



**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)**

## **SUPPLEMENTAL NOTICE OF CLASS MEETING OF HOLDERS OF DOMESTIC SHARES**

The Directors refer to the notice of the class meeting of holders of Domestic Shares (“**Domestic Shareholders Class Meeting**”) of Zijin Mining Group Co., Ltd. (the “**Company**”) dated 8 February 2007. This supplemental notice of Domestic Shareholders Class Meeting is to revise special resolution 2B for approving the proposed application of the net proceeds from the Proposed A Share Issue.

**NOTICE IS HEREBY GIVEN THAT** the Domestic Shareholders Class Meeting of the Company to be held at 1st Floor, 1 Zijin Road, Shanghang County, Fujian Province, the People’s Republic of China (the “**PRC**”) on Monday, 26 March 2007 at 11:00 a.m. (or immediately after conclusion or adjournment of the EGM and class meeting of holders of H shares) will be for the purpose of considering and, if thought fit, passing (with or without modifications) the following revised resolution 2B. Unless otherwise indicated, capitalized terms used herein shall have the same meaning as those defined in the notice of Domestic Shareholders Class Meeting dated 8 February 2007 (“**Original Notice of Domestic Shareholders Class Meeting**”):

### **AS SPECIAL RESOLUTIONS**

**2B.** “**THAT** subject to the passing of special resolution 2A above, the following terms and conditions in relation to the use of proceeds from the Proposed A Share Issue be and is hereby approved:-

Use of proceeds : The Company is principally engaged in the exploration, mining, production, refining and sale of gold and other mineral resources in the PRC. The net proceeds from the Proposed A Shares Issue will be used to expand its business in relation to the exploration, mining, production, refining and sale of gold and other mineral resources in or outside the PRC.

The Board intends to apply the net proceeds from the Proposed A Share Issue as follows:-

- as to approximately RMB1,520 million for expansion of open-pit mining in the Zijinshan gold and copper mine;
- as to approximately RMB462 million for expansion of Hunchun gold and copper mine;
- as to approximately RMB199 million for a 200 tonnes/day refractory gold concentrates smelter / refinery project;
- as to approximately RMB357 million for exploration projects, *which include:-*
  - *exploration of Zijin gold mine and the area around;*
  - *re-exploration of Shanxi Yixingzhai gold mine;*
  - *exploration of Hunchun gold copper mine;*
  - *exploration of Guangdong Xinyi Dongkeng gold mine and Yinyan tin mine;*
  - *exploration of Xinjiang Dongtianshan copper mine and area around Mengku iron mine; and*
  - *exploration of Anhui Ma Shi copper mine;*
- as to approximately RMB300 million for acquisition of mining rights;
- as to approximately RMB93 million for increase in registered capital of subsidiaries and associates;
- as to approximately RMB3,150 million for overseas investment, including investment in mining company(ies) and mining project(s), which includes:-
  - acquisition of the shares of an overseas company;
  - acquisition of an overseas gold mine;
  - submitting tender for a copper mining project in Peru; and
  - *acquiring and/or* developing an overseas lead and zinc project;

- *as to approximately RMB60 million for acquisition of minority equity interest in one of its subsidiaries, Xinyi Zijin Mining Company Limited; and*
- *as to approximately RMB200 million for construction and development of Xinyi Yinyan tin mine in Guangdong.*

The proceeds obtained from the Proposed A Share Issue (after deducting the administrative costs in relation to the Proposed A Share Issue) shall be used to facilitate the above mentioned projects first. To the extent that the net proceeds from the Proposed A Share Issue are higher than the above, the additional net proceeds shall be used as general working capital. To the extent that the net proceeds from the Proposed A Share Issue are not sufficient to fund the uses set forth above, the Company shall fund the balance through various means.

The Board is authorized to determine the use of the proceeds by taking into account the actual funds raised and the circumstances of each of the above-mentioned projects but subject to the approval of the Relevant Authorities.”

***Note: the words in bold and italics in the above resolution are revisions to the original special resolution 2B.***

By order of the Board  
**Zijin Mining Group Co., Ltd.**  
**Chen Jinghe**  
*Chairman*

Fujian, the PRC, 9 March 2007

**Notes:**

- (A) This supplemental notice forms part of and shall be read in conjunction with the Original Notice of Domestic Shareholders Class Meeting
- (B) Save that the original special resolution 2B has been replaced by the revised special resolution 2B set out in this notice, all the other proposed resolutions set out in the Original Notice of Domestic Shareholders Class Meeting remain unchanged. Shareholders should fill in the supplemental proxy form for the special resolution 2B instead of the original proxy form dispatched on 8 February 2007.
- (C) Shareholders are reminded to read carefully (i) the Company’s supplemental circular dated 9 March 2007 clarifying the use of proceeds relating to the special resolution No. 2B and (ii) the Original Notice of Domestic Shareholders Class Meeting, the Company’s circular dated 8 February 2007 and the Company’s supplemental circular dated 9 March 2007 containing details in respect of the other resolutions to be considered at the Domestic Shareholders Class Meeting, eligibility of attendance, registration procedure, proxy and other relevant matters.

As at the date of this notice, the Board of Directors of the Company comprises Messrs. Chen Jinhe (Chairman), Liu Xiaochu, Luo Yingnan, Lan Fusheng, Huang Xiaodong, and Zou Laichang as executive directors, Mr. Ke Xiping as non-executive director, and Messrs. Chen Yuchuan, Su Congfu, Lin Yongjing, and Loong Ping Kwan as independent non-executive directors.

\* *For identification purpose only*

Please also refer to the published version of this announcement in The Standard.