

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

**DISCLOSEABLE TRANSACTION IN RELATION TO
SUBSCRIPTION OF SHARES OF CORDOBA**

The Board is pleased to announce that on 15 April 2011 (after trading hours), the Subscriber, an indirect wholly-owned subsidiary of the Company, and Cordoba entered into the Agreement pursuant to which Cordoba agreed to issue and the Subscriber agreed to subscribe for the Subscription Shares at the Subscription Price of HK\$129,000,000.

As one or more of the applicable percentage ratios calculated under Rule 14.07 of the Listing Rules in respect of the Subscription exceed 5% but none of them exceeds 25%, the Subscription constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules.

The Board is pleased to announce that on 15 April 2011, the Subscriber, an indirect wholly-owned subsidiary of the Company, and Cordoba entered into the Agreement pursuant to which Cordoba agreed to issue and the Subscriber agreed to subscribe for the Subscription Shares at the Subscription Price of HK\$129,000,000.

THE AGREEMENT

Date : 15 April 2011

Parties

(1) Issuer : Cordoba, a company incorporated in the British Virgin Islands

(2) Subscriber : Charter Pearl Limited, an indirect wholly-owned subsidiary of the Company

To the best of the Directors' knowledge, information and belief, and having made all reasonable enquiries, Cordoba and its ultimate beneficial owners are third parties independent of the Company and its connected persons as defined under the Listing Rules.

Assets to be acquired

Immediately after Completion, Cordoba will issue and allot 215,000,000 Cordoba Shares to the Subscriber, representing approximately 6.85% of the existing issued share capital of Cordoba, or approximately 6.41% of the issued share capital of Cordoba as enlarged by the issue of the Subscription Shares, and Cordoba will become an investment of the Company.

Consideration and Payment

The consideration for the Subscription Shares shall be HK\$129,000,000, which shall be paid by the Subscriber to Cordoba on Completion (or such other date as may be agreed between Cordoba and the Subscriber).

The consideration for the Subscription Shares was determined after arm's length negotiations with Cordoba with reference to (i) the unaudited net assets value per share of Cordoba as at 31 December 2010 of HK\$0.63; (ii) the historical performance and future prospects of Cordoba; and (iii) Cordoba being a private company, the liquidity of its shares may not be as high as other listed securities.

The consideration for the Subscription Shares will be funded by the internal resources of the Group.

Conditions precedent

Completion is conditional on the fulfilment of the following conditions:

- (i) all requirements are satisfied by the Company to approve the Agreement and the transactions contemplated hereunder in accordance with the Listing Rules (if necessary);
- (ii) the Subscriber having completed a due diligence review on Cordoba and its business and having notified Cordoba that the aforementioned due diligence review results are satisfactory; and
- (iii) all other consents or approval of any relevant government authorities, regulatory bodies or other relevant third parties in Hong Kong or elsewhere which are required or appropriate for the issue of Subscription Shares hereunder having been obtained (including but not limited to the approval of the Securities and Futures Commission under Part V of the Securities and Futures Ordinance (Cap 571 of the Laws of Hong Kong) for any change in "substantial shareholder" of the relevant member(s) of Cordoba Group, if required.

If the above conditions are not satisfied on or before 21 April 2011 or such later date as agreed by the Subscriber and Cordoba in writing, then the Agreement will terminate and no party thereto shall have any claim against the other, except in respect of any antecedent breach of the terms hereof.

Completion

Completion shall take place on the first Business Day after the date on which all of above conditions shall have been satisfied or waived (as applicable) by the Subscriber (or such other date and time as the parties hereto may agree).

INFORMATION ON CORDOBA

Cordoba is incorporated in the British Virgin Islands with limited liability and principally engaged in property investment, near to cash investments (such as investment in securities trading and money lending business), and investment holding.

As at the date of this announcement, the two largest shareholders of Cordoba held approximately 30.26% and 29.52% of the issued share capital of the Cordoba, respectively. The largest shareholder is a private company whereas the second largest shareholder is a listed company. None of the other shareholders of the Cordoba have more than a 30% equity interests in the Cordoba. Upon completion of the Subscription, Cordoba will be owned as to approximately 6.41% by the Company.

According to the unaudited management accounts of Cordoba Group for the year ended 31 December 2010, Cordoba Group has unaudited consolidated net assets value of approximately HK\$1,433 million as at 31 December 2010. Further financial information of the Cordoba Group is set out as below:

	For the year ended	
	31 December	
	2009	2010
	(HK\$ million)	(HK\$ million)
	(unaudited)	(unaudited)
Turnover	36	20
Profit (Loss) before taxation	136	(265)
Profit (Loss) after taxation	131	(269)

REASONS AND BENEFITS OF THE SUBSCRIPTION

The Directors believe that the Subscription will enable the Company to enter into the property investment market by leveraging the expertise of Cordoba Group in the areas of property acquisitions and disposals, property management and leasing and to seek for investment opportunities through Cordoba Group's business and operation, and the Board considers that it is beneficial to the Group to have opportunity to invest in Cordoba and to seize the business opportunities brought about by the prospects of the property market in Hong Kong.

The Subscription Price of HK\$0.60 each incorporates an approximately 4.76% discount to the unaudited consolidated net assets per Cordoba Share of approximately HK\$0.63 as at 31 December 2010.

The Directors consider that the terms of the Agreement are fair and reasonable and in the interests of the Company and its Shareholders as a whole.

GENERAL INFORMATION

The Group is principally engaged in the trading of iron ore, provision of finance, brokerage and securities investment; and exploitation and sales of minerals.

IMPLICATIONS UNDER THE LISTING RULES

As one or more of the applicable percentage ratios calculated under Rule 14.07 of the Listing Rules in respect of the Subscription exceed 5% but none of them exceeds 25%, the Subscription constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules.

DEFINITIONS

In this announcement, the following expressions shall, unless the context requires otherwise, have the following meanings:–

“Agreement”	the conditional agreement dated 15 April 2011 entered into between Cordoba as issuer and the Subscriber as subscriber in respect of the Subscription
“Board”	the board of Directors
“Business Day”	a day (other than a Saturday or Sunday) on which banks are open for business in Hong Kong
“Company”	China Yunnan Tin Minerals Group Company Limited (中國雲錫礦業集團有限公司), a company incorporated in Hong Kong with limited liability, the shares of which are listed on the main board of the Stock Exchange
“Completion”	completion of the Subscription in accordance with the terms and conditions of the Agreement
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Cordoba”	Cordoba Homes Limited, a company incorporated in the British Virgin Islands with limited liabilities
“Cordoba Group”	Cordoba and its subsidiaries

“Cordoba Share(s)”	ordinary shares HK\$0.10 each in the capital of Cordoba
“Directors”	the director(s) of the Company, including the independent non-executive Directors
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“Shareholder(s)”	holders of existing shares of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscriber”	Charter Pearl Limited, a company incorporated in the British Virgin Islands with limited liability and an indirect wholly-owned subsidiary of the Company
“Subscription”	the subscription of the Subscription Shares pursuant to the terms and conditions of the Agreement
“Subscription Price”	HK\$0.60 per Cordoba Share
“Subscription Shares”	215,000,000 Cordoba Shares
“%” or “per cent.”	percentage or per centum

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

Hong Kong, 15 April 2011

As at the date of this announcement, the Board of Directors of the Company comprises six Executive Directors, namely Dr. Zhang Guoqing (Chairman), Mr. Chen Shuda, Ms. Ng Shin Kwan, Christine, Mr. Lee Jalen, Mr. Chan Ah Fei and Mr. Lee Yuk Fat and three Independent Non-executive Directors, namely Mr. Sun Ka Ziang, Henry, Mr. Kwok Ming Fai and Dr. Wong Yun Kuen.