



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)

NOTICE OF THE SGM

NOTICE IS HEREBY GIVEN that the special general meeting of China Mining Resources Group Limited (the “Company”) will be held on Friday, 8 June 2007 at 10:30 a.m. at Harcourt Room, Lower Lobby, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong for the purpose of considering and, if thought fit, passing each of the following resolutions as an ordinary resolution of the Company:

ORDINARY RESOLUTIONS

1. “THAT

- (a) the conditional sale and purchase agreement dated 11 March 2007 (the “Sale and Purchase Agreement”) entered into between 蘇慶玉 (Su Qingyu), 王世遠 (Wang Shiyuan), 吳延忠 (Wu Yanzhong), 賀啟奎 (He Qikui), 劉曉波 (Liu Xiaobo), 矯海龍 (Jiao Hailong), 韓殿生 (Han Diansheng), 鞠海坤 (Ju Haikun), 陳旭東 (Chen Xudong), 李洪勝 (Li Hongsheng), 董文學 (Dong Wenxue) and 陳士忠 (Chen Shizhong), 赤峰金劍銅業有限公司 (Chi Feng Jin Jian Copper Company Limited) (collectively the “Vendors”) and the Company in relation to the acquisition of a 75.08% of the equity interests in 哈爾濱松江銅業(集團)有限公司 (Harbin Songjiang Copper (Group) Company Limited) by the Company from the Vendors (a copy of which has been produced to the meeting and marked “A” and initialed by the Chairman of the meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed; and
- (b) any one director of the Company, or any two directors of the Company if the affixation of the common seal is necessary, 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 to be incidental to, ancillary to or in connection with the matters contemplated in the Sale and Purchase Agreement and completion thereof.”

2. “THAT

- (1) the Board be and is hereby authorized to allot and issue additional Shares in the capital of the Company (the “Mandate”). The Mandate can be exercised on more than one occasion during the Relevant Period subject to the following conditions:
 - (a) the aggregate nominal amount of Shares allotted and issued, or agreed conditionally or unconditionally to be allotted and issued to professional and institutional investors by the Board pursuant to the Mandate, shall not exceed 1,135,539,885 shares; and
 - (b) the Board shall only exercise its power under the Mandate in accordance with the Companies Act 1981 of Bermuda and the Listing Rules; and

- (2) contingent on the Board resolving to issue the Shares pursuant to sub-paragraph (1) above, the Board in exercising the Mandate be and is hereby authorised to:
- (a) approve, execute, and do or procure to be executed and done, all such documents, deeds and things as it may consider necessary in connection with the issue of such new Shares including (without limitation):
- (I) determine the number of Shares to be issued;
- (II) determine the issue price of the new Shares by reference to the relevant market considerations, including the prevailing market conditions, the prevailing market price of the Shares and investor demand for the Shares at the relevant time. The issue price will not be less than 80% or more of the higher of:
- (i) the closing price of the Shares quoted on The Stock Exchange of Hong Kong Limited on the date of the launch of the Proposed Share Issue; and
- (ii) the average closing price of the Shares quoted on The Stock Exchange of Hong Kong Limited in the 5 trading days immediately prior to the earliest of:
- (1) the date of announcement of the launch the Proposed Share Issue;
- (2) the date of the placing agreement involving the Proposed Share Issue; and
- (3) the date on which the price is fixed;
- The price for the Proposed Share Issue shall be no less than HK\$1.73.
- (III) determine the use of proceeds of the Proposed Share Issue; and
- (IV) make or grant such offers, agreements and options as may be necessary in the exercise of the Mandate.
- (3) For the purpose of this resolution:
- (a) “Board” means the board of directors of the Company;
- (b) “Shares” means the shares in the share capital of the Company, with par value of HK\$0.10 each, which are subscribed for and traded in Hong Kong dollars;
- (c) “Proposed Share Issue” means the proposed issue of Shares to professional and institutional investors, by way of private placement which are proposed to be listed on The Stock Exchange of Hong Kong Limited;
- (d) “Listing Rules” means the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited; and
- (e) “Relevant Period” means the period commencing from the date on which all of the conditions precedent to completion of the Sale and Purchase Agreement (other than the condition relating to the Company having obtained sufficient funding to pay for the consideration of the acquisition under the Sale and Purchase Agreement) having been fulfilled (or otherwise waived) in accordance with the term thereof until the date of completion of the Sale and Purchase Agreement.”

3. “THAT

- (a) the master supply agreement (the “Master Supply Agreement”) entered into by 哈爾濱松江銅業(集團)有限公司 (Harbin Songjiang Copper (Group) Company Limited) with 赤峰金劍銅業有限公司 (Chi Feng Jin Jian Copper Company Limited) on 26 April 2007 in relation to the supply of copper concentrates (a copy of which has been produced

to the meeting and marked “B” and initialed by the Chairman of the meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;

- (b) the annual caps (as stated in the circular of the Company dated 23 May 2007 (the “Circular”)) for the transactions contemplated under the Master Supply Agreement for the period from the date of Completion (as defined in the Circular) and ending on 31 December 2009 as shown in the Circular be and are hereby approved; and
- (c) any one director of the Company, or any two directors of the Company if the affixation of the common seal is necessary, 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 to be incidental to, ancillary to or in connection with the matters contemplated in the Master Supply Agreement and the transactions contemplated thereby.”

By Order of the Board of
China Mining Resources Group Limited
Cheng Sau Man
Company Secretary

Hong Kong, 23 May 2007

Registered Office:

Clarendon House
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. A form of proxy for use at the meeting is enclosed.
- (2) A form of proxy in respect of the meeting is enclosed. 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 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 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 notice, the Board comprises Mr. Cai Yuan, Mr. Luk Kin Peter Joseph and Mr. Yeung Kwok Kuen as executive directors, Mr. Lam Ming Yung as non-executive director and Mr. Chan Siu Tat, Mr. Wong Hon Sum and Mr. Chu Kang Nam as independent non-executive directors.

** For identification purpose only*