



HERBERT
SMITH
FREEHILLS

Market Announcements Office
Australian Securities Exchange
20 Bridge Street
Sydney NSW 2000

24 May 2024
Matter 82743015
Via ASX Online

Dear Sir/Madam

Takeover bid by Zhaojin Capital (Hong Kong) Limited for Tietto Minerals Limited

We act for Zhaojin Capital (Hong Kong) Limited (**Zhaojin Capital**) in relation to its off market takeover bid under Chapter 6 of the *Corporations Act 2001* (Cth) (**Corporations Act**) for all of the fully paid ordinary shares in Tietto Minerals Limited ACN 143 493 118 (ASX:TIE) (**Tietto**).

Compulsory acquisition notices and related correspondence will be dispatched to Tietto shareholders who have not accepted the offer. A copy of that correspondence, which will be dispatched on 27 May 2024, is attached to this announcement. A copy of the compulsory acquisition notice is included by way of service pursuant to s661B(1)(d) of the Corporations Act.

Yours sincerely

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ZHAOJIN
ZHAOJIN MINING INDUSTRY COMPANY LIMITED

招金礦業股份有限公司

(a joint stock limited company incorporated in the People's Republic of China with limited liability)

27 May 2024

Dear Shareholder

Takeover bid by Zhaojin Capital (Hong Kong) Limited for Tietto Minerals Limited

As you may be aware, Zhaojin Capital (Hong Kong) Limited (**Zhaojin Capital**) and its associates have relevant interests in more than 90% of the shares in Tietto Minerals Limited ACN 143 493 118 (**Tietto**) as a result of its takeover offer.

Accordingly, Zhaojin Capital will now exercise its right to acquire the remaining shares under the compulsory acquisition provisions of the *Corporations Act 2001* (Cth) (**Corporations Act**). The compulsory acquisition will be on the same terms as the offer (that is, consideration of A\$0.68 per Tietto share).

According to our records, we did not receive an acceptance of our offer from you before the offer closed. Therefore, your Tietto shares will be compulsorily acquired.

On completion of the compulsory acquisition process, Zhaojin Capital will pay Tietto the consideration for the Tietto shares that it compulsorily acquires. Shareholders whose shares are compulsorily acquired will be sent a claim form advising them how to claim the consideration to which they are entitled. Tietto will give notice to shareholders once it has received the consideration and advise as to how you may claim the consideration. Subject to the Corporations Act, this will occur in approximately 5 weeks at the earliest.

Please see also the enclosed copy of ASIC Form 6021 – Notice of compulsory acquisition following takeover bid, which sets out further information on the compulsory acquisition process.

If you have any queries in relation to the compulsory acquisition process, please contact the Zhaojin Offer Information Line on 1300 918 419 (within Australia) or +61 3 9946 4423 (from outside of Australia), Monday to Friday (excluding public holidays) between 8.30am and 5.00pm (Sydney time).

Yours sincerely

Mr. Jiang Guipeng
Chairman
Zhaojin Capital (Hong Kong) Limited

Notice of compulsory acquisition following takeover bid

Notice

Description of class of securities to which the bid relates.

To each holder of:

Fully paid ordinary shares

('Bid class Securities')

In

Name of target company

Name ('the Company')

TIETTO MINERALS LIMITED

ACN/ARBN/ARSN

143493118

Tick applicable box(es)

☒

and each holder of securities that will or may be converted into, or confer rights to be issued, in the next 6 weeks, securities to which the bid related

☐

and each holder of non-transferable securities issued under an employee incentive scheme referred to in paragraph 2.

1. Under a takeover bid offers were made by

Name of bidder

Zhaojin Capital (Hong Kong) Limited

in respect of the acquisition of Bid Class Securities in the company.

Tick one box

The offers

☒

closed

☐

Are scheduled to close

Date offers closed or are scheduled to close on

Date

14/05/2024

[DD/MM/YY]

2. You are, as at the date of this notice, the holder of one or more of the following

Tick applicable box(es).
(See subsection 661A(4) and 4A))

☒

securities in respect of which the takeover offer was made but have not accepted the offer, (If you have accepted the offer but have received this notice you do not need to do anything in response to this notice— the bidder will acquire your securities under the offer,)

☒

securities to which the bid related issued after the end of the offer period and before the date of this notice

☒

securities that will or may be converted into, or confer rights to be issued, in the next 6 weeks, securities to which the bid related

☐

securities issued under an employee incentive scheme to which restrictions on transfer apply under the company's constitution or the terms of issue, being

Description of securities

☐

The following securities in the bid class in which the bidder has a relevant interest

Description of securities

3. The bidder gives you notice under subsection 661B(1) of the Corporations Act 2001 ('the Act') that the bidder has become entitled pursuant to subsection

Tick one box

☒

661 A(1)

☐

661 A(3) of the Act to compulsorily acquire your securities and desires to acquire those securities.

	<div>4.</div> <div>Under section 661D of the Act, you have the right, by notice in writing given to the bidder within one month after this notice is lodged with ASIC, to ask the bidder for a written statement of the names and addresses of everyone else the bidder has given this notice to.</div>
Date of lodgement	<div>This notice was lodged with ASIC on</div> <div>Date</div> <div>24/05/2024</div> <div>[DD/MM/YY]</div>
Insert paragraph 4A only where alternative forms of consideration were offered under the bid.	<div>4A.</div> <div>You are entitled, within one month after being given this notice (see paragraph 8), or within 14 days after being given a statement requested under section 661D of the Act (as referred to in paragraph 4 of this notice), whichever is the later, by notice in writing to the bidder, to elect which of the following forms of consideration will apply to the acquisition of your securities:</div>
Details of alternative terms.	<div></div> <div>If you do not elect which of the alternative forms of consideration will apply to the acquisition of your securities, the form of consideration that will apply will be:</div>
Set out the terms that will apply	<div></div>
	<div>5.</div> <div>Under section 661E of the Act, you have the right, within one month after being given this notice (see paragraph 8) or within 14 days after being given a statement requested under section 661D of the Act (as referred to in paragraph 4 of this notice), whichever is later, to apply to the Court for an order that the securities not be compulsorily acquired.</div>
	<div>6.</div> <div>The bidder is entitled and bound to acquire the securities on the terms that applied under the takeover bid immediately before</div>
Tick one box	<div><input type="checkbox"/> this notice was given.</div> <div><input checked="" type="checkbox"/> the end of the offer period.</div>
	<div>7.</div> <div>Unless the Court otherwise orders, on application made by you under section 661E of the Act within one month after being given this notice (see paragraph 8) or within 14 days after being given a statement under section 661D (as referred to in paragraph 4 of this notice), whichever is the later, the bidder must comply with paragraph 6 of this notice.</div>
	<div>8.</div> <div>A notice sent by post to you is taken to be given to you 3 days after it is posted.</div>

Signature	<div>Name of person signing</div> <div>Jiang Guipeng</div>
	<div>Capacity</div> <div>On behalf of the Regulated Entity named in this document as a director of that entity</div>
	<div>Signature</div> <div>Jiang Guipeng</div>
	<div>Date signed</div> <div>24-May-2024 09:27</div>

Lodgement

For more information
Web www.asic.gov.au
Need help? www.asic.gov.au/question

Telephone 1300 300 630