

CHINA NATURAL RESOURCES INC
Form 20-F/A
May 25, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 20-F/A
(Amendment No. 1)

(Mark One)

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

OR

p **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:

<i>Title of each class</i>	<i>Name of each exchange on which registered</i>
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 ☒

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 ☒

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 ☒ 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 ☒

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. ☐

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

Other ☐

By the International Accounting Standards Board ☒

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 p

EXPLANATORY NOTE

This Amendment No. 1 to the Annual Report on Form 20-F of China Natural Resources, Inc. (the Company) amends the Company's Annual Report on Form 20-F for the year ended December 31, 2017 (the Original 20-F), which was filed with the Securities and Exchange Commission on April 30, 2018. The Company is filing this Amendment No. 1 solely to furnish Exhibit 101, which was not included in the Original 20-F. Exhibit 101 includes information about the Company in eXtensible Business Reporting Language (XBRL). Exhibit 101 was omitted from the Original 20-F in accordance with the 30-day grace period provided under Rule 405(a)(2)(ii) of Regulation S-T.

Except as described above, this Amendment No. 1 does not amend any information set forth in the Original 20-F, and the Company has not updated disclosures included therein to reflect any events that occurred subsequent to April 30, 2018.

Pursuant to Regulation S-T, these interactive data files are deemed furnished and not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, and are deemed not filed for purposes of Section 18 of the Securities and Exchange Act of 1934, as amended, and are otherwise not subject to liability under those sections.

PART III

ITEM 19.

EXHIBITS

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

Exhibit No.	Exhibit Description
1.1	<u>Amended and Restated Memorandum and Articles of Association of the Registrant</u> (included as Exhibit 99.1 to Form 6K filed January 30, 2014, and incorporated herein by reference).
1.2	<u>Board of Directors Resolutions Designating Series B Preferred Stock and Establishing Rights, Preferences and Limitations</u> (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	<u>Acquisition Agreement dated January 24, 2006 by and between China Natural Resources, Inc., Feishang Mining Holdings Limited and Feishang Group Limited</u> (included as Exhibit 10.1 to the Current Report on Form 6-K furnished January 25, 2006, and incorporated herein by reference).
4.2	<u>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.</u> (included as Exhibit 10.1 to the Current Report on Form 6-K furnished July 15, 2008, and incorporated herein by reference).
4.3	<u>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.</u> (included as Exhibit 10.1 to the Current Report on Form 6-K furnished August 13, 2008, and incorporated herein by reference).
4.4	<u>Letter Agreement dated January 12, 2009 by and between Feishang Group Limited and China Natural Resources, Inc.</u> (included as Exhibit 10.2 to the Current Report on Form 6-K furnished January 20, 2009, and incorporated herein by reference).
4.5	<u>Letter Agreement dated July 10, 2009 by and between Feishang Group Limited and China Natural Resources, Inc.</u> (included as Exhibit 10.2 to the Current Report on Form 6-K furnished July 17, 2009, and incorporated herein by reference).
4.6	<u>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.</u> (included as Exhibit 4.1 to the Current Report on Form 6-K furnished May 11, 2010, and incorporated herein by reference).
4.7	<u>2014 Equity Compensation Plan</u> (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	<u>Service Agreement dated as of April 2, 2015 by and between the Company and Tam Cheuk Ho</u> (included as Exhibit 99.1 to the Current Report on Form 6-K furnished April 6, 2015, and incorporated herein by reference).
4.9	<u>Service Agreement dated as of April 2, 2015 by and between the Company and Wong Wah On Edward</u> (included as Exhibit 99.2 to the Current Report on Form 6-K furnished April 6, 2015, and incorporated herein by reference).
4.10	<u>Service Agreement dated as of April 2, 2015 by and between the Company and Yue Ming Wai Bonaventure</u> (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).*

Exhibit No.	Exhibit Description
4.16	<u>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).</u>
4.17	<u>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).</u>
4.18	<u>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).</u>
4.19	<u>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).</u>
4.20	<u>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).</u>
4.21	<u>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).</u>
4.22	<u>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).</u>
4.23	<u>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 of Exhibit 10.1 to the Current Report on Form 6-K furnished on January 3, 2018, and incorporated herein by reference).</u>
4.24	<u>Promissory Note dated December 29, 2017 from Shanghai Kangzheng Investment Management Co., Ltd. in favor of the Company (included as Schedule 4 of Exhibit 10.1 to the Current Report on Form 6-K furnished on January 3, 2018, and incorporated herein by reference).</u>
4.25	<u>Mutual Cooperation Agreement dated August 20, 2017 by and between Bayannaoer City Feishang Mining Company Limited and Bayannaoer Jijincheng Mining Co., Ltd. (included as Exhibit 4.25 to Annual Report on Form 20-F for the year ended December 31, 2017, and incorporated herein by reference).</u>
6	<u>Computation of Earnings Per Share for Fiscal Year ended December 31, 2017 (contained in Financial Statements included with Annual Report on Form 20-F for the year ended December 31, 2017, and incorporated herein by reference).</u>
7	<u>Computation of Ratios for Fiscal Years ended December 31, 2015, 2016 and 2017 (included as Exhibit 7 to Annual Report on Form 20-F for the year ended December 31, 2017, and incorporated herein by reference).</u>
8	<u>Subsidiaries of the Registrant (included as Exhibit 8 to Annual Report on Form 20-F for the year ended December 31, 2017, and incorporated herein by reference).</u>
11	<u>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).</u>

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- 12.1 CEO Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (included as Exhibit 12.1 to Annual Report on Form 20-F for the year ended December 31, 2017, and incorporated herein by reference).
- 12.2 CFO Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (included as Exhibit 12.2 to Annual Report on Form 20-F for the year ended December 31, 2017, and incorporated herein by reference).
- 13.1 CEO Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (included as Exhibit 13.1 to Annual Report on Form 20-F for the year ended December 31, 2017, and incorporated herein by reference).
- 13.2 CFO Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (included as Exhibit 31.2 to Annual Report on Form 20-F for the year ended December 31, 2017, and incorporated herein by reference).
- 99.1 Press Release dated April 30, 2018 (included as Exhibit 99.1 to Annual Report on Form 20-F for the year ended December 31, 2017, and incorporated herein by reference).
- 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*.

* Furnished herewith.

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 Amendment to Annual Report on its behalf.

CHINA NATURAL RESOURCES, INC.

Date: May 25, 2018 By: /s/ WONG WAH ON EDWARD
Wong Wah On Edward, CEO