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If you have sold or transferred all your shares in CVM Minerals Limited, you should at once hand this circular and the accompanying 2009 Annual Report and the form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.



CVM Minerals Limited
南亞礦業有限公司

(Incorporated in Hong Kong with limited liability)
(Stock Code: 705)

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS,
CHANGE OF AUDITORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an Annual General Meeting of CVM Minerals Limited (the "Company") to be held at Bauhinia Room 3, 3rd Floor, Regal Hongkong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong on Wednesday, 19 May 2010 at 9.00 a.m. is set out on pages 14 to 18 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk). Whether or not you are able to attend the meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to 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 as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the meeting. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting if you so wish.

20 April 2010

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Annual General Meeting”	the annual general meeting of the Company to be held at Bauhinia Room 3, 3rd Floor, Regal Hongkong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong on Wednesday, 19 May 2010 at 9.00 a.m. and notice of which is set out on pages 14 to 18 of this circular, or where the context so admits, any adjournment thereof
“Articles of Association”	the articles of association of the Company adopted on 14 October 2008 and as amended from time to time
“Baker Tilly”	Messrs. Baker Tilly Hong Kong Limited
“Board”	the board of Directors
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong), as amended and supplemented from time to time
“Company”	CVM Minerals Limited 南亞礦業有限公司, a company incorporated under the laws of Hong Kong with limited liability on 9 November 2007
“CVMSB”	Commerce Venture Magnesium Sdn. Bhd., a company incorporated under the laws of Malaysia on 3 July 1995 and a wholly owned subsidiary of the Company
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiary and if any, associated companies and, in respect of the period before the Company became the holding company of such subsidiary (or before such associated companies became associated companies of the Company, where applicable), the entities which carried on the business of the present Group at the relevant time
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“HWGB”	Ho Wah Genting Berhad, the controlling shareholder of the Company and a public listed company listed on the Main Market of Bursa Malaysia Securities Berhad
“Latest Practicable Date”	15 April 2010, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

DEFINITIONS

“PRC”	the People’s Republic of China
“Proposed Repurchase Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase Shares not exceeding 10 per cent of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution granting the Proposed Repurchase Mandate
“Proposed Change of Auditors”	the proposed appointment of Baker Tilly as new auditors of the Company, in place of the retired auditors, Messrs. KPMG to hold office until the conclusion of the next annual general meeting of the Company, subject to the passing of an ordinary resolution by the Shareholders at the Annual General Meeting
“Securities and Future Ordinance”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended and supplemented from time to time
“Share(s)”	ordinary share(s) of nominal value of HK\$0.025 each in the capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers

LETTER FROM THE BOARD



CVM Minerals Limited

南亞礦業有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 705)

Executive Directors

Mr. Chong Wee Chong (*Chief Executive Officer*)

Mr. Gao Qi Fu

Mr. Lim Ooi Hong

Registered office:

8th Floor, Gloucester Tower

The Landmark

15 Queen's Road Central

Hong Kong

Independent Non-executive Directors

Mr. Tony Tan (*Chairman*)

Ms. Wong Choi Kay

Mr. Chong Lee Chang

Mr. Lam Cheung Shu

Head office and principal place of business

in Malaysia:

3rd Floor, Wisma Ho Wah Genting

No. 39, Jalan Maharajalela

50150 Kuala Lumpur

Malaysia

20 April 2010

To the Shareholders

Dear Sir or Madam

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS,
CHANGE OF AUDITORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide the Shareholders with an explanatory statement containing information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the resolution to approve the Proposed Repurchase Mandate to the Directors, the notice of Annual General Meeting and the following proposals to be put forward at the Annual General Meeting: (i) the grant of general mandates to the Directors to issue Shares and repurchase Shares, (ii) the re-election of the retiring Directors and (iii) Proposed Change of Auditors at the Annual General Meeting.

LETTER FROM THE BOARD

GENERAL MANDATE TO ISSUE SHARES

In order to ensure flexibility and discretion to the Directors, in the event that it becomes desirable to issue any Share, approval is to be sought from the Shareholders, pursuant to the Listing Rules, for a general mandate to issue Shares. At the Annual General Meeting, an ordinary resolution no. 4(A) will be proposed to grant a general mandate to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with new Shares in the share capital of the Company representing up to 20 per cent of the aggregate nominal amount of the issued share capital of the Company immediately after the passing of the resolution in relation to such general mandate. As at the Latest Practicable Date, the issued share capital of the Company comprised 2,164,000,000 Shares. Subject to the passing of ordinary resolution no. 4(A) and on the basis that no further Shares are issued or repurchased before the Annual General Meeting, the Company will be allowed to issue a maximum of 432,800,000 Shares. In addition, subject to a separate approval of the ordinary resolution no. 4(C), the number of Shares purchased by the Company under ordinary resolution no. 4(B) will also be added to the 20 per cent general mandate as mentioned in the ordinary resolution no. 4(A). The Directors wish to state that they have no immediate plans to issue any new Shares of the Company pursuant to such general mandate.

In accordance with the Listing Rules, the Company may not make a new issue of Shares or announce a proposed new issue of Shares for a period of 30 days after any purchase by it of Shares, whether on the Stock Exchange or otherwise, other than an issue of securities pursuant to the exercise of warrants, share options or similar instruments requiring the Company to issue securities which were outstanding prior to that purchase of its own securities, without the prior approval of the Stock Exchange.

GENERAL MANDATE TO REPURCHASE SHARES

In addition, an ordinary resolution will be proposed to approve the granting of a Proposed Repurchase Mandate to the Directors to exercise the powers of the Company to repurchase Shares representing up to 10 per cent of the aggregate nominal amount of the issued share capital of the Company immediately after the passing of the resolution in relation to such Proposed Repurchase Mandate.

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the Proposed Repurchase Mandate is set out in Appendix II to this circular. This explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the Annual General Meeting.

RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 104(A) of the Articles of Association, Mr. Chong Wee Chong, Mr. Lim Ooi Hong and Mr. Tony Tan shall retire by rotation, and being eligible, have offered themselves for re-election at the Annual General Meeting.

LETTER FROM THE BOARD

Details of the above named Directors who are subject to re-election at the Annual General Meeting are set out in Appendix I to this circular in accordance with the relevant requirements of the Listing Rules.

CHANGE OF AUDITORS

A special notice dated 15 April 2010 pursuant to Section 132(1) of the Companies Ordinance was received from HWGB, of its intention to propose the following resolution as an ordinary resolution, to be considered at the Annual General Meeting:

“**That** Messrs. Baker Tilly Hong Kong Limited hereby appointed as auditors of the Company, in place of the retired auditors, Messrs. KPMG, to hold office until the conclusion of the next annual general meeting at remuneration to be determined by the directors.”

On 16 April 2010, the Board announced that Messrs. KPMG will retire as auditors of the Company at the Annual General Meeting as KPMG and the Company could not reach a consensus on the auditors' remuneration for the financial year ending 31 December 2010.

The Board proposes to appoint Baker Tilly as auditors of the Company following the retirement of KPMG and to hold office until the conclusion of the next annual general meeting of the Company, subject to the passing of an ordinary resolution by the Shareholders at the Annual General Meeting.

The aforesaid change of auditors was proposed to the Shareholders by the Board, on the recommendation of the audit committee of the Company.

KPMG had vide its letter date 15 April 2010 confirmed that there are no matters in connection with their cessation to act as the Company's auditors that they considered need to be brought to the attention of the Shareholders of the Company. The Board also confirms that there are no circumstances in respect of the change of auditors which it considers need to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 14 to 18 of this circular is the notice of Annual General Meeting at which, *inter alia*, ordinary resolutions will be proposed to Shareholders to consider and approve the grant to the Directors of general mandates to issue Shares and repurchase Shares, the re-election of the retiring Directors and the Proposed Change of Auditors.

LETTER FROM THE BOARD

FORM OF PROXY

A form of proxy is enclosed for use at the Annual General Meeting. Such form of proxy is also published on the website of the Stock Exchange (www.hkexnews.hk). Whether or not you intend to be present at the Annual General Meeting, you are requested to complete the form of proxy and return it to the Company in accordance with the instructions printed thereon not less than 48 hours before the time fixed for the holding of the Annual General Meeting. Completion and delivery of the form of proxy will not preclude Shareholders from attending and voting at the Annual General Meeting if they so wish.

VOTING PROCEDURE

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. The chairman of the Annual General Meeting shall therefore demand voting on all resolutions set out in the notice of Annual General Meeting be taken by way of poll pursuant to Article 75 of the Articles of Association.

On a poll, every Shareholder present in person or by proxy or (being a corporation) by its duly authorised representative shall have one vote for every fully paid Share held. A Shareholder entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way.

RECOMMENDATION

The Directors consider that the proposed granting of the general mandate to the Directors to issue Shares and repurchase Shares, the proposed re-election of the retiring Directors and the Proposed Change of Auditors are in the interests of the Group and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

Yours faithfully
By order of the Board
CVM Minerals Limited
Tony Tan
Chairman

The following are the particulars of the Directors (as required by the Listing Rules) proposed to be re-elected at the Annual General Meeting:

Mr. Chong Wee Chong

Chong Wee Chong, aged 49, Malaysian, is our Executive Director and Chief Executive Officer. He joined our Board on 9 November 2007 and the board of directors of CVMSB on 2 March 2004. Mr. Chong obtained his Bachelor of Science in Actuarial Science in 1986 and the Master of Science in Actuarial Science/Statistics in 1987 from the University of Iowa, USA. He is a Certified Financial Planner and a member of the Financial Planning Association of Malaysia. Mr. Chong has over 10 years of relevant experience in managing natural resources projects in Malaysia and infrastructure projects in the PRC before joining the Group in 2004. Prior to joining the Group, Mr. Chong worked on the commercialisation and management of a number of “large-scale” projects including highways in the PRC and natural resource exploitation (timber and aluminum).

Mr Chong has entered into a service contract with the Company commencing on 22 December 2008, being the date of commencement of trading of the shares of the Company on the Stock Exchange, which can be terminated by either party giving to the other not less than 6 months’ notice. Pursuant to his service contract and subsequent adjustments with effect from 1 April 2010, Mr Chong is entitled to receive a salary of USD12,000 plus RM180,000 (or equivalent to HK\$521,727) per annum. Mr Chong’s remuneration is determined by reference to the prevailing market conditions, his duties and responsibilities in the Company.

Save as disclosed above, Mr Chong does not hold any positions with the Company or other members of the Group, does not hold any other directorships in other listed public companies in the last three years, does not have any relationships with any directors, senior management or substantial or controlling shareholders of the Company, and does not have any interests in shares of the Company within the meaning of XV of the Securities and Future Ordinance.

Further, there is no other matter that needs to be brought to the attention of shareholders and there is no information relating to Mr Chong which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Mr. Lim Ooi Hong

Lim Ooi Hong, aged 33, Malaysian, is our Executive Director for Special Projects. He joined our Board on 9 November 2007 and the board of CVMSB on 3 May 2006. Mr. Lim graduated from RMIT University (formerly known as Royal Melbourne Institute of Technology) with a Bachelor’s Degree in Business (Business Administration) in 1998. Mr. Lim’s contribution to our development began from inception, as he was a member of the task force of CVMSB’s project established in February 2004.

Prior to joining our Group, Mr. Lim was involved in special projects relating to the exploration and processing of zircon and kaolin, both non-ferrous metals, in Kalimantan, Indonesia and a tin mining project in Bentong, Pahang, Malaysia.

Mr Lim is related to Dato' Lim Hui Boon (his father), who serves as the Group President of the Company.

Mr Lim has entered into a service contract with the Company commencing on 22 December 2008, being the date of commencement of trading of the shares of the Company on the Stock Exchange, which can be terminated by either party giving to the other not less than 6 months' notice. Pursuant to his service contract and subsequent adjustments with effect from 1 April 2010, Mr Lim is entitled to receive a salary of USD12,000 plus RM144,000 (or equivalent to HK\$436,013) per annum. Mr Lim's remuneration is determined by reference to the prevailing market conditions, his duties and responsibilities in the Company.

Save as disclosed above, Mr Lim does not hold any positions with the Company or other members of the Group, does not hold any other directorships in other listed public companies in the last three years, does not have any other relationships with any directors, senior management or substantial or controlling shareholders of the Company, and does not have any interests in shares of the Company within the meaning of XV of the Securities and Future Ordinance.

Further, there is no other matter that needs to be brought to the attention of shareholders and there is no information relating to Mr Lim which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Mr. Tony Tan

Tony Tan, aged 59, Malaysian, has been our Independent Non-executive Director and the Chairman of the Board since 9 November 2007 and the chairman of our Nomination Committee and Remuneration Committee since 14 October 2008. He graduated from the University of Tasmania, Australia with a Bachelor of Arts' Degree in 1975. He was called to the English Bar at Lincoln's Inn of Court, England in July 1979.

Mr. Tan was called to the Malaysian Bar in 1980 and is now an Advocate and Solicitor of the High Court of Malaya. He is an advocate and solicitor of the legal firm of Messrs. N.K.Tan & Rahim. He has more than 28 years of experience in commercial law and is well-versed in conveyancing, litigation and general law.

Prior to joining our Group, Mr. Tan has served first as a Non-executive Director and then as an Executive Director of Antah Holdings Berhad, a public listed company listed on the Main Market of the Bursa Malaysia Securities Berhad, from 14 July 1999 until 30 August 2001. He was also a director of Naga Sakti Sdn. Bhd., the property arm of Antah and Permanis Sdn. Bhd., the Malaysian franchise holder and bottler of Pepsi-Cola and Seven-Up.

Mr. Tan was also an Independent Non-executive Director of HWGB, from 4 July 2001 until 12 December 2007. He served as the chairman of the audit committee, nomination and remuneration committee of HWGB until his resignation from the board of directors of HWGB in 12 December 2007.

The appointment of Mr Tan can be terminated by either party giving to the other not less than 6 months' notice. Pursuant to his letter of appointment and subsequent adjustment with effect from 1 January 2009, Mr Tan is entitled to receive a salary of USD12,000 (or equivalent to HK\$93,000) per annum. Mr Tan's remuneration is determined by reference to the prevailing market conditions, his duties and responsibilities in the Company and the Company's remuneration policy.

Save as disclosed above, Mr Tan does not hold any positions with the Company or other members of the Group, does not hold any other directorships in other listed public companies in the last three years, does not have any relationships with any directors, senior management or substantial or controlling shareholders of the Company, and does not have any interests in shares of the Company within the meaning of XV of the Securities and Future Ordinance.

Further, there is no other matter that needs to be brought to the attention of shareholders and there is no information relating to Mr Tan which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

The following is an explanatory statement required to be sent to the Shareholders under the Listing Rules in connection with the Proposed Repurchase Mandate.

SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,164,000,000 Shares of nominal value of HK\$0.025 each. Subject to the passing of the resolution granting the Proposed Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the Annual General Meeting, the Company will be allowed to repurchase a maximum of 216,400,000 Shares which represent 10 per cent of the issued share capital of the Company during the period ending on the earlier of the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required to be held by law or the Articles of Association or the date upon which such authority is revoked or varied by a resolution of the Shareholders in general meeting.

REASONS FOR REPURCHASES

The Directors believe that to give the Company additional flexibility, it is in the best interests of the Company and the Shareholders to seek a general authority from the Shareholders to enable the Company to repurchase its Shares on the Stock Exchange. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or its earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

FUNDING OF REPURCHASES

Repurchases of Shares will be financed out of funds legally available for the purpose and in accordance with the Articles of Association, the Listing Rules and the applicable laws of Hong Kong. Accordingly, any repurchases by the Company may be made out of the Company's funds which would otherwise be available for dividend or distribution or out of the proceeds of a fresh issue of Shares made for the purpose of the repurchase. Any amount of premium payable on the purchase over the par value of the Shares to be repurchased must be out of the funds which would otherwise be available for dividend or distribution or from sums standing to the credit of the Company's share premium account.

The Directors have no present intention to repurchase any Shares and they would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company. The Directors consider that if the general mandate to repurchase Shares were to be exercised in full at the current prevailing market value, it may have a material adverse impact on the working capital and on the gearing position of the Company, as compared with the positions disclosed in the audited consolidated financial statements of the Company as at 31 December 2009, being the date to which the latest published audited consolidated financial statements of the Company were made up. The Directors do not propose to exercise the mandate to repurchase Shares to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

GENERAL

To the best of their knowledge, having made all reasonable enquiries, none of the Directors or any of their associates, as defined in the Listing Rules, currently intends to sell any Shares to the Company or its subsidiaries, in the event that the Proposed Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power pursuant to the Proposed Repurchase Mandate in accordance with the Listing Rules, the applicable laws of Hong Kong (the jurisdiction in which the Company is incorporated), and the Articles of Association.

No connected person (as defined in the Listing Rules) has notified the Company that he has a present intention to sell any Shares to the Company, or has undertaken not to do so, in the event that the Proposed Repurchase Mandate is approved by the Shareholders. In accordance with the Listing Rules, the Company shall not knowingly purchase Shares from a connected person on the Stock Exchange and a connected person shall not knowingly sell his Shares to the Company.

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder or group of Shareholders acting in concert, depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. Saved as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a result of any repurchase of Shares pursuant to the Proposed Repurchase Mandate.

As at the Latest Practicable Date, and according to the register of substantial shareholders' interests maintained pursuant to Part XV of the Securities and Futures Ordinance, the following Shareholders were interested in 5 per cent or more of the issued share capital of the Company:

Name	Capacity	Number of shares interested (Long Position)	Percentage of issued share capital	Number of shares interested (Short Position)	Percentage of issued share capital
HWGB	Beneficial owner	744,150,000	34.39%	—	—
Tsorng Shin Machinery (M) Sdn. Bhd.	Beneficial owner	112,500,000	5.20%	—	—
Teoh Tek Siong (<i>Note 1</i>)	Interest in controlled corporation	112,500,000	5.20%	—	—
Perbadanan Kemajuan Negeri Perak (or the Perak State Development Corporation)	Beneficial owner	135,300,000	6.25%	—	—

Note:

1. Mr. Teoh Tek Siong is deemed interest in 112,500,000 Shares held by Tsorng Shin Machinery (M) Sdn. Bhd., being a corporation controlled by him, which is 80% owned by him.

In the event that the Directors exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Proposed Repurchase Mandate, the shareholding of HWGB in the Company will be increased to approximately 38.21 per cent of the issued share capital of the Company. The Directors consider that such increase would give rise to an obligation to make a mandatory offer under the Takeovers Code. The Directors have no present intention to repurchase the Shares to the extent it will trigger the obligations under the Takeovers Code for HWGB to make a mandatory offer. The Directors are not aware of any other consequences which would arise under the Takeovers Code as a result of any purchases by the Company of its Shares.

The Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25 per cent (or such other prescribed minimum percentage as determined by the Stock Exchange) of the issued share capital would be in public hands. The Directors do not propose to repurchase Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares (whether on the Stock Exchange or otherwise) have been made by the Company in the last six months preceding the Latest Practicable Date.

SHARE PRICES

The following table shows the highest and lowest prices at which the Shares have been traded on the Stock Exchange during the 12 months preceding the Latest Practicable Date:

	Highest traded prices <i>HK\$</i>	Lowest traded prices <i>HK\$</i>
2009		
April	0.213	0.163
May	0.260	0.190
June	0.545	0.248
July	0.563	0.385
August	0.723	0.525
September	0.690	0.450
October	0.613	0.450
November	0.550	0.435
December	0.490	0.380
2010		
January	0.530	0.350
February	0.410	0.300
March	0.420	0.350
April (up to the Latest Practicable Date)	0.380	0.350

NOTICE OF ANNUAL GENERAL MEETING



CVM Minerals Limited **南亞礦業有限公司**

(Incorporated in Hong Kong with limited liability)

(Stock Code: 705)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of CVM Minerals Limited (the “Company”) will be held at Bauhinia Room 3, 3rd Floor, Regal Hongkong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong on Wednesday, 19 May 2010 at 9.00 a.m. for the following purposes:

Ordinary Resolutions

1. To receive and adopt the audited consolidated financial statements of the Company and the reports of the directors of the Company and auditors for the year ended 31 December 2009.
2. To consider the re-election of the retiring directors of the Company and authorise the board of directors to fix the remuneration of the directors of the Company.
3. To appoint auditors and to fix their remuneration, a special notice has been received from a shareholder, pursuant to Section 132(1) of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong), of the intention to propose the following resolution as an ordinary resolution:

“**That** Messrs. Baker Tilly Hong Kong Limited hereby appointed as auditors of the Company, in place of the retired auditors, Messrs. KPMG, to hold office until the conclusion of the next annual general meeting at remuneration to be determined by the directors.”

4. To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

(A) “**That:**

- (i) subject to paragraph (iii) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional shares in the capital of the Company and to make or grant offers, agreements and/or options, including warrants to subscribe for shares of the Company, which might require the exercise of such powers be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (ii) the approval in paragraph (i) above shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and/or options including warrant to subscribe for shares, which may require the exercise of such power after the end of the Relevant Period;

- (iii) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the directors of the Company during the Relevant Period (as hereinafter defined) pursuant to paragraph (i) above, otherwise than pursuant to (1) a Rights Issue (as hereinafter defined); or (2) on the exercise of any options granted under the share option scheme of the Company or any other option, scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (3) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or (4) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any exercising convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into shares of the Company, shall not exceed 20 per cent of the aggregate nominal amount of share capital of the Company in issue as at the date of passing this resolution and the said approval shall be limited accordingly; and

- (iv) for the purpose of this resolution:
 - (a) the “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - (1) the conclusion of the next annual general meeting of the Company;
 - (2) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or the Companies Ordinance or any other applicable law of Hong Kong to be held; and
 - (3) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting;and

 - (b) “Rights Issue” means an offer of shares in the capital of the Company, or an offer or issue of warrants, options or other securities giving rights to subscribe for shares, open for a period fixed by the directors of the Company to holders of shares in the capital of the Company or any class thereof on the register of

NOTICE OF ANNUAL GENERAL MEETING

members on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).”

(B) **“That:**

- (i) subject to paragraph (ii) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of and on behalf of the Company to repurchase issued shares or any other rights to subscribe shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Stock Exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (ii) the aggregate nominal amount of the shares capital of the Company, which are authorised to be repurchased pursuant to the approval in paragraph (i) above during the Relevant Period (as hereinafter defined) shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution, and the said approval shall be limited accordingly; and
- (iii) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or the Companies Ordinance or any other applicable law of Hong Kong to be held; and
- (c) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

- (C) **“That** conditional upon the resolutions numbered 4(A) and 4(B) set out in the notice of the general meeting at which this resolution is considered being passed, the general mandate granted to the directors of the Company and for the time being in force to exercise the powers of the Company to allot, issue and otherwise deal with new shares of the Company and pursuant to the ordinary resolution numbered 4(A) above be and is hereby extended by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the directors of

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the Company pursuant to such general mandate of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to ordinary resolution numbered 4(B) above, provided that such extended amount shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution.”

By order of the Board
CVM Minerals Limited
Tony Tan
Chairman

Hong Kong, 20 April 2010

Notes:

- (i) Resolution numbered 4(C) will be proposed to the shareholders for approval provided that ordinary resolutions numbered 4(A) and 4(B) are passed by the shareholders.
- (ii) A shareholder entitled to attend and vote at the above meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her; a proxy need not be a shareholder of the Company.
- (iii) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the 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.
- (iv) 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.
- (v) The transfer books and register of shareholders will be closed from Friday, 14 May 2010 to Wednesday, 19 May 2010, both days inclusive, during which period no share transfers can be registered. All transfers accompanied by the relevant share certificates must be lodged with 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, not later than 4:30 p.m. on Thursday, 13 May 2010.

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- (vi) In respect of ordinary resolution numbered 2 above, Mr. Chong Wee Chong, Mr. Lim Ooi Hong and Mr. Tony Tan shall retire by rotation, and being eligible, offered themselves for re-election at the above meeting. Details of the above directors are set out in Appendix I to the accompanied circular dated 20 April 2010.
- (vii) In respect of the ordinary resolution numbered 4(A) above, the directors wish to state that they have no immediate plans to issue any new shares of the Company. Approval is being sought from the shareholders as a general mandate for the purpose of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).
- (viii) In respect of ordinary resolution numbered 4(B) above, the directors wish to state that they will exercise the powers conferred by the general mandate to repurchase shares of the Company in circumstances which they deem appropriate for the benefits of the shareholders. The explanatory statement containing the information necessary to enable shareholders to make an informed decision on whether to vote for or against the resolution to approve the repurchase by the Company of its own shares, as required by the Listing Rules, is set out in Appendix II to the accompanied circular dated 20 April 2010.