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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)

NON-BINDING MEMORANDUM OF UNDERSTANDING

The Board announces that the Company entered into a non-binding memorandum of understanding with an independent third party pursuant to Rule 13.09 of the Listing Rules.

As the Proposed Acquisition may or may not materialise, the Shareholders and potential investors are urged to exercise caution when dealing in the shares of the Company.

NON-BINDING MEMORANDUM OF UNDERSTANDING

This announcement is made pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules").

The board of directors (the "**Board**") of China Mining Resources Group Limited (the "**Company**") is pleased to announce that on 25 August 2009, the Company and an independent third party entered into a non-binding memorandum of understanding (the "**MOU**") containing, amongst others, their intentions to discuss on a possible acquisition by the Company of the entire issued share capital of a company which holds certain interests in gold mines with substantial resources in the People's Republic of China (the "**Proposed Acquisition**"). Up to the date of this announcement, no binding agreement has been entered into between the parties.

* *For identification purpose only*

The Board wishes to remind the shareholders of the Company (the “**Shareholders**”) that there cannot be any assurance that binding agreement(s) will be signed between parties. The Company will make further announcement(s) when binding agreement(s) in relation to the Proposed Acquisition have been entered into.

As the Proposed Acquisition may or may not materialise, the Shareholders and potential investors are urged to exercise caution when dealing in the shares of the Company.

By Order of the Board
China Mining Resource Group Limited
Chen Shou Wu
Deputy Chairman & Chief Executive Officer

28 August 2009, Hong Kong

As at the date of this announcement, the board of directors of the Company comprises Dr. You Xian Sheng, Mr. Chen Shou Wu, Mr. Wang Hui and Mr. Yeung Kwok Kuen as executive directors, Mr. Lam Ming Yung as non-executive director, Mr. Chan Sze Hon, Mr. Chu Kang Nam, Mr. Goh Choo Hwee and Mr. Lin Xiang Min as independent non-executive directors.