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## **SINOCOP RESOURCES (HOLDINGS) LIMITED**

**中銅資源（控股）有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 476)**

### **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting of Sinocop Resources (Holdings) Limited (the “**Company**”) will be held at Plaza 3, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong at 11:00 a.m. on Wednesday, 30 October 2013 for the purpose of considering and, if thought fit, passing, with or without modification, the following resolutions:

#### **ORDINARY RESOLUTIONS**

1. “**THAT:**

- (a) the acquisition agreement (the “**Acquisition Agreement**”) dated 29 March 2012 entered into among China Elegance Resources Limited, a wholly owned subsidiary of the Company, as purchaser, Sino PowerHouse Corporation, Zhou Bo (周勃), and Luan Zhong Jie (樂中杰) as 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) in relation to, among other matters, the acquisition of the entire issued share capital of South China Mining Investments Limited (the “**Acquisition**”) and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;

- (b) the issue of the convertible notes in an aggregate principal amount of HK\$2.91 billion (the “**Convertible Notes**”), the principal terms and conditions of which are set out or referred to in the circular of the Company dated 11 October 2013 (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), pursuant to the terms and conditions of the Acquisition Agreement be and is hereby approved;
- (c) the issue and allotment of such number of shares of HK\$0.01 each in the share capital of the Company (the “**Shares**”) which may fall to be issued upon the exercise of the conversion rights attaching to the Convertible Notes be and is hereby approved;
- (d) the issue and allotment of 120 million Shares, credited as fully paid at an issue price of HK\$0.75 per Share, by the Company as consideration shares pursuant to the terms and conditions of the Acquisition Agreement be and is hereby approved; and
- (e) the directors of the Company (the “**Directors**”) be and are hereby authorised to execute such all other documents, do all other acts and things and take such action as may in the opinion of the Directors be necessary, desirable or expedient to implement and give effect to the Acquisition Agreement and any other transactions contemplated under the Acquisition Agreement.”

2. “**THAT:**

- (a) the placing agreement dated 29 March 2012 entered into between the Company as issuer and Changjiang Securities Brokerage (HK) Limited as placing agent in relation to the placing of not less than 265 million but not more than 333.3 million new Shares (the “**Placing Shares**”) in the share capital of the Company at a placing price of not less than HK\$0.60 per Placing Share but not more than HK\$0.75 per Placing Share (the “**Placing Agreement**”) on an underwritten basis (a copy of which marked “C” has been produced to the meeting and signed by the chairman of the meeting for the purpose of identification) and all transactions contemplated thereunder be and are hereby approved, confirmed and ratified;

- (b) conditional upon, among others, the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Placing Shares and fulfillment of conditions set out in the Placing Agreement, the issue and allotment of the Placing Shares, pursuant to and subject to the terms and conditions of the Placing Agreement, be and are hereby approved; and
- (c) the Directors be and are hereby authorised to exercise all the powers of the Company and take all steps as might in the opinion of the Directors be desirable, necessary or expedient in connection with the implementation of the transactions contemplated under the Placing Agreement and in relation to the issue and allotment of the Placing Shares, including, without limitation to, the execution, amendment, supplement, delivery, submission and implementation of any further documents or agreements.”

By order of the Board  
**Sinocop Resources (Holdings) Limited**  
**Cheung Ngan**  
*Chairman*

Hong Kong, 11 October 2013

*Registered Office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Head office and Principal Place of  
Business in Hong Kong:*

37th Floor  
China Online Centre  
333 Lockhart Road  
Wanchai  
Hong Kong

*Notes:*

1. Any Shareholder entitled to attend and vote at the meeting convened by the above notice is entitled to appoint a proxy in respect of the whole or any part of his holding of shares to attend and vote in his stead. A proxy need not be a Shareholder of the Company.
2. In order to be valid, the form of proxy, together with any power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or other authority, must be deposited at the principal place of business of the Company located at 37th Floor, China Online Centre, 333 Lockhart Road, Wanchai, Hong Kong, not less than 48 hours prior to the meeting.
3. The register of Shareholders of the Company will be closed from Monday, 28 October 2013 to Wednesday, 30 October 2013, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for attending this special general meeting, all duly completed and signed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Branch Registrars in Hong Kong, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong not later than 4:30 p.m. on Friday, 25 October 2013.

*As at the date of this notice, the Board comprises four executive Directors, namely Messrs. Cheung Ngan, Chan Chung Chun, Arnold, Zhau Chong Dei and Lee Ming Zang, one non-executive Director, namely Mr. Li Shaofeng and three independent non-executive Directors, namely Messrs. Chan Francis Ping Kuen, Hu Guang and Chan Chak Paul.*