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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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 your 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 China Mining Resources Group Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or other transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)**

**(1) PROPOSED CAPITAL REORGANISATION**  
**AND**  
**(2) NOTICE OF SGM**

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Terms used in this cover shall have the same meanings as defined in this circular.

A notice convening the special general meeting of the Company to 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. is set out on pages 11 to 13 of this circular. Whether or not you are able to attend the meeting in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar of the Company in Hong Kong, Union Registrars Limited of A18/F., Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong, as soon as possible but in any event not less than 48 hours before the time for holding the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

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## EXPECTED TIMETABLE

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*The expected timetable for the proposed Capital Reorganisation is set out below:*

**Events** **2016**

Latest time for lodging transfers to be entitled to attend  
and vote at the SGM . . . . . 4:00 p.m., Monday, 15 February

Closure of the register of members for registering  
transfer of Share (both days inclusive). . . . . Tuesday, 16 February to  
Thursday, 18 February

Latest time for return of proxy form of SGM . . . . . 10:30 a.m., Tuesday, 16 February

Time and date of SGM . . . . . 10:30 a.m., Thursday, 18 February

Announcement of poll results of SGM. . . . . Thursday, 18 February

Effective date of the Capital Reorganisation . . . . . 9:00 a.m., Friday, 19 February

First day for free exchange of existing certificates  
for the Shares into new certificates  
for the New Shares . . . . . 9:00 a.m., Friday, 19 February

Commencement of dealing in the New Shares . . . . . 9:00 a.m., Friday, 19 February

Last day for free exchange of existing certificates  
for the Shares into new certificates  
for the New Shares . . . . . 4:00 p.m., Friday, 18 March

*Notes:*

1. All times and dates in this timetable refer to Hong Kong local times and dates unless otherwise stated.
2. Dates or times specified in this circular for events in the timetable for (or otherwise in relation to) the Capital Reorganisation are indicative only and may be excluded or varied due to additional time required for compliance with the regulatory requirements in Bermuda and/or with any requirements or varied by the Company. Any change to the expected timetable for the Capital Reorganisation will be published as and when appropriate.

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## DEFINITIONS

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*In this circular, unless the context otherwise required, the following terms and expressions shall have the following meanings when used herein:*

|                               |                                                                                                                                                                                          |
|-------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| “Accumulated Losses Offset”   | the proposed utilisation of the Contributed Surplus Account to offset the accumulated losses of the Company as at 31 December 2015                                                       |
| “Announcement”                | the announcement of the Company relating to the Capital Reorganisation dated 8 January 2016                                                                                              |
| “Board”                       | the board of Directors                                                                                                                                                                   |
| “Capital Reduction”           | the proposed reduction of the par value of each issued Share from HK\$0.10 to HK\$0.01 by cancelling the capital paid-up thereon to the extent of HK\$0.09 on each issued Share          |
| “Capital Reorganisation”      | the proposed reorganisation of the share capital of the Company involving the Share Premium Cancellation, the Capital Reduction, the Share Subdivision and the Accumulated Losses Offset |
| “CCASS”                       | the Central Clearing and Settlement System established and operated by HKSCC                                                                                                             |
| “Company”                     | China Mining Resources Group Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the main board of the Stock Exchange                   |
| “Companies Act”               | the Companies Act 1981 of Bermuda (as amended)                                                                                                                                           |
| “Contributed Surplus Account” | an account designated as the contributed surplus account of the Company within the meaning of the Companies Act                                                                          |
| “Director(s)”                 | the director(s) of the Company                                                                                                                                                           |
| “Group”                       | the Company and its subsidiaries                                                                                                                                                         |
| “HKSCC”                       | Hong Kong Securities Clearing Company Limited                                                                                                                                            |

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## DEFINITIONS

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|------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| “HK\$”                       | Hong Kong dollars, the lawful currency of Hong Kong                                                                                                                                                                                                                                                                                                 |
| “Hong Kong”                  | the Hong Kong Special Administrative Region of the People’s Republic of China                                                                                                                                                                                                                                                                       |
| “Latest Practicable Date”    | 22 January 2016, 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                                                                                                                                                                                                                                                                                 |
| “New Preference Share(s)”    | new convertible preference share(s) of par value of HK\$0.01 each in the share capital of the Company following the Capital Reorganisation becoming effective                                                                                                                                                                                       |
| “New Share(s)”               | ordinary share(s) of HK\$0.01 each in the issued and unissued share capital of the Company immediately after the Capital Reorganisation becoming effective                                                                                                                                                                                          |
| “Preference Share(s)”        | convertible preference share(s) of par value of HK\$0.10 each of the Company prior to the Capital Reorganisation becoming effective                                                                                                                                                                                                                 |
| “Share(s)”                   | ordinary share(s) of HK\$0.10 each in the existing issued and unissued share capital of the Company prior to the Capital Reorganisation becoming effective                                                                                                                                                                                          |
| “Shareholder(s)”             | holder(s) of Share(s) or New Share(s), as the case may be                                                                                                                                                                                                                                                                                           |
| “Share Premium Cancellation” | the proposed cancellation of the entire amount standing to the credit of the share premium account of the Company                                                                                                                                                                                                                                   |
| “Share Subdivision”          | the proposed subdivision of (a) each of the authorised but unissued Shares of HK\$0.10 each (including those arising from the Capital Reduction) into 10 New Shares of HK\$0.01 each and (b) every authorised but unissued Preference Share of HK\$0.10 each into 10 New Preference Shares of HK\$0.01 each immediately after the Capital Reduction |

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## DEFINITIONS

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|                  |                                                                                                                                                    |
|------------------|----------------------------------------------------------------------------------------------------------------------------------------------------|
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited                                                                                                            |
| “SGM”            | the special general meeting of the Company to be convened for the purpose of considering and, if thought fit, approving the Capital Reorganisation |
| “%”              | per cent.                                                                                                                                          |

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## LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Mr. Wang Hui

Mr. Fang Yi Quan

Mr. Yeung Kwok Kuen

*Registered office:*

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

*Independent Non-executive Directors:*

Mr. Chong Cha Hwa

Mr. Chu Kang Nam

Mr. Ngai Sai Chuen

*Head office and principal place of  
business in Hong Kong:*

Room 1306, 13th Floor,

Bank of America Tower,

12 Harcourt Road, Admiralty,

Hong Kong

25 January 2016

*To the Shareholders,*

Dear Sir or Madam,

### **(1) PROPOSED CAPITAL REORGANISATION AND (2) NOTICE OF SGM**

#### **INTRODUCTION**

Reference is made to the announcement of the Company dated 8 January 2016 that the Company proposed to implement the Capital Reorganisation.

The purpose of this circular is to provide you with, inter alia, details of the Capital Reorganisation and the notice convening the SGM.

\* *For identification purpose only*

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## LETTER FROM THE BOARD

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### **PROPOSED CAPITAL REORGANISATION**

The Company intends to put forward to the Shareholders for their approval of the proposed Capital Reorganisation comprising the Share Premium Cancellation, the Capital Reduction, the Share Subdivision and the Accumulated Losses Offset details of which are set out below.

#### **Share Premium Cancellation**

The entire amount standing to the credit of the share premium account of the Company will be cancelled and the credit arising from such cancellation will be transferred to the Contributed Surplus Account. As at the Latest Practicable Date, the Company had a credit balance of approximately HK\$3.55 billion standing in its share premium account.

#### **Capital Reduction**

The issued share capital of the Company will be reduced by cancelling the paid-up capital to the extent of HK\$0.09 on each of the issued Shares. On the basis of 16,914,972,211 Shares currently in issue, a credit of approximately HK\$1.52 billion will arise from the Capital Reduction, and the credit arising from the Capital Reduction will be transferred to the Contributed Surplus Account.

#### **Share Subdivision**

Forthwith upon the Capital Reduction taking effect, every authorised but unissued Share (including those arising from the Capital Reduction) will be subdivided into 10 New Shares with a par value of HK\$0.01 each and every authorised but unissued Preference Share will be subdivided into 10 New Preference Shares with a par value of HK\$0.01 each.

#### **Accumulated Losses Offset**

The amount standing to the credit of the Contributed Surplus Account will be applied to set off the accumulated losses of the Company as at 31 December 2015 of approximately HK\$4.66 billion as permitted by the bye-laws of the Company and all applicable laws in Bermuda.



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## LETTER FROM THE BOARD

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### **Conditions of the Capital Reorganisation**

The Capital Reorganisation is conditional upon:

- (1) the passing of the necessary special resolution(s) by the Shareholders approving the Capital Reorganisation at the SGM;
- (2) the Stock Exchange granting the listing of, and permission to deal in, the New Shares in issue and to be issued upon the Capital Reorganisation becoming effective;
- (3) the compliance with the relevant procedures and requirements under the Companies Act and the Listing Rules to effect the Capital Reorganisation; and
- (4) the obtaining of all necessary approvals from the regulatory authorities or otherwise as may be required in respect of the Capital Reorganisation.

### **Reasons for the Capital Reorganisation**

The Board is of the opinion that the Capital Reorganisation will provide the Company with greater flexibility in possible fund raisings in the future. Further, the credit in the Contributed Surplus Account arising from the Capital Reduction and the Share Premium Cancellation will enable the Company to set off its accumulated losses in full and may be applied in any future distribution to the Shareholders or in any manner permitted by the laws of Bermuda and the bye-laws of the Company in effect from time to time.

The Board considers that the Capital Reorganisation is beneficial to and in the interests of the Company and the Shareholders as a whole.

### **Effects of the Capital Reorganisation**

The implementation of the Capital Reorganisation will not, by itself, alter the underlying assets, business operations, management or financial position of the Company or the proportionate interests of the Shareholders, except for the payment of the related expenses. The Board believes that the Capital Reorganisation will not have any material adverse effect on the financial position of the Group and that on the date the Capital Reorganisation is to be effected, there are no reasonable grounds for believing that the Company is, or after the Capital Reorganisation would be, unable to pay its liabilities as they become due. No capital will be lost as a result of the Capital Reorganisation and, except for the expenses involved in relation to the Capital Reorganisation which are expected to be insignificant in the context of the net asset value of the Company, the net asset value of

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## LETTER FROM THE BOARD

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the Company will remain unchanged before and after the Capital Reorganisation becoming effective. The Capital Reorganisation does not involve any diminution of any liability in respect of any unpaid capital of the Company or the repayment to the Shareholders of any paid-up capital of the Company nor will it result in any change in the relative rights of the Shareholders.

As at the Latest Practicable Date, the authorised share capital of the Company was HK\$5,000,000,000 divided into 46,223,810,000 Shares and 3,776,190,000 Preference Shares of which 16,914,972,211 Shares were in issue and fully paid. Assuming that no further Shares will be issued or repurchased after the Latest Practicable Date and upon the Capital Reorganisation becoming effective, the effect of the Capital Reorganisation is set out as follows:

|                                                 | As at the date of<br>this circular | Immediately after the Capital<br>Reorganisation becoming effective |
|-------------------------------------------------|------------------------------------|--------------------------------------------------------------------|
| <b>Par value of each Share/Preference Share</b> | HK\$0.10/HK\$0.10                  | HK\$0.01/HK\$0.01                                                  |
| <b>Authorised:</b>                              |                                    |                                                                    |
| Number of Shares                                | 46,223,810,000 Shares              | 462,238,100,000 New Shares                                         |
| Share capital                                   | HK\$4,622,381,000                  | HK\$4,622,381,000                                                  |
| Number of Preference Shares                     | 3,776,190,000 Preference Shares    | 37,761,900,000 New Preference Shares                               |
| Share capital of Preference Shares              | HK\$377,619,000                    | HK\$377,619,000                                                    |
| <b>Issued and fully paid:</b>                   |                                    |                                                                    |
| Number of Shares                                | 16,914,972,211                     | 16,914,972,211                                                     |
| Issued share capital of Shares                  | HK\$1,691,497,221.10               | HK\$169,149,722.11                                                 |
| <b>Unissued:</b>                                |                                    |                                                                    |
| Number of unissued Shares                       | 29,308,837,789 Shares              | 445,323,127,789 New Shares                                         |
| Unissued share capital of Shares                | HK\$2,930,883,778.90               | HK\$4,453,231,277.89                                               |
| Number of unissued Preference Shares            | 3,776,190,000 Preference Shares    | 37,761,900,000 New Preference Shares                               |
| Unissued share capital of Preference Shares     | HK\$377,619,000                    | HK\$377,619,000                                                    |

*Note:* The above share capital structure of the Company is for illustration purpose only.

On the basis of 16,914,972,211 Shares in issue as at the Latest Practicable Date (assuming no Shares are issued from the Latest Practicable Date until the effective date of the Capital Reorganisation), and the Company is to cancel the entire amount standing to the credit of the share premium account of the Company and to transfer the credit arising from such

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## LETTER FROM THE BOARD

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cancellation to the Contributed Surplus Account, a total credit of approximately HK\$5.07 billion will arise as a result of the Capital Reorganisation and will be applied to set off the accumulated losses of the Company as at 31 December 2015 in full. The accumulated losses of the Company were approximately HK\$4.64 billion as shown in the audited financial statements of the Company as at 31 December 2014 and approximately HK\$4.66 billion as shown in the unaudited financial statements of the Company as at 31 December 2015.

Under the laws of Bermuda, the Directors may apply the contributed surplus in any manner permitted by the laws of Bermuda and the bye-laws of the Company in effect from time to time.

### **Free Exchange of Share Certificates**

Subject to the Capital Reorganisation becoming effective, which is expected to be on 19 February 2016, Shareholders may, during the business hours from Friday, 19 February 2016 to Friday, 18 March 2016 (both dates inclusive), submit certificates for the Shares (in orange colour) to the Hong Kong branch share registrar of the Company, Union Registrars Limited, at A18/F., Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong, for exchange, at the expense of the Company, for certificates for the New Shares which will be beige in color. It is expected that certificates for the New Shares will be available to the Shareholders for collection within 10 business days from the date of submission for exchange. Thereafter, certificates for the Shares will be accepted for exchange only on payment of a fee of the higher of HK\$2.50 or such other amount as may from time to time be specified by the Stock Exchange for each certificate issued or cancelled, whichever the number of certificates issued or cancelled is higher. Certificates for the Shares will continue to be good evidence of legal title and will be valid for dealings, trading and settlement purpose after the Capital Reorganisation has become effective and may be exchanged for certificates for New Shares at any time at the expense of the Shareholders.

### **Listing and Dealings**

Application has been made to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the New Shares to be issued following the completion of the Capital Reorganisation.

The New Shares will be identical in all respects and rank *pari passu* in all respects with each other as to all future dividends and distributions which are declared, made or paid. Subject to the granting of the listing of, and permission to deal in, the New Shares to be issued following the completion of the Capital Reorganisation on the Stock Exchange, the

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## LETTER FROM THE BOARD

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New Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the New Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made enabling the securities to be admitted into CCASS.

No part of the equity or debt securities of the Company is listed or dealt in or on which listing or permission to deal is being or is proposed to be sought on any other stock exchanges.

### LISTING RULES IMPLICATIONS

The Capital Reorganisation is conditional upon, among other things, the approval by the Shareholders by way of poll at the SGM. None of the Shareholders or their associates would have any interest in the Capital Reorganisation. Accordingly, no Shareholders would be required to abstain from voting in favour of the resolution relating to the Capital Reorganisation at the SGM.

### GENERAL

The SGM 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, approving the special resolution in respect of the Capital Reorganisation and the transactions contemplated thereunder.

The notice convening the SGM is set out on pages 11 to 13 of this circular. A form of proxy for use at the SGM is enclosed. Whether or not you are able to attend the SGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited, at A18/F., Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong, as soon as possible but in an event not less than 48 hours before the time scheduled for the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending or voting in person at the SGM or any adjourned meeting should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

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## LETTER FROM THE BOARD

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### RECOMMENDATION

The Directors consider that the Capital Reorganisation is fair and reasonable and in the best interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favor of the resolution set out in the notice of SGM.

### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,

By Order of the Board

**China Mining Resources Group Limited**

**Wang Hui**

*Executive Director and Chief Executive Officer*

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## NOTICE OF SPECIAL GENERAL MEETING

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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*

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## NOTICE OF SPECIAL GENERAL MEETING

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- (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 bye-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

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## NOTICE OF SPECIAL GENERAL MEETING

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*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](http://www.chinaminingresources.com) and on the HKExnews website of the Stock Exchange at [www.hkexnews.hk](http://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.*