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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 中國礦業資源集團有限公司\* (the “**Company**”) will be held at Room 1306, 13/F., Bank of America Tower, 12 Harcourt Road, Admiralty, Hong Kong on Wednesday, 8 April 2009 at 2:30 p.m. for the purpose of considering and, if thought fit, approving each of the following resolutions as an ordinary resolution of the Company, with or without amendments:

### **ORDINARY RESOLUTIONS**

1. “**THAT** the directors of the Company be and are hereby authorised to exercise their discretion from time to time as to whether to proceed with the proposed acquisition of shares (the “**Quadra Shares**”) of Quadra Mining Ltd., a company listed on the Toronto Stock Exchange (TSX: QUA) (“**Quadra**”), from parties which are independent of and not connected with the Company and its connected persons (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) by Best Tone Holdings Limited (“**Best Tone**”), a wholly-owned subsidiary of the Company, on the market (the “**Further Quadra Investment**”) within a period of 12 months from the date of the meeting subject always to the following conditions:
  - (a) the aggregate investment to be made by the Company for the Quadra Investment (as defined in the circular of the Company dated 23 March 2009) shall not exceed HK\$200,000,000 (exclusive of transaction costs);
  - (b) the consideration for the Further Quadra Investment shall not exceed CAD5.28 per Quadra Share (exclusive of transaction costs); and
  - (c) the interests in Quadra Shares as held by the Company shall not exceed 19.9% of the then issued share capital of Quadra.”

\* *For identification purpose only*

2. “**THAT**, subject to the passing of Resolution no. 1 as set out in the notice convening this meeting, the directors of the Company be and are hereby authorised to exercise their discretion from time to time as to whether to proceed with the proposed disposal(s) of all or any of the shares (the “**Quadra Shares**”) of Quadra Mining Ltd., a company listed on the Toronto Stock Exchange (TSX: QUA) (“**Quadra**”), which have been and would be acquired by Best Tone Holdings Limited (“**Best Tone**”), a wholly-owned subsidiary of the Company, on the market (the “**Possible Quadra Disposal**”) within a period of 12 months from the date of the meeting subject always to the following conditions:
- (a) the disposal of the Quadra Shares shall be made on the market to parties which are independent of and not connected with the Company and its connected persons (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”));
  - (b) the average sale price for the Quadra Shares under the Possible Quadra Disposal shall not be less than CAD2.12 per Quadra Share; and
  - (c) the aggregation of the disposals of Quadra Shares under the Possible Quadra Disposal shall not constitute a very substantial disposal for the Company under the Listing Rules.”
3. “**THAT** Deloitte Touche Tohmatsu be and are hereby appointed as auditors of the Company to fill the vacancy following the resignation of KPMG, and to hold office until the conclusion of the next annual general meeting of the Company and that the board of directors of the Company be authorised to fix their remuneration.”

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

Hong Kong, 23 March 2009

*Registered Office:*

Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

*Notes:*

1. A member entitled to attend and vote at the above 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, Computershare Hong Kong Investor Services Limited, at Rooms 1806-7, 18th Floor, Hopewell Centre, 183 Queen's Road East, 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.

*As at the date of this announcement, the board of directors of the Company comprises Mr. Cai Yuan, Dr. You Xian Sheng, Mr. Wang Hui, Mr. Yeung Kwok Kuen and Mr. Chen Shou Wu 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.*