

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this announcement, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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 : 340)

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 on Monday, 20 April 2009 at 2:30 p.m. at Room 1306, 13/F., Bank of America Tower, 12 Harcourt Road, Admiralty, Hong Kong for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT**

- (a) the sale and purchase agreement dated 22 December 2008 (which is supplemented by a supplemental agreement dated 2 January 2009 and a further supplemental agreement dated 16 March 2009) (collectively referred to as the “**Agreement**”) entered into between the Company, Joy Success Limited and Master Long Limited (collectively referred to as the “**Vendors**”) and Mr. Ho Yat Sum and Mr. Ho Ho Wai, copies of which are tabled at the meeting and marked “**A**”, “**B**” and “**C**” and initialed by the chairman of the meeting for identification purpose, pursuant to which the Company has conditionally agreed to acquire and the Vendors conditionally agreed to sell 80 shares of US\$1.00 each in the capital of King Gold Investments Limited (“**King Gold**”) (the “**Sale Shares**”) representing 80% of the issued capital of King Gold for a total consideration of HK\$640,000,000 (subject to adjustment) pursuant to the Agreement (the “**Acquisition**”), be and is hereby approved, ratified and confirmed;
- (b) subject to the approval by the shareholders of the Company of the Acquisition and the Listing Committee granting the approval of and the permission to deal in the Consideration Shares (as defined in the circular of the Company dated 27 March 2009 (the “**Circular**”)), the issue of the Consideration Shares as part consideration for the Acquisition be and is hereby confirmed and approved; and

* *For identification purpose only*

- (c) any one director of the Company, or if the affixation of the common seal is necessary, any two directors of the Company or any one director of the Company and the Secretary of the Company or such other person(s) as the board of director may appoint, be and is/are hereby authorised 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/her to be incidental to, ancillary to or in connection with the matters contemplated in the Agreement.”

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

Hong Kong, 27 March 2009

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Notes:

- (1) A member entitled to attend and vote at the above meeting may appoint a proxy to attend and vote on his behalf and such proxy need not be a member of the Company.
- (2) If you are not able to attend the meeting in person, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon.
- (3) In order to be valid, the form of proxy, together with any power of attorney or authority under which it is signed or a notarially certified copy of that power of attorney or authority, must be deposited 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 not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
- (4) Where there are joint holders of a share of the Company, any one of such holders may vote at the meeting, either personally 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 and Mr. Chan Sze Hon, Mr. Chu Kang Nam, Mr. Goh Choo Hwee and Mr. Lin Xiang Min as independent non-executive directors.