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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)

CONVERSION OF CONVERTIBLE PREFERENCE SHARES

This announcement is made by China Mining Resources Group Limited (the “**Company**”) pursuant to Rule 13.09(2)(a) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Inside Information Provisions under Part XIVA of the Securities and Future Ordinance (Chapter 571 of the Laws of Hong Kong).

On 5 March 2015, the Company received a conversion notice from Ms. Ho Ping Tanya in respect of the conversion of all of the convertible preference shares of the Company held by her. As a result of this conversion, the Company will allot and issue a total of 3,300,000,000 ordinary shares of the Company (“**Conversion Shares**”) to Ms. Ho Ping Tanya on 10 March 2015 and Ms. Ho Ping Tanya will be a substantial shareholder of the Company.

The Conversion Shares will rank pari passu with all the existing ordinary shares of the Company (“**Shares**”) at the date of allotment and among themselves in all respects, and represent approximately 26.53% of the issued ordinary share capital of the Company as enlarged by the allotment and issue of the Conversion Shares.

* *For identification purpose only*

Set out below is a summary of the shareholding structure of the Company immediately before and after the conversion of the convertible preference shares of the Company held by Ms. Ho Ping Tanya and allotment and issue of the Conversion Shares:

Name of shareholders	Shareholding immediately before the conversion of the convertible preference shares of the Company and allotment and issue of the Conversion Shares		Shareholding immediately after the conversion of the convertible preference shares of the Company and allotment and issue of the Conversion Shares	
	<i>Number of Shares</i>	<i>% of the entire issued Shares</i>	<i>Number of Shares</i>	<i>% of the entire issued Shares</i>
Double Joy Enterprise Limited	1,633,334,286	17.87%	1,633,334,286	13.13%
Ms. Ho Ping Tanya	—	—	3,300,000,000	26.53%
Total public shareholders	<u>7,505,447,925</u>	<u>82.13%</u>	<u>7,505,447,925</u>	<u>60.34%</u>
Total	<u>9,138,782,211</u>	<u>100.00%</u>	<u>12,438,782,211</u>	<u>100.00%</u>

By Order of the Board
China Mining Resources Group Limited
Wang Hui
Executive Director and Chief Executive Officer

Hong Kong, 5 March 2015

As at the date of this announcement, the board of directors of the Company comprises Mr. Wang Hui, Mr. Fang Yi Quan and Mr. Yeung Kwok Kuen as executive directors, Mr. Chong Cha Hwa, Mr. Chu Kang Nam and Mr. Ngai Sai Chuen as independent non-executive directors.