

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.



CHINA YUNNAN TIN MINERALS GROUP COMPANY LIMITED

中國雲錫礦業集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 263)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of the shareholders of China Yunnan Tin Minerals Group Company Limited (the “**Company**”) will be held at Plaza 3, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Thursday, 5 January 2012 at 3:00 p.m. for the purpose of considering and, if thought fit, passing the following resolutions:

SPECIAL RESOLUTION

1. “**THAT**, subject to and conditional upon (i) the Listing Committee of The Stock Exchange of Hong Kong Limited granting or agreeing to grant the listing of, and permission to deal in, the Adjusted Shares (as defined below); (ii) the registration by the Registrar of Companies in Hong Kong of a copy of resolution passed by the holders of the shares of the Company, a copy of a minute containing the particulars required under section 61A of the Companies Ordinance (Laws of Hong Kong, Cap 32) (the “**Companies Ordinance**”) and a statement in the prescribed form signed by an officer of the Company certifying that the relevant conditions under the Companies Ordinance have been satisfied:
 - (a) every twenty (20) issued and unissued existing shares of HK\$0.05 each in the share capital of the Company be consolidated into one (1) share of HK\$1.00 each (the “**Consolidated Share(s)**”) in the share capital of the Company (the “**Share Consolidation**”), and any fractional entitlements to the then issued Consolidated Shares resulting from the Share Consolidation shall be aggregated and sold in the form of Consolidated Shares for the benefit of the Company in such manner and on such terms as the directors of the Company may think fit;
 - (b) subject to the Share Consolidation becoming effective, the authorised share capital of the Company will be reduced from HK\$450,000,000 divided into 450,000,000 Consolidated Shares of HK\$1.00 each to HK\$4,500,000 divided into 450,000,000 shares of HK\$0.01 each (the “**Adjusted Share(s)**”) by canceling the issued and

paid-up capital to the extent of HK\$0.99 on each of the Consolidated Share by reducing the nominal value of all the issued and unissued Consolidated Shares from HK\$1.00 each to HK\$0.01 each (the “**Capital Reduction**”) (the Share Consolidation and the Capital Reduction together are referred to as the “**Capital Reorganisation**”);

- (c) subject to the Capital Reduction taking effect, the credit arising from the Capital Reduction be credited to the share premium account of the Company;
- (d) all of the Adjusted Shares resulting from the Capital Reorganisation shall rank pari passu in all respects and have the rights and privileges and be subject to the restrictions contained in the Company’s articles of association; and
- (e) the directors of the Company be and are hereby authorised generally to do all things they may consider appropriate and desirable to effect and implement the Share Consolidation, the Capital Reduction and the application of credit arising from the Capital Reduction.”

ORDINARY RESOLUTION

- 2. “**THAT**, subject to and conditional upon the Capital Reorganisation becoming effective:
 - (a) the authorised share capital of the Company be increased from HK\$4,500,000 divided into 450,000,000 Adjusted Shares to HK\$450,000,000 divided into 45,000,000,000 Adjusted Shares by the creation of additional 44,550,000,000 new Adjusted Shares (the “**Increase in Authorised Share Capital**”); and
 - (b) the directors of the Company be and are hereby authorised generally to do all acts, deeds and things, and to approve, sign and execute any documents as they shall, in their absolute discretion, consider necessary, desirable or expedient to carry into effect or to give effect to the Increase in Authorised Share Capital.”

By Order of the Board
China Yunnan Tin Minerals Group Company Limited
Zhang Guoqing
Chairman

Hong Kong, 5 December 2011

Registered office:
Units 2502–5
25th Floor
Harbour Centre
25 Harbour Road
Wanchai, Hong Kong

Notes:

1. Any member of the Company entitled to attend and vote at the meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member of the Company who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company. A proxy need not be a member of the Company.
2. Where there are joint registered holders of any share, any one of such persons 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 joint holders is present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
4. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the office of the Company's share registrar, Tricor Secretaries Limited, at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time for holding the meeting or adjourned meeting or poll (as the case may be) at which the person named in such instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.
5. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

As at the date of this announcement, the Board of Directors of the Company comprises six executive Directors, namely Dr. Zhang Guoqing (Chairman), Mr. Chen Shuda, Ms. Ng Shin Kwan, Christine and Mr. Lee Jalen, Mr. Chan Ah Fei and Mr. Lee Yuk Fat and three independent non-executive Directors, namely Mr. Sun Ka Ziang, Henry, Mr. Kwok Ming Fai and Dr. Wong Yun Kuen.