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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)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**SGM**”) of China Mining Resources Group Limited (the “**Company**”) will be held at Room 1306, 13th Floor, Bank of America Tower, 12 Harcourt Road, Admiralty, Hong Kong on Thursday, 24 December 2015 at 10:30am for the purpose of considering and, if thought fit, passing (with or without amendments) the following resolution as ordinary resolution:

ORDINARY RESOLUTION

“**THAT:**

- (a) the conditional placing agreement (the “**Placing Agreement**”) entered into between the Company and Guoyuan Capital (Hong Kong) Limited as placing agent dated 11 August 2015 (as varied and supplemented by an agreement dated 11 November 2015) in relation to the placing of a maximum of 4,000,000,000 new shares of the Company (the “**Placing Shares**”) at a price of HK\$0.10 each on a best effort basis (a copy of the Placing Agreement has been produced to the SGM marked “A” and signed by the chairman of the SGM for the purpose of identification) and all the transactions contemplated thereunder (including the allotment and issue of the Placing Shares pursuant thereto) be and are hereby approved;
- (b) the directors of the Company be and are hereby specifically authorised to allot and issue the Placing Shares in accordance with the terms of the Placing Agreement; and

* *For identification purposes only*

- (c) any one director of the Company be and is hereby authorised to sign, execute, perfect, deliver and do all such documents, deeds, acts, matters and things, as the case may be in his discretion consider necessary, desirable or expedient to give effect to the Placing Agreement and all the transactions contemplated thereunder (including the allotment and issue of the Placing Shares pursuant thereto) and to agree to such variation, amendment or waiver as are, in the opinion of such director of the Company, in the interest of the Company provided that such variation, amendment or waiver shall not be fundamentally different from the terms as provided in the Placing Agreement.”

By Order of the Board
China Mining Resources Group Limited
Leung Lai Ming
Company Secretary

Hong Kong, 8 December 2015

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Head office and principal place of business:

Room 1306, 13th Floor,
Bank of America Tower,
12 Harcourt Road,
Admiralty,
Hong Kong

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint one or if he holds two or more shares, more than one proxy to attend and vote in his stead. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy must be lodged with the Company's branch share registrar in Hong Kong, Union Registrars Limited of A18/F., Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong, together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney, not less than 48 hours before the time for holding the meeting or adjourned meeting.
3. Where there are joint holders of a share of the Company, any one of such holders may vote at the meeting, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such holders are present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding. Several executors or administrators of a deceased member in whose name any share stands shall for this purpose be deemed joint holders thereof.
4. Delivery of an instrument appointing a proxy shall not preclude a member of the Company from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.

5. If Typhoon Signal No. 8 or above, or a “black” rainstorm warning is in effect any time after 8:30 a.m. on the date of the special general meeting, the meeting will be postponed. The Company will post an announcement on the website of Company at www.chinaminingresources.com and on the HKExnews website of the Stock Exchange at www.hkexnews.hk to notify Shareholders of the date, time and place of the rescheduled meeting.

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