



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)

NOTICE OF CLASS MEETING OF HOLDERS OF H SHARES

NOTICE IS HEREBY GIVEN that a class meeting of holders of H Shares (the “**2008 H Shareholders Class Meeting**”) of Zijin Mining Group Co., Ltd.* (the “**Company**”) will be held at 1st Floor, 1 Zijin Road, Shanghang County, Fujian Province, the People’s Republic of China (the “**PRC**”) on Wednesday, 26 March 2008 at 9:15 a.m. (or immediately after conclusion or adjournment of the 2008 EGM) for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolution. Unless otherwise indicated, capitalized terms used herein shall have the same meaning as those defined in the announcement of the Company dated 4 February 2008 (the “**2008 Announcement**”):

AS SPECIAL RESOLUTION

“**THAT** the effective period of the Shareholders’ Approval for the Proposed A Share Issue be extended until the expiration of a period of 12 months from the date of passing of this resolution.”

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

Fujian, the PRC, 4 February 2008

Notes:

- (A) The Company’s register of H Shares members will be closed from 25 February 2008 to 26 March 2008 (both days inclusive), during which period no transfer of H Shares will be registered. Holders of H Shares whose names appear on the register of members at the close of business on 25 February 2008 will be entitled to attend and vote at the 2008 H Shareholders Class Meeting. In order to qualify to attend and vote at the 2008 H Shareholders Class Meeting, all instruments of transfer must be delivered to the Registrar of H Shares of the Company no later than 4:30 p.m. on 22 February 2008.

The address of the Hong Kong Registrar of H Shares is:

Computershare Hong Kong Investor Services Limited
Shops 1712-1716
17th Floor, Hopewell Centre
183 Queen’s Road East
Wanchai
Hong Kong

* *The English name of the Company is for identification purpose only*

- (B) Holders of H Shares who intend to attend the 2008 H Shareholders Class Meeting must return the completed and signed reply slip to the Office for the Secretary to the Board of the Company at least twenty days before the 2008 H Shareholders Class Meeting, being 6 March 2008 by hand, by post or by facsimile.

Details of the Office for the Secretary to the Board of the Company is as follows:

No.1 Zijin Road
Shanghang County
Fujian Province
People's Republic of China
Tel: (86) 597 384 1468
Fax: (86) 592 396 9667

- (C) Holders of H Shares who has the right to attend and vote at the 2008 H Shareholders Class Meeting are entitled to appoint one or more proxies (whether or not a member) to attend and vote on his behalf at the 2008 H Shareholders Class Meeting. For shareholders who appoint more than one proxy, those proxies can only exercise their voting rights by way of poll. Shareholders who intend to appoint one or more proxies should first read the Company's circular.
- (D) The instrument appointing a proxy must be in writing under the hand of the appointer or his attorney duly authorised in writing. In the event that such instrument is signed by an attorney of the appointer, the power of attorney authorising that attorney to sign or other documents of authorisation shall be notarised.
- (E) To be valid, the form of proxy (and if the form of proxy is signed by a person under a power of attorney or other authority on behalf of the appointer, then together with such power of attorney or other authority) must be deposited to the Registrar of H Shares of the Company, Computershare Hong Kong Investor Services Limited at Rooms 1806-7, 18th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, no later than 24 hours before the specified time for the holding of the 2008 H Shareholders Class Meeting.
- (F) If a proxy is appointed to attend the 2008 H Shareholders Class Meeting on behalf of a shareholder, the proxy must produce his document and the authorisation instrument with the date of issue and duly signed by the proxy or the legal representative. In the case of appointing a legal representative, such legal representative must produce his own identification document and the relevant identification document to identify his identity as the legal representative. If a shareholder appoints a company other than its legal representative to attend the 2008 H Shareholders Class Meeting, such representative must produce his own identification document and the authorisation instrument bearing the company chop of the legal person shareholder duly authorised by its legal representative.
- (G) The 2008 EGM together with the separate 2008 Class Meetings are expected to last for half a day, and shareholders attending these meetings shall be responsible for their own travelling and accommodation expenses.
- (H) Shareholders are reminded to read carefully the 2007 Circular and the 2008 Announcement.

As at the date of this notice, the Board of Directors of the Company comprises Messrs. Chen Jinghe (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.