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## **CITIC Dameng Holdings Limited**

**中信大錳控股有限公司\***

*(incorporated in Bermuda with limited liability)*

**(Stock Code: 1091)**

### **DISCLOSEABLE TRANSACTION ACQUISITION OF LISTED SECURITIES IN CHINA POLYMETALLIC MINING LIMITED**

The Board is pleased to announce that the Company (through CDI, a wholly-owned subsidiary of the Company) acquired on the open market and/or through cross trade the Acquired Shares in a series of transactions conducted between 15 June 2015 to 17 June 2015 for an aggregate consideration (exclusive of transaction costs) of HK\$239,775,000 (equivalent to an average price of approximately HK\$0.718 per Acquired Share (exclusive of transaction costs)).

The Acquisition (in aggregate) constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules, as one or more of the applicable percentage ratios exceeds 5% but all are less than 25%.

### **ACQUISITION OF LISTED SECURITIES**

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The purchase price paid by the Company represented the then or close to the then market price of the CPM Shares and the consideration of the Acquisition was financed by the Group's internal resources.

## INFORMATION ON CPM

CPM is a limited company incorporated under the laws of the Cayman Islands. Its shares have been listed on the Main Board of the Stock Exchange (Stock Code: 2133) since 14 December 2011.

CPM is one of the largest lead and zinc pure mining company in Yunnan Province, the PRC in terms of resources with abundant and high-grade silver reserves. CPM owns and operates a large-scale, highgrade lead-zinc-silver polymetallic Shizishan Mine and some other significant polymetallic resources.

The following information is extracted from the 2012, 2013 and 2014 annual reports of CPM:

	<b>For the year ended 31 December 2012</b>	<b>For the year ended 31 December 2013</b>	<b>For the year ended 31 December 2014</b>
	<b><i>RMB '000</i> (Audited)</b>	<b><i>RMB '000</i> (Audited)</b>	<b><i>RMB '000</i> (Audited)</b>
Total assets	1,884,776	2,190,563	2,985,865
Total equity	1,564,405	1,742,677	1,739,356
Profit before taxation	263,098	215,535	21,196
Profit after taxation	178,862	139,895	11,755

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, CPM is a third party independent of the Company and its connected persons.

## INFORMATION OF THE GROUP, CDI AND THIRD PARTY VENDORS

The Group is a vertically integrated manganese producer that produces and sells manganese products. It has manganese mining and ore processing in both the PRC and Gabon and downstream processing operations in the PRC.

CDI is a limited company incorporated in the British Virgin Islands and carries on the business of investment holding.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Third Party Vendors and their respective ultimate beneficial owners are third parties independent of the Company and its connected persons.

## REASONS FOR AND BENEFITS OF THE ACQUISITION

Having considered (i) the performance of CPM in recent years; (ii) the net asset value of CPM and (iii) the mineral resources and reserves of CPM based on the available public information, the Company considers that the acquisition of the Acquired Shares is an attractive investment, which would provide satisfactory returns to the investment.

As the Acquisition was made at or close to the market price, the Directors (including the independent non-executive Directors) are of the view that the Acquisition was fair and reasonable, on normal commercial terms and in the interests of the Company and its Shareholders as a whole.

## LISTING RULES IMPLICATIONS

The Acquisition (in aggregate) constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules, as one or more of the applicable percentage ratios exceeds 5% but all are less than 25%.

## DEFINITIONS

Unless the context requires otherwise, the following expressions shall have the following meanings in this announcement:

“Acquired Share(s)”	a total of 334,163,865 CPM Shares acquired by the Company (through CDI, a wholly-owned subsidiary of the Company), representing approximately 16.8% of the issued share capital of CPM
“Acquisition”	the series of acquisitions of the Acquired Shares by the Group
“Board”	the board of Directors
“CDI”	CITIC Dameng Investments Limited (中信大錳投資有限公司), a limited liability company incorporated in the British Virgin Islands and a wholly-owned subsidiary of the Company
“Company”	CITIC Dameng Holdings Limited (中信大錳控股有限公司), a company incorporated in Bermuda with limited liability whose shares are listed on the Main Board of the Stock Exchange (Stock Code: 1091)
“connected person(s)”	has the same meaning as ascribed to this term under the Listing Rules
“CPM”	China Polymetallic Mining Limited (中國多金屬礦業有限公司) is a limited company incorporated under the laws of the Cayman Islands. Its shares have been listed on the Main Board of the Stock Exchange (Stock Code: 2133) since 14 December 2011
“CPM Share(s)”	ordinary share(s) of HK\$0.00001 each in the issued share capital of CPM
“Director(s)”	the director(s) of the Company, including the independent non-executive director(s)
“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
“percentage ratio(s)”	has the same meaning as ascribed to it under the Listing Rules
“PRC”	The People’s Republic of China which, for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Share(s)”	ordinary share(s) in the share capital of the Company
“Shareholder(s)”	holder of the issued share(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Third Party Vendors”	vendors of the Acquired Shares, being third parties independent of the Company and its connected persons
“%”	per cent

By order of the Board  
**CITIC DAMENG HOLDINGS LIMITED**  
**Qiu Yiyong**  
Chairman

Hong Kong, 17 June 2015

*As at the date of this announcement, the executive Directors are Mr. Qiu Yiyong, Mr. Li Weijian, Mr. Tian Yuchuan and Mr. Yin Bo; the non-executive Directors are Mr. Suo Zhengang and Mr. Chen Jiqiu; and the independent non-executive Directors are Mr. Yang Zhi Jie, Mr. Mo Shijian and Mr. Tan Zhuzhong.*

*\*For identification purpose only*