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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)

**INSIDE INFORMATION  
WAIVER OF EVENT OF DEFAULT  
AND  
SUPPLEMENTAL ARRANGEMENT  
TO EXCHANGEABLE NOTE**

This announcement is made by China Vanadium Titano-Magnetite Mining Company Limited (the “**Company**”) pursuant to Rules 13.09 and 14.36 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “**SFO**”).

Reference is made to the announcements of the Company dated 2 May 2011, 9 August 2011, 30 September 2011, 18 November 2011 and 25 November 2011 in relation to the subscription by Sure Prime Limited, a wholly-owned subsidiary of the Company, of the exchangeable notes issued by Rui Tong Limited (collectively, the “**2011 Announcements**”). Reference is also made to the announcements of the Company dated 2 December 2014 and 31 December 2014 in relation to the occurrence of an event of default under the exchangeable notes issued by Rui Tong Limited, and the waiver and supplemental arrangement in relation thereto (the “**2014 Announcements**”). Unless the context otherwise requires, capitalised terms used in this announcement have the same meaning given to them in the 2011 Announcements and the 2014 Announcements.

It was announced in the 2014 Announcements, among other things, that:

- (a) an Event of Default under the Exchangeable Notes occurred on 2 December 2014 by virtue of the Issuer's failure in paying an amount payable by it under the Note Certificate within five business days following the Final Maturity Date; and
- (b) on 30 December 2014, the Investor granted a waiver in favour of the Issuer to waive the Event of Default and entered into the supplemental arrangement contemplated under the Supplemental Deed (the "**Supplemental Arrangement**"), subject to the consent of the other Noteholders.

On 8 January 2015, the Investor received the consent from the other Noteholders to give effect to the waiver and the Supplemental Arrangement except that the Final Maturity Date under the Supplemental Arrangement shall be brought forward from 25 June 2015 to 25 March 2015. Save for the above, there are no other revisions made to the Supplemental Arrangement. Accordingly, the Final Maturity Date has been extended from 25 November 2014 to 25 March 2015 under the Supplemental Arrangement. On even date, the Investor granted its consent to the other Noteholders in relation to such other Noteholders' waiver and supplemental arrangement which are materially similar in content to the Supplemental Arrangement.

The Directors believe that the terms of the Supplemental Deed are fair and reasonable and in the interest of the shareholders of the Company as a whole for the reasons set out in the 2014 Announcements and in view of the earlier date of potential redemption on 25 March 2015 (as opposed to 25 June 2015).

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

Hong Kong, 8 January 2015

*As at the date of this announcement, the Board comprises Mr. Jiang Zhong Ping, Mr. Tang Wei, and Mr. Roy Kong Chi Mo as executive directors; Mr. Teo Cheng Kwee and Mr. Yu Xing Yuan as non-executive directors; and Mr. Yu Haizong, Mr. Liu Yi, and Mr. Wu Wen as independent non-executive directors.*

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