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## **China Vanadium Titano-Magnetite Mining Company Limited**

**中國釩鈦磁鐵礦業有限公司**

*(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 Rule 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 (i) the announcements of the Company dated 2 May 2011, 9 August 2011, 30 September 2011, 18 November 2011 and 25 November 2011, 2 December 2014, 31 December 2014 and 8 January 2015 in relation to the subscription by Sure Prime Limited, a wholly-owned subsidiary of the Company, of the exchangeable note (the “**Exchangeable Note**”) issued by Rui Tong Limited (collectively, the “**Exchangeable Note Announcements**”); (ii) the announcement of the Company dated 1 April 2015 in relation to the occurrence of an event of default under the Exchangeable Note, and the issuance of a formal notice to Rui Tong Limited informing it of such event of default and the preservation by Sure Prime Limited of its rights under the relevant transaction documents (the “**EoD Announcement**”); and (iii) the Annual Report of the Company for the year 2014 in which the event of default under the Exchangeable Note as stated in the EoD Announcement was also referred to. Unless the context otherwise requires, capitalised terms used in this announcement have the same meaning given to them in the Exchangeable Note Announcements and the EoD Announcement.

It was announced in the EoD Announcements, among other things, that an Event of Default under the Exchangeable Note occurred on 25 March 2015 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.

On 28 July 2015, the Investor, with the consent of the other Noteholders, granted a waiver in favour of the Issuer to waive the Event of Default (the “**Waiver**”) and entered into a supplemental deed (the “**Supplemental Arrangement**”). Under the Supplemental Arrangement, the Final Maturity Date has been extended from 25 March 2015 to 25 August 2015 (the “**Extension**”). On even date, the Investor granted its consent to the other Noteholders in relation to the corresponding waiver and supplemental arrangement of such other Noteholders, which are materially similar to the Waiver and the Supplemental Arrangement, respectively.

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, having assessed (i) the current financial position of the Issuer; and (ii) the potential future investment into the Target Group’s project by an independent third party as advised by the Issuer.

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

Hong Kong, 28 July 2015

*As at the date of this announcement, the Board comprises Mr. Jiang Zhong Ping (Chairman) and Mr. Zheng Zhiquan as executive directors; 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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