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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 Taishan Room, Level 5, Island Shangri-la Hong Kong, Pacific Place, Supreme Court Road, Hong Kong on Tuesday, 29 November 2011 at 9:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendment, the following resolution as ordinary resolution of the Company:

#### **ORDINARY RESOLUTION**

**“THAT:**

- (a) the terms of the agreement dated 21 October 2011 (the “**Iron Concentrate Sale Contract**”) entered into between Huili County Caitong Iron & Titanium Co., Ltd.\* (會理縣財通鐵鈦有限責任公司) (“**Huili Caitong**”) and Weiyuan Steel Co., Ltd.\* (威遠鋼鐵有限公司) (“**Weiyuan Steel**”) pursuant to which Huili Caitong will sell, or procure another subsidiary of the Company to sell, vanadium-bearing iron concentrates to Weiyuan Steel (the “**Sale of Iron Concentrates**”) for a period commencing from 1 January 2012 to 31 December 2014 (a copy of the Iron Concentrate Sale Contract has been produced to the meeting and marked “A” and initialled by the chairman of the meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the cap amount in respect of the Sale of Iron Concentrates as set out in the circular of the Company dated 11 November 2011 for the three years ending 31 December 2012, 31 December 2013 and 31 December 2014 of approximately RMB339.0 million, RMB357.1 million and RMB428.7 million, respectively be and are hereby approved; and

- (c) 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 Iron Concentrate Sale Contract 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, 11 November 2011

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 EGM 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 Hong Kong 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 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 Monday, 28 November 2011 to Tuesday, 29 November 2011 (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 on Tuesday, 29 November 2011 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 Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17<sup>th</sup> Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong at or before 4:30 p.m. on Friday, 25 November 2011.

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