

China Goldmines plc

Notice of Annual General Meeting

Notice is hereby given that the annual general meeting of China Goldmines plc will be held at Brewin Dolphin, 12 Smithfield Street, London, EC1A 9BD on Friday 23 January 2009 at 11.00a.m. to transact the following business:-

Ordinary Business

To consider and, if thought fit, to pass the following resolutions as ordinary resolutions of the Company:

1. to receive the audited accounts for the year ended 30 June 2008 together with the directors' report for that financial year and the auditors' report on those accounts;
2. to receive the directors' remuneration report for the year ended 30 June 2008;
3. to re-appoint Mazars LLP as auditors of the Company and to authorise the directors to fix their remuneration.

Special Business

To consider and, if thought fit, to pass the following resolutions of which resolution 4 will be proposed as an ordinary resolution and resolutions 5 and 6 as special resolutions:

Ordinary Resolution

4. The directors of the Company be and are hereby unconditionally authorised in substitution for any previous authority for the purposes of Section 80 of the Companies Act 1985 (as amended) (the "Act") to allot relevant securities (within the meaning of Section 80(2) of the Act) up to a maximum nominal value equal to £65,245.89 at any time (unless and to the extent previously revoked, varied or renewed by the Company in general meeting) during the period from the date hereof until the expiry of 15 months from the date hereof and the conclusion of the Company's next annual general meeting (whichever is the earlier) provided that the directors of the Company may make an offer or enter into an agreement which would or might require relevant securities to be allotted, offered or otherwise dealt with or disposed of after the expiry of such authority and may allot any relevant securities after the expiry of such authority pursuant to such offer or agreement as if this authority had not expired.

Special Resolutions

5. That, subject to and conditional upon the passing of resolution 4, the directors of the Company be and they are hereby given the power, in substitution of all

existing authorities, pursuant to Section 95 of the Act to allot equity securities (as defined in Section 94 of the Act) of the Company for cash pursuant to the Section 80 authority referred to in resolution 4 above as if Section 89(1) of the Act did not apply to any such allotment, such power to expire on the expiry of the period from the date hereof until the expiry of 15 months from the date hereof and the conclusion of the Company's next annual general meeting (whichever is the earlier) or the revocation of the Section 80 authority referred to in resolution 4 above provided that before such expiry the directors of the Company may make an offer or enter into an agreement which would or might require equity securities to be allotted after the expiry of such power and the directors of the Company may allot equity securities under this power in pursuance of any such offer or agreement as if this power had not expired. This power is limited to:

- 5.1. the allotment of equity securities for cash where such securities have been offered (whether by way of a rights issue, open offer or otherwise) to holders of ordinary shares of 1p each in the capital of the Company where the equity securities respectively attributable to the interests of such holders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares of 1p each held by them but subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient to deal with any fractional entitlements or any legal or practical problems under the laws of, or the requirements of any regulatory body or any recognised stock exchange in, any territory; and
- 5.2. the allotment (other than pursuant to paragraph 5.1 above) of equity securities up to a maximum aggregate nominal amount of £24,237.70.

This power applies in relation to any sale of shares which is an allotment of equity securities by virtue of Section 94(3A) of the Act as if in the first paragraph of this resolution the words "pursuant to the Section 80 authority referred to in resolution 4 above" were omitted.

6. That the Articles of Association presented to the meeting and initialled for identification purposes by the Chairman be and the same are hereby approved and adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company.

By order of the Board

Alex Worrall
(Company Secretary)

Dated: 15 December 2008

Registered Office: Sandgate House
102 Quayside
Newcastle upon Tyne
NE1 3DX

Notes

1. Entitlement to Attend and Vote

Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those holders of ordinary shares of 1p each in the capital of the Company registered in the Company's Register of Members at:

1.1. 11.00a.m on 21 January 2009; or

1.2 if this meeting is adjourned, at 11.00a.m. 48 hours prior to the adjourned meeting;

shall be entitled to attend and vote at the meeting in respect of the number of ordinary shares of 1p each in the capital of the Company registered in their name at that time. Subsequent changes to entries in the Register of Members as at 11.00a.m. on 21 January 2009 shall be disregarded in determining the rights of any person to attend or vote at the meeting.

2. Appointment of Proxies

If you are a member of the Company at the time set out in note 1.1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to your proxy form.

You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share.

2.3 The notes to the proxy form explain how to direct your proxy to vote on each resolution or withhold their vote. To appoint a proxy using the proxy form, the form must be:

2.3.1 completed and signed;

2.3.2 sent or delivered to Computershare Investor Services plc at The Pavilions, Bridgwater Road, Bristol, BS99 3FA; and

2.3.3 received by Computershare Investor Services plc no later than 48 hours before the meeting.

2.4 In the case of a member which is a Company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the Company or an attorney for the Company. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

3. **Attending in Person**

The sending of a completed form of proxy to the Company's Registrar will not preclude members from attending and voting at the meeting, or any adjournment thereof, in person, should they so wish.

4. **Documents on Display**

Copies of the contracts for service of the Directors of the Company or any of its subsidiary undertakings will be available:

4.1 for at least 15 minutes prior to the meeting; and

4.2 during the meeting.



CHINA GOLDMINES PLC

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Changes to the Articles of Association – Explanatory Notes

The changes to the existing Articles of Association, which are reflected in the new Articles of Association, deal with, predominantly, certain provisions of the Companies Act 2006 which came into force on 1 October 2008.

The Companies Act 2006 provides that directors have a duty to avoid situations in which their interests may conflict with those of their company. The new Articles of Association contain provisions designed to assist the Directors with complying with this duty. For example, they provide that the Directors may authorise matters (to the fullest extent permitted by law) in which a Director has a conflict of interest, subject to any conditions and limitations decided by the Directors and provided that the matter in question has been appropriately proposed to and authorised by the Board, and once so authorised the relevant Director, provided that he complies with any such conditions and limitations, will not infringe his duties owed to the Company under the Companies Act 2006.

The new Articles of Association also provide for declarations of interests by the Directors in accordance with the Companies Act 2006 and the ability of Directors to participate in matters they are interested in and vote and count in the quorum in relation to resolutions of the Board in which they are interested.

In addition to the above changes required due to the implementation of certain provisions of the Companies Act 2006 which came into force on 1 October 2008, the new Articles of Association also provide that forms of proxy and authorities under which they are executed have to be deposited not less than forty eight hours before a general meeting or adjourned meeting or the taking of the poll at which the proxy proposes to vote, unless calculating such forty eight hour period would involve any part of a day which is not a working day, in order to avoid weekends, Christmas Day, Good Friday and any bank holiday counting towards the forty eight hour period. This change brings the Company's Articles of Association into line with the current law.

Document available for inspection

A copy of the proposed new Articles of Association is available for inspection by members at the Company's registered office during normal business hours for the period up to the Annual General Meeting and will be available for inspection at the Annual General Meeting.

Registered Office:
Sandgate House,
102 Quayside
Newcastle upon Tyne
NE1 3DX
Tel: +44 207 788 7621
www.chinagoldmines.com
Company Number 5529561

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262 West Laodong Road
Changsha Hunan
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Site Office:
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CHINA GOLDMINES PLC

(Incorporated in England and Wales with Registered Number 05529561)

Form of Proxy

For use at the Annual General Meeting to be held at 11.00 a.m on 23 January 2009
at Brewin Dolphin, 12 Smithfield Street, London EC1A 9BD

I/We.....(BLOCK
CAPITALS PLEASE)

of.....being (a)
holder(s) of Ordinary Shares of 1p each in China Goldmines plc ("the Company"), hereby appoint the Chairman of the meeting or (see note 2)

as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at 11.00 a.m. on 23 January 2009 and at any adjournment thereof. I/We direct the proxy to vote on the following resolutions as indicated below (see notes 6 and 7):

<u>ORDINARY BUSINESS</u>	For	Against	Vote Withheld
1. To receive the audited accounts for the year ended 30 June 2008			
2. To receive the directors' remuneration report for the year ended 30 June 2008			
3. To re-appoint Mazars LLP as auditors of the Company and to authorise the directors to fix the auditors' remuneration			
<u>SPECIAL BUSINESS</u>	For	Against	Vote Withheld
4. To authorise the directors to allot relevant securities (Ordinary Resolution)			
5. To disapply statutory pre-emption rights (Special Resolution)			
6. To approve and adopt the new Articles of Association (Special Resolution)			

Please indicate how you wish to vote with a tick in the appropriate box. If no indication is given, your proxy will be deemed to be authorised in respect of your full voting entitlement.

Signed.....Dated.....

Notes:

- 1 All shareholders who wish to attend and vote at the meeting must be entered on the Company's register of members no later than 48 hours before the time fixed for the meeting. Changes to entries on the register after that time will be disregarded in determining the rights of any person to attend or vote at the meeting.
- 2 Shareholders entitled to attend and vote at the meeting may appoint a proxy or proxies to attend, speak and vote on their behalf. A proxy need not be a member of the Company. If you wish to appoint someone other than the Chairman delete the words "the Chairman of the meeting or". Investors who hold their Ordinary Shares through a nominee may wish to attend the meeting as a proxy, or to arrange for someone else to do so for them, in which case they should discuss this with their nominee or stockbroker. Completion of the Proxy Form will not prevent a shareholder from attending and voting at the meeting if subsequently he/she finds they are able to do so.
- 3 The 'Vote Withheld' option is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
- 4 In the case of a member which is a company, your proxy form must be executed under its common seal or signed on its behalf by a duly authorised officer of the company or an attorney for the company.
- 5 In the case of joint holders, the signature of only one of the joint holders is required on the Proxy Form but the vote of the first named on the register of members of the Company will be accepted to the exclusion of the other joint holders.
- 6 To be valid, completed Proxy Forms must be received at the office of the Company's Registrars, Investor Services plc, The Pavilions, Bridgwater Road, Bristol, BS99 3FA not less than 48 hours before the time fixed for the meeting.
- 7 The Company, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, specifies that only those members registered in the Register of Members of the Company at 11.00 a.m. on 21 January 2009 shall be entitled to attend and vote at the Annual General Meeting in respect of such number of Ordinary Shares of 1p each in the Company registered in their name at that time. Changes to entries on the Register of Members after 11.00 a.m. on 21 January 2009 shall be disregarded in determining the rights of any person to attend or vote at the meeting.