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**If you have sold or transferred** all your shares in **China Mining Resources Group Limited**, you should at once hand this circular, together with the accompanying form of proxy, to the purchaser or to the bank or licenced securities dealer 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: 00340)**

**CHANGE OF AUDITORS  
AND  
NOTICE OF SPECIAL GENERAL MEETING**

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A notice convening a special general meeting of the Company to be held at 2:30 p.m. on Friday, 10 February 2012 at Room 1306, 13/F., Bank of America Tower, 12 Harcourt Road, Admiralty, Hong Kong is set out on pages 5 to 6 of this circular. Whether or not you are able to attend the meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Union Registrars Limited at 18/F., Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting at the special general meeting or any adjournment thereof should you so wish.

19 January 2012

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## DEFINITIONS

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*In this circular, the following expressions shall have the following meanings unless the context requires otherwise:*

“Board”	board of Directors
“Change of Auditors”	the proposed appointment of ZHONGLEI as new auditors of the Company following the resignation of Deloitte, the former auditors of the Company
“Company”	China Mining Resources Group Limited, a company incorporated in Bermuda whose shares are listed on the Stock Exchange (stock code: 00340)
“Deloitte”	Deloitte Touche Tohmatsu
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange
“SGM”	special general meeting of the Company to be held to consider and, if thought fit, to approve the Change of Auditors
“Share(s)”	share(s) of HK\$0.10 each in the capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“ZHONGLEI”	ZHONGLEI (HK) CPA Company Limited

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## LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Dr. You Xian Sheng (*Chairman*)

Mr. Chen Shou Wu

*(Deputy Chairman, Chief Executive Officer and  
Chief Investment Officer)*

Mr. Wang Hui

Mr. Yeung Kwok Kuen (*Chief Financial Officer*)

Mr. Fang Yi Quan

*Independent Non-executive Directors:*

Mr. Chong Cha Hwa

Mr. Chu Kang Nam

Mr. Lin Xiang Min

*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

19 January 2012

*To the Shareholders*

Dear Sir or Madam,

### **CHANGE OF AUDITORS AND NOTICE OF SPECIAL GENERAL MEETING**

#### **INTRODUCTION**

Reference is made to the announcement of the Company dated 17 January 2012 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

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## LETTER FROM THE BOARD

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### REASONS OF CHANGE OF AUDITORS

As set out in the announcement of the Company dated 30 November 2011 (the “Previous Announcement”), the Directors have announced that Deloitte, the former auditors of the Company, have resigned as the auditors of the Company with effect from 25 November 2011. Please refer to the Previous Announcement for reasons and further details of resignation of Deloitte.

Deloitte were re-appointed as auditors of the Company at the last annual general meeting of the Company held on 20 May 2011 to hold office until the conclusion of the next annual general meeting of the Company. The Company received a notice of resignation from Deloitte in respect of their resignation as auditors of the Company and its subsidiaries with effect from 25 November 2011. The Board proposed to appoint ZHONGLEI as auditors of the Company to fill the casual vacancy following the resignation of Deloitte 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.

As mentioned in the Previous Announcement, in the notice of resignation to the Company, Deloitte have confirmed that, save as disclosed in the Previous Announcement, there are no circumstances connected with their resignation which they considered should be brought to the attention of the Shareholders. To the best knowledge of the Directors, there are also no disagreement between the Company and Deloitte and there are no other matters in respect of the Change of Auditors which they consider should be brought to the attention of the Shareholders.

### THE SGM

A notice convening the SGM at which ordinary resolution will be proposed to consider and if thought fit, to approve the Change of Auditors. The resolution regarding the Change of Auditors will be proposed at the SGM for approval by the Shareholders as set out in this circular.

The voting in respect of the approval of the resolution at the SGM will be conducted by way of poll.

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## LETTER FROM THE BOARD

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A form of proxy for use at the SGM is enclosed with this circular. 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 as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the SGM (or any adjournment thereof). Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM (or any adjournment thereof) should you so wish.

An announcement will be made by the Company following the conclusion of the SGM to inform the Shareholders of the results of the SGM.

### **RECOMMENDATIONS**

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.

By Order of the board of  
**China Mining Resources Group Limited**  
**Chen Shou Wu**  
*Deputy Chairman and Chief Executive Officer*

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## NOTICE OF SGM

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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 IS HEREBY GIVEN** that a special general meeting of China Mining Resources Group Limited 中國礦業資源集團有限公司\* (the “**Company**”) will be held at Room 1306, 13/F., Bank of America Tower, 12 Harcourt Road, Admiralty, Hong Kong on Friday, 10 February 2012 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**

“**THAT** ZHONGLEI (HK) CPA Company Limited be and are hereby appointed as auditors of the Company to fill the vacancy following the resignation of Deloitte Touche Tohmatsu, 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.”

By the Order of the Board of

**China Mining Resources Group Limited**

**Chen Shou Wu**

*Deputy Chairman and Chief Executive Officer*

Hong Kong, 19 January 2012

*Registered Office:*

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

\* *For identification purpose only*

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## NOTICE OF SGM

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*Notes:*

1. A form of proxy for use at the special general meeting of the Company is enclosed.
2. A member entitled to attend and vote at the above 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.
3. 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, at 18/F., Fook Lee Commercial Centre, 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.
4. 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 hereof, the Board comprises Dr. You Xian Sheng, Mr. Chen Shou Wu, Mr. Wang Hui, Mr. Yeung Kwok Kuen and Mr. Fang Yi Quan as executive directors, Mr. Chong Cha Hwa, Mr. Chu Kang Nam, and Mr. Lin Xiang Min as independent non-executive directors.*