

CHINA NATURAL RESOURCES INC  
Form SC 13G/A  
December 23, 2014

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13G**

**(Rule 13d-102)**

**Information to be Included in Statements Filed Pursuant to § 240.13d-1(b), (c) and (d)**

**and Amendments Thereto Filed Pursuant to § 240.13d-2.**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 1)\***

**CHINA NATURAL RESOURCES, INC.**

**(Name of Issuer)**

**Common Share, no par value**

**(Title of Class of Securities)**

**G211OU 10 9**

**(CUSIP Number)**

**December 1, 2014**

**(Date of Event Which Requires Filing of this Statement)**

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)

☒ Rule 13d-1(c)

☐ Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( " Act ") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Schedule 13G

Amendment No. 1

CUSIP No. G2110U 10 9

1 Names of Reporting Persons

Rosetta Stone Capital Limited

2 Check the Appropriate Box if a Member of a Group\* (See Instructions)

(a) ☐ (b) ☒

3 SEC Use Only

4 Citizenship or Place of Organization

British Virgin Islands

5 Sole Voting Power

Number of

Shares 0  
6 Shared Voting Power

Beneficially

Owned by 0  
Each 7 Sole Dispositive Power

Reporting

Person 0  
8 Shared Dispositive Power

With:

0

9 Aggregate Amount Beneficially Owned by Each Reporting Person

0

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares\*

..

11 Percent of Class Represented by Amount in Row 9

0%

12 Type of Reporting Person (See Instructions)

CO

**Item 1.**

(a) Name of Issuer:

China Natural Resources, Inc. ( Issuer )

(b) Address of Issuer's Principal Executive Offices:

Room 2205, 22/F, Shun Tak Centre, 168-200 Connaught Road C., Sheung Wan, Hong Kong.

**Item 2.**

(a) Name of Person Filing:

Rosetta Stone Capital Limited

(b) Address of Principal Business Office or, if none, Residence:

The address for Rosetta Stone Capital Limited is P.O. Box 957, Road Town, Tortola, British Virgin Islands.

(c) Citizenship:

Rosetta Stone Capital Limited British Virgin Islands.

(d) Title of Class of Securities:

Common Share, no par value.

(e) CUSIP Number:

G211OU 10 9.

**Item 3. If this statement is filed pursuant to §§ 240.13d-1(b), or §§ 240.13d-2(b) or (c), check whether the person filing is a:**

(a) " Broker or dealer registered under section 15 of the Act.

(b) " Bank as defined in section 3(a)(6) of the Act.

(c) " Insurance company as defined in section 3(a)(19) of the Act.

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- (d) " Investment company registered under section 8 of the Investment Company Act of 1940.
- (e) " An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E).
- (f) " An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F).
- (g) " A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G).
- (h) " A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act.
- (i) " A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act.
- (j) " A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J).
- (k) " Group, in accordance with § 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:\_\_\_\_\_

**Item 4. Ownership.**

(a) Amount Beneficially Owned: 0

(b) Percent of Class: 0%.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote: 0

(i) Shared power to vote or to direct the vote: 0

(i) Sole power to dispose or to direct the disposition of: 0

(i) Shared power to dispose or to direct the disposition of: 0

Rosetta Stone Capital Limited, the record holder of 2,250,000 common shares of Issuer, sold all of its shares effective December 1, 2014.

**Item 5. Ownership of Five Percent or Less of a Class.**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following x.

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

Not applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.**

Not applicable.

**Item 8. Identification and Classification of Members of the Group.**

Not applicable.

**Item 9. Notice of Dissolution of Group.**

Not applicable.

**Item 10. Certifications.**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.



**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: December 23, 2014

**ROSETTA STONE CAPITAL LIMITED**

By: /s/ Guo Zhong Xie  
Name: Guo Zhong Xie  
Title: Director