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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)

**COMPLETION OF
PLACING OF NEW SHARES UNDER SPECIFIC MANDATE**

Placing Agent



The Board is pleased to announce that the conditions set out in the Placing Agreement (as varied by the Placing Supplemental Agreements) have been fulfilled, and completion of the Placing took place on 31 December 2015 in accordance with the terms and conditions of the Placing Agreement (as varied by the Placing Supplemental Agreements).

An aggregate of 4,000,000,000 Placing Shares, representing approximately 23.65% of the issued share capital of the Company immediately after completion of the Placing, have been successfully placed to not less than six Places, who and whose ultimate beneficial owners are Independent Third Parties.

The net proceeds from the Placing are approximately HK\$396 million.

Reference is made to the circular of China Mining Resources Group Limited (the “**Company**”) dated 8 December 2015 (the “**Circular**”) in relation to the placing of up to 4,000,000,000 new shares of the Company under specific mandate. Unless otherwise defined in this announcement, capitalised terms used herein shall have the same meanings as those defined in the Circular.

* *For identification purposes only*

COMPLETION OF THE PLACING

The Board is pleased to announce that the conditions set out in the Placing Agreement (as varied by the Placing Supplemental Agreements) have been fulfilled, and completion of the Placing took place on 31 December 2015 in accordance with the terms and conditions of the Placing Agreement (as varied by the Placing Supplemental Agreements). An aggregate of 4,000,000,000 Placing Shares, representing approximately 23.65% of the issued share capital of the Company immediately after completion of the Placing, have been successfully placed to not less than six Placees at the Placing Price of HK\$0.10 per Placing Share.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, (i) each of the Placees and, where appropriate, their respective ultimate beneficial owners, is an Independent Third Party; and (ii) none of the Placees becomes a substantial Shareholder (as defined under the Listing Rules) upon completion of the Placing. The net proceeds from the Placing are approximately HK\$396 million.

EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

The table below set out the changes to the shareholding structure of the Company as a result of completion of the Placing:

Shareholders	Immediately before completion of the Placing		Immediately after completion of the Placing	
	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>
Ms. Ho Ping Tanya	3,300,000,000	25.55	3,300,000,000	19.51
Placees	—	—	4,000,000,000	23.65
Public Shareholders	<u>9,614,972,211</u>	<u>74.45</u>	<u>9,614,972,211</u>	<u>56.84</u>
Total	<u><u>12,914,972,211</u></u>	<u><u>100.00</u></u>	<u><u>16,914,972,211</u></u>	<u><u>100.00</u></u>

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

Hong Kong, 31 December 2015

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.