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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 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 Thursday, 18 February 2016 at 10:30 a.m. for the purpose of considering and, if thought fit, passing the following resolution as a special resolution.

SPECIAL RESOLUTION

1. “**THAT** subject to and conditional upon (i) compliance by the Company with the requirements of Section 46(2) of the Companies Act 1981 of Bermuda (as amended) in respect of the Capital Reorganisation (as defined below), (ii) the granting by The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) of the listing of, and permission to deal in, the New Shares (as defined below) arising from the Capital Reorganisation, and (iii) the obtaining of all necessary approvals from the regulatory authorities or otherwise as may be required in respect of the Capital Reorganisation, with effect from the business day immediately following the date on which this resolution is passed:
 - (a) the entire amount standing to the credit of the share premium account of the Company as at the date of the passing of this resolution be and is hereby cancelled and transferred to an account designated as the contributed surplus account of the Company (“**Share Premium Cancellation**”);
 - (b) the par value of each of the issued ordinary shares of the Company (the “**Shares**”) be and is hereby reduced from HK\$0.10 to HK\$0.01 (the “**New Shares**”) by cancelling the paid-up capital to the extent of HK\$0.09 on each of the issued Shares (the “**Capital Reduction**”) and the credit arising from the Capital Reduction be transferred to the contributed surplus account of the Company;

* *For identification purpose only*

- (c) immediately upon the Capital Reduction becoming effective, (i) each of the authorised but unissued Shares (including those arising from the Capital Reduction) be subdivided into 10 New Shares and (ii) every authorised but unissued convertible preference share of the Company of HK\$0.10 each be subdivided into 10 new convertible preference shares of HK\$0.01 each (the “**New Preference Shares**”) (the “**Share Subdivision**”, together with the Share Premium Cancellation and the Capital Reduction, the “**Capital Reorganisation**”);
- (d) the utilisation of the contributed surplus account of the Company to offset the accumulated losses of the Company as at 31 December 2015 as permitted by the by-laws of the Company and all applicable laws in Bermuda on or after the date the Capital Reorganisation becomes effective (the “**Accumulated Losses Offset**”) be and is hereby approved; and
- (e) the Directors be and are hereby authorised to do all such acts and things and execute all such documents on behalf of the Company, including under seal where applicable, as they may consider necessary or expedient to give effect to or in connection with the implementation of the Capital Reorganisation and/or the Accumulated Losses Offset.”

On behalf of the Board
China Mining Resources Group Limited
Wang Hui
Executive Director and Chief Executive Officer

Hong Kong, 25 January 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

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 A18/F., Asia Orient Tower, 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.

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. The register of members of the Company will be closed from Tuesday, 16 February 2016 to Thursday, 18 February 2016, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for attending the forthcoming special general meeting, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Union Registrars Limited, at A18/F., Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong no later than 4:00 p.m. on Monday, 15 February 2016.
6. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 8:30 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 the 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.