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MONGOLIAN MINING CORPORATION

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 975)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of Mongolian Mining Corporation (the “Company”) will be held at Hennessy Room, Level 7, Conrad Hong Kong Hotel, Pacific Place, 88 Queensway, Admiralty, Hong Kong on 27 November 2013 at 10:00 a.m. for the purpose of considering and, if thought fit, passing, with or without modification, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. **“THAT**

- (a) the entering into of the Fuel Supply Agreement with NIC (as defined in the circular of the Company dated 8 November 2013 (the “Circular”)) of which this notice forms part) entered into between Energy Resources LLC and NIC LLC (a copy of the Fuel Supply Agreement with NIC was tabled at the meeting marked “A” and signed by the Chairman for the purpose of identification) pursuant to which NIC LLC supplies fuel products and provide other related services for the mining activities and site operations at the UHG mine site and BN mine site to the Company and its subsidiaries (the “Group”) and the transactions contemplated thereunder and the annual caps for the three financial years ending 31 December 2016 be and is hereby approved, ratified and confirmed; and
- (b) any one director of the Company be and is hereby authorised to execute all documents, do all acts and things and take all steps which in his/her opinion he/she may consider necessary, desirable and expedient for the implementation of and giving effect to the Fuel Supply Agreement with NIC and the transactions contemplated thereunder.”

2. **“THAT**

- (a) the entering into of the Fuel Supply Agreement with Shunkhlai (as defined in the Circular of which this notice forms part) entered into between Transgobi LLC and Shunkhlai LLC (a copy of the Fuel Supply Agreement with Shunkhlai was tabled at the meeting marked “B” and signed by the Chairman for the purpose of identification) pursuant to which Shunkhlai LLC supplies fuel

products and provide other related services at the UHG mine site and TKH site for the Group's coal transportation and logistics operations to the Group and the transactions contemplated thereunder and the annual caps for the three financial years ending 31 December 2016 be and is hereby approved, ratified and confirmed; and

- (b) any one director of the Company be and is hereby authorised to execute all documents, do all acts and things and take all steps which in his/her opinion he/she may consider necessary, desirable and expedient for the implementation of and giving effect to the Fuel Supply Agreement with Shunkhlai and the transactions contemplated thereunder.”

For and on behalf of the Board
Mongolian Mining Corporation
Odjargal Jambaljamts
Chairman

Hong Kong, 8 November 2013

Notes:

- (a) A member of the Company entitled to attend and vote at the EGM may appoint a proxy or, if holding two or more shares, more than one proxy to attend and vote on his behalf. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- (b) To be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy thereof must be deposited with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the EGM or adjournment thereof.
- (c) Completion and delivery of the form of proxy will not preclude members from attending and voting in person at the meeting or any adjournment thereof should they so wish, and in such event, the form of proxy will be deemed to be revoked.
- (d) Where there are joint holders of any share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such share of the Company as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

As at the date of this announcement, the Board consists of Mr. Odjargal Jambaljamts and Dr. Battengel Gotov, being the executive Directors, Dr. Oyungerel Janchiv, Mr. Batsaikhan Purev, Mr. Od Jambaljamts and Ms. Enkhtuvshin Gombo, being the non-executive Directors, and Mr. Ochirbat Punsalma, Mr. Unenbat Jigjid and Mr. Chan Tze Ching, Ignatius, being the independent non-executive Directors.