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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)**

## **ANNOUNCEMENT PURSUANT TO RULE 3.7 OF THE TAKEOVERS CODE**

This announcement is made pursuant to Rule 3.7 of the Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong (the “SFC”) (the “Takeovers Code”).

Reference is made to the Company’s announcement dated 5 November 2012 (the “Announcement”). Terms defined in the Announcement shall have the same meanings when used herein unless the context requires or otherwise provides.

The Company wishes to update the shareholders of the Company (the “Shareholders”) that, as at the date of this announcement, the discussions in connection with the Proposal are still ongoing. Trisonic has not made a firm intention to make an offer under Rule 3.5 of the Takeovers Code or a decision not to proceed with an offer. The Company will inform the Shareholders of any further development with regards to the Proposal as and when necessary and in full compliance with the Takeovers Code.

**Shareholders and/or potential investors should be aware that the implementation of the Proposal is subject to the satisfaction or waiver of a number of preconditions and therefore the Proposal may or may not proceed, the Shareholders and potential investors are advised to exercise caution when dealing in the Company’s shares, as there is no certainty that the Proposal will proceed, and, should the Proposal proceed, there is no certainty that the Proposal will ultimately become effective. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisors.**

The relevant securities of the Company comprise (i) 2,075,000,000 ordinary shares of HK\$0.10 each; (ii) 29,600,000 outstanding Options under the share option scheme adopted by the Board of the Company on 4 September 2009; and (iii) 27,300,000 outstanding Options under the share option scheme approved by the shareholders of the Company at the annual general meeting of the Company held on 15 April 2010, as at the date of this announcement. The Company has no other outstanding securities.

Associates (as defined in the Takeovers Code) (including those who hold 5% or more of any class of relevant securities (as defined in paragraphs (a) to (d) in Note 4 to Rule 22 of the Takeovers Code)) of the Company, Trisonic, Keen Talent and any potential offeror for the Shares are hereby reminded to disclose their dealings in the securities of the Company pursuant to the requirements of the Takeovers Code. Reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code:

***Responsibilities of stockbrokers, banks, and other intermediaries***

*Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than \$1 million.*

*This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.*

*Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.*

Further announcement(s) will be made as and when necessary in accordance with the Listing Rules and the Takeovers Code.

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

Hong Kong, 5 December 2012

*As at the date of this announcement, the Board of the Company 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 Trisonic 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 Keen Talent is Mr. Wang Jun Lin.*

*The directors of the Company jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than that relating to Trisonic or Keen Talent) 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 Trisonic jointly and severally accept full responsibility for the accuracy of the information contained in this announcement insofar as it relates to Trisonic 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 Keen Talent accepts full responsibility for the accuracy of the information contained in this announcement insofar as it relates to Keen Talent 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](http://www.chinavtmmining.com)*