

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, makes no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



**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)**

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

**PROVISION OF LOAN**

The Board is pleased to announce that on 22 January 2016, the Company has entered into the 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\$100,000,000 for a term of 24 months.

**LISTING RULES IMPLICATIONS**

As certain of the applicable percentage ratios under Rule 14.07 of the Listing Rules in respect of the Loan granted to One Champion under the Loan Agreement exceed 5% but are less than 25%, the grant of the Loan constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules.

As the amount of the Loan granted to One Champion exceeds 8% under the assets ratio defined under Rule 14.07(1) of the Listing Rules, the grant of the Loan is subject to the general disclosure obligations under Rules 13.13 and 13.15 of the Listing Rules.

**PROVISION OF A LOAN**

The Board is pleased to announce that on 22 January 2016, the Company has entered into the 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\$100,000,000 for a term of 24 months, details of which are as follows:

\* *For identification purpose only*

## **LOAN AGREEMENT**

Date of Loan Agreement	:	22 January 2016
Lender	:	the Company
Borrower	:	One Champion
Principal	:	HK\$100,000,000
Interest rate	:	3% per annum
Term	:	24 months commencing from the Drawdown Date
Repayment	:	One Champion shall repay the interests and the principal amount at the end of the term of the Loan

The Loan is secured by the pledge of the 20% issued shares of One Champion held by Forever Success.

## **FUNDING OF THE LOAN**

The Company will finance the 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, 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.

\* *For identification purpose only*

## **REASONS FOR ENTERING INTO THE LOAN AGREEMENT**

One Champion Group is effectively owned by the Company as to 27% in December 2015. The entering into of the Loan Agreement will allow One Champion Group to obtain the additional funding for further 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) and fulfillment of its financial commitments falling due shortly.

Taking into account the satisfactory financial background of One Champion Group and that a stable revenue and cashflow stream from the interest income is expected, the Directors (including the independent non-executive Directors) consider that the terms of the 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.

## **LISTING RULES IMPLICATIONS**

As certain of the applicable percentage ratios under Rule 14.07 of the Listing Rules in respect of the Loan exceed 5% but are less than 25%, the grant of the Loan constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules.

As the amount of the Loan granted to One Champion exceeds 8% under the assets ratio defined under Rule 14.07(1) of the Listing Rules, the grant of the Loan is subject to the general disclosure obligations under Rules 13.13 and 13.15 of the Listing Rules.

## **DEFINITIONS**

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

“Board”	the board of Directors
“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 Loan are drawdown
“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

“Forever Success”	Forever Success Investments Limited, a company incorporated in the Republic of Seychelles and holds 43% issued share capital of One Champion
“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
“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 People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Loan Agreement”	the loan agreement entered into between the Company and One Champion on 22 January 2016, particulars of which are stated in the section headed “Loan Agreement”
“Loan”	a loan in the principal amount of HK\$100,000,000 provided by the Company to One Champion under the Loan Agreement
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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

Hong Kong, 22 January 2016

*As at the date of this announcement, the board of directors of the Company 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.*