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CITIC Dameng Holdings Limited

中信大鋳控股有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 1091)

APPLICATION OF NEW LISTING RULES ON CONNECTED TRANSACTIONS

With the amendments to Chapter 14A of the Listing Rules on connected transactions which came into effect from 1 July 2014, the transactions contemplated under the Guangxi Xishan Renewed Agreements and all other transactions between the Group and Guangxi Xishan are no longer connected transactions of the Company and therefore not subject to reporting and annual review requirements under the New Listing Rules.

Reference is made to the announcement and circular of the Company dated 10 December 2012 and 12 December 2012 respectively in connection with, among other things:

- (i) the Renewed Master Construction and Outsourcing Agreement entered into between CDM and Guangxi Xishan in relation to the provision of the underground mining services and construction of infrastructure for underground mining work at Daxin Mine by Guangxi Xishan to CDM and the sale and purchase of fuels, electricity, detonating cords and explosives by CDM to Guangxi Xishan at Daxin Mine for the three years ending 31 December 2015; and
- (ii) the Renewed Second Master Construction and Outsourcing Agreement entered into between Hui Xing Company and Guangxi Xishan in relation to the provision of the underground mining services and construction of infrastructure for underground mining work at Changgou Manganese Mine by Guangxi Xishan to Hui Xing Company and the sale and purchase of electricity, detonating cords and explosives by Hui Xing Company to Guangxi Xishan at Changgou Manganese Mine for the three years ending 31 December 2015.

As the total assets, profits and revenue of Guangxi Start compared to that of the Group are all less than 10% for each of the three years ended 31 December 2014, Guangxi Start is regarded as an insignificant subsidiary of the Company and therefore Guangxi Xishan, being an

associate of Guangxi Xishan Investment (a substantial shareholder of Guangxi Start), falls under the exemption to the definition of connected person under the New Listing Rules.

Accordingly, so long as Guangxi Start is an insignificant subsidiary of the Group, Guangxi Xishan is not a connected person of the Company and the transactions contemplated under the Guangxi Xishan Renewed Agreements and all other transactions between the Group and Guangxi Xishan are not connected transactions of the Company and therefore no longer subject to the requirements relevant to connected transactions under the New Listing Rules, including reporting and annual review requirements.

In the event that any transaction between the Group and Guangxi Start no longer meets the conditions for exemption under the New Listing Rules, the Company will re-comply with the requirements relevant to connected transactions under the New Listing Rules.

DEFINITIONS

In this announcement, the following expressions shall have the meanings set out below unless the context requires otherwise:

“associate”	has the meaning as ascribed to it under the Listing Rules
“CDM”	中信大錳礦業有限責任公司 (CITIC Dameng Mining Industries Co., Limited), an indirect wholly-owned subsidiary of the Company
“Changgou Manganese Mine”	貴州遵義匯興鐵合金有限責任公司長溝錳礦 (Guizhou Zunyi Hui Xing Ferroalloy Limited Company Changgou Manganese Mine)
“Company”	CITIC Dameng Holdings Limited (Stock Code: 1091), a company incorporated in Bermuda whose shares are listed on the Stock Exchange
“connected person(s)”	has the meaning as ascribed to it under the Listing Rules
“Daxin Mine”	中信大錳礦業有限責任公司大新錳礦 (CITIC Dameng Mining Industries Co., Limited Daxin Manganese Mine)
“Directors”	directors of the Company
“Group”	the Company and its subsidiaries
“Guangxi Start”	廣西斯達特錳材料有限公司 (Guangxi Start Manganese Materials Co., Ltd.), a company incorporated under the laws of the PRC, an indirect non-wholly owned subsidiary of the Company

“Guangxi Xishan”	廣西錫山礦業有限公司(Guangxi Xishan Mining Limited Company), a company incorporated under the laws of the PRC, which is owned as to approximately 84.76% equity interest by Guangxi Xishan Investment and a connected person of the Company
“Guangxi Xishan Investment”	廣西錫山投資控股有限公司(Guangxi Xishan Investment Holding Limited Company), a company incorporated under the laws of the PRC, which is a substantial shareholder of Guangxi Start
“Guangxi Xishan Renewed Agreements”	the Renewed Master Construction and Outsourcing Agreement and the Renewed Second Master Construction and Outsourcing Agreement
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rule(s)”	the Rules Governing the Listing of Securities on the Stock Exchange
“New Listing Rule(s)”	the amended Listing Rules which came into effect on 1 July 2014
“Renewed Master Construction and Outsourcing Agreement”	the agreement entered into on 10 December 2012 between CDM and Guangxi Xishan pursuant to which Guangxi Xishan agreed to provide the underground mining services and construction of infrastructure for underground mining work while CDM agreed to provide fuels, electricity, detonating cords and explosives to Guangxi Xishan at Daxin Mine for the three years ending 31 December 2015
“Renewed Second Master Construction and Outsourcing Agreement”	the agreement entered into on 10 December 2012 between Hui Xing Company and Guangxi Xishan pursuant to which Guangxi Xishan agreed to provide the underground mining services and construction of infrastructure for underground mining work while Hui Xing Company agreed to provide electricity, detonating cords and explosives to Guangxi Xishan at Changgou Manganese Mine for the three years ending 31 December 2015
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

“substantial shareholder” has the meaning as ascribed to it under the Listing Rules

Note: The English names of the PRC entities mentioned hereinabove are translated from their Chinese names. If there are any inconsistencies, the Chinese names shall prevail.

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

Hong Kong, 20 March 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 Jiqu; and the independent non-executive Directors are Mr. Yang Zhi Jie, Mr. Mo Shijian and Mr. Tan Zhuzhong.

**For identification purpose only*