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



China Vanadium Titano-Magnetite Mining Company Limited
中國鈦鉍磁鐵礦業有限公司
(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) RESULTS OF COURT MEETING AND EGM
AND
(2) RESUMPTION OF TRADING**

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

RESULTS OF COURT MEETING AND ADJOURNMENT OF EGM

On Wednesday, 15 May 2013, the resolution proposed at the Court Meeting to approve the Scheme was not passed by the requisite majority and was disapproved by more than 10% of the votes attaching to the Scheme Shares held by all the Independent Shareholders. Accordingly, the Scheme was not approved in compliance with Section 86 of the Companies Law and Rule 2.10 of the Takeovers Code and hence cannot be put into effect and has lapsed. The Shares will remain listed on the Stock Exchange.

As a result, the EGM has been adjourned indefinitely.

Pursuant to Rule 31.1 of the Takeovers Code, neither the Offeror nor parties acted in concert with it in the course of the Proposal (nor any person who is subsequently acting in concert with any of them) may within 12 months from the date of this announcement, announce an offer or possible offer for the Company without the consent of the Executive.

TRADING HALT AND RESUMPTION OF TRADING IN THE SHARES

At the request of the Company, trading in the Shares was halted with effect from 9:00 a.m. on Wednesday, 15 May 2013, pending the release of this announcement. An application has been submitted to the Stock Exchange requesting the resumption of trading in the Shares with effect from 9:00 a.m. on Thursday, 16 May 2013.

INTRODUCTION

Reference is made to the scheme document dated 16 April 2013 jointly published by the Offeror, the Parent and the Company in connection with the Proposal (the “**Scheme Document**”). Capitalised terms used in this announcement shall have the same meanings as those defined in the Scheme Document unless the context otherwise requires.

RESULTS OF THE COURT MEETING AND ADJOURNMENT OF THE EGM

The Court Meeting was held at 9:30 a.m. on Wednesday, 15 May 2013, at Taishan Room, Level 5, Island Shangri-la Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong, for the purpose of considering and, if thought fit, approving the Scheme. Scheme Shareholders who were present and voting (either in person or by proxy) were entitled to vote in respect of all of their Scheme Shares. In compliance with both Section 86 of the Companies Law and Rule 2.10 of the Takeovers Code, the approval required to be obtained at the Court Meeting in respect of the Scheme would be regarded as obtained if: (i) the Scheme is approved (by way of poll) by a majority in number of Scheme Shareholders representing not less than three-fourths in value of the Scheme Shares held by the Scheme Shareholders present and voting at the Court Meeting (either in person or by proxy); (ii) the Scheme is approved (by way of poll) by the Independent Shareholders holding at least 75% of the votes attaching to the Scheme Shares held by the Independent Shareholders that are voted at the Court Meeting (either in person or by proxy); and (iii) the number of votes cast (by way of poll) against the resolution to approve the Scheme at the Court Meeting (either in person or by proxy) is not more than 10% of the votes attaching to the Scheme Shares held by all the Independent Shareholders.

At the Court Meeting:

1. a total number of 13 Scheme Shareholders (representing 32.50% of the total number of Scheme Shareholders who attended and voted either in person or by proxy at the Court Meeting) representing 116,183,420 Scheme Shares (representing approximately 26.17% in value of the Scheme Shares held by the Scheme Shareholders who were present and voting either in person or by proxy at the Court Meeting) voted in favor of the resolution to approve the Scheme, and a total number of 27 Scheme Shareholders (representing 67.50% of the total number of Scheme Shareholders who attended and voted either in person or by proxy at the Court Meeting) representing 327,747,117 Scheme Shares (representing approximately 73.83% in value of the Scheme Shares held by the Scheme Shareholders who were present and voting either in person or by proxy at the Court Meeting) voted against the resolution to approve the Scheme;
2. Independent Shareholders representing 116,183,420 Scheme Shares (representing approximately 26.17% of the votes attaching to the Scheme Shares held by Independent Shareholders that were voted either in person or by proxy at the Court Meeting) voted in favor of the resolution to approve the Scheme, and Independent Shareholders representing 327,747,117 Scheme Shares (representing approximately 73.83% of the votes attaching to the Scheme Shares held by Independent Shareholders that were voted either in person or by proxy at the Court Meeting) voted against the resolution to approve the Scheme; and
3. Independent Shareholders representing 116,183,420 Scheme Shares (representing approximately 11.05% of the votes attaching to the Scheme Shares held by all the Independent Shareholders) voted in favor of the resolution to approve the Scheme, and Independent Shareholders representing 327,747,117 Scheme Shares (representing approximately 31.17% of the votes attaching to the Scheme Shares held by all the Independent Shareholders) voted against the resolution to approve the Scheme.

The total number of Scheme Shares entitling the holders to attend and vote for or against the Scheme at the Court Meeting was 1,051,442,928 Scheme Shares. In accordance with the Takeovers Code, Scheme Shareholders that are not Independent Shareholders abstained from voting at the Court Meeting. Other than as disclosed above, no holder of Scheme Shares was required to abstain from voting on the Scheme at the Court Meeting.

HKSCC Nominees Limited cast its votes in accordance with instructions received from CCASS participants in compliance with the “General Rules of CCASS” and the “CCASS Operational Procedures” in effect from time to time. With respect to the underlying votes of the CCASS participants, 28 CCASS participants voted in favor of the Scheme and 21 CCASS participants voted against the Scheme.

HKSCC Nominees Limited was counted above as one Scheme Shareholder voting against the Scheme as more Scheme Shares registered in the name of HKSCC Nominees Limited were voted against the Scheme than in favour of it.

The Scheme was not approved by a majority in number of Scheme Shareholders representing not less than three-fourths in value of the Scheme Shares held by the Scheme Shareholders present and voting at the Court Meeting (either in person or by proxy). The Scheme was also not approved (by way of poll) by at least 75% of the votes attaching to the Scheme Shares held by the Independent Shareholders that were voted at the Court Meeting (either in person or by proxy). In addition, there were more than 10% of the votes attaching to the Scheme Shares held by all the Independent Shareholders cast against the resolution to approve the Scheme.

The resolution proposed at the Court Meeting to approve the Scheme was accordingly not passed in compliance with Section 86 of the Companies Law and Rule 2.10 of the Takeovers Code and hence the Scheme cannot be put into effect and has lapsed.

As a result, the EGM has been adjourned indefinitely.

The Offer Period as defined in the Takeovers Code has ended as at the date of this announcement.

Computershare Hong Kong Investor Services Limited acted as scrutineers for the vote-taking at the Court Meeting.

GENERAL

As the Scheme was not approved at the Court Meeting by the requisite majority and was disapproved at the Court Meeting by more than 10% of the votes attaching to the Scheme Shares held by all the Independent Shareholders, the Proposal will not proceed and the Shares will remain listed on the Stock Exchange. Pursuant to Rule 31.1 of the Takeovers Code, neither the Offeror nor parties acted in concert with it in the course of the Proposal (nor any person who is subsequently acting in concert with any of them) may within 12 months from the date of this announcement, announce an offer or possible offer for the Company without the consent of the Executive.

Immediately before the commencement of the Offer Period, the total number of Shares held, controlled or directed by the Offeror and the Concert Parties was 1,197,698,000 representing approximately 57.72% of the total number of Shares in issue at that time. Immediately before the close of the Company's register of members for determination of entitlements of the Shareholders to attend and vote at the Court Meeting and at the EGM, the total number of Shares held, controlled or directed by the Offeror and the Concert Parties was 1,023,557,072, representing approximately 49.33% of the Shares in issue, as Sapphire, being one of the Concert Parties, reduced its shareholding from 9.20% to 0.81% as set out in the announcement dated 21 December 2012 jointly published by the Company, the Offeror and the Parent.

During the Offer Period and up to the date of this announcement, none of the Offeror or any of the Concert Parties had acquired or agreed to acquire any Shares or rights over the Shares. As at the date of this announcement, none of the Offeror or any of the Concert Parties had borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company, save for any borrowed shares which have been either on-lent or sold.

TRADING HALT AND RESUMPTION OF TRADING IN THE SHARES

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By order of the board
Trisonic International Limited
Wang Jin
Director

By order of the board of
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, 15 May 2013

As at the date of this announcement, the Board comprises Mr. Jiang Zhong Ping (Chairman), 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.

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