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CVM Minerals Limited

南亞礦業有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 705)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of the shareholders of CVM Minerals Limited (the “Company”) will be held at Unit A, 29/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Friday, 13 April 2012 at 9:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions of the Company:

ORDINARY RESOLUTIONS

1. “To approve the re-election of Mr. Tony Tan as an Independent Non-executive Director of the Company.”
2. “**THAT**
 - (a) the agreement (the “**Agreement**”) (a copy of which has been produced to the EGM marked “A” and signed by the chairman of the EGM for the purpose of identification) dated 12 January 2012 and entered into between Nice Tone Enterprises Ltd. (“**Nice Tone**”), a wholly-owned subsidiary of the Company and Voice Key Group Limited, Chinacorp International Consultants Limited and Champion Tone Development Limited (the “**Vendors**”) pursuant to which Nice Tone has agreed to purchase and the Vendors have agreed to sell the Sale Shares (as defined in the Circular) for a total consideration of HK\$200,000,000 and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;
 - (b) the allotment and issue of an aggregate of 660,000,000 Consideration Shares (as defined in the Circular) of HK\$0.025 each in the share capital of the Company credited as fully paid at an issue price of HK\$0.126 per Consideration Share to the Vendors in accordance with the Agreement be and is hereby approved, confirmed and ratified;
 - (c) the issue of the Convertible Bonds (as defined in the Circular) by the Company in accordance with the Agreement be and is hereby approved, confirmed and ratified;
 - (d) the allotment and issue of new ordinary shares of the Company which may fall to be issued upon the exercise of the conversion rights attached to the Convertible Bonds be and is hereby approved, confirmed and ratified; and

- (e) the directors of the Company be and is/are hereby authorised to sign, execute, perfect, deliver and do all such documents, deeds, acts, matters and things, as the case may be in their discretion consider necessary, desirable or expedient to carry out and implement the Agreement and all the transactions contemplated thereunder into full effect.”

By Order of the Board
CVM Minerals Limited
GOH SIN HUAT
Executive Chairman

Hong Kong, 23 March 2012

Notes:

1. A shareholder of the Company entitled to attend and vote at the extraordinary general meeting (or at any adjournment thereof) is entitled to appoint another person as his/her/its proxy to attend and vote in his/her/its stead in accordance with the Articles. A proxy need not be a shareholder of the Company.
2. In the case of joint holders, the vote of the senior who tenders the vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of other joint holder(s), and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.
3. In order to be valid, a form of proxy must be deposited at the Company’s Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) not less than 48 hours before the time appointed for the holding of the above meeting or any adjournment thereof. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting or any adjourned meeting thereof, if they so wish.

As at the date of this notice, the Executive Directors of the Company are Mr. Goh Sin Huat, Mr. Lim Ooi Hong and Mr. Leung Wai Kwan, and the Independent Non-executive Directors of the Company are Ms. Wong Choi Kay, Mr. Chong Lee Chang and Mr. Tony Tan.