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Trisonic International Limited
(Incorporated in Hong Kong with limited liability)

Keen Talent Holdings Limited
(Incorporated in Hong Kong with limited liability)



China Vanadium Titano-Magnetite Mining Company Limited
中國鈦鈦磁鐵礦業有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 00893)

**PROPOSED PRIVATISATION OF
CHINA VANADIUM TITANO-MAGNETITE MINING COMPANY LIMITED
BY KEEN TALENT HOLDINGS LIMITED
TO BE EFFECTED BY WAY OF A SCHEME OF ARRANGEMENT
(UNDER SECTION 86 OF THE COMPANIES LAW (2012 REVISION)
OF THE CAYMAN ISLANDS)
WITH CANCELLATION CONSIDERATION IN CASH
OF HK\$1.93 FOR EVERY SCHEME SHARE
AND
PROPOSED CASH OFFER TO CANCEL ALL OUTSTANDING OPTIONS**

**(1) DESPATCH OF SCHEME DOCUMENT AND OPTION OFFER LETTER
AND
(2) CLOSURE OF REGISTER OF MEMBERS**

Financial Adviser to the Offeror
BofA Merrill Lynch
Merrill Lynch (Asia Pacific) Limited

**Independent Financial Adviser to the Independent Committee of the Board of Directors of
China Vanadium Titano-Magnetite Mining Company Limited**

 **粵海證券有限公司**
GUANGDONG SECURITIES LIMITED

DESPATCH OF SCHEME DOCUMENT AND OPTION OFFER LETTER

The Scheme Document together with the respective notices of the Court Meeting and the EGM to be held on Wednesday, 15 May 2013, and the proxy forms in respect of the Court Meeting and the EGM have been despatched to the Shareholders and the Optionholders on Tuesday, 16 April 2013. The Option Offer Letters have also been despatched to the Optionholders on the same day.

RECOMMENDATIONS OF THE IBC AND THE INDEPENDENT FINANCIAL ADVISER

The Scheme Document contains, among other things, a letter from the Independent Financial Adviser giving its advice and recommendations to the IBC and a letter from the IBC containing its recommendations to the Scheme Shareholders and the Optionholders in respect of the Proposal and Option Offer, respectively. Scheme Shareholders and Optionholders are urged to read and consider carefully the recommendations of the IBC and the Independent Financial Adviser as set out in the letter from the IBC and the letter from Guangdong Securities, respectively.

CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the entitlements of Scheme Shareholders to attend and vote at the Court Meeting and the entitlements of Shareholders to attend and vote at the EGM, the register of members of the Company will be closed from Friday, 10 May 2013, to Wednesday, 15 May 2013 (both days inclusive). During this period, no transfer of Shares will be effected.

CONDITIONS OF THE PROPOSAL AND THE OPTION OFFER AND EXPECTED TIMETABLE

Subject to all Conditions being fulfilled or waived (as applicable) the Scheme is expected to become effective on Monday, 27 May 2013 (Cayman Islands time). Details of the Conditions are set out in the Scheme Document. The Scheme will lapse if any of the Conditions has not been fulfilled or waived (as applicable) on or before the Long Stop Date. Shareholders will be notified accordingly by way of an announcement.

A detailed timetable for the Proposal and the Option Offer is set out in this announcement under the heading "Expected Timetable".

Shareholders, Optionholders and investors should note that the implementation of the Proposal is subject to the Conditions being fulfilled or waived (as applicable). Therefore, the Scheme may or may not become effective. Shareholders, Optionholders and investors are advised to exercise caution when dealing in the securities of the Company.

INTRODUCTION

References are made to: (i) the joint announcement dated 21 December 2012 in respect of the proposed privatisation of the Company by the Offeror by way of a scheme of arrangement under Section 86 of the Companies Law of the Cayman Islands (the “**Proposal**”); and (ii) the joint announcement dated 11 January 2013 in which it was announced that the Offeror, the Parent and the Company had applied to the Executive for its consent to an extension of the time limit for the despatch of the scheme document to be published by the Offeror, the Parent and the Company in connection with the Proposal (the “**Scheme Document**”) to a date no later than 16 April 2013. Capitalised terms used but not otherwise defined in this announcement shall have the same meanings as those defined in the Scheme Document.

If the Scheme becomes effective, the Scheme Shares will be cancelled in exchange for the Cash Consideration and the New Shares will be issued and credited as fully paid to the Offeror. The terms of the Proposal are set out in the Scheme Document. The Offeror is also making an appropriate cash offer to the Optionholders to cancel their Options in accordance with Rule 13 of the Takeovers Code. The Option Offer is conditional upon the Scheme becoming effective. Details of the Option Offer are set out in the Scheme Document and the Option Offer Letter.

DESPATCH OF THE SCHEME DOCUMENT AND OPTION OFFER LETTER

The Scheme Document together with the respective notices of the Court Meeting and the EGM to be held on Wednesday, 15 May 2013, and the proxy forms in respect of the Court Meeting and EGM have been despatched to the Shareholders and the Optionholders on Tuesday, 16 April 2013. The Option Offer Letters have also been despatched to the Optionholders on the same day.

The Scheme Document contains, among other things: (i) details of the Proposal and the Option Offer; (ii) the expected timetable; (iii) the explanatory memorandum of the Scheme as required under the Companies Law; (iv) general information regarding the Company, the Parent and the Offeror; (v) letters from the Board, the IBC and the Independent Financial Adviser; (vi) a sample Option Offer Letter to the Optionholders; and (vii) notices of the Court Meeting and the EGM.

The Scheme Document will also be available on the websites of the Stock Exchange and the Company from Tuesday, 16 April 2013.

RECOMMENDATIONS OF THE IBC

The Company has established the IBC, comprising only the independent non-executive Directors, being Mr. Yu, Haizong, Mr. Gu Peidong and Mr. Liu Yi (as each of the non-executive Directors, being Mr. Wang Jin and Mr. Teo Cheng Kwee, is a party acting in concert with the Offeror), to make recommendations to the Scheme Shareholders and the Optionholders in respect of the Proposal and the Option Offer, respectively. The Scheme Document contains, among other things, a letter from the IBC containing its recommendations to the Scheme Shareholders and the Optionholders in respect of the Proposal and Option Offer, respectively.

Guangdong Securities has been appointed by the IBC as the Independent Financial Adviser to advise the IBC in respect of the Proposal and the Option Offer. The Scheme Document contains, among other things, a letter from the Independent Financial Adviser giving its advice and recommendations to the IBC in respect of the Proposal and the Option Offer.

We urge the Scheme Shareholders and the Optionholders to read and consider carefully the recommendations of the IBC and the Independent Financial Adviser as set out in the letter from the IBC and the letter from Guangdong Securities, respectively.

COURT MEETING AND EGM

The Court Meeting and the EGM are scheduled to be held at 9:30 a.m. and 10:00 a.m. (or in the case of the EGM immediately after the conclusion or adjournment of the Court Meeting), respectively, on Wednesday, 15 May 2013 at Taishan Room, Level 5, Island Shangri-la Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong. The Grand Court has directed that the Court Meeting shall be held for the Scheme Shareholders to consider and, if thought fit, to approve the Scheme (with or without amendment). The EGM shall be held for the Shareholders to consider and, if thought fit, to approve: (i) by special resolution, the Reduction; and (ii) by ordinary resolution, the restoration in the issued share capital of the Company to the amount prior to the cancellation of the Scheme Shares and the application of the credit arising in its books of account as a result of the Reduction to pay up in full at par and issue to the Offeror such number of New Shares as is equal to the number of Scheme Shares cancelled. The Independent Shareholders shall consider and, if thought fit, approve at the EGM by ordinary resolution the deposit and maintenance of the Deposit Amount by the Company in the Bank Accounts as referred to in Condition (e).

Notices of the Court Meeting and the EGM are contained in the Scheme Document and available on the websites of the Stock Exchange and the Company.

Further announcement(s) will be made by the Company in relation to, among other things, the voting results of the Court Meeting and the EGM.

CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining entitlements of the Scheme Shareholders to attend and vote at the Court Meeting and the entitlements of Shareholders to attend and vote at the EGM, the register of members of the Company will be closed from Friday, 10 May 2013, to Wednesday, 15 May 2013 (both days inclusive). During this period, no transfer of Shares will be effected. In order to qualify to attend and vote at the Court Meeting and at the EGM, Shareholders should ensure that the relevant transfer documentation for their Shares are lodged with the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration in their names or in the names of their nominees not later than 4:30 p.m. on Thursday, 9 May 2013.

CONDITIONS OF THE PROPOSAL AND THE OPTION OFFER

Shareholders, Optionholders and investors should note that the implementation of the Proposal is subject to the fulfillment or waiver (as applicable) of the Conditions as detailed in the Scheme Document. Therefore, the Scheme may or may not become effective. Subject to all Conditions being fulfilled or waived (as applicable) the Scheme is expected to become effective on Monday, 27 May 2013 (Cayman Islands time). The Option Offer is conditional upon the Scheme becoming effective.

The Scheme will lapse if any of the Conditions has not been fulfilled or waived (as applicable) on or before the Long Stop Date. Shareholders will be notified accordingly by way of an announcement.

EXPECTED TIMETABLE

The expected timetable for the Proposal is as follows:

Hong Kong time
(unless otherwise stated)

Date of despatch of (1) the Scheme Document and
(2) Option Offer Letter Tuesday, 16 April 2013

Latest time for lodging transfers of the Shares in order to qualify
for attending and voting at the Court Meeting and the EGM before 4:30 p.m.
on Thursday, 9 May 2013

Register of members of the Company closed for determination
of entitlements of the Shareholders to attend and vote
at the Court Meeting and at the EGM⁽¹⁾ Friday, 10 May 2013 to
Wednesday, 15 May 2013
(both days inclusive)

Latest time for lodging forms of proxy in respect
of the Court Meeting⁽²⁾ 9:30 a.m. on Monday, 13 May 2013

Latest time for lodging forms of proxy in respect
of the EGM⁽²⁾ 10:00 a.m. on Monday, 13 May 2013

Suspension of dealing in the Shares on the
Stock Exchange 9:00 a.m. on Wednesday, 15 May 2013

Court Meeting⁽³⁾ 9:30 a.m. on Wednesday, 15 May 2013

EGM⁽³⁾ 10:00 a.m. on Wednesday, 15 May 2013
(or immediately after the conclusion
or adjournment of the Court Meeting)

Hong Kong time
(unless otherwise stated)

Announcement of the results of the Court Meeting
and the EGM published on the website of the
Stock Exchange and the website of the Company No later than 7:00 p.m.
on Wednesday, 15 May 2013

Resumption of dealing in the Shares 9:00 a.m. on Thursday, 16 May 2013

Latest time for dealing in the Shares 4:00 p.m. on Tuesday, 21 May 2013

Court Hearing to sanction the Scheme and
to confirm the Reduction⁽⁴⁾ 10:00 a.m. on Tuesday,
21 May 2013
(Cayman Islands time)

Announcement of (1) the results of the Court Hearing and
(2) the intention to withdraw the listing of the Shares
on the Stock Exchange Wednesday, 22 May 2013

Latest time for lodging transfers of the Shares to
qualify for entitlements under the Scheme. 4:30 p.m. on Friday, 24 May 2013

Register of members of the Company closed for
determination of Scheme Shareholders who are
qualified for entitlements under the Scheme Monday, 27 May 2013 to
Tuesday, 28 May 2013
(both days inclusive)

Effective Date^{(4), (5)} Monday, 27 May 2013
(Cayman Islands time)

Announcement of the Effective Date and the withdrawal
of the listing of the Shares on the Stock Exchange Tuesday, 28 May 2013

Record Time 4:30 p.m. on Tuesday, 28 May 2013

Expected withdrawal of the listing of the Shares
on the Stock Exchange becomes effective. . . . 9:00 a.m. on Wednesday, 29 May 2013

Cheques for cash entitlements
under the Proposal⁽⁶⁾ on or before Tuesday, 4 June 2013

Latest time to accept Option Offer⁽⁷⁾ 4:30 p.m. on Monday, 10 June 2013

Hong Kong time
(unless otherwise stated)

Lapse of outstanding Options not tendered
into Option Offer.Monday, 10 June 2013

Last day for despatch of cheques for cash payment
under the Option Offer⁽⁸⁾Thursday, 20 June 2013

Shareholders and Optionholders should note that the timetable is subject to change. Further announcement(s) will be made in the event that there is any change to the timetable.

Notes:

- (1) The closure of the register of members of the Company during this period is not for the purpose of determining entitlements under the Scheme. Instead, it is for the purpose of determining entitlements of the Shareholders to attend and vote at the Court Meeting and the EGM.
- (2) Forms of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited with Computershare Hong Kong Investor Services Limited, the Company's Hong Kong branch share registrar, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not later than the times and dates stated above. The pink form of proxy in respect of the Court Meeting may alternatively be handed to the chairman of the Court Meeting at the Court Meeting before the taking of the poll if it is not so deposited. In order to be valid, the pink form of proxy for the Court Meeting and the white form of proxy for the EGM must be deposited by the time and date stated above. Completion and return of a form of proxy for the Court Meeting and/or the EGM will not preclude a Shareholder entitled to do so from attending the relevant meeting and voting in person. In such event, the relevant form of proxy will be deemed to have been revoked.
- (3) The Court Meeting and EGM will be held at Taishan Room, Level 5, Island Shangri-la Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong at the times and dates specified above. Notice of the Court Meeting is set out on pages V-1 to V-2 of the Scheme Document and Notice of the EGM is set out on pages VI-1 to VI-3 of the Scheme Document.
- (4) All references in the Scheme Document to times and dates are references to Hong Kong times and dates, other than references to the expected dates of the Court Hearing of the petition to sanction the Scheme and to confirm the Reduction and the Effective Date, which are the relevant times and dates in the Cayman Islands. Cayman Islands time is 13 hours behind Hong Kong time.
- (5) The Scheme will become effective upon all the Conditions having been satisfied or waived, as applicable.

- (6) Cheques for cash entitlements to the Scheme Shareholders will be despatched by ordinary post in pre-paid envelopes addressed to Scheme Shareholders at their respective addresses as appearing in the register of members at the Record Date or, in the case of joint holders, at the address appearing in the register of members at the Record Date of the joint holder whose name then stands first in the register of members in respect of the relevant joint holdings as soon as possible but in any event within 7 Business Days from the Effective Date. Cheques shall be posted at the risk of the addresses and neither the Offeror nor the Company shall be responsible for any loss or delay in receipt.
- (7) The form of acceptance in relation to the Option Offer (which is appended to the Option Offer Letter) duly completed and executed in accordance with the instructions on them, together with the relevant certificate(s) or other documents (if any) evidencing the grant of the outstanding Options to you and any documents of title or entitlement (and/or any satisfactory indemnity or indemnities required in respect thereof) for the aggregate principal amount of outstanding Options which you hold, must be lodged with the Company at Room 2201, 22/F, Wheelock House, 20 Pedder Street, Central, Hong Kong (marked for the attention of the “Company Secretary”), so as to reach it no later than 4:30 p.m. on Monday, 10 June 2013 or such later date and time as may be notified through announcement, failing which the Optionholders will not receive the Option Amount. Copies of the Option Offer Letter and the form of acceptance in relation to the Option Offer can also be obtained from the Company at Room 2201, 22/F, Wheelock House, 20 Pedder Street, Central, Hong Kong, subsequent to the despatch of the Option Offer Letter.
- (8) Payment (by cheque or bank transfer) in respect of validly completed form of acceptance in relation to the Option Offer received before 4:30 p.m. on Monday, 10 June 2013 will be despatched as soon as possible but in any event within 7 Business Days of the later of: (i) the Scheme becoming effective; and (ii) the receipt of such validly completed form of acceptance in relation to the Option Offer.

Shareholders, Optionholders and investors should note that the implementation of the Proposal is subject to the Conditions being fulfilled or waived (as applicable). Therefore, the Scheme may or may not become effective. Shareholders, Optionholders and investors are advised to exercise caution when dealing in the securities of the Company.

By order of the board
Trisonic International Limited
Wang Jin
Director

By order of the board
Keen Talent Holdings Limited
Wang Jun Lin
Director

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

Hong Kong, 16 April 2013

As at the date of this announcement, the board of directors of the Company comprises Mr. Jiang Zhong Ping, Mr. Liu Feng and Mr. Yu Xing Yuan as executive Directors; Mr. Wang Jin and Mr. Teo Cheng Kwee as non-executive Directors; and Mr. Yu Haizong, Mr. Gu Peidong and Mr. Liu Yi as independent non-executive Directors.

As at the date of this announcement, the directors of the Parent are Mr. Shi Yin Jun, Mr. Yang Jian, Mr. Wang Jin, Mr. Wang Jun Lin and Mr. He Fa Rong.

As at the date of this announcement, the sole director of the Offeror is Mr. Wang Jun Lin.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than that relating to the Offeror Group) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

The directors of the Parent jointly and severally accept full responsibility for the accuracy of the information contained in this announcement insofar as it relates to the Offeror Group (other than that relating to the Offeror) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

The sole director of the Offeror accepts full responsibility for the accuracy of the information contained in this announcement insofar as it relates to the Offeror and confirms, having made all reasonable enquiries, that to the best of his knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

Website: www.chinavtmmining.com