



# CHINA MINING RESOURCES GROUP LIMITED

## 中國礦業資源集團有限公司\*

(Incorporated in Bermuda with limited liability)

(Stock Code: 00340)

### NOTICE OF SPECIAL GENERAL MEETING

**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 21 August 2007 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution of the Company, with or without amendments:

#### ORDINARY RESOLUTION

**1. “THAT:**

- (a) the conditional subscription agreement (the “**Subscription Agreement**”, a copy of which having been produced at the meeting marked “A” and initialled by the Chairman of the meeting for the purpose of identification) dated 13 July 2007 and entered into between the Company and Mr. Wu King Shiu Kelvin (胡景邵), Mr. Dong Wenxue (董文學), Mr. Wang Hui (王輝), Mr. Yeung Kwok Kuen (楊國權), Mr. Yin Guangyuan (尹光遠), Mr. Qiao Hongbo (喬洪波), Mr. Su Qingyu (蘇慶玉) and Mr. Qu Yanchun (曲彥春) (collectively the “**Subscribers**”) in relation to (i) the subscriptions of a total of 157,070,000 new shares of HK\$0.10 each in the capital of the Company (the “**Total Subscription Shares**”) by the Subscribers and (ii) the repurchases of the Total Subscription Shares from the Subscribers by the Company, and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;
- (b) the Subscriptions (as defined in the circular of the Company dated 6 August 2007 (the “**Circular**”), a copy of which having been produced to the meeting marked “B” and initialled by the Chairman of the meeting for the purpose of identification) and the allotment and issue of the Total Subscription Shares by the Company to the Subscribers upon and subject to the terms of the Subscription Agreement be and are hereby approved;
- (c) the Share Repurchases (as defined in the Circular) and the exercise of the discretion by the board of directors of the Company for and on behalf of the Company to effect each and all of the Share Repurchases for and on behalf of the Company in such manner as deemed appropriate by the board of directors of the Company, and upon and subject to the terms of the Subscription Agreement be and are hereby approved; and

\* For identification purpose only

- (d) any one director of the Company, or any two directors of the Company if the affixation of the commons seal is required, be and is/are hereby authorized for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him to be incidental to, ancillary to or in connection with the matters contemplated in the Subscription Agreement (including, but not limited to, completion thereof.), the Subscriptions, the Share Repurchases and matters contemplated thereunder.”

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

Hong Kong, 6 August 2007

*Registered Office:*  
Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

*Notes:*

1. A member entitled to attend and vote at the above meeting may appoint a proxy to attend and, on a poll vote on his behalf and such proxy need not be a member of the Company.
2. If you are not able to attend the above 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, Rooms 1806-7, 18/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 holders of a share of the Company, any one of such holders may vote at the above meeting, either personally or by proxy, in respect of such share as if he were solely entitle 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.
5. Resolution numbered 1 shall be voted by way of poll by the Independent Shareholders (as defined in the Circular).

*As at the date hereof, the Board of Directors of the Company comprises Mr. Cai Yuan, Mr. Dong Wenxue, Mr. Wang Hui, Mr. Wu King Shiu Kelvin and Mr. Yeung Kwok Kuen as Executive Directors, Mr. Lam Ming Yung as Non-executive Director and Mr. Chan Siu Tat, Mr. Chu Kang Nam and Mr. Wong Hon Sum as Independent Non-executive Directors.*