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**China Vanadium Titano-Magnetite Mining Company Limited**  
**中國鈦鈹磁鐵礦業有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 00893)**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**EGM**”) of China Vanadium Titano-Magnetite Mining Company Limited (the “**Company**”) will be held at Hennessy Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Thursday, 16 December 2010 at 9:30 a.m for the purpose of considering and, if thought fit, passing with or without notification:

**ORDINARY RESOLUTIONS**

**“THAT:**

- (a) the terms of the equity interest transfer agreement dated 15 November 2010 (the “**Huili Caitong Acquisition Agreement**”) entered into between Sichuan Lingyu Investment Co., Ltd\* (四川省凌御投資有限公司) (“**Lingyu**”) and Sichuan Chuanwei Group Co., Ltd\* (四川省川威集團有限公司) (“**Chuan Wei**”) in relation to the proposed acquisition by Lingyu of 7.23% equity interest in Huili County Caitong Iron & Titanium Co., Ltd.\* (會理縣財通鐵鈦有限責任公司), the terms of the equity interest transfer agreement dated 15 November 2010 (the “**Aba Mining Acquisition Agreement**”) entered into between Lingyu and Chuan Wei in relation to the proposed acquisition by Lingyu of the entire equity interest in Aba Mining Company Limited\* (阿壩礦業有限公司), the transactions contemplated under these agreements and the implementations thereof be and are hereby approved, confirmed and ratified; and

\* For identification purpose only

- (b) any one director of the Company be and is hereby authorised to do all such acts and things, to sign and execute all such further documents and to take such steps as he may in his absolute discretion deems necessary or desirable to give effect to or in connection with the Huili Caitong Acquisition Agreement and Aba Mining Acquisition Agreement or any of the transactions contemplated thereunder and all incidental transactions.”

By order of the Board  
**China Vanadium Titano-Magnetite Mining Company Limited**  
**Jiang Zhong Ping**  
*Chairman*

Hong Kong, 30 November 2010

The Directors as at the date of this notice are:

*Executive Directors:*

Mr. Jiang Zhong Ping (*Chairman*)  
Mr. Liu Feng (*Chief Executive Officer*)  
Mr. Yu Xing Yuan (*Chief Investment Officer*)

*Non-executive Directors:*

Mr. Wang Jin  
Mr. Teo Cheng Kwee

*Independent Non-Executive Directors:*

Mr. Yu Haizong  
Mr. Gu Peidong  
Mr. Liu Yi

*Notes:*

- (1) Any shareholder entitled to attend and vote at the extraordinary general meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A shareholder who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a shareholder.
- (2) In order to be valid, a form of proxy and the power of attorney (if any) or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be deposited at the Company's share registrar, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the meeting or any adjourned meeting thereof.
- (3) Delivery of the form of proxy will not preclude a shareholder from attending and voting in person at the meeting convened or any adjourned meeting thereof and in such event, the form of proxy shall be deemed to be revoked.
- (4) In the case of joint registered holders of any share, any one of such joint registered holders may vote at the meeting, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint registered holders be present at the meeting, the vote of the senior who tenders a vote either personally or by proxy shall be accepted to the exclusion of the votes of the other joint registered holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register in respect of the joint holding.

- (5) The register of members of the Company will be closed from Wednesday, 15 December 2010 to Thursday, 16 December 2010 (both days inclusive) during which no transfer of shares will be registered. Shareholders whose names appear on the register of members of the Company maintained in Hong Kong at the close of business on Tuesday, 14 December 2010 are entitled to attend the EGM.

In order to be eligible to attend the EGM, all transfer documents accompanied by the relevant share certificate(s) must be lodged with the share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong at or before 4:30 p.m. on Tuesday, 14 December 2010.

Website: [www.chinavtmmining.com](http://www.chinavtmmining.com)