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If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult a 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 **INNOMAXX Biotechnology Group Limited** (the "Company"), you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or the transferee or to the bank or stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.



INNOMAXX BIOTECHNOLOGY GROUP LIMITED

創富生物科技集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 00340)

**PROPOSED CHANGE OF COMPANY NAME,
PROPOSED ELECTION OR RE-ELECTION OF DIRECTORS
AND
CHANGE OF AUDITORS**

A notice convening the special general meeting of the Company to be held on Monday, 8 January 2007 at 10:00 a.m. at Suites 3206–3211, 32/F., One International Finance Centre, 1 Harbour View Street, Hong Kong is set out on pages 10 to 11 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 share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 46/F., Hopewell Centre, 183 Queen's Road East, 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 meeting if you so wish.

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DEFINITIONS

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

“Acquisition”	the acquisition of 57% equity interests in Lead Sun Investments Limited and related sale debts by the Company pursuant to an agreement dated 12 July 2006 entered into between, amongst others, the Company, AIM Elite Limited, Long Cheer Group Limited, Fit Plus Limited and See Good Group Limited
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company
“Company”	INNOMAXX Biotechnology Group Limited, an exempted company incorporated in Bermuda with limited liability and the securities of which are listed on the Main Board of the Stock Exchange
“Directors”	the directors of the Company
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	11 December 2006, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Placing”	the placing of 1,000,000,000 Shares pursuant to an agreement dated 7 July 2006 entered into between the Company and Goldbond Securities Limited (subject to an over-allotment option of 150,000,000 Shares)
“PRC”	the People’s Republic of China which excludes Hong Kong, Macau Special Administrative Region and Taiwan
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“SGM”	the special general meeting of the Company to be held on Monday, 8 January 2007 at 10:00 a.m at Suites 3206–3211, 32/F., One International Finance Centre, 1 Harbour View Street, Hong Kong

DEFINITIONS

“Share(s)”	ordinary share(s) of HK\$0.10 each in the capital of the Company
“Shareholder(s)”	the holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong

LETTER FROM THE BOARD



INNOMAXX BIOTECHNOLOGY GROUP LIMITED

創富生物科技集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 00340)

Executive Directors:

Mr. Cai Yuan

Mr. Luk Kin Peter Joseph

Independent Non-executive Directors:

Mr. Lee Kwan Hung

Dr. Tang Tin Sek

Mr. Chan Siu Tat

Registered office:

Clarendon House

Church Street

Hamilton HM11

Bermuda

Principal place of business

in Hong Kong:

Suites 3206–3211, 32/F

One International Finance Centre

1 Harbour View Street

Hong Kong

15 December 2006

To the Shareholders

Dear Sir or Madam,

**PROPOSED CHANGE OF COMPANY NAME,
PROPOSED ELECTION OR RE-ELECTION OF DIRECTORS
AND
CHANGE OF AUDITORS**

INTRODUCTION

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the SGM relating to (i) the change of name of the Company; (ii) the election or re-election of Directors; and (iii) change of auditors of the Company. A notice of the SGM in relation to the proposals is set out on pages 10 to 11 of this circular.

* For identification purpose only

LETTER FROM THE BOARD

PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the name of the Company from “INNOMAXX Biotechnology Group Limited” to “China Mining Resources Group Limited”. It is also proposed that subject to the new English name of the Company becoming effective, the Company will adopt “中國礦業資源集團有限公司” as its new Chinese name for identification purposes only. The English and Chinese stock short names of the Company will also be changed.

Conditions

The proposed change of Company name is subject to the following conditions being fulfilled:

- (i) the passing of a special resolution by the shareholders of the Company at the SGM; and
- (ii) the Registrar of Companies in Bermuda approving the proposed change of Company name.

Subject to the above conditions being fulfilled, the proposed new name of the Company will take effect from the date on which the new name is entered on the Registrar of Companies in Bermuda. A further announcement will be made when the proposed new name has become effective.

Reasons for the proposed change of Company name

The proposed change of Company name is to signify the Company’s intention to develop the mining business.

Effects on change of Company name

Upon the proposed change of Company name becoming effective, all existing share certificates bearing the previous name(s) of the Company including the current name of “INNOMAXX Biotechnology Group Limited” will continue to be evidence of title to Shares and will continue to be valid for trading, settlement and registration purposes and the rights of the Shareholders will not be affected as a result of the change of Company name. Accordingly, there will not be any arrangements for free exchange of existing share certificates for new share certificates under the proposed new name of the Company. However, upon request by the Shareholders, exchange of certificates for new share certificates will be effected on payment of a fee of HK\$2.50 (or such higher amount as may from time to time be allowed by the Stock Exchange) of each share certificate issued or cancelled. Should the proposed change of Company name becomes effective, any issue of share certificates thereafter will be in the new Company name and the Shares will be traded on the Stock Exchange in the new name.

LETTER FROM THE BOARD

PROPOSED ELECTION OR RE-ELECTION OF DIRECTORS

The Board currently consists of five Directors, namely Mr. Cai Yuan, Mr. Luk Kin Peter Joseph as executive Directors, and Mr. Lee Kwan Hung, Dr. Tang Tin Sek and Mr. Chan Siu Tat as independent non-executive Directors.

Pursuant to Bye-law 86(2) of the Bye-laws of the Company, any director appointed to fill a casual vacancy shall hold office only until the next following annual general meeting of the Company. However, pursuant to code provision A.4.2 of the Code on Corporate Governance Practices (Appendix 14 of the Listing Rules), all directors appointed to fill a casual vacancy should be subject to election by shareholders at the first general meeting after their appointment. Thus, Mr. Chan Siu Tat who was appointed as director to fill casual vacancy pursuant to Bye-Law 86(2) of the Bye-laws of the Company shall retire and, being eligible, has offered himself for re-election as Director.

As set out in the announcement of the Company dated 10 August 2006 and the circular of the Company dated 9 October 2006, it is stated that "The Company does not expect any change in control or change in Directors as a result of the completion of the Acquisition and the Placing. Currently, the Company has no controlling shareholders and there will not be a controlling shareholder as a result of the Placing and the Acquisition. The board of Directors will remain the same after the completion of the Placing and the Acquisition." Subsequent to the issue of the circular of the Company dated 9 October 2006, the Board noted that Investec Asia Limited, a wholly-owned subsidiary of Investec Bank (UK) Limited which is a Shareholder interested in approximately 5.30% of the issued share capital of the Company, had written to the Company encouraging the Company to invite experienced mining and metallurgy professionals to join the Company and suggested to enhance the independent board by increasing independent non-executive directors who may contribute to the corporate governance and possible future acquisitions. Further, Greater Increase Investments Limited, a substantial Shareholder which is interested in approximately 10.59% of the issued share capital of the Company and a company beneficially owned by Mr. Cai Yuan, a Director, has deposited a notice with the Company proposing the appointment of Mr. Wong Hon Sum and Mr. Lam Ming Yung as two additional independent non-executive Directors to be approved by the Shareholders at the SGM. Mr. Wong Hon Sum and Mr. Lam Ming Yung, being qualified professionals in accounting and law respectively, are proposed candidates to enhance the independent Board by contributing their expertise and experience in corporate governance and possible future acquisitions. Further announcement will be made by the Company in the event that Mr. Wong Hon Sum and Mr. Lam Ming Yung have been formally appointed as directors of the Company after approval of the Shareholders has been obtained at the SGM.

Brief biographical details of Directors proposed for election or re-election are set out in the Appendix to this circular.

CHANGE OF AUDITORS

As set out in the announcement of the Company dated 30 November 2006, the Directors have announced that Deloitte Touche Tohmatsu ("DTT"), the auditors of the Company, have resigned as auditors of the Company with effect from 28 November 2006. DTT arrived at this decision after careful consideration, including factors such as the level of audit fees and their available internal resources in light of current work flow.

LETTER FROM THE BOARD

DTT were re-appointed as auditors of the Company at the last annual general meeting of the Company held on 29 May 2006 to hold office until the conclusion of the next annual general meeting of the Company. The Company received a notice of resignation from DTT in respect of their resignation as auditors of the Company and its subsidiaries with effect from 28 November 2006. The Board proposed to appoint KPMG as auditors of the Company to fill the casual vacancy following the resignation of DTT 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, DTT have confirmed that there are no circumstances connected with their resignation which they consider should be brought to the attention of the members or creditors 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.

DTT have not yet commenced the audit for the Company for the financial year ending 31 December 2006. It is expected that the change of auditors of the Company will not affect the audit and the release of annual results of the Company for the financial year ending 31 December 2006.

SGM

The SGM will be held at Suites 3206–3211, 32/F., One International Finance Centre, 1 Harbour View Street, Hong Kong at 10:00 a.m. on Monday, 8 January 2007 to consider and, if thought fit, approve the proposed change of Company name, the proposed election or re-election of Directors and the change in auditors of the Company. A notice convening the SGM is set out on pages 10 to 11 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, Computershare Hong Kong Investor Services Limited at 46/F., Hopewell Centre, 183 Queen's Road East, 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 SGM if you so wish.

POLL PROCEDURE

Pursuant to Bye-law 66 of the Bye-laws of the Company, a resolution put to vote of a meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded:

- (a) by the chairman of such meeting; or
- (b) by at least three Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or

LETTER FROM THE BOARD

- (c) by a Shareholder or Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights of all Shareholders having the right to vote at the meeting; or
- (d) by a Shareholder or Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and holding Shares conferring a right to vote at the meeting being Shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all Shares conferring that right.

On a show of hands every Shareholder who is present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative), or by proxy shall have one vote, and on a poll every Shareholder present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy, shall have one vote for every Share of which he is the holder which is fully paid or credited as fully paid (but so that no amount paid up or credited as paid up on a share in advance of calls or installments shall be treated for the purposes as paid up on the Share). On a poll, a Shareholder entitled to more than one vote need not, if he votes, use all his votes or cast all his votes in the same way.

RECOMMENDATION

Having considered the matters set out herein, the Board considers that the proposed resolutions for the change of Company name, the election or re-election of the Directors and the change in auditors of the Company are in the interests of the Company and the Shareholders as a whole and accordingly, recommends the Shareholders to vote in favour of all the resolutions proposed at the SGM.

MISCELLANEOUS

The English version of this circular shall prevail over its Chinese version in case of any inconsistency.

Yours faithfully,
For and on behalf of
INNOMAXX Biotechnology Group Limited
Luk Kin Peter Joseph
Deputy Chairman & Chief Executive Officer

The biographical details of independent non-executive Directors proposed for election or re-election at the SGM are set out as follows:

Mr. CHAN Siu Tat, aged 36, was appointed as an independent non-executive director of the Company on 17 November 2006. Mr. Chan graduated from The Hong Kong University of Science and Technology with a major in Accounting. He is an Associate member of Hong Kong Institute of Certified Public Accountants and a fellow member of The Association Chartered of Certified Accountants. Mr. Chan was an executive director and chief financial officer of China Fire Safety Enterprise Group Holdings Limited, a company listed on the Stock Exchange, and responsible for treasury and financial planning from April 2002 to August 2006. Mr. Chan was the financial controller of a trading and manufacturing group, in which he was also a deputy general manager of its PRC manufacturing base. Prior to working in corporates, Mr. Chan had around five years of auditing experience with an international accountants firm.

Mr. WONG Hon Sum, aged 47. He is a Certified Public Accountant in Hong Kong. He has over twenty years experience in the field of audit, accountancy, finance, taxation and business advisory. Mr. Wong is a fellow member of the Association of Chartered Certified Accountants, Hong Kong Institute of Certified Public Accountants and the Taxation Institute of Hong Kong. He is also a member of the Hong Kong Securities Institute. Mr. Wong was an independent non-executive director of China Fire Safety Enterprises Group Holdings Limited, a company listed on the Stock Exchange, from May 2002 to March 2004 and is also an independent non-executive director of Interchina Holdings Company Limited, a company listed on the Stock Exchange, since May 2000.

Both Mr. Wong Hon Sum and Dr. Tang Tin Sek are independent non-executive directors of Interchina Holdings Company Limited.

Mr. LAM Ming Yung, aged 42. Mr. Lam graduated from the School of Law of Shanghai Eastern Chinese College of Politics and Jurisprudence in 1986 and was awarded the degree in Bachelor of Law. Mr. Lam started practicing law in 1987 in Fujian Province in the PRC, and moved to Hong Kong in mid-1993. He was registered as a foreign lawyer with the Law Society of Hong Kong in 1995, and is now practicing as a senior legal consultant of PRC Corporate Securities in the Hong Kong office of Sidley Austin. Mr. Lam is also an independent non-executive director of China Agrotech Holdings Limited and Hualing Holdings Limited, both being companies listed on the Stock Exchange.

Save as disclosed herein, (a) each of Mr. Chan, Mr. Wong and Mr. Lam does not have any relationship with any other directors, senior management or substantial shareholders of the Company, and (b) there are no other matters concerning each of Mr. Chan, Mr. Wong and Mr. Lam that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

As at the Latest Practicable Date, each of Mr. Chan, Mr. Wong and Mr. Lam does not have any interest in shares of the Company within the meaning of Part XV of the SFO.

Pursuant to the letter of appointment entered into between the Company and Mr. Chan, the appointment of Mr. Chan was for an initial term of one year and such appointment will be subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws of the Company. Mr. Chan is entitled to an annual remuneration of HK\$60,000 and is not be entitled to any directors' bonus or share options. The remuneration was determined after the negotiation between the executive directors of the Company and Mr. Chan, with reference to the level of his responsibility and the workload.

Pursuant to the terms of the letters of appointment to be entered into between the Company and each of Mr. Wong and Mr. Lam, the appointment of each of Mr. Wong and Mr. Lam will be for an initial term of one year and such appointment will be subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws of the Company. It is further proposed that each of Mr. Wong and Mr. Lam will be entitled to an annual remuneration to be determined by the Board, with reference to the level of their responsibilities and the workload.

NOTICE OF SGM



INNOMAXX BIOTECHNOLOGY GROUP LIMITED

創富生物科技集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 00340)

NOTICE OF THE SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the special general meeting of INNOMAXX Biotechnology Group Limited (the “Company”) will be held at Suites 3206–3211, 32/F., One International Finance Centre, 1 Harbour View Street, Hong Kong on Monday, 8 January, 2007 at 10:00 a.m. for the purpose of considering and, if thought fit, passing each of the following resolutions as a special resolution or ordinary resolution (with or without modification) of the Company:

SPECIAL RESOLUTION

1. **“THAT** subject to and conditional upon the approval of the Registrar of Companies in Bermuda, the name of the Company be changed from “INNOMAXX Biotechnology Group Limited” to “China Mining Resources Group Limited” and subject to the new English name of the Company becoming effective, “中國礦業資源集團有限公司” be adopted as its new Chinese name for identification purpose only; and the directors of the Company be and are hereby authorised for and on behalf of the Company to do all such acts, deeds and things as they may, in their absolute discretion, deem fit in order to effect such change of name.”

ORDINARY RESOLUTIONS

2. **“THAT** Mr. Chan Siu Tat be appointed as a director of the Company at a fee agreed by the directors of the Company.”
3. **“THAT** Mr. Wong Hon Sum be appointed as a director of the Company at a fee to be agreed by the directors of the Company.”
4. **“THAT** Mr. Lam Ming Yung be appointed as a director of the Company at a fee to be agreed by the directors of the Company.”

* For identification purpose only

NOTICE OF SGM

5. “**THAT** KPMG be appointed as the auditors of the Company to hold office until the close of the next annual general meeting of the Company at a fee to be agreed by the directors of the Company.”

By Order of the Board of
INNOMAXX Biotechnology Group Limited
Yu Oi Kee
Company Secretary

Hong Kong, 15 December 2006

Registered office:
Clarendon House
Church Street
Hamilton HM11
Bermuda

Notes:

- (1) A member entitled to attend and vote at the above meeting may appoint a proxy in respect of the whole or any part of his holding of shares to attend and vote on his behalf. A proxy need not be a member of the Company. A form of proxy for use at the meeting is enclosed.
- (2) If you are not able to attend the meeting in person, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon.
- (3) In order to be valid, the form of proxy, together with any power of attorney or authority under which it is signed or a notarially certified copy of that power of attorney or authority, must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 46/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
- (4) Where there are joint registered holders of a share of the Company, any one of such holders may vote at the meeting, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint holders be present at the meeting, the vote of one 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 administrator 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 of the Company comprises Mr. Cai Yuan and Mr. Luk Kin Peter Joseph as executive directors and Mr. Lee Kwan Hung, Dr. Tang Tin Sek and Mr. Chan Siu Tat as independent non-executive directors.