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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 : 340)

NOTICE OF THE SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Special General Meeting 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 Monday, 6 December 2010 at 2:30 p.m. for the purpose of considering and, if thought fit, passing with or without amendments the following resolutions as Ordinary Resolutions:

ORDINARY RESOLUTIONS

1. “**THAT**, conditional upon the passing of the resolution set out in Resolution 2 in the notice convening this meeting:
 - a. the sale and purchase agreement dated 2 October 2010 (the “**Agreement**”) (a copy of which is produced to this meeting marked “A” and initialed by the chairman of the meeting for identification purposes) entered into by (i) Famous Class Limited (the “**Purchaser**”) as purchaser; (ii) Ms. Ho Ping Tanya, Double Joy Enterprise Limited and Skypro Holdings Limited (collectively, the “**Vendors**”) as vendors; and (iii) Mr. Wong Chiu Fung as guarantor pursuant to which the Vendors agreed to sell, and the Purchaser agreed to purchase, 70% of the issued share capital of Year Joy Investments Limited, a company incorporated in the British Virgin Islands, for a consideration of HK\$1,386 million be and is hereby approved, confirmed and ratified;
 - b. the allotment and issue of an aggregate of 2,347,620,000 ordinary shares of HK\$0.10 each (“**Shares**”) in the share capital of the Company at an issue price of HK\$0.21 per Share for the settlement of part of the consideration of HK\$1,386 million pursuant to the terms of the Agreement be and is hereby approved;
 - c. the allotment and issue of an aggregate of 3,776,190,000 convertible preference shares of HK\$0.10 each (“**Convertible Preference Shares**”) to be created in the share capital of the Company pursuant to Resolution 2 in the notice convening this meeting, with rights and privileges, and subject to the restrictions set out in paragraph d. below, at an issue price of

* *For identification purpose only*

HK\$0.21 per Convertible Preference Share for the settlement of part of the consideration of HK\$1,386 million pursuant to the terms of the Agreement and the allotment and issue of Shares upon exercise of the conversion rights attaching to the Convertible Preference Shares be and are hereby approved;

- d. the Convertible Preference Shares shall have attached thereto the following rights and privileges and be subject to the following restrictions:

(1) Dividend, bonus issue, distribution and voting right

Holders of the Convertible Preference Shares shall not be entitled to any dividend payment or any distribution (including bonus issue) of the Company other than interests at the rate of 1% per annum on the issue price of HK\$0.21 per Convertible Preference Share, payable on the last day of every 6 months of the date of issue of the Convertible Preference Shares (the “**Interest Payment Date**”). In the event that the Interest Payment Date is not a Business Day (as defined below), the next Business Day shall be regarded as the Interest Payment Date. The Convertible Preference Shares shall not carry any voting right.

(2) Transferability

The Convertible Preference Shares are freely transferable. Any transfer shall be in compliance with the bye-laws of the Company (the “**Bye-laws**”), applicable laws and regulatory requirements, including the rules of any stock exchange on which the securities of the Company are listed.

(3) Moratorium and Conversion

- a. Subject to paragraph 3(b) below, holders of the Convertible Preference Shares shall have the right (the “**Conversion Right**”) to convert the Convertible Preference Shares into Shares at the conversion ratio of one Convertible Preference Share convertible into one Share (the “**Conversion Ratio**”), subject to adjustment in the manner provided in paragraph 4 below, on a Business day (other than a Saturday, Sunday, a public holiday or a day on which a tropical cyclone warning No. 8 or above or a “black rainstorm warning signal” is hoisted in Hong Kong at any time between 9:00a.m. and 5:00p.m.) on which licensed banks in Hong Kong are open for general banking business (the “**Business Day**”) at any time after the issue of the Convertible Preference Shares.

- b. If the issue of the Shares following the exercise of the Conversion Right by a holder of the Convertible Preference Shares would result in (a) a holder of the Convertible Preference Shares and parties in concert with it (within the meaning of the Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”), taken together, directly or indirectly controlling or being interested in 30% or more of the entire issued capital of the Company (or such other percentage may from time to time be specified in the Takeovers Code as being the level for triggering a mandatory general offer) as at the date of conversion unless either (i) the holder and parties in concert with it comply with the Takeovers Code and make a general offer to acquire for all the Shares not already owned by them; or (ii) a whitewash waiver to waive the requirement for the holder and parties in concert with it to make the mandatory general offer is approved by the independent shareholders of the Company and is granted by the Executive Director of the Corporate Finance Division of the Securities and Futures Commission pursuant to the Takeovers Code) before the date of completion of the conversion; and (b) the Company not meeting the requirement under the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) applicable to the Company that not less than 25% or the minimum percentage as set out in the Listing Rules from time to time shall be held by the public (the “**Public Float Requirement**”) immediately after the conversion; then the number of Shares to be issued pursuant to such conversion shall be limited to the maximum number of Shares issuable by the Company which would not result in a breach of the Public Float Requirement or a mandatory general offer being triggered under the Takeovers Code (as the case may be), and the balance of the Conversion Right attached to the Convertible Preference Shares which the holder of the Convertible Preference Shares sought to convert shall be suspended until such time when the Company is able to issue new Shares in satisfaction of the exercise of the said balance of the Conversion Right in compliance with the Public Float Requirement or without triggering a mandatory general offer under the Takeovers Code or the general offer is made by the holder and parties acting in concert with it or a whitewash waiver is approved and granted as set out above.
- c. The Conversion Right may, subject as provided herein, be exercised by a holder of the Convertible Preference Shares delivering, at its own expense, during normal business hours on a Business Day to the principal place of business of the Company in Hong Kong a notice (the “**Conversion Notice**”) duly completed and signed stating the intention of such holder to convert and the address in Hong Kong for the delivery of the certificate(s) for the Shares arising from such conversion together with the original certificate(s) of the Convertible Preference Shares. The Company shall be responsible for payment of all taxes and stamp, issue and registration fees and duties (if any), and the levies and charges (if any) of the Stock Exchange arising on any such conversion. A Conversion Notice once delivered shall be irrevocable.

- d. The Shares arising from the conversion shall be allotted and issued by the Company, credited as fully paid, to the holder of the relevant Convertible Preference Shares or its designated nominee(s) as it may in writing direct on the day on which the Conversion Notice is given to the Company, and the Company shall within 21 Business Days thereafter issue certificate(s) for the relevant Shares to which the holder of the relevant Convertible Preference Shares or such person as it may direct shall become entitled on exercise of its Conversion Right in board lots with one certificate for any odd lot of Shares arising from the conversion (unless otherwise directed by the relevant holder) and shall deliver such certificate(s) to the relevant holder at the address in Hong Kong set out in the Conversion Notice (or, in the absence of such address in the Conversion Notice, the registered address of such holder) and, if applicable, a new certificate for any unconverted Convertible Preference Shares.
- e. Conversion of the Convertible Preference Shares shall be effected in such manner as the directors of the Company shall subject to the Bye-laws and to any other applicable laws and regulations, from time to time determine provided that no conversion shall take place if to do so would result in the Shares arising from the conversion being issued at a price below their nominal value as at the date of the conversion.
- f. Shares arising on conversion shall carry the right to receive all dividends and other distributions declared, made or paid upon the Shares by reference to any record date on or after the date of surrender of the certificate(s) for the Convertible Preference Shares and the delivery of the Conversion Notice and shall rank pari passu in all other respects and form one class with the Shares then in issue and fully paid.
- g. Until such time as all Convertible Preference Shares have been converted to Shares, the Company shall:
 - i. at all times keep available for issue and free of all liens, charges, options, mortgages, pledges, claims, equities, encumbrances and other third-party rights of any nature, and not subject to any pre-emptive rights out of its authorised but unissued share capital such number of authorised but unissued Shares as would enable all Convertible Preference Shares to be converted to Shares and any other rights of conversion into, subscription for or exchange into Shares to be satisfied in full; and
 - ii. use its best endeavours to maintain the listing of the Shares on the Main Board of the Stock Exchange.

(4) Adjustment to conversion

- a. If while any of the Convertible Preference Shares remain outstanding, the Company shall subdivide or consolidate the Shares, the Conversion Ratio applicable to any subsequent conversion shall in the case of a subdivision be increased or in the case of a consolidation be reduced proportionately.
- b. Save as provided in paragraph 4(a), no adjustment will be made to the Conversion Ratio as a result of any other changes to the share capital of the Company, including without limitation to the generality of the foregoing, any bonus issue, scrip dividend or other distribution and any rights issue or other issue of shares, options to subscribe for or any other securities convertible into Shares.
- c. Any adjustment to the Conversion Ratio shall be made to the nearest whole number such that in the event of any fraction of a whole number of Shares in the case of a conversion, such fraction shall be rounded down to the nearest whole number of Shares.
- d. Whenever the Conversion Ratio is adjusted as herein provided, the Company shall as soon as possible but no later than 28 days of the event giving rise to such adjustment give written notice to the holders of the Convertible Preference Shares that the Conversion Ratio has been adjusted (setting out brief particulars of the event giving rise to the adjustment, the Conversion Ratio in effect prior to such adjustment, the adjusted Conversion Ratio and the effective date thereof) and such notice shall be conclusive and binding.

(5) Rights in liquidation

On a return of capital in liquidation or otherwise the assets of the Company available for distribution among the members of the Company, holders of the Convertible Preference Shares and the Shares shall rank *pari passu* with each other.

(6) Listing

No listing of the Convertible Preference Shares will be sought on the Stock Exchange or on any other stock exchanges. Application will be made to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Shares which may fall to be issued upon the exercise of the Conversion Right attaching to the Convertible Preference Shares.

- e. any one director of the Company be and is hereby authorized for and on behalf of the Company to do all such things and to sign, seal with the common seal of the Company, execute, perfect and deliver all such documents as he or she may in his or her discretion

consider necessary, desirable or expedient, for the purpose or in connection with the implementation of and/or to give effect to any matters relating to the Agreement and all transactions contemplated thereunder.”

2. “**THAT**, the authorized share capital of the Company be and is hereby increased from HK\$1,000,000,000 divided into 10,000,000,000 Shares to HK\$5,000,000,000 divided into 46,223,810,000 Shares and 3,776,190,000 Convertible Preference Shares by the creation of an additional 36,223,810,000 Shares and 3,776,190,000 Convertible Preference Shares.”

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

Hong Kong, 19 November 2010

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

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, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, 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.

As at the date of this announcement, the board of directors of the Company comprises, Dr. You Xian Sheng, Mr. Chen Shou Wu, Mr. Wang Hui and Mr. Yeung Kwok Kuen as executive directors, Mr. Lam Ming Yung as non-executive director and Mr. Chan Sze Hon, Mr. Chu Kang Nam, Mr. Goh Choo Hwee and Mr. Lin Xiang Min as independent non-executive directors.