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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)**

## **ANNOUNCEMENT**

### **ADDITIONAL RESOLUTION SUBMITTED BY A SHAREHOLDER FOR 2007 ANNUAL GENERAL MEETING**

This announcement is issued pursuant to the Rule 13.09 of the Listing Rules. The following is the English translation of Chinese announcement published on the website of the Shanghai Stock Exchange by Zijin Mining Group Co., Ltd.\* (the "Company") on 19 May 2008.

(Unless otherwise indicated, the currency unit is in RMB)

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**Zijin Mining Group Co., Ltd.\***

### **ADDITIONAL RESOLUTION SUBMITTED BY A SHAREHOLDER FOR 2007 ANNUAL GENERAL MEETING SUPPLEMENTARY ANNOUNCEMENT**

**The company and the board of directors ensure that the contents of the announcement are true, correct and complete, and take a collective responsibility on any false and misleading statement, and substantial omission in the announcement.**

The board of directors of Zijin Mining Group Co., Ltd.\* issued "Notice for convention of annual general meeting for the year 2007" on 5 May 2008 (this notice has been published on the website of the Shanghai Stock Exchange, China Securities Journal, Shanghai Securities News, and Securities Times). The annual general meeting will be convened on 20 June 2008.

The board of directors of the company received a shareholder's proposal of "Profit distribution proposal for the year 2007" (the "Proposal") (for details please see appendix) from Minxi Xinghang State-owned Assets Investment Company Limited (a shareholder holding 4,210,902,120 shares which represents approximately 28.96% of the total issued shares of the company) on 17 May 2008. Under the Proposal, it opposes the proposal which no dividend distribution for year 2007 was recommended by the board of directors of the company, and presents another proposal of profit distribution for the year 2007. The details of the Proposal is: "in view of the fact that the profit after tax of the company for year 2007 was RMB2,548,322,469, after having deducted the statutory surplus reserve and having added retained earning brought forward from the last year, the total distributable profit of the company was RMB3,152,551,818, and there were the total shares of 14,541,309,100 (including the newly issued A shares) of the company as at 30 April 2008, it is proposed that a dividend of RMB0.9 (tax included) per 10 shares, with a total of RMB1,308,717,819 should be distributed. RMB1,843,833,999 is retained for next distribution."

In accordance with Section 103 of Company Law of the People's Republic of China, "Shareholders, solely or jointly, holding more than 3% of the total shares of the company may, on or before 10 days prior to the holding of a general meeting submit to the board of directors in writing the proposed resolutions. The board of directors shall issue a notice informing other shareholders within 2 days from the date of receipt of such proposal and to table the proposed resolutions at the shareholders' general meeting for consideration. The contents of the proposal should be within the authority of general meeting with a clear subject and concrete resolution". Article 68 of the Articles of Association of the company stated that "Shareholders, solely or jointly, holding more than 3% of the total shares carrying voting rights of the company may, on or before 20 days prior to the holding of a general meeting submit to the board of directors in writing the proposed resolutions. The board of directors shall, either issue a notice informing other shareholders within 2 days from the date of receipt of such proposal or at least 14 days before the date of the general meeting, issue a circular and announcement to notify all the shareholders of the proposed resolutions, and to table the proposed resolutions at the shareholders' general meeting for consideration". The board of directors considers that the contents of the proposal are within the authority of the general meeting, with a clear subject and resolution, and comply with the Company Law and the Articles of Association of the company, should then be presented in the annual general meeting for the year 2007 for approval.

The board of directors reminds all shareholders that the Proposal submitted to the annual general meeting for the year 2007 for consideration and the ordinary resolution no.4 relating to profit distribution proposal for the year 2007 proposed by the board of directors of the company which was published in the "Notice for convention of annual general meeting for the year 2007" on 5 May 2008 are two different proposals of the same matter and two proposals will be submitted together in the annual general meeting for voting. A shareholder should vote "for" for one resolution and "against" for another resolution and should not vote "for" for both resolutions, otherwise that vote will be counted as void.

Save for the above-mentioned Proposal, there are no changes in all other matters mentioned in the "Notice of 2007 Annual General Meeting" which was issued by the board of directors of the Company on 5 May 2008.

**Zijin Mining Group Co., Ltd.\***

*Board of Directors*

19 May 2008

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In short, it is proposed under the Proposal that a dividend of RMB0.9 (tax included) per ten shares (i.e. RMB0.09 (tax included) per share) should be distributed.

If the above Proposal has been passed, dividends for holders of A Shares/Domestic Shares will be distributed and paid in Renminbi ("RMB"), while dividends for H Shares will be declared in RMB but paid in Hong Kong dollars ("HK\$") (conversion of RMB into HK\$ shall be calculated on the average price of the medium prices of the conversion of RMB into HK\$ announced by the Bank of China one calendar week preceding the annual general meeting("AGM") of the Company).

The proposed distribution of final dividends is subject to the approval by shareholders at the AGM to be held later. The Company shall announce a timetable for the closure of register of members and the record date for the final dividends in due course.

The Company will also dispatch a revised notice of AGM and proxy form to include the additional resolution proposed by Minxi Xinghang State-owned Assets Investment Company Limited.

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

Fujian, the PRC, 19 May 2008

*As at the date of this announcement, 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.*

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

*The Chinese text of the announcement and the appendix shall prevail, in the case of any discrepancy between the English text and the Chinese text.*

## **APPENDIX:**

(Unless otherwise indicated, the currency unit is in RMB)

### **PROPOSAL OF PROFIT DISTRIBUTION FOR THE YEAR 2007**

The board of directors of Zijin Mining Group Co., Ltd.\*,

We have been informed that the board of directors of the company proposes that the company will not carry out any profit distribution and conversion of the surplus reserve funds for the year 2007 and we consider this proposal is not appropriate.

Since the company has been listed in Hong Kong in the year 2003, the company maintained a more than 50% dividend payout ratio of profit after tax each year up to year 2006.

The profit after tax of the company for year 2007 was RMB2,548,322,469, after having deducted the statutory surplus reserve and having added retained earning brought forward of the last year, the total distributable profit of the company was RMB3,152,551,818. We understand the development of the company requires huge capital investment, but emphasis should be put on the returns to the shareholders as well. Based on the 50% dividend payout ratio of the profit after tax, the company can still retain over RMB1,500 million of cash, and the cash flow from operating activities is still quite considerable. Moreover, we are pleased to know that the company has achieved the resolutions in the general meeting in that the A Shares of the company was listed on the Shanghai Stock Exchange successfully and this enabled the company to raise net proceeds of about RMB 9,800 million, which can sufficiently fulfill the future development of the company.

Therefore, we propose to carry out distribution of profit after tax of the company for the year 2007.

Our proposal is: based on the total shares of 14,541,309,100 (including newly issued A shares) of the company as at 30 April 2008, a dividend of RMB0.9 (tax included) per 10 shares, with a total of RMB1,308,717,819 should be distributed. RMB1,843,833,999 is retained for next distribution. We would like to request the board of directors of the company to reconsider the proposal of the profit distribution, and submit this proposal to the annual general meeting for consideration.

Shareholder: Minxi Xinghang State-owned Assets Investment Company Limited  
17 May 2008