



**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)**

**REVISED NOTICE OF 2007 ANNUAL GENERAL MEETING  
AND PROPOSED CHANGE OF DIRECTORS  
AND PROPOSED GENERAL MANDATE TO ISSUE SHARES**

**NOTICE IS HEREBY GIVEN THAT** the Annual General Meeting (“AGM”) of Zijin Mining Group Co., Ltd.\* (the “**Company**”) for the year ended 31 December 2007 will be held at 9:30 a.m. on 20 June 2008, Friday, at the conference room on the 1st floor of the Company’s office building at No.1 Zijin Road, Shanghang County, Fujian Province, the People’s Republic of China (the “**PRC**”) to consider, approve and authorise the following businesses:

**ORDINARY RESOLUTIONS**

1. to consider and approve the Report of the Board of Directors of the Company for 2007;
2. to consider and approve the Report of the Supervisory Committee of the Company for 2007;
3. to consider and approve the consolidated audited financial statements and the Reports of the international and domestic auditors of the Company for the year ended 31 December 2007;
4. to consider and approve the profit distribution proposal of the Company for the year ended 31 December 2007;

(Note: As at 31 December 2007, the profit attributable to equity holder of the parent company was RMB2,552,006,000 in accordance with International Financial Reporting Standards which has been audited by Ernst & Young, the profit attributable to equity holder of the parent company was RMB2,548,322,000 in accordance with the PRC Generally Accepted Accounting Standards which was audited by Ernst & Young Hua Ming.

According to Company Law of the PRC, the Articles of Association of the Company and the principle of profit distribution based on the lower of Company’s profit, in accordance with the PRC Generally Accepted Accounting Standards adopted by the

Company, the Company's profit after tax for year 2007 was RMB2,548,322,469, after having deducted 10% of the statutory surplus reserve of RMB197,423,767, having added retained earning brought forward from last year of RMB1,747,827,371 and having deducted dividend payment for year 2006 of RMB946,174,255, the Company's distributable total profit amount as at the end of year 2007 was RMB3,152,551,818.)

- (1) The board of directors of the Company proposed that for the future development purpose, the Company will not carry out any profit distribution and conversion of the surplus reserve funds to issue new shares for year 2007;
- (2) A shareholder proposed a dividend of RMB0.9(tax included) per 10 shares for year 2007.

(Note: Resolutions 4(1) and 4(2) are two different proposals of the same matter. 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.)

5. to consider and approve the remuneration of the Directors, Supervisors and Senior Management for the year ended 31 December 2007;

(Note: In accordance with the "Proposal of Remuneration Plan for Directors and Supervisors of the Company for years 2006 to 2008" and the "Proposal of Remuneration Plan for Senior Management of the Company for years 2006 to 2008" which were passed in the second extraordinary general meeting in year 2006 and the first board meeting of the third term in year 2006 respectively, based on the operating results and the annual audited report of year 2007, the audited calculation of the year 2007 annual remunerations (included tax) for the relevant staff are the following (unless otherwise stated, monetary units are denominated in Renminbi):

- (1) Annual Remuneration for Chairman (1 person):

Annual Remuneration/person = 420,000 (Basic Annual Salary) + 3,493,469.67  
(Annual Bonus) = 3,913,469.67

- (2) Annual Remuneration for Executive Directors and Supervisory Committee Chairman (6 persons):

Annual Remuneration/person = 300,000 (Basic Annual Salary) + 1,746,734.84  
(Annual Bonus) = 2,046,734.84

- (3) Vice Presidents, cum Vice Presidents, Financial Controller and Secretary to the Board (Excluding Directors) (6 persons)

Annual Remuneration/person = 250,000 (Basic Annual Salary) + 1,397,387.87 (Annual Bonus) = 1,647,387.87

- (4) Total Remuneration of above (1) – (3)

$3,913,469.67 + 2,046,734.84 \times 6 + 1,647,387.87 \times 6 = 26,078,205.93$

The above-mentioned total remuneration should be approved by the AGM, the individual remuneration of the above-mentioned senior persons should be reviewed and confirmed by the Remuneration Committee.

- (5) Remuneration for Non-executive Director (1 person), Independent Non-executive Directors (4 persons), External Supervisor (1 person), and Staff Representative Supervisors (2 persons):

Remuneration for each of Non-executive Directors and Independent Non-executive Directors is 150,000 per person per year, remuneration for each of External Supervisors is 120,000 per person per year, and remuneration for each of Staff Representative Supervisors is 72,000 per person per year.

In addition to the above remuneration, duty allowance per day for each of Non-executive Directors and Independent Non-executive Directors is 1,200 and duty allowance per day for each of External Supervisors is 1,000.

6. to consider and approve the reappointment of Ernst & Young and Ernst & Young Hua Ming as the Company's international and domestic auditors respectively for the year 2008, and to authorise the Board of Directors to determine their remuneration;
7. to consider and approve the resignation of Mr. Ke Xiping as a Non-executive Director of the Company (please refer to Appendix for details):
- (1) approve the resignation of Mr. Ke Xiping as a Non-executive Director of the Company;
- (2) give authorisation to one of the Executive Directors of the Company to sign the relevant documents regarding termination of service with Mr. Ke Xiping.

8. to consider and elect Mr. Peng Jiaqing (please refer to Appendix for his biographical information) as a Non-executive Director of the Company:

- (1) elect Mr. Peng Jiaqing as a Non-executive Director of the Company and his term will be effective from the date of passing of this resolution and expire on 17 August 2009;
- (2) give authorisation to one of the Executive Directors of the Company to sign the service agreement and/or other relevant documents with Mr. Peng Jiaqing.

### **SPECIAL RESOLUTION**

9. to consider and authorise the Board of Directors of the Company:

Subject to the below limitations, a general unconditional mandate be and is hereby granted to the Board of Directors of the Company to exercise once or more than once during the Relevant Period (as defined below) all the powers of the Company to allot, issue, and dispose additional shares (either domestic shares or H shares):

- (1) Except that the Board of Directors may during the Relevant Period make and grant offers, agreements and options which might require the exercise of the authority thereunder being allotted and issued after the expiry of the Relevant Period, this mandate will not be effective on the expiry of the Relevant Period;
- (2) The aggregate amount of the H shares and domestic shares to be allotted, issued and disposed or conditionally or unconditionally agreed to allotted, issued and disposed by the Board of Directors of the Company pursuant the authority granted shall not respectively exceed:
  - (a) 20% of the aggregate amount of domestic shares as at the date of passing of this Resolution; and
  - (b) 20% of the aggregate amount of H shares as at the date of passing of this Resolution, conditions (a) and (b) should base on the date of passing of this Resolution; and
- (3) The Board of Directors of the Company shall exercise the general mandate in accordance with the Company Law of the PRC, the Rules Governing the Listing securities on The Stock Exchange of Hong Kong Limited (in each case as amended from time to time), and the approval of China Securities Regulatory Commission and/or other relevant authorities; and for this Resolution:

“Domestic Shares” means the domestic invested shares of nominal value of RMB0.10 each in the share capital of the Company, which are subscribed for and traded in Renminbi.

“H Shares” means the overseas listed foreign invested shares of nominal value of RMB0.10 each in the share capital of the Company, which are listed on the Stock Exchange of Hong Kong Limited and subscribed for and traded in Hong Kong dollars.

“Relevant Period” means the period from the day of the passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company following the date of the passing of this resolution; or
  - (ii) twelve months from the date of the passing of this resolution; or
  - (iii) the date on which the mandate granted by this Resolution is revoked or varied by a special resolution of the shareholders in the general meeting.
- (4) agree to authorise the Board of Directors of the Company to issue new shares:
- (a) to approve, execute and make all documents, deeds and matters as it may consider necessary in connection therewith;
  - (b) to make amendments to the Articles of Association of the Company as it thinks appropriate; and
  - (c) to make all necessary filings and registrations with the relevant PRC, Hong Kong and/or other relevant authorities.

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

Fujian, the PRC, 19 May 2008

*Notes:*

- (A) The Company’s register of H Shares members will be closed from Thursday, 22 May 2008 to Friday, 20 June 2008 (both days inclusive), during which period no transfer of H Shares will be registered. Holders of H Shares of the Company whose names appear on the register of members on Friday, 20 June 2008 will be entitled to attend and vote at the AGM. In order to qualify for attending and voting at the AGM, all transfers must be lodged with the Registrar of H Shares of the Company no later than 4:30 p.m. on Wednesday, 21 May 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

- (B) Holders of H Shares and Domestic Shares who intend to attend the AGM must complete and return the reply slip in writing to the Secretariat of the Board of the Company twenty days before the AGM, that is Saturday, 31 May 2008.

Details of the Office for the Secretariat of 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

or

No. 128 Xiang Yun Third Road  
Xiamen, Fujian  
People's Republic of China  
Tel: (86) 592 396 9791  
Fax: (86) 592 396 9667

- (C) Holders of H Shares who has the right to attend and vote at the AGM are entitled to appoint one or more proxies (whether or not a member) to attend and vote on his behalf. For those shareholders who appoint more than one proxy, such proxies can only exercise their voting rights by way of polls. Shareholders who intend to appoint one or more proxies should first read the Company's 2007 annual report.
- (D) The instrument appointing a proxy must be in writing and signed by the appointer or his attorney duly authorised in writing. In the event that such instrument is signed by an attorney of the appointer, an authorisation that authorised such signatory 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 at the Company's Registrar of H Shares of the Company – Computershare Hong Kong Investor Services Limited no later than 24 hours before the specified time for the holding of the AGM. The address is: Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong.
- (F) Holders of Domestic Shares who has the right to attend and vote at the AGM are entitled to appoint one or more proxies (whether or not a member) to attend and vote on his behalf. To be valid, the relevant proxy forms or other authorisation documents must be delivered to the Board Secretariat of the Company at the address set out in Note (B) above no later than 24 hours before the specified time for the holding of the AGM, its address is set out in Note (B) above.
- (G) If a proxy is appointed to attend the AGM on behalf of a shareholder, the proxy must indicate its identification and the authorisation instrument with the date of issue and duly signed by the proxy and its legal representative, and in the case of legal representative of legal person shareholders, such legal representative must indicate its own identification and effective document to identify its identity as legal representative. If a legal person shareholder appoints a company other than its legal representative to attend the AGM, such representative must indicate its own identification and the authorisation instrument bearing the company chop of the legal person shareholder and duly authorised by its legal representative.
- (H) The AGM is expected to last for half a day, and shareholders attending the AGM will be responsible for their own travelling and accommodation expenses.
- (I) **The H share register of the Company will be closed from 22 May 2008 (Thursday) to 20 June 2008 (Friday) (both dates inclusive), during which no transfer of shares will be registered. Holders of H Shares whose names appear on the H share register of members of the Company on 20 June 2008 (Friday, being the record date) are entitled to attend the AGM of the Company to be convened on 20 June 2008 (Friday) at No.1 Zijin Road, Shanghang County, Fujian Province, the PRC.**

## EXPECTED TIMETABLE

2008 (Note)

Latest time for lodging transfer of shares . . . . .	4:30 p.m. on Wednesday, 21 May
Book closure period (both days inclusive) . . . . .	Thursday, 22 May to Friday, 20 June
Record Date . . . . .	Friday, 20 June
Register of Members re-opens . . . . .	Monday, 23 June
AGM . . . . .	Friday, 20 June
Announcement on results of AGM . . . . .	Saturday, 21 June

*Note:* All times refer to Hong Kong local times.

*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.*

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

Appendix:

### **Report Regarding The Appointment Recommendation For Mr. Peng Jiaqing**

Zijin Mining Group Co., Ltd's AGM:

Whereas Mr. Ke Xiping requested to resign as a non-executive director of the Company with effect from the date of the AGM because he is prepared to go abroad to look after his children and with the recommendation of the Board of Directors and the remuneration committee of the Company, the Board of Directors agreed to recommend Mr. Peng Jiaqing to be a non-executive director of the Company. Please consider to approve.

Mr. Ke has confirmed that there is no disagreement with the Board of Directors and the Company in any respects and there are no matters relating to his resignation that need to be brought to the attention of the shareholders of the Company.

**Zijin Mining Group Co., Ltd.\***  
*Board of Directors*

30 April 2008

Mr. Peng Jiaqing's biographical information:

Mr. Peng Jiaqing, aged 63, senior economist, vice president of Fujian Technology, Economy, and Management Modernisation Study Association. Mr. Peng graduated from Fujian Normal University with a bachelor's degree in Chinese Language in 1968. Mr. Peng was the secretariat-in-chief to the municipal government of Liupanshui City, Guizhou, vice president of Xiamen Branch, president of Zhangzhou Branch, and provincial inspector of Industrial and Commercial Bank of China. Currently, Mr. Peng Jiaqing is the vice chairman of Xiamen Hengxing Industrial Company Limited. Mr. Peng has extensive management experience in economy and finance areas.

Save as disclosed above and as at the date of this notice, Mr. Peng has not held any directorships in other listed public companies in the last three years, does not hold any other position with the Company or any of its subsidiaries and is not related to any directors, senior management or substantial or controlling shareholders of the Company. Mr. Peng does not have any other interest in the shares of the Company or its associated companies within the meaning of Part XV of the Securities and Futures Ordinance of Hong Kong as at the date of this notice.

Further, the Company is informed that there is nothing in respect of Mr. Peng which needs to be disclosed pursuant to Rule 13.51(2) of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited nor is there anything which needs to be brought to the attention of the shareholders of the Company. Mr. Peng has not been penalised by the China Securities Regulatory Commission or other relevant departments and stock exchange.