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## DEFINITIONS

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*In this document, the following terms shall have the meanings set forth below unless the context otherwise requires.*

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| “Articles of Association” or “Articles” | the articles of association of our Company, adopted on September 4, 2009 and as amended from time to time  |
| “Baicao Mine”                           | the Baicao Vanadium-bearing Titanomagnetite Mine located in Xiaoheiqing Townlet, Huili County, Sichuan, the PRC and operated by Huili Caitong  |
| “Baicao Processing Plant”               | the ore processing plant located at our Baicao Mine  |
| “Board”                                 | the board of Directors   |
| “Business Day”                          | a day (other than a Saturday or Sunday) on which banks in Hong Kong are open for business  |
| “BVI”                                   | the British Virgin Islands   |
| “CAGR”                                  | compound annual growth rate  |
| “Cayman Companies Law”                  | the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands  |
| “Chengdu Yingchi”                       | Chengdu Yingchi Trading Co., Ltd. (成都盈馳貿易有限公司), a limited liability company (non-state owned) incorporated in the PRC on May 8, 2006 and an Independent Third Party customer of our Group  |
| “Chengdu Yushengtian”                   | Chengdu Yushengtian Electrical and Mechanical Equipment Co., Ltd. (成都宇盛天機電設備有限公司), a limited liability company (non-state owned) incorporated in the PRC on December 16, 2005 and an Independent Third Party customer of our Group |
| “China” or “PRC”                        | the People’s Republic of China excluding, for the purpose of this document, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan   |
| “Chuan Wei”                             | Sichuan Chuanwei Group Co., Ltd. (四川省川威集團有限公司), a limited liability company established in the PRC on March 29, 1998 and a connected person to our Group   |

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| “Companies Ordinance”                    | Companies Ordinance, (Chapter 32 of the Laws of Hong Kong) as amended and supplemented from time to time   |
| “Company” or “our Company”, “we” or “us” | China Vanadium Titano-Magnetite Mining Company Limited (中國鈮鈦磁鐵礦業有限公司), a limited liability company incorporated in the Cayman Islands on April 28, 2008 and, except where the context indicates otherwise, including our subsidiaries  |
| “Controlling Shareholders”               | has the meaning ascribed to it in the Listing Rules and, in the context of this document, refers to Trisonic International, Kingston Grand and our Founders  |
| “constitutional documents”               | the Memorandum of Association and Articles of Association  |
| “CSRC”                                   | China Securities Regulatory Commission (中國證券監督管理委員會), the regulatory body responsible for the supervision and regulation of the PRC national securities markets  |
| “Deyang Henggu”                          | Deyang City Henggu Trading Co., Ltd. (德陽市恒固貿易有限公司), formerly known as Guanghan Yuxing Trading Co., Ltd. (廣漢市宇星貿易有限公司) (change of name effective from November 24, 2008), a limited liability company (non-state owned) incorporated in the PRC on June 17, 1999 and an Independent Third Party customer of our Group |
| “Director(s)”                            | director(s) of our Company   |
| “Enterprise Office of Luchang District”  | Townership and Village Enterprise Office of Luchang District, Huili County Government (會理縣鹿廠區鄉鎮企業辦公室), a former interest holder of Xiushuihe Iron and an Independent Third Party   |
| “Enterprise Office of Luchang Town”      | Enterprise Office of Luchang Town Government, Huili County (會理縣鹿廠鎮企業辦公室), a previous interest holder of Xiushuihe Iron and an Independent Third Party  |

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| “Excluded Businesses” | the businesses of Weiyuan Steel, Neijiang Chuanwei Special Steel and Neijiang Bowei Combustion   |
| “Excluded Mines”      | (i) Lagaluo mine (拉嘎洛鐵礦), an iron ore mine located at Zhonglu Village, Weixi County, Diqing, Yunnan Province; (ii) Maoling mine (毛嶺鐵礦), an iron ore mine located at Maoling Village, Weizhou Town, Yaba, Sichuan; and (iii) Huangcaoping mine (黃草坪鐵礦), an iron ore mine located at Huangcaoping near the Ping Chuan Town of Yuanyuan County, Sichuan |
| “First China”         | First China Limited (三民有限公司), a company incorporated in Hong Kong on March 5, 2008 and a wholly owned subsidiary of our Company  |
| “Founders”            | Messrs. WANG Jin, SHI Yinjun, YANG Xianlu, WU Wendong, ZHANG Yuangui and LI Hesheng, parties acting in concert   |
| “GDP”                 | gross domestic product   |
| “Green Globe”         | Green Globe Investments Limited, a company incorporated in the BVI on January 28, 2008 and a Shareholder holding 20.4% of the issued share capital of our Company  |
| “Group”               | our Company and its subsidiaries, or where the context so requires, with respect to the period before our Company became the holding company of such subsidiaries, the entities which carried on the business of the present Group at the relevant time  |
| “Hatch”               | the Hatch Group, an international consulting firm specializing in providing data and analyses in relation to the mining, metallurgical, manufacturing and energy industries  |
| “Hatch Report”        | the report dated August 10, 2009 on the iron ore industry prepared by Hatch  |
| “Hejiawan Iron Ore”   | Huili County Tongan District Hejiawan Iron Ore (會理縣通安區何家灣鐵礦), a former equity holder of Huili Caitong and an Independent Third Party   |
| “Hong Kong”           | the Hong Kong Special Administrative Region of the PRC   |

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| “Hong Kong dollars” or “HK\$”                       | Hong Kong dollars and cents, respectively, the lawful currency of Hong Kong   |
| “Huili Caitong”                                     | Huili County Caitong Iron and Titanium Co. Ltd. (會理縣財通鐵鈦有限責任公司), a limited liability company established in the PRC on July 7, 1998. It became a Sino-foreign equity joint venture enterprise in the PRC on September 22, 2006 and a member of our Group beneficially owned as to 72% by Simply Rise, 18.5% by First China and 9.5% by Xichang Vanadium |
| “Huili Land Bureau”                                 | Huili County Land and Resources Bureau (會理縣國土資源局)   |
| “Huili Mining”                                      | Sichuan Huili Mining Co. (四川省會理縣礦業公司), a former interest holder of Xiushuihe Iron and an Independent Third Party  |
| “IFRS”  | International Financial Reporting Standards promulgated by the International Accounting Standard Board (“IASB”). IFRS includes International Accounting Standards (“IAS”) and interpretations   |
| “Independent Technical Adviser”                     | Behre Dolbear Asia, Inc., a wholly owned subsidiary of Behre Dolbear & Company, Inc.  |
| “Independent Third Party(ies)”                      | a person(s) or a company(ies) who or which is/are not connected with (within the meaning of the Listing Rules) any Directors, the chief executive of our Company, our substantial Shareholders or our subsidiaries or any of their respective associates  |
| “Independent Third Party Mining Contractor”         | Huili County Yangqueqing Iron Mine (會理縣陽雀箐鐵礦), a sole proprietorship (non-state owned) (unlimited liability) established on June 4, 2001 and an Independent Third Party contractor of our Group since January 2005  |
| “Independent Third Party Pelletizing Contractor(s)” | Panzhihua Henghong Iron Pellets Co., Ltd. (攀枝花恆弘球團有限公司), established on July 20, 2005, a limited liability company (non-state owned) and an Independent Third Party contractor which entered into a pelletizing contract with us with effect from December 2008; or   |

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|   | <p>Panzhihua City Guangchuan Metallurgy Co. Ltd. (攀枝花市廣川冶金有限公司), established on October 27, 2004, a limited liability company (non-state owned) and an Independent Third Party contractor which entered into a pelletizing contract with us with effect from February 2009</p>  |
| <p>"Independent Third Party Processing Contractor(s)"</p>     | <p>Yanbian County Hongyuan Mining Co., Ltd. (鹽邊縣宏緣礦業有限責任公司), established on April 25, 2001, a limited liability company (non-state owned) and an Independent Third Party contractor which entered into a processing contract with us with effect from August 2006. It commenced the production of iron concentrates and medium-grade titanium concentrates from our ore in January 2007; or</p> <p>Panzhihua City Aolei Gongmao Co., Ltd. (攀枝花市奧磊工貿有限責任公司), established on March 12, 2004, a limited liability company (non-state owned) and an Independent Third Party contractor which entered into a processing contract with us with effect from April 2009</p>   |
| <p>"Independent Third Party Transportation Contractor(s)"</p> | <p>Sichuan Zizhong County Tiema Motor Transport Co. Ltd. (四川省資中縣鐵馬運輸有限公司), established on March 3, 2003, a limited liability company (non-state owned) and an Independent Third Party contractor which entered into a transportation contract with us with effect from October 2006; or</p> <p>Huili County Xinxingda Motor Transport Co. Ltd. (會理縣鑫興達汽車運輸有限公司), established on July 15, 2005, a limited liability company (non state-owned) and an Independent Third Party contractor which entered into a transportation contract with us with effect from January 2007; or</p> <p>Huili County Liyuan Industry Co. Ltd. (會理縣力源實業有限公司), established on July 10, 2008, a limited liability company (non-state owned) and an Independent Third Party contractor which entered into a transportation contract with us with effect from July 2008</p> |

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| “Iron Pelletizing Plant”                    | our plant that produces iron pellets and is located approximately 36 km from our Xiushuihe Mine   |
| “Jian An”                                   | Sichuan Chuanwei Construction and Installation Project Co. Ltd. (四川省川威建築安裝工程有限公司), a limited liability company (non-state owned) established on August 23, 2000 and a connected person to our Group owned as to 82.17% by Chuan Wei   |
| “Kingston Grand”                            | Kingston Grand Limited, a company incorporated in the BVI on February 20, 2007, holder of 40% of the issued share capital of Trisonic International and one of our Controlling Shareholders and a connected person to our Group owned as to 60% by Mr. WANG Jin and 40% by Sapphire Corporation Limited |
| “Latest Practicable Date”                   | September 17, 2009, being the latest practicable date prior to the printing of this document for the purpose of ascertaining certain information contained in this document   |
| “Listing Rules”                             | the Rules Governing the Listing of Securities on the Stock Exchange (as may be amended from time to time)   |
| “Longwei Hotel”                             | Sichuan Longwei Hotel Management Co. Ltd (四川龍威酒店管理有限公司), a limited liability company established in the PRC on March 30, 2005 and a connected person to our Group owned as to 10% by an Independent Third Party and 90% by Sichuan Jinli Property Development Co. Ltd (四川勁力房地產開發有限公司)                   |
| “Main Board”                                | the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with the Growth Enterprise Market of the Stock Exchange  |
| “Memorandum” or “Memorandum of Association” | the memorandum of association of our Company  |
| “MEP”                                       | Ministry of Environmental Protection<br>(中華人民共和國環境保護部)  |
| “Ministry of Commerce”                      | Ministry of Commerce of the PRC<br>(中華人民共和國商務部)   |

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| “Ministry of Finance”             | Ministry of Finance of the PRC<br>(中華人民共和國財政部)  |
| “MLR”                             | Ministry of Land and Resources of the PRC<br>(中華人民共和國國土資源部)   |
| “NDRC”                            | National Development and Reform Commission of the PRC (中華人民共和國國家發展和改革委員會)   |
| “Nanjiang”                        | Sichuan Nanjiang Mining Group Co., Ltd. (四川南江礦業集團有限公司), established on April 10, 1996, a limited liability company (non-state owned) and an Independent Third Party which entered into a co-operation agreement with us on August 8, 2007 and a new co-operation agreement with us with effect from March 18, 2009                      |
| “Neijiang Bowei Combustion”       | Neijiang City Bowei Combustion Co. Ltd. (內江市博威燃化有限公司), a limited liability company established in the PRC on November 28, 1994 and which was subsequently converted into a Sino-foreign equity joint venture on September 4, 2006 and a connected person to our Group owned as to 70% by Trisonic International                         |
| “Neijiang Chuanwei Special Steel” | Neijiang City Chuanwei Special Steel Co. Ltd. (內江市川威特殊鋼有限公司), a limited liability company established in the PRC on September 1, 1998 and which was subsequently converted into a Sino-foreign equity joint venture on September 4, 2006 and a connected person to our Group owned as to 29.43% by Chuan Wei and 0.57% by Weiyuan Steel |
| “Neijiang Jiarui”                 | Neijiang City Jiarui Construction Material Trading Co., Ltd. (內江市嘉瑞建材貿易有限公司), a limited liability company (non-state owned) incorporated in the PRC on April 18, 2005 and an Independent Third Party customer of our Group  |
| “Neijiang Ruiwei”                 | Neijiang Ruiwei Sintering Co. Ltd. (內江市瑞威燒結有限公司), a limited liability company established in the PRC on October 21, 1998 and a former equity holder of Huili Caitong and a connected person of our Group  |

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| “New Tax Law”               | the Enterprise Income Tax Law of the PRC (中華人民共和國企業所得稅法) passed by the Fifth Session of the tenth NPC on March 16, 2007 and its implementation rules passed by the State Council on November 28, 2007, both of which came into effect on January 1, 2008         |
| “NPC”                       | National People’s Congress of the PRC (中華人民共和國全國人民代表大會)  |
| “Non-Competition Agreement” | the deed of non-competition dated September [●], 2009 amongst our Controlling Shareholders in favor of our Company, further details of which can be found in the “Relationship with Controlling Shareholders — Deed of Non-Competition” section in this document |
| “Panxi Region”              | a region in Sichuan located southwest of Chengdu reaching from Panzhihua to the Xichang region   |
| “Panzhihua”                 | the city located in Sichuan on the confluence of the Jinsha and Yalong Rivers  |
| “Panzhihua Jingzhi”         | Panzhihua Jingzhi Mining Co., Ltd. (攀枝江市經質礦產有限責任公司), a limited liability company established in the PRC on August 2, 2000, the owner of Xiaoheiqing Jingzhi mine (小黑箐經質鐵礦)   |
| “PBOC”                      | the People’s Bank of China (中國人民銀行), the central bank of the PRC   |
| “Powerside”                 | Powerside Holdings Limited (威方控股有限公司), a company incorporated in the BVI on January 8, 2008 and a member of our Group wholly owned by our Company  |
| “PRC Company Law”           | the Company Law of the PRC (中華人民共和國公司法), effective on July 1, 1994, as amended, supplemented or otherwise modified from time to time   |
| “Renminbi” or “RMB”         | the lawful currency of the PRC   |
| “Reorganization”            | the corporate reorganization of our Group, details of which are set out in the “History, Reorganization and Group Structure” section in this document  |



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| “SAFE”                                       | State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)   |
| “SARS”                                       | severe acute respiratory syndrome, a respiratory disease in humans which is caused by the SARS corona virus  |
| “SAWS”                                       | State Administration of Work Safety of the PRC (中華人民共和國國家安全生產監督管理總局)   |
| “Securities and Futures Commission” or “SFC” | Securities and Futures Commission of Hong Kong   |
| “SFO”  | the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time   |
| “Share(s)”                                   | ordinary share(s) with nominal value of HK\$0.10 each in the share capital of our Company  |
| “Shareholder(s)”                             | holder(s) of the Share(s)  |
| “Share Option Scheme”                        | the share option scheme conditionally adopted by our Company on September 4, 2009, the principal terms of which are set forth under the paragraph headed “Share Option Scheme” attached as Appendix VII to this document   |
| “Sichuan”                                    | the Sichuan province of the PRC  |
| “Sichuan Xingchuancheng”                     | Sichuan Xingchuancheng Cement Co., Ltd. (四川省星船城水泥股份有限公司), a limited liability company established in the PRC on March 5, 2003, which became a Sino-foreign equity joint venture enterprise on November 26, 2007 and was subsequently converted into a Sino-foreign joint stock limited company on January 14, 2009, and is a former equity holder of Huili Caitong and a connected person to our Group |
| “Simply Rise”                                | Simply Rise Holdings Limited (易陞控股有限公司), a company incorporated in Hong Kong on January 2, 2008 and a member of our Group wholly owned by Powerside  |

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| “State” or “PRC government”        | the central government of the PRC, including all political subdivisions (including provincial, municipal and other regional or local government entities) and instrumentalities of them or any of them as the context requires   |
| “State Administration of Taxation” | State Administration of Taxation of the PRC (國家稅務總局)   |
| “State Council”                    | State Council of the PRC (中華人民共和國國務院)  |
| “Stock Exchange”                   | The Stock Exchange of Hong Kong Limited  |
| “Takeovers Code”                   | the Hong Kong Code on Takeovers and Mergers and Share Repurchases  |
| “Tongyu”                           | Sichuan Chuanwei Tongyu Transportation Co. Ltd. (四川省川威通宇運輸有限公司), a limited liability company established in the PRC on August 18, 2005 and a connected person to our Group beneficially owned as to 75.0% by Chuan Wei   |
| “Track Record Period”              | the period comprising the years ended December 31, 2006, 2007 and 2008, and the six months ended June 30, 2009   |
| “trading day”                      | the day on which the Stock Exchange is open  |
| “Trisonic International”           | Trisonic International Limited (合創國際有限公司), a company incorporated in Hong Kong on July 19, 2006 and one of our Controlling Shareholders holding 79.6% of our Shares  |
| “United States” or “US”            | the United States of America, its territories, its possessions and all areas subject to its jurisdiction   |
| “US dollars” or “US\$”             | the lawful currency of the United States   |
| “Weiyuan Steel”                    | Weiyuan Steel Co., Ltd. (威遠鋼鐵有限公司), a Sino-foreign equity joint venture enterprise established in the PRC on April 3, 2001 and a connected person to our Group previously established as a limited liability company in the PRC on April 3, 2001 and subsequently converted into a Sino-foreign equity joint venture enterprise on September 4, 2006 |

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| “Xichang region”             | a region around Xichang, the capital of the Liangshan Yi Autonomous Prefecture located in Sichuan   |
| “Xichang Kangxi”             | Xichang Kangxi Industrial Co. (西昌康西實業公司), an enterprise wholly owned by the people (全民所有制企業) established in the PRC on November 18, 1996 and a previous equity holder of Huili Caitong and an Independent Third Party   |
| “Xichang Vanadium”           | Xichang Vanadium and Titanium Products Co. Ltd. (西昌鈮鈦製品有限公司) (formerly known as Xichang Iron & Steel Co. Ltd. (西昌鋼鐵有限公司)), a limited liability company established in the PRC on August 19, 2003 and a connected person to our Group holding a 9.5% equity interest in Huili Caitong and a 5.0% equity interest in Xiushuihe Mining |
| “Xiushuihe Iron”             | Huili County Xiushuihe Iron (會理縣秀水河鐵礦), a township and village enterprise established in the PRC on March 21, 2000 and the predecessor of Xiushuihe Mining  |
| “Xiushuihe Mine”             | the Xiushuihe Vanadium-bearing Titanomagnetite Mine located in Ailang Townlet, Huili County, Sichuan, the PRC and operated by Xiushuihe Mining  |
| “Xiushuihe Mining”           | Huili County Xiushuihe Mining Co. Ltd. (會理縣秀水河礦業有限公司), a limited liability company established in the PRC on June 26, 2007 and a member of our Group beneficially owned as to 95.0% by Huili Caitong and 5.0% by Xichang Vanadium   |
| “Xiushuihe Processing Plant” | the ore processing plant located at our Xiushuihe Mine and operated by us   |
| “%”                          | percent   |

In this document, the terms “associate”, “subsidiary” and “substantial shareholder” shall, unless the context otherwise requires, have the meanings given to such terms in the Listing Rules.

In this document, unless otherwise stated, certain amounts denominated in RMB have been translated into HK dollars or US dollars and vice versa at an exchange rate of RMB0.8817 = HK\$1.00, or RMB6.8337 = US\$1.00, respectively, and certain amounts denominated in US dollars have been translated into HK dollars and vice versa at an exchange rate of US\$1.00 = HK\$7.7506, in each case,

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for illustrative purposes only. Such conversions shall not be construed as representations that amounts in RMB or US dollars were or may have been converted into those currencies and vice versa at such rates or any other exchange rates.

Certain amounts and percentage figures included in this document have been subject to rounding adjustments. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them.

In this document, if there are any inconsistencies between the Chinese names of the entities or enterprises established in the PRC and their English translations, the Chinese names shall prevail.

All English translations of the PRC laws and regulations and the names of entities established in the PRC in this document are unofficial translations and provided for identification purposes only.