
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China Mining Resources Group Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or other transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

**PROPOSED CHANGE OF AUDITORS
AND
NOTICE OF SGM**

Terms used in this cover shall have the same meanings as defined in this circular.

A notice convening the special general meeting of the Company to be held at Room 1306, 13/F., Bank of America Tower, 12 Harcourt Road, Admiralty, Hong Kong on Monday, 19 December 2016 at 2:30 p.m. is set out on pages 5 to 6 of this circular. Whether or not you are able to attend the meeting in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar of the Company in Hong Kong, Union Registrars Limited of Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, as soon as possible but in any event not less than 48 hours before the time for holding the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

2 December 2016

* For identification purpose only

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DEFINITION

In this circular, unless the context otherwise required, the following terms and expressions shall have the following meanings when used herein:

“Asian Alliance”	Asian Alliance (HK) CPA Limited
“BDO”	BDO Limited
“Board”	the board of Directors
“Change of Auditors”	the proposed appointment of BDO as new auditors of the Company following the resignation of Asian Alliance, the former auditors of the Company
“Company”	China Mining Resources Group Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the main board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“SGM”	the special general meeting of the Company to be convened for the purpose of considering and, if thought fit, approving the Change of Auditors
“Shareholder(s)”	holder(s) of the ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Wang Hui

Mr. Fang Yi Quan

Mr. Yeung Kwok Kuen

Registered office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

Independent Non-executive Directors:

Mr. Chong Cha Hwa

Mr. Chu Kang Nam

Mr. Ngai Sai Chuen

*Head office and principal place of
business in Hong Kong:*

Room 1306, 13th Floor,

Bank of America Tower,

12 Harcourt Road, Admiralty,

Hong Kong

2 December 2016

To the Shareholders,

Dear Sir or Madam,

PROPOSED CHANGE OF AUDITORS AND NOTICE OF SGM

INTRODUCTION

Reference is made to the announcement of the Company dated 29 November 2016 in relation to the Change of Auditors. The purpose of this circular is to provide you with further information regarding the Change of Auditors and to give you the notice of the SGM in order to enable you to make an informed decision as to whether to vote for or against the ordinary resolution relating to the Change of Auditors.

* *For identification purpose only*

LETTER FROM THE BOARD

CHANGE OF AUDITORS

As set out in the announcement of the Company dated 29 November 2016, the Directors have announced that Asian Alliance, the auditors of the Company, have resigned as the auditors of the Company with effect from 28 November 2016 as the Company and Asian Alliance could not reach an agreement on the audit fee for the financial year ended 31 December 2016.

Asian Alliance were re-appointed as auditors of the Company at the last annual general meeting of the Company held on 27 May 2016 to hold office until the conclusion of the next annual general meeting of the Company. The Company received a notice of resignation from Asian Alliance in respect of their resignation as auditors of the Company and its subsidiaries with effect from 28 November 2016.

The Board proposed to appoint BDO as the auditors of the Company to fill the casual vacancy following the resignation of Asian Alliance and to hold office until the conclusion of the next annual general meeting of the Company. Pursuant to Bye-law 157 of the Bye-laws of the Company, the SGM is convened to approve the appointment.

In the notice of resignation to the Company, Asian Alliance have confirmed that there are no circumstances connected with their resignation which they considered need to be brought to the attention of the members of the Company or its subsidiaries. To the best knowledge of the Directors, there are also no circumstances in respect of the Change of Auditors which they consider should be brought to the attention of the Shareholders.

GENERAL

The SGM will be held at Room 1306, 13/F., Bank of America Tower, 12 Harcourt Road, Admiralty, Hong Kong on Monday, 19 December 2016 at 2:30 p.m. for the purpose of considering and, if thought fit, approving the ordinary resolution in respect of the Change of Auditors.

The notice convening the SGM is set out on pages 5 to 6 of this circular. A form of proxy for use at the SGM is enclosed. Whether or not you are able to attend the SGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, as soon as possible but in any event not less than 48 hours before the time scheduled for the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending or voting in person at the SGM or any adjourned meeting should you so wish and in such event, the form of proxy shall be deemed to be revoked.

LETTER FROM THE BOARD

RECOMMENDATION

Having considered the circumstances set out as above, the Directors believe that the Change of Auditors is in the best interests of the Company and the Shareholders as a whole.

The Directors therefore recommend the Shareholders to vote in favour of the resolution to be proposed at the SGM to approve the Change of Auditors.

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

NOTICE OF SPECIAL GENERAL MEETING



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 SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of China Mining Resources Group Limited (the “**Company**”) will be held at Room 1306, 13/F., Bank of America Tower, 12 Harcourt Road, Admiralty, Hong Kong on Monday, 19 December 2016 at 2:30 p.m. for the purpose of considering and, if thought fit, approving the following resolution as an ordinary resolution of the Company, with or without amendments:

ORDINARY RESOLUTION

1. “**THAT** BDO Limited be and are hereby appointed as auditors of the Company to fill the vacancy following the resignation of Asian Alliance (HK) CPA Limited, and to hold office until the conclusion of the next annual general meeting of the Company and that the board of directors of the Company be authorised to fix their remuneration.”

On behalf of the Board

China Mining Resources Group Limited

Yeung Kwok Kuen

Executive Director

Hong Kong, 2 December 2016

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head office and principal place of business
in Hong Kong:*

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

* *For identification purpose only*

NOTICE OF SPECIAL GENERAL MEETING

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 Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, 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 11:30 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.