



**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 THE FIRST EXTRAORDINARY GENERAL MEETING IN 2009**

**NOTICE IS HEREBY GIVEN THAT** an extraordinary general meeting (“EGM”) of Zijin Mining Group Co., Ltd.\* (the “Company”) will be held at 9:00 a.m. on 9 March, 2009, Monday, 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”) for the purpose of considering and, if thought fit, passing the following resolutions which will be proposed as ordinary resolutions. Unless otherwise indicated, capitalized terms used herein shall have the same meanings as those defined in the announcement of the Company dated 8 January 2009.

**ORDINARY RESOLUTIONS**

1. **THAT** the JV Agreement entered into between the Company and Minxi Xinghang State-owned Assets Investment Co., Ltd. (閩西興杭國有資產投資經營有限公司) on 8 January 2009 to form a joint venture temporarily named Zijin Copper Company Limited (紫金銅業有限公司) to invest and build a copper refinery project with capacity of 200,000 tonnes/year, be and are hereby approved, rectified and/or authorized;
2. **THAT** the provision of the financial guarantee by the Company to Zijin Copper Company Limited proportionally according to the above-mentioned JV Agreement and the respective interest in the joint venture with the yearly maximum amount proposed (the “Proposed Annual Cap”) for 3 years (2009-2011) being RMB 900 millions, be and are hereby approved, rectified and/or authorized; and
3. **THAT** the Company’s board of directors be and is hereby authorised with full power to take all necessary, appropriate and discretionary actions in connection with and for the implementation and/or for giving the effect to the abovementioned resolution 1 and resolution 2, including but not limited to take all necessary further actions, to deal with further registration procedures and to deal with all relevant procedures.

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

Fujian, the PRC, 21 January, 2009

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

**Notes:**

- (A) The Company's register of H Shares members will be closed from Saturday, 7 February, 2009 to Monday, 9 March, 2009 (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 Monday, 9 March, 2009 will be entitled to attend and vote at the EGM. In order to qualify for attending and voting at the EGM, all transfers must be lodged with the Registrar of H Shares of the Company no later than 4:30 p.m. on Friday, 6 February, 2009.

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 EGM must complete and return the reply slip in writing to the Secretariat of the Board of the Company twenty days before the EGM, that is Tuesday, 17 February, 2009.

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

- (C) Holders of H Shares who has the right to attend and vote at the EGM 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 circular.

- (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 EGM. 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 EGM are entitled to appoint one or more proxies (whether or not a member) to attend and vote on his behalf. Notes (C) and (D) are also applicable for holders of Domestic Shares, but 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 EGM.
- (G) If a proxy is appointed to attend the EGM 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 representative other than its legal representative to attend the EGM, 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 EGM is expected to last for half a day, and shareholders attending the EGM will be responsible for their own travelling and accommodation expenses.

- (I) **The H share register of the Company will be closed from 7 February 2009 (Saturday) to 9 March 2009 (Monday) (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 9 March 2009 (Monday, being the record date) are entitled to attend the EGM of the Company to be convened on 9 March 2009 (Monday) at No.1 Zijin Road, Shanghang County, Fujian Province, the PRC.**

**EXPECTED TIMETABLE**

2009 (Note)

Latest time for lodging transfer of Shares .....	4:30 p.m. on Friday, 6 February
Book closure period (both days inclusive) .....	Saturday, 7 February to Monday, 9 March
Record Date .....	Monday, 9 March
Register of Members re-opens .....	Tuesday, 10 March
EGM .....	Monday, 9 March
Announcement on results of EGM .....	Tuesday, 10 March

*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. Peng Jiaqing as non-executive director, and Messrs. Chen Yuchuan, Su Congfu, Lin Yongjing, and Loong Ping Kwan as independent non-executive directors.