

If you are in any doubt about this supplemental 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.* (the “Company”), you should at once hand this supplemental circular and the accompanying supplemental 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)

**SUPPLEMENTAL CIRCULAR IN RELATION
TO THE PROPOSED A SHARE ISSUE**

AND

**SUPPLEMENTAL NOTICE OF
EXTRAORDINARY GENERAL MEETING AND CLASS MEETINGS**

A supplemental notice relating to the extraordinary general meeting (the “EGM”) of the shareholders of the Company and separate class meetings (the “Class Meetings”) of holders of H Shares and holders of Domestic Shares of the Company to be held at 1st Floor, 1 Zijin Road, Shanghang County, Fujian Province, the People's Republic of China on 26 March 2007 at 9:00am, 10:00am and 11:00am respectively are set out on pages 5 to 14 of this circular.

Whether or not you are able to attend the meetings, you are reminded to complete the supplemental forms of proxy enclosed with this circular, in accordance with the instructions printed thereon and send the relevant supplemental forms of proxy to the registered office of the Company at 1 Zijin Road, Shanghang County, Fujian Province, the People's Republic of China (for holders of Domestic Shares), or to the office of the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, Rooms 1806-7, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares) as soon as practicable and in any event not later than 24 hours before the respective time appointed for the holding of the separate Class Meetings of holders of H Shares and holders of Domestic Shares and the EGM. Completion and return of the relevant supplemental forms of proxy will not preclude you from attending and voting in person at the meetings or at any adjourned meetings should you so wish.

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Zijin Mining Group Co., Ltd.*

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Executive Directors:

Chen Jinghe (*the Chairman*)

Liu Xiaochu

Luo Yingnan

Lan Fusheng

Huang Xiaodong

Zou Laichang

Non-executive Director

Ke Xiping

Independent Non-executive Directors:

Chen Yuchuan

Su Congfu

Lin Yongjing

Loong Ping Kwan

Registered Office and Principal

Place of Business:

No.1 Zijin Road

Shanghai County

Fujian Province

The PRC

Place of Business in Hong Kong:

Suite 1608, West Tower

Shung Tak Centre

168-200 Connaught Road

Central

Hong Kong

9 March 2007

To: the Shareholders

Dear Sir or Madam,

I. INTRODUCTION

Reference is made to the circular ("Circular") dated 8 February 2007 dispatched by the Company to the Shareholders regarding the resolutions to be proposed at the EGM and separate Class Meetings for the approvals of (i) the proposed Share Consolidation, (ii) the Proposed A Share Issue (iii) the proposed amendments of the Articles of Association; and (iv) the proposed amendments of the independent directors rules and the Procedural Rules.

Unless otherwise defined herein, capitalized terms used in this supplemental circular shall have the same meanings as defined in the Circular.

* For identification purpose only

LETTER FROM THE CHAIRMAN

In the Circular, among other things, it is stated that on 1 February 2007, the Board resolved that the Company would apply (i) to the CSRC for the issue of a maximum of 150,000,000 A Shares of RMB1.00 each or 1,500,000,000 A Shares of RMB0.10 each to the PRC public and institutional investors, and (ii) to the Shanghai Stock Exchange for the listing of the A Shares on the Shanghai Stock Exchange. The Company would like to provide further information in this supplemental circular in relation to the Use of Proceeds set out in the structure of the Proposed A Share Issue.

II. USE OF PROCEEDS

In the Circular, among other things, it is stated that 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;
- as to approximately RMB300 million for acquisition of mining rights;
- as to approximately RMB93 million for increase in registered capital of subsidiaries and associates; and
- 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
 - developing an overseas lead and zinc project.

In relation to the abovementioned exploration projects to which about RMB357 million will be applied, the Company would like to clarify that such exploration projects include:

- **exploration of Zijin gold mine and the area around;**
- **re-exploration of Shanxi Yixingzhai gold mine;**
- **exploration of Hunchun gold copper mine;**

LETTER FROM THE CHAIRMAN

- 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.

In relation to the above mentioned overseas investment to which about RMB3,150 million will be applied, the Company would like to clarify that “developing an overseas lead and zinc project” is meant to include acquisition and/or development of an overseas lead and zinc project.

In view of the change of the circumstances and the addition of other new potential projects, the Board has decided to further apply the net proceeds from the Proposed A Share Issue (in addition to the original use of proceeds as referred to above) as follows:

- 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 (including the additional 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.

Except for the information mentioned above as set out in this supplemental circular, the agenda of the EGM and Class Meetings remain unchanged.

III. RESPONSIBILITY STATEMENT

This supplemental 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 supplemental 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.

LETTER FROM THE CHAIRMAN

IV. RECOMMENDATION

The Directors believe that the terms of the application of the net proceeds from the Proposed A Share Issue is fair and reasonable and is in the interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the revised resolution 2B as well as other original resolutions to be proposed at the EGM and Class Meetings.

V. GENERAL

This supplemental circular forms part of and shall be read in conjunction with the Circular.

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



Zijin Mining Group Co., Ltd.*

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SUPPLEMENTAL NOTICE OF EXTRAORDINARY GENERAL MEETING

The Directors refer to the notice of the extraordinary general meeting (“EGM”) of Zijin Mining Group Co., Ltd. (the “Company”) dated 8 February 2007. This supplemental notice of EGM is to revise the special resolution 2B for approving the proposed application of the net proceeds from the Proposed A Share Issue.

NOTICE IS HEREBY GIVEN THAT the EGM 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 9:00 a.m. will be for the purpose of considering and, if thought fit, passing (with or without modifications) the following **revised special resolution 2B**. Unless otherwise indicated, capitalized terms used herein shall have the same meaning as those defined in the notice of EGM dated 8 February 2007 (“**Original Notice of EGM**”):

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;

* For identification purpose only

SUPPLEMENTAL NOTICE OF EXTRAORDINARY GENERAL MEETING

- 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.*

SUPPLEMENTAL NOTICE OF EXTRAORDINARY GENERAL MEETING

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) A form of supplemental proxy in respect of the above revised special resolution 2B is enclosed with this notice.
- (B) This supplemental notice forms part of and shall be read in conjunction with the Original Notice of EGM.
- (C) 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 EGM 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.
- (D) Shareholders are reminded to read carefully (i) the Company’s supplemental circular dated 9 March 2007 clarifying the use of proceeds relating to the revised special resolution No. 2B and (ii) the Original Notice of EGM, 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 EGM, 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.



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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.

* For identification purpose only

SUPPLEMENTAL NOTICE OF CLASS MEETING HOLDERS OF DOMESTIC SHARES

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) A form of supplemental proxy in respect of the above revised special resolution 2B is enclosed with this notice.
- (B) This supplemental notice forms part of and shall be read in conjunction with the Original Notice of Domestic Shareholders Class Meeting
- (C) 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.

SUPPLEMENTAL NOTICE OF CLASS MEETING HOLDERS OF DOMESTIC SHARES

- (D) 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.



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SUPPLEMENTAL NOTICE OF CLASS MEETING OF HOLDERS OF H SHARES

The Directors refer to the notice of the class meeting of holders of H Shares ("H Shareholders Class Meeting") of Zijin Mining Group Co., Ltd. (the "Company") dated 8 February 2007. This supplemental notice of H 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 H 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 10:00 a.m. (or immediately after conclusion or adjournment of the EGM) will be for the purpose of considering and, if thought fit, passing (with or without modifications) the following revised special resolution 2B. Unless otherwise indicated, capitalized terms used herein shall have the same meaning as those defined in the notice of H Shareholders Class Meeting dated 8 February 2007 ("Original Notice of H 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;

* For identification purpose only

SUPPLEMENTAL NOTICE OF CLASS MEETING OF HOLDERS OF H SHARES

- 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.*

SUPPLEMENTAL NOTICE OF CLASS MEETING OF HOLDERS OF H SHARES

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) A form of supplemental proxy in respect of the above revised special resolution 2B is enclosed with this notice.
- (B) This supplemental notice forms part of and shall be read in conjunction with the Original Notice of H Shareholders Class Meeting
- (C) 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 H 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.
- (D) 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 H 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 H 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.