

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim 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: 00340)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 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 Friday, 27 April 2018 at 3:00 p.m. (or immediately after the conclusion or the adjournment of the annual general meeting of the Company to be held at the same venue and on the same day at 2:30 p.m.) for the following purpose:

ORDINARY RESOLUTION

1. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

“(i) **THAT** subject to and conditional upon The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Consolidated Ordinary Shares (as defined below) arising from the Share Consolidation (as defined below), with effect from the first business day immediately following the date on which this resolution is passed:

- (a) every ten (10) issued and unissued ordinary shares of HK\$0.01 each in the share capital of the Company be consolidated into one (1) consolidated ordinary share of HK\$0.10 (the “Consolidated Ordinary Share”); and
- (b) every ten (10) issued and unissued convertible preference shares of HK\$0.01 each in the share capital of the Company be consolidated into one (1) consolidated convertible preference share of HK\$0.10

(collectively, the “Share Consolidation”); and

* *For identification purposes only*

- (ii) the directors of the Company be and are hereby authorised to do all such acts and things and execute all such documents as they may consider necessary, desirable or expedient to give effect to or in connection with the Share Consolidation including, without limitation, to aggregate all fractional Consolidated Ordinary Shares arising from the Share Consolidation (if any) and sell them for the benefit of the Company.”

By Order of the Board of
China Mining Resources Group Limited
Leung Lai Ming
Company Secretary

Hong Kong, 29 March 2018

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

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, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, 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 any adjournment thereof.
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. The register of members of the Company will be closed from Tuesday, 24 April 2018 to Friday, 27 April 2018, 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 Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong no later than 4:00 p.m. on Monday, 23 April 2018.

5. If Typhoon Signal No. 8 or above, or a “black” rainstorm warning is in effect any time after 11:30 a.m. on the date of the special general meeting, the meeting will be rescheduled. The Company will post an announcement on the website of the Company at www.chinaminingresources.com and on the HKEXnews website of the Stock Exchange at www.hkexnews.hk to notify the shareholders of the Company of the date, time and place of the rescheduled meeting.

As at the date hereof, the board of directors of the Company comprises, Mr. Fang Yi Quan, Mr. Yeung Kwok Kuen, Mr. Shi Xing Zhi and Mr. Shi Sheng Li as executive directors and Mr. Chu Kang Nam, Mr. Ngai Sai Chuen, Mr. Liang Xu Shu and Mr. Leung Ka Wo as independent non-executive directors.