



CHINA MINING INTERNATIONAL LIMITED

中矿国际有限公司

(Company Registration No. CT-140095)

(Registered in the Cayman Islands)

HOLDING ANNOUNCEMENT - AMENDED AND RESTATED CONDITIONAL SALE AND PURCHASE AGREEMENT ENTERED INTO BY THE COMPANY ON 31 DECEMBER 2014 IN RESPECT OF THE PROPOSED ACQUISITION AND PROPOSED DISPOSAL

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

- 1.1 The Board of China Mining International Limited (the “**Company**”) refers to the announcement released on 31 December 2014 (the “**Announcement**”) in relation to the Amended and Restated SPA in respect of the Proposed Acquisition and the Proposed Disposal.
- 1.2 The Board wishes to announce that the parties to the Amended and Restated SPA are considering the possibility of revisiting the terms of the Amended and Restated SPA, which may include, but not limited to, the portfolio of Exploration and Mining Projects that will form part of the Target Group.
- 1.3 **Shareholders should note that the Proposed Acquisition and the Proposed Disposal are subject to numerous conditions. There is no certainty or assurance as at the date of this announcement that the Proposed Acquisition and the Proposed Disposal will proceed and/or that no further changes will be made to the terms of the Amended and Restated SPA. Shareholders are advised to exercise caution in trading their Shares. The Company will make the necessary announcements as and when there are further developments on the Proposed Acquisition and the Proposed Disposal.**

Shareholders and potential investors are advised to read this announcement and any further announcements by the Company carefully. Shareholders and potential investors should consult their legal, financial, tax or other professional advisers if they have any doubt about the actions they should take.

By Order of the Board

Mr Li Bin
Chief Executive Officer
26 January 2015