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**CHINA YUNNAN TIN MINERALS GROUP COMPANY LIMITED**

**中國雲錫礦業集團有限公司**

*(Incorporated in Hong Kong with limited liability)*

(Stock Code: 263)

- (1) FURTHER DELAY IN DESPATCH OF CIRCULAR  
RELATING TO VERY SUBSTANTIAL ACQUISITION  
AND CONNECTED TRANSACTION,  
THE PROPOSED SHARE CONSOLIDATION AND  
THE PROPOSED RIGHTS ISSUE;**
- (2) REVISION OF EXPECTED TIMETABLE  
FOR THE PROPOSED SHARE CONSOLIDATION  
AND THE PROPOSED RIGHTS ISSUE;**
- (3) CHANGE OF BOOK CLOSURE PERIOD; AND**
- (4) EXTENSION OF LONG STOP DATE**

**FURTHER DELAY IN DESPATCH OF CIRCULAR AND REVISION OF  
TIMETABLE**

Reference is made to the Announcements of the Company dated 18 August 2014 and 24 September 2014 in relation to the delay in despatch of the Circular. As stated in the latter announcement, the Circular in relation to, among other things, (i) further details of the Acquisition; (ii) financial information and other information of the Target Group; (iii) the pro forma financial information of the Enlarged Group as a result of the Acquisition; (iv) valuation report of the Development Project; and (v) the letter from the independent financial adviser to advise the Independent Shareholders and the Independent Board Committee regarding the Acquisition and the Rights Issue, will be despatched to the Shareholders on or about 24 October 2014. As the Company requires additional time to prepare and update certain information and reports to be included in the Circular, the despatch date of the Circular is expected to be postponed to a date on or before 28 November 2014.

Moreover, the Board also wishes to draw Shareholders' and investors' attention to the revision of the expected timetable for the Share Consolidation and the Rights Issue (including the change of the period for the closure of register of members of the Company) as a result of delay in despatch of the Circular as set out herein.

**EXTENSION OF LONG STOP DATE IN RELATION TO VERY SUBSTANTIAL ACQUISITION, CONNECTED TRANSACTION AND THE RIGHTS ISSUE**

Furthermore, the Board also announced that, after trading hours on 24 October 2014, (i) the Purchaser (being a wholly-owned subsidiary of the Company) and the Vendor entered into the SPA Supplemental Agreement to extend the Long Stop Date from 31 December 2014 to 30 June 2015; and (ii) the Company and the Underwriter entered into the Underwriting Supplemental Agreement to extend the Long Stop Date from 31 December 2014 to 30 June 2015.

**FURTHER DELAY IN DESPATCH OF CIRCULAR**

Reference is made to the announcement of China Yunnan Tin Minerals Group Company Limited (the "Company") dated 18 August 2014 in relation to relating to, among other things, the very substantial acquisition and connected transaction in relation to the Acquisition, proposed Share Consolidation and the proposed Rights Issue and the announcement of the Company dated 24 September 2014 in relation to the delay in despatch of the Circular (collectively the "Announcements"). As stated in the latter announcement, the Circular in relation to, among other things, (i) further details of the Acquisition; (ii) financial information and other information of the Target Group; (iii) the pro forma financial information of the Enlarged Group as a result of the Acquisition; (iv) valuation report of the Development Project; and (v) the letter from the independent financial adviser to advise the Independent Shareholders and the Independent Board Committee regarding the Acquisition and the Rights Issue, will be despatched to the Shareholders on or about 24 October 2014. As the Company requires additional time to prepare and update certain information and reports to be included in the Circular, the despatch date of the Circular is expected to be postponed to a date on or before 28 November 2014. Capitalised terms used herein shall have the same meaning as defined in the Announcements unless otherwise stated.

Moreover, the Board also wishes to draw Shareholders' and investors' attention to the revision of the expected timetable for the Share Consolidation and the Rights Issue (including the change of the period for the closure of register of members of the Company) as a result of delay in despatch of the Circular as set out below:

## **EXPECTED TIMETABLE FOR THE SHARE CONSOLIDATION AND THE RIGHTS ISSUE**

### **Hong Kong Times**

Expected date of despatch of the Circular in relation to, inter alia, Proposed Share Consolidation and Proposed Rights Issue to the Shareholders . . . . .	Friday, 28 November 2014
Latest time for lodging proxy forms for the EGM . . . . .	11:00 a.m. on Wednesday, 17 December 2014
Expected time and date of the EGM to approve the Proposed Share Consolidation and Rights Issue . . . . .	11:00 a.m. on Friday, 19 December 2014
Announcement of the result of the EGM. . . . .	Friday, 19 December 2014
Effective date of the Share Consolidation . . . . .	Monday, 22 December 2014
Commencement of dealings in the Consolidated Shares. . . . .	9:00 a.m. on Monday, 22 December 2014
First day of free exchange of certificates for the Existing Shares into new certificates for the Consolidated Shares . . . . .	Monday, 22 December 2014
Original counter for trading in board lots of 4,000 (in form of existing share certificates) temporarily closes. . . . .	9:00 a.m. on Monday, 22 December 2014
Temporary counter for trading in board lots of 800 Consolidated Shares (in the form of existing share certificates) opens. . . . .	9:00 a.m. on Monday, 22 December 2014
Last day of dealings in the Consolidated Shares on a cum-rights basis . . . . .	Wednesday, 24 December 2014
Commencement of dealings in the Consolidated Shares on an ex-rights basis . . . . .	Monday, 29 December 2014
Latest time for lodging transfer of the Consolidated Shares in order to be qualified for the Rights Issue. . . . .	4:30 p.m. on Tuesday, 30 December 2014

## Hong Kong Times

Closure of register of members to determine the eligibility of the Rights Issue (both dates inclusive) . . .	Wednesday, 31 December 2014 to Wednesday, 7 January 2015
Record Date for the Rights Issue . . . . .	Wednesday, 7 January 2015
Register of members re-opens . . . . .	Thursday, 8 January 2015
Despatch of the Prospectus Documents . . . . .	Thursday, 8 January 2015
Original counter for trading in the Consolidated Shares in board lots of 4,000 Consolidated Shares (in the form of new share certificates for Consolidated Shares) re-opens . . . . .	9:00 a.m. on Thursday, 8 January 2015
Parallel trading in the Consolidated Shares (in the form of new and existing certificates) commences . . . . .	9:00 a.m. on Thursday, 8 January 2015
Designated broker starts to stand in the market to provide matching services for the sale and purchase of odd lots of the Consolidated Shares . . . . .	9:00 a.m. on Thursday, 8 January 2015
First day of dealings in nil-paid Rights Shares . . . . .	9:00 a.m. on Monday, 12 January 2015
Latest time for splitting nil-paid Rights Shares . . . . .	4:30 p.m. on Wednesday, 14 January 2015
Last day of dealings in nil-paid Rights Shares . . . . .	4:00 p.m. on Monday, 19 January 2015
Latest time for acceptance of, and payment for, the Rights Shares and application for excess Rights Shares . . . . .	4:00 p.m. on Thursday, 22 January 2015
Latest time for termination of the Underwriting Agreement . . . . .	4:00 p.m. on Tuesday, 27 January 2015
Designated broker ceases to stand in the market to provide matching services for the sale and purchase of odd lots of the Consolidated Shares closes . . . . .	4:00 p.m. on Wednesday, 28 January 2015

Temporary counter for trading in board lots of 800 Consolidated Shares (in the form of existing share certificates) closes. . . . .	4:00 p.m. on Wednesday, 28 January 2015
Parallel trading in the Consolidated Shares (in the form of new and existing certificates) ends. . . . .	4:00 p.m. on Wednesday, 28 January 2015
Last day of free exchange of certificates for the Existing Shares into new certificates for the Consolidated Shares . . . . .	4:30 p.m. on Friday, 30 January 2015
Announcement for result of the Rights Issue . . . . .	Monday, 2 February 2015
Refund cheques for wholly and partially unsuccessful applications for excess Rights Shares expected to be posted . . . . .	Tuesday, 3 February 2015
Certificates for the fully-paid Rights Shares expected to be despatched . . . . .	Tuesday, 3 February 2015
Dealings in fully-paid Rights Shares commence. . . . .	9:00 a.m. on Wednesday, 4 February 2015

The above timetable refers to Hong Kong Times. Dates or deadlines specified in this announcement are indicative only and may be varied by agreement between the Company and the Underwriter. Any consequential changes to the expected timetable will be published or notified to the Shareholders as and when appropriate.

**EXTENSION OF LONG STOP DATE IN RELATION TO VERY SUBSTANTIAL ACQUISITION, CONNECTED TRANSACTION AND THE RIGHTS ISSUE**

Furthermore, the Board also announced that, after trading hours on 24 October 2014, (i) the Purchaser (being a wholly-owned subsidiary of the Company) and the Vendor entered into the supplemental agreement to the Sale and Purchase Agreement (“SPA Supplemental Agreement”) to extend the Long Stop Date from 31 December 2014 to 30 June 2015; and (ii) the Company and the Underwriter entered into the supplemental agreement to the Underwriting Agreement (“Underwriting Supplemental Agreement”) to extend the Long Stop Date from 31 December 2014 to 30 June 2015.

Pursuant to the Sale and Purchase Agreement, if the conditions precedent of the Sale and Purchase Agreement have not been waived (where applicable) or fulfilled on or before 31 December 2014 (or such other later date as shall be agreed by the Purchaser and the Vendor in writing) for whatever reason, the Sale and Purchase Agreement shall cease and determine, thereafter neither party shall have any obligations and liability towards each other hereunder save for any antecedent breaches of the terms hereof.

Pursuant to the Underwriting Agreement, in the event that the conditions of the Rights Issue have not been fulfilled by the Underwriter in all respects by or at the time and/or date specified therefor (or if no time or date is specified, 31 December 2014) (or such later date(s) as the Underwriter may agree with the Company), all liabilities of the parties to the Underwriting Agreement shall cease and determine and no party shall have any claim against the other party save for any antecedent breach of the Underwriting Agreement and all such reasonable costs, fees and other out-of-pocket expenses as have been properly incurred by the Underwriter in connection with the underwriting of the Underwritten Shares by the Underwriter shall be borne by the Company, and the Rights Issue will not proceed.

Taking into consideration the additional time required to prepare the information to be included in the Circular and to fulfill the relevant conditions precedent under the Sale and Purchase Agreement and the Underwriting Agreement respectively, the Company and the Purchaser have entered into the SPA Supplemental Agreement and the Underwriting Supplemental Agreement on 24 October 2014 after trading hours.

Pursuant to the SPA Supplemental Agreement, the long stop date of the Sale and Purchase Agreement is agreed to be extended to 30 June 2015.

Pursuant to the Underwriting Supplemental Agreement, among others, the long stop date of the Underwriting Agreement is agreed to be extended to 30 June 2015.

Save as disclosed above, all other terms of the Sale and Purchase Agreement and the Underwriting Agreement shall remain unchanged and in full force and effect.

**As completion of the Acquisition and the Rights Issue are both conditional upon satisfaction (or, if applicable, waiver) of the conditions precedent as set out under the section headed “Conditions precedent” in the Announcements, the Acquisition and the Rights Issue may or may not proceed. Shareholders and potential investors should exercise caution when dealing in the Shares.**

By Order of the Board  
**China Yunnan Tin Minerals Group Company Limited**  
**Zhang Guoqing**  
*Chairman*

Hong Kong, 24 October 2014

*As at the date of this announcement, the Board comprises six Executive Directors, namely Dr. Zhang Guoqing (Chairman), Ms. Ng Shin Kwan, Christine, Mr. Lee Jalen, Mr. Chan Ah Fei, Mr. Lee Yuk Fat and Mr. Liang Shan and three Independent Non-executive Directors, namely Dr. Wong Yun Kuen, Mr. Wong Shun Loy and Mr. Hu Chao.*