



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)

Executive Directors:

Mr. Cai Yuan (*Chairman*)
Mr. Dong Wenxue (*Chief Executive Officer*)
Mr. Wang Hui
Mr. Wu King Shiu Kelvin
Mr. Yeung Kwok Kuen (*Chief Financial Officer*)

Non-executive Director:

Mr. Lam Ming Yung

Independent Non-executive Directors:

Mr. Chan Siu Tat
Mr. Chu Kang Nam
Mr. Wong Hon Sum

Registered office:

Clarendon House
2 Church Street
Hamilton HM11
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

9 August 2007

To the Shareholders

Dear Sir or Madam,

PROXY FORM FOR SPECIAL GENERAL MEETING

Reference is made to the Proxy Form for the special general meeting of China Mining Resources Group Limited (the “**Company**”) to be held on Tuesday, 21 August 2007 (the “**Special General Meeting**”). The Company has noted that due to typographical and clerical error, the numbering of the ordinary resolution was wrongly stated. The Company wishes to clarify that there is only one ordinary resolution to be proposed at the Special General Meeting as stated in the notice of the special general meeting of the Company dated 6 August 2007.

Shareholders who wish to appoint a proxy should use the revised proxy form enclosed and lodge it at the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Rooms 1806-7, 18/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding such 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 should you so wish.

Yours faithfully,

By Order of the Board

China Mining Resources Group Limited

Cai Yuan

Chairman

* For the purpose of identification only



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Revised Form of Proxy for the Special General Meeting to be held on Tuesday, 21 August 2007 ⁽¹⁰⁾

I/We ⁽¹⁾ _____
of _____
being the registered holder(s) of _____ shares ⁽²⁾ of HK\$0.10 each in the capital of
China Mining Resources Group Limited (the "Company"), HEREBY APPOINT _____
of _____
or failing him, the Chairman of the Meeting ⁽³⁾ as my/our proxy to attend and vote for me/us at the Special General Meeting (and at any adjournment thereof) of the Company to be held at Room 1306, 13/F., Bank of America Tower, 12 Harbour Road, Admiralty, Hong Kong on Tuesday, 21 August 2007 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the Resolution set out in the Notice convening the said Meeting and at such Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the Resolution as indicated below.

ORDINARY RESOLUTION		FOR ⁽⁴⁾	AGAINST ⁽⁴⁾
1.	(a) To approve, ratify and confirm the conditional Subscription Agreement (as defined in the Notice convening this Meeting) and the transactions contemplated thereunder; (b) to approve the Subscriptions (as defined in the Notice convening this Meeting) and the allotment and issue of the Total Subscription Shares (as defined in the Notice convening this Meeting) by the Company to the Subscribers (as defined in the Notice convening this Meeting) upon and subject to the terms of the Subscription Agreement; (c) to approve the Share Repurchases (as defined in the Notice convening this Meeting) 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; and (d) to approve and authorise any one director of the Company, or any two directors of the Company if the affixation of the commons seal is required, 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.		

Dated this _____ day of _____ 2007 Signature ⁽⁵⁾ _____

Notes:

- (1) Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- (2) Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- (3) Please insert the name and address of the proxy desired in the space provided. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- (4) **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED "AGAINST".** Failure to complete any or all the boxes will entitle your proxy to cast his votes at his discretion. Your proxy will also be entitled to vote at his discretion on any resolutions properly put to the Meeting other than that referred to in the Notice convening the Meeting.
- (5) This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
- (6) In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the Register of Members.
- (7) To be valid, this form of proxy, together with the power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Room 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 adjourned meeting.
- (8) The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- (9) Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the Meeting if you so wish.
- (10) **This Revised Proxy Form supersedes the proxy form dispatched to shareholders on 6 August 2007 together with the Company's notice of and circular to shareholders in relation to the Special General Meeting.**

* For identification purposes only