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

**CONNECTED AND DISCLOSEABLE TRANSACTIONS
AND CONTINUING CONNECTED TRANSACTION
FORMATION OF A JOINT VENTURE**

**Independent Financial Adviser to the Independent Board Committee
and the Independent Shareholders**



A letter from the Board is set out on pages 3 to 10 of this circular. A letter from the Independent Board Committee containing its recommendations in respect of the connected transaction and the continuing connected transaction is set out on pages 11 to 12 of this circular. A letter from Get Nice Capital Limited, the independent financial adviser, containing its advice to the Independent Board Committee and the Independent Shareholders is set out on pages 13 to 18 of this circular.

A notice convening an EGM of the Company to be held at the Company's conference room at 1st Floor, No. 1 Zijin Road, Shanghang County, Fujian Province, the PRC on 9 March 2009 (Monday) at 9:00 a.m. is set out on pages 34 to 37 of this circular. Whether or not you are able to attend the meeting, please complete and return the enclosed reply slip in accordance with the instructions printed thereon, as soon as possible and in any event not less than twenty days prior to the commencement of the EGM to the office of the Secretary to the Board of the Company at No.1 Zijin Road, Shanghang County, Fujian Province, the PRC. Completion and return of the reply slip, you are able to attend and vote in person or by proxy at the EGM.

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

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DEFINITIONS

In this circular, except where the context otherwise requires, the following terms shall have the following meanings:

“Associates”	has the meaning ascribed in the Listing Rules
“Board”	the board of Directors
“Company”	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 PRC with limited liability
“Director(s)”	the director(s) of the Company
“Domestic Shares”	ordinary shares of nominal value of RMB 0.1 each in the share capital of the Company which were subscribed for or credited as paid up in RMB
“EGM”	the extraordinary general meeting of the Company to be held for the purpose of approving the Transaction and the Proposed Annual Cap
“Group”	the Company and its subsidiaries
“H Shares”	foreign invested shares of nominal value of RMB 0.1 each in the share capital of the Company listed on the Stock Exchange
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Board Committee”	the independent board committee of the Company constituted for the purpose of the Transaction and the Proposed Annual Cap, comprising four independent non-executive directors
“Independent Shareholders”	shareholders of the Company other than Minxi Xinghang and its respective associates (as defined in the Listing Rules)
“JV Agreement”	the agreement dated 8 January 2009 entered into between the Company and Minxi Xinghang in relation to, among other things, form a joint venture company in the PRC
“Latest Practicable Date”	16 January 2009, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange

DEFINITIONS

“Minxi Xinghang”	Minxi Xinghang State-owned Assets Investment Co., Ltd. (閩西興杭國有資產投資經營有限公司), a government owned company incorporated in the PRC with limited liability, currently owns approximately 28.96% shareholding of the Company
“PRC”	the People’s Republic of China, but for the purpose of this circular, excludes Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“Proposed Annual Cap”	the annual maximum amount of the financial guarantee to be provided by each party to the joint venture for each of the three years ended 31 December 2011
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	the shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Transaction”	the transaction as contemplated under the JV Agreement
“%”	per cent

LETTER FROM THE BOARD



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)

Executive Directors:

Chen Jinghe (*the Chairman*)
Liu Xiaochu
Luo Yingnan
Lan Fusheng
Huang Xiaodong
Zou Laichang

Non-executive Director:

Peng Jiaqing

Independent Non-executive Directors:

Chen Yuchuan
Su Congfu
Lin Yongjing
Loong Ping Kwan

*Registered Office and Principal Place
of Business:*

No.1 Zijin Road
Shanghang County
Fujian Province
The PRC

Place of Business in Hong Kong:

Suite 1601,
Sino Plaza
255-257 Gloucester Road
Causeway Bay
Hong Kong

21 January 2009

To the Shareholders

Dear Sir or Madam,

**CONNECTED AND DISCLOSEABLE TRANSACTIONS
AND CONTINUING CONNECTED TRANSACTION
FORMATION OF A JOINT VENTURE**

1. INTRODUCTION

Reference is made to announcement dated 8 January 2009. On 8 January 2009, the Company entered into a joint venture agreement with the Company's substantial shareholder, Minxi Xinghang, to form a joint venture. It is intended that this joint venture will build a copper refinery in Shanghang County, Fujian Province, the PRC, with a capacity of 200,000 tonnes/year.

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

LETTER FROM THE BOARD

As at the Latest Practicable Date, Minxi Xinghang currently owns approximately 28.96% shareholding of the Company. Minxi Xinghang is a connected person of the Company as defined under the Listing Rules. Therefore, any transaction between Minxi Xinghang and the Company constitutes a connected transaction under Chapter 14A of the Listing Rules. As the relevant percentage ratios under Chapter 14A of the Listing Rules exceed 2.5% and the value thereof is more than HK\$10,000,000, the transaction is subject to reporting, announcement and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules. The transaction between the Company and Minxi Xinghang in relation to the JV Agreement also constitutes a discloseable transaction for the Company under Rule 14.06(2) of the Listing Rules because the applicable percentage ratios as defined under Rule 14.07 of the Listing Rules are more than 5% but less than 25%.

In connection with the Transaction, the Company and Minxi Xinghang agreed that both parties will provide financial guarantee to the joint venture, which is continuous in nature and was entered into in the ordinary course of business of the Company and constituted a continuing connected transaction of the Company under Chapter 14A of the Listing Rules. Since both parties will not have any charges to the joint venture in providing the financial guarantee. The terms are not normal commercial term and the financial guarantee will be subject to Independent Shareholders' approval.

The Company has appointed Get Nice Capital Limited as an independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the Transaction and the Proposed Annual Cap. The Independent Shareholders will be asked to consider, if thought fit, approve by poll the Transaction and the Proposed Annual Cap for 2009, 2010 and 2011 which will be RMB 900 millions at the EGM.

The purpose of this circular is to provide (i) details of the Transaction; (ii) a letter from Get Nice Capital Limited to the Independent Board Committee containing its advice to the Independent Board Committee and the Independent Shareholders on the approval of the Transaction and the Proposed Annual Cap; (iii) the recommendation of the Independent Board Committee regarding the approval of the Transaction and the Proposed Annual Cap; and (iv) to seek your approval at the EGM of the ordinary resolutions referred to herein.

Pursuant to the Listing Rules, Minxi Xinghang and its respective associates (as defined in the Listing Rules) are required to abstain from voting in the EGM in respect of the Transaction and the Proposed Annual Cap.

2. PRINCIPAL TERMS OF THE JV AGREEMENT

Date:

8 January 2009

Parties:

1. Minxi Xinghang, currently owns approximately 28.96% shareholding of the Company, is a government owned domestic company incorporated in the PRC with limited liability and is principally engaged in investment in Fujian, the PRC; and

LETTER FROM THE BOARD

2. The Company, is principally engaged in the mining, production, refining and sale of gold and other mineral resources in the PRC.

The terms of the JV Agreement were arrived at an arm's length negotiation basis with Minxi Xinghang and are on normal commercial terms and in the ordinary and usual course of business of the Company.

The name of the joint venture

Subject to the final approval by the relevant authority, the joint venture will be temporarily named as Zijin Copper Company Limited (紫金銅業有限公司).

The joint venture

Minxi Xinghang will own 50% equity interest of the joint venture and the Company will own 50% equity interest of the joint venture. The authorised capital of the joint venture will be RMB 1 billion. Minxi Xinghang will invest RMB 500 millions in cash and the Company will invest RMB 500 millions in cash. The Company will invest RMB 100 millions in cash and Minxi Xinghang will invest RMB 100 millions in cash respectively as initial capital injection within 10 working days from the date of pre-approval of the joint venture's name by the relevant authority. The balance of the authorised capital will be proportionally paid in installments by the Company and Minxi Xinghang in cash within 2 years after the formation of the joint venture.

Apart from the abovementioned capital commitment, which was determined by commercial negotiation between the parties on the arm's length basis with reference to the feasibility study, the Company and Minxi Xinghang agreed that each party will provide financial guarantee to the joint venture proportionally according to the respective interest in the joint venture, each party's yearly maximum amount proposed of which for 2009, 2010 and 2011 will be RMB 900 millions, which was determined by the parties on the arm's length basis and is in the ordinary and usual course of business of the Company. Since both parties will not have any charges to the joint venture in providing the financial guarantee. The terms are not normal commercial term and the financial guarantee will be subject to Independent Shareholders' approval.

The Company's total capital commitment and maximum financial guarantee will be RMB 0.5 billion and RMB 0.9 billion respectively.

The Company intends to fund this joint venture from its internal cash resources.

Board representation and management

Following completion, Minxi Xinghang will nominate 3 directors and the Company will nominate 3 directors to the board of directors of the joint venture.

Accounting treatment

Equity method will be used to book this joint venture's financial results into the Group's financial statements.

LETTER FROM THE BOARD

Disadvantage of the copper refinery project

- (1) the supply of copper concentrates is the key restriction to the project's smooth operation and production; and
- (2) the sale of sulfuric acid will directly be a constraint to the production continuity and safety.

3. REASONS FOR AND BENEFITS OF THE TRANSACTIONS

The Directors including the independent non-executive directors believe that the terms of the connected transaction and the continuing connected transaction are fair and reasonable and in the best interests of the shareholders as a whole.

By virtue of the JV Agreement, it will be able to promote the integrated economic strength of Company in the mining industry of the PRC. This investment will provide a steady source of income to the Company in the future.

4. APPROVAL BY INDEPENDENT SHAREHOLDERS

(1) Formation of Joint Venture and Providing Financial Guarantee

Minxi Xinghang will own 50% equity interest of the joint venture and the Company will own 50% equity interest of the joint venture. The authorised capital of the joint venture will be RMB 1 billion. Minxi Xinghang will invest RMB 500 millions in cash and the Company will invest RMB 500 millions in cash. The Company will invest RMB 100 millions in cash and Minxi Xinghang will invest RMB 100 millions in cash respectively as initial capital injection within 10 working days from the date of pre-approval of the joint venture's name by the relevant authority. The balance of the authorised capital will be proportionally paid in installments by the Company and Minxi Xinghang in cash within 2 years after the formation of the joint venture.

Apart from the abovementioned capital commitment, which was determined by commercial negotiation between the parties on the arm's length basis with reference to the feasibility study, the Company and Minxi Xinghang agreed that each party will provide financial guarantee to the joint venture proportionally according to the respective interest in the joint venture, each party's yearly maximum amount proposed of which for 2009, 2010 and 2011 will be RMB 900 millions, which was determined by the parties on the arm's length basis and is in the ordinary and usual course of business of the Company. Since both parties will not have any charges to the joint venture in providing the financial guarantee. The terms are not normal commercial term and the financial guarantee will be subject to Independent Shareholders' approval.

The Proposed Annual Cap was determined by reference to the feasible construction plan.

LETTER FROM THE BOARD

(2) Approval by Independent Shareholders

As at the Latest Practicable Date, Minxi Xinghang currently owns approximately 28.96% shareholding of the Company. Minxi Xinghang is a connected person of the Company as defined under the Listing Rules. Therefore, any transaction between Minxi Xinghang and the Company constitutes a connected transaction under Chapter 14A of the Listing Rules. As the relevant percentage ratios under Chapter 14A of the Listing Rules exceed 2.5% and the value thereof is more than HK\$10,000,000, the transaction is subject to reporting, announcement and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules. The transaction between the Company and Minxi Xinghang in relation to the JV Agreement also constitutes a discloseable transaction for the Company under Rule 14.06(2) of the Listing Rules because the applicable percentage ratios as defined under Rule 14.07 of the Listing Rules are more than 5% but less than 25%.

In connection with the Transaction, the Company and Minxi Xinghang agreed that both parties will provide financial guarantee to the joint venture, which is continuous in nature and was entered into in the ordinary course of business of the Company and constituted a continuing connected transaction of the Company under Chapter 14A of the Listing Rules. Since both parties will not have any charges to the joint venture in providing the financial guarantee. The terms are not normal commercial term and the financial guarantee will be subject to Independent Shareholders' approval.

The Transaction would require disclosure by way of announcement, preparation and dispatch of circulars to shareholders and prior approval by the Independent Shareholders of the Company by poll. The Independent Shareholders will also be asked to consider and, if thought fit, approve by poll the JV Agreement and the Proposed Annual Cap at EGM.

5. CONDITIONS TO THE APPROVALS

The Independent Shareholders' approval regarding the Transaction and the Proposed Annual Cap for the three financial years ended 31 December 2011 shall be subject to the following conditions:

1. The Connected Transaction

- (1) has been entered into in the ordinary and usual course of business of the Company;
- (2) has been entered into in accordance with the terms of the Transaction governing them on terms that are fair and reasonable so far as the Company and its shareholders as a whole are concerned; and
- (3) has been conducted on normal commercial terms.

2. The Continuing Connected Transaction

- (1) has been entered into in the ordinary and usual course of business of the Company; and

LETTER FROM THE BOARD

- (2) has been entered into in accordance with the terms of the agreement governing them on terms that are fair and reasonable so far as the Company and its shareholders as a whole are concerned.
3. The annual aggregate amount of the continuing connected transaction for each financial year shall not exceed the Proposed Annual Cap.
4. The independent non-executive Directors of the Company at the relevant time shall review annually the continuing connected transaction and confirm in the Company's next annual report that the continuing connected transaction is conducted in the manner as stated in (1) and (2) above.
5. The auditors of the Company shall review the continuing connected transaction annually and provide the Board (a copy of which shall be provided to the Stock Exchange) with a letter (the "Auditors' Letter") stating that:
- (i) the continuing connected transaction has received the approval of the Board;
 - (ii) the continuing connected transaction is in accordance with the pricing policy of the Company; and
 - (iii) the Proposed Annual Cap for the continuing connected transaction has not been exceeded.

For the purpose of the above review by the international auditors of the Company, Minxi Xinghang undertakes to the Stock Exchange that Minxi Xinghang will procure the joint venture company to provide the international auditors of the Company with access to its accounting records.

Where, for whatever reason, the international auditors of the Company decline to accept the engagement or are not able to provide the Auditors' Letter, the Board shall notify the Stock Exchange and publish an announcement immediately.

6. Details of the continuing connected transaction in each financial year shall be disclosed as required under rule 14A.46 of the Listing Rules in the annual report of the Company for that financial year together with a statement of the opinion of the independent non-executive Directors and the international auditors of the Company as referred in paragraphs 4 & 5 above.

If any terms of the continuing connected transaction as mentioned above is altered or if the Company enters into any new agreement with any connected person (within the meaning of the Listing Rules) in the future, the Company will, in respect thereof, comply with the provisions of Chapter 14A of the Listing Rules governing connected transaction.

LETTER FROM THE BOARD

6. CONNECTION BETWEEN THE PARTIES IN THE TRANSACTIONS

As at the Latest Practicable Date, Minxi Xinghang currently owns approximately 28.96% shareholding of the Company. Minxi Xinghang is a connected person of the Company as defined under the Listing Rules. Therefore, any transaction between Minxi Xinghang and the Company constitutes a connected transaction under Chapter 14A of the Listing Rules. As the relevant percentage ratios under Chapter 14A of the Listing Rules exceed 2.5% and the value thereof is more than HK\$10,000,000, the transaction is subject to reporting, announcement and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules. The transaction between the Company and Minxi Xinghang in relation to the JV Agreement also constitutes a discloseable transaction for the Company under Rule 14.06(2) of the Listing Rules because the applicable percentage ratios as defined under Rule 14.07 of the Listing Rules are more than 5% but less than 25%.

7. INFORMATION ABOUT THE COMPANY

The Company is principally engaged in the mining, production, refining and sale of gold and other mineral resources in the PRC.

8. INFORMATION ABOUT MINXI XINGHANG

Minxi Xinghang, currently owns approximately 28.96% shareholding of the Company, is a government owned domestic company incorporated in the PRC with limited liability and is principally engaged in investment in Fujian, the PRC.

Minxi Xinghang currently owns approximately 28.96% shareholding of the Company. Minxi Xinghang is a connected person of the Company as defined under the Listing Rules.

9. EXTRAORDINARY GENERAL MEETING

The Directors have resolved to convene the EGM to consider and, if thought fit by the Independent Shareholders, to approve the Transaction and the Proposed Annual Cap. Notice of the EGM is set out on pages 34 to 37 of this circular. Whether or not you are able to attend the EGM, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon, as soon as possible and in any event not less than 24 hours prior to the commencement of the EGM to the Secretary to the Board office of the Company at No. 1 Zijin Road, Shanghang County, Fujian Province, The PRC (Fax: (86) 592-396 9667). Completion and return of the form of proxy will not preclude you from attending and voting at the EGM should you so wish.

10. RECOMMENDATION

The Directors consider that the entering of the Transaction and the Proposed Annual Cap are in the best interests of the Company and its shareholders as a whole and is fair and reasonable as far as the Independent Shareholders are concerned.

The Independent Board Committee comprising four independent non-executive Directors of the Company has been appointed to advise the Independent Shareholders in respect of the Transaction and the Proposed Annual Cap. Get Nice Capital Limited has been appointed as independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the same.

LETTER FROM THE BOARD

After taking into account the reasons for and benefits of the Transaction and the Proposed Annual Cap, the relevant terms of the JV Agreement, and the opinion of Get Nice Capital Limited, the Independent Board Committee considers that the Transaction and the Proposed Annual Cap are fair and reasonable as far as the Independent Shareholders are concerned. Accordingly, the Independent Board Committee recommends the Independent Shareholders to vote in favour of the resolutions to be proposed at the EGM to approve the Transaction and the Proposed Annual Cap.

All connected persons or shareholders with a material interest in the transaction and its Associates shall abstain from voting in approving the Transaction and the Proposed Annual Cap.

Minxi Xinghang and its respective associates (as defined in the Listing Rules) are required to abstain from voting in the EGM in respect of the Transaction and the Proposed Annual Cap.

The Independent Shareholders will be asked to consider and, if thought fit, approve by poll the Transaction and the Proposed Annual Cap at EGM.

The Company will publish an announcement on the results of the EGM on the business day following the EGM with respect to whether or not the resolutions set out in this circular have been passed by the Independent Shareholders.

11. ADDITIONAL INFORMATION

Your attention is drawn to the letter from the Independent Board Committee and the letter of advice from Get Nice Capital Limited and information set out in the appendix to this circular.

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

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

LETTER FROM THE INDEPENDENT BOARD COMMITTEE



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)

Independent Non-executive Directors:

Chen Yuchuan

Su Congfu

Lin Yongjing

Loong Ping Kwan

Registered Office and

Principal Place of Business:

No.1 Zijin Road

Shanghang County

Fujian Province

The PRC

21 January 2009

To the Independent Shareholders

Dear Sir or Madam,

**CONNECTED TRANSACTION AND CONTINUING CONNECTED TRANSACTION
FORMATION OF A JOINT VENTURE**

We refer to this circular dated 21 January, 2009 issued by the Company to its Shareholders, of which this letter forms part. Unless the context otherwise requires, terms defined in this circular shall have the same meanings when used in this letter.

As the Independent Board Committee, we have been appointed to advise the Independent Shareholders as to whether, in our opinion, the entering of the Transaction and the Proposed Annual Cap are in the interests of the Company and the Shareholders as a whole and the terms of which are fair and reasonable so far as the Independent Shareholders are concerned. None of the members of the Independent Board Committee have any direct or indirect interest in the Transaction and the Proposed Annual Cap. In addition, Get Nice Capital Limited has been appointed as independent financial adviser.

We wish to draw your attention to (i) the letters of advice from Get Nice Capital Limited as set out on pages 13 to 18 of this circular; and (ii) the letter from the Board on pages 3 to 10 of this circular, which set out information relating to, and the reasons for and benefits of the Transaction and the Proposed Annual Cap.

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LETTER FROM THE INDEPENDENT BOARD COMMITTEE

As the Company's independent non-executive Directors, we have discussed with the management of the Company the reasons for and benefits of the Transaction and the Proposed Annual Cap and the basis upon which their terms have been determined. We have considered the factors and reasons considered by, and the opinions and recommendations of, Get Nice Capital Limited as set out on pages 13 to 18 of this circular. We concur with the view of Get Nice Capital Limited that the entering into the Transaction and the Proposed Annual Cap are in the interests of the Company and the Shareholders as a whole and the terms of which are fair and reasonable as far as the Independent Shareholders are concerned. Accordingly, we recommend the Independent Shareholders to vote in favour of the ordinary resolutions approving the Transaction and the Proposed Annual Cap to be proposed at the EGM.

Yours faithfully,
The Independent Board Committee of
Zijin Mining Group Co., Ltd.*
Chen Yuchuan
Su Congfu
Lin Yongjing
Loong Ping Kwan

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LETTER FROM GET NICE CAPITAL LIMITED

The following is the full text of a letter from Get Nice Capital Limited for the purpose of incorporation in this circular, in connection with its advice to the Independent Board Committee and the Independent Shareholders in relation to the Transaction and the Proposed Annual Cap.



10th Floor, Cosco Tower,
Grand Millennium Plaza,
183 Queen's Road, Central
Hong Kong

21 January 2009

*To the Independent Board Committee and the Independent Shareholders of
Zijin Mining Group Co., Ltd.*

Dear Sirs,

DISCLOSEABLE AND CONNECTED TRANSACTIONS AND CONTINUING CONNECTED TRANSACTION FORMATION OF A JOINT VENTURE

We refer to our engagement as the independent financial adviser to the Independent Board Committee and the Independent Shareholders in relation to the Transaction and the Proposed Annual Cap, details of which are set out in the “Letter from the Board” contained in the circular of the Company dated 21 January 2009 (the “Circular”), of which this letter forms part. Terms defined in the Circular shall have the same meanings in this letter unless the context of this letter otherwise requires.

As disclosed in the announcement of the Company dated 8 January 2009, the Company has entered into a JV Agreement with Minxi Xinghang relating to the Transaction for the establishment of a joint venture to build a copper refinery in Shanghang, Fujian, the PRC, with a capacity of 200,000 tonnes/year. Minxi Xinghang is a substantial Shareholder holding approximately 28.96% of the issued share capital of the Company as at the Latest Practicable Date, and therefore is a connected person of the Company for the purpose of the Listing Rules. The Transaction constitutes a connected transaction under Chapter 14A of the Listing Rules and is subject to reporting, announcement and approval by the Independent Shareholders at the EGM. In connection with the Transaction, the Company and Minxi Xinghang agreed that both parties will provide financial guarantee to the joint venture, which is continuous in nature and was entered into in the ordinary course of business of the Company and constitutes continuing connected transaction of the Company under Chapter 14A of the Listing Rules. Since both parties will not have any charges to the joint venture in providing the

LETTER FROM GET NICE CAPITAL LIMITED

financial guarantee, the terms are not normal commercial term and the financial guarantee will be subject to Independent Shareholders' approval at the EGM. Pursuant to the Listing Rules, Minxi Xinghang and its respective associates (as defined in the Listing Rules) are required to abstain from voting in the EGM in respect of the Transaction and the Proposed Annual Cap.

The Independent Board Committee has been formed by the Company, comprising Messrs. Chen Yuchuan, Su Congfu, Lin Yongjing, and Loong Ping Kwan, being all the independent non-executive Directors who are considered independent in respect of the Transaction and the Proposed Annual Cap, to advise the Independent Shareholders on the Transaction and the Proposed Annual Cap.

In formulating our recommendation, we have relied on the statements, information, opinions and representations contained in the Circular and the information, facts and representations provided to us by the Directors and management of the Company. We have assumed that all information, representations and opinions contained or referred to in the Circular and all information, representations and opinions which have been provided by the Directors or management of the Company for which they are solely responsible, are true and accurate at the time they were made and will continue to be accurate at the date of the despatch of the Circular. We are also not aware that any statements of belief, opinion and intention made by the Directors in the Circular were not reasonably made after due and careful enquiry and not based on honestly-held opinions. We have no reason to doubt the truth, accuracy and completeness of the information and representations provided to us by the Directors and we have been advised by the Directors that no material facts have been omitted from the information and representations provided in and referred in the Circular.

We consider that we have been provided with sufficient information to enable us to reach an informed view and to justify our reliance on the accuracy of the information and representations contained in the Circular and to provide a reasonable basis for our opinion. We have not, however, carried out any independent verification of the information provided by the Directors and management of the Company, nor have we conducted an independent investigation into the business and affairs of the Company or any of its respective subsidiaries or associates.

PRINCIPAL FACTORS AND REASONS TAKEN INTO ACCOUNT

In arriving at our advice to the Independent Board Committee and the Independent Shareholders in respect of the Transaction and Proposed Annual Cap, we have taken the following principal factors and reasons into consideration:

I. Background of the Transaction

The Company is principally engaged in the mining, production, refining and sale of gold and other mineral resources in the PRC.

Minxi Xinghang, which owns approximately 28.96% shareholding of the Company as at the Latest Practicable Date and therefore is a substantial Shareholder of the Company, is a government owned domestic company incorporated in the PRC with limited liability and is principally engaged in investment in Fujian, the PRC.

LETTER FROM GET NICE CAPITAL LIMITED

On 8 January 2009, the JV Agreement was entered into between the Company and Minxi Xinghang for the Transaction in respect of the formation of a joint venture, which will be owned as to 50% by the Company and 50% by Minxi Xinghang and will be principally engaged in copper refinery in the PRC with a capacity of 200,000 tonnes per year. The total expected investment amount to be made by this joint venture company will be approximately RMB 2.6 billions.

As set out in the 2007 annual report of the Company, the Group has produced 47,244 tonnes of copper during the year 2007, representing a growth of 17.22% over previous year. Approximately 15.39% and 33.96% of the Group's total sales income and total net profit respectively for the year 2007 has been generated from the copper mine business. The Group sees the copper refinery market as a growth driver of the Group in the long run. Accordingly, we consider that the Transaction is in line with the business of the Group.

II. Reasons for and benefits of the Transaction

All the Directors consider that the terms of the Transaction are fair and reasonable and in the best interests of the Company and the Shareholders as a whole having been negotiated on an arm's length basis and are on normal commercial terms and in the ordinary and usual course of business of the Company. By virtue of the JV Agreement, it will be able to promote the integrated economic strength of Company in the mining industry of the PRC.

As advised by the Directors, copper is the essential raw materials in manufacturing industries and is used extensively in electrical, building, transport and consumer products industries in PRC. In line with the rapid economic growth of PRC, the annual domestic demand of copper had increased from approximately 1.48 million tonnes to 3.99 millions tonnes during the period from 1999 to 2007, representing an annual growth rate of 13.2%. The PRC has become the world's largest country for copper manufacturing and consumption and importer of refined copper. The rapid expansion of the copper industry has contributed to the continuous booming of the national economy of the PRC. It is expected that the annual demand for refined copper in PRC will be at 6 millions tonnes in 2020.

The recent global financial crisis has adversely affected the demand and the price of copper and its related products. However, the Directors believe that by the time when the operations of the joint venture for the copper refinery commences (which is expected in 2012), this crisis may have been settled and the demand for copper and its related products may increase accordingly. Moreover, the Directors considers that it is a good timing for set up the joint venture at this moment as the cost for the construction of the copper refinery plant of the joint venture has been driven down and the inefficient competitors in the copper industry will be eliminated as a result of such crisis. In addition, they are confident that the PRC economy still maintains a rapid growth in the medium to long term, which will boost the demand of the copper in the PRC in the future.

According to the information released by the PRC data centre, when the PRC's gross domestic product ("GDP") increases 1%, the domestic consumption of copper will be increased by 1.5%. As set out in the China Statistics Yearbook 2007, the GDP of PRC increased from approximately RMB 12.03 trillion in 2002 to approximately RMB 24.95 trillion in 2007, representing a compound annual growth rate of approximately 15.7% and showing a double-digit annual growth for five consecutive years. It is set out in the Eleventh Five-Year plan for National Economic and Social Development of the PRC

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(2006-2010) that, among other things, by 2010, the average real GDP growth rate would be approximately 7.5% per year and GDP per capita would increase to approximately RMB 19,200. On such basis, we consider that by entering into the JV Agreement, the Company can participate in the PRC copper refinery industry, which has the potential to grow in line with the growth of PRC economy in the future. This could bring a positive impact on the Group's growth and development in the medium to long run.

In order to cope with global financial crisis and maintain the economic growth momentum in the PRC, the PRC State Council convened a regular meeting on 5 November 2008 to formulate ten measures aiming to boost domestic demand and stimulate steady and faster growth of the economy and announced a stimulation plan on 9 November 2008 with a budget of RMB 4 trillion. The stimulation plan aims to boost domestic demand by increasing fixed asset investment in the coming two years. Areas covered under the stimulation plan include infrastructure, rural development and post-disaster reconstruction. Under the plan, infrastructure projects, including railway facilities and airports, would contribute approximately 45% of the total investment amount. As copper is an essential raw material for the infrastructure projects, we believe that the joint venture to be established under the JV Agreement could be benefited from this stimulation plan.

Based on the above, we are of the view that the Transaction is in the interests of the Company and the Shareholders as a whole.

III. Principal terms of the JV Agreement

The following principal terms of the JV Agreement were arrived at an arm's length negotiation basis with Minxi Xinghang.

(a) *Authorised capital and capital commitment*

Minxi Xinghang will own 50% equity interest of the joint venture and the Company will own 50% equity interest of the joint venture. The authorised capital of the joint venture will be RMB 1 billion. Minxi Xinghang will invest RMB 500 millions in cash and the Company will invest RMB 500 millions in cash. The Company will invest RMB 100 millions in cash and Minxi Xinghang will invest RMB 100 millions in cash respectively as initial capital injection within 10 working days from the date of pre-approval of the joint venture's name by the relevant authority. The balance of the authorised capital will be paid proportionally by the Company and Minxi Xinghang in cash within 2 years after the formation of the joint venture.

(b) *Financial Guarantee*

Apart from the capital commitment as mentioned above, which was determined by commercial negotiation between the parties on the arm's length basis with reference to the feasibility study, Minxi Xinghang and the Company agreed that each party will provide financial guarantee to the joint venture proportionally according to the respective interest in the joint venture. On the basis of the yearly maximum proposed amount of the financial guarantee from each party, the Proposed Annual Cap for

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2009, 2010 and 2011 will be RMB 900 millions, which was determined by the parties on the arm's length basis and is in the ordinary and usual course of business of the Company. Since both parties will not have any charges to the joint venture in providing the financial guarantee, the terms are not on normal commercial term.

The total investment of the joint venture is expected to be approximately RMB 2.6 billions, principally for the construction and development cost for copper refinery plant. As the total capital commitment from both parties to the JV Agreement amounts to RMB 1 billion, the shortfall of the total investment will be covered by the financial guarantee for an aggregate maximum amount of RMB 1.8 billion from Minxi Xinghang and the Company. As the terms of the respective financial guarantee provided by Minxi Xinghang and the Company are identical and proportionate to the shareholders' respective equity interests in the joint venture, there is no preferential treatment to either Minxi Xinghang or the Company. In addition, the financial guarantee is only a contingent liability to the Group so that the Group may not be necessary to utilise its internal cash resource to finance the joint venture immediately and therefore provide a flexibility for financial planning of the Group. Accordingly, we believe that although the terms of the financial guarantee are not on normal commercial terms, the financial guarantee and the Proposed Annual Cap are in the ordinary and usual course of business of the Company and are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

(c) *Board representation and management*

Pursuant to the JV Agreement, the board of directors of the joint venture will comprise six directors, three of which will be nominated by Minxi Xinghang and the remaining three of which will be nominated by the Company.

Given that the capital contribution, the financial guarantee to be provided to the joint venture and composition of the board of the joint venture are proportionate to the shareholders' respective equity interests in the joint venture, we consider that the terms of the JV Agreement are fair and reasonable so far as the Independent Shareholders are concerned and therefore the entering into of the JV Agreement is in the interests of the Company and the Shareholders as a whole.

IV. Financial effects of the JV Agreement

Equity method will be used to book the financial results of the joint venture into the Group's financial statements.

The Company's total capital commitment and maximum financial guarantee to the joint venture will be RMB 500 millions and RMB 900 millions respectively. The Company intends to fund the joint venture from its internal resources. Pursuant to the JV Agreement, the Company will satisfy the capital contribution of RMB 100 millions within 10 working days upon obtaining pre-approval of the joint venture's name by the relevant authority, and RMB 400 millions within 2 years after the formation of the joint venture, respectively to the joint venture. As set out in the 2008 interim report of the Company, the balance of cash and cash equivalents of the Group and the total net assets of the Group as at 30 June 2008 amounted to approximately RMB 7.14 billions and RMB 19.19 billions respectively. The capital commitment of RMB 500 millions and the financial guarantee to be provided

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by the Company of RMB 900 millions will account for (i) approximately 7% and 12.61% of the cash and cash equivalents of the Group as at 30 June 2008 respectively; and (ii) approximately 2.61% and 4.69% of the net assets of the Group as at 30 June 2008 respectively. Accordingly, we believe that the Group should have sufficient financial resources to satisfy its capital commitment and the financial guarantee under the JV Agreement and expect that such capital commitment and the financial guarantee will not have any material adverse effect on the Group's financial position.

The Directors expect that the Transactions will broaden the revenue base of the Group in the future.

RECOMMENDATION

Based on the information and representations provided and opinions given by the Board and having taken into account the above principal factors and reasons, we are of the view that (i) the Transaction is on normal commercial terms, in the ordinary and usual course of business of the Company and fair and reasonable so far as the Shareholders are concerned and is in the interests of the Company and the Shareholders as a whole; and (ii) the Proposed Annual Cap is in the ordinary and usual course of business of the Company and is fair and reasonable so far as the Shareholders are concerned and is in the interests of the Company and the Shareholders as a whole despite that it is not on normal commercial terms. Accordingly, we advise the Independent Board Committee to recommend the Independent Shareholders to vote in favour of the resolutions in connection with the Transaction and the Proposed Annual Cap at the EGM.

Yours faithfully,
For and on behalf of
Get Nice Capital Limited

Louis Yiu
Director

Gary Hung
Director

1. RESPONSIBILITY STATEMENT

This 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 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.

2. SHARE CAPITAL

As at the Latest Practicable Date, the total number of issued shares of the Company is 14,541,309,100, comprising 10,535,869,100 Domestic Shares, and 4,005,440,000 H Shares listed on the Stock Exchange.

3. DISCLOSURE OF INTERESTS OF THE DIRECTORS, SUPERVISORS AND CHIEF EXECUTIVE OF THE COMPANY

As at the Latest Practicable Date, the interests of the Directors, Supervisors or the chief executive of the Company in the shares or equity or debt securities of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which (a) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which the Directors are taken or deemed to have under such provisions of the SFO); or (b) were required, pursuant to section 352 of the SFO to be entered into the register referred to therein; or (c) were required, pursuant to the Model Code for Securities Transactions by Directors of Listed companies, to be notified to the Company and the Stock Exchange are as follows:

(1) Shareholding in the Company:

Director	Number of Domestic Shares/amount of Equity interest held	Nature of Interest	Long/short positions	Proximate percentage of shareholding in such class of securities	Proximate percentage of shareholding in the registered capital
Chen Jinghe	114,594,000	Personal	Long	1.09%	0.79%
Liu Xiaochu	4,828,350	Personal	Long	0.05%	0.03%

Save as disclosed in this circular, as at the Latest Practicable Date, none of the Directors, Supervisors or the chief executive of the Company had any interest or short position in the shares, underlying shares and debentures of the Company (within the meaning of the SFO) which (a) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which the Director is taken or

deemed to have under such provisions of the SFO; or (b) were required, pursuant to section 352 of the SFO to be entered into the register referred to therein; or (c) were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Companies, to be notified to the Company and the Stock Exchange.

4. SUBSTANTIAL SHAREHOLDERS

As at the Latest Practicable Date, so far as was known to the directors and chief executive of the Company, the persons, other than a Director or chief executive of the Company, who had an interest or a short position in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO were as follows:

Name of Shareholder	Class of shares	Number of shares/equity interest held	Approximate percentage of the total number of issued shares	Approximate percentage of total number of issued Domestic shares	Approximate percentage of total number of issued H shares	Long/short positions
Minxi Xinghang State-owned Assets Investment Co., Ltd.	Domestic Shares	4,210,902,120	28.96%	39.97%	—	Long
Xinhuadu Industrial Group Company Limited	Domestic Shares	1,729,000,000 (Note 1)	11.89%	16.41%	—	Long
Chen Fashu	Domestic Shares	2,177,601,999 (Note 2)	14.98%	20.67%	—	Long
Xiamen Hengxing Industrial Company Limited	Domestic Shares	475,000,000 (Note 3)	3.27%	4.51%	—	Long
Ke Xiping	Domestic Shares	800,850,000 (Note 4)	5.51%	7.60%	—	Long
Merrill Lynch & Co., Inc.	H Shares	401,330,167 (Note 5)	2.76%	—	10.02%	Long
Merrill Lynch & Co., Inc.	H Shares	122,000 (Note 6)	0.01%	—	0.01%	Short

Notes:

- (1) Xinhuadu Industrial Group Company Limited holds 1,729,000,000 Domestic Shares in the Company.
- (2) Mr. Chen Fashu holds 73.56% interests in the issued share capital of Xinhuadu Industrial Group Company Limited. Under Section 316 of the SFO, Mr. Chen Fashu is deemed to be interested in 1,729,000,000 Domestic Shares in the Company. Mr. Chen Fashu also holds 448,601,999 Domestic Shares in the Company. Therefore, Mr. Chen Fashu is deemed to be interested in 2,177,601,999 Domestic Shares in the Company.
- (3) Xiamen Hengxing Industrial Company Limited holds 475,000,000 Domestic Shares in the Company.
- (4) Mr. Ke Xiping holds 95.4% interests in the issued share capital of Xiamen Hengxing Industrial Company Limited. Under Section 316 of the SFO, Mr. Ke Xi Ping is deemed to be interested in 475,000,000 Domestic Shares in the Company. Mr. Ke Xiping also holds 325,850,000 Domestic Shares in the Company. Therefore, Mr. Ke Xiping is deemed to be interested 800,850,000 Domestic Shares in the Company.

- (5) Merrill Lynch & Co., Inc. is interested in 401,330,167 H Shares (Long position) of the Company (representing approximately 10.02% of the total issued H Shares). 388,995,345 H Shares of which were held through Merrill Lynch & Co., Inc.'s controlled corporations including Merrill Lynch Group, Inc., Princeton Services, Inc., Princeton Administrators, L.P., Merrill Lynch Investment Managers, L.P., Fund Asset Management, L.P., and Blackrock Inc. (on behalf of discretionary clients). 10,884,822 H shares of which were held through Merrill Lynch International Incorporated, Merrill Lynch International Holdings Inc., Merrill Lynch Europe Plc., Merrill Lynch Europe Intermediate Holdings, Merrill Lynch Holdings Limited, ML UK Capital Holdings, and Merrill Lynch International. 1,450,000 H shares of which were held through Merrill Lynch, Pierce, Fenner & Smith Incorporated.
- (6) Merrill Lynch & Co., Inc. is interested in 122,000 H Shares (Short position) of the Company (representing approximately 0.01% of the total issued H Shares) which were held through Merrill Lynch & Co., Inc.'s controlled corporations including Merrill Lynch International Incorporated, Merrill Lynch International Holdings Inc., Merrill Lynch Europe Plc., Merrill Lynch Europe Intermediate Holdings, Merrill Lynch Holdings Limited, ML UK Capital Holdings and Merrill Lynch International.

Save as disclosed above, the Directors and chief executive of the Company are not aware that there is any party who, as at the Latest Practicable Date, had an interest or a short position in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who is, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company or any other member of the Group.

5. MATERIAL ADVERSE CHANGE

As at the Latest Practicable Date, the Directors are not aware of any material adverse change in the financial or trading position of the Group since 31 December 2007, the date to which the latest audited financial statements of the Group were made up.

6. LITIGATION

No member of the Group is engaged in any litigation or arbitration or claim of material importance and there is no litigation or arbitration or claim of material importance known to the Directors to be pending or threatened by or against any member of the Group.

7. CONSENT OF EXPERT

The following expert has given and has not withdrawn their written consent to the issue of this circular with the inclusion of their letter and reference to their name in the form and context in which they respectively appear:

Name	Qualifications
Get Nice Capital Limited	Independent financial adviser and a licensed corporation to carry out type 6 regulated activities under the SFO

As at the Latest Practicable Date, the above expert is not beneficially interested in the share capital of any member of the Group nor do they have any right, whether legally enforceable or not, to subscribe for or to nominate persons to subscribe for securities in any member of the Group.

As at the Latest Practicable Date, Get Nice Capital Limited was not interested, directly or indirectly, in any assets which had since 31 December 2007, being the date to which the latest published audited accounts of the Group were made up, been acquired or disposed of by or leased to any member of the Group or which are proposed to be acquired or disposed of by or leased to any member of the Group.

8. SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors and supervisors of the Company had entered into, or proposed to enter into, a service contract with the Company or any member of the Group which does not expire or is not terminable by such member of the Group within one year without payment of compensation, other than statutory compensation.

9. MATERIAL INTEREST

As at the Latest Practicable Date, none of the Directors was materially interested in any contract or arrangement subsisting at the Latest Practicable Date which was significant in relation to the business of the Group taken as a whole.

As at the Latest Practicable Date, none of the Directors had any direct or indirect interest in any assets which had been acquired or disposed of by or leased to any member of the Group since 31 December 2007, being the date to which the latest published audited accounts of the Group were made up, or which are proposed to be acquired or disposed of by or leased to any member of the Group.

10. COMPETING INTEREST

As at the Latest Practicable Date, none of the Directors or their respective associates had any interest in any business which competed or was likely to compete, either directly or indirectly, with the business of the Group (as would be required to be disclosed under Rule 8.10 of the Listing Rules if each of them were a controlling shareholder).

11. PROCEDURES FOR DEMANDING A POLL BY SHAREHOLDERS

Pursuant to Article 85 of the Articles of Association of the Company, voting at shareholders' general meeting shall be taken on a poll.

12. MISCELLANEOUS

- (a) The company secretary of the Company is Mr. Fan Cheung Man. Mr. Fan is a member of the Hong Kong Institute of Certified Public Accountants and a fellow member of ACCA-the UK.
- (b) The share registrar of the Company in Hong Kong is Computershare Hong Kong Investor Services Limited, Rooms 1806-7, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

- (c) In the case of any discrepancy, the English text of this circular and form of proxy shall prevail over the Chinese text.

13. DOCUMENTS FOR INSPECTION

Copies of the following documents will be available for inspection at the Hong Kong office of the Company, at Suite 1601, Sino Plaza, 255-257 Gloucester Road, Causeway Bay, Hong Kong during normal business hours on any weekday (except public holidays) from the date of this circular up to and including 9 February 2009 and at the EGM:

- (a) the JV Agreement;
- (b) the letter of recommendation from the Independent Board Committee of the Company to the Independent Shareholders as set out in this circular;
- (c) the letter of advice from Get Nice Capital Limited as set out in this circular; and
- (d) the written consent from Get Nice Capital Limited referred to in paragraph of this appendix.

COPPER REFINERY WITH CAPACITY OF 200,000 TONNES

The board of directors and the directors, confirm that there are no false representations or misleading statements contained in or material omissions from this announcement, and collectively and individually accept responsibility for the truthfulness, accuracy and completeness of the contents contained herein.

Shareholders of the Company and potential investors are advised to exercise caution when dealing in the shares of the Company.

Dear Shareholders,

In the Company's 3rd Term, the 13th Board meeting, the Board passed a resolution with intention to invest and form a joint venture, Zijin Copper Co., Ltd. (紫金銅業有限公司) ("Zijin Copper") jointly with the Company substantial shareholder Minxi Xinghang, the joint venture intends to build a copper refinery with a capacity of 200,000 tonnes/year in Jiaoyang industrial zone, Shanghang County. This transaction constituted a connected transaction and it requires an approval in an EGM. In order to provide a clear picture of the meanings and effects of the project to the Company, the Board writes the following report to all shareholders to provide a basic conditions, intended execution and the strategy to the research results of the project.

A. Project summary

China Ruilin Engineer Technology Co., Ltd. (formerly known as Nan Cheong Nonferrous Metallurgy Design Institute) complies a feasibility study report for this project (version 2008). Summary as follows:

1. Feasibility of the project

Copper as the essential industrial raw materials, is widely utilised and plays an important role in many aspects of the national economy. The national consumption of copper increased drastically from the late 1990s. The annual domestic consumption of copper has increased from approximately 1.48 million tonnes to 3.99 millions tonnes during the period from 1999 to 2007, representing an annual growth of 13.2%. The rapid development of the copper plays a supportive role to the continuing fast growth of national economy. Follow the oil, copper has become the second largest strategic raw materials. China is the largest copper production, copper processing, and copper consumption country in the world. The development of copper is closely related to the national economic development as well as the social advancement.

According to the information released by the PRC data centre, when the PRC's gross domestic product increases 1%, the domestic consumption of copper will be increased by 1.5%. The aim of extensively development to reach a fairly prosperous and secure society is to strive for four time of the gross domestic product in the year 2020 when compares with the year 2000. If the target achieves, it is expected that the annual demand for copper in the PRC will be about 6 millions tonnes by 2020.

It is a national policy to lead an adjustment in the copper enterprises by asset restructuring and technology innovation in order to foster some large enterprises with international competitiveness and to eliminate a group of inefficient and uncompetitive small and medium sizes enterprises that with outdated facilities and caused serious pollution. The recent global financial crisis will accelerate the process of restructuring of the copper industry. As a sizable and international mining group, the Company will utilise its advantage to develop a large-scale copper refinery project which is in line with the contents of “Development of non polluted intensive metal refining techniques with sulfate ores” in 7th categories of nonferrous metals of No.15 in the “Content of key industries, products and technologies that are encouraged to develop in the PRC” (Revised version 2000) and the regulations of “Regulations of entering the copper industry” (No. 40 Guojiafagaiwei 2006).

The project will adopt the flash smelting, PS converting, anode refining, big sheet electrolysis, double conversion and absorption acid making from gas, the technology is mature and steady.

In the light of low prices of industrial commodities, it is a right time to build the project which will benefit the cost control of the investment. It is expected that by the time when the copper refinery commences production, the global economy may recover, which will crease larger return in the investment.

2. *Production scale and products in design*

In design, the production capacity of the project is 200,000 tonnes of copper cathodes production per year, the main products will be high purified copper cathodes and standard copper cathodes, with associated products of 4.55 tonnes of gold, 113 tonnes of silver and 730,000 tonnes of sulfuric acid.

This plant is designed to produce high purified copper cathodes (Cu-CATH-1) and standard cathodes (Cu-CATH-2) according to the specification of GB/T467-1997 which also meets the requirements of copper cathodes classification standard of BSI AMD5725R of British Standards Institution which is recognised by London Metal Exchange.

95% of its products will be high purifies copper cathodes and the rest of 5% will be standard copper cathodes.

The sulfuric acid will be produced according to the top standard of industrial sulfuric acid GB/T 534-2002, the concentration of the sulfuric acid will reach 98%.

3. *Location and area*

The project will be located in Jiaoyang industrial zone which is 35km, the northeast of Shanghang County, Fujian Province. It will occupy 1,040 acres which closes to Shanghang railway station.

4. *Transportation*

The depot of Shanghang special railway line for goods and no. 319 national road are located the east of the plant. It is about 30 km away from the Zijinshan Gold and Copper Mines and 37 km away from the Longyan City. From Shanghang county, towards northeast along no. 205 national road, it can reach to Yongan, towards southeast, it can reach Meizhou, towards south along no. 319 national road and Changlong highway, it can reach to Longyan and Xiamen by south, towards north, it can reach Jiangxi Province. The double-lined Kanlong railway and highway from Shanghang County to Jiaoyang are under construction. The distance between the plant and the nearest seaport, Xiamen port is about 283km, and the nearest airport is Meizhou, which is about 123km from the plant. Transportation is convenient, after completion of project, annual volume of external transportation will be 2.5 millions tonnes.

5. *Exterior Power Supply and Water Supply*

The totaling equipments quantity is 1,188 sets, the working facilities is about 1,067 sets, the totaling installed capacity is about 80,872kW, working capacity is about 68,756kW; 110kV side calculation load watt power is about 51,350kW, yearly power consumption is about 353,326k-kWh, after deduction of the waste heat power generation, the power consumption of this company is about 312,142k-kWh.

A 110kV General Step-Down transformation station will be constructed in the plant area of this project, 3 sets main transformer of 110kV/10.5kV and 40MVA will be installed, two are working and one is standby.

After this project reaches the standard production capacity, the totaling amount of producing water consumption is 432,058.0 m³/d, in which the fresh water amount is 20,636.0 m³/d, circulation water amount is 404,214.0 m³/d, waste water utilization amount 7,208.0 m³/d, designed industrial water circulation rate is 95.2%. The exterior water intake is planned from the Mei Ba River Jiaoyang section.

6. *Environmental Protection and Energy Economization*

Off Gas Treatment

The off gas emission of steam dryer is 59,853 Nm³/h, with no SO₂ content, the bag filter is applied to collect the dust, the dust content is controlled ≤80mg/Nm³ then emit at the spot.

The FSF and CF off gas comes into acid making system through the guide air fan by the waste heat boiler recovery and the electrostatic precipitator dust collection, the largest emission amount of acid making off gas is 159,301Nm³/h, amount them, the highest emission concentration of SO₂ is 753mg/Nm³, the emission rate of SO₂ is 120kg/h, it is exhausted complying with the emission standard by the stack with 100m height. It complies with the second grade of “Emission standard of air pollutants” (GB16297-1996). Besides, the off gas SO₂ removal facilities is applied, in order to make sure the off gas emission complying with the standard at the beginning of the operation and the emergency situation.

The totaling gas amount of anode gas and the environmental gas is 328,938Nm³/h, the circulation fluid bed semi-dry SO₂ removal is applied, the SO₂ emission concentrate is ≤126mg/Nm³, dust emission concentrate is 80mg/Nm³, and it is exhausted complying with the emission standard by the stack with 120m height.

Waste water treatment

Rain and water distribution is applied to water drainage system; among them the drainage distribution is applied to the process drainage, the process waste water and the contaminated site flushing water (including initial rain water), are conveyed at the average pressure to the waste water treatment station, and it will be recovered after meeting the requirements of the national discharging standard, and comply with the waste water reducing discharge “zero discharge” standard for the waste water contained with heavy metal.

The organized water drainage system is planned to be used to the plant rain water drainage; the rain water drainage pipeline will be provided, water will be flowed by the gravitation, a system will be formed to drain these water to the water pond (volume about 30,000m³) located to the north of the plant; after buffer the water flows into the natural water system; in order to prevent the acid, the waste water and the initial rain water to pollute the water, before the general water discharge outlet in the plant area, the emergency pond with the effective volume 2,400 m³ is provided.

The penetration resistant screen is proved at the boundary of plant area and the Mei Ba River, to separate the connection of the plant area and the underground water; the manpower penetration resistant method is applied to the ground of the waste recovery adjustment pond, tank house, case storage, neutralization slag yard and the gypsum slag yard, etc, in order to prevent the pollution to the underground water of plant area and around; and Mei Ba River water.

Discharged Slag Treatment

The discharged slag of the whole plant is mainly comprehensive utilization; copper recovery is from the FSF slag, CF slag by slag concentration; the slag concentration tailings are exported as the auxiliary material of construction material; and the neutralization slag will be sent to the slag yard with penetration resistance to storage.

Noise

The low noise equipments will be applied with priority, the method such as vibration decreasing, noise elimination; sound insulation and sound absorption are applied to the high noise, to make sure the noise of every plant boundary complying with the standard 2 “Emission standard for industrial enterprises noise at boundary” (GB12348-2008), in order to prevent the noise to affect people. Base on the equipments selection, the method of applying the base vibration reduction, silencer installation, noise insulation operation room and improving the installation efficiency will be applied to lighten the affect of noise to the outside environment and operation personnel. For the general layout and greening design area, the layout and prevention of the high noise source will be considered.

Energy Economization

All kinds of energy economization method are applied to this project for energy saving, in which reinforcing the waste heat recovery (such as FSF smelting furnace, CF furnace, anode furnace and sulfuric acid system) is the main energy economization method of this project.

The comprehensive energy consumption is: copper cathode 325kgce/t, is 41% lower than the excellent data in “norm of energy consumption per unit products of copper metallurgical enterprise”(GB21248-2007), the energy economize effect is well.

7. External Construction (Government’s Construction)

- (a) Train formation station, the railway station yard project, and the newly built railway lines and innovation.
- (b) The water intake for in this project is from the Jiaoyang Mei Ba River, and a reservoir dam is needed to build for the water intake point, water source and the water intake facilities. The source water amount is 2.6×10^4 m³/d, and the connection of the source water supply pipeline connection point is planned to locate at the 1 metre outside the wall of the planned plant area.
- (c) For the electrical system, the 220kV power transformer substation is planned to be constructed near the smelter, and a 110kV circuit line will be wired from the two 110kV bus bar of this 220kV power transformer substation, as the two circuits exterior power supply source of this smelting project.

8. Process

The process applied in this project is: Feed dosing + steam dryer + flash smelting + PS - converting + pyrometallurgical refining + traditional start sheet electrolysis refining, the metallurgical off gas acid making and the smelting furnace slag concentration.

9. Investment estimation and economic analysis

Investment estimation is mainly based on the actual cost of recent developed copper refineries or those completed technology innovation and the recent domestic prices of materials, the prices of equipments refers to the quotations of the suppliers, added 1.5% to 5% as transportation and miscellaneous costs. Construction and installation cost and other expenses will make reference to the year 2008 index of relevant industry. Project’s construction preparation cost will be accrued at 8% of the total building and construction cost. The total expected investment of the project will be about RMB 2,614,095,800, of which about RMB 2,096,579,300 will be investment of fixed assets and about RMB 517,516,600 will be operating cash.

Based on the estimated process fee of the project will be: Copper TC: US\$ 60/tonne of ore concentrate, RC: US\$ 0.06/pound of copper, gold: US\$ 5.9/ounce, silver: US\$ 0.39/ounce, economic benefits is feasible.

B. Proposed project implementation

With reference to the JV Agreement that the Company entered with the substantial shareholder, Minxi Xinghang State-owned Assets Investment Co., Ltd. (“Minxi Xinghang”), the Company and Minxi Xinghang will jointly invest in cash to form “Zijin Copper Co., Ltd.”(temporarily named)(“Zijin Copper” in short), Zijin Copper will build a copper refinery with a capacity of 200,000 tonnes per year. The authorized capital of Zijin Copper will be RMB 1 billion, Minxi Xinghang will invest RMB 500 millions in cash and the Company will invest RMB 500 millions in cash, Minxi Xinghang will own 50% equity interest of Zijin Copper and the Company will own 50% equity interest of Zijin Copper. The board of directors of Zijin Copper will comprise six directors, three of which will be nominated by Minxi Xinghang and the remaining three of which will be nominated by the Company.

The investment constitutes a connected transaction. In the 3rd Term’s 13th Board meeting of the Company, the connected directors Chen Jinghe, Luo Yingnan, Lan Fusheng and Zou Laichang abstained to vote according to relevant requirements when approving the resolution of the above connected transaction. The independent non-executive directors agreed to this connected transaction and independent advice was made.

The independent non-executive directors believe that: this project is invested by the Company and the connected party, Minxi Xinghang in cash to form a joint venture, the rights and obligation of both parties are equal, and both parties bear the equal risks, share the equal benefits, which is fair and reasonable, does not impair the interests of the Company and the shareholders. This connected transaction will be able to well utilise the favorable policies for the construction and production of the plant to be provided by county, city, province and the nation. It is favourable to ensure the supply of copper ores, reduce the production and operation cost, enhance the management of the plant, and reduce the investment risk of the Company. All the independent non-executive directors agreed the execution of this project.

In the JV Agreement, except Zijin Copper’s RMB 1 billion authorised capital, the short fall of the investment will be financed by bank loan, both the Company and Minxi Xinghang will provide the financial guarantee proportionally according to the respective interest in Zijin Copper. According to the feasibility study report of the project, the total expected investment will be approximately RMB 2,614,095,800, accrued 10% unforeseeable expenses, the Company will be provide a financial guarantee at the maximum of RMB 900 millions for this project.

According to rules as defined by the Shanghai Stock Exchange and The Stock Exchange of Hong Kong Limited, the above financial guarantee also constitutes a continuing connected transaction which is subject to approval by the EGM.

C. Research Results and Strategy

The Company has coordinated many researches on project feasibility study in order to ensure the smooth execution of the project. Researches focused on supply of the raw material, sulfuric acid consumption and environmental protection problems. It provided advice in all aspects of “San Tong Yi Ping”, water supply, power supply, and transportation.

Supply of Raw Material

The stability supply of the copper concentrates is the key to ensure the smooth production and the economic gains of the plant. The Company's Fujian Zijinshan Copper Mine, Xinjiang Ashele Copper Mine, Qinghai Deerni Copper Mine, Tibet Yulong Copper Mine, and Jilin Shuguang Gold Copper Mine are in operation and these mines have about 100,000 tonnes/year copper concentrates production capacity in total which can provide support to any adjustment of copper concentrates supply. Shanghang Zijinshan Gold and Copper Mine which locates next to the plant will form a production capacity about 55,000 tonnes copper metal per year in forthcoming three years of which it will produce about 35,000 tonnes copper in concentrates form. That means it can meet about 17.5% demand of raw materials of the plant. In order to ensure the raw material supply, the Company continues to enhance contacts with international suppliers of good quality copper concentrates. The Company will build an international procurement system to ensure the raw material supply to the plant. On the other hand, the Company will speed up development of its overseas copper mine project (Rio Blanco project) to ensure raw material supply for 200,000 tonnes copper refinery project.

Sale of Sulfuric Acid

It will produce 730,000 tonnes sulfuric acid per year after the 200,000 tonnes copper refinery project in operation. The sale of sulfuric acid will directly be a constraint to the production continuity and safety. According to a market research of sulfuric acid in Fujian Province, only the demand of sulfuric acid for the petroleum industry, chemical industry (mainly is chemical fertilizer, agricultural insecticides) is around 1.2 million tonnes per year. Currently, Fujian Province is only capable to produce 200,000 tonnes sulfuric acid per year at present stage (the small scale sulfuric acid plants will be eliminated through upgrading standards of environmental protection), the shortfalls rely on the supply from other provinces. The demand in local market can cover our yearly production of sulfuric acid. Moreover, the Company may consider building a phosphate fertilizer plant as an annex to the 200,000 tonnes copper refinery plant which can basically consume all the sulfuric acid output from the plant. This might reduce the investment in storage system and the phosphate fertilizer has larger profit margin. The economic feasibility of this plan is better and it will be a good solution to the handling of sulfuric acid. The Company will study the feasibility to establish a phosphate fertilizer plant and develop sales channel of sulfuric acid in order to solve the sale problem of sulfuric acid completely.

Environmental Protection

The State Environmental Protection Department has commented and proposed some specific environmental protection requirements in the building of the project. We will further discuss to improve environmental protection design in the preliminary design. We consider adopting ion fluid processing technology to filter industry smokes. The building of systems for industrial waste water and other waste water should strictly follow the comments and requirements of environmental protection. On the other hand, the Company will further conduct researches to find out a more advanced and scientific solution to build a first-class environmental protection and safety facility.

San Tong Yi Ping

The construction of “San Tong Yi Ping” outside the plant is an investment of the government and its construction quality and progress will restrict the construction progress of the project. The Company will enhance the coordination and communication with all related parties to finalise the time schedule of each item. In order to start the construction of the plant, we will firmly speed up the construction of water supply, power supply and logistic system to ensure the basic infrastructure in operation as soon as possible.

Others

The Company will well prepare for all the construction works at preliminary stage, optimise the design, control the budget of investment, and ensure all the elements of the project are prepared and ready and choose a suitable time to start the works. Meanwhile, the Company will have a scientific construction plan to ensure the commencement of all works in order and complete as plan.

D. The Board Opinion

The board consider that the successful listing of A Shares substantially strengthened the Company’s power. The Company entered into a new phase of development. The extension of copper business strategically promotes the integrated economic strength of the Company.

The 200,000 tonnes copper refinery project has been discussed and studied over years and gained supports from the relevant county government, city government, provincial government and state’s departments and met the requirements of industrial policy of the state. This project has been listed in “The Summary of the Eleventh Five-years Plan of National Economy and Social Development of Fujian Province”. The project has been filed in “Ming Fa Gai Gong Ye Bei [2006]013 Wen” in December 2006 by Fujian Province Development and Planning Commission. In November 2008, the State Environmental Protection Department issued “Huang Sheng [2008] No. 473 《Approval to the Report of the Environmental Impacts of Zijin Mining Group Company Limited’s 200,000 Tonnes/year Copper Refinery Project》”. The project has fulfilled the basic requirements to start the construction works.

The implementation of the project fits the needs of state economy development. This project will be the first copper refinery project in Fujian Province and promote the economy development in the western part of Fujian. It will effectively release the tension of copper cathodes supply in the provinces next to Fujian and strengthen integrated power of the Company. This project will create a new stable source of income and push the local economic development.

The project will adopt “copper-concentrates steam drying — dodges the fast smelting — PS-converter blowing — anode furnace fining — large pole plate electrolysis” refinery technology and power wave diluted acid wash purifying, sulfuric acid production plan. The significant characters of the plan are economy, energy saving, environmental protection, high efficient which combines most advanced and reliable copper refinery and sulfuric acid processing technology at present stage.

In order to meet the standards of pollutant emission and minimize its negative impact to the environment, a series of proposals and suggestions to prevent possible pollution in construction was set after reviews of the project design. The State Environmental Protection Department pointed out in the approval: “This project meets the requirements of the national industrial policy and the clean production policy. After the implementation of all environmental protection measures mentioned in the report, the pollutant can be emitted up to the state’s standards. The total volume of the major pollutant emission complies with the local environmental department’s requirements. Thus, our department agreed your company to construct the project according to the project’s nature, size, location, adopted production techniques, environmental protection policy which stated in your report.” This project is feasible to carry out in view of environmental protection.

The Company is one of the companies controlled the most resources in the PRC. The Company’s Fujian Zijinshan Copper Mine, Xinjiang Ashele Copper Mine, Qinghai Deerni Copper Mine, Tibet Yulong Copper Mine, and Jilin Shuguang Gold Copper Mine are in operation and these mines have about 100,000 tonnes/year copper (in concentrates) production capacity in total which can provide support to any adjustment of copper concentrates supply. Shanghang Zijinshan Gold Copper Mine which locates next to the plant will produce about 55,000 tonnes copper metal per year in forthcoming three years of which it will form a production capacity of about 35,000 tonnes copper in concentrates form. That means it can meet about 17.5% demand of raw materials of the plant. In order to ensure the raw material supply, the Company continues to enhance contacts with international suppliers of good quality copper concentrates. The Company will build an international procurement system to ensure the raw material supply to the plant. On the other hand, the Company will speed up development of its overseas copper mine project (Rio Blanco project) to ensure raw material supply for 200,000 tonnes copper refinery project.

After researches and studies of this project, the total expected investment of the project will be about RMB 2,614,095,800, of which about RMB 2,096,579,300 will be investment of fixed assets and about RMB 517,516,600 will be operating cash. Based on the estimated process fee of the project will be: Copper TC: US\$ 60/tonne of ore concentrate, RC: US\$ 0.06/pound of copper, economic benefit is feasible. This project can resist a certain risk.

The county, city, and provincial governments provide a series of favourable policy in industrial use of land, water supply and power supply which create an investment environment in the construction of the project. The value added tax will be modified from production model to consumption model in 2009. The total investment in fixed assets can be saved about RMB 150 million by acquisition of domestic equipment.

In the financial crisis, the unit prices of construction materials, equipments and labour cost are in a down trend which will cause a substantial reduction in investment cost. The investment in building a 200,000 tonnes copper refinery plant will be favourable in long run which fits the Company’s strategic in strengthening its integrated economic power.

The board concerns that the supply of copper concentrates and the sales of sulfuric acid product are the key restrictions to the project’s smooth operation and production. We will seriously study the solutions in raw material supply and sales of products to ensure the smooth execution of the project.

In summary, the board recommends Independent Shareholders to approve the proposal of the Company to establish the joint-venture Zijin Copper with Minxi Xinghang jointly in order to carry out the 200,000 tonnes copper refinery project. The board recommends the Independent Shareholders to approve the Company granting a financial guarantee with maximum of RMB 900 million for the project development.

Please note that the said plan was made on the basis of the current market situation and the existing conditions of the Company. There is no guarantee that the plan will be achieved and materialized. The Board may, pursuant to changes in circumstances, vary the production plan.

By order of the Board
Zijin Mining Group Co., Ltd.*
21 January 2009

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

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING IN 2009



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 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*

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING IN 2009

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.

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING IN 2009

- (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.

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING IN 2009

- (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.