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**中國礦業資源集團有限公司\***  
**China Mining Resources Group Limited**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 00340)**

**DISCLOSABLE TRANSACTION**  
**PROVISION OF FINANCIAL ASSISTANCE AND ADVANCE TO AN ENTITY**

**PROVISION OF THE SECOND LOAN**

The Board announces that on 13 April 2016, the Company has entered into the Second Loan Agreement with One Champion pursuant to which, the Company, as lender, has agreed to grant to One Champion, as borrower, a secured loan in the amount of HK\$99,000,000 for a term of 24 months.

**LISTING RULES IMPLICATION**

As the First Loan and the Second Loan took place within a 12-month period, the First Loan and the Second Loan are required to be aggregated under Rule 14.22 and Rule 14.23 of the Listing Rules for the purpose of classification of the transactions. As one or more of the applicable percentage ratios (as defined under the Listing Rules) for the aggregation of such transactions are more than 5% but less than 25%, the transactions, in aggregate, will constitute a disclosable transaction for the Company under Rule 14.07 of the Listing Rules.

**PROVISION OF THE SECOND LOAN**

Reference is made to the Company's announcement dated 22 January 2016 in relation to the discloseable transaction in connection with the First Loan.

\* *For identification purpose only*

The Board announces that on 13 April 2016, the Company has entered into the Second Loan Agreement with One Champion pursuant to which, the Company, as lender, has agreed to grant to One Champion, as borrower, a secured loan in the amount of HK\$99,000,000 for a term of 24 months, details of which are as follows:

#### **THE SECOND LOAN AGREEMENT**

Date	:	13 April 2016
Lender	:	the Company
Borrower	:	One Champion
Principal loan amount	:	HK\$99,000,000
Interest	:	3% per annum.
Term	:	24 months commencing from the Drawdown Date
Drawdown Date	:	6 months commencing from the date of the Second Loan Agreement
Repayment	:	One Champion shall repay the interests and the principal amount at the end of the term of the Second Loan.
Others	:	The Second Loan is secured by the pledge of 23% of the issued shares of One Champion held by Forever Success.

#### **FUNDING OF THE SECOND LOAN**

The Company will finance the Second Loan with the Company's fund from the placing that was completed on 31 December 2015.

#### **INFORMATION ON ONE CHAMPION**

One Champion is an investment holding company incorporated in the BVI with limited liability on 2 January 2015. It is 43% owned by the Forever Success (of which 20% was pledged to the Company as security for the First Loan), 30% owned by Supreme Success Group Limited and 27% owned by Combined Success. The principal asset of One Champion is its indirect 90% equity interest in 潼關縣祥順礦業發展有限公司 (Tongguan County Xiangshun Mining Development Co., Ltd.\*), a company established in the PRC with limited liability which is owned as to 90% by One Champion Group as at the date of this announcement. One Champion Group is principally engaged in the exploration, mining, processing and sale of gold and related products.

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

## **INFORMATION ON THE GROUP**

The Group is principally engaged in sales of tea products and investment holding.

## **REASONS FOR AND BENEFITS OF THE SECOND LOAN AGREEMENT**

One Champion Group is effectively owned by the Company as to 27% in December 2015. Subsequent to the First Loan, it has recently come to the attention of the Company that One Champion Group requires further capital for the development of a gold mine located in Tongguan County, Shaanxi Province in the PRC which is owned by One Champion Group (including but not limited to the carrying out of further exploration and expansion of the capacity of the processing plant). The entering into of the Second Loan Agreement will allow One Champion Group to obtain the additional funding for the abovementioned purposes.

Taking into account of a stable revenue and cashflow stream from the interest income from One Champion Group as a result of the Second Loan, the Directors (including the independent non-executive Directors) consider that the terms of the Second Loan Agreement are fair and reasonable and the transactions contemplated thereunder are on normal commercial terms and in the interests of the Company and its shareholders as a whole.

Directors of the Company, are of the view that the Second Loan is conducted on normal commercial terms and in the ordinary and usual course of its business, is fair and reasonable so far as the Company and its shareholders are concerned and is in the interests of the Company and its shareholders as a whole.

## **LISTING RULES IMPLICATIONS**

As the First Loan and the Second Loan took place within a 12-month period, the First Loan and the Second Loan are required to be aggregated under Rule 14.22 and Rule 14.23 of the Listing Rules for the purpose of classification of the transactions. As one or more of the applicable percentage ratios (as defined under the Listing Rules) for the aggregation of such transactions are more than 5% but less than 25%, the transactions, in aggregate, will constitute a disclosable transaction for the Company under Rule 14.07 of the Listing Rules.

## DEFINITIONS

In this announcement, unless the context otherwise requires, capitalized terms used shall have the following meanings:

“Board”	the board of Directors
“BVI”	British Virgin Islands
“Combined Success”	Combined Success Investments Limited, a company established in BVI with limited liability and a direct wholly-owned subsidiary of the Company, holding 27% of the issued share capital of One Champion
“Company”	China Mining Resources Group Limited, a limited company incorporated in Bermuda with limited liability and the shares of which are listed on the main board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Drawdown Date”	the date on which the Second Loan is drawdown
“First Loan”	a loan in the principal amount of HK\$100,000,000 provided by the Company to One Champion under the First Loan Agreement
“First Loan Agreement”	the loan agreement entered into between the Company and One Champion on 22 January 2016 in relation to the First Loan
“Forever Success”	Forever Success Investments Limited, a company incorporated in the Republic of Seychelles and holds 43% issued share capital of One Champion
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

“One Champion”	One Champion International Limited, an investment holding company incorporated in the BVI with limited liability
“One Champion Group”	One Champion and its subsidiaries
“Second Loan”	a loan in the principal amount of HK\$99,000,000 provided by the Company to One Champion under the Second Loan Agreement
“Second Loan Agreement”	the loan agreement entered into between the Company and One Champion on 13 April 2016 in relation to the Second Loan
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

By Order of the Board  
**China Mining Resources Group Limited**  
**Wang Hui**  
*Executive Director and Chief Executive Officer*

Hong Kong, 13 April 2016

*As at the date of this announcement, the Board comprises Mr. Wang Hui, Mr. Fang Yi Quan and Mr. Yeung Kwok Kuen as executive directors, Mr. Chong Cha Hwa, Mr. Chu Kang Nam and Mr. Ngai Sai Chuen as independent non-executive directors.*