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## **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)**

### **SUPPLEMENTAL AGREEMENT TO THE EXCLUSIVITY AGREEMENT IN RESPECT OF THE PROPOSED ACQUISITION OF THE ENTIRE INTERESTS IN FULLIGHT INVESTMENTS LIMITED**

The Board makes this announcement pursuant to rule 13.09 of the Listing Rules.

Further to the entering into of the Exclusivity Agreement by the Company on 25 June 2007 as disclosed by the Company in the Announcement, the Board is pleased to announce that on 17 July 2007, the Company entered into the Supplemental Agreement to the Exclusivity Agreement with the Vendor in respect of the Proposed Acquisition. Pursuant to the Supplemental Agreement, the Vendor and the Company have agreed that, should the parties agree in the Formal Agreement that the Company shall issue its shares in satisfaction of part or all of the consideration for the Proposed Acquisition, (a) the issue price of the Consideration Shares shall be HK\$1.88 per share; and (b) the Vendor shall not Sell or Encumber the whole or any part of the Consideration Shares for a period of 7 years from the Issue Date, except that the Vendor may (i) during the sixth year calculated from the Issue Date, Sell or Encumber not more than one-third of the Consideration Shares; and (ii) during the seventh year calculated from the Issue Date, Sell or Encumber not more than two-third of the Consideration Shares (including one-third of the Consideration Shares referred to in item (i) above), which shall constitute legally binding obligations for the Company and the Vendor. Save as mentioned in the Announcement and the above, the Exclusivity Agreement as amended and supplemented by the Supplemental Agreement does not constitute legally binding commitments between the Company and the Vendor as to the Proposed Acquisition, which is still subject to the execution and completion of the Formal Agreement, and the consideration for the Proposed Acquisition and the payment method of the consideration for the Proposed Acquisition will still be subject to negotiations and agreement between the Vendor and the Company.

\* For identification purpose only

**Shareholders and potential investors of the Shares should note that the Proposed Acquisition may or may not materialise.** The Proposed Acquisition, if materialises, may constitute a notifiable transaction for the Company under the provision of Chapter 14 of the Listing Rules and the Company shall comply with the relevant disclosures and/or shareholders' approval requirements of the Listing Rules where appropriate.

Further announcement will be made by the Company provided the Formal Agreement is entered into.

This announcement is made pursuant to Rule 13.09 of the Listing Rules. Reference is made to the announcement of China Mining Resources Group Limited (the "**Company**") dated 25 June 2007 (the "**Announcement**"). Terms used herein shall have the same meanings as those defined in the Announcement unless the context otherwise requires.

### **SUPPLEMENTAL AGREEMENT TO THE EXCLUSIVITY AGREEMENT**

Further to the entering into of the Exclusivity Agreement by the Company on 25 June 2007 as disclosed by the Company in the Announcement, the Board is pleased to announce that on 17 July 2007, the Company entered into a supplemental agreement to the Exclusivity Agreement (the "**Supplemental Agreement**") with the Vendor in respect of the Proposed Acquisition.

Pursuant to the Supplemental Agreement, the Vendor and the Company have agreed that, should the parties agree in the Formal Agreement that the Company shall issue its shares (the "**Consideration Shares**") in satisfaction of part or all of the consideration for the Proposed Acquisition, (a) the issue price of the Consideration Shares shall be HK\$1.88 per share; and (b) the Vendor shall not sell, transfer or dispose of ("**Sell**"), or pledge, charge, encumber or create any third party rights ("**Encumber**") in respect of the whole or any part of the Consideration Shares for a period of 7 years from the date of issue thereof (the "**Issue Date**"), except that the Vendor may (i) during the sixth year calculated from the Issue Date, Sell or Encumber not more than one-third of the Consideration Shares; and (ii) during the seventh year calculated from the Issue Date, Sell or Encumber not more than two-third of the Consideration Shares (including one-third of the Consideration Shares referred to in item (i) above), which shall constitute legally binding obligations for the Company and the Vendor.

Save as mentioned in the Announcement and the above, the Exclusivity Agreement as amended and supplemented by the Supplemental Agreement does not constitute legally binding commitments between the Company and the Vendor as to the Proposed Acquisition, which is still subject to the execution and completion of the Formal Agreement, and the consideration for the Proposed Acquisition and the payment method of the consideration for the Proposed Acquisition will still be subject to negotiations and agreement between the Vendor and the Company.

## GENERAL

**Shareholders and potential investors of the Shares should note that the Proposed Acquisition may or may not materialise.** The Proposed Acquisition, if materialises, may constitute a notifiable transaction for the Company under the provision of Chapter 14 of the Listing Rules and the Company shall comply with the relevant disclosures and/or shareholders' approval requirements of the Listing Rules where appropriate. Further announcement will be made by the Company provided the Formal Agreement is entered into. The Board is pleased to provide two hotlines in case of enquiries at (852) 6615 0450 and (852) 6523 5908 which will be available to answer enquires during office hours from 9 a.m. to 6 p.m. (Hong Kong time) on Monday to Friday. **Shareholders and potential investors of the Shares should exercise caution when dealing in the Shares.**

By Order of the Board  
**China Mining Resources Group Limited**  
**Cai Yuan**  
*Chairman*

17 July 2007, Hong Kong

*As at the date of this announcement, 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, Mr. Chan Siu Tat, Mr. Chu Kang Nam and Mr. Wong Hon Sum as independent non-executive Directors.*