exposed to air. It is extensively used in construction, plumbing, batteries, bullets and shot, weights, solders, pewters, fusible alloys, white paints, leaded gasoline, and radiation shielding. Lead's properties of high density, low melting point, ductility and relative inertness to oxidation allow it to be used in a wide range of applications, of which uses in lead-acid batteries are by far the most prevalent. The reactions in the battery between lead, lead dioxide, and sulfuric acid provide a reliable source of voltage. Despite having lower energy density and charge-discharge efficiency than lithium-ion batteries, lead-acid batteries have stable electromotive force when discharging and steady working voltage, while being significantly cheaper. These properties and their ability to supply high surge currents and operate under a wide range of temperatures make them by far irreplaceable in the automobile industry.

Lead is an internationally traded commodity, the price of which is effectively established on commodity markets throughout the world. Lead price has seen increases in recent years due to the recovery of global economy. In 2017, lead was in short supply globally, and the situation for China was especially so in recent years. This means China has been reliant on import of lead ores. During 2017, lead price was highly volatile with an initial sharp drop followed by a large increase and reached an annual high of CNY21,430 (US$3,294) per tonne in October 2017. The closing price at the end of 2017 was CNY19,170 (US$2,946) per tonne, representing an increase of approximately 10% compared with the beginning of the year.

The following table shows the world refined production and world refined usage of lead over the past five years:

	2013	**2014**	**2015**	**2016**	**2017**
World refined production (in thousand tonnes)	10,785	11,139	10,310	10,832	11,678
World refined usage (in thousand tonnes)	10,817	11,127	10,244	10,828	11,857
China s refined production (in thousand tonnes)	4,780	4,946	4,068	4,483	5,028
China s refined usage (in thousand tonnes)	4,757	4,951	4,076	4,447	5,144
LME average price (US$/ tonne)	2,215	1,857	1,783	2,015	2,531
SHFE average price (CNY/ tonne)	14,300	12,375	13,145	17,555	19,160

Source: ILZSG, LME, SHFE, Wind Economic Database.

Silver (chemical element symbol Ag) is a soft, ductile, and malleable metal with the highest electrical conductivity, thermal conductivity and reflectivity of any metal. It has a brilliant white metallic luster that can take a high polish and has similar physical and chemical properties with copper and gold. Most silver is produced as a byproduct during refining of copper, gold, lead, or zinc. Despite being more abundant than gold, silver has long been valued as a precious metal and used in currency and as an investment medium (bullion coins) alongside gold. It is also used in jewelry, silverware, medicine, electronics, brazing alloys, chemical equipment, catalysis, and photography, etc.

Silver is an internationally traded commodity, the price of which is effectively established on commodity markets throughout the world. Silver was in short supply for four consecutive years since 2013, but the gap narrowed down and transformed into a small surplus in 2017. Silver prices have been declining since 2011 but had a slight rebound in 2016. In 2017, silver price remained volatile at relatively low levels. It reached an annual high of CNY4,337 (US$667) per kg in April 2017 before it started to decline.

The following table shows the world refined production and world refined usage of silver over the past five years:

	2013	**2014**	**2015**	**2016**	**2017**
World production from mines (in tonnes)	25,695	27,112	27,406	26,147	25,043
World total production (in tonnes)	30,724	32,680	32,338	31,324	31,103
World total demand (in tonnes)	35,016	34,783	35,815	31,968	30,360
COMEX average price (US$/ oz)	19.4	15.6	13.8	16.0	17.1
SHFE average price (CNY/ kg)	4,136	3,524	3,294	4,102	3,885

Source: COMEX, SHFE, Wind Economic Database.

Metal Exploration Activities

Overview of Bayannaoer Mining

Bayannaoer Mining was established in 2005 to engage in mineral exploration activities in Bayannaoer City, located in the Inner Mongolia Autonomous Region of the PRC. The registered capital of Bayannaoer Mining is CNY59.48 million (US$9.14 million), approximately 98.32% of which was contributed by Feishang Enterprise and approximately 1.68% by Shenzhen Chaopeng.

17

In 2005, Bayannaoer Mining obtained 11 exploration rights from the Land and Resources Department of Inner Mongolia Autonomous Region. Following completion of preliminary exploration activities and evaluation, management determined to retain exploration rights solely to Moruogu Tong Mine; and, to date, has received a series of license renewals. Total exploration expenses (other than non-current assets and administrative expense) incurred to date amount to approximately CNY35.30 million (US$5.43 million). The current exploration permit for Moruogu Tong Mine runs from September 14, 2017 to September 13, 2019 and covers a site area of 10.43 square kilometers.

The Moruogu Tong Mine is located in Wulatehouqi, Bayannaoer City, in the Inner Mongolia Autonomous Region of the PRC. In 2006, Bayannaoer Mining engaged the Land and Resources Exploration and Development Institute of Inner Mongolia to carry out prospecting, including geophysical and drilling works; and, to date, has incurred exploration expenses of approximately CNY16.50 million (US$2.54 million), which were paid from internal funds. To date, the exploration program at Moruogu Tong Mine primarily involved the completion of mine geological surveying and mapping at 1:2000 covering an area of 2.73 square kilometers, which included trenching exploration works totaling 982.94 cubic meters in 9 trenches and 61 drill holes for a total of 16,694.65 meters. 1,160 different samples, including basic analysis samples, chemical analysis samples, spectra samples and aqueous analysis samples, etc., were collected during the exploration program.

The exploration program has indicated the presence of a mid-size deposit of lead and silver ore and resources sufficient in quantity and quality to warrant further exploration designed to confirm and increase measured resources, with the prospect of identifying other minable metal resources such as copper. Further exploration is underway and it is anticipated that exploration works will be completed by the end of 2018; and that a final appraisal will be delivered, and filing made with the Land and Resources Department of Inner Mongolia Autonomous Region, in early 2019. Thereafter, application for mining rights is scheduled for completion by the end of 2019; and, upon issuance of a mining permit, mine construction is expected to commence.

The future budgeted amount for the exploration project, including drilling expenses, site construction costs, grassland compensation fees and simple infrastructure construction costs, is anticipated to be approximately CNY11.40 million (US$1.75 million). This project is expected to be financed by bank borrowings, funds received pursuant to the Cooperation Agreement, and loans from a related party. While the results of preliminary prospecting suggest that the Moruogu Tong Mine contains mineable quantities of lead and silver, until further exploration and analysis is completed, the Company cannot predict the nature and extent of minerals contained at the mine or the commercial viability of pursuing a plan of extraction. It is possible that further exploration and analysis will not confirm initial findings and that continued activities in furtherance of mining operations will cease.

Mutual Cooperation Agreement

On August 20, 2017, Bayannaoer Mining entered into the Cooperation Agreement with Jijincheng Mining, an unrelated third party. The Cooperation Agreement is intended to provide for financial support by Jijincheng Mining for the operating expenses of Moruogu Tong Mine during the exploration stage, and the allocation of rights and responsibilities between Bayannaoer Mining and Jijincheng Mining. Pursuant to the Cooperation Agreement: (i) Bayannaoer Mining contributed the existing exploration results for Moruogu Tong Mine; (ii) Jijincheng Mining provides the necessary funds for further exploration at the mine; (iii) Bayannaoer Mining enjoys full rights to any resources already discovered and confirmed by its independent exploration works conducted prior to commencement of the cooperative exploration project; (iv) Bayannaoer Mining and Jijincheng Mining will each receive a 50% interest in any newly discovered resources from the first 10 drilling holes in the cooperative exploration project; and (v) Bayannaoer Mining and Jijincheng Mining will receive 30% and 70% interests, respectively, in any newly discovered resources from drilling works beyond the first 10 drilling holes in the cooperative exploration project. Other details of

the Cooperation Agreement, including allocations and distributions upon completion of exploration works, remain the subject of continuing discussion between the parties. In 2017, the cooperative exploration project completed six drill holes for a total of 2,321.9 meters, where 100 samples were collected and total exploration expenses paid by Jijincheng Mining amounted to approximately CNY1.70 million (US$261,269).

The foregoing description of the Cooperation Agreement is only a summary and is qualified in its entirety by reference to the Cooperation Agreement, a copy of which has been translated into English and incorporated by reference as Exhibit 4.25 to this Annual Report.

Geography

The following diagram shows the geography of Bayannaoer Mining s exploration site and its surrounding areas:

The Moruogu Tong Mine of Bayannaoer Mining is located in Wulatehouqi, Bayannaoer City, in the Inner Mongolia Autonomous Region of the PRC. The mine is approximately 45 kilometers to Chaogewenduer Town and 40 kilometers to Qingshan Town. The Qingxian Road passes through the southern part of the mine and transportation is

very convenient. Connectivity to water, electric and other necessary services will be addressed at the time of mine construction and development. The current exploration permit for Moruogu Tong Mine runs from September 14, 2017 to September 13, 2019 and covers a site area of 10.43 square kilometers.

Government Regulation of Mineral Exploration Activities

Under the Mineral Resources Law, all mineral resources in the PRC are owned by the State. Exploration and mining rights are granted by the State permitting recipients to conduct exploration or mining activities in a specific mining area during the specified license period. Although Bayannaoer Mining believes its exploration licenses will continue to be renewed, as necessary, there can be no assurance that such will be the case or that Bayannaoer Mining will be able to obtain a mining license in the future and exploit the entire mineral resources of its mines during its license period. If Bayannaoer Mining fails to renew its exploration rights upon expiry or if it cannot obtain a mining license and effectively utilize the resources within the license period, the operation and performance of Bayannaoer Mining may be adversely affected.

Bayannaoer Mining s exploration permit entitles it to undertake exploration activities in compliance with applicable laws and regulations, within the specific area covered by the license during the license period. Bayannaoer Mining is required to complete a prospecting report and a final appraisal and file with the relevant government authority before it can apply for mining rights and proceed to mine construction. A mining rights permit entitles the holder to undertake mining activities and infrastructure and ancillary work, in compliance with applicable laws and regulations, within the specific area covered by the license during the license period. Holders are required to submit a mining proposal and feasibility studies to the relevant government authority. Entities seeking mining rights are also obligated to pay natural resources fees and resources compensation fees in relation to sales of metal concentrates.

The State Administration for Environmental Protection is responsible for the supervision of environmental protection in, the implementation of national standards for environmental quality and discharge of pollutants for, and the supervision of the environmental management system of the PRC. Environmental protection bureaus at the county level or above are responsible for environmental protection within their jurisdictions.

The laws and regulations governing environmental protection require each company to lodge environmental impact statements for a construction project with the environmental protection bureaus at the county level. These statements must be filed prior to the commencement of construction, expansion or modification of a project. The environmental protection bureaus inspect new production facilities and determine compliance with applicable environmental standards, prior to the commencement of operations.

The Environmental Protection Law requires all operations that may cause pollution or produce other hazards to take environmental protection measures and to establish an environmental protection responsibility system. Such system includes the adoption of effective measures to prevent and control exhaust gas, sewage, waste residues, dust or other waste materials. Entities discharging pollutants must report to and register with the relevant environmental protection authorities.

If an enterprise fails to report or register the environmental pollution caused by it, it is subject to receiving a warning or penalty. Enterprises which fail to restore the environment or remedy the effects of the pollution within the prescribed time are also subject to penalty or termination of their business licenses. Enterprises which have polluted and endangered the environment are responsible for remedying the danger and effects of the pollution, as well as for the payment of compensation for any losses or damages suffered as a result of such environmental pollution. A material violation of the Environmental Protection Law that causes a material loss to public and private belongings or personal injuries or death may result in criminal liabilities.

Management believes that Bayannaoer Mining is in material compliance with all applicable environmental protection requirements of the State.

NON-BUSINESS SEGMENT Corporate Activities

Operating Subsidiaries

Feishang Management

Feishang Management was incorporated in the PRC in October 2008. It is a wholly-owned subsidiary of Yunnan Mining and is engaged in the provision of management and consulting services to the other companies in the Group.

Funded Subsidiaries

The following subsidiaries have been funded and are poised to participate in future opportunities, should they arise:

China Coal

China Coal was incorporated in Hong Kong in January 2008. It is a wholly-owned subsidiary of CHNR.

Feishang Dayun

Feishang Dayun was incorporated in Hong Kong in June 2008. It is a wholly-owned subsidiary of Pineboom.

Feishang Mining

Feishang Mining was incorporated in the BVI in September 2004. It is a wholly-owned subsidiary of CHNR.

Feishang Yongfu

Feishang Yongfu was incorporated in Hong Kong in June 2008. It is a wholly-owned subsidiary of Newhold.

Newhold

Newhold was incorporated in the BVI in July 2008. It is a wholly-owned subsidiary of CHNR.

Pineboom

Pineboom was incorporated in the BVI in May 2008. It is a wholly-owned subsidiary of CHNR.

Yangpu Lianzhong

Yangpu Lianzhong was incorporated in the PRC in January 2008. It is a wholly-owned subsidiary of China Coal.

Yangpu Shuanghu

Yangpu Shuanghu was incorporated in the PRC in May 2004. It is a wholly-owned subsidiary of Feishang Yongfu.

Yunnan Mining

Yunnan Mining was incorporated in the PRC in June 2007. It is a wholly-owned subsidiary of Yangpu Shuanghu.

Dormant Subsidiaries

The following subsidiaries are currently dormant:

FMH Services

FMH Services is a Florida company incorporated in November 2007 in connection with a proposed transaction that was not consummated. FMH Services, which is wholly-owned by CHNR, is currently dormant.

Silver Moon

Silver Moon is a BVI company incorporated in March 2000. Silver Moon, which is 80%-owned by CHNR, is currently dormant.

Sunwide

Sunwide was incorporated in the BVI in January 2001. Sunwide is a wholly-owned subsidiary of CHNR and is currently dormant.

DISCONTINUED SEGMENT Exploration and Mining of Non-ferrous Metals

Metals mining operations included the exploration for, and extraction, production and sale of, non-ferrous metals. Our metal mining operations were conducted by Wuhu Feishang, a PRC company that was wholly-owned by Feishang Mining. Wuhu Feishang is principally engaged in the mining of zinc, iron, and other minerals and non-ferrous metals, and their sale in the PRC.

On February 24, 2017, Feishang Mining together with Wuhu City Feishang Industrial Development Co., Ltd. (Wuhu Industrial), as nominee for Feishang Mining (collectively WH Sellers), entered into an agreement (the WH Purchase Agreement) with Mr. Shen Yandi, an unrelated individual (WH Purchaser), pursuant to which WH Sellers sold and WH Purchaser purchased, all of WH Sellers right, title and interest in and to the outstanding capital stock (the WH Equity Interests) of Wuhu Feishang.

The CNY1.00 million (US$0.15 million) purchase price for the WH Equity Interests was delivered to WH Sellers, and WH Sellers delivered the WH Equity Interests to WH Purchaser, at a closing held on March 3, 2017, following receipt of regulatory approval for transfer of the WH Equity Interests to WH Purchaser. Pursuant to the WH Purchase Agreement:

.

Wuhu Feishang remains responsible for all of its liabilities and financial obligations other than those expressly undertaken by WH Sellers.

.

WH Sellers established a joint bank account and WH Purchaser contributed CNY3.00 million (US$0.46 million) into the account as an earnest money deposit. The account will also include funds to be deposited by Wuhu Feishang to fund certain of Wuhu Feishang s on-going financial obligations under the WH Purchase Agreement. The funds in the account will be disbursed with the approval of WH Sellers, upon the attainment of milestones and in the manner described in the WH Purchase Agreement.

.

The parties allocated responsibility for certain on-going negotiations and settlements with employees and various townspeople affected by Wuhu Feishang's mining operations; as well as for certain on-going litigation.

.

WH Purchaser and Wuhu Feishang are prohibited from using the name "Feishang" in their operations.

.

A schedule of penalties is established to compensate a party for the other party's breach of the terms of the WH Purchase Agreement. In some cases, penalties are in addition to indemnification and/or performance obligations of a breaching party.

The foregoing description of the WH Purchase Agreement is only a summary and is qualified in its entirety by reference to the WH Purchase Agreement, a copy of which has been translated into English and incorporated by reference as Exhibit 4.14 to this Annual Report.

DISCONTINUED SEGMENT Copper Smelting Operations

On December 23, 2016, the Company entered into an agreement with Feishang Hesheng, a related party, and completed the acquisition of all of the issued and outstanding capital stock of Double Grow (the DG Acquired

Shares), its direct and indirect subsidiaries Easy Gain and Full Profit, each of which is organized under the laws of the BVI, and their operating subsidiary, Antay Pacha. Antay Pacha principally engages in copper smelting and the production of copper cathodes for sales to customers located primarily in Bolivia, Germany and the PRC.

The US$1,541,129 purchase price for the DG Acquired Shares includes the assumption of US$1,441,129 of indebtedness owed by Double Grow to Feishang Hesheng (the Loan). The Company paid the purchase price by delivery of its check in favor of Feishang Hesheng in the amount of US$100,000 and is required under the agreement to assume Double Grow s obligation to repay the Loan. In consideration of the Company s assumption of the Loan, Feishang Hesheng delivered its Deed of Assignment of the Loan in favor of the Company.

Feishang Hesheng is beneficially owned by Mr. Li Feilie, the principal beneficial owner of the Company, and members of his family. Mr. Li is also the former Chief Executive Officer and Chairman of the Company. Mr. Wong Wah On Edward, currently the Chief Executive Officer and Chairman of the Company, is also the Company Secretary of Feishang Hesheng.

On December 23, 2016, Feishang Hesheng waived payment of a CNY55,558,000 (US$8,000,000) indebtedness owed to it by Double Grow.

On December 29, 2017, the Company and Double Grow entered into an agreement (the DG Purchase Agreement) with Shanghai Kangzheng Investment Management Co., Ltd. (DG Purchaser), an unrelated third party, pursuant to which the Company sold all of the Company s right, title and interest in and to the outstanding capital stock (the DG Equity Interests) of Double Grow and its subsidiaries to the DG Purchaser.

The DG Purchase Agreement provides that the purchase price for the DG Equity Interests is US$2,641,129 (the Purchase Price), including the payment of US$1,441,129 in indebtedness of Double Grow to the Company. The Purchase Price was paid (a) US$1,200,000 in cash, delivered in December 2017, and (b) US$1,441,129 by the DG Purchaser s delivery of its promissory note payable, without interest, on January 28, 2018 (the Note). At the time the DG Purchase Agreement was signed, the parties also executed a Deed of Assignment of Loan (the Deed of Assignment) pursuant to which the Company assigned to the DG Purchaser its right to receive repayment of the US$1,441,129 loan from Double Grow.

The Board of Directors authorized the DG Purchase Agreement following its determination to focus its resources on metals mining and other business operations in the PRC. Following disposition of the DG Equity Interests in Double Grow, CHNR s operations consist of the exploration for lead, silver and other metals in the Inner Mongolia Autonomous Region of the PRC (see below).

The foregoing description of the DG Purchase Agreement is only a summary and is qualified in its entirety by reference to the DG Purchase Agreement, a copy of which has been translated into English and incorporated by reference as Exhibit 4.22 to this Annual Report.

DISCONTINUED SEGMENT - Coal-Mining and Related Businesses

On December 31, 2013, the Board of Directors approved a conditional special interim dividend to the shareholders of CHNR satisfied by way of a distribution in specie of the entire issued share capital of Feishang Anthracite to all shareholders of CHNR in proportion to their respective shareholdings in CHNR on the Distribution Record Date. Pursuant to the Distribution, each shareholder of CHNR became entitled to five shares of Feishang Anthracite for every share of CHNR held on the Distribution Record Date. After the completion of the Distribution, CHNR no longer holds any shares in Feishang Anthracite.

The Spin-Off did not involve any offering of new shares of Feishang Anthracite or a public offering of any other securities and no funds were raised pursuant to the Spin-Off. The Distribution became unconditional upon successful listing by way of introduction on the Main Board of the Hong Kong Stock Exchange of Feishang Anthracite on January 22, 2014.

In preparation for the Distribution, the Board of Directors passed resolutions in writing on December 6, 2013 to approve the following matters:

-

change of the authorized share capital of Feishang Anthracite from US$50,000 divided into 50,000 ordinary shares of US$1.00 each to HK$10,000,000 divided into 1,000,000,000 Shares of HK$0.01 each;

-

repurchase and cancellation of all issued shares of US$1.00 each from CHNR for US$1.00; and

-

issue of a total of 124,554,580 Shares of HK$0.01 each to CHNR for HK$98,380,000.

These transactions were completed on December 12, 2013.

Prior to the Spin-Off, Feishang Anthracite and its direct and indirect subsidiaries operated the Company s coal segment, including the exploration, construction, development and operation of coal mines located in Guizhou Province, the PRC.

C.

Organizational Structure

CHNR is a holding company directly or indirectly owning the following subsidiaries, to the extent indicated (as of April 25, 2018):

CHNR

(BVI)

100% FMH Services (Florida, US)	100% Feishang Mining (BVI)	80% Silver Moon (BVI)	100% China Coal (HK)	100% Sunwide (BVI)	100% Newhold (BVI)	100% Pineboom (BVI)
			100% Yangpu Lianzhong (PRC)		100% Feishang Yongfu (HK)	100% Feishang Dayun (HK)
					100% Yangpu Shuanghu (PRC)	
				100% Bayannaoer Mining (PRC)	100% Yunnan Mining (PRC)	
					100% Feishang Management (PRC)	

See Item 4.B. above and Exhibit 8 for descriptions of the Company s subsidiaries.

D.

Property, Plant and Equipment

The Company s administrative offices and its principal subsidiaries are located in Hong Kong, Shenzhen (Guangdong Province) and Bayannaoer City (Inner Mongolia Autonomous Region in the PRC. On September 1, 2013, the Company signed an office sharing agreement with Anka Consultants Limited (Anka), a private Hong Kong company that is owned by certain Directors of CHNR. Pursuant to the agreement, the Company shared 119 square meters out of the total of 368 square meters of the office premises. On April 1, 2017, the Company signed an office sharing agreement with Anka which superseded all previously signed agreements between the parties, pursuant to which the Company shares 184 square meters of the total area of the office premises. The agreement also provides that the Company shares certain costs and expenses in connection with their use of the office, in addition to some of the accounting and secretarial services and day-to-day office administration services provided by Anka. For the years ended December 31, 2015, 2016 and 2017, the Company paid its share of rental expenses and rates to Anka amounting to approximately CNY560,000 (US$86,065), CNY631,000 (US$96,977) and CNY949,000 (US$145,850), respectively.

The offices and exploration site of Bayannaoer Mining are located in Bayannaoer City, Inner Mongolia Autonomous Region in the PRC. The property, plant and equipment of Bayannaoer Mining mainly includes vehicles, office equipment and furniture, with a total net value of approximately CNY0.33 million (US$0.05 million). On May 11, 2016 and May 11, 2017, Bayannaoer Mining signed annual lease agreements with private individuals pursuant to which Bayannaoer Mining leases office premises located at 10/F, Huaao Building, Shengli North Road in Bayannaoer City. The office covers an area of 274 square meters and annual rent was CNY82,200 (US$12,633) in each of 2016 and 2017. The exploration site is located in Northwestern Qingshan Town, Wulatehouqi in Bayannaoer City and covers an area of approximately 10.43 square kilometers. As is typical in the PRC, the PRC government owns all of the land on which the exploration activities are carried out. Bayannaoer Mining assumed the rights to use the land when it obtained the exploration right from the Land and Resources Department of Inner Mongolia Autonomous Region in 2005.

For the years ended December 31, 2015, 2016, and 2017, the Company incurred capital expenditures (excluding fees for renewal of mining rights) of CNY10.63 million (US$1.63 million), CNY4.95 million (US$0.76 million) and CNY4.21 million (US$0.65 million), respectively.

See Item 5.F. for the Company s material commitments for capital expenditures.

ITEM 4A.

UNRESOLVED STAFF COMMENTS

None.

ITEM 5.

OPERATING AND FINANCIAL REVIEW AND PROSPECTS

Forward-Looking Statements

The following discussion contains statements that constitute forward-looking statements within the meaning of Federal securities laws. These statements include, without limitation, statements regarding the intentions, beliefs and current expectations of Company management with respect to the Company's policies regarding investments, dispositions, financings, conflicts of interest and other matters; and trends affecting the Company's financial condition or results of operations. Forward-looking statements are not a guarantee of future performance and involve risks and uncertainties, and actual results may differ materially from those in the forward-looking statement as a result of various factors. Among the risks and uncertainties that could cause our actual results to differ from our forward-looking statements are our intent, belief and current expectations as to business operations and operating results, uncertainties regarding the governmental, economic and political circumstances in the People s Republic of China, uncertainties concerning the viability of mining at the Company s Moruogu Tong Mine in Inner Mongolia, uncertainties regarding the estimates of reserves contained in Moruogu Tong Mine in Inner Mongolia, uncertainties associated with volatility in the market price of lead, silver and other metals, uncertainties relating to possible future increases in operating expenses, including costs of labor and materials, and other risks detailed from time to time in the Company s filings with the Securities and Exchange Commission, including without limitation the information set forth in Item 3.D. of this Annual Report under the heading, Risk Factors. With respect to forward-looking statements that include a statement of its underlying assumptions or bases, the Company cautions that, while it believes its assumptions or bases are reasonable and have formed them in good faith, assumed facts or bases almost always vary from actual results, and the differences between assumed facts or bases and actual results can be material depending on the circumstances. When, in any forward-looking statement, the Company, or its management, expresses an expectation or belief as to future results, that expectation or belief is expressed in good faith and is believed to have a reasonable basis, but there can be no assurance that the stated expectation or belief will result or be achieved or accomplished.

The following discussion and analysis of the results of operations and the Company s financial position should be read in conjunction with the consolidated financial statements and accompanying notes for the years ended December 31, 2015, 2016 and 2017 included elsewhere herein. The consolidated financial statements of the Company have been prepared in accordance with IFRS as issued by the International Accounting Standards Board (IASB).

A.

Operating Results

Continuing operations

On December 31, 2013, the Board of Directors approved a conditional special interim dividend to the shareholders of CHNR satisfied by way of a distribution in specie of the entire issued share capital of Feishang Anthracite to all shareholders of CHNR in proportion to their respective shareholdings in CHNR on the Distribution Record Date. Pursuant to the Distribution, each shareholder of CHNR became entitled to five shares of Feishang Anthracite for each share of CHNR held on the Distribution Record Date. After the completion of the Distribution, CHNR no longer holds any shares in Feishang Anthracite and discontinued its acquisition and exploitation of mining rights, including the exploration, construction, development and operation of coal mines located in Guizhou Province, the PRC.

The Spin-Off did not involve any offering of new shares of Feishang Anthracite or a public offering of any other securities and no funds were raised pursuant to the Spin-Off. The Distribution became unconditional upon successful listing by way of introduction on the Main Board of the Hong Kong Stock Exchange of Feishang Anthracite on January 22, 2014.

On December 23, 2016, CHNR acquired all of the issued and outstanding capital stock of Double Grow, its direct and indirect subsidiaries Easy Gain and Full Profit, and their operating subsidiary, Antay Pacha. Antay Pacha proposed to principally engage in the smelting of copper ore and production of copper cathodes for sale in markets including China, Germany and Bolivia. On December 29, 2017, CHNR disposed all of the issued and outstanding capital stock of Double Grow and its subsidiaries and ceased its copper smelting business in Bolivia.

On March 3, 2017, Feishang Mining disposed of its entire interest in Wuhu Feishang to Mr. Shen Yandi, an unrelated individual, for a consideration of CNY1.00 million (US$0.15 million), after concluding that current market prices for non-ferrous metals, and the related costs of extraction and processing, did not permit us to engage in profitable mining operations. As a result of the disposition of Wuhu Feishang, the Company no longer engages in the acquisition and exploitation of mining rights covering iron, zinc and other non-ferrous metals.

On November 30, 2017, CHNR acquired all of the issued and outstanding capital stock of Bayannaoer Mining, a PRC company established in 2005 to engage in mineral exploration activities in Bayannaoer City, in the Inner Mongolia Autonomous Region of the PRC. Bayannaoer Mining currently holds an exploration permit issued by the Land and Resources Department of Inner Mongolia Autonomous Region covering Moruogu Tong Mine, located in Wulatehouqi, Bayannaoer City, Inner Mongolia. Based upon preliminary geologic surveys, it is believed that Moruogu Tong Mine contains minable amounts of lead and silver resources, with the prospect that further surveying and exploration may indicate the presence of other minable ore such as copper.

The Board of Directors has determined to focus the Company s resources on metals explorations and mining activities and other business operations in the PRC. Following disposition of the DG Equity Interests in Double Grow, our

operations consist of the exploration for lead, silver and other metals in the Inner Mongolia Autonomous Region of the PRC.

As both Wuhu Feishang and Antay Pacha were disposed of during 2017, and the recently acquired Bayannaoer Mining is still in the exploration stage, the Group did not generate any revenue during the years. The following discussion reflects only the continuing operations of the Company:

Administrative Expenses

2017 vs 2016

Administrative expenses are mainly comprised of salaries and staff welfare expenses, depreciation expenses, travel and entertainment expenses, legal and professional fees, rental expenses, and office expenses.

Administrative expenses increased by CNY1.68 million (US$0.26 million), or 37.17% to CNY6.20 million (US$0.95 million) in 2017 from CNY4.52 million (US$0.69 million) in 2016. The increase in administrative expenses was primarily caused by the increase in audit fee and an increase of travelling expenses in relation to the management of Antay Pacha in 2017 prior to its disposition on December 29, 2017.

2016 vs 2015

Administrative expenses increased by CNY0.94 million (US$0.14 million), or 26.26% to CNY4.52 million (US$0.69 million) in 2016 from CNY3.58 million (US$0.55 million) in 2015. The increase in administrative expenses was primarily caused by the increase in audit fee, and legal and professional fee in relation to the acquisition of Antay Pacha in 2016.

Discontinued Operations

Discontinued operations for the year ended December 31, 2017 arose from the disposal of 100% Wuhu Feishang and Double Grow (and its subsidiaries) in 2017.

2017 vs 2016

Administrative expenses decreased by CNY3.54 million (US$0.54 million) or 33.71% to CNY6.96 million (US$1.07 million) in 2017 from CNY10.50 million (US$1.61 million) in 2016. The decrease was primarily due to the inclusion of only three months administrative expenses of Wuhu Feishang, amounting to CNY0.99 million (US$0.15 million), in 2017 as compared with the inclusion of 12 months administrative expenses, amounting to CNY6.59 million (US$1.01 million), in 2016, as Wuhu Feishang was disposed of on March 3, 2017. The decrease was partly offset by the increase in administrative expenses of Antay Pacha, amounting to CNY2.10 million (US$0.32 million), caused by the expansion of Antay Pacha s operations.

Losses arising from the temporary suspension of production of Wuhu Feishang decreased by CNY3.43 million (US$0.53 million) or 84.28% to CNY0.64 million (US$0.10 million) in 2017 from CNY4.07 million (US$0.63 million) in 2016. The decrease was due to the inclusion of only three months temporary suspension costs of Wuhu Feishang, amounting to CNY0.99 million (US$0.15 million), in 2017 as compared with the inclusion of 12 months temporary suspension costs, amounting to CNY6.59 million (US$1.01 million), in 2016. If compared on a pro rata basis, there is no material fluctuation between the two periods.

Reversal of write-down of inventories to net realizable value decreased by CNY1.74 million (US$0.27 million) or 100% to nil in 2017 from CNY1.74 million (US$0.27 million) in 2016. The reversal of write-down of inventories was due to the recovery of the selling price of iron concentrates during 2016.

Other operating income (expenses) increased by CNY3.24 million (US$0.50 million) or 101.89% to income of CNY0.06 million (US$0.01 million) in 2017 from expenses of CNY3.18 million (US$0.49 million) in 2016. Other operating expenses in 2016 mainly represented equipment testing and fine-tuning expenses incurred in anticipation of the trial run and commercial production of Antay Pacha.

In addition, we recorded a CNY12.34 million (US$1.90 million) gain on the disposal of Wuhu Feishang and a CNY27.91 million (US$4.29 million) loss on the disposal of Double Grow in 2017, respectively.

2016 vs 2015

Sales were nil for the year ended December 31, 2016, as compared to CNY18.34 million (US$2.82 million) for the year ended December 31, 2015. The decrease was due to the temporary suspension of production of Wuhu Feishang since December 2015, and the fact that the trial run of Antay Pacha had not yet begun.

Gross loss for the year ended December 31, 2015 was CNY13.59 million (US$2.09 million) with a gross loss margin of 74.10%, as compared to nil in 2016. The gross loss was mainly due to depressed selling prices of iron concentrates in 2015.

Administrative expenses decreased by CNY6.09 million (US$0.94 million) or 36.71% to CNY10.50 million (US$1.61 million) in 2016 from CNY16.59 million (US$2.55 million) in 2015. The drop was primarily due to the decrease in termination benefits arising from the temporary suspension of operations at Wuhu Feishang, and the decrease in salaries and staff welfare expenses caused by the decrease in the headcount of administrative staff of Wuhu Feishang.

Losses arising from temporary suspension of production increased by CNY3.24 million (US$0.50 million) or 390.36% to CNY4.07 million (US$0.63 million) in 2016 from CNY0.83 million (US$0.13 million) in 2015. The increase occurred because only one months temporary suspension costs of Wuhu Feishang were included in 2015, whereas 12 months temporary suspension costs were included in 2016, as the temporary suspension started in December 2015.

Impairment loss on property, plant and equipment decreased by CNY7.54 million (US$1.16 million) or 100% to nil in 2016 from CNY7.54 million (US$1.16 million) in 2015. The impairment was made for 2015 in connection with the price decline of iron concentrates in the period.

Reversal of write-down of inventories to net realizable value decreased by CNY3.73 million (US$0.57 million) or 68.19% to CNY1.74 million (US$0.27 million) in 2016 from CNY5.47 million (US$0.84 million) in 2015. The reversal of write-down of inventories was due to the recovery of the selling price of iron concentrates during the periods.

Non-operating income (expenses) increased by CNY2.26 million (US$0.35 million) or 2511.11% to CNY2.35 million (US$0.36 million) in 2016 from CNY0.09 million (US$0.01 million) in 2015. The increase was mainly due to the outsourcing compensation in connection with the suspension of production of Wuhu Feishang in 2016.

Income Tax Expenses

Management believes that the Company is not subject to taxes in the United States.

Under the current laws of the BVI, dividends and capital gains arising from the Company s investments in the BVI are not subject to income taxes and no withholding tax is imposed on payments of dividends to the Company.

The Company s subsidiaries in the PRC are subject to a PRC enterprise income tax rate of 25% applicable to both foreign investment enterprises and domestic companies.

2017 vs 2016

There are no income tax expenses in 2017 and in 2016, due to the losses in both years.

2016 vs 2015

Income tax expenses decreased from CNY1.50 million (US$0.23 million) in 2015 to nil in 2016. The decrease was due to the loss in 2016.

Loss For The Year

2017 vs 2016

Loss for the year increased from CNY23.04 million (US$3.54 million) in 2016 to CNY30.00 million (US$4.61 million) in 2017. The increased loss was mainly attributable to (i) the increase of CNY1.68 million (US$0.26 million) in administrative expenses from continuing operations as a result of increased audit fees and travelling expenses; and (ii) the increase of loss amounting to CNY5.23 million (US$0.80 million) arising from the discontinued operations of Wuhu Feishang and Double Grow.

2016 vs 2015

Loss for the year decreased from CNY41.45 million (US$6.37 million) in 2015 to CNY23.04 million (US$3.54 million) in 2016. The increased loss was mainly due to the increase of loss amounting to CNY17.59 million (US$2.7 million) arising from the discontinued operations of Wuhu Feishang and Double Grow.

Critical Accounting Policies

Our financial statements reflect the selection and application of accounting policies which require management to make significant estimates and assumptions. We believe that the following are some of the more significant judgment areas in the application of our accounting policies that currently affect our financial condition and results of operations.

Revenue recognition

The Group sells its products pursuant to sales contracts entered into with its customers. Revenue for all products is recognized when the significant risks and rewards of ownership have passed to the customer, provided that the Group does not maintain neither managerial involvement to the degree usually associated with ownership nor effective control over the goods sold, and when collectability is reasonably assured. The passing of the significant risks and rewards of ownership to the customer is based on the terms of the sales contract, generally upon delivery and acceptance of the product by the customer.

In accordance with the relevant tax laws in the PRC, value-added tax (VAT) is levied on the invoiced value of sales and is payable by the purchaser. The Group is required to remit the VAT it collects to the tax authority, but may deduct the VAT it has paid on eligible purchases. The difference between the amounts collected and paid is presented as VAT recoverable or payable in the consolidated statement of financial position. The Group recognizes revenues net of VAT.

Property, plant and equipment and depreciation

Property, plant and equipment comprize buildings, mining structures, mining rights, machinery and equipment, motor vehicles, exploration rights and construction in progress.

Exploration rights are capitalized and amortized over the term of the license granted to the Group by the authorities.

When proved and probable coal reserves have been determined, costs incurred to develop coal mines are capitalized as part of the cost of the mining structures.

Buildings, mining structures, machinery and equipment, and motor vehicles are stated at cost less accumulated depreciation and any impairment losses. Expenditures for routine repairs and maintenance are expensed as incurred.

Mining rights are stated at cost less accumulated amortization and any impairment losses. The costs of mining rights are initially capitalized when purchased. If proved and probable reserves are established for a property and it has been determined that a mineral property can be economically developed, costs are capitalized and are amortized upon production based on actual units of production over the estimated proved and probable reserves of the mines. For mining rights in which proved and probable reserves have not yet been established, the Group assesses the carrying value for impairment at the end of each reporting period. The Group s rights to extract minerals are contractually limited by time. However, the Group believes that it will be able to extend its licenses.

Mining related buildings, mining structures and mining related machinery and equipment are stated at cost less accumulated depreciation and any impairment losses. Those mining related assets for which proved and probable reserves have been established are depreciated upon production based on actual units of production over the estimated proved and probable reserves of the mines.

Reserve estimates are reviewed when information becomes available that indicates a reserve change is needed, or at a minimum once a year. Any material effect from changes in estimates is considered in the period the change occurs.

Depreciation for the following items is calculated on the straight-line basis over each asset s estimated useful life down to the estimated residual value of each asset.

Estimated useful lives are as follows:

Non-mining related buildings	8 - 35 years
Non-mining related machinery and equipment	3 - 15 years
Motor vehicles	4 - 8 years

Residual values, useful lives and the depreciation method are reviewed and, adjusted if appropriate, at each reporting date.

When properties are retired or otherwise disposed of, the related cost and accumulated depreciation are removed from the respective accounts and any profit or loss on disposition is recognized in the statement of profit or loss.

Construction in progress is carried at cost and is to be depreciated when placed into service over the estimated useful lives or units of production of those assets. Construction costs are capitalized as incurred. Interest is capitalized as incurred during the construction period.

Exploration and evaluation costs

Exploration and evaluation assets include topographical and geological surveys, exploratory drilling, sampling and trenching and activities in relation to commercial and technical feasibility studies, and expenditure incurred to secure further mineralization in existing bodies and to expand the capacity of a mine. Expenditure incurred prior to acquiring legal rights to explore an area is expensed as incurred.

Once the exploration right to explore has been acquired, exploration and evaluation expenditure is charged to the consolidated statement of profit or loss as incurred, unless a future economic benefit is more likely than not to be realized. Exploration and evaluation assets acquired in a business combination are initially recognized at fair value. They are subsequently stated at cost less accumulated impairment.

When it can be reasonably ascertained that a mining property is capable of commercial production, exploration and evaluation costs are transferred to tangible or intangible assets according to the nature of the exploration and evaluation assets. If any project is abandoned during the evaluation stage, the total expenditure thereon will be written off.

Income taxes

Income tax comprises current and deferred tax. Income tax relating to items recognized outside profit or loss is recognized outside profit or loss, either as other comprehensive income or loss, or directly in equity.

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantially enacted, by the end of the reporting date, taking into consideration interpretations and practices prevailing in the countries where the Group operates and generates taxable income.

Deferred tax is provided, using the liability method, on all temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognized for all taxable temporary differences, except:

.

when the deferred tax liability arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

.

in respect of taxable temporary differences associated with investments in subsidiaries, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognized for all deductible temporary differences, the carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized, except:

.

where the deferred tax assets relating to the deductible temporary differences arise from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

.

in respect of deductible temporary differences associated with investments in subsidiaries, deferred tax assets are only recognized to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are reassessed at each reporting date and are recognized to the extent that it is probable that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax assets and deferred tax liabilities are offset if and only if the Group has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realize the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

Asset retirement obligations

The Group s legal or constructive obligations associated with the retirement of non-financial assets are recognized at fair value at the time the obligations are incurred and if it is probable that an outflow of resources will be required to settle the obligation, and a reasonable estimate of fair value can be made. Upon initial recognition of a liability, a corresponding amount is capitalized as part of the carrying amount of the related property, plant and equipment. Asset retirement obligations are regularly reviewed by management and are revised for changes in future estimated costs and regulatory requirements. Changes in the estimated timing of retirement or future estimated costs are dealt prospectively by recording an adjustment against the carrying value of the provision and a corresponding adjustment to property and equipment. Depreciation of the capitalized asset retirement cost is generally determined on a units-of-production basis. Accretion of the asset retirement obligation is recognized over time and generally will escalate over the life of the producing asset, typically as production declines. Accretion is included in the finance costs in the consolidated statement of profit or loss. Any difference between the recorded obligation and the actual costs of reclamation is recorded in the consolidated statement of profit or loss in the period the obligation is settled.

Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than inventories, financial assets, etc.), the asset s recoverable amount is estimated.

An impairment exists when the carrying value of an asset or cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs. The calculation of fair value less costs of disposal is based on available data from binding sales transactions in arm s length transactions of similar assets or observable market prices less incremental costs for disposing of the asset or other appropriate valuation techniques. The value in use calculation is based on a discounted cash flow model, using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is charged to the consolidated statement of profit or loss in the period in which it arises in those categories consistent with the function of the impaired asset.

An assessment is made at the end of each reporting period as to whether there is an indication that previously recognized impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognized impairment loss of an asset other than goodwill is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortization) had no impairment loss been recognized for the asset in prior years.

Changes in Accounting Policies and Disclosures

The Group has adopted the following revised IFRSs for the first time for the current year's financial statements, which are applicable to the Group.

Amendments to IAS 7	*Disclosure Initiative*
Amendments to IAS 12	*Recognition of Deferred Tax Assets for Unrealized Losses*

30

The nature and the impact of the amendments are described below:

(a)

Amendments to IAS 7 require an entity to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes. Disclosure of the changes in liabilities arising from financing activities is provided in Note 23(b) to the financial statements.

(b)

Amendments to IAS 12 clarify that an entity, when assessing whether taxable profits will be available against which it can utilize a deductible temporary difference, needs to consider whether tax law restricts the sources of taxable profits against which it may make deductions on the reversal of that deductible temporary difference. Furthermore, the amendments provide guidance on how an entity should determine future taxable profits and explain the circumstances in which taxable profit may include the recovery of some assets for more than their carrying amount. The amendments have had no impact on the financial position or performance of the Group as the Group has no deductible temporary differences or assets that are in the scope of the amendments.

Issued but not yet effective International Financial Reporting Standards

The Group has not applied the following new and revised IFRSs that have been issued but are not yet effective, in these financial statements:

Amendments to IFRS 2	*Classification and Measurement of Share-based Payment Transactions* (1)
Amendments to IFRS 4	*Applying IFRS 9 Financial Instruments with IFRS 4 Insurance Contracts* (1)
IFRS 9	*Financial Instruments* (1)
Amendments to IFRS 9	*Prepayment Features with Negative Compensation* (2)
Amendments to IFRS 10 and IAS 28	*Sale or Contribution of Assets between an Investor and its Associate or Joint Venture* (3)
IFRS 15	*Revenue from Contracts with Customers* (1)
Amendments to IFRS 15	*Clarifications to IFRS 15 Revenue from Contracts with Customers* (1)
IFRS 16	*Leases* (2)
Amendments to IAS 40	*Transfers of Investment Property* (1)
IFRIC 22	*Foreign Currency Transactions and Advance Consideration* (1)
IFRIC 23	*Uncertainty over Income Tax Treatments* (2)
Annual improvements	
2014-2016 Cycle	*Amendments to IFRS 1 and IAS 28* (1)

Annual improvements		
2015-2017 Cycle	*Amendments to IFRS 3, IFRS 11, IAS 12 and IAS 23* [2]	

1

Effective for annual periods beginning on or after January 1, 2018

2

Effective for annual periods beginning on or after January 1, 2019

3

No mandatory effective date yet determined but available for adoption

Further information about those IFRSs that are expected to be applicable to the Group is described below:

In July 2014, the IASB issued the final version of IFRS 9, bringing together all phases of the financial instruments project to replace IAS 39 and all previous versions of IFRS 9. The standard introduces new requirements for classification and measurement, impairment and hedge accounting. The Group will adopt IFRS 9 from January 1, 2018. The Group will not restate comparative information and will recognize any transition adjustments against the opening balance of equity at January 1, 2018. During 2017, the Group performed a detailed assessment of the impact of the adoption of IFRS 9. The expected impacts relate to the classification and measurement and the impairment requirements and are summarized as follows:

(a)

Classification and measurement

The Group does not expect that the adoption of IFRS 9 will have a significant impact on the classification and measurement of its financial assets.

(b)

Impairment

IFRS 9 requires an impairment on debt instruments recorded at amortized cost or at fair value through other comprehensive income, lease receivables, loan commitments and financial guarantee contracts that are not accounted for at fair value through profit or loss under IFRS 9, to be recorded based on an expected credit loss model either on a twelve-month basis or a lifetime basis. The Group will apply the simplified approach and record lifetime expected losses that are estimated based on the present values of all cash shortfalls over the remaining life of all of its trade receivables. Furthermore, the Group will apply the general approach and record twelve-month expected credit losses that are estimated based on the possible default events on its other receivables within the next twelve months. The Group has determined that, due to the unsecured nature of its trade and other receivables, the provision for impairment will be constant upon the initial adoption of the standard.

IFRS 15, issued in May 2014, establishes a new five-step model to account for revenue arising from contracts with customers. Under IFRS 15, revenue is recognized at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer. The principles in IFRS 15 provide a more structured approach for measuring and recognizing revenue. The standard also introduces extensive qualitative and quantitative disclosure requirements, including disaggregation of total revenue, information about performance obligations, changes in contract asset and liability account balances between periods and key judgements and estimates. The standard will supersede all current revenue recognition requirements under IFRSs. In April 2016, the IASB issued amendments to IFRS 15 to address the implementation issues on identifying performance obligations, application guidance on principal versus agent and licenses of intellectual property, and transition. The amendments are also intended to help ensure a more consistent application when entities adopt IFRS 15 and decrease the cost and complexity of applying the standard. The Group will adopt IFRS 15 from January 1, 2018 and plans to adopt the modified retrospective approach. During the year ended December 31, 2017, the Group performed a detailed assessment on the impact of the adoption of IFRS 15. Based on the assessment, the Group expects that there will be no material impacts on its consolidated financial statements upon the adoption of IFRS 15.

IFRS 16, issued in January 2016, replaces IAS 17 Leases, IFRIC 4 Determining whether an Arrangement contains a Lease, SIC-15 Operating Leases - Incentives and SIC-27 Evaluating the Substance of Transactions Involving the Legal Form of a Lease. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to recognize assets and liabilities for most leases. The standard includes two elective recognition exemptions for lessees leases of low-value assets and short-term leases. At the commencement date of a lease, a lessee will recognize a liability to make lease payments (i.e., the lease liability) and an asset representing the right to use the underlying asset during the lease term (i.e., the right-of-use asset). The right-of-use asset is subsequently measured at cost less accumulated depreciation and any impairment losses unless the right-of-use asset meets the definition of investment property in IAS 40, or relates to a class of property, plant and equipment to which the revaluation model is applied. The lease liability is subsequently increased to reflect the interest on the lease liability and reduced for the lease payments. Lessees will be required to separately recognize the interest expense on the lease liability and the depreciation expense on the right-of-use asset. Lessees will also be required to remeasure the lease liability upon the occurrence of certain events, such as change in the lease term and change in future lease payments resulting from a change in an index or rate used to determine those payments. Lessees

will generally recognize the amount of the remeasurement of the lease liability as an adjustment to the right-of-use asset. Lessor accounting under IFRS 16 is substantially unchanged from the accounting under IAS 17. Lessors will continue to classify all leases using the same classification principle as in IAS 17 and distinguish between operating leases and finance leases. IFRS 16 requires lessees and lessors to make more extensive disclosures than under IAS 17. Lessees can choose to apply the standard using either a full retrospective or a modified retrospective approach. The Group expects to adopt IFRS 16 from January 1, 2019. The Group is currently assessing the impact of IFRS 16 upon adoption and is considering whether it will choose to take advantage of the practical expedients available and which transition approach and reliefs will be adopted. As disclosed in Note 21(a) to the financial statements, at December 31, 2017, the Group had future minimum lease payments under non-cancellable operating leases in aggregate of CNY0.48 million. Upon adoption of IFRS 16, certain amounts included therein may need to be recognized as new right-of-use assets and lease liabilities. Further analysis, however, will be needed to determine the amount of new rights of use assets and lease liabilities to be recognized, including, but not limited to, any amounts relating to leases of low-value assets and short term leases, other practical expedients and reliefs chosen, and new leases entered into before the date of adoption.

B.

Liquidity and Capital Resources

The Company s primary liquidity needs are to fund operating expenses, capital expenditures and acquisitions. To date, the Company has financed its working capital requirements and capital expenditures through internally generated cash in prior years, non-interest bearing loans from the Related-Party Debtholders, and funds provided pursuant to the Cooperation Agreement. In view of the disposition of our metals mining and copper smelting operations, and since our Moruogu Tong Mine is in the pre-revenue exploration stage, it can be expected that the availability of internally generated funds to sustain operations will decrease until the commencement of commercial production at our Moruogu Tong Mine. We will continue to incur operating expenses prior to the commencement of revenue-producing activities and expect those expenses to continue to be funded through internally generated cash in prior years, non-interest bearing loans from related parties, and funds provided pursuant to the Cooperation Agreement. As of December 31, 2017, CHNR owed an aggregate of CNY25.32 million (US$3.89 million) to the Related-Party Debtholders, and the Related-Party Debtholders have confirmed the balances and pledged to provide continuous financial support to the Group in relation to the going concern of the Group s operations, including payments on debts, and will not recall any amounts due to them in the ensuing 12 months.

See Item 5.F. for a summary of our contractual obligations for future cash payments as at December 31, 2017.

Revenue and expenses of our PRC subsidiaries are denominated in Renminbi. We pay our corporate expenses in either Hong Kong dollars or U.S. dollars. Conversion of Renminbi is strictly regulated by the Chinese Government. Under PRC foreign exchange rules and regulations, payment of routine transactions under current accounts, including trade and service transactions and payment of dividends, may be made in foreign currencies without prior approval from the SAFE but are subject to procedural requirements. Strict foreign exchange control continues to apply to capital account transactions, such as direct investments and capital contributions. These transactions must be approved by the SAFE. See Item 3.D. KEY INFORMATION - Risk Factors, and Item 10.D. for a further discussion of exchange controls in the PRC.

As of December 31, 2017, the breakdown of cash (in thousands) held in different currencies are as follows:

Currency and Amount	CNY Equivalent	US$ Equivalent
CNY3,359	3,359	516
HK$17,980	14,974	2,301
US$84	545	84
Total	18,878	2,901

The Company expects to maintain a balanced portfolio of foreign currencies in order to meet its cash obligations in different currencies for its expenses, capital expenditures and acquisitions. Management does not anticipate the payment of dividends or any similar profit distribution from the Company s PRC subsidiaries in the foreseeable future.

The following table sets forth the Company s cash flows for each of the three years ended December 31, 2015, 2016 and 2017 including cash flows from discontinued operations:

	Years Ended December 31,		
	2015	**2016**	**2017**
	CNY'000	**CNY'000**	**CNY'000**
Cash and cash equivalent at beginning of year	48,263	45,307	19,228
Net cash used in operating activities	(21,569)	(28,269)	(14,746)
Net cash (used)/from in investing activities	(435)	(4,936)	2,868
Net cash from financing activities	12,369	5,581	12,630
Net (decrease)/increase in cash and cash equivalents	(9,635)	(27,624)	752
Effect of exchange rate changes on cash	6,679	1,545	(1,102)
Cash and cash equivalent at end of year	45,307	19,228	18,878

The following table sets forth the Company s financial condition and liquidity at the dates indicated:

	Years Ended December 31,		
	2015	**2016**	**2017**
Current ratio	0.46x	0.48x	0.65x
Working capital (CNY'000)	(66,309)	(40,054)	(15,842)
Gearing ratio			

2017 vs 2016

Net cash used in operating activities was CNY14.75 million (US$2.27 million) in 2017 and CNY28.27 million (US$4.34 million) in 2016. They were mainly caused by the operating losses for the corresponding years.

Net cash received in investing activities was CNY2.87 million (US$0.44 million) in 2017, as compared to net cash outflow of CNY4.94 million (US$0.76 million) in 2016. The cash inflows in 2017 was primarily comprised of the payment received for the disposal of Wuhu Feishang and Antay Pacha.

Net cash flows from financing activities was CNY12.63 million (US$1.94 million) in 2017, as compared to CNY5.58 million (US$0.86 million) in 2016. The net cash flows from financing activities was primarily comprised of the net advances from related parties.

2016 vs 2015

Net cash used in operating activities was CNY28.27 million (US$4.34 million) in 2016 and CNY21.57 million (US$3.32 million) in 2015. They were mainly caused by the operating losses for the corresponding years.

Net cash used in investing activities was CNY4.94 million (US$0.76 million) in 2016, as compared to CNY0.44 million (US$0.07 million) in 2015. The net cash used in investing activities was primarily comprised of the payment for the acquisition of property and equipment mainly in connection with the plant construction of Antay Pacha.

Net cash flows from financing activities was CNY5.58 million (US$0.86 million) in 2016, as compared to CNY12.37 million (US$1.90 million) in 2015. The net cash flows from financing activities were primarily comprised of the net advances from related parties.

Our liquidity, including our working capital, is affected by many factors including:

.

Funding of our on-going metal exploration activities through internally generated funds;

.

The timing of expenditures in relation to when our accounts receivables are paid;

.

Our ability to secure bank financing as and when required, on acceptable terms;

.

Our difficulty in accessing US capital markets to fund PRC operations; and

.

A lack of development of US trading markets for our securities, which has hampered our ability to use our securities as currency to fund acquisitions, business combinations and similar transactions.

See Item 5.F. for a tabular payment schedule of capital commitments of the Company.

Except as disclosed above, there have been no significant changes in the Company s financial condition and liquidity during the years ended December 31, 2015, 2016 and 2017. The Company believes that bank borrowings, payments pursuant to the Cooperation Agreement and/ or borrowings from its Related-Party Debtholders will be sufficient to satisfy anticipated working capital needs for at least the next 12 months. However, we continue to evaluate expansion and growth prospects as they are presented to us from time to time and will continue to do so in the ordinary course. We anticipate that there will be significant capital expenditures in the event of mine construction and development at Moruogu Tong Mine and/or future acquisitions.

C.

Research and development, patents and licenses, etc.

The Company did not incur any significant amounts on company-sponsored research and development activities during each of the last three fiscal years.

D.

Trend information

The Company does not believe that there have been recent trends in production, sales and inventory, the state of the order book and costs and selling prices since the latest financial year, nor any known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect of the Company s net sales or revenues, income from continuing operations, profitability, liquidity or capital resources, or that would cause reported financial information not necessarily to be indicative of future operating results or financial condition.

E.

Off balance sheet arrangements

Under SEC regulations, we are required to disclose our off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to investors. An off-balance sheet arrangement means a transaction, agreement or contractual arrangement to which any entity that is not consolidated with us is a party, under which we have:

.

Obligations under certain guarantee contracts;

.

A retained or contingent interest in assets transferred to an unconsolidated entity or similar arrangement that serves as credit, liquidity or market risk support to that entity for such assets;

.

Any obligation under a derivative instrument that is both indexed to our stock and classified in stockholder s equity, or not reflected, in our statement of financial position; and

.

Any obligation arising out of a material variable interest held by us in an unconsolidated entity that provides financing, liquidity, market risk or credit risk support to us, or engages in leasing, hedging or research and development services with us.

As of December 31, 2017, the Company has no off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to investors.

F.

Tabular disclosure of contractual obligations

Contractual Obligations as at December 31, 2017	**Payments due by period**				
	Total	**2017**	**2018-2019**	**2020-2021**	**Later years**
	CNY 000	***CNY 000***	***CNY 000***	***CNY 000***	***CNY 000***
Operating lease obligations	476	476			

Total	476	476

G.

Safe Harbor

The safe harbor provided in Section 27A of the Securities Act and Section 21E of the Exchange Act, or the statutory safe harbors, applies to forward-looking information provided pursuant to Item 5.F above. For our cautionary statement on the use of forward-looking statements in this Annual Report, see Forward-Looking Statements on page iii of this Annual Report.

ITEM 6.

DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

A.

Directors and Senior Management

Executive Officers and Directors

The following table identifies the current directors and executive officers of the Company, and sets forth their ages and positions with the Company:

Name	Age	Position
Wong Wah On Edward	54	Chairman of the Board of Directors, President and Chief Executive Officer
Tam Cheuk Ho	55	Director
Yue Ming Wai Bonaventure	50	Director, Chief Financial Officer and Corporate Secretary
Lam Kwan Sing	48	Non-employee Director
Ng Kin Sing	55	Non-employee Director
Yip Wing Hang	51	Non-employee Director
Li Feilie	52	Director of Subsidiaries

Mr. Wong Wah On Edward was appointed as a director in April 2015, and as Chairman of the Board of Directors, President and Chief Executive Officer in August 2016. Mr. Wong has served as the director of Feishang Anthracite since February 2013. He served as a director of the Company from January 1999 to January 2014, as its financial controller from December 2004 to January 2008, as its secretary from February 1999 to January 2014, and as its chief financial officer from January 2008 to January 2014. He served as secretary, financial controller and a director of China Resources from December 1997 to December 2004. Mr. Wong is also an independent non-executive director of Quali-Smart Holdings Limited, a company listed in Hong Kong since September 2015. From July 1988 through October 1992, he worked at Ernst & Young, Hong Kong where his most recent position was audit supervisor. From October 1992 through December 1994, Mr. Wong was the deputy finance director of Hong Wah (Holdings) Limited. He received a professional diploma in Company Secretaryship and Administration from the Hong Kong Polytechnic University. He is a fellow member of both the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants, and an associate member of the Hong Kong Institute of Chartered Secretaries. He is also a certified public accountant (practising) in Hong Kong.

Mr. Tam Cheuk Ho was appointed as a director in April 2015. Mr. Tam has served as the director of Feishang Anthracite since February 2013. He served as a director of the Company from December 1993 to December 1994 and from December 1997 to January 2014. He was also the chief financial officer and executive vice president of the Company, from December 2004 to January 2008, and from January 2008 to January 2014, respectively. He served as the chief financial officer and a director of China Resources from December 1994 to December 2004. From July 1984 through December 1991, he worked at Ernst & Young, Hong Kong where his most recent position was audit manager, and from February 1992 through September 1992, as financial controller of China Nuclear Industry 23 International Corporation Limited, a listed company in Hong Kong, where he was responsible for accounting and financial functions. From October 1992 through December 1994, Mr. Tam was finance director of Hong Wah (Holdings) Limited. He is a fellow member of both the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants. He is also a certified public accountant (practising) in Hong Kong. He holds a Bachelor of Business Administration degree from the Chinese University of Hong Kong.

Mr. Yue Ming Wai Bonaventure was appointed as a director in August 2016, and as Chief Financial Officer and Corporate Secretary in April 2015. Mr. Yue has been the chief financial officer and the company secretary of Feishang Anthracite since January 2014, and as an executive director of Feishang Anthracite since May 2015. He served as the financial controller of the Company from April 2008 to January 2014. From July 1990 to December 1992, Mr. Yue worked in the audit department of Ernst & Young, Hong Kong. From December 1992 to August 1993, he worked as an accountant in Sun Hung Kai & Co. Limited, a company listed in Hong Kong. From January 1995 to August 1996, he was the assistant financial controller and the company secretary of Nam Hing Holdings Limited, a company listed in Hong Kong. From August 1996 to April 1998, Mr. Yue served as an accounting manager of a then listed company in Hong Kong. From November 1998 through April 2003, Mr. Yue was an associate director of a private registered investment advisory company. From April 2003 through October 2007, he served as the chief financial officer and the company secretary of a public manufacturing company. He has also served as a director of a private company engaging in the provision of corporate services since March 2003. From September 2007 to April 2008, Mr. Yue was the financial controller of Enerchina Holdings Limited, a listed company in Hong Kong. He has also been appointed as an independent non-executive director of A.Plus Group Holdings Limited, a company listed on the Growth Enterprise Market of Hong Kong since March 2016. Mr. Yue graduated from Hong Kong Baptist University with a Bachelor of Business Administration degree and was awarded a Master of Science degree in accounting and finance from the University of Manchester. He is a fellow member of the Hong Kong Institute of Chartered Secretaries, the Hong Kong Institute of Certified Public Accountants, and the Institute of Chartered Accountants in England & Wales.

Mr. Yue is also a member of Chartered Accountants Australia & New Zealand, and a member certified in enterprise and intangible valuations of the American Institute of Certified Public Accountants.

Mr. Lam Kwan Sing has been a non-employee director and a member of CHNR s audit committee and nominating and governance committee since December 2004, and a member of its compensation committee since November 2007. He served as a director and a member of the audit committee of China Resources from March 2003 until completion of the Redomicile Merger. From August 2010 to present, Mr. Lam has been the executive director of Rising Development Holdings Limited, a Hong Kong listed company, where he is responsible for corporate development. From May 2008 to July 2010, Mr. Lam was the executive director of Neo-China Land Group (Holdings) Limited, a Hong Kong listed company. In 2007, Mr. Lam served as the executive director of Forefront Group, a Hong Kong listed company. From 2002 to 2006, Mr. Lam served as the executive director of New Times Group Holdings Limited, a Hong Kong listed company. From 2000 to 2002, Mr. Lam was the business development manager of China Development Corporation Limited, a Hong Kong listed company. From 1997 to 2000, he was the business development manager of Chung Hwa Development Holdings Limited, a Hong Kong listed company. From 1995 to 1997, Mr. Lam was the assistant manager (Intermediaries supervision) of Hong Kong Securities and Futures Commission. Mr. Lam holds a Bachelor s degree in Accountancy from the City University of Hong Kong.

Mr. Ng Kin Sing has been a non-employee director and a member of CHNR s audit committee and nominating and governance committee since December 2004, and a member of its compensation committee since November 2007. He served as a director and a member of the audit committee of China Resources from February 1999 until completion of the Redomicile Merger. From March 2012 to present, Mr. Ng has been the director of Sky Innovation Limited, a private investment company. From April 1998 to February 2012, Mr. Ng was the managing director of Action Plan Limited, a private securities investment company. From November 1995 until March 1998, Mr. Ng was sales and dealing director for NatWest Markets (Asia) Limited; and from May 1985 until October 1996, he was the dealing director of BZW Asia Limited, an international securities brokerage house. Mr. Ng holds a Bachelor s degree in Business Administration from the Chinese University of Hong Kong.

Mr. Yip Wing Hang has been a non-employee director and a member of CHNR s audit committee and nominating and governance committee since June 2006, and a member of its compensation committee since November 2007. From January 2018 to present, Mr. Yip has been the senior director of Winsome Asset Management Ltd., where he is responsible for managing high-net-worth clients assets on discretionary basis. Mr. Yip has served as adjunct associate professor at the Institute of China Business, the University of Hong Kong SPACE since 2013. From October 2010 to December 2017, Mr. Yip was the marketing director of Athena Financial Services Limited where he was responsible for the sale and distribution of financial products. From February 2002 to September 2010, he was the marketing director of Hantec Investment Consultant Limited. From May 1997 to February 2002, Mr. Yip was the senior manager of CCIC Finance Limited. Mr. Yip holds a Master s degree in Sustainability from Cambridge University and a Master Degree in Accounting and Finance from the Lancaster University, United Kingdom. He is also a Chartered Banker in the United Kingdom.

Mr. Li Feilie served as a director, Chief Executive Officer and Chairman of the Board of CHNR from February 2006 to August 2016. He currently serves as director of Feishang Mining, Newhold, Pineboom, China Coal, Feishang Dayun, Feishang Yongfu and FMH Services, each of which is a subsidiary of CHNR. In addition to his directorships, Mr. Li provides strategic guidance relating to the various businesses in which he and his controlled companies invest. Through his related companies, Mr. Li also provides funding to support the Company s operating expenses and holds a substantial amount of Company debt (see Item 7.B. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS Related Party Transactons, below). He served as a director of Feishang Anthracite from January 2010 to July 2016, its Chairman from December 2013 to July 2016, and its Chief Executive Officer from December 2013 to March 2016. Mr. Li has been the chairman of Feishang Enterprise, WFID and Wuhu Port Co., Ltd., companies beneficially owned by him, since June 2000, from December 2001 to July 2011 and since October 2002, respectively. He also served as director of Pingxiang Iron & Steel Co., Limited from July 2003 to December 2012. From March 2002 to April 2004, Mr. Li served as the chairman of Fujian Dongbai (Group) Co. Ltd. Mr. Li graduated from Peking University with a Bachelor s degree and a Master s degree in Economics.

Key Employees

The following table identifies the senior management of Bayannaoer Mining, and their ages and positions:

Name	Age	Position

Yu Jun	50	General Manager of Bayannaoer Mining
Yao Yangli	53	Chief Engineer of Bayannaoer Mining

Mr. Yu Jun was appointed as general manager of Bayannaoer Mining in January 2015. He has served as finance manager and chief finance officer of Bayannaoer Mining since 2005. Mr. Yu has over 25 years of experience in corporate finance. Prior to joining Bayannaoer Mining, he served the positions of finance manager and financial controller of several companies including subsidiary companies of Sichuan University. Mr. Yu graduated from the University of Electronic Science and Technology of China in 1989 and was awarded a bachelor s degree from Southwestern University of Finance and Economics in 2004.

Mr. Yao Yangli was appointed as chief engineer of Bayannaoer Mining in charge of exploration work in April 2012. Mr. Yao has almost 30 years of experience in mineral exploration. Prior to joining Bayannaoer Mining, he served as chief geological prospecting engineer, exploration project leader and chief engineer in several companies. Mr. Yao has been appointed as distinguished geologist consultant for the Land and Resources Department of Bayannaoer Municipal Government since 2012. Mr. Yao graduated from Guilin College of Geology (now known as Guilin University of Technology) with a bachelor s degree in 1988 and holds a senior engineer accreditation.

Family Relationships

There are no family relationships between any of the individuals identified above. There are no arrangements or understandings between major shareholders, customers, suppliers or others pursuant to which any of the individuals identified above was selected as a director or member of senior management.

B.

Compensation

Executive Compensation

The following table sets forth the amount of compensation that was paid, earned and/or accrued and awards made under the Company s equity compensation plan during the fiscal year ended December 31, 2017, to each of the individuals identified in Item 6.A. above.

Name	Compensation (US$)	Number of options to purchase Common Shares	Exercise price (US$/ share)	Expiration date
Directors and Executive Officers				
Li Feilie[1]	1			
Wong Wah On Edward	1			
Tam Cheuk Ho	1			
Yue Ming Wai Bonaventure	1			
Lam Kwan Sing	11,538			
Ng Kin Sing	11,538			
Yip Wing Hang	11,538			
Key Employees				
Yu Jun	1,537			
Yao Yangli	4,518			

1

Mr. Li serves as director of certain subsidiaries of the Company.

The Company and its subsidiaries have not set aside or accrued any amounts to provide pension, retirement or similar benefits to the Company s officers.

On April 2, 2015, we entered into service agreements with each of Mr. Yue Ming Wai Bonaventure (our Chief Financial Officer and a director), Mr. Tam Cheuk Ho (a director) and Mr. Wong Wah On Edward (our Chairman, Chief Executive Officer and President). Each of the agreements is for an initial term of one year and, thereafter,

continues unless and until terminated by a party on not less than one months notice. Each of the agreements also provides for the payment to the individual of an annual fee of US$1.00, plus such equity awards as may from time to time be determined by our Compensation Committee.

There are no current contracts, agreements or understandings to increase the annual cash compensation payable to any of our executive officers or directors. For each of the three years ended December 31, 2015, 2016 and 2017, no increases in cash compensation were determined by the Compensation Committee under the service agreements, and we paid or accrued nil, nil and nil, respectively, for cash compensation to our executive officers for their services as such.

The Company has no other employment contracts with any of its executive officers or directors and maintains no retirement, fringe benefit or similar plans for the benefit of its executive officers or directors. The Company may, however, enter into employment contracts with its officers and key employees, adopt various benefit plans and begin paying compensation to its officers and directors as it deems appropriate to attract and retain the services of such persons.

Securities Authorized for Issuance Under Equity Compensation Plans

The following table sets forth information relating to our outstanding stock option plans as of December 31, 2017:

Plan Category	**Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)**	**Weighted-average exercise price of outstanding options, warrants and rights**	**Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))**
Equity compensation plans approved by security holders			
2014 Equity Compensation Plan		N/A	4,982,183
Equity compensation plans not approved by security holders		N/A	
Total		N/A	4,982,183

Stock Option Plans

The 2014 Equity Compensation Plan (the 2014 Plan) was authorized by our Board of Directors on June 20, 2014 and was ratified and approved by members on July 21, 2014.

The purposes of the 2014 Plan are to:

.

Encourage ownership of our common stock by our officers, directors, employees and advisors;

.

Provide additional inventive for them to promote our success and our business; and

.

Encourage them to remain in our employ by providing them with the opportunity to benefit from any appreciation of our common shares.

The 2014 Plan is administered by the Board of Directors or a committee designated by the Board (the Plan Committee). The 2014 Plan allows the Plan Committee to grant various incentive equity awards not limited to stock options. The Company has reserved a number of common shares equal to 20% of the issued and outstanding common shares of the Company, from time-to-time, for issuance pursuant to options granted (Plan Options) or for restricted stock awarded (Stock Grants) under the 2014 Plan. Stock Appreciation Rights may be granted as a means of allowing participants to pay the exercise price of Plan Options. Stock Grants may be made upon such terms and conditions as the Plan Committee determines. Stock Grants may include deferred stock awards under which receipt of Stock Grants is deferred, with vesting to occur upon such terms and conditions as the Plan Committee determines.

The Plan Committee will determine, from time to time, those of our officers, directors, employees and consultants to whom Stock Grants and Plan Options will be granted, the terms and provisions of the respective Stock Grants and Plan Options, the dates such Plan Options will become exercisable, the number of shares subject to each Plan Option, the purchase price of such shares and the form of payment of such purchase price. Plan Options and Stock Grants will be awarded based upon the fair market value of our common shares at the time of the award. All questions relating to the administration of the 2014 Plan, and the interpretation of the provisions thereof are to be resolved at the sole discretion of the Plan Committee.

A total of 4,982,183 common shares have been reserved for issuance under the 2014 Plan. No awards have yet been made under the 2014 Plan. The 2014 Plan terminates on June 19, 2024.

C.

Board Practices

As provided by our Amended and Restated each director is to hold office for a three-year term expiring immediately following the annual meeting of shareholders held three years following the annual meeting at which he or she was elected.

At the annual meeting of shareholders in 2017, Messrs. Yue Ming Wai Bonaventure and Ng King Sing were elected to serve as Class I directors until immediately following the annual meeting to be held in 2020 and until their successors have been duly elected and qualified. Messrs. Tam Cheuk Ho and Wong Wah On Edward serve as Class III directors until immediately following the annual meeting to be held in 2019 and until their successors have been duly elected and qualified. Messrs. Lam Kwan Sing and Yip Wing Hang serve as Class II directors until immediately following the annual meeting to be held in 2018 and until their successors have been duly elected and qualified.

Messrs. Lam Kwan Sing, Yip Wing Hang and Ng Kin Sing is each an independent director as such term is used in applicable rules and regulations of the Securities and Exchange Commission and in NASDAQ Marketplace Rule 5605(a)(2). We are not required to maintain a Board of Directors consisting of a majority of independent directors based upon an exemption from NASDAQ requirements applicable to foreign private issuers whose home jurisdiction does not require the board of directors to consist of a majority of independent directors.

Our officers are elected annually at the Board of Directors meeting following each annual meeting of shareholders, and hold office until their respective successors are duly elected and qualified, subject to their earlier death, resignation or removal, and the terms of applicable employment agreements.

From July 1, 2006 to June 30, 2017, we paid our independent directors a monthly directors fee equal to HK$5,000 (US$641). Commencing July 1, 2017, we pay our independent directors a monthly directors fee equal to HK$10,000 (US$1,282). We do not otherwise pay fees to directors for their attendance at meetings of the Board of Directors or of committees; however, we may adopt a policy of making such payments in the future. We reimburse out-of-pocket expenses incurred by directors in attending board and committee meetings. During the fiscal year ended December 31, 2017, no long-term incentive plans or pension plans were in effect with respect to any of the Company s executive officers or directors.

Audit Committee

Our Board of Directors has established an audit committee that operates pursuant to a written charter. Our audit committee, whose members currently consists of Yip Wing Hang, Lam Kwan Sing and Ng Kin Sing, is principally responsible for ensuring the accuracy and effectiveness of the annual audit of the financial statements. The duties of the audit committee include, but are not limited to:

.

appointing and supervising our independent registered public accounting firm;

.

assessing the organization and scope of the company s interim audit function;

.

reviewing the scope of audits to be conducted, as well as the results thereof;

.

approving audit and non-audit services provided to us by our independent registered public accounting firm; and

.

overseeing our financial reporting activities, including our internal controls and procedures and the accounting standards and principles applied.

Each member of the Audit Committee is an independent director, as such term is used in applicable rules and regulations of the Securities and Exchange Commission and in NASDAQ Marketplace Rule 5605(a)(2).

Nominating and Corporate Governance Committee; Shareholder Nominees for Director

Our Board of Directors has established a Nominating and Corporate Governance Committee that operates pursuant to a written charter. The current members of the Nominating and Corporate Governance Committee are Ng Kin Sing, Lam Kwan Sing and Yip Wing Hang. Each member of the Nominating and Corporate Governance Committee is an independent director, as such term is used in NASDAQ Marketplace Rule 5605(a)(2).

The Nominating and Corporate Governance Committee is responsible for providing oversight on a broad range of issues surrounding the composition and operation of our Board of Directors. In particular, the responsibilities of the Nominating and Corporate Governance Committee include:

.

identifying individuals qualified to become members of the Board of Directors;

.

determining the slate of nominees to be recommended for election to the Board of Directors;

.

reviewing corporate governance principles applicable to us, including recommending corporate governance principles to the Board of Directors and administering our Code of Ethics;

.

assuring that at least one Audit Committee member is an audit committee financial expert within the meaning of regulatory requirements; and

.

carrying out such other duties and responsibilities as may be determined by the Board of Directors.

The Nominating and Corporate Governance Committee is required to meet at least once annually, and more frequently if the committee deems it to be appropriate. The committee may delegate authority to one or more members of the committee, provided that any decisions made pursuant to such delegated authority are presented to the full committee at its next scheduled meeting. Discussions pertaining to the nomination of directors are required to be held in executive session.

The Nominating and Corporate Governance Committee will consider candidates for directors proposed by shareholders, although no formal procedures for submitting the names of candidates for inclusion on management s slate of director nominees have been adopted. Until otherwise determined by the Nominating and Corporate Governance Committee, a member who wishes to submit the name of a candidate to be considered for inclusion on management s slate of nominees at the next annual meeting of shareholders must notify our Corporate Secretary, in writing, no later than June 30 of the year in question of its desire to submit the name of a director nominee for consideration. The written notice must include information about each proposed nominee, including name, age, business address, principal occupation, telephone number, shares beneficially owned and a statement describing why inclusion of the candidate would be in our best interests. The notice must also include the proposing member s name and address, as well as the number of shares beneficially owned. A statement from the candidate must also be furnished, indicating the candidate s desire and ability to serve as a director. Adherence to these procedures is a prerequisite to the board s consideration of the shareholder s candidate. Once a candidate has been identified, the Nominating and Corporate Governance Committee reviews the individual s experience and background, and may discuss the proposed nominee with the source of the recommendation. If the Nominating and Corporate Governance Committee believes it to be appropriate, committee members may meet with the proposed nominee before making a final determination whether to include the proposed nominee as a member of management s slate of director nominees to be submitted for election to the board.

Compensation Committee

Our Board of Directors has established a Compensation Committee that operates pursuant to a written charter. The current members of the Compensation Committee are Ng Kin Sing, Lam Kwan Sing and Yip Wing Hang. Each member of the Compensation Committee is an independent director, as such term is used in NASDAQ Marketplace Rule 5605(a)(2).

The Compensation Committee is responsible for:

.

Formulating corporate goals and objectives relevant to compensation payable to the CEO and other executive officers;

.

Evaluating the performance of the CEO and other executive officers in light of these goals and objectives;

.

Recommending to the board for its adoption and approval, compensation payable to the CEO and other executive officers, including (a) annual base salary level, (b) annual incentive opportunity level, (c) long-term incentive opportunity level, (d) employment agreements, severance arrangements, and change in control agreement/provisions, in each case as, when and if appropriate, and (e) any special or supplemental benefits;

.

Administering and supervising the Company s incentive compensation plans, including equity compensation plans;

.

Recommending to the board for its adoption and approval, awards to be made under the Company s incentive compensation plans, including equity compensation plans; and

.

Generally supporting the Board of Directors in carrying out its overall responsibilities relating to executive compensation.

The Compensation Committee is required to meet at least once annually, and more frequently if the committee deems it to be appropriate. The committee may delegate authority to one or more members of the committee; provided that any decisions made pursuant to such delegated authority are promptly communicated to all other committee members.

NASDAQ Requirements

Our common shares are currently listed on the NASDAQ Capital Market and, for so long as our securities continue to be listed, we will remain subject to the rules and regulations established by NASDAQ Stock Market as being applicable to listed companies. NASDAQ has adopted, and from time-to-time adopts, amendments to its Marketplace

Rule 5600 that imposes various corporate governance requirements on listed securities. Section (a)(3) of Marketplace Rule 5615 provides that foreign private issuers such as our company are required to comply with certain specific requirements of Marketplace Rule 5600, but, as to the balance of Marketplace Rule 5600, foreign private issuers are not required to comply if the laws of their home jurisdiction do not otherwise mandate compliance with the same or substantially similar requirement.

We currently comply with the applicable specifically mandated provisions of Marketplace Rule 5600. In addition, we have elected to voluntarily comply with certain other provisions of Marketplace Rule 5600, notwithstanding that our home jurisdiction does not mandate compliance with the same or substantially similar requirements; although we may in the future determine to cease voluntary compliance with those provisions of Marketplace Rule 5600 that are not mandatory. However, we have elected not to comply with the following provisions of Marketplace Rule 5600, since the laws of the BVI do not require compliance with the same or substantially similar requirements:

.

a majority of our directors are not independent as defined by NASDAQ rules (rather, one-half of the members of our Board of Directors are independent);

.

our independent directors do not hold regularly scheduled meetings in executive session (rather, all board members may attend all meetings of the Board of Directors);

.

the compensation of our executive officers is recommended but not determined by an independent committee of the board or by the independent members of the Board of Directors; and our CEO is not prevented from being present in the deliberations concerning his compensation;

.

related party transactions are not required to be reviewed and we are not required to solicit member approval of stock plans, including: those in which our officers or directors may participate; stock issuances that will result in a change in control; the issuance of our stock in related party acquisitions or other acquisitions in which we may issue 20% or more of our outstanding shares; or, below market issuances of 20% or more of our outstanding shares to any person; and

.

we are not required to hold an in-person annual meeting to elect directors and transact other business customarily conducted at an annual meeting (rather, we complete these actions by written consent of holders of a majority of our voting securities).

We may in the future determine to voluntarily comply with one or more of the foregoing provisions of Marketplace Rule 5600.

D.

Employees

As of the date of this Annual Report, we employed a total of 13 employees on a full-time basis consisting of (a) eight employees engaged in mining operations, and (b) five executive and administrative employees in the corporate segment. The Company believes that its relations with employees are generally good.

The following table sets out the number of employees as of December 31, 2017, including their principal category of activity and geographic location.

		Years Ended December 31,	
		2016	**2017**
Hong Kong	Accounting, administration and management	3	3
		3	3
The PRC*	Accounting, administration and management	20	7
	Sales and quality inspection	3	
	Purchasing and supplies	2	
	Production	34	
	Cashier	1	1
	Mining exploration		2
	Others	5	
		65	10
Bolivia	Accounting, administration and management	5	
	Purchasing and supplies	1	
	Production	7	
	Cashier	1	
	Others	8	
		22	
Total		90	13

*

As discussed elsewhere in this Annual Report, the Company disposed of (a) its metals mining operations in Wuhu, the PRC, including its 63 employees, effective March 3, 2017 and (b) its copper smelting operations in Bolivia, including its 22 employees, effective December 29, 2017. On November 30, 2017, the Company acquired its metal exploration operations in Inner Mongolia, the PRC, which employs eight full time employees.

42

E.

Share Ownership

The following table sets forth, as of April 25, 2018, the share ownership of the Company s common shares by each of our directors, executive officers and key employees.

As of April 25, 2018, there were 24,910,916 common shares issued and outstanding. Unless otherwise indicated, each person has sole investment and voting power with respect to all shares shown as beneficially owned. The term beneficial owner of securities refers to any person who, even if not the record owner of the securities, has or shares the underlying benefits of ownership. These benefits include the power to direct the voting or the disposition of the securities or to receive the economic benefit of ownership of the securities. A person also is considered to be the beneficial owner of securities that the person has the right to acquire within 60 days by option or other agreement. Beneficial owners include persons who hold their securities through one or more trustees, brokers, agents, legal representatives or other intermediaries, or through companies in which they have a controlling interest, which means the direct or indirect power to direct the management and policies of the entity. The Company s directors and executive officers do not have different voting rights than other shareholders of the Company.

Name of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class
Li Feilie	14,780,593(1)	59.33%
Wong Wah On Edward	400,000	1.61%
Tam Cheuk Ho	281,926	1.13%
Yue Ming Wai Bonaventure		
Lam Kwan Sing		
Ng Kin Sing		
Yip Wing Hang		
Yu Jun		
Yao Yangli		
Officers and directors as a group (8 persons)	15,462,519	62.07%

(1)

Consists of (a) 14,480,593 outstanding common shares held in the name of Feishang Group, a BVI corporation that is wholly-owned by Mr. Li, and (b) 300,000 outstanding common shares held by Mr. Li.

ITEM 7.

MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS

A.

Major Shareholders

Major Shareholders

The following table sets forth, as of April 25, 2018, to the knowledge of management, the share ownership of each person who is the beneficial owner of more than 5% of our outstanding common shares.

As of April 25, 2018, there were 24,910,916 common shares issued and outstanding. Unless otherwise indicated, each person has sole investment and voting power with respect to all shares shown as beneficially owned. The term beneficial owner of securities refers to any person who, even if not the record owner of the securities, has or shares the underlying benefits of ownership. These benefits include the power to direct the voting or the disposition of the securities or to receive the economic benefit of ownership of the securities. A person also is considered to be the beneficial owner of securities that the person has the right to acquire within 60 days by option or other agreement. Beneficial owners include persons who hold their securities through one or more trustees, brokers, agents, legal representatives or other intermediaries, or through companies in which they have a controlling interest, which means the direct or indirect power to direct the management and policies of the entity. The Company s major shareholders do not have different voting rights than other shareholders of the Company.

Name of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class
Li Feilie	14,780,593(1)	59.33%

(1)

Consists of (a) 14,480,593 outstanding common shares held in the name of Feishang Group, a BVI corporation that is wholly-owned by Mr. Li, and (b) 300,000 outstanding common shares held by Mr. Li.

Significant Changes in Ownership

There have been no significant changes in the percentage ownership held by any major shareholder during the past three years.

Geographic Breakdown of Shareholders

Based upon a review of our shareholder records as of December 31, 2017, on that date our common shares were held of record by approximately 174 persons, 150 of whom, holding approximately 28.9% of our outstanding common shares on that date, were located in the United States (host country). Shares registered in the name(s) of intermediaries were assumed to be held by residents of the same country in which the intermediary was located.

Control

To our knowledge, (a) there are no arrangements the operation of which may, at a subsequent date, result in a change in control of the Company and (b) except as otherwise disclosed in this Annual Report, we are not directly or indirectly owned or controlled by any other corporation, by any foreign government or by any other natural or legal person, severally or jointly.

B.

Related Party Transactions

Commercial Transactions with Related Companies

Commercial transactions with related companies are summarized as follows:

	Years Ended December 31,		
	2015	2016	2017
	CNY 000	CNY 000	CNY 000
CHNR s payment of its share of office rental, rates and others to Anka (1)	918	953	1,316
Sales of equipments to Wuhu Industrial (2)			1,056
Purchase of raw ore from Empressa Minera Jacha Uru S.A. (Jacha Uru) (3)	11	20	240

(1)

On September 1, 2013, the Company signed an office sharing agreement with Anka, a private Hong Kong company that is owned by certain Directors of CHNR. Pursuant to the agreement, the Company shared 119 square meters out of the total of 368 square meters of the office premises. On April 1, 2017, the Company signed an office sharing agreement with Anka which superseded all previously signed agreements between the parties, pursuant to which the Company shares 184 square meters of the total area of the office premises. The agreement also provides that the Company shares certain costs and expenses in connection with their use of the office, in addition to some of the accounting and secretarial services and day-to-day office administration services provided by Anka. In 2016, Anka s lease with the unrelated landlord was extended for two years, from July 1, 2016 to June 30, 2018.

(2)

On February 22, 2017, Wuhu Feishang signed an agreement with Wuhu Industrial, controlled by Mr. Li Feilie, to dispose of certain equipments of CNY1.06 million (US$0.16 million). The disposal gain was CNY0.05 million

(US$0.01 million).

(3)

In 2015, 2016 and 2017, Antay Pacha purchased copper ore from Jacha Uru, a copper mine located in Bolivia and controlled by Feishang Hesheng.

Balances with Related Parties

	As of December 31,		
	2015	**2016**	**2017**
	CNY 000	**CNY 000**	**CNY 000**
Payables to related parties (5)			
Jacha Uru (1)	2,764	1,298	
Feishang Enterprise (2)	3,932	7,832	3,719
Feishang Hesheng (3)	59,275	11,877	10,028
Feishang Group (4)	11,752	12,565	11,573

(1)

Payable to Jacha Uru for expenses paid on behalf of Antay Pacha and the purchase of copper ores from Jacha Uru. The balance is unsecured and interest-free. The balance is repayable when funds are available.

(2)

Payable to Feishang Enterprise by Feishang Management for the net amount of loans from Feishang Enterprise. The balance is unsecured and interest-free. The balance is repayable when funds are available.

(3)

Payable to Feishang Hesheng for the acquisition of Double Grow as well as the assumption of indebtedness due to Feishang Hesheng by Double Grow. The balance is unsecured and interest-free. The balance is repayable when funds are available.

(4)

Payable to Feishang Group for the acquisition of Feishang Anthracite. The balance is unsecured and interest-free. The balance is repayable when funds are available.

(5)

Feishang Enterprise, Feishang Group, Feishang Hesheng and Jacha Uru are entities controlled by Mr. Li Feilie, who is the beneficial owner of the Company.

C.

Interests of Experts and Counsel

No disclosure is required in response to this Item.

ITEM 8.

FINANCIAL INFORMATION

A.

Consolidated Statements and Other Financial Information

The Company's Consolidated Financial Statements for the fiscal years ended December 31, 2015, 2016 and 2017 are included herewith as Appendix A and are incorporated herein by reference.

We have no direct business operations, other than through the ownership of our subsidiaries. Prior to December 31, 2013, we had not paid any dividends on our common shares. On December 31, 2013, the Board of Directors approved a conditional special interim dividend to the shareholders of CHNR satisfied by way of a distribution in specie of the entire issued share capital of Feishang Anthracite to all shareholders of CHNR in proportion to their respective shareholdings in CHNR on the Distribution Record Date. Pursuant to the Distribution, each shareholder of CHNR became entitled to five shares of Feishang Anthracite for every share of CHNR held on the Distribution Record Date. After the completion of the Distribution, CHNR no longer holds any shares in Feishang Anthracite.

See Item 4.A. for the details of the Distribution and Spin-Off.

Should we, as a holding company, decide in the future to pay any additional dividends, they will be paid at the discretion of the Company s Board of Directors and will be dependent upon distributions, if any, made by its subsidiaries, and on the Company s results of operations, its financial condition and other factors deemed relevant by the Board of Directors. In addition, our operating subsidiaries are subject to restrictions on their ability to make distributions to us, including as a result of restrictions imposed under PRC laws.

See Item 3.A. for the details of reserve allocation of PRC s subsidiaries.

There are no legal or arbitration proceedings (including governmental proceedings pending or known to be contemplated), including those relating to bankruptcy, receivership or similar proceedings and those involving any third party, which may have, or have had in the recent past, significant effects on the Company s financial position or profitability. Moreover, there are no material proceedings in which any director, any member of senior management, or any of our affiliates is either a party adverse to us or our subsidiaries or has a material interest adverse to us or our subsidiaries.

B.

Significant Changes

Except as otherwise described in this Annual Report, there have been no significant changes that have occurred since the date of the annual financial statements included in this Annual Report.

ITEM 9.

THE OFFER AND LISTING

A.

Offer and Listing Details

The following table sets forth the annual high and low last trade prices of our common shares as reported by The NASDAQ Stock Market for each of the five preceding fiscal years. The prices are inter-dealer prices, without retail markup, markdown or commission.

Period	High	Low
Fiscal Year ended:		
December 31, 2017	$ 3.05	$ 1.89
December 31, 2016	$ 4.82	$ 0.75
December 31, 2015	$ 2.77	$ 1.26
December 31, 2014	$ 10.80	$ 1.89
December 31, 2013	$ 6.18	$ 3.15

The following table sets forth the high and low last trade prices of our common shares as reported by The NASDAQ Stock Market for each fiscal quarter of 2016 and 2017. The prices are inter-dealer prices, without retail markup, markdown or commission.

Period	High	Low
2016 Fiscal Year, quarter ended:		
March 31, 2016	$ 2.58	$ 0.75
June 30, 2016	$ 1.86	$ 1.28
September 30, 2016	$ 2.54	$ 1.21
December 31, 2016	$ 4.82	$ 1.50
2017 Fiscal Year, quarter ended:		
March 31, 2017	$ 3.05	$ 1.95
June 30, 2017	$ 2.53	$ 1.94
September 30, 2017	$ 2.22	$ 1.89
December 31, 2017	$ 2.71	$ 1.99

The following table sets forth the monthly high and low last trade prices of our common shares as reported by The NASDAQ Stock Market for each month during the six months preceding the date of this Annual Report. The prices are inter-dealer prices, without retail markup, markdown or commission, and do not necessarily reflect actual transactions.

Period	High	Low
Month Ended:		
March 31, 2018	$ 2.32	$ 2.11
February 28, 2018	$ 2.70	$ 2.05
January 31, 2018	$ 3.82	$ 2.64
December 31, 2017	$ 2.71	$ 2.35
November 30, 2017	$ 2.66	$ 2.18
October 31, 2017	$ 2.54	$ 1.99

B.

Plan of Distribution

No disclosure is required in response to this Item.

C.

Markets

Our common shares have been listed on the NASDAQ Capital Market since November 22, 2004, under the symbol CHNR. From August 7, 1995 until November 22, 2004, our common stock was listed on the NASDAQ Small Cap market under the symbol CHRB.

D.

Selling Shareholders

No disclosure is required in response to this Item.

E.

Dilution

No disclosure is required in response to this Item.

F.

Expenses of the Issue

No disclosure is required in response to this Item.

ITEM 10.

ADDITIONAL INFORMATION

A.

Share Capital

No disclosure is required in response to this Item.

B.

Amended and Restated Memorandum and Articles of Association

Charter

Our charter documents consist of our Amended and Restated Memorandum of Association (Memorandum of Association) and our Amended and Restated Articles of Association (Articles of Association).

The Memorandum of Association loosely resembles the Articles or Certificate of Incorporation of a United States corporation, and the Articles of Association loosely resembles the bylaws of a United States corporation. A brief description of our Memorandum of Association and Articles of Association follows, including a summary of material differences between the corporate laws of the United States and those of the British Virgin Islands. This description and summary does not purport to be complete and does not address all differences between United States and British Virgin Islands corporate laws. Copies of our Memorandum of Association and Articles of Association have been incorporated by reference as exhibits to this Annual Report and readers are urged to review these exhibits in their entirety for a complete understanding of the provisions of our charter documents.

Memorandum of Association

Corporate Powers

We have been registered in the BVI since December 14, 1993, with company number 102930. Clause 46 of our Memorandum of Association states that the objects for which we are established are unrestricted and we shall have full power and authority to carry out any object which is not prohibited by any laws in force in the BVI.

Authorized Shares

We are authorized to issue a maximum of 210 million shares of no par value, of which, 200 million shall be common shares and 10 million shall be preferred shares. The directors of the Company or our shareholders may increase or decrease the maximum number of authorized shares by amending the Memorandum of Association as provided by law.

Each common share is entitled to one vote on each matter submitted to a vote of shareholders. Common shares may be redeemed by the Company for fair value. Common shares shall be entitled to receive such dividends and distributions as may be authorized by the directors. Subject to the rights of holders of other classes of shares, the directors may declare and pay dividends on the common shares. Holders of common shares shall be entitled to share in the assets of the Company available for distribution upon liquidation. Preferred shares shall carry such designations, powers, preferences and rights, qualifications, limitations and restrictions as may be determined by the directors at the time of issuance.

In accordance with our Memorandum of Association, our Board of Directors has designated a series of preferred shares, consisting of 320,000 shares and designated Series B preferred shares. Series B preferred shares are entitled to one vote for each share, shall be entitled to vote on each matter that is submitted for a vote of common shareholders and shall be aggregated with outstanding common shares for all voting purposes. Series B preferred shares have no preemptive or other subscription rights and are not subject to future calls or assessments. There is no redemption or sinking fund provisions applicable to the Series B preferred shares and holders thereof have no rights whatsoever to

dividends or to distributions upon our liquidation. No Series B preferred shares are outstanding.

Amendments to Memorandum and Articles of Association

Subject to the laws of the BVI and certain limited exceptions contained in the Memorandum of Association, the Memorandum of Association and the Articles of Association may each be amended by a majority vote of members or by the directors.

Articles of Association

Issuance of Shares

The unissued shares of the Company shall be issued at the discretion of the directors, who may determine whether to issue shares, grant options over or otherwise dispose of them, at such times and for such consideration (which may not be less than par value (if any) of the shares) as the directors determine. Consideration may take any form acceptable to the directors, including money, promissory note, service rendered or services to be rendered; provided that in the case of consideration other than money, the directors must adopt a resolution stating (a) the amount to be credited for issuance of the shares, (b) a reasonable determination of the present cash value of the non-monetary consideration and (c) that, in their opinion, the present cash value of the non-monetary consideration is not less the amount to be credited for the share issuance.

Redemption of Shares

The Company may purchase, redeem or acquire its own shares for such consideration as may be determined by the directors, and such shares may, at the direction of the directors, be cancelled or held as treasury shares; provided, however, that the Company may not purchase, redeem or acquire its shares unless, immediately following the purchase, redemption or acquisition (a) the value of the Company s assets exceeds its liabilities and (b) the Company is able to pay its debts as they become due.

Meetings of Shareholders

The directors may convene meetings of our shareholders at such times and in such manner and places as the directors consider necessary or desirable. The directors shall convene such a meeting upon the written request of shareholders holding 30 percent or more of our outstanding voting shares. At least seven days notice of the meeting shall be given to the shareholders whose names appear on the share register. A majority of our outstanding shares entitled to vote must be present at a meeting of shareholders, in person or by proxy, in order to constitute a quorum and the affirmative vote of a majority of those present and entitled to vote shall be required in order to approve action by shareholders. However, in the event a meeting of shareholders is adjourned due to the absence of a quorum, the minimum number of shares that must be present in order to constitute a quorum shall be reduced to one-third. Our Articles of Association provides that any action that may be taken at a meeting of shareholders may be taken without a meeting if the action is approved by a written consent of shareholders.

Directors

Our Articles of Association provides that our Board of Directors shall consist of not less than three nor more than 25 directors; and directors, solely for purposes of determining the term for which they will serve, are classified as Class I, Class II and Class III directors, with approximately one-third of the total number of directors being allocated to each Class. Each director is to hold office for a three-year term expiring immediately following the annual meeting of shareholders held three years following the annual meeting at which he or she was elected. Directors may be removed by the shareholders, with or without cause, and by the directors, only with cause.

With the prior or subsequent approval by a resolution of shareholders, the directors may, by a resolution of directors, fix the emoluments of directors with respect to services to be rendered in any capacity to us. At the annual meeting of shareholders held in 2008, the shareholders adopted resolutions providing that (a) all emoluments to directors previously fixed by the Board of Directors are approved and ratified and (b) the Board of Directors is empowered and authorized to fix all future emoluments to directors, for their services in all capacities to the Company, without further approval or ratification by shareholders.

The directors may, by a resolution of directors, exercise all the powers of the Company to borrow money. There is no age limit requirement for retirement or non-retirement of directors. A director shall not require a share qualification. Directors may be natural persons who have attained the age of 18 years and are not undischarged bankrupts; or companies, in which event the company may designate a person as its representative as director.

A director may, from time to time, appoint (and revoke the appointment of) another director or another person who is not a director, but who is not disqualified from serving as a director, to be his or her alternate to exercise his or her powers and discharge his or her responsibilities. In addition, in the event of resignation, a director may appoint his or her successor.

Directors are not disqualified from entering into contracts with the Company, and no such contract shall be void or require the interested director to account for any profit under any such contract, provided that the fact of the director s interest in the transaction is disclosed to the board. A director who is interested in a contract with the Company may, nevertheless, attend meetings of the board at which the interested transaction is discussed and/or approved, be counted towards a quorum at any such meeting and vote in favor of such transaction.

At least one-half the number of directors must be present for a duly constituted meeting. Action of directors shall require the affirmative vote of a majority of the directors present in person or by alternate and entitled to vote on the resolution. Directors may act by written consent in lieu of meeting provided that such consent is received from all of the directors. Subject to certain limitations set forth in the Articles of Association, directors may appoint committees and agents. Directors do not have the authority to appoint new auditors such appointment must be made by the shareholders.

Indemnification

The Company shall indemnify every officer and director of the Company against any liability, action, proceeding, claim, demand, costs, damages or expenses incurred as a result of any act or failure to act in carrying out their functions, except those incurred by reason of their own fraud or wilful default. No indemnified person shall be liable to the Company for any loss or damage except due to the fraud or wilful default of the indemnified person. Fraud or wilful default may only be found to exist by a court of competent jurisdiction. The Company must advance reasonable attorney s fees and other expenses to an indemnified person provided that the indemnified person executes an agreement to reimburse the Company if a court of competent jurisdiction determines that indemnification was not available under the circumstances.

Dividends and Distribution

The directors may authorize the payment of dividends or other distributions to shareholders, if, the directors are satisfied, on reasonable grounds that, immediately following the dividend or other distribution (a) the value of the Company s assets exceeds its liabilities and (b) the Company is able to pay its debts as they become due. Distributions, including dividends, may be declared and paid in cash, or in specie, in shares or other assets.

Restrictions on Rights to Own Securities

There are no limitations on the rights to own our securities.

Change in Control Provisions

There are no provisions of our Memorandum of Association or Articles of Association that would have an effect of delaying, deferring or preventing a change in our control and that would operate only with respect to a merger, acquisition or corporate restructuring involving us.

Disclosure of Share Ownership

There are no provisions of our Memorandum of Association or Articles of Association governing the ownership threshold above which shareholder ownership must be disclosed.

Changes in Capital

Requirements to effect changes in capital are not more stringent than is required by law.

Arbitration

Our Articles of Association provides that any differences between us and our shareholders or their legal representatives relating to the intent, construction, incidences or consequences of our Articles of Association or the British Virgin Islands Business Companies Act, including any breach or alleged breach of our Articles of Association or the Business Companies Act, or relating to our affairs shall be resolved by arbitration before two arbitrators (unless the parties agree to arbitrate before one arbitrator), who shall jointly appoint an umpire.

Discussion of Law

Under the laws of most jurisdictions in the United States, majority and controlling shareholders generally have certain fiduciary responsibilities to the minority shareholders. Shareholder action must be taken in good faith and actions by controlling shareholders which are obviously unreasonable may be declared null and void. BVI law protecting the interests of minority shareholders may not be as protective in all circumstances as the law protecting minority shareholders under most jurisdictions in the United States.

While BVI law does permit a shareholder of a BVI company to sue its directors derivatively, that is, in the name of, and for the benefit of, our Company and to sue a company and its directors for his benefit and for the benefit of others similarly situated, the circumstances in which any such action may be brought, and the procedures and defenses that may be available in respect of any such action, may result in the rights of shareholders of a BVI company being more limited than those of shareholders of a company organized in the United States.

Our directors have the power to take certain actions without shareholder approval, including an amendment of our Memorandum of Association or Articles of Association (unless such amendment varies the rights attached to shares) or an increase or decrease of the maximum number of shares that we are authorized to issue, which would require shareholder approval under the laws of most jurisdictions in the United States. In addition, the directors of a BVI company, subject in certain cases to court approval but without shareholder approval, may, among other things, implement a reorganization, certain mergers or consolidations with a subsidiary, the sale, transfer, exchange or disposition of any assets, property, part of the business, or securities of the company, or any combination (provided the assets do not represent more than 50% of the total assets of the company and the sale is not outside of the usual or ordinary course of the company s business), if they determine it is in the best interests of the company. Our ability to amend our Memorandum of Association and Articles of Association without shareholder approval could have the effect of delaying, deterring or preventing a change in our control without any further action by the shareholders, including a tender offer to purchase our common shares at a premium over then current market prices.

The Business Companies Act of the BVI permits the creation in our Memorandum and Articles of Association of staggered terms of directors, cumulative voting, shareholder approval of corporate matters by written consent, and the issuance of preferred shares. Currently, our Memorandum and Articles of Association provide for (a) shareholder approval of corporate matters by majority written consent, (b) staggered terms of directors and (c) the issuance of preferred shares.

As in most United States jurisdictions, the Board of Directors of a BVI company is charged with the management of the affairs of the company. In most jurisdictions in the United States, directors owe a fiduciary duty to the corporation and its shareholders, including a duty of care, under which directors must properly apprise themselves of all reasonably available information, and a duty of loyalty, under which they must protect the interests of the corporation and refrain from conduct that injures the corporation or its shareholders or that deprives the corporation or its shareholders of any profit or advantage. Many US jurisdictions have enacted various statutory provisions which permit the monetary liability of directors to be eliminated or limited.

Under BVI law, liability of a corporate director to the corporation is primarily limited to cases of willful malfeasance in the performance of his duties or to cases where the director has not acted honestly and in good faith and with a view to the best interests of the company. However, under our Memorandum of Association, we are authorized to indemnify any director or officer who is made or threatened to be made a party to a legal or administrative proceeding by virtue of being one of our directors or officers, provided such person acted honestly and in good faith and with a view to our best interests and, in the case of a criminal proceeding, such person had no reasonable cause to believe that his conduct was unlawful. Our Memorandum of Association also enable us to indemnify any director or officer who was successful in such a proceeding against expenses and judgments, fines and amounts paid in settlement and reasonably incurred in connection with the proceeding.

Unlike most corporate laws in the United States, directors of a BVI company may be companies. Moreover, any director may appoint an alternate to attend meetings and vote in the place and stead of the director appointing the alternate. It is unclear of the effect of such an appointment on the fiduciary obligations of the director making the appointment.

The foregoing discussion of BVI law does not purport to present a complete description of the differences between BVI law and the corporate laws of the several states of the United States.

C.

Material Contracts

Other than contracts entered into the ordinary course of business, during the two preceding fiscal years the Company has entered into the following material contracts (which are included as exhibits to this Annual Report):

.

Agreement dated December 23, 2016 by and between the Company and Feishang Hesheng Investment Limited.

.

Deed of Assignment dated December 23, 2016 by and among the Company, Double Grow International Limited and Feishang Hesheng Investment Limited.

.

Equity Transfer Agreement dated February 24, 2017 by and among Wuhu City Feishang Industrial Development Co., Ltd., Feishang Mining Holdings Limited, Mr. Shen Yandi and Wuhu Feishang Mining Development Co., Limited.

.

Agreement dated November 30, 2017 by and between Yangpu Shuanghu Industrial Development Co., Limited and Feishang Enterprise Group Co., Ltd.

.

Agreement dated November 30, 2017 by and between Yangpu Shuanghu Industrial Development Co., Limited and Shenzhen Chaopeng Investment Co., Ltd.

.

Purchase and Sale Agreement dated December 29, 2017 by and among the Company, Double Grow International Limited and Shanghai Kangzheng Investment Management Co., Ltd.

.

Deed of Assignment of Loan dated December 29, 2017 by and among the Company, Double Grow International Limited and Shanghai Kangzheng Investment Management Co., Ltd.

D.

Exchange Controls

There are no material BVI laws, decrees, regulations or other legislation that impose foreign exchange controls on us or that affect our payment of dividends, interest or other payments to non-resident holders of our shares. BVI law and our Memorandum of Association and Articles of Association impose no limitations on the right of non-resident or foreign owners to hold or vote our common shares. However, we operate through subsidiaries located in the PRC, and the payment of dividends by PRC companies is subject to certain restrictions imposed under PRC law.

The principal regulation governing foreign currency exchange in the PRC is the Foreign Currency Administration Rules (1996) as amended. Conversion of Renminbi is strictly regulated by the PRC Government. Under PRC foreign exchange rules and regulations, payment of routine transactions under current accounts, including trade and service transactions and payment of dividends, may be made in foreign currencies without prior approval from the SAFE but are subject to procedural requirements. Strict foreign exchange control continues to apply to capital account transactions, such as direct investment, loans or investments in securities outside the PRC and capital contribution. These transactions must be approved by the SAFE.

Pursuant to the Foreign Currency Administration Rules, foreign-invested enterprises in the PRC may purchase foreign exchange without the approval of the SAFE for trade and service-related exchange transactions by providing commercial documents evidencing these transactions. They may also retain foreign exchange, subject to a cap approved by the SAFE, to satisfy foreign exchange liabilities or to pay dividends. However, the relevant PRC authorities may limit or eliminate the ability of foreign-invested enterprises to purchase and retain foreign currencies in the future.

The principal regulations governing distribution of dividends by foreign-invested companies include:

.

The Sino-foreign Equity Joint Venture Law (1979), as amended;

.

The Regulations of Implementation of the Sino-foreign Equity Joint Venture Law (1983) as amended;

.

The Foreign Investment Enterprise Law (1986) as amended; and

.

The Regulations of Implementation of the Foreign Investment Enterprise Law (1990) as amended.

Under these regulations, foreign-invested enterprises in the PRC may pay dividends only out of their accumulated profits, if any, determined in accordance with PRC accounting standards and regulations. In addition, wholly foreign-owned enterprises in the PRC are required to set aside at least 10% of their respective accumulated profits each year, if any, to fund certain reserve funds unless such reserve funds have reached 50% of their respective registered capital. These reserves are not distributable as cash dividends.

In addition, our wholly-owned subsidiaries are required to allocate portions of their after-tax profits to their enterprise expansion funds and staff welfare and bonus funds at the discretion of their boards of directors. Allocations to these statutory reserves and funds can only be used for specific purposes and are not transferable to us in the forms of loans, advances or cash dividends.

E.

Taxation

The following is a summary of anticipated material U.S. federal income and BVI tax consequences of an investment in our common shares. The summary has been prepared based upon management s understanding of applicable tax consequences, but has not been reviewed by counsel or other experts in U.S. or BVI taxation. The summary does not address all possible tax consequences relating to an investment in our common shares and does not purport to deal with the tax consequences applicable to all categories of investors, some of which, such as dealers in securities, insurance companies and tax-exempt entities, may be subject to special rules. In particular, the discussion does not address the tax consequences under state, local and other non-U.S. and non-BVI tax laws. Accordingly, each prospective investor should consult its own tax advisor regarding the particular tax consequences to it of an investment in the common shares. The discussion below is based upon laws and relevant interpretations in effect as of the date of this Annual Report, all of which are subject to change.

CHNR effected the Spin-Off by way of a distribution in specie of the entire issued share capital of Feishang Anthracite to the holders of the common shares of CHNR. It is not clear whether the Distribution should be treated as a tax-free spin-off under Section 355 of the Code or as a taxable distribution of property. If we are required to report the Distribution to the IRS, we intend to take the view that the Distribution will be treated as a taxable distribution. Under this treatment, for U.S. Federal income tax purposes, the Distribution should be a taxable event for holders of CHNR common shares on the Distribution Record Date. Accordingly, subject to the passive foreign investment company rules discussed below, a U.S. Holder:

.

should generally be treated as having received (at the time of receipt of the Feishang Anthracite ordinary shares) a taxable distribution in an amount equal to the fair market value of the Feishang Anthracite ordinary shares received in the Distribution,

.

should have a tax basis in its Feishang Anthracite ordinary shares equal to their fair market value on the date of the Distribution, and

.

should have a holding period in its Feishang Anthracite ordinary shares that will commence on the day after the date of the Distribution.

The amount distributed by CHNR to a U.S. Holder should be taxed as a dividend to the extent of such holder s proportionate share of CHNR s current and accumulated earnings and profits (if any), and should otherwise be (i) a tax-free return of capital to the extent of such holder s adjusted tax basis in his or her CHNR common shares and (ii) thereafter as a capital gain. CHNR does not maintain calculations of its earnings and profits in accordance with U.S. Federal income tax principles; accordingly, holders should assume that the entire amount of the Distribution should be taxable as a dividend. CHNR intends to treat the distribution of Feishang Anthracite ordinary shares as a taxable dividend for U.S. Federal income tax purposes, and the remainder of the disclosure assumes such treatment.

The dividend amount generally will be treated as foreign source ordinary dividend income, and generally will be eligible for reduced rates of taxation applicable to qualified dividend income applicable to certain non-corporate U.S. Holders, but will not be eligible for the dividends received deduction allowed to corporations. The dividend will be includable in net investment income for purposes of the Medicare contribution tax applicable to certain non-corporate U.S. Holders.

United States Federal Income Taxation

The following discussion addresses only the material U.S. federal income tax consequences to a U.S. person, defined as a U.S. citizen or resident, a U.S. corporation, or an estate or trust subject to U.S. federal income tax on all of its income regardless of source, making an investment in the common shares. For taxable years beginning after December 31, 1996, a trust will be a U.S. person only if:

.

a court within the United States is able to exercise primary supervision over its administration; and

.

one or more United States persons have the authority to control all of its substantial decisions.

In addition, the following discussion does not address the tax consequences to a person who holds or will hold, directly or indirectly, 10% or more of our common shares, which we refer to as a 10% Shareholder. Non-U.S. persons and 10% Shareholders are advised to consult their own tax advisors regarding the tax considerations incident to an investment in our common shares.

A U.S. investor receiving a distribution of our common shares will be required to include such distribution in gross income as a taxable dividend, to the extent of our current or accumulated earnings and profits as determined under U.S. federal income tax principles. Any distributions in excess of our earnings and profits will first be treated, for U.S. federal income tax purposes, as a nontaxable return of capital, to the extent of the U.S. investor s adjusted tax basis in our common shares, and then as gain from the sale or exchange of a capital asset, provided that our common shares constitutes a capital asset in the hands of the U.S. investor. U.S. corporate shareholders will not be entitled to any deduction for distributions received as dividends on our common shares.

Gain or loss on the sale or exchange of our common shares will be treated as capital gain or loss if our common shares are held as a capital asset by the U.S. investor. Such capital gain or loss will be long-term capital gain or loss if the U.S. investor has held our common shares for more than one year at the time of the sale or exchange.

A holder of common shares may be subject to backup withholding at the rate of 31% with respect to dividends paid on our common shares if the dividends are paid by a paying agent, broker or other intermediary in the United States or by a U.S. broker or certain United States-related brokers to the holder outside the United States. In addition, the proceeds of the sale, exchange or redemption of common shares may be subject to backup withholding, if such proceeds are paid by a paying agent, broker or other intermediary in the United States.

Backup withholding may be avoided by the holder of common shares if such holder:

.

is a corporation or comes within other exempt categories; or

.

provides a correct taxpayer identification number, certifies that such holder is not subject to backup withholding and otherwise complies with the backup withholding rules.

In addition, holders of common shares who are not U.S. persons are generally exempt from backup withholding, although they may be required to comply with certification and identification procedures in order to prove their exemption.

Any amounts withheld under the backup withholding rules from a payment to a holder will be refunded or credited against the holder s U.S. federal income tax liability, if any, provided that amount withheld is claimed as federal taxes withheld on the holder s U.S. federal income tax return relating to the year in which the backup withholding occurred. A holder who is not otherwise required to file a U.S. income tax return must generally file a claim for refund or, in the case of non-U.S. holders, an income tax return in order to claim refunds of withheld amounts.

British Virgin Islands Taxation

Under the Business Companies Act of the BVI as currently in effect, companies incorporated or registered under the Business Companies Act are exempt from income and corporate tax. In addition, the BVI currently does not levy capital gains tax on companies incorporated or registered under the Business Companies Act.

A holder of our common shares who is not a resident of BVI is exempt from BVI income tax on dividends paid with respect to the common shares. In addition, the common shares are not subject to transfer taxes, stamp duties or similar charges for so long as we do not hold an interest in real estate in the BVI.

There are no estate, gift or inheritance taxes levied by the BVI on companies incorporated or registered under the Business Companies Act.

There is no income tax treaty or convention currently in effect between the United States and the BVI that is applicable to any payments made by or to a company incorporated or registered under the Business Companies Act of the BVI.

F.

Dividends and Paying Agents

No disclosure is required in response to this Item.

G.

Statement by Experts

No disclosure is required in response to this Item.

H.

Documents on Display

The documents concerning the Company that are referred to in this Annual Report may be inspected at the Company s principal executive offices at Room 2205, 22/F, West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Sheung Wan, Hong Kong. Certain documents described in response to Item 19 of this Annual Report are filed with this Annual Report and others are incorporated by reference to documents previously filed by the Company with the United States Securities and Exchange Commission. The documents that are filed herewith or incorporated by reference can be viewed on the SEC s website at www.sec.gov.

I.

Subsidiary Information

See Exhibit 8 for further information about our subsidiaries.

ITEM 11.

QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Foreign currency exchange rate risk

Revenue and expenses of our PRC subsidiaries are denominated in Renminbi. The administrative expenses of the Company s head office in Hong Kong are denominated either in United States dollars or Hong Kong dollars. As the reporting currency of the Company s consolidated financial statements is Renminbi, the Company has material market risk with respect to currency fluctuation between Hong Kong dollars and United States dollars to Renminbi and translation difference may arise on consolidation. The Company may also suffer an exchange loss when it converts Renminbi to other currencies, such as Hong Kong dollars or United States dollars. If market conditions allow, the Company endeavors to match the currency used in operating/ investing activities with that used in financing activities. We have not engaged any foreign currency contract to hedge our potential foreign currency exchange exposure, if any.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. We are not currently exposed to interest rate risk as we do not have any outstanding interest-bearing financial instruments.

Commodity price risk

We are not currently exposed to commodity price risk.

ITEM 12.

DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES

No disclosure is required in response to this Item.

PART II

ITEM 13.

DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES

There are no defaults, dividend arrearages and delinquencies or other information required to be disclosed in response to this Item.

ITEM 14.

MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITY HOLDERS AND USE OF PROCEEDS

There have been no modifications to the rights of security holders and there is no other information to disclose in response to this Item.

ITEM 15.

CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

The Company maintains disclosure controls and procedures, as such term is defined in Rule 13a-15(e) under the Securities Exchange Act of 1934 (the Exchange Act). As of December 31, 2017, the Company carried out an evaluation, under the supervision and with the participation of the Company s management, including the Company s Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the Company s disclosure controls and procedures.

In designing and evaluating its disclosure controls and procedures, management recognized that disclosure controls and procedures, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the disclosure controls and procedures are met. Additionally, in designing disclosure controls and procedures, management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible disclosure controls and procedures. The design of any disclosure controls and procedures also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions.

Based upon that evaluation and subsequent evaluations conducted in connection with the audit of the Company s consolidated financial statements for the year ended December 31, 2017, the Chief Executive Officer and Chief Financial Officer have concluded that the Company s disclosure controls and procedures were effective to ensure that information required to be disclosed in our periodic reports filed under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified by the Securities and Exchange Commission s rules and regulations.

Management s Report on Internal Control over Financial Reporting

The management of the Company is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. The Exchange Act defines

internal control over financial reporting as a process designed by, or under the supervision of, the Company s principal executive and principal financial officers and effected by the Company s Board of Directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS issued by the IASB and includes those policies and procedures that:

.

Pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the Company;

.

Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with IFRS issued by the International Accounting Standards Board, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and

.

Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company s assets that could have a material effect on the financial statements.

All internal control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management assessed the effectiveness of the Company s internal control over financial reporting as of December 31, 2017, excluding Double Grow and its subsidiaries, which were acquired in December 2016 and disposed of in December 2017. Wuhu Feishang and Bayannaoer Mining were also excluded from the assessment as Wuhu Feishang was disposed of and Bayannaoer Mining was acquired in March 2017 and November 2017, respectively. The total assets as of December 31, 2017 and the loss for the year ended December 31, 2017 of Bayannaoer Mining accounted for −−−2.37% and 0.86% of the total assets and loss of CHNR, respectively. The exclusion of Bayannaoer Mining from the scope of our assessment was due to the impracticality of conducting an assessment of the acquired business s internal control over financial reporting during the period between the date the acquisition was consummated and the date of management s assessment. See Risk Factors included elsewhere in this Annual Report. In making this assessment, we used the criteria established in Internal Control Integrated Framework issued by the Committee of Sponsoring Organization of the Treadway Commission (COSO) (2013 framework) (the COSO criteria). Based on our evaluation and the COSO criteria, we determined that, as of December 31, 2017, the Company s internal control over financial reporting was effective to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements in accordance with IFRS.

Since the Company is not an accelerated filer, the auditor s attestation report pursuant to SOX Section 404(b) is not required in this Annual Report.

Changes in Internal Control over Financial Reporting

There has been no change in the Company s internal control over financial reporting that occurred during the fiscal year 2017 and that has materially affected, or is reasonably likely to affect, the Company s internal control over financial reporting.

ITEM 16.

[Reserved]

ITEM 16A.

AUDIT COMMITTEE FINANCIAL EXPERT

In general, an audit committee financial expert within the meaning of Item 407(d)(5) of Regulation S-K, is an individual member of the Audit Committee who:

.

understands generally accepted accounting principles and financial statements,

.

is able to assess the general application of such principles in connection with accounting for estimates, accruals and reserves,

.

has experience preparing, auditing, analyzing or evaluating financial statements comparable to the breadth and complexity to our financial statements,

.

understands internal controls over financial reporting, and

.

understands audit committee functions.

An audit committee financial expert may acquire the foregoing attributes through:

.

education and experience as a principal financial officer, principal accounting officer, controller, public accountant, auditor or person serving similar functions;

.

experience actively supervising a principal financial officer, principal accounting officer, controller, public accountant, auditor or person serving similar functions; experience overseeing or assessing the performance of companies or public accounts with respect to the preparation, auditing or evaluation of financial statements; or

.

other relevant experience.

Our Board of Directors has determined that Mr. Yip Wing Hang and Mr. Lam Kwan Sing are each an audit committee financial expert within the meaning of Item 407(d)(5) of Regulation S-K. Each of our audit committee financial experts is independent as that term is used in NASDAQ Marketplace Rule 5605(a)(2).

Item 16B.

CODE OF ETHICS

A Code of Ethics is a written standard designed to deter wrongdoing and to promote:

.

honest and ethical conduct,

.

full, fair, accurate, timely and understandable disclosure in regulatory filings and public statements,

.

compliance with applicable laws, rules and regulations,

.

the prompt reporting violation of the code, and

.

accountability for adherence to the Code of Ethics.

We have adopted a Code of Ethics that is applicable to all of our employees, and also contains provisions that apply only to our Chief Executive Officer, principal financial and accounting officers and persons performing similar functions. A copy of our Code of Ethics is incorporated by reference as an exhibit to this Annual Report.

ITEM 16C.

PRINCIPAL ACCOUNTANT FEES AND SERVICES

The following table shows the fees that we paid for audit and other services provided by Ernst & Young Hua Ming LLP, our independent registered public accounting firm, for fiscal years 2016 and 2017.

	Fiscal 2016	**Fiscal 2017**
Audit Fees	US$213,109	US$307,375
Audit-Related Fees		
Tax Fees		
All Other Fees		
Total	US$213,109	US$307,375

Audit Fees This category includes the audit of our annual financial statements and services that are normally provided by the independent auditors in connection with engagements for those fiscal years.

The Audit Committee has adopted a procedure for pre-approval of all fees charged by the Company s independent registered public accounting firm. Under the procedure, the Audit Committee approves the engagement letter with respect to audit, tax and review services. Other fees are subject to pre-approval by the entire Committee, or, in the period between meetings, by a designated member of the Audit Committee. Any such approval by the designated member is disclosed to the entire Audit Committee at the next meeting. The audit fees paid to Ernst & Young Hua Ming LLP with respect to fiscal years 2016 and 2017 were approved by the Audit Committee.

ITEM 16D.

EXEMPTION FROM THE LISTING STANDARDS FOR THE AUDIT COMMITTEE

There have been no exemptions from listing standards required to be disclosed in response to this Item.

ITEM 16E.

PURCHASE OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS

There have been no purchases of equity securities required to be disclosed in response to this Item.

ITEM 16F.

CHANGES IN REGISTRANT S CERTIFYING ACCOUNTANT

No disclosure is required in response to this Item.

ITEM 16G.

CORPORATE GOVERNANCE

Our common shares are currently listed on the NASDAQ Capital Market and, for so long as our securities continue to be listed, we will remain subject to the rules and regulations established by the NASDAQ Stock Market that apply to listed companies. NASDAQ rules include various corporate governance requirements applicable to listed securities. While all NASDAQ-listed companies are subject to certain of these corporate governance requirements, foreign private issuers such as our company are exempt from other corporate governance requirements if the laws of their home jurisdiction do not otherwise require compliance. Since our home jurisdiction does not mandate compliance with some of these NASDAQ rules, we have opted out of compliance with them. A more detailed description of the NASDAQ requirements that we are not subject to is contained elsewhere in this Annual Report under Item 6.C Board Practices; NASDAQ Requirements.

ITEM 16H.

MINE SAFETY DISCLOSURE

Not applicable.

57

PART III

ITEM 17.

FINANCIAL STATEMENTS

No disclosure is required in response to this Item.

ITEM 18.

FINANCIAL STATEMENTS

The following financial statements are filed as a part of this Form 20-F in Appendix A hereto:

Reports of Independent Registered Public Accounting Firm, together with the consolidated financial statements for the Company and subsidiaries, including:

a.

Consolidated statements of financial position as of December 31, 2016 and 2017

b.

Consolidated statements of profit or loss for the years ended December 31, 2015, 2016 and 2017

c.

Consolidated statements of comprehensive income for the years ended December 31, 2015, 2016 and 2017

d.

Consolidated statements of changes in equity for the years ended December 31, 2015, 2016 and 2017

e.

Consolidated statements of cash flows for the years ended December 31, 2015, 2016 and 2017

f.

Notes to consolidated financial statements.

ITEM 19.

EXHIBITS

The following Exhibits are included as part of this Form 20-F:

Exhibit No.	Exhibit Description
1.1	Amended and Restated Memorandum and Articles of Association of the Registrant *(included as Exhibit 99.1 to Form 6K filed January 30, 2014, and incorporated herein by reference).*
1.2	Board of Directors Resolutions Designating Series B Preferred Stock and Establishing Rights, Preferences and Limitations *(included as Exhibit 1.3 to Annual Report on Form 20-F for the fiscal year ended December 31, 2004, and incorporated herein by reference).*
4.1	Acquisition Agreement dated January 24, 2006 by and between China Natural Resources, Inc., Feishang Mining Holdings Limited and Feishang Group Limited *(included as Exhibit 10.1 to the Current Report on Form 6-K furnished January 25, 2006, and incorporated herein by reference).*
4.2	Agreement for the Sale and Purchase of the Entire Issued Share Capital in Pineboom Investments Limited dated July 11, 2008 by and between Feishang Group Limited and China Natural Resources, Inc. *(included as Exhibit 10.1 to the Current Report on Form 6-K furnished July 15, 2008, and incorporated herein by reference).*
4.3	Agreement for the Sale and Purchase of the Entire Issued Share Capital in Newhold Investments Limited dated August 11, 2008 by and between Feishang Group Limited and China Natural Resources, Inc. *(included as Exhibit 10.1 to the Current Report on Form 6-K furnished August 13, 2008, and incorporated herein by reference).*
4.4	Letter Agreement dated January 12, 2009 by and between Feishang Group Limited and China Natural Resources, Inc. *(included as Exhibit 10.2 to the Current Report on Form 6-K furnished January 20, 2009, and incorporated herein by reference).*
4.5	Letter Agreement dated July 10, 2009 by and between Feishang Group Limited and China Natural Resources, Inc. *(included as Exhibit 10.2 to the Current Report on Form 6-K furnished July 17, 2009, and incorporated herein by reference).*
4.6	Agreement for the Sale and Purchase of the Entire Issued Share Capital in Wealthy Year Limited dated April 30, 2010 by and between Feishang Group Limited and China Natural Resources, Inc. *(included as Exhibit 4.1 to the Current Report on Form 6-K furnished May 11, 2010, and incorporated herein by reference).*
4.7	2014 Equity Compensation Plan *(included as Annex A of Exhibit 99.1 to the Current Report on Form 6-K furnished August 13, 2014, and incorporated herein by reference).*
4.8	Service Agreement dated as of April 2, 2015 by and between the Company and Tam Cheuk Ho *(included as Exhibit 99.1 to the Current Report on Form 6-K furnished April 6, 2015, and incorporated herein by reference).*
4.9	Service Agreement dated as of April 2, 2015 by and between the Company and Wong Wah On Edward *(included as Exhibit 99.2 to the Current Report on Form 6-K furnished April 6, 2015, and incorporated herein by reference).*

58

Exhibit No.	Exhibit Description
4.10	Service Agreement dated as of April 2, 2015 by and between the Company and Yue Ming Wai Bonaventure *(included as Exhibit 99.3 to the Current Report on Form 6-K furnished April 6, 2015, and incorporated herein by reference).*
4.11	Sales and Purchase Master Contract dated January 1, 2015 by and between Fanchang County Jinfeng Mining Ltd. and Wuhu Feishang Mining Development Co., Limited *(included as Exhibit 4.17 to the Annual Report on Form 20-F furnished April 28, 2016, and incorporated herein by reference).*
4.12	Agreement dated December 23, 2016 by and between the Company and Feishang Hesheng Investment Limited *(included as Exhibit 99.1 to the Current Report on Form 6-K furnished December 23, 2016, and incorporated herein by reference).*
4.13	Deed of Assignment dated December 23, 2016 by and among the Company, Double Grow International Limited and Feishang Hesheng Investment Limited *(included as Exhibit 99.2 to the Current Report on Form 6-K furnished December 23, 2016, and incorporated herein by reference).*
4.14	Equity Transfer Agreement dated February 24, 2017 by and among Wuhu City Feishang Industrial Development Co., Ltd., Feishang Mining Holdings Limited, Mr. Shen Yandi and Wuhu Feishang Mining Development Co., Limited *(English translation included as Exhibit 10.1 to the Current Report on Form 6-K furnished March 7, 2017, and incorporated herein by reference).*
4.15	License Agreement dated April 1, 2017 by and between Anka Consultants Limited and China Natural Resources, Inc. *(included as Exhibit 4.15 to the Annual Report on Form 20-F furnished June 19, 2017, and incorporated herein by reference).*
4.16	Lease Contract dated May 21, 2015 by and between the Autonomous Municipal Government of Uyuni and Planta Metalurgica Antay Pacha S.A. *(included as Exhibit 4.16 to the Annual Report on Form 20-F furnished June 19, 2017, and incorporated herein by reference).*
4.17	Purchase and Sale Contract of Copper Mineral dated November 19, 2016 by and between Cooperativa Minera Estrella del Sur Ltda. and Planta Metalurgica Antay Pacha S.A. *(included as Exhibit 4.17 to the Annual Report on Form 20-F furnished on June 19, 2017, and incorporated herein by reference).*
4.18	Purchase and Sale Contract of Mineral dated March 22, 2017 by and between Minera DCH S.R.L. and Planta Metalurgica Antay Pacha S.A. *(included as Exhibit 4.18 to the Annual Report on Form 20-F furnished on June 19, 2017, and incorporated herein by reference).*
4.19	Employment Agreement dated June 1, 2016 by and between Planta Metalurgica Antay Pacha S.A. and Wang Yourong *(included as Exhibit 4.19 to the Annual Report on Form 20-F furnished on June 19, 2017, and incorporated herein by reference).*
4.20	Agreement dated November 30, 2017 by and between Yangpu Shuanghu Industrial Development Co., Limited and Feishang Enterprise Group Co., Ltd. *(included as Exhibit 99.1 to the Current Report on Form 6-K furnished on December 6, 2017, and incorporated herein by reference).*
4.21	Agreement dated November 30, 2017 by and between Yangpu Shuanghu Industrial Development Co., Limited and Shenzhen Chaopeng Investment Co., Ltd. *(included as Exhibit 99.2 to the Current Report on Form 6-K furnished on December 6, 2017, and incorporated herein by reference).*
4.22	Purchase and Sale Agreement dated December 29, 2017 by and among the Company, Double Grow International Limited and Shanghai Kangzheng Investment Management Co., Ltd. *(included as Exhibit 10.1 to the Current Report on Form 6-K furnished on January 3, 2018, and incorporated herein by reference).*
4.23	Deed of Assignment of Loan dated December 29, 2017 by and among the Company, Double Grow International Limited and Shanghai Kangzheng Investment Management Co., Ltd. *(included as*

	Schedule 3 Exhibit 10.1 to the Current Report on Form 6-K furnished on January 3, 2018, and incorporated herein by reference).
4.24	Promissory Note dated December 29, 2017 from Shanghai Kangzheng Investment Management Co., Ltd. in favor of the Company *(included as Schedule 4Exhibit 10.1 to the Current Report on Form 6-K furnished on January 3, 2018, and incorporated herein by reference).*
4.25	Mutual Cooperation Agreement dated August 20, 2017 by and between Bayannaoer City Feishang Mining Company Limited and Bayannaoer Jijincheng Mining Co., Ltd. *(included herewith).*
6	Computation of Earnings Per Share for Fiscal Year ended December 31, 2017 *(contained in Financial Statements included herewith).*
7	Computation of Ratios for Fiscal Years ended December 31, 2015, 2016 and 2017 *(included herewith).*
8	Subsidiaries of the Registrant *(included herewith).*
11	Code of Ethics *(included as Exhibit 14 to Annual Report on Form 10-KSB for the fiscal year ended December 31, 2003, and incorporated herein by reference).*
12.1	CEO Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 *(included herewith).*
12.2	CFO Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 *(included herewith).*

Exhibit No.	Exhibit Description
13.1	CEO Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 *(included herewith).*
13.2	CFO Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 *(included herewith).*
99.1	Press Release dated April 30, 2018 *(included herewith).*
101.INS	XBRL Instance Document*.
101.SCH	XBRL Taxonomy Extension Schema Document*.
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document*.
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document*.
101.LAB	XBRL Taxonomy Extension Label Linkbase Document*.
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document*.

* To be filed by Amendment.

SIGNATURES

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this Annual Report on its behalf.

CHINA NATURAL RESOURCES, INC.

Date: April 30, 2018 By: /s/ WONG WAH ON EDWARD
Wong Wah On Edward, CEO

APPENDIX A

CONSOLIDATED FINANCIAL STATEMENTS

Report of Independent Registered Public Accounting Firms, together with the consolidated financial statements for the Company and subsidiaries, including:

a.

Consolidated statements of financial position as of December 31, 2016 and 2017

b.

Consolidated statements of profit or loss for the years ended December 31, 2015, 2016 and 2017

c.

Consolidated statements of comprehensive income for the years ended December 31, 2015, 2016 and 2017

d.

Consolidated statements of changes in equity for the years ended December 31, 2015, 2016 and 2017

e.

Consolidated statements of cash flows for the years ended December 31, 2015, 2016 and 2017

f.

Notes to consolidated financial statements.

CHINA NATURAL RESOURCES, INC.

INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

YEARS ENDED DECEMBER 31, 2015, 2016 AND 2017

	Pages
Report of Independent Registered Public Accounting Firm	F-2
Consolidated statements of financial position	F-3 F-4
Consolidated statements of profit or loss	F-5 F-6
Consolidated statements of comprehensive income	F-7
Consolidated statements of changes in equity	F-8
Consolidated statements of cash flows	F-9 F-10
Notes to consolidated financial statements	F-11 F-57

REPORT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and the Board of Directors of China Natural Resources, Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated statements of financial position of China Natural Resources, Inc. (the Company) as of December 31, 2017 and 2016, the related consolidated statements of profit or loss, comprehensive income, changes in equity and cash flows for each of the three years in the period ended December 31, 2017, and the related notes (collectively referred to as the consolidated financial statements). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at December 31, 2017 and 2016, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2017, in conformity with International Financial Reporting Standards as issued by the International Accounting Standards Board.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company s financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also

included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ Ernst & Young Hua Ming LLP

We have served as the Company s auditor since 2015.

Beijing, People s Republic of China

April 30, 2018

CHINA NATURAL RESOURCES, INC.

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

DECEMBER 31, 2016 AND 2017

(Amounts in thousands)

	Notes	December 31, 2016 CNY	2017 CNY	2017 US$
ASSETS				
NON-CURRENT ASSETS				
Property, plant and equipment	6	54,523	337	52
Rehabilitation fund	7	3,972		
Prepayments		56		
TOTAL NON-CURRENT ASSETS		58,551	337	52
CURRENT ASSETS				
Inventories	8	10,557		
Prepayments		330	39	6
Other receivables	9	6,127	10,494	1,613
Cash and cash equivalents		19,228	18,878	2,901
TOTAL CURRENT ASSETS		36,242	29,411	4,520
TOTAL ASSETS		94,793	29,748	4,572

continued/

The accompanying notes are an integral part of these consolidated financial statements.

CHINA NATURAL RESOURCES, INC.

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION (CONTINUED)

DECEMBER 31, 2016 AND 2017

(Amounts in thousands)

	Notes	December 31, 2016 CNY	December 31, 2017 CNY	December 31, 2017 US$
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Trade payables	10	2,736	215	33
Other payables and accrued liabilities	11	17,361	2,926	450
Taxes payable		22,627	16,792	2,581
Due to related companies	18	21,007	13,747	2,113
Due to the Shareholder	18	12,565	11,573	1,779
TOTAL CURRENT LIABILITIES		76,296	45,253	6,956
NON-CURRENT LIABILITIES				
Asset retirement obligations	12	5,302		
TOTAL NON-CURRENT LIABILITIES		5,302		
TOTAL LIABILITIES		81,598	45,253	6,956
EQUITY / (DEFICIENCY IN ASSETS)				

Issued capital	19	312,081	312,081	47,963
Other capital reserves	19	692,518	692,518	106,432
Reserves		63,180		
Accumulated losses		(1,049,647)	(1,016,463)	(156,219)
Other comprehensive income		(4,937)	(3,641)	(560)
TOTAL EQUITY / (DEFICIENCY IN ASSETS)		13,195	(15,505)	(2,384)
TOTAL LIABILITIES AND EQUITY		94,793	29,748	4,572

The accompanying notes are an integral part of these consolidated financial statements.

CHINA NATURAL RESOURCES, INC.

CONSOLIDATED STATEMENTS OF PROFIT OR LOSS

YEARS ENDED DECEMBER 31, 2015, 2016 AND 2017

(Amounts in thousands, except share and per share data)

		Year Ended December 31,			
	Notes	2015 CNY (Restated)	2016 CNY (Restated)	2017 CNY	2017 US$
CONTINUING OPERATIONS					
Administrative expenses		(3,577)	(4,519)	(6,204)	(953)
OPERATING LOSS		(3,577)	(4,519)	(6,204)	(953)
Finance costs		(2)	(1)	(14)	(2)
Foreign exchange difference, net	13	(354)			
Interest income	13	164	75	39	6
LOSS BEFORE INCOME TAX FROM CONTINUING OPERATIONS	13	(3,769)	(4,445)	(6,179)	(949)
INCOME TAX EXPENSE	15	(1,504)			
LOSS FOR THE YEAR FROM CONTINUING OPERATIONS		(5,273)	(4,445)	(6,179)	(949)
DISCONTINUED OPERATIONS					
Loss for the year from discontinued	3	(36,176)	(18,591)	(23,817)	(3,660)

operations, net of tax					
LOSS FOR THE YEAR		(41,449)	(23,036)	(29,996)	(4,609)
ATTRIBUTABLE TO:					
Owners of the Company					
From continuing operations		(5,273)	(4,445)	(6,179)	(949)
From discontinued operations	3	(36,176)	(18,591)	(23,817)	(3,660)
		(41,449)	(23,036)	(29,996)	(4,609)
Non-controlling interests					
From continuing operations					
From discontinued operations					
		(41,449)	(23,036)	(29,996)	(4,609)

continued/

The accompanying notes are an integral part of these consolidated financial statements.

CHINA NATURAL RESOURCES, INC.

CONSOLIDATED STATEMENTS OF PROFIT OR LOSS (CONTINUED)

YEARS ENDED DECEMBER 31, 2015, 2016 AND 2017

(Amounts in thousands, except share and per share data)

		Year Ended December 31,			
	Notes	2015 CNY (Restated)	2016 CNY (Restated)	2017 CNY	2017 US$
LOSS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY:					
Basic					
- For loss from continuing operations	16	(0.21)	(0.18)	(0.25)	(0.04)
- For loss from discontinued operations	16	(1.45)	(0.74)	(0.95)	(0.15)
- Net loss per share	16	(1.66)	(0.92)	(1.20)	(0.19)
Diluted					
- For loss from continuing operations	16	(0.21)	(0.18)	(0.25)	(0.04)
- For loss from discontinued operations	16	(1.45)	(0.74)	(0.95)	(0.15)
- Net loss per share	16	(1.66)	(0.92)	(1.20)	(0.19)

The accompanying notes are an integral part of these consolidated financial statements.

CHINA NATURAL RESOURCES, INC.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

YEARS ENDED DECEMBER 31, 2015, 2016 AND 2017

(Amounts in thousands)

	Year Ended December 31,			
	2015 CNY (Restated)	**2016 CNY (Restated)**	**2017 CNY**	**2017 US$**
LOSS FOR THE YEAR	(41,449)	(23,036)	(29,996)	(4,609)
Other comprehensive income:				
Other comprehensive income to be reclassified to profit or loss in subsequent periods:				
Reclassification adjustments for a foreign operation disposed during the year			3,280	504
Foreign currency translation adjustments	410	(834)	(1,984)	(305)
Total other comprehensive income for the year, net of tax	410	(834)	1,296	199
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	(41,039)	(23,870)	(28,700)	(4,410)
Attributable to:				
Owners of the Company	(5,273)	(4,445)	(5,758)	(884)

From continuing operations				
From discontinued operations	(35,766)	(19,425)	(22,942)	(3,526)
	(41,039)	(23,870)	(28,700)	(4,410)
Non-controlling interests				
From continuing operations				
From discontinued operations				
	(41,039)	(23,870)	(28,700)	(4,410)

The accompanying notes are an integral part of these consolidated financial statements.

CHINA NATURAL RESOURCES, INC.

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

YEARS ENDED DECEMBER 31, 2015, 2016 AND 2017

(Amounts in thousands)

	Attributable to owners of the Company							
	Issued capital (Note 19) CNY	Other capital reserves CNY	Reserves CNY	Accumulated losses CNY	Other comprehensive income CNY	Total CNY	Non-controlling interests CNY	Total CNY
At January 1, 2015	312,081	636,960	58,797	(980,085)	(4,513)	23,240		23,240
Loss for the year				(41,449)		(41,449)		(41,449)
Change in fair value of available-for-sale investments, net of tax					631	631		631
Reclassification adjustments for gains on disposal included in the consolidated statement of profit or loss					(631)	(631)		(631)
Foreign currency translation adjustments					410	410		410
Total comprehensive income				(41,449)	410	(41,039)		(41,039)
Appropriation and utilization of safety fund and production maintenance fund, net			5,436	(5,436)				
At December 31, 2015	312,081	636,960	64,233	(1,026,970)	(4,103)	(17,799)		(17,799)
Loss for the year				(23,036)		(23,036)		(23,036)
					(834)	(834)		(834)

Foreign currency translation adjustments							
Total comprehensive income				(23,036)	(834)	(23,870)	(23,870)
Adjustment in relation to acquisition of Double Grow			(694)			(694)	(694)
Deemed contribution from a related party (Note 5 and Note 19(b))		55,558				55,558	55,558
Appropriation and utilization of safety fund, net			(359)	359			
At December 31, 2016	312,081	692,518	63,180	(1,049,647)	(4,937)	13,195	13,195
Loss for the year				(29,996)		(29,996)	(29,996)
Foreign currency translation adjustments					1,296	1,296	1,296
Total comprehensive income				(29,996)	1,296	(28,700)	(28,700)
Disposal of the discontinued operations			(63,180)	63,180			
At December 31, 2017	312,081	692,518		(1,016,463)	(3,641)	(15,505)	(15,505)
At December 31, 2017 (US$)	47,963	106,432		(156,219)	(560)	(2,384)	(2,384)

The accompanying notes are an integral part of these consolidated financial statements.

CHINA NATURAL RESOURCES, INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS

YEARS ENDED DECEMBER 31, 2015, 2016 AND 2017

(Amounts in thousands)

	Year Ended December 31,			
	2015 CNY (Restated)	**2016 CNY (Restated)**	**2017 CNY**	**2017 US$**
OPERATING ACTIVITIES				
Loss for the year				
From continuing operations	(5,273)	(4,445)	(6,179)	(949)
From discontinued operations	(36,176)	(18,591)	(23,817)	(3,660)
Adjustments for:				
Depreciation and amortization	2,472	2,655	1,748	269
Provision for impairment of property, plant and equipment	7,542			
Gain on disposal of property, plant and equipment	(2)	(1)	(45)	(7)
Reversal of write-down of inventories to net realizable value, net	(5,474)	(1,744)		
Accretion expenses	433	311	60	9
Decrease in deferred income	(263)	(287)		
Investment income realized from the available-for-sale investments	(631)			
Loss on disposal of discontinued operations			15,571	2,393
Changes in working capital:				

Rehabilitation fund	(107)	(15)	(11)	(2)
Inventories	11,624	(1,452)	(746)	(115)
Prepayments	59	(144)	(354)	(54)
Other receivables	(1,029)	(1,401)	(10,376)	(1,595)
Trade payables	(434)	(65)	(1,426)	(221)
Other payables and accrued liabilities	3,934	(3,088)	10,727	1,649
Taxes payable	1,756	(2)	102	16
Net cash flows used in operating activities	(21,569)	(28,269)	(14,746)	(2,267)
INVESTING ACTIVITIES				
Proceeds from disposal of subsidiaries			7,983	1,227
Proceeds from disposal of the available-for-sale investments	124,640			
Net cash flows from acquisition of subsidiaries, net (Note 5)	8,964		(86)	(13)
Purchases of property, plant and equipment	(10,625)	(4,946)	(5,029)	(773)
Net proceeds from disposal of property, plant and equipment	45	10		
Purchase of available-for-sale investments	(124,009)			
Receipt of government grants	550			
Net cash flows (used in)/from investing activities	(435)	(4,936)	2,868	441

continued/

The accompanying notes are an integral part of these consolidated financial statements.

CHINA NATURAL RESOURCES, INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS (CONTINUED)

YEARS ENDED DECEMBER 31, 2015, 2016 AND 2017

(Amounts in thousands)

	Year Ended December 31,			
	2015 CNY (Restated)	**2016 CNY (Restated)**	**2017 CNY**	**2017 US$**
FINANCING ACTIVITIES				
Repayments to the Shareholder	(33,209)			
Advances from the Shareholder	31,786			
Repayments to related companies	(51,930)	(2,020)	(2,385)	(367)
Advances from related companies	65,722	7,601	15,015	2,308
Net cash flows from financing activities	12,369	5,581	12,630	1,941
NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS	(9,635)	(27,624)	752	115
NET FOREIGN EXCHANGE DIFFERENCE	6,679	1,545	(1,102)	(169)
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	48,263	45,307	19,228	2,955
CASH AND CASH EQUIVALENTS AT END OF YEAR	45,307	19,228	18,878	2,901
Supplementary disclosures of cash flows information:				

Cash receipt of government grants	660	52		
Cash receipt of interest	425	194	48	7

The accompanying notes are an integral part of these consolidated financial statements.

CHINA NATURAL RESOURCES, INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

YEARS ENDED DECEMBER 31, 2015, 2016 AND 2017

(Amounts in thousands, except share and per share data)

1.

ORGANIZATION AND PRINCIPAL ACTIVITIES

China Natural Resources, Inc. (CHNR or the Company) is a British Virgin Islands (BVI) holding company incorporated in 1993. The address of the principal executive office is Room 2205, 22/F, West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Sheung Wan, Hong Kong. The Company does not conduct any substantive operations on its own and conducts its primary business operations through its subsidiaries (collectively the Group). A list of the Company's subsidiaries is included in Note 18.

CHNR's principal shareholder is Feishang Group Limited (Feishang Group or the Shareholder), a British Virgin Islands corporation. Mr. Li Feilie is the beneficial owner of Feishang Group. In the opinion of the directors of the Company, the ultimate parent of CHNR is Laitan Investment Limited, a British Virgin Islands corporation.

The consolidated financial statements of the Group for the year ended December 31, 2017 were authorized for issuance in accordance with a resolution of the directors on April 30, 2018.

As at December 31, 2016 and 2017, the Company and its subsidiaries had net current liabilities of CNY40.05 million and net current liabilities of CNY15.84 million (US$2.44 million), respectively, and total assets less current liabilities of positive CNY18.50 million and negative CNY15.51 million (negative US$2.38 million), respectively.

2.1

BASIS OF PREPARATION

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (IFRSs) as issued by the International Accounting Standards Board (IASB).

The consolidated financial statements have been prepared on a historical cost basis. The consolidated financial statements are presented in Chinese Yuan (CNY) and all values are rounded to the nearest thousands, except when otherwise indicated.

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries for the year ended December 31, 2017.

A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

When the Company has, directly or indirectly, less than a majority of the voting or similar right of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

(a)

the contractual arrangement with the other vote holders of the investee;

(b)

rights arising from other contractual arrangements; and

(c)

the Group s voting rights and potential voting rights.

CHINA NATURAL RESOURCES, INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

YEARS ENDED DECEMBER 31, 2015, 2016 AND 2017

(Amounts in thousands, except share and per share data)

2.1

BASIS OF PREPARATION (CONTINUED)

The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases. All significant intercompany accounts and transactions have been eliminated in full.

Profit or loss and each component of other comprehensive income are attributed to owners of the Company and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control above. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognizes (i) the assets (including goodwill) and liabilities of the subsidiary, (ii) the carrying amount of any non-controlling interest and (iii) the cumulative translation differences recorded in equity; and recognizes (i) the fair value of the consideration received, (ii) the fair value of any investment retained and (iii) any resulting surplus or deficit in profit or loss. The Group s share of components previously recognized in other comprehensive income is reclassified to profit or loss or retained earnings, as appropriate, on the same basis as would be required if the Group had directly disposed of the related assets or liabilities.

Going concern

As of December 31, 2017 and 2016, the Group had net current liabilities of CNY15.84 million (US$2.44 million) and CNY40.05 million, and shareholder s deficiency in assets of CNY15.51 million (US$2.38 million) and equity of CNY13.20 million, respectively. In view of these circumstances, the directors have given consideration to the future liquidity and performance of the Group and its available sources of finance in assessing whether the Group will have sufficient financial resources to continue as a going concern. In order to improve the Group s liquidity and cash flows to sustain the Group as a going concern, the directors of the Company have undertaken certain measures to improve the cash flows of the Group, which include but are not limited to the following: the Group has obtained confirmations for continuous financial support from Feishang Group and Feishang Enterprise Group Co., Ltd. (Feishang Enterprise), entities controlled by Mr. Li Feilie, who is the beneficial shareholder of the Company, which has stated that Feishang Group and Feishang Enterprise would provide continuous financial support to the Group in relation to the going concern of its operation, including payments on debts and will not recall any amounts due to them. Accordingly, in the opinion of the directors, it is appropriate for the consolidated financial statements to be prepared on a going concern basis.

CHINA NATURAL RESOURCES, INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

YEARS ENDED DECEMBER 31, 2015, 2016 AND 2017

(Amounts in thousands, except share and per share data)

2.2

CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

The Group has adopted the following revised IFRSs for the first time for the current year's financial statements, which are applicable to the Group.

Amendments to IAS 7	*Disclosure Initiative*
Amendments to IAS 12	*Recognition of Deferred Tax Assets for Unrealized Losses*

The nature and the impact of the amendments are described below:

(a)

Amendments to IAS 7 require an entity to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes. Disclosure of the changes in liabilities arising from financing activities is provided in Note 23(b) to the financial statements.

(b)

Amendments to IAS 12 clarify that an entity, when assessing whether taxable profits will be available against which it can utilize a deductible temporary difference, needs to consider whether tax law restricts the sources of taxable profits against which it may make deductions on the reversal of that deductible temporary difference. Furthermore, the amendments provide guidance on how an entity should determine future taxable profits and explain the circumstances in which taxable profit may include the recovery of some assets for more than their carrying amount. The amendments have had no impact on the financial position or performance of the Group as the Group has no deductible temporary differences or assets that are in the scope of the amendments.

2.3

ISSUED BUT NOT YET EFFECTIVE INTERNATIONAL FINANCIAL REPORTING STANDARDS

The Group has not applied the following new and revised IFRSs, that have been issued but are not yet effective, in these financial statements:

Amendments to IFRS 2	*Classification and Measurement of Share-based Payment Transactions* [1]
Amendments to IFRS 4	*Applying IFRS 9 Financial Instruments with IFRS 4 Insurance Contracts* [1]
IFRS 9	*Financial Instruments* [1]
Amendments to IFRS 9	*Prepayment Features with Negative Compensation* [2]
Amendments to IFRS 10 and IAS 28	*Sale or Contribution of Assets between an Investor and its Associate or Joint Venture* [3]
IFRS 15	*Revenue from Contracts with Customers* [1]
Amendments to IFRS 15	*Clarifications to IFRS 15 Revenue from Contracts with Customers* [1]
IFRS 16	*Leases* [2]
Amendments to IAS 40	*Transfers of Investment Property* [1]
IFRIC 22	*Foreign Currency Transactions and Advance Consideration* [1]
IFRIC 23	*Uncertainty over Income Tax Treatments* [2]
Annual improvements	
2014-2016 Cycle	*Amendments to IFRS 1 and IAS 28* [1]
Annual improvements	
2015-2017 Cycle	*Amendments to IFRS 3, IFRS 11, IAS 12 and IAS 23* [2]

1

Effective for annual periods beginning on or after January 1, 2018

2

Effective for annual periods beginning on or after January 1, 2019

3

No mandatory effective date yet determined but available for adoption

CHINA NATURAL RESOURCES, INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

YEARS ENDED DECEMBER 31, 2015, 2016 AND 2017

(Amounts in thousands, except share and per share data)

2.3

ISSUED BUT NOT YET EFFECTIVE INTERNATIONAL FINANCIAL REPORTING STANDARDS (CONTINUED)

Further information about those IFRSs that are expected to be applicable to the Group is described below.

In July 2014, the IASB issued the final version of IFRS 9, bringing together all phases of the financial instruments project to replace IAS 39 and all previous versions of IFRS 9. The standard introduces new requirements for classification and measurement, impairment and hedge accounting. The Group will adopt IFRS 9 from January 1, 2018. The Group will not restate comparative information and will recognize any transition adjustments against the opening balance of equity at January 1, 2018. During 2017, the Group has performed a detailed assessment of the impact of the adoption of IFRS 9. The expected impacts relate to the classification and measurement and the impairment requirements and are summarized as follows:

(a)

Classification and measurement

The Group does not expect that the adoption of IFRS 9 will have a significant impact on the classification and measurement of its financial assets.

(b)

Impairment

IFRS 9 requires an impairment on debt instruments recorded at amortized cost or at fair value through other comprehensive income, lease receivables, loan commitments and financial guarantee contracts that are not accounted for at fair value through profit or loss under IFRS 9, to be recorded based on an expected credit loss model either on a twelve-month basis or a lifetime basis. The Group will apply the simplified approach and record lifetime expected losses that are estimated based on the present values of all cash shortfalls over the remaining life of all of its trade receivables. Furthermore, the Group will apply the general approach and record twelve-month expected credit losses that are estimated based on the possible default events on its other receivables within the next twelve months. The Group has determined that, due to the unsecured nature of its trade and other receivables, the provision for impairment will be constant upon the initial adoption of the standard.

IFRS 15, issued in May 2014, establishes a new five-step model to account for revenue arising from contracts with customers. Under IFRS 15, revenue is recognized at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer. The principles in IFRS 15 provide a more structured approach for measuring and recognizing revenue. The standard also introduces extensive qualitative and quantitative disclosure requirements, including disaggregation of total revenue, information about performance obligations, changes in contract asset and liability account balances between periods and key judgements and estimates. The standard will supersede all current revenue recognition requirements under IFRSs. In April 2016, the IASB issued amendments to IFRS 15 to address the implementation issues on identifying performance obligations, application guidance on principal versus agent and licenses of intellectual property, and transition. The amendments are also intended to help ensure a more consistent application when entities adopt IFRS 15 and decrease the cost and complexity of applying the standard. The Group will adopt IFRS 15 from January 1, 2018 and plans to adopt the modified retrospective approach. During the year ended December 31, 2017, the Group performed a detailed assessment on the impact of the adoption of IFRS 15. Based on the assessment, the Group expects that there will be no material impacts on its consolidated financial statements upon the adoption of IFRS 15.

CHINA NATURAL RESOURCES, INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

YEARS ENDED DECEMBER 31, 2015, 2016 AND 2017

(Amounts in thousands, except share and per share data)

2.3

ISSUED BUT NOT YET EFFECTIVE INTERNATIONAL FINANCIAL REPORTING STANDARDS (CONTINUED)

IFRS 16, issued in January 2016, replaces IAS 17 *Leases*, IFRIC 4 *Determining whether an Arrangement contains a Lease*, SIC-15 *Operating Leases - Incentives* and SIC-27 *Evaluating the Substance of Transactions Involving the Legal Form of a Lease*. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to recognize assets and liabilities for most leases. The standard includes two elective recognition exemptions for lessees leases of low-value assets and short-term leases. At the commencement date of a lease, a lessee will recognize a liability to make lease payments (i.e., the lease liability) and an asset representing the right to use the underlying asset during the lease term (i.e., the right-of-use asset). The right-of-use asset is subsequently measured at cost less accumulated depreciation and any impairment losses unless the right-of-use asset meets the definition of investment property in IAS 40, or relates to a class of property, plant and equipment to which the revaluation model is applied. The lease liability is subsequently increased to reflect the interest on the lease liability and reduced for the lease payments. Lessees will be required to separately recognize the interest expense on the lease liability and the depreciation expense on the right-of-use asset. Lessees will also be required to remeasure the lease liability upon the occurrence of certain events, such as change in the lease term and change in future lease payments resulting from a change in an index or rate used to determine those payments. Lessees will generally recognize the amount of the remeasurement of the lease liability as an adjustment to the right-of-use asset. Lessor accounting under IFRS 16 is substantially unchanged from the accounting under IAS 17. Lessors will continue to classify all leases using the same classification principle as in IAS 17 and distinguish between operating leases and finance leases. IFRS 16 requires lessees and lessors to make more extensive disclosures than under IAS 17. Lessees can choose to apply the standard using either a full retrospective or a modified retrospective approach. The Group expects to adopt IFRS 16 from January 1, 2019. The Group is currently assessing the impact of IFRS 16 upon adoption and is considering whether it will choose to take advantage of the practical expedients available and which transition approach and reliefs will be adopted. As disclosed in Note 21(a) to the financial statements, at December 31, 2017, the Group had future minimum lease payments under non-cancellable operating leases in aggregate of CNY0.48 million. Upon adoption of IFRS 16, certain amounts included therein may need to be recognized as new right-of-use assets and lease liabilities. Further analysis, however, will be needed to determine the amount of new rights of use assets and lease liabilities to be recognized, including, but not limited to, any amounts relating to leases of low-value assets and short-term leases, other practical expedients and reliefs chosen, and new leases entered into before the date of adoption.

CHINA NATURAL RESOURCES, INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

YEARS ENDED DECEMBER 31, 2015, 2016 AND 2017

(Amounts in thousands, except share and per share data)

2.4

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a)

Business combinations

The acquisition of subsidiaries and businesses under common control, where applicable, has been accounted for using merger accounting. The financial statements of the combining entities or businesses under common control are prepared for the same reporting period as the Company, using consistent accounting policies.

The merger method of accounting involves incorporating the financial statement items of the combining entities or businesses in which the common control combinations occurs as if they had been combined from the date when the combining entities or businesses first came under the control of the controlling shareholder. The net assets of the combining entities or businesses are combined using the existing book values from the controlling shareholder s perspective. No amount is recognized in respect of goodwill or the excess of the acquirers interest in the net fair value of acquirees identifiable assets, liabilities and contingent liabilities over the cost of investment at the time of common control combination.

The consolidated statement of profit or loss includes the results of each of the combining entities or businesses from the earliest date presented or since the date when the combining entities or businesses first came under common control or since their respective dates of incorporation/establishment, where this is a shorter period, regardless of the date of the common control combination. All intra-group balances, transactions, unrealized gains and losses resulting from intra-group transactions and dividends are eliminated on consolidation.

Business combinations, other than business combinations under common control, are accounted for using the acquisition method. The consideration transferred is measured at the acquisition date fair value which is the sum of the acquisition date fair values of assets transferred by the Group, liabilities assumed by the Group to the former owner of

the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of net assets in the event of liquidation at fair value or at the proportionate share of the acquiree s identifiable net assets. All other components of non-controlling interests are measured at fair value. Acquisition-related costs are expensed as incurred.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts of the acquiree.

If the business combination is achieved in stages, the acquisition date fair value of the acquirer s previously held equity interest in the acquiree is remeasured to fair value at the acquisition date through the consolidated statement of profit or loss.

Any contingent consideration to be transferred by the acquirer is recognized at fair value at the acquisition date. Contingent consideration classified as an asset or liability is measured at fair value with changes in fair value recognized in profit or loss. If the contingent consideration is not within the scope of IAS 39, it is measured in accordance with the appropriate IFRSs. Contingent consideration that is classified as equity is not remeasured and subsequent settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred, the amount recognized for non-controlling interests and any fair value of the Group s previously held equity interests in the acquiree over the identifiable net assets acquired and liabilities assumed. If the sum of this consideration and other items is lower than the fair value of the net assets of the subsidiary acquired, the difference is, after reassessment, recognized in the consolidated statement of profit or loss as a gain on bargain purchase.

CHINA NATURAL RESOURCES, INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

YEARS ENDED DECEMBER 31, 2015, 2016 AND 2017

(Amounts in thousands, except share and per share data)

2.4

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(a)

Business combinations (continued)

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. The Group performs its annual impairment test of goodwill as at December 31. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group s cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

Impairment is determined by assessing the recoverable amount of the cash-generating unit (group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit (group of cash-generating units) is less than the carrying amount, an impairment loss is recognized. An impairment loss recognized for goodwill is not reversed in a subsequent period.

Where goodwill has been allocated to a cash-generating unit (or group of cash-generating units) and part of the operation within that until is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on the disposal. Goodwill disposed of in these circumstances is measured based on the relative value of the operation disposed of and the portion of the cash-generating unit retained.

(b)

Related parties

A party is considered to be related to the Group if:

(1)

the party is a person or a close member of that person s family and that person

(i)

has control or joint control over the Group;

(ii)

has significant influence over the Group; or

(iii)

is a member of the key management personnel of the Group or of a parent of the Group;

or

(2)

the party is an entity where any of the following conditions applies:

(i)

the entity and the Group are members of the same group;

(ii)

one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);

(iii)

the entity and the Group are joint ventures of the same third party;

(iv)

one entity is a joint venture of a third entity and the other entity is an associate of the third entity;

(v)

the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;

(vi)

the entity is controlled or jointly controlled by a person identified in (1);

(vii)

a person identified in (1)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and

(viii)

the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

CHINA NATURAL RESOURCES, INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

YEARS ENDED DECEMBER 31, 2015, 2016 AND 2017

(Amounts in thousands, except share and per share data)

2.4

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(c)

Property, plant and equipment and depreciation

Property, plant and equipment comprize buildings, mining structures, mining rights, machinery and equipment, motor vehicles, exploration rights and construction in progress.

Exploration rights are capitalized and amortized over the term of the license granted to the Group by the authorities.

When proved and probable coal reserves have been determined, costs incurred to develop coal mines are capitalized as part of the cost of the mining structures.

Buildings, mining structures, machinery and equipment, and motor vehicles are stated at cost less accumulated depreciation and any impairment losses. Expenditures for routine repairs and maintenance are expensed as incurred.

Mining rights are stated at cost less accumulated amortization and any impairment losses. The costs of mining rights are initially capitalized when purchased. If proved and probable reserves are established for a property and it has been determined that a mineral property can be economically developed, costs are capitalized and are amortized upon production based on actual units of production over the estimated proved and probable reserves of the mines. For mining rights in which proved and probable reserves have not yet been established, the Group assesses the carrying value for impairment at the end of each reporting period. The Group s rights to extract minerals are contractually limited by time. However, the Group believes that it will be able to extend its licenses.

Mining related buildings, mining structures and mining related machinery and equipment are stated at cost less accumulated depreciation and any impairment losses. Those mining related assets for which proved and probable reserves have been established are depreciated upon production based on actual units of production over the estimated proved and probable reserves of the mines.

Reserve estimates are reviewed when information becomes available that indicates a reserve change is needed, or at a minimum once a year. Any material effect from changes in estimates is considered in the period the change occurs.

Depreciation for the following items is calculated on the straight-line basis over each asset s estimated useful life down to the estimated residual value of each asset.

Estimated useful lives are as follows:

Non-mining related buildings	8 - 35 years
Non-mining related machinery and equipment	3 - 15 years
Motor vehicles	4 - 8 years

Residual values, useful lives and the depreciation method are reviewed and, adjusted if appropriate, at each reporting date.

CHINA NATURAL RESOURCES, INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

YEARS ENDED DECEMBER 31, 2015, 2016 AND 2017

(Amounts in thousands, except share and per share data)

2.4

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(c)

Property, plant and equipment and depreciation (continued)

When properties are retired or otherwise disposed of, the related cost and accumulated depreciation are removed from the respective accounts and any profit or loss on disposition is recognized in the statement of profit or loss.

Construction in progress is carried at cost and is to be depreciated when placed into service over the estimated useful lives or units of production of those assets. Construction costs are capitalized as incurred. Interest is capitalized as incurred during the construction period.

(d)

Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant s ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 based on quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2 based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly

Level 3 based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

(e)

Exploration and evaluation costs

Exploration and evaluation assets include topographical and geological surveys, exploratory drilling, sampling and trenching and activities in relation to commercial and technical feasibility studies, and expenditure incurred to secure further mineralization in existing bodies and to expand the capacity of a mine. Expenditure incurred prior to acquiring legal rights to explore an area is expensed as incurred.

Once the exploration right to explore has been acquired, exploration and evaluation expenditure is charged to the consolidated statement of profit or loss as incurred, unless a future economic benefit is more likely than not to be realized. Exploration and evaluation assets acquired in a business combination are initially recognized at fair value. They are subsequently stated at cost less accumulated impairment.

CHINA NATURAL RESOURCES, INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

YEARS ENDED DECEMBER 31, 2015, 2016 AND 2017

(Amounts in thousands, except share and per share data)

2.4

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(e)

Exploration and evaluation costs (continued)

When it can be reasonably ascertained that a mining property is capable of commercial production, exploration and evaluation costs are transferred to tangible or intangible assets according to the nature of the exploration and evaluation assets. If any project is abandoned during the evaluation stage, the total expenditure thereon will be written off.

(f)

Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than inventories, financial assets, etc.), the asset s recoverable amount is estimated.

An impairment exists when the carrying value of an asset or cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs. The calculation of fair value less costs of disposal is based on available data from binding sales transactions in arm s length transactions of similar assets or observable market prices less incremental costs for disposing of the asset or other appropriate valuation techniques. The value in use calculation is based on a discounted cash flow model, using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is charged to the consolidated statement of profit or loss in the period in which it arises in

those categories consistent with the function of the impaired asset.

An assessment is made at the end of each reporting period as to whether there is an indication that previously recognized impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognized impairment loss of an asset other than goodwill is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortization) had no impairment loss been recognized for the asset in prior years.

(g)

Financial assets

As at December 31, 2017 and 2016, the Group s financial assets within the scope of IAS 39 are all classified as loans and receivables. All financial assets are recognized initially at fair value plus transaction costs that are attributable to the acquisition of the financial assets.

All regular way purchases and sales of financial assets are recognized on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace.

Subsequent measurement of loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for those with maturities greater than 12 months after the reporting date, which are classified as non-current assets. Loans and receivables are included in prepayments, deposits and other receivables , cash and cash equivalents and rehabilitation fund in the consolidated statement of financial position. These assets are subsequently carried at amortized cost using the effective interest method (EIR) less any provision for impairment. Gains and losses are recognized in interest income or finance costs in the consolidated statement of profit or loss when the loans and receivables are derecognized as well as through the amortization process.

CHINA NATURAL RESOURCES, INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

YEARS ENDED DECEMBER 31, 2015, 2016 AND 2017

(Amounts in thousands, except share and per share data)

2.4

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(g)

Financial assets (continued)

Fair value of loans and receivables

As at December 31, 2016, the carrying amounts of the rehabilitation fund are not materially different from their fair values. The carrying values of other financial assets approximated to their fair values due to the short-term maturities of these instruments.

Impairment of loans and receivables

The Group assesses at the end of each reporting date whether there is objective evidence that the loans and receivables are impaired. The Group first assesses whether impairment exists individually for loans and receivables that are individually significant, or collectively for loans and receivables that are not individually significant. If the Group determines that no objective evidence of impairment exists for an individually assessed loans and receivables, whether significant or not, it includes the asset in a group of loans and receivables with similar credit risk characteristics and collectively assesses them for impairment. Loans and receivables that are individually assessed for impairment and for which an impairment loss is, or continues to be, recognized are not included in a collective assessment of impairment.

If, in a subsequent year, the amount of the estimated impairment loss increases or decreases because of an event occurring after the impairment was recognized, the previously recognized impairment loss is increased or reduced by adjusting the allowance account. Any subsequent reversal of an impairment loss is recognized in the consolidated

statement of profit or loss, to the extent that the carrying value of the asset does not exceed amortized cost at the reversal date.

In relation to trade and other receivables, a provision for impairment is made when there is objective evidence (such as the probability of insolvency or significant financial difficulties of the debtor and significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor) that the Group will not be able to collect all of the amounts due under the original terms of an invoice.

Derecognition of loans and receivables

For financial assets classified as loans and receivables, the financial asset (or, where applicable a part of a financial asset or part of a group of similar financial assets) is primarily derecognized (i.e., removed from the Group s consolidated statement of financial position) when:

(i)

the rights to receive cash flows from the asset have expired; or

(ii)

the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a pass-through arrangement; and either (a) has transferred substantially all the risks and rewards of the asset, or (b) has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognize the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

CHINA NATURAL RESOURCES, INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

YEARS ENDED DECEMBER 31, 2015, 2016 AND 2017

(Amounts in thousands, except share and per share data)

2.4

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(g)

Financial assets (continued)

Derecognition of loans and receivables (continued)

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

(h)

Financial liabilities at amortized cost

Financial liabilities including trade payables, amounts due to related companies and the Shareholder, and other payables and certain accrued liabilities are initially stated at fair value less directly attributable transaction costs and are subsequently measured at amortized cost, using the effective interest rate. The related interest expense is recognized within finance costs in the consolidated statement of profit or loss.

Gains and losses are recognized in the consolidated statement of profit or loss when the liabilities are derecognized as well as through the amortization process.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortization is included in finance costs in the statement of profit or loss.

Fair value

As of December 31, 2016 and 2017, the carrying values of these financial liabilities approximate their fair values due to the short-term maturities of these instruments.

The Group had no financial liabilities measured at fair value on a recurring or a non-recurring basis as of December 31, 2016 and 2017.

Derecognition of financial liabilities

A financial liability is derecognized when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognized in the consolidated statement of profit or loss.

Offsetting of financial instruments

Financial assets and liabilities are offset and the net amount reported in the consolidated statement of financial position, if and only if, there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, or to realize the assets and settle the liabilities simultaneously.

CHINA NATURAL RESOURCES, INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

YEARS ENDED DECEMBER 31, 2015, 2016 AND 2017

(Amounts in thousands, except share and per share data)

2.4

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(i)

Inventories

Inventories are stated at the lower of cost and net realizable value. Cost is determined by the weighted-average method. Net realizable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal. Major types of inventories include:

.

Materials and supplies which consist of extracted raw ore, auxiliary materials, spare parts and other consumables; and

.

Finished goods.

(j)

Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and demand deposits, and short-term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short-term maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group s cash management.

For the purpose of the consolidated statement of financial position, cash and cash equivalents comprise cash on hand and at banks, including term deposits, and assets similar in nature to cash, which are not restricted as to use.

(k)

Employee benefits

Pension obligations

The Group contributes on a monthly basis to various defined contribution retirement benefit plans administered by the PRC government. The relevant government agencies undertake to assume the retirement benefit obligation payable to all existing and future retired employees under these plans and the Group has no further obligation for post-retirement benefits beyond the contributions made. Further information is set out in Note 14.

Housing funds

All full-time employees of the Group are entitled to participate in various government-sponsored housing funds. The Group contributes on a monthly basis to these funds based on certain percentages of the salaries of the employees. The Group's liability in respect of these funds is limited to the contributions payable in each year.

CHINA NATURAL RESOURCES, INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

YEARS ENDED DECEMBER 31, 2015, 2016 AND 2017

(Amounts in thousands, except share and per share data)

2.4

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(l)

Asset retirement obligations

The Group s legal or constructive obligations associated with the retirement of non-financial assets are recognized at fair value at the time the obligations are incurred and if it is probable that an outflow of resources will be required to settle the obligation, and a reasonable estimate of fair value can be made. Upon initial recognition of a liability, a corresponding amount is capitalized as part of the carrying amount of the related property, plant and equipment. Asset retirement obligations are regularly reviewed by management and are revised for changes in future estimated costs and regulatory requirements. Changes in the estimated timing of retirement or future estimated costs are dealt prospectively by recording an adjustment against the carrying value of the provision and a corresponding adjustment to property and equipment. Depreciation of the capitalized asset retirement cost is generally determined on a units-of-production basis. Accretion of the asset retirement obligation is recognized over time and generally will escalate over the life of the producing asset, typically as production declines. Accretion is included in the finance costs in the consolidated statement of profit or loss. Any difference between the recorded obligation and the actual costs of reclamation is recorded in the consolidated statement of profit or loss in the period the obligation is settled.

(m)

Borrowing costs

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing costs directly relating to the acquisition, construction or production of a qualifying asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective assets. The capitalization of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. All other borrowing costs are expensed in the period in which they are incurred.

(n)

Revenue recognition

The Group sells its products pursuant to sales contracts entered into with its customers. Revenue for all products is recognized when the significant risks and rewards of ownership have passed to the customer, provided that the Group does not maintain neither managerial involvement to the degree usually associated with ownership nor effective control over the goods sold, and when collectability is reasonably assured. The passing of the significant risks and rewards of ownership to the customer is based on the terms of the sales contract, generally upon delivery and acceptance of the product by the customer.

In accordance with the relevant tax laws in the PRC, value-added tax (VAT) is levied on the invoiced value of sales and is payable by the purchaser. The Group is required to remit the VAT it collects to the tax authority, but may deduct the VAT it has paid on eligible purchases. The difference between the amounts collected and paid is presented as VAT recoverable or payable in the consolidated statement of financial position. The Group recognizes revenues net of VAT.

CHINA NATURAL RESOURCES, INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

YEARS ENDED DECEMBER 31, 2015, 2016 AND 2017

(Amounts in thousands, except share and per share data)

2.4

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(o)

Government grants

Government grants are recognized at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognized as income on a systematic basis over the period that the costs, which it is intended to compensate, are expensed.

Where the grant relates to an asset, the fair value is credited to a deferred income account and is released to the consolidated statement of profit or loss over the expected useful life of the relevant asset by equal annual instalments or deducted from the carrying amount of the asset and released to the consolidated statement of profit or loss by way of a reduced depreciation charge.

(p)

Income taxes

Income tax comprises current and deferred tax. Income tax relating to items recognized outside profit or loss is recognized outside profit or loss, either as other comprehensive income or loss, or directly in equity.

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantially enacted, by the end of the reporting date, taking into consideration interpretations and practices prevailing in the countries

where the Group operates and generates taxable income.

Deferred tax is provided, using the liability method, on all temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognized for all taxable temporary differences, except:

.

when the deferred tax liability arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

.

in respect of taxable temporary differences associated with investments in subsidiaries, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

CHINA NATURAL RESOURCES, INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

YEARS ENDED DECEMBER 31, 2015, 2016 AND 2017

(Amounts in thousands, except share and per share data)

2.4

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(p)

Income taxes (continued)

Deferred tax assets are recognized for all deductible temporary differences, the carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized, except:

.

where the deferred tax assets relating to the deductible temporary differences arise from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

.

in respect of deductible temporary differences associated with investments in subsidiaries, deferred tax assets are only recognized to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are reassessed at each reporting date and are recognized to the extent that it is probable that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax assets and deferred tax liabilities are offset if and only if the Group has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realize the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

CHINA NATURAL RESOURCES, INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

YEARS ENDED DECEMBER 31, 2015, 2016 AND 2017

(Amounts in thousands, except share and per share data)

2.4

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(q)

Foreign currencies

The functional currency of substantially all the operations of the Group is the CNY, the national currency of the PRC. Transactions denominated in currencies other than the CNY recorded by the entities of the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in other currencies have been translated into CNY at the functional currency rates of exchange prevailing at the end of the reporting period. The resulting exchange gains or losses are credited or charged to the consolidated statement of profit or loss. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the date of the initial transactions.

The consolidated financial statements of certain overseas subsidiary operations with a functional currency other than the CNY have been translated into CNY. The assets and liabilities of these entities have been translated using the exchange rates prevailing at the reporting date and their consolidated statements of profit or loss have been translated using the weighted average exchange rate for the year. Resulting translation adjustments are reported as a separate component of other comprehensive income.

On disposal of a foreign operation, the deferred cumulative amount recognized in equity relating to that particular foreign operation is recognized in the consolidated statement of profit or loss.

(r)

Convenience translation

The consolidated financial statements are stated in CNY. The translation of amounts from CNY into US$ is included solely for the convenience of the readers and has been made at the rate of exchange quoted by UKForex on December 31, 2017 of US$1.00 = CNY6.5067. No representation is made that the CNY amounts could have been, or could be, converted into US$ at that rate on December 31, 2017 or at any other date.

CHINA NATURAL RESOURCES, INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

YEARS ENDED DECEMBER 31, 2015, 2016 AND 2017

(Amounts in thousands, except share and per share data)

2.4

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(s)

Provisions

A provision is recognized when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

When the effect of discounting is material, the amount recognized for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in the consolidated statement of profit or loss.

(t)

Leases

Leases that transfer substantially all the rewards and risks of ownership of assets to the Group, other than legal title, are accounted for as finance leases. At the inception of a finance lease, the cost of the leased asset is capitalized at the lower of its fair value of the present value of the minimum lease payments and recorded together with the obligation, excluding the interest element, to reflect the purchase and financing. Assets held under capitalized finance leases are included in property, plant and equipment, and depreciated over the shorter of the lease terms and the estimated useful lives of the assets. The finance costs of such leases are charged to the consolidated statement of profit or loss so as to provide a constant periodic rate of charge over the lease terms.

Leases where substantially all the rewards and risks of ownership of assets remain with the lessor are accounted for as operating leases. Where the Group is the lessee, rentals payable under operating leases net of any incentives received from the lessor are charged to the consolidated statement of profit or loss on the straight-line basis over the lease terms.

Prepaid land lease payments under operating leases are initially stated at cost and subsequently recognized on the straight-line basis over the lease terms.

(u)

Dividend

Final dividends are recognized as a liability when they are approved by the shareholders in a general meeting.

Interim dividends are simultaneously proposed and declared, because the Company's memorandum and articles of association grant the directors the authority to declare interim dividends. Consequently, interim dividends are recognized immediately as a liability when they are proposed and declared.

CHINA NATURAL RESOURCES, INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

YEARS ENDED DECEMBER 31, 2015, 2016 AND 2017

(Amounts in thousands, except share and per share data)

2.5

SIGNIFICANT ACCOUNTING ESTIMATES AND ASSUMPTIONS

The preparation of the consolidated financial statements in conformity with IFRSs requires management to make judgements, estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in future periods.

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below. The Group has based its assumptions and estimates on parameters available when the consolidated financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

(i)

Impairment of property, plant and equipment

Long-lived assets to be held and used, such as property, plant and equipment are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amounts may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. In estimating the recoverable amounts of assets, various assumptions, including future cash flows to be associated with the non-current assets and discount rates, are made. If future events do not correspond to such assumptions, the recoverable amounts will need to be revised, and this may have an impact on the Group's results of operations or financial position.

There were no impairments recognized for the years ended December 31, 2016 and 2017.

(ii)

Income taxes

There are certain transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognizes liabilities based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, the differences will be reflected in the income tax and deferred tax provisions in the period in which the determination is made.

(iii)

Provision for asset retirement obligations

The provision for asset retirement obligations is determined by management based on the past experience and best estimation of future expenditures, taking into account existing relevant regulations. However, insofar as the effect on the land and the environment from current mining activities becomes apparent in future years, the estimate of the associated costs may be subject to revision from time to time.

CHINA NATURAL RESOURCES, INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

YEARS ENDED DECEMBER 31, 2015, 2016 AND 2017

(Amounts in thousands, except share and per share data)

3.

DISCONTINUED OPERATIONS

On February 24, 2017, Feishang Mining Holdings Limited (Feishang Mining), a wholly-owned subsidiary of CHNR, and Wuhu City Feishang Industrial Development Co., Ltd. (Wuhu Industrial), as nominee for Feishang Mining (collectively referred to as the Sellers), entered into an agreement with Shen Yandi, an unrelated individual (the Purchaser), pursuant to which the Sellers sold and the Purchaser purchased, all of the Sellers right, title and interest in and to the outstanding capital stock of Wuhu Feishang Mining Development Co., Limited (Wuhu Feishang), which had been previously included in the Group s non-ferrous metals segment, at a cash consideration of CNY1.00 million (US$0.15 million). The disposal was completed on March 3, 2017.

On December 29, 2017, CHNR sold all of CHNR s rights, title and interest in and to the outstanding capital stock (the Equity Interests) of Double Grow and its subsidiaries (including Antay Pacha) to Shanghai Kangzheng Investment Management Co., Ltd. (the Purchaser), an unrelated third party. The purchase price for the Equity Interests was CNY17.19 million (US$2.64 million) (the Purchase Price), including the payment of CNY9.38 million (US$1.44 million) in indebtedness of Double Grow to CHNR, which was recognized in other receivables (Note 9(a)) and cash consideration of CNY7.81 million (US$1.20 million). The disposal was completed on December 29, 2017.

Wuhu Feishang and Double Grow were the primary contributor to the Group s exploration and mining-non-ferrous metals segment and copper smelting segment, respectively, which represented separate major lines of business with separately identifiable operations and cash flows. Accordingly, the results of Wuhu Feishang and Double Grow are classified and separately reported as discontinued operations in the consolidated statement of profit or loss for the year ended December 31, 2017. The comparative amounts reported in the consolidated statements of profit or loss and related notes have been revised accordingly to reflect the reclassification between continuing operations and the discontinued operations. In addition, the gain or loss recognized on the disposal of Wuhu Feishang and Double Grow were included in the results of the discontinued operations. With Wuhu Feishang and Double Grow being classified as discontinued operations, the exploration and mining-non-ferrous metals segment and copper smelting segment businesses are no longer included in the note for operating segment information.

CHINA NATURAL RESOURCES, INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

YEARS ENDED DECEMBER 31, 2015, 2016 AND 2017

(Amounts in thousands, except share and per share data)

3.

DISCONTINUED OPERATIONS (CONTINUED)

(a)

Discontinued operation of Wuhu Feishang

The results of Wuhu Feishang are presented below:

	2015 CNY	2016 CNY	For the period from January 1, 2017 to March 3, 2017 CNY
Revenue	18,342		
Cost of sales	(31,936)		
Gross Profit	(13,594)		
Selling expenses	(31)	(23)	
Administrative expenses	(14,487)	(6,588)	(991)
Losses arising from temporary suspension of production	(830)	(4,073)	(641)
Reversal of write-down of inventories to net realizable value	5,474	1,744	
Impairment loss on property, plant and equipment	(7,542)		
Other operating income	412	393	61
OPERATING LOSS	(30,598)	(8,547)	(1,571)
Finance costs	(422)	(258)	(30)
Interest income	892	119	9

Non-operating income/(expenses), net	(106)	(2,267)	230
LOSS BEFORE INCOME TAX	(30,234)	(10,953)	(1,362)
LOSS FOR THE PERIOD FROM WUHU FEISHANG	(30,234)	(10,953)	(1,362)
Gain on disposal of Wuhu Feishang			12,340
(LOSS)/PROFIT FOR THE PERIOD FROM WUHU FEISHANG	(30,234)	(10,953)	10,978

CHINA NATURAL RESOURCES, INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

YEARS ENDED DECEMBER 31, 2015, 2016 AND 2017

(Amounts in thousands, except share and per share data)

3.

DISCONTINUED OPERATIONS (CONTINUED)

(a)

Discontinued operation of Wuhu Feishang (continued)

The details of the net assets of Wuhu Feishang as at March 3, 2017 are as follows:

	March 3, 2017 CNY
Net assets disposed of:	
Property, plant and equipment	7,613
Rehabilitation fund	3,983
Inventories	5,644
Prepayments	73
Other receivables	47
Cash and cash equivalents	18
Trade payables	(30)
Other payables and accrued liabilities	(13,303)
Taxes payable	(5,316)
Due to related companies	(5,117)
Asset retirement obligations	(4,952)
Net assets disposed of	(11,340)
Gain on disposal of Wuhu Feishang	12,340
Consideration	1,000

Satisfied by:

Cash received	1,000

The net cash flows incurred by Wuhu Feishang, excluding the cash consideration received from disposal of Wuhu Feishang are as follows:

	2015 CNY	2016 CNY	For the period from January 1, 2017 to March 3, 2017 CNY
Operating activities	(42,785)	(16,632)	(2,727)
Investing activities	(5,927)	(81)	60
Financing activities	35,711	1,920	1,793
Net cash outflows	(13,001)	(14,793)	(874)

CHINA NATURAL RESOURCES, INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

YEARS ENDED DECEMBER 31, 2015, 2016 AND 2017

(Amounts in thousands, except share and per share data)

3.

DISCONTINUED OPERATIONS (CONTINUED)

(a)

Discontinued operation of Wuhu Feishang (continued)

An analysis of the cash flows of cash and cash equivalents in respect of the disposal of Wuhu Feishang is as follows:

	March 3, 2017 CNY
Cash consideration received	1,000
Less: Cash and cash equivalents disposed of	(18)
Net cash inflows from the disposal of Wuhu Feishang	982

(b)

Discontinued operation of Double Grow

The results of Double Grow are presented below:

	2015	**2016**	**For the period from January 1,**

			2017 to December 29, 2017
	CNY	CNY	CNY
Administrative expenses	(2,099)	(3,907)	(5,966)
Other operating expenses, net	(3,836)	(3,575)	
OPERATING LOSS	(5,935)	(7,482)	(5,966)
Finance costs	(20)	(72)	(78)
Non-operating income/(expenses), net	13	(84)	(840)
LOSS BEFORE INCOME TAX	(5,942)	(7,638)	(6,884)
LOSS FOR THE PERIOD FROM DOUBLE GROW	(5,942)	(7,638)	(6,884)
Loss on disposal of Double Grow			(27,911)
LOSS FOR THE PERIOD FROM DOUBLE GROW	(5,942)	(7,638)	(34,795)

CHINA NATURAL RESOURCES, INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

YEARS ENDED DECEMBER 31, 2015, 2016 AND 2017

(Amounts in thousands, except share and per share data)

3.

DISCONTINUED OPERATIONS (CONTINUED)

(b)

Discontinued operation of Double Grow (continued)

The details of the net assets of Double Grow as at December 29, 2017 are as follows:

	December 29, 2017 CNY
Net assets disposed of:	
Property, plant and equipment	45,442
Intangible assets	5
Inventories	5,659
Trade and bills receivables	340
Prepayments	572
Other receivables	5,962
Cash and cash equivalents	807
Trade payables	(786)
Other payables and accrued liabilities	(2,561)
Taxes payable	(621)
Due to related companies	(21,994)
Asset retirement obligations	(386)
Net assets disposed of	32,439
Exchange fluctuation reserve	3,280
	35,719
Loss on disposal of Double Grow	(27,911)

Consideration	7,808
Satisfied by:	
Cash received	7,808

The net cash flows incurred by Double Grow, excluding the cash consideration received from disposal of Double Grow are as follows:

	2015 CNY	2016 CNY	For the period from January 1, 2017 to December 29, 2017 CNY
Operating activities	(4,913)	(11,879)	(5,796)
Investing activities	(12,061)	(4,453)	(5,823)
Financing activities	25,922	5,915	10,173
Net foreign exchange difference	(1,564)	303	(100)
Net cash inflows/(outflows)	7,384	(10,114)	(1,546)

CHINA NATURAL RESOURCES, INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

YEARS ENDED DECEMBER 31, 2015, 2016 AND 2017

(Amounts in thousands, except share and per share data)

3.

DISCONTINUED OPERATIONS (CONTINUED)

(b)

Discontinued operation of Double Grow (continued)

An analysis of the cash flows of cash and cash equivalents in respect of the disposal of Double Grow is as follows:

	December 29, 2017 CNY
Cash consideration received	7,808
Less: Cash and cash equivalents disposed of	(807)
Net cash inflows from the disposal of Double Grow	7,001

The results of the above discontinued operations are presented below:

	2015 CNY	2016 CNY	2017 CNY
Loss per share from the discontinued operations (Presented in CNY per share)			
Basic	(1.45)	(0.74)	(0.95)
Diluted	(1.45)	(0.74)	(0.95)

The calculations of basic and diluted loss per share from the discontinued operations are based on:

	2015 CNY	2016 CNY	2017 CNY
Loss attributable to owners of the Company from the discontinued operations	(36,176)	(18,591)	(23,817)
Weighted average number of ordinary shares in issue during the period used in the loss per share calculations:			
Basic (Note 16)	24,910,916	24,910,916	24,910,916
Diluted (Note 16)	24,910,916	24,910,916	24,910,916

CHINA NATURAL RESOURCES, INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

YEARS ENDED DECEMBER 31, 2015, 2016 AND 2017

(Amounts in thousands, except share and per share data)

4.

RESTATEMENT

The disposal of Wuhu Feishang and Double Grow were completed on March 3, 2017 and December 29, 2017, respectively, and these were both classified as discontinued operations. Accordingly, the results of the Wuhu Feishang and Double Grow were reported as discontinued operations in the consolidated statement of profit or loss and comprehensive income for the year ended December 31, 2017. The comparative amounts reported in the consolidated statements of profit or loss and comprehensive income and related notes have been revised accordingly to reflect the reclassification between continuing operations and the discontinued operations.

As a result of the disposal of Wuhu Feishang and Double Grow, the relevant line items in the consolidated statements of profit or loss and comprehensive income for the years ended December 31, 2015 and 2016 have been restated as follows:

	The Group (as previously reported) CNY	Adjustment in relation to disposal of Double Grow CNY	Adjustment in relation to disposal of Wuhu Feishang CNY	The Group (as restated) CNY
Consolidated statement of profit or loss for the year ended December 31, 2015:				
Revenue	18,342		(18,342)	
Cost of sales	(31,936)		31,936	
Gross profit	(13,594)		13,594	
Selling expenses	(31)		31	
Administrative expenses	(20,163)	2,099	14,487	(3,577)
Losses arising from temporary suspension of production	(830)		830	
Reversal of write down of inventories to net realizable value, net	5,474		(5,474)	
Impairment loss on property, plant and equipment	(7,542)		7,542	
Other operating income/ (expenses)	(3,424)	3,836	(412)	
Operating loss	(40,110)	5,935	30,598	(3,577)
Finance costs	(444)	20	422	(2)
Foreign exchange difference, net	(354)			(354)

Interest income	1,056		(892)	164
Non-operating expenses, net	(93)	(13)	106	
Loss before income tax	(39,945)	5,942	30,234	(3,769)
Income tax expense	(1,504)			(1,504)
Loss for the year from continuing operations	(41,449)	5,942	30,234	(5,273)
Loss for the year from discontinued operations		(5,942)	(30,234)	(36,176)
Consolidated statement of comprehensive income for the year ended December 31, 2015:				
Foreign currency translation adjustments	410			410
Total comprehensive income for the year	(41,039)			(41,039)
Loss per share attributable to ordinary equity holders of the Company:				
Basic and diluted loss per share:				
- For loss from continuing operations (Presented in CNY per share)	(1.66)	0.24	1.21	(0.21)
- For loss from discontinued operations (Presented in CNY per share)		(0.24)	(1.21)	(1.45)
	(1.66)			(1.66)

CHINA NATURAL RESOURCES, INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

YEARS ENDED DECEMBER 31, 2015, 2016 AND 2017

(Amounts in thousands, except share and per share data)

4.

RESTATEMENT (CONTINUED)

	The Group (as previously reported) CNY	Adjustment in relation to disposal of Double Grow CNY	Adjustment in relation to disposal of Wuhu Feishang CNY	The Group (as restated) CNY
Consolidated statement of profit or loss for the year ended December 31, 2016:				
Selling expenses	(23)		23	
Administrative expenses	(15,014)	3,907	6,588	(4,519)
Losses arising from temporary suspension of production	(4,073)		4,073	
Reversal of write down of inventories to net realizable value, net	1,744		(1,744)	
Other operating income/ (expenses)	(3,182)	3,575	(393)	
Operating loss	(20,548)	7,482	8,547	(4,519)
Finance costs	(331)	72	258	(1)
Interest income	194		(119)	75
Non-operating expenses, net	(2,351)	84	2,267	
Loss for the year from continuing operations	(23,036)	7,638	10,953	(4,445)
Loss for the year from discontinued operations		(7,638)	(10,953)	(18,591)
Consolidated statement of comprehensive income for the year ended December 31, 2016:				
Foreign currency translation adjustments	(834)			(834)
Total comprehensive income for the year	(23,870)			(23,870)
Loss per share attributable to ordinary equity holders of the Company:				
Basic and diluted loss per share:	(0.92)	0.31	0.43	(0.18)

- For loss from continuing operations (Presented in CNY per share)				
- For loss from discontinued operations (Presented in CNY per share)		(0.31)	(0.43)	(0.74)
	(0.92)			(0.92)

CHINA NATURAL RESOURCES, INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

YEARS ENDED DECEMBER 31, 2015, 2016 AND 2017

(Amounts in thousands, except share and per share data)

5.

BUSINESS ACQUISITIONS

Business combination

On December 23, 2016, the Company entered into an agreement with Feishang Hesheng Investment Limited (Feishang Hesheng), indirectly controlled by Mr. Li Feilie, and consummated the acquisition of all of the issued and outstanding capital stock (the Acquired Shares) of Double Grow, its direct and indirect wholly-owned subsidiaries, Easy Gain Investments Limited (Easy Gain) and Full Profit Investments Limited (Full Profit), each of which is organized under the laws of the British Virgin Islands, and their operating subsidiary, Antay Pacha, a Bolivian corporation (collectively, the Double Grow Group). The purchase price for the Acquired Shares is US$0.10 million, and the Company s assumption of US$1.44 million of indebtedness owed by Double Grow to Feishang Hesheng. Antay Pacha is a company established in Bolivia and, upon commencement of commercial production, intends to be principally engaged in copper smelting and the sale of copper cathodes in Bolivia and elsewhere. As a result of the acquisition, the Company is expanding into copper smelting and the sale of copper cathodes in Bolivia.

Double Grow, Easy Gain and Full Profit were established by Feishang Hesheng in December 2014. The Company s acquisition in Double Grow was accounted for as a combination of entities under common control since the Company and Double Grow were under the common control of Mr. Li Feilie. As such, the assets and liabilities of Double Grow Group have been accounted for at historical cost and the consolidated financial statements of the Group prior to acquisition have been restated to include the results of operations of the Double Grow Group on a combined basis when the entities first came under the common control of Mr. Li Feilie. The consideration paid by the Company for the acquisition has been accounted for as an equity transaction in the consolidated statement of changes in equity.

On March 1, 2015, Double Grow, Easy Gain and Full Profit completed the acquisition of the issued share capital of Antay Pacha from Bolivia Mine Investment Limited, Abundant Talent Investments Limited and Century Team International Limited, unrelated third parties, respectively. Following the acquisition, Antay Pacha was 20% owned by Easy Gain, 60% owned by Full Profit and 20% owned by Double Grow. The total consideration for the acquisition was US$1,437 (approximately equivalent to the paid-up capital of BOB10,000 of Antay Pacha at an exchange rate of 6.96 between US dollars and Boliviano). At March 1, 2015, the underlying set of assets acquired was not capable of

being conducted and managed as a business to generate revenue. As such, the Company determined that the acquisition of Antay Pacha by Double Grow, Easy Gain and Full Profit did not constitute a business combination for accounting purposes.

On December 23, 2016, Feishang Hesheng waived a payment of CNY55.56 million indebtedness owed to it by Double Grow. The waiver of indebtedness due to a related party was accounted for as a contribution from a related party in the consolidated statement of changes in equity.

Assets acquisition

On November 30, 2017, Yangpu Shuanghu Industrial Development Co., Limited (Yangpu Shuanghu, an indirect subsidiary of the Company) consummated its acquisition of approximately 98.32% and 1.68% of the issued and outstanding capital shares of Bayannaoer City Feishang Mining Company Limited (Bayannaoer Mining) from Feishang Enterprise and Shenzhen Chaopeng Investment Co., Ltd. (Shenzhen Chaopeng), respectively, each of which is a related party. The total cash consideration is CNY716,900 (US$110,179).

Bayannaoer Mining was established in 2005 engaging in mineral exploration activities in Bayannaoer City, in the Inner Mongolia Autonomous Region of the PRC. In 2005, Bayannaoer Mining obtained 11 exploration rights from the Land and Resources Department of Inner Mongolia Autonomous Region. Currently, management determined to focus on sole exploration of Moruogu Lead Mine. At November 30, 2017, the underlying set of assets acquired was not capable of being conducted and managed as a business to generate revenue. As such, the Company determined that the acquisition of Bayannaoer Mining did not constitute a business combination for accounting purposes.

CHINA NATURAL RESOURCES, INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

YEARS ENDED DECEMBER 31, 2015, 2016 AND 2017

(Amounts in thousands, except share and per share data)

5.

BUSINESS ACQUISITIONS (CONTINUED)

The details of the net assets of Bayannaoer Mining as at November 30, 2017 are as follows:

	November 30,
	2017
	CNY
Cash and cash equivalents	631
Other current assets	361
Property, plant and equipment	336
Current liabilities	(611)
Net assets	717

An analysis of the cash flows in respect of the acquisitions of Antay Pacha by Double Grow in the year 2015 and Bayannaoer Mining in the year 2017 is as follow:

	December 31,			
	2015	**2016**	**2017**	**2017**
	CNY	**CNY**	**CNY**	**US$**
Cash consideration	(9)		(717)	(110)
Cash and bank balances acquired	8,973		631	97
Net cash flows from acquisition of subsidiaries, net	8,964		(86)	(13)

CHINA NATURAL RESOURCES, INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

YEARS ENDED DECEMBER 31, 2015, 2016 AND 2017

(Amounts in thousands, except share and per share data)

6.

PROPERTY, PLANT AND EQUIPMENT

	Buildings CNY	Mining structures and mining rights CNY	Machinery and equipment CNY	Motor vehicles CNY	Construction in progress CNY	Total CNY
Cost						
At January 1, 2016	22,996	33,921	7,648	7,319	34,276	106,160
Additions			3		5,020	5,023
Transfer	5,515				(5,515)	
Disposals				(311)		(311)
Exchange adjustment	202	21	3	348	2,279	2,853
At December 31, 2016	28,713	33,942	7,654	7,356	36,060	113,725
Acquisition of Bayannaoer Mining	43		12	280		335
Additions			71		4,137	4,208
Disposals	(5,781)	(4,688)	(786)	(2,017)		(13,272)
Exchange adjustment	(104)	(21)	(173)	(35)	(2,388)	(2,721)
Disposal of subsidiaries	(22,828)	(29,233)	(5,939)	(5,305)	(37,809)	(101,114)
At December 31, 2017	43		839	279		1,161
At December 31, 2017 (US$)	6		129	44		179

Accumulated depreciation and amortization and impairment losses

At January 1, 2016	(13,206)	(33,608)	(7,485)	(2,471)		(56,770)
Depreciation charge	(1,415)		(55)	(1,185)		(2,655)
Disposals				301		301
Exchange adjustment	16		(1)	(93)		(78)
At December 31, 2016	(14,605)	(33,608)	(7,541)	(3,448)		(59,202)
Depreciation charge	(530)		(25)	(1,193)		(1,748)
Disposals	5,121	4,688	715	1,742		12,266
Exchange adjustment	(84)		(69)	(46)		(199)
Disposal of subsidiaries	10,098	28,920	6,100	2,941		48,059
At December 31, 2017			(820)	(4)		(824)
At December 31, 2017 (US$)			(126)	(1)		(127)
Net carrying amount						
At December 31, 2016	14,108	334	113	3,908	36,060	54,523
At December 31, 2017	43		19	275		337
At December 31, 2017 (US$)	6		3	43		52

An impairment loss on property, plant and equipment of CNY7.54 million of Yangchong Mine was recorded for the year ended December 31, 2015 in connection with the decline of average selling prices of iron concentrates. Yangchong Mine was designated as a single cash-generating unit (CGU), which was based predominantly on the value-in-use (VIU) approach. VIU calculations use pre-tax cash flow projections. Other key assumptions applied in the impairment tests include the production volume, expected iron price, product cost and related expenses. Management determined that these key assumptions were based on past performance and their expectations on market development. Further, at December 31, 2015, the Group adopted a pre-tax rate of 16.00% that reflects specific risks related to the CGU, as the discount rate. There was no further impairment loss on property, plant and equipment during the years ended December 31, 2016 and 2017.

CHINA NATURAL RESOURCES, INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

YEARS ENDED DECEMBER 31, 2015, 2016 AND 2017

(Amounts in thousands, except share and per share data)

7.

REHABILITATION FUND

The rehabilitation fund represents restricted cash set aside by Wuhu Feishang, the subsidiary of the Group, in banks and cash placed with authorities for the purposes of future environment rehabilitation as well as the settlement of asset retirement obligations. Save as disclosed in Note 3(a), the Group disposed of Wuhu Feishang in 2017 and the financial statements of Wuhu Feishang were not consolidated into the Group thereafter.

8.

INVENTORIES

Inventories, net of provision for inventories, are summarized as follows:

	December 31,		
	2016	**2017**	**2017**
	CNY	**CNY**	**US$**
Materials and supplies	8,437		
Finished goods	2,120		
	10,557		

9.

OTHER RECEIVABLES

	December 31,		
	2016	**2017**	**2017**
	CNY	**CNY**	**US$**
Withholding social insurance	5	6	1
Advance to a third party		493	76
Input VAT	5,780	597	92

Petty cash	179		
Deposit	40	21	3
Receivables in relation to the disposal of Double Grow (a)		9,377	1,441
Others	123		
	6,127	10,494	1,613

(a)

The amount represented receivables due from Shanghai Kangzheng Investment Management Co., Ltd. amounting to CNY9.38 million (US$1.44 million) in relation to the disposal of Double Grow on December 29, 2017 as disclosed in Note 3.

CHINA NATURAL RESOURCES, INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

YEARS ENDED DECEMBER 31, 2015, 2016 AND 2017

(Amounts in thousands, except share and per share data)

10.

TRADE PAYABLES

	December 31,		
	2016 CNY	**2017 CNY**	**2017 US$**
Trade payables	2,736	215	33

Trade payables are non-interest-bearing and are normally settled within six months.

The aging analysis of trade payables as at December 31, 2016 and 2017 is as follows:

	December 31,		
	2016 CNY	**2017 CNY**	**2017 US$**
Within 1 year	2,696	15	3
1 to 2 years		100	15
Over 2 years	40	100	15
	2,736	215	33

11.

OTHER PAYABLES AND ACCRUED LIABILITIES

	December 31,		
	2016	**2017**	**2017**

	CNY	CNY	US$
Natural resources fee (a)	8,294		
Staff compensation fund (b)	1,547		
Social security payable (c)	1,506	68	10
Payroll payable	1,704	376	58
Welfare payable	529	1	
Advances from customers	23		
Accrued expenses	1,419	2,372	365
Others	2,339	109	17
	17,361	2,926	450

(a)

The natural resources fee represents fees payable to the PRC government and is calculated as a percentage of sales.

(b)

The staff compensation fund represents one-off cash received from the PRC government to compensate employees of Wuhu Feishang through the Group for the loss of their state-sponsored pension and post-employment benefits. The fund is to be distributed to employees upon the termination of their employment with Wuhu Feishang. Wuhu Feishang is not required to make any additional contributions to the fund.

(c)

The social security represents amounts payable to the PRC and Bolivia government-managed retirement insurance, medical insurance, etc.

CHINA NATURAL RESOURCES, INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

YEARS ENDED DECEMBER 31, 2015, 2016 AND 2017

(Amounts in thousands, except share and per share data)

12.

ASSET RETIREMENT OBLIGATIONS

Asset retirement obligations primarily relate to the closure of mines of Wuhu Feishang, which includes dismantlement of mining related structures and the reclamation of land upon exhaustion of coal or metal reserves. Asset retirement obligations also include the dismantlement upon the closure of the copper smelting plant of Antay Pacha.

The following table describes the changes to the Group's asset retirement obligation liability:

	Amount CNY	Amount US$
At January 1, 2016	4,967	763
Accretion expenses	311	48
Exchange adjustment	24	4
At December 31, 2016	5,302	815
Accretion expenses	60	9
Disposal of subsidiaries (Note 3)	(5,338)	(820)
Exchange adjustment	(24)	(4)
At December 31, 2017		

The inflation rate, discount rate and market risk premium used for estimating provision for asset retirement obligations of Wuhu Feishang at December 31, 2016 were 2.53%, 9.91% and 6.09%, respectively. The inflation rate, discount rate and market risk premium used for estimating provision for asset retirement obligations of Antay Pacha at December 31, 2016 were 4.80%, 8.42% and 6.09%, respectively.

13.

LOSS BEFORE INCOME TAX FROM CONTINUING OPERATIONS

The Group's loss before tax from continuing operations is arrived at after charging/ (crediting):

Year Ended December 31,

	2015 CNY (Restated)	2016 CNY (Restated)	2017 CNY	2017 US$
Crediting:				
Interest income on bank deposits	164	75	39	6
Charging:				
Auditors' remuneration:				
- Audit fee	800	1,480	2,000	307
Employee benefit expenses (Note 14)	591	715	697	107
Foreign exchange difference, net	354			
Depreciation and amortization:				
- Property, plant and equipment	4	2	8	1
Operating lease rental:				
- Office properties	805	948	747	115

CHINA NATURAL RESOURCES, INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

YEARS ENDED DECEMBER 31, 2015, 2016 AND 2017

(Amounts in thousands, except share and per share data)

14.

EMPLOYEE BENEFITS

The Group s employee benefits from continuing operations comprise the following:

	Year Ended December 31,			
	2015 CNY (Restated)	**2016 CNY (Restated)**	**2017 CNY**	**2017 US$**
Wages, salaries and allowances	459	565	566	87
Housing funds (a)	38	40	33	5
Contribution to pension plans (a)	92	104	79	12
Welfare and other expenses	2	6	19	3
	591	715	697	107

(a)

According to the PRC state regulations, the employees of the Group's subsidiaries which operate in Mainland China are required to participate in a central pension scheme operated by the local municipal government and government-sponsored housing funds. These subsidiaries are required to contribute a certain percentage of their payroll costs for those qualified urban employees to the central pension scheme as well as the housing funds.

Employee benefits charged to the consolidated statements of profit or loss from continuing operations are analyzed as follows:

	Year Ended December 31,			
2015	**2016**	**2017**	**2017**	

	CNY (Restated)	CNY (Restated)	CNY	US$
Total employee benefits accrued for the year	591	715	697	107
Amount charged to the consolidated statement of profit or loss	591	715	697	107

15.

INCOME TAX EXPENSE

The Company is incorporated in the BVI and conducts its primary business operations through its subsidiaries in the PRC. It also has intermediate holding companies in the BVI and Hong Kong. Under the current laws of the BVI, the Company and its subsidiaries incorporated in the BVI are not subject to tax on income or capital gains. The Hong Kong Profits Tax rate is 16.50%. The Company's Hong Kong subsidiaries have both Hong Kong-sourced and non-Hong Kong-sourced incomes. The latter is not subject to Hong Kong Profits Tax and the related expenses are non-tax-deductible. For the Hong Kong-sourced income, no provision for Hong Kong Profits Tax was made as such operations sustained tax losses during the years ended December 31, 2015, 2016 and 2017. Furthermore, there are no withholding taxes in Hong Kong on the remittance of dividends.

China

Under the Law of the PRC on corporate income tax and the Implementation Regulation of the Corporate Income Tax Law (collectively, the CIT Law) collectively, the tax rate applicable for PRC group entities is 25% (2016: 25%).

Under the prevailing CIT Law and its relevant regulations, any dividends paid by the Company s PRC subsidiaries from their earnings derived after January 1, 2008 to the Company s Hong Kong subsidiaries are subject to PRC dividend withholding tax of 5% or 10%, depending on the applicability of the Sino-Hong Kong tax treaty.

Bolivia

The Company s subsidiary in Bolivia before December 29, 2017 is subject to a Bolivian enterprise income tax rate of 25% applicable to both foreign investment enterprises and domestic companies.

CHINA NATURAL RESOURCES, INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

YEARS ENDED DECEMBER 31, 2015, 2016 AND 2017

(Amounts in thousands, except share and per share data)

15.

INCOME TAX EXPENSE (CONTINUED)

Loss before income tax consists of:

	Year Ended December 31,			
	2015 CNY (Restated)	**2016 CNY (Restated)**	**2017 CNY**	**2017 US$**
PRC	(1,101)	(1,171)	(1,071)	(165)
BVI	(2,625)	(3,225)	(5,064)	(777)
Hong Kong	(43)	(49)	(44)	(7)
Total loss before income tax for the year from continuing operations	(3,769)	(4,445)	(6,179)	(949)
Total loss before income tax for the year from discontinued operations	(36,176)	(18,591)	(23,817)	(3,660)
	(39,945)	(23,036)	(29,996)	(4,609)

The current and deferred components of income tax expense on the consolidated statements of profit or loss are as follows:

	Year Ended December 31,			
	2015 CNY (Restated)	**2016 CNY (Restated)**	**2017 CNY**	**2017 US$**
Current income tax expense	1,504			
Deferred income tax expense				
Total income tax expense for the year from	1,504			

continuing operations	
Total income tax expense for the year from discontinued operations	1,504

CHINA NATURAL RESOURCES, INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

YEARS ENDED DECEMBER 31, 2015, 2016 AND 2017

(Amounts in thousands, except share and per share data)

15.

INCOME TAX EXPENSE (CONTINUED)

A reconciliation of the income taxes computed at the PRC and Bolivian statutory tax rate of 25% to the actual income tax expense/ (benefit) is as follows:

	Year Ended December 31,			
	2015 CNY (Restated)	**2016 CNY (Restated)**	**2017 CNY**	**2017 US$**
Loss before income tax for the year from continuing operations	(3,769)	(4,445)	(6,179)	(949)
Loss before income tax for the year from discontinued operations	(36,176)	(18,591)	(23,817)	(3,660)
	(39,945)	(23,036)	(29,996)	(4,609)
Tax at the statutory tax rate	25%	25%	25%	25%
Computed income tax benefit	(9,986)	(5,759)	(7,499)	(1,152)
Effect of different tax rates for the Company and overseas subsidiaries	680	820	1,269	195
Effect of the deemed interest income	1,112			
Tax losses not recognized	4,927	4,259	6,230	957
Deferred tax assets not recognized	3,407			
Non-deductible expenses	972	680		

Others	392
Income tax expense	1,504
Income tax expense from continuing operations at the effective rate	1,504
Income tax expense from discontinued operations at the effective rate	

As of December 31, 2016 and 2017, the Group had no recognized deferred tax assets, or deferred tax liabilities.

The total amounts of unused tax losses for which no deferred tax assets were recognized amounting to CNY10.89 million and CNY9.24 million (US$1.42 million) as of December 31, 2016 and 2017, respectively. As of December 31, 2017, unused tax losses of CNY4.82 million (US$0.74 million), CNY1.08 million (US$0.17 million), CNY1.10 million (US$0.17 million), CNY1.17 million (US$0.18 million) and CNY1.07 million (US$0.16 million), if unused, will expire by the end of 2018, 2019, 2020, 2021 and 2022 respectively.

CHINA NATURAL RESOURCES, INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

YEARS ENDED DECEMBER 31, 2015, 2016 AND 2017

(Amounts in thousands, except share and per share data)

16.

LOSS PER SHARE

Basic and diluted loss per share for the years ended December 31, 2015, 2016 and 2017 are calculated as follows:

	Year Ended December 31,			
	2015 CNY (Restated)	**2016 CNY (Restated)**	**2017 CNY**	**2017 US$**
Loss for the year:				
From continuing operations	(5,273)	(4,445)	(6,179)	(949)
From discontinued operations	(36,176)	(18,591)	(23,817)	(3,660)
Weighted average number of common shares:				
Basic and diluted	24,910,916	24,910,916	24,910,916	24,910,916
Loss per share				
Basic and diluted:				
From continuing operations	(0.21)	(0.18)	(0.25)	(0.04)
From discontinued operations	(1.45)	(0.74)	(0.95)	(0.15)
	(1.66)	(0.92)	(1.20)	(0.19)

The Company did not have any potential diluted shares throughout the years. Accordingly, the diluted loss per share amounts were the same as the basic loss per share amounts.

17.

DIVIDEND

No dividend was paid or declared by the Company for the years ended December 31, 2015, 2016 and 2017.

CHINA NATURAL RESOURCES, INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

YEARS ENDED DECEMBER 31, 2015, 2016 AND 2017

(Amounts in thousands, except share and per share data)

18.

RELATED PARTY BALANCES AND TRANSACTIONS

The consolidated financial statements include the financial statements of the Company and the subsidiaries listed in the following table:

Name	Place of incorporation / registration and operations	Nominal value of issued ordinary / registered share capital (CNY)	Percentage of equity attributable to the Company		Principal activities
			Direct	Indirect	
China Coal Mining Investment Limited	Hong Kong		100		Investment holding
FMH Corporate Services Inc.	United States		100		Dormant
Feishang Dayun Coal Mining Limited	Hong Kong			100	Investment holding
Feishang Mining Holdings Limited	British Virgin Islands		100		Investment holding
Feishang Yongfu Mining Limited	Hong Kong			100	Investment holding
Newhold Investments Limited	British Virgin Islands		100		Investment holding
Pineboom Investments Limited	British Virgin Islands		100		Investment holding
Shenzhen Feishang Management and Consulting Co., Limited (Feishang Management)	PRC/ Mainland China	10,000		100	Provision for management and consulting services to other companies in the Group
Silver Moon Technologies Limited	British Virgin Islands	1	80		Dormant
Sunwide Capital Limited	British Virgin Islands		100		Dormant

Yangpu Lianzhong Mining Co., Limited	PRC/ Mainland China	115,008	100	Investment holding
Yangpu Shuanghu Industrial Development Co., Limited	PRC/ Mainland China	1,000	100	Investment holding
Yunnan Feishang Mining Co., Limited	PRC/ Mainland China	50,000	100	Investment holding
Bayannaoer City Feishang Mining Company	PRC/ Mainland China	59,480	100	Exploration and development of Lead Mine

In addition to the transactions detailed elsewhere in the consolidated financial statements, the Group had the following transactions and balances with related parties:

(a)

Commercial transactions with related parties

		Year Ended December 31,			
		2015	**2016**	**2017**	**2017**
		CNY	**CNY**	**CNY**	**US$**
	Notes				
CHNR's share of office rental, rates and others to Anka Consultants Limited (Anka)	i	918	953	1,316	202
Sales of equipment to Wuhu Industrial	ii			1,056	162
Purchase of raw ore from Empressa Minera Jacha Uru S.A. (Jacha Uru)	iii	11	20	240	37

CHINA NATURAL RESOURCES, INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

YEARS ENDED DECEMBER 31, 2015, 2016 AND 2017

(Amounts in thousands, except share and per share data)

18.

RELATED PARTY BALANCES AND TRANSACTIONS (CONTINUED)

(a)

Commercial transactions with related parties (continued)

(i)

On September 1, 2013, the Company signed an office sharing agreement with Anka, a private Hong Kong company that is owned by certain directors of the Company. Pursuant to the agreement, the Company shared 119 square meters out of the total of 368 square meters of the office premises. On April 1, 2017, the Company signed an office sharing agreement with Anka which superseded all previously signed agreements between the parties, pursuant to which the Company shares 184 square meters of the total area of the office premises. The agreement also provides that the Company shares certain costs and expenses in connection with their use of the office, in addition to some of the accounting and secretarial services and day-to-day office administration services provided by Anka. In 2016, Anka s lease with the unrelated landlord was extended for two years, from July 1, 2016 to June 30, 2018.

(ii)

On February 22, 2017, Wuhu Feishang signed an agreement with Wuhu Industrial, controlled by Mr. Li Feilie, to dispose of certain equipment with the carrying amount of CNY1.06 million (US$0.16 million). The disposal gain was CNY0.05 million (US$0.01 million).

(iii)

In 2015, 2016 and 2017, Antay Pacha purchased copper ores from Jacha Uru, a copper mine located in Bolivia and controlled by Feishang Hesheng until December 29, 2017.

(b)

Balances with related parties

The Group has payables with related parties, which are all unsecured and non-interest-bearing. Balances with related companies are summarized as follows:

	December 31,		
	2016	2017	2017
	CNY	CNY	US$
Current:			
Payable to related companies:			
Jacha Uru (1)	1,298		
Feishang Enterprise (2)	7,832	3,719	572
Feishang Hesheng (3)	11,877	10,028	1,541
	21,007	13,747	2,113
Payable to the Shareholder:			
Feishang Group (4)	12,565	11,573	1,779

Feishang Enterprise, Feishang Group, Feishang Hesheng and Jacha Uru are controlled by Mr. Li Feilie, who is the beneficial shareholder of the Company.

(1)

Payable to Jacha Uru by Antay Pacha, for expenditure paid on behalf of Antay Pacha and the purchase of copper ores from Jacha Uru. The balance is repayable when funds are available.

(2)

Payable to Feishang Enterprise by Feishang Management for the net amount of loans from Feishang Enterprise. The balance is unsecured and interest-free. The balance is repayable when funds are available.

(3)

Payable to Feishang Hesheng for the acquisition of Double Grow as well as the assumption of indebtedness due to Feishang Hesheng by Double Grow. The balance is unsecured and interest-free. The balance is repayable when funds are available.

(4)

Payable to Feishang Group for the acquisition of Feishang Anthracite. The balance is unsecured and interest-free. The balance is repayable when funds are available.

CHINA NATURAL RESOURCES, INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

YEARS ENDED DECEMBER 31, 2015, 2016 AND 2017

(Amounts in thousands, except share and per share data)

18.

RELATED PARTY BALANCES AND TRANSACTIONS (CONTINUED)

(c)

Compensation of key management personnel of the Group

	Year Ended December 31,			
	2015 CNY (Restated)	**2016 CNY (Restated)**	**2017 CNY**	**2017 US$**
Wages, salaries and allowances	322	479	264	41
Housing subsidies	4		2	
Contribution to pension plans	44	22	29	4
	370	501	295	45

The amounts disclosed in the table are the amounts recognized as expenses during the years related to key management personnel.

19.

EQUITY

(a)

Issued capital

	December 31,			
	2015 CNY	2016 CNY	2017 CNY	2017 US$
Authorized:				
10,000,000 preferred shares, no par				
200,000,000 ordinary shares, no par				
Issued and fully paid:				
24,910,916 (2016: 24,910,916) common shares, no par				
common shares, no par	312,081	312,081	312,081	47,963

(b)

Other capital reserves

	Other capital reserves CNY
At January 1, 2015	636,960
Deemed contribution from a related party*	55,558
At December 31, 2015, 2016 and 2017	692,518
At December 31, 2017 (US$)	106,432

*

On December 23, 2016, Feishang Hesheng waived a payment of CNY55.56 million indebtedness owed to it by Double Grow (Note 5).

CHINA NATURAL RESOURCES, INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

YEARS ENDED DECEMBER 31, 2015, 2016 AND 2017

(Amounts in thousands, except share and per share data)

19.

EQUITY (CONTINUED)

(c)

Dividend restrictions and reserves

Due to the Group's structure, the payment of dividends is subject to numerous controls imposed under PRC law, including foreign exchange control on the conversion of the local currency into United States dollars and other currencies.

In accordance with the relevant PRC regulations and the Articles of Association of Wuhu Feishang, appropriations of net income as reflected in its PRC statutory financial statements are to be allocated to each of the general reserve and enterprise expansion reserve, respectively, as determined by the resolution of the Board of Directors annually. No amounts were appropriated to the general reserve and enterprise expansion reserve in 2015, 2016 and 2017.

20.

FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

Financial instruments of the Group primarily include cash, certain other current assets, trade payables, other payables and certain accrued liabilities, amounts due from and due to related parties, and an amount due to the Shareholder.

The Group is exposed to credit risk, foreign currency risk, business and economic risk and liquidity risk. The Group has not used any derivatives and other instruments for hedging purposes. The Group does not hold or issue derivative financial instruments for trading purposes. The Group reviews and agrees policies for managing each of these risks

and they are summarized below.

(a)

Credit risk

The carrying amounts of the Group's cash and cash equivalents and other current assets, except for prepayments, represent the Group's maximum exposure to credit risk in relation to its financial assets.

Cash and cash deposits

The Group maintains its cash and cash deposits primarily with various PRC State-owned banks and Hong Kong based financial institutions, which management believes are of high credit quality. The Group performs periodic evaluations of the relative credit standing of those financial institutions.

(b)

Foreign currency risk

The CNY is not freely convertible into foreign currencies. The State Administration for Foreign Exchange, under the authority of the People's Bank of China, controls the conversion of the CNY into foreign currencies. The value of the CNY is subject to changes in PRC government policies and to international economic and political developments affecting the supply and demand in the China Foreign Exchange Trading System market. All foreign exchange transactions continue to take place either through the People's Bank of China or other banks authorized to buy and sell foreign currencies at the exchange rates quoted by the People's Bank of China.

CHINA NATURAL RESOURCES, INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

YEARS ENDED DECEMBER 31, 2015, 2016 AND 2017

(Amounts in thousands, except share and per share data)

20.

FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

(c)

Business and economic risk

The Group's operations may be adversely affected by significant political, economic and social uncertainties in the PRC. Although the PRC government has been pursuing economic reform policies for more than 30 years, no assurance can be given that the PRC government will continue to pursue such policies or that such policies may not be significantly altered, especially in the event of a change in leadership, social or political disruption or unforeseen circumstances affecting the PRC's political, economic and social conditions. There is also no guarantee that the PRC government's pursuit of economic reforms will be consistent or effective.

(d)

Liquidity risk

The Group manages its liquidity risk by regularly monitoring its liquidity requirements and its compliance with debt covenants to ensure that it maintains sufficient cash and cash equivalents, and adequate time deposits to meet its liquidity requirements in the short and long term.

The table below summarizes the maturity profile of the Group's financial liabilities based on contractual undiscounted payments:

December 31, 2017	On demand CNY	Less than 1 year CNY	1 to 5 years CNY	More than 5 years CNY	Total CNY
Trade payables		215			215

Other payables and accrued liabilities	2,481		2,481
Due to related companies	13,747		13,747
Due to the Shareholder	11,573		11,573
	28,016		28,016

December 31, 2017	On demand US$	Less than 1 year US$	1 to 5 years US$	More than 5 years US$	Total US$
Trade payables		33			33
Other payables and accrued liabilities		382			382
Due to related companies		2,113			2,113
Due to the Shareholder		1,779			1,779
		4,307			4,307

December 31, 2016	On demand CNY	Less than 1 year CNY	1 to 5 years CNY	More than 5 years CNY	Total CNY
Trade payables		2,736			2,736
Other payables and accrued liabilities		12,075			12,075
Due to related companies		21,007			21,007
Due to the Shareholder		12,565			12,565
		48,383			48,383

CHINA NATURAL RESOURCES, INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

YEARS ENDED DECEMBER 31, 2015, 2016 AND 2017

(Amounts in thousands, except share and per share data)

20.

FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

(e)

Capital management

There were no interest-bearing debts as at December 31, 2016 and 2017.

21.

COMMITMENTS

(a)

Operating lease

At the end of the reporting period, the Group had commitments for future minimum lease payments under a non-cancellable operating lease in respect of the rented premises which fall due as follows:

	December 31,		
	2016	**2017**	**2017**
	CNY	**CNY**	**US$**
Within the first year	1,337	476	73
After one year but not more than five years	1,542		
Later than five years	1,063		
	3,942	476	73

(b)

Capital commitments

There was no capital commitment as at December 31, 2016 and 2017.

22.

SEGMENT INFORMATION

Prior to the disposal of Wuhu Feishang and Double Grow (Note 3) and acquisition of Bayannaoer Mining (Note 5), the Group operated in operating segments: exploration and mining-non-ferrous metals and copper smelting. As at December 31, 2017, the Company has one operating segment: exploration and mining. The accounting policies for the segment is as described in the summary of significant accounting policies. The Group evaluates performance based on operating earnings of the respective business units. The segment analysis below is provided for the Group's continuing operations, and does not include any amount for discontinued operations, namely the exploration and mining-non-ferrous metals and copper smelting.

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on reportable segment profit/loss, which is a measure of adjusted profit/loss before tax from continuing operations. The adjusted profit/loss before tax from continuing operations is measured consistently with the Group's profit/loss before tax from continuing operations except that interest income, finance costs as well as head office and corporate expenses are excluded from such measurement.

As disclosed in Note 3 to the consolidated financial statements, the Group has disposed of its equity interests of Wuhu Feishang and Double Grow in the exploration and mining-non-ferrous metals segment and copper smelting segment on March 3, 2017 and December 29, 2017, respectively. Accordingly, the exploration and mining-non-ferrous metals segment and copper smelting segment have been classified as discontinued operations and were excluded from the segment information for each of the three years in the period ended December 31, 2017.

CHINA NATURAL RESOURCES, INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

YEARS ENDED DECEMBER 31, 2015, 2016 AND 2017

(Amounts in thousands, except share and per share data)

22.

SEGMENT INFORMATION (CONTINUED)

For the year ended December 31, 2017, the segment results were as follows:

	CNY		
	Exploration and mining	**Corporate activities**	**Total**
From continuing operations:			
Depreciation and amortization	5	3	8
Operating loss	258	5,946	6,204
Interest income	1	38	39
Finance costs		14	14
Loss for the year from continuing operations	257	5,922	6,179
Total assets	705	29,043	29,748
Total liabilities	509	44,744	45,253

	US$		
	Exploration and mining	**Corporate activities**	**Total**
From continuing operations:			
Depreciation and	1		1

amortization			
Operating loss	40	913	953
Interest income		6	6
Finance costs		2	2
Loss for the year from continuing operations	39	910	949
Total assets	108	4,464	4,572
Total liabilities	78	6,878	6,956

For the year ended December 31, 2016, the segment results were as follows:

	CNY	
	Corporate activities (Restated)	**Total (Restated)**
From continuing operations:		
Depreciation and amortization	2	2
Operating loss	4,519	4,519
Interest income	75	75
Finance costs	1	1
Loss for the year from continuing operations	4,445	4,445
Total assets	94,793	94,793
Total liabilities	81,598	81,598

CHINA NATURAL RESOURCES, INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

YEARS ENDED DECEMBER 31, 2015, 2016 AND 2017

(Amounts in thousands, except share and per share data)

22.

SEGMENT INFORMATION (CONTINUED)

For the year ended December 31, 2015, the segment results were as follows:

	CNY	
	Corporate activities (Restated)	**Total (Restated)**
From continuing operations:		
Depreciation and amortization	4	4
Operating loss	3,577	3,577
Interest income	164	164
Finance costs	2	2
Foreign exchange difference, net	354	354
Income tax expense	1,504	1,504
Loss for the year from continuing operations	5,273	5,273
Total assets	111,057	111,057
Total liabilities	128,856	128,856

The reconciliation of loss for the year from continuing operations to net loss is as follows:

2015 CNY (Restated)	**2016 CNY (Restated)**	**2017 CNY**	**2017 US$**
(5,273)	(4,445)	(6,179)	(949)

Loss for the year from continuing operations				
Loss for the year from discontinued operations	(36,176)	(18,591)	(23,817)	(3,660)
Net loss	(41,449)	(23,036)	(29,996)	(4,609)

23.

NOTES TO THE CONSOLIDATED STATEMENTS OF CASH FLOWS

(a)

Major non-cash transactions

In the year 2016, the Group received deemed contribution from a related party of the Company amounted to CNY55.56 million (Note 19(b)). No major non-cash transactions incurred in the years 2015 and 2017.

(b)

Changes in liabilities arising from financing activities

	Due to related companies CNY
At January 1, 2017	21,007
Changes from financing cash flows	12,630
Decrease arising from disposal of discontinued operations	(18,607)
Changes from operating activities	271
Foreign exchange movement	(1,554)
At December 31, 2017	13,747

24.

SUBSEQUENT EVENTS

The Company has no material subsequent events.

CHINA NATURAL RESOURCES, INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

YEARS ENDED DECEMBER 31, 2015, 2016 AND 2017

(Amounts in thousands, except share and per share data)

25.

CONDENSED FINANCIAL INFORMATION OF THE COMPANY

The following is the condensed financial information of the Company on a non-consolidated basis:

CONDENSED STATEMENTS OF FINANCIAL POSITION

		December 31,	
	2016 CNY	2017 CNY	2017 US$
ASSETS			
NON-CURRENT ASSETS			
Investments in subsidiaries	694		
CURRENT ASSETS			
Amounts due from subsidiaries	26,972	9,266	1,425
Cash and cash equivalents	10,678	13,912	2,138
Other receivables (Note 9(a))		9,377	1,441
TOTAL CURRENT ASSETS	37,650	32,555	5,004
TOTAL ASSETS	38,344	32,555	5,004
LIABILITIES AND EQUITY			
CURRENT LIABILITIES			
Other payables and accrued liabilities	1,398	2,350	361
Due to the Shareholder	12,565	11,573	1,779
Due to a related party	10,766	10,028	1,541
TOTAL CURRENT LIABILITIES	24,729	23,951	3,681
TOTAL LIABILITIES	24,729	23,951	3,681
EQUITY			
Issued capital	290,179	290,179	44,597

Other capital reserves	823,581	823,581	126,574
Accumulated losses	(1,089,898)	(1,087,839)	(167,187)
Other comprehensive income	(10,247)	(17,317)	(2,661)
TOTAL EQUITY	13,615	8,604	1,323
TOTAL LIABILITIES AND EQUITY	38,344	32,555	5,004

CHINA NATURAL RESOURCES, INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

YEARS ENDED DECEMBER 31, 2015, 2016 AND 2017

(Amounts in thousands, except share and per share data)

25.

CONDENSED FINANCIAL INFORMATION OF THE COMPANY (CONTINUED)

CONDENSED STATEMENTS OF PROFIT OR LOSS

	December 31,			
	2015 CNY	**2016 CNY**	**2017 CNY**	**2017 US$**
Administrative expenses	(2,380)	(3,216)	(5,055)	(777)
Impairment of investments in subsidiaries	(25,335)			
Impairment of an amount due from a subsidiary	(2,821)			
Dividend income	31,680			
Interest income	130			
Profit on disposal of a subsidiary			7,114	1,093
Profit/ (loss) before income tax	1,274	(3,216)	2,059	316
Profit/ (loss) for the year	1,274	(3,216)	2,059	316

CONDENSED STATEMENTS OF CASH FLOWS

	December 31,			
	2015 CNY	**2016 CNY**	**2017 CNY**	**2017 US$**
Net cash flows used in operating activities	(1,851)	(2,796)	(3,647)	(560)
	31,681		7,808	1,200

Net cash flows from investing activities				
Net cash flows used in financing activities	(33,210)	(276)		
NET (DECREASE)/INCREASE IN CASH	(3,380)	(3,072)	4,161	640
CASH AT BEGINNING OF THE YEAR	14,484	13,062	10,678	1,641
Net foreign exchange difference	1,958	688	(927)	(143)
CASH AT END OF THE YEAR	13,062	10,678	13,912	2,138

The above financial statements have been provided pursuant to the requirements of Rule 12-04(a) and 4-08(e)(3) of Regulation S-X, which require condensed financial information as to financial position, results of operations and cash flows of a parent company as of the same dates and for the same periods for which audited consolidated financial statements have been presented when the restricted net assets of the consolidated and unconsolidated subsidiaries and the parent's equity in the undistributed earnings of 50 percent or less owned persons, accounted for by the equity method, together exceed 25 percent of the consolidated net assets as of the end of the most recently completed fiscal year. As of December 31, 2017, CNY11.97 million (US$1.84 million) of the restricted capital and reserves were not available for distribution, and therefore, the condensed financial information of the Company has been presented for the years ended December 31, 2015, 2016 and 2017.

In the parent-company-only financial statements, the Company's investments in subsidiaries are stated at cost. The parent-company-only financial statements should be read in conjunction with the Company's consolidated financial statements.

The Company does not have any significant commitments or long-term obligations as of any of the years presented, except for those disclosed in the consolidated financial statements.

During the years ended December 31, 2015, 2016 and 2017, no cash dividends were declared and paid by the Company.

EXHIBIT INDEX

Exhibit No.	Exhibit Description
4.25	Mutual Cooperation Agreement dated August 20, 2017 by and between Bayannaoer City Feishang Mining Company Limited and Bayannaoer Jijincheng Mining Co., Ltd.
7	Computation of Ratios for Fiscal Years ended December 31, 2015, 2016 and 2017
8	Subsidiaries of the Registrant
12.1	CEO Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
12.2	CFO Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
13.1	CEO Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
13.2	CFO Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
99.1	Press Release dated April 30, 2018