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Changgang Dunxin Enterprise Company Limited

長港敦信實業有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2229)

CONDITIONS FOR RESUMPTION OF TRADING

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

Reference is made to the announcements of Changgang Dunxin Enterprise Company Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) dated 20 January 2016, 15 February 2016 and 23 February 2016 (the “**Announcements**”) in relation to, *inter alia*, suspension of trading of the shares in the Company (the “**Shares**”) due to discovery of irregularities in share certificates (the “**Incident**”) by Tricor Investor Services Limited (“**Tricor**”), the Hong Kong branch share registrar of the Company.

Unless otherwise stated, capitalized terms used herein shall have the same meanings ascribed to them in the Announcements.

BACKGROUND

On 19 January 2016, the Company was informed by Tricor that it discovered irregularities in share certificates in respect of the Company representing 160 million Shares, representing approximately 13.4% of the issued share capital of the Company, while the share certificates in question were lodged to Tricor for share transfer. Trading of the Shares was therefore suspended since 20 January 2016. A holding announcement in relation to the Incident was published by the Company on 15 February 2016.

On 23 February 2016, the board of directors of the Company (the “**Board**”) resolved that a special investigation committee (the “**Committee**”), comprising all independent non-executive directors, was established to investigate the Incident.

RESUMPTION CONDITIONS IMPOSED BY THE STOCK EXCHANGE

On 2 March 2016, the Company received a letter from the Stock Exchange imposing on the Company the following conditions for resumption of trading (the “**Resumption Conditions**”):

- (i) the Company to conduct an appropriate investigation on the Incident, and disclose details of the Incident and the information necessary to allow trading in the Company’s securities in an orderly manner;
- (ii) the Company to demonstrate that there is no reasonable regulatory concern about management integrity which may pose a risk to investors and damage market confidence; and
- (iii) the Company to inform the market of all material information for shareholders and investors to appraise the Company’s position.

The Company must also comply with the Listing Rules and all applicable laws and regulations in Hong Kong and its place of incorporation before resumption of trading of the Company’s shares.

The Stock Exchange has noted that it may modify any of the above conditions and/or impose further conditions if the situation changes.

The Company is currently working with its advisors to take the necessary steps to fulfil the above Resumption Conditions with the aim of resuming trading in the Shares on the Stock Exchange as soon as practicable. The Company shall make further announcement if it is aware of any material development in respect of the above matter as and when appropriate.

CONTINUATION OF SUSPENSION OF TRADING

Trading in Shares has been suspended from 9:00 a.m. on 20 January 2016 and will remain to be suspended until further notice.

By Order of the Board
Changgang Dunxin Enterprise Company Limited
Zheng Dunqian
Executive Director

Hong Kong, 4 March 2016

As at the date of this announcement, the executive directors of the Company are Mr. Zheng Dunmu, Mr. Zheng Dunqian and Mr. Chen Ruomao; and the independent non-executive directors are Mr. Ye Deshan, Mr. Hu Zhenghui and Mr. Lo Pak Ho.