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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 THE MAJOR TRANSACTION IN RELATION TO
THE ACQUISITION OF THE REMAINING INTEREST
IN THE TARGET COMPANY**

Financial Adviser



信溢投資策劃有限公司
CHALLENGE CAPITAL MANAGEMENT LIMITED

Reference is made to the announcements of China Mining Resources Group Limited (the “**Company**”) dated 4 August 2016, 30 September 2016, 14 October 2016 and 26 October 2016 and the circular of the Company dated 31 October 2016 (the “**Circular**”) in relation to the Acquisition. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Circular.

The Board is pleased to announce that all conditions precedent under the Agreement have been fulfilled and the Completion took place on 27 January 2017. Following the Completion, the Target Company has become an indirect wholly-owned subsidiary of the Company and its financial information will be consolidated into the Company’s financial statements.

At Completion on 27 January 2017, the Purchaser allotted and issued 3,507,750,000 Consideration Shares, of which 1,655,250,000 new Shares were issued to Forever Success and 1,852,500,000 new Shares were issued to Supreme Success.

On 27 January 2017, the 43% of the total issued share capital of the Target Company which were previously pledged by Forever Success to the Company pursuant to the First Loan Agreement and the Second Loan Agreement has been released by the Company.

CHANGES OF SHAREHOLDING STRUCTURE

To the best knowledge, information and belief of the Directors and having made all reasonable enquiries, the following table sets out the shareholding structure of the Company (i) immediately before the Completion and the allotment and issue of Consideration Shares; and (ii) immediately after the Completion and the allotment and issue of Consideration Shares:

| Shareholders | (i) immediately before the Completion and the allotment and issue of Consideration Shares | | (ii) immediately after the Completion and the allotment and issue of Consideration Shares | |
|------------------------|--|----------------------|--|----------------------|
| | No. of Shares | % | No. of Shares | % |
| Ms. Ho Ping Tanya | 3,300,000,000 | 19.51 | 3,300,000,000 | 16.16 |
| Vendors | | | | |
| <i>Forever Success</i> | — | — | 1,655,250,000 | 8.10 |
| <i>Supreme Success</i> | — | — | 1,852,500,000 | 9.07 |
| Public Shareholders | <u>13,614,972,211</u> | <u>80.49</u> | <u>13,614,972,211</u> | <u>66.67</u> |
| Total | <u><u>16,914,972,211</u></u> | <u><u>100.00</u></u> | <u><u>20,422,722,211</u></u> | <u><u>100.00</u></u> |

By Order of the Board
China Mining Resources Group Limited
Yeung Kwok Kuen
Executive Director

Hong Kong, 27 January 2017

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.