
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about this circular or as to the action to be taken, you should consult your stockbroker, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Zijin Mining Group Co., Ltd.*, you should at once hand this circular and the accompanying 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 transferee.

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Zijin Mining Group Co., Ltd.*

紫金礦業集團股份有限公司

(a joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock code: 2899)

**DISCLOSEABLE TRANSACTION
ACQUISITION OF SHARES**

* *The Company's English name is for identification purpose only.*

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	
1. Introduction	3
2. Sale and Purchase Agreement	4
3. Details of the Proposed Transaction	5
4. Reasons for the Proposed Transaction	7
5. Information about the Company	7
Appendix — General information	8

DEFINITIONS

In this circular, except where the context otherwise requires, the following terms shall have the following meanings:

“Best Ground”	Best Ground Group Limited, a wholly-owned subsidiary of the Company, a limited company incorporated in the British Virgin Islands with limited liability
“Board”	the board of Directors
“CGD”	China Gold Development Group (H.K.) Limited, a private limited company incorporated in Hong Kong
“CMI”	China Mining Investment Limited, a privately owned limited company incorporated in the British Virgin Islands with limited liability
“Company”	Zijin Mining Group Co., Ltd.*, a joint stock limited company incorporated in the People’s Republic of China with limited liability
“Director(s)”	the director(s) of the Company
“GKF”	German Kingston Financial Investment Inc., a privately owned limited company incorporated in the British Virgin Islands with limited liability
“GRI”	Gold Rich International Mining Investment Inc., a privately owned limited company incorporated in the British Virgin Islands with limited liability
“Guoda Gold”	Shandong Guoda Gold Company Limited (山東國大黃金股份有限公司), a joint stock limited company incorporated in the PRC;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	12 July 2006, being the latest practicable date before the printing of this circular for ascertaining certain information contained in the circular
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	The People’s Republic of China, but for the purpose of this announcement, excludes Hong Kong, Macau SAR and Taiwan

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DEFINITIONS

“RMB”	Renminbi, the lawful currency of the PRC
“SII”	Sonic International Investment Inc., a privately owned limited company incorporated in the British Virgin Islands with limited liability
“Shareholder(s)”	the shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Transaction”	the acquisition of about 70% shareholding interest of CGD by Best Ground
“US\$”	US dollars, the lawful currency of the United States of America
“%”	per cent

Note: For the purpose of this circular, unless otherwise specified, amounts denominated in US dollars and RMB have been translated for the purpose of illustration only into Hong Kong dollars at the exchange rate of US\$1.00 = HK\$7.8 and RMB1.03 = HK\$1 respectively.

No representation is made that any amounts in RMB, US\$ or HK\$ can be or could have been at the relevant dates be converted at the above rates or any other rates at all.



Zijin Mining Group Co., Ltd.*

紫金礦業集團股份有限公司

(a joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock code: 2899)

Executive Directors:

Chen Jinghe (*the Chairman*)

Liu Xiaochu

Luo Yingnan

Lan Fusheng

Rao Yimin

Registered Office and Principal

Place of Business:

No.1 Zijin Road

Shanghang County

Fujian Province

The PRC

Non-executive Director

Ke Xiping

Place of Business in Hong Kong:

Suite 1608, West Tower

Shun Tak Centre

168-200 Connaught Road

Central

Hong Kong

Independent Non-executive Directors:

Yang Dali

Yao Lizhong

Loong Ping Kwan

13 July 2006

To: the Shareholders

Dear Sir or Madam,

**DISCLOSEABLE TRANSACTION
ACQUISITION OF SHARES**

1. INTRODUCTION

On 21 June 2006, it was announced by the Company that the Company's wholly owned subsidiary — Best Ground agreed to acquire 70% shareholding of CGD from 4 independent third parties.

The share acquisition transaction constitutes a discloseable transaction of the Company under the Listing Rules.

The purpose of this circular is to provide Shareholders with further information relating to the discloseable transaction.

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LETTER FROM THE BOARD

2. SALE AND PURCHASE AGREEMENT

Date: 21 June 2006

Parties:

1. The Company and its wholly-owned subsidiary, Best Ground. After the completion of the Transaction, Best Ground will own 70% shareholding interest (57,330,000 shares) of CGD. Best Ground is mainly involved in investment in mining and smelting businesses in the PRC;
2. GRI currently owns about 25% shareholding interest (20,472,500 shares) of CGD. GRI will sell all the shareholding interest of CGD to Best Ground. The Company was informed that GRI acts as an investment holding company of CGD;
3. SII currently owns about 25% shareholding interest (20,472,500 shares) of CGD. SII will sell all the shareholding interest of CGD to Best Ground. The Company was informed that SII acts as an investment holding company of CGD;
4. GKF currently owns about 19.99% shareholding interest (16,378,000 shares) of CGD. GKF will sell all the shareholding interest of CGD to Best Ground. The Company was informed that GKF acts as an investment holding company of CGD; and
5. CMI currently owns about 30% shareholding interest (24,567,000 shares) of CGD. CMI will sell about 0.01% of the shareholding interest (7,000 shares) of CGD to Best Ground. The Company was informed that CMI acts as an investment holding company of CGD.

The ultimate beneficial shareholder of GRI, SII, GKF, and CMI is the same person and to the best of the Directors' knowledge, information and belief having made all reasonable enquiries, is third party independent of the Company and connected person of the Company and is not a connected person (as defined by the Listing Rules) of the Company (save his interest in CGD).

CGD currently issues 81,900,000 shares. On 25 January 2006, CGD has issued and allotted 20,225,000 shares to GRI, 24,270,000 shares to CMI, 20,225,000 shares to SII, and 16,180,000 shares to GKF respectively as a result of capitalisation of the shareholders' loan. Save as disclosed herein, the shareholdings of CGD remain unchanged during the past 12 months from the date of this circular according to the register of members of CGD.

CGD is a limited company incorporated in Hong Kong. Its principal activity is investment in Guoda Gold. Guoda Gold is CGD's sole direct subsidiary according to the representations made by the vendors. CGD currently holds 52% equity interest in Guoda Gold. Guoda Gold and its subsidiaries are mainly engaged in gold smelting businesses in Shandong Province, the PRC. Guoda Gold has smelt about 10 tonnes gold in year 2005.

LETTER FROM THE BOARD

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, GRI, SII, GKF, and CMI and their ultimate beneficial owner are third parties independent of the Company and connected persons of the Company and are not connected persons (as defined by the Listing Rules) of the Company (save its interest in CGD).

3. DETAILS OF THE PROPOSED TRANSACTION

General

The Board wishes to announce that on 21 June 2006, the Company's wholly-owned subsidiary - Best Ground entered into a sale and purchase agreement to acquire about 70% shareholding interest (57,330,000 shares) of CGD from 4 independent third parties at a total consideration of US\$20,000,000 (HK\$156,000,000 equivalent). Gouda Gold is the major assets of CGD.

According to the consolidated audited report prepared under Hong Kong Generally Accepted Accounting Principles and issued by Lee, Sek, Chiu & Hui (Certified Public Accountants - Hong Kong), as at 31 December 2005, CGD's total value of assets is RMB609,522,858 (HK\$591,769,765 equivalent). Its total net asset value is RMB150,720,593 (HK\$146,330,672 equivalent). Its net profit before tax and other business items is RMB30,957,162 (HK\$30,055,497 equivalent) and its net profit after tax and other business items is RMB26,927,293 (HK\$26,143,002 equivalent). For the year ended 31 December 2004, its net profit before tax and other business items is RMB25,155,266 (HK\$24,422,588 equivalent) and its net profit after tax and other business items is RMB25,109,854 (HK\$24,378,499 equivalent).

The Company has performed due diligence exercise against CGD and its subsidiaries and also raised further due diligence questions in respect of, inter alia, the management and operation of CGD's group to the vendors. The Company is awaiting the reply from the vendors.

Upon transfer of shares pursuant to the sale and purchase agreement and the consolidated audited report of CGD as at 31 December 2005, CGD became a subsidiary of the Group and the Transaction will lead to an increase of approximately RMB609,522,858 (HK\$591,769,765 equivalent) in the assets and an increase of approximately RMB458,802,265 (HK\$445,439,092 equivalent) in the liabilities of the Group. Save as above, the Transaction does not have any immediate effect on earnings of the Group.

Consideration

Pursuant to the sale and purchase agreement, Best Ground agreed to acquire about 25% shareholding interest (20,472,500 shares) of CGD from GRI with cash consideration of US\$7,141,985 (HK\$55,707,483 equivalent).

Best Ground also agreed to acquire about 25% shareholding interest (20,472,500 shares) of CGD from SII with cash consideration of US\$7,141,985 (HK\$55,707,483 equivalent).

LETTER FROM THE BOARD

Best Ground also agreed to acquire about 19.99% shareholding interest (16,378,000 shares) of CGD from GKF with cash consideration of US\$5,713,588 (HK\$44,565,986 equivalent).

Best Ground also agreed to acquire about 0.01% shareholding interest (7,000 shares) of CGD from CMI with cash consideration of US\$2,442 (HK\$19,048 equivalent).

Best Ground will pay the total consideration of US\$20,000,000 (HK\$156,000,000 equivalent) in cash from internal resources at completion which will take place within 3 working days after signing the documents or on such other date as agreed by Best Ground in accordance with the terms and conditions thereof. All parties do not have any further financial commitments after the completion of this Transaction.

Pursuant to the terms of the sale and purchase agreement, the completion is conditional upon satisfaction of certain conditions including:

1. the warranties given by the vendors are true and accurate as at the date of completion;
2. Best Ground is satisfied with the results of the due diligence exercise against CGD and its subsidiaries and the vendors (including but not limited to due diligence in respect of business, legal, financial and taxation situation of each member of CGD's group).

Under the sale and purchase agreement, if the conditions precedent have not been fulfilled within three working days from the date of the agreement or such a later date as designated by Best Ground, the sale and purchase agreement shall lapse.

Even though the conditions precedent have not been fully fulfilled and the completion has not taken place, the vendors have transferred the subject shares (57,330,000 shares) in CGD to Best Ground and Best Ground has paid US\$10,000,000 to the vendors in the meantime. Upon satisfaction of all other conditions precedent, Best Ground will pay the remaining consideration to the vendors in accordance with the sale and purchase agreement. The Company expects that the conditions precedent will be satisfied and full completion will take place within 6 months from the date of this circular. The Company will make further announcement when the completion takes place in the future.

The total consideration has been determined after arm's length negotiations between the parties by reference to CGD's year 2005 total net assets and the net profit stated in the audited report, the price to book value ratio is 1.53 times and the price/earning ratio is 7.41 times (based on profit before tax).

The profit sharing of CGD will be based on the respective proportionate shareholding interest in CGD.

LETTER FROM THE BOARD

4. REASONS FOR THE PROPOSED TRANSACTION

The Company is principally engaged in the exploration, mining, production, refining and sale of gold and other mineral resources in the PRC. As a result of the Transaction, the Company has an opportunity to increase investment in the gold mines and gold refinery businesses in the PRC. Therefore, the Directors consider that the Transaction and the terms of the sale and purchase agreement are in ordinary course of business and on normal commercial terms and fair and reasonable and in the interest of the Company and its Shareholders as a whole.

Board of Directors

There will be 3 directors in the board of directors of CGD after the acquisition. Best Ground will nominate 2 directors to the board of directors of CGD. CMI will nominate 1 director to the board of directors of CGD.

5. INFORMATION ABOUT THE COMPANY

The Company is principally engaged in the exploration, mining, production, refining and sale of gold and other mineral resources in the PRC.

Yours faithfully,
By order of the Board of Directors
Zijin Mining Group Co., Ltd.
Chen Jinghe
Chairman

1. RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

2. SHARE CAPITAL

As at the Latest Practicable Date, the total number of issued shares of the Company is 10,513,047,280, comprising 7,308,695,280 Domestic shares, and 3,204,352,000 H shares listed on the Stock Exchange.

3. DISCLOSURE OF INTERESTS OF THE DIRECTORS, SUPERVISORS AND CHIEF EXECUTIVE OF THE COMPANY

As at the Latest Practicable Date, the interests of the Directors, Supervisors or the chief executive of the Company in the shares or equity or debt securities of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which (a) were required to be notified to the Company and the Hong Kong Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which the Directors are taken or deemed to have under such provisions of the SFO); or (b) were required, pursuant to section 352 of the SFO to be entered into the register referred to therein; or (c) were required, pursuant to the Model Code for Securities Transactions by Directors of Listed companies, to be notified to the Company and the Hong Kong Stock Exchange are as follows:

(1) Shareholding in the Company:

Director	Number of Domestic Shares/amount of Equity interest held	Nature of Interest	Long/ short positions	Approximate percentage of the total number of issued Domestic Shares	Approximate percentage of the total number of issued shares
Ke Xiping	912,000,000 (Note 1)	Company	Long	12.48%	8.67%
Chen Jinghe	60,000,000	Personal	Long	0.82%	0.57%

(2) Shareholding in the Company's subsidiaries:

Directors/ Supervisors/ Chief Executive	Name of subsidiaries	Amount of equity interests held	Nature of interest	Long/ short positions	Approximate percentage of the total registered capital
Chen Jinghe	Jiuzhaigou Zijin (Note 2)	50,000 (Note 3)	Personal	Long	0.13%
Chen Jinghe	Guizhou Zijin (Note 5)	1,404,000 (Note 6)	Company	Long	2.34%
Liu Xiaochu	Jiuzhaigou Zijin	50,000 (Note 3)	Personal	Long	0.13%
Luo Yingnan	Jiuzhaigou Zijin	50,000 (Note 3)	Personal	Long	0.13%
Lan Fusheng	Jiuzhaigou Zijin	50,000 (Note 3)	Personal	Long	0.13%
Rao Yimin	Jiuzhaigou Zijin	50,000 (Note 3)	Personal	Long	0.13%
Zeng Qingxiang	Jiuzhaigou Zijin	50,000 (Note 3)	Personal	Long	0.13%
Lan Liying	Jiuzhaigou Zijin	25,000 (Note 4)	Personal	Long	0.06%

Notes:

- (1) Xiamen Hengxing Industrial Company Limited holds 380,000,000 Domestic Shares in the Company, and holds 49% shareholding in Fujian Xinhua Engineering Company Limited (which is holding 532,000,000 Domestic Shares in the Company). Under Section 316 of the SFO, Xiamen Hengxing Industrial Company Limited is therefore interested in 912,000,000 Domestic Shares in the Company. Mr. Ke Xiping owns 73.21% interest in Xiamen Hengxing Industrial Company Limited. Under Section 316 of the SFO, Mr. Ke Xiping is regarded as being interested in such shares.
- (2) Sichuan Jiuzhaigou Zijin Mining Company Limited ("Jiuzhaigou Zijin") is subsidiary in which the Company beneficially owns 60%.
- (3) The Committee of Labour Union of the Company owns 15% of the total registered capital of Jiuzhaigou Zijin on behalf of approximately 830 members. Among which, it holds an equity interest of RMB50,000 as an agent for and on behalf of each of Mr. Chen Jinghe, Mr. Liu Xiaochu, Mr. Luo Yingnan, Mr. Lan Fusheng, Mr. Rao Yimin and Mr. Zeng Qingxiang.
- (4) The Committee of Labour Union of the Company owns 15% of the total registered capital of Jiuzhaigou Zijin on behalf of approximately 830 members. Among which, it holds an equity interest of RMB25,000 as an agent for and on behalf of Ms. Lan Liying.

- (5) Guizhou Zijin Mining Company Limited (“Guizhou Zijin”) is subsidiary in which the Company beneficially owns 51%.
- (6) On 15 March 2006, Xiamen Hengxing Mining Company Limited, a shareholder of Guizhou Zijin Mining Company Limited (being a subsidiary of the Company) transferred 1,404,000 shares it held in Guizhou Zijin to Xiamen Jinhuang Technology Consultant Company Limited is held as to 34% by Mr. Chen Jinghe, a Director, and as to 32.7% by his wife Mrs. Lai Jinlian. Mr. Chen Jinghe is accordingly deemed as being interested in such shares under Rule 316 of the SFO. The relevant share transfer has been registered with the Domestic Shares Trust, and also filed with the Stock Exchange.

Save as disclosed in this circular, as at the Latest Practicable Date, none of the Directors, Supervisors or the chief executive of the Company had any interest or short position in the shares, underlying shares and debentures of the Company (within the meaning of the SFO) which (a) were required to be notified to the Company and the Hong Kong Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which the Director is taken or deemed to have under such provisions of the SFO; or (b) were required, pursuant to section 352 of the SFO to be entered into the register referred to therein; or (c) were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Companies, to be notified to the Company and the Hong Kong Stock Exchange.

4. SUBSTANTIAL SHAREHOLDERS

As at the Latest Practicable Date, so far as was known to the directors and chief executive of the Company, the persons, other than a Director or chief executive of the Company, who had an interest or a short position in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO were as follows:

Name of Shareholder	Class of shares	Number of shares/equity interest held	Approximate percentage of the total number of issued shares	Approximate percentage of total number of issued Domestic shares	Approximate percentage of total number of issued H shares	Long/short positions
Minxi Xinghang State-owned Assets Investment Co., Ltd.	Domestic Shares	3,368,721,696	32.04%	46.09%	—	Long
Xinhuadu Industrial Company Limited	Domestic Shares	2,030,148,000 (Note 1)	19.31%	27.78%	—	Long
Chen Fashu	Domestic Shares	2,030,148,000 (Note 2)	19.31%	27.78%	—	Long
Shanghang County Jinshan Trading Co., Ltd.	Domestic Shares	1,324,760,000	12.60%	18.13%	—	Long

Name of Shareholder	Class of shares	Number of shares/equity interest held	Approximate percentage of the total number of issued shares	Approximate percentage of total number of issued Domestic shares	Approximate percentage of total number of issued H shares	Long/short positions
Xiamen Hengxing Industrial Company Limited	Domestic Shares	912,000,000 (Note 3)	8.67%	12.48%	—	Long
Ke Xiping	Domestic Shares	912,000,000 (Note 4)	8.67%	12.48%	—	Long
Fujian Xinhua Engineering Company Limited	Domestic Shares	532,000,000	5.06%	7.28%	—	Long
Merrill Lynch & Co., Inc.	H Shares	797,364,785 (Note 5)	7.58%	—	24.88%	Long
HSBC Halbis Partners (HK) Ltd.	H Shares	161,564,000 (Note 6)	1.53%	—	5.04%	Long

Notes:

- (1) Xinhua Industrial Company Limited holds 1,383,200,000 Domestic Shares in the Company, and holds 51% in Fujian Xinhua Engineering Company Limited (which holds 532,000,000 Domestic Shares in the Company), and holds 64.54% in Fujian Xinhua Department Store Company Limited (which holds 114,948,000 Domestic Shares in the Company). Therefore, under Section 316 of the SFO, Xinhua Industrial Company Limited is interested in 2,030,148,000 Domestic Shares in the Company.
- (2) Mr. Chen Fashu holds 73.56% interests in the issued share capital of Xinhua Industrial Company Limited, therefore, under Section 316 of the SFO, Mr. Chen Fashu is deemed to be interested in 2,030,148,000 Domestic Shares in the Company.
- (3) Xiamen Hengxing Industrial Company Limited holds 380,000,000 Domestic Shares in the Company, and holds 49% in Fujian Xinhua Engineering Company Limited (which holds 532,000,000 Domestic Shares in the Company). Under Section 316 of the SFO, Xiamen Hengxing Industrial Company Limited is therefore interested in 912,000,000 Domestic Shares in the Company.
- (4) Mr. Ke Xiping holds 73.21% interests in the issued share capital of Xiamen Hengxing Industry Company Limited. Under Section 316 of the SFO, Mr. Ke Xi Ping is deemed to be interested in 912,000,000 Domestic Shares in the Company.
- (5) Merrill Lynch & Co., Inc. is interested in 797,364,785 H Shares (Long position) of the Company (representing approximately 24.88% of the total issued H Shares). 790,074,000 H Shares of which were held through Merrill Lynch & Co., Inc.'s controlled corporations including Merrill Lynch Group, Inc., ML Invest Inc., ML Invest Holdings Ltd., Merrill Lynch Investment Managers Group Ltd. and Merrill Lynch Investment Managers Ltd. (on behalf of discretionary clients). 7,289,626 H shares of which were held through Merrill Lynch & Co., Inc.'s controlled corporations including Merrill Lynch International Incorporated, Merrill Lynch International Holdings Inc., Merrill Lynch Europe PLC., Merrill Lynch Europe Intermediate Holdings, Merrill Lynch Holdings Limited, ML UK Capital Holdings, and Merrill Lynch International. 1,159 H shares of which were held through Merrill Lynch & Co., Inc.'s controlled corporation Merrill Lynch Pierce, Fenner & Smith Incorporated.

- (6) HSBC Halbis Partners (HK) Ltd. is interested in 161,564,000 H Shares (Long position) of the Company (representing approximately 5.04% of the total issued H Shares).

Save as disclosed above, the Directors and chief executive of the Company are not aware that there is any party who, as at the Latest Practicable Date, had an interest or a short position in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who is, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company or any other member of the Group.

5. MATERIAL ADVERSE CHANGE

As at the Latest Practicable Date, the Directors are not aware of any material adverse change in the financial or trading position of the Group since 31 December 2005, the date to which the latest audited financial statements of the Group were made up.

6. LITIGATION

No member of the Group is engaged in any litigation or arbitration or claim of material importance and there is no litigation or arbitration or claim of material importance known to the Directors to be pending or threatened by or against any member of the Group.

7. SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors and supervisors of the Company had entered into, or proposed to enter into, a service contract with the Company or any member of the Group which does not expire or is not terminable by such member of the Group within one year without payment of compensation, other than statutory compensation.

8. MATERIAL INTEREST

As at the Latest Practicable Date, none of the Directors was materially interested in any contract or arrangement subsisting at the Latest Practicable Date which was significant in relation to the business of the Group taken as a whole.

As at the Latest Practicable Date, none of the Directors had any direct or indirect interest in any assets which had been acquired or disposed of by or leased to any member of the Group since 31 December 2005, being the date to which the latest published audited accounts of the Group were made up, or which are proposed to be acquired or disposed of by or leased to any member of the Group.

9. COMPETING INTEREST

As at the Latest Practicable Date, none of the Directors or their respective associates had any interest in any business which competed or was likely to compete, either directly or indirectly, with the business of the Group (as would be required to be disclosed under Rule 8.10 of the Listing Rules if each of them were a controlling shareholder).

10. MISCELLANEOUS

- (a) The company secretary and qualified accountant of the Company is Mr. Fan Cheung Man. Mr Fan is a member of the Hong Kong Institute of Certified Public Accountants and a fellow member of ACCA- the UK.
- (b) The share registrar of the Company in Hong Kong is Computershare Hong Kong Investor Services Limited, 46th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
- (c) In the case of any discrepancy, the English text of this circular shall prevail over the Chinese text.