



CHINA MINING INTERNATIONAL LIMITED

中矿国际有限公司

(Incorporated in the Cayman Islands)

(Company Registration No. CT-140095)

AMENDED AND RESTATED CONDITIONAL SALE AND PURCHASE AGREEMENT ENTERED INTO BY THE COMPANY ON 31 DECEMBER 2014 - ENTRY INTO THIRD SUPPLEMENTAL LETTER

All capitalised terms used and not defined herein shall have the same meanings given to them in the Announcements (as defined below).

1. Introduction

The board of Directors (the **Board**) of China Mining International Limited (the **Company** and together with its subsidiaries, the **Group**) refers to the announcement released on 31 December 2014 in relation to the amended and restated conditional sale and purchase agreement entered into between the Company and the Vendors (collectively, the **Parties**), the announcement released on 30 June 2015 in relation to the first supplemental letter (the **First Supplemental Letter**) and the announcement released on 30 June 2016 in relation to the second supplemental letter (the **Second Supplemental Letter**) entered into by the Parties (collectively, the **Announcements**).

2. Entry into Third Supplemental Letter

The Board wishes to announce that the Company and the Vendors have agreed to amend the Amended and Restated SPA (as amended by the First Supplemental Letter and the Second Supplemental Letter) to:

- (a) further extend the long stop date to 30 June 2018 or such other date as the Parties may mutually agree in writing so as to allow the Parties more time to satisfy certain conditions precedent as set out in the Amended and Restated SPA (as amended by the First Supplemental Letter and the Second Supplemental Letter); and
- (b) exclude the Botswana Projects from the portfolio of the exploration and mining projects that will form part of the group of companies to be acquired by the Company so as to reduce (i) the risks on geographical exposure and (ii) the maintenance costs of the mines.

In connection to the above, the Parties had on 30 June 2017 entered into a third supplemental letter (**Third Supplemental Letter**) to give effect to the above.

3. Further possible amendments to the Amended and Restated SPA

The Board wishes to emphasise that the Parties are currently still working on possible revised terms to the Amended and Restated SPA, which may include, but not limited to, the portfolio of the exploration and mining projects that will form part of the group of companies to be acquired by the Company pursuant to the Proposed Acquisition, the purchase consideration for the Proposed Acquisition and the conditions precedent as set out in therein.

The Company will make the appropriate announcements on any further material developments in respect of the Proposed Acquisition.

Shareholders of the Company and potential investors should exercise caution when trading in the shares of the Company as there is no certainty or assurance as at the date of this announcement that (a) the terms of the Proposed Acquisition will not change from those set out in the Amended and Restated SPA (as amended by the First Supplemental Letter, the Second Supplemental Letter and the Third Supplemental Letter); and (b) the Proposed Acquisition will be completed, and where in doubt as to the action they should take, they should consult their legal, financial, tax or other advisers.

BY ORDER OF THE BOARD

Mr. Li Bin
CEO and Executive Director
30 June 2017