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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)**

**NOTICE OF 2008 ANNUAL GENERAL MEETING  
AND  
PROPOSED AMENDMENT OF ARTICLES OF ASSOCIATION  
AND  
PROPOSED AMENDMENT OF INDEPENDENT DIRECTORS' RULES**

**NOTICE IS HEREBY GIVEN THAT** the Annual General Meeting ("AGM") of Zijin Mining Group Co., Ltd.\* (the "**Company**") for the year ended 31 December, 2008 will be held at 9:00 a.m. on 15 May, 2009, Friday, at the conference room on the 1st floor of the Company's office building at No.1 Zijin Road, Shanghang County, Fujian Province, the People's Republic of China (the "**PRC**") to consider, approve and authorise the following businesses:

**ORDINARY RESOLUTIONS**

1. to consider and approve the Report of the Board of Directors of the Company for 2008;
2. to consider and approve the Report of the Independent Directors of the Company for 2008;
3. to consider and approve the Report of Supervisory Committee of the Company for 2008;
4. to consider and approve the consolidated audited financial statements for the year ended 31 December, 2008;
5. to consider and approve the Company's 2008 annual report and its summary report.
6. to consider and approve the profit distribution proposal of the Company for the year ended 31 December, 2008;
7. to consider and approve the remunerations of the Directors, Supervisors and Senior Management of the Company for the year ended 31 December, 2008;
8. to consider and approve the reappointment of Ernst & Young Hua Ming and Ernst & Young as the Company's domestic and international auditors respectively for the year ended 31 December, 2009, and to authorise the Board of Directors to determine their remuneration;
9. to consider and approve the amendments of the rules for independent directors (as set out in Appendix 1).

## SPECIAL RESOLUTION

10. to consider and approve the amendments of the articles of association of the Company in the form as set out in Appendix 2 and such amendments shall take effect conditional upon obtaining any approval, endorsement or registration as may be necessary from the relevant authorities; and to authorise the Board of Directors to deal with on behalf of the Company the relevant application, approval, registration, filing procedures and other related issues arising from the amendments of the articles of association.

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

Fujian, the PRC, 27 March, 2009

*Notes:*

- (A) The Company's register of H Shares members will be closed from 15 April, 2009 (Wednesday) to 15 May, 2009 (Friday) (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 15 May, 2009 (Friday) will be entitled to attend and vote at the AGM. In order to qualify for attending and voting at the AGM, all transfers must be lodged with the Registrar of H Shares of the Company no later than 4:30 p.m. on 14 April, 2009 (Tuesday).

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 who intend to attend the AGM must complete and return the reply slip in writing to the Secretariat of the Board of the Company twenty days before the AGM, that is 24 April, 2009 (Friday).

Details of the office for the Secretariat of the Board of the Company is as follows:

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

or

No. 128 Xiang Yun 3rd Road  
Xiamen, Fujian  
People's Republic of China  
Tel: (86) 592 396 9791  
Fax: (86) 592 396 9667

- (C) Holders of H Shares who has the right to attend and vote at the AGM are entitled to appoint one or more proxies (whether or not a member) to attend and vote on his behalf. For those shareholders who appoint more than one proxy, such proxies can only exercise their voting rights by way of polls. Shareholders who intend to appoint one or more proxies should first read the Company's 2008 annual report.

- (D) The instrument appointing a proxy must be in writing and signed by the appointer or his attorney duly authorised in writing. In the event that such instrument is signed by an attorney of the appointer, an authorisation that authorised such signatory shall be notarised.
- (E) To be valid, the form of proxy (and if the form of proxy is signed by a person under a power of attorney or other authority on behalf of the appointer, then together with such power of attorney or other authority) must be deposited at the Company's Registrar of H Shares of the Company - Computershare Hong Kong Investor Services Limited no later than 24 hours before the specified time for the holding of the AGM. The address is: Rooms 1806-1807 18th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong.
- (F) If a proxy is appointed to attend the AGM on behalf of a shareholder, the proxy must indicate its identification and the authorisation instrument with the date of issue and duly signed by the proxy and its legal representative, and in the case of legal representative of legal person shareholders, such legal representative must indicate its own identification and effective document to identify its identity as legal representative. If a legal person shareholder appoints a company other than its legal representative to attend the AGM, such representative must indicate its own identification and the authorisation instrument bearing the company chop of the legal person shareholder and duly authorised by its legal representative.
- (G) The AGM is expected to last for half a day, and shareholders attending the AGM will be responsible for their own traveling and accommodation expenses.
- (H) **The H share register of the Company will be closed from 15 April 2009 (Wednesday) to 15 May 2009 (Friday) (both dates inclusive), during which no transfer of shares will be registered. Holders of H Shares whose names appear on the H share register of members of the Company on 15 May 2009 (Friday, being the record date) are entitled to attend the AGM of the Company to be convened on 15 May 2009 (Friday) at No.1 Zijin Road, Shanghang County, Fujian Province, the PRC.**

## EXPECTED TIMETABLE

2009 (Note)

Last trading day with rights . . . . .	8 April (Wednesday)
First ex-rights trading day . . . . .	9 April (Thursday)
Latest time for lodging transfer of Shares . . . . .	14 April (Tuesday) 4:30 p.m.
Book closure period (both days inclusive) . . . . .	15 April (Wednesday) to 15 May (Friday)
Record Date . . . . .	15 May (Friday)
Register of Members re-opens. . . . .	18 May (Monday)
AGM. . . . .	15 May (Friday)
Announcement on results of AGM. . . . .	15 May (Friday)
Delivery of dividends . . . . .	To be announced

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

*As at the date of this announcement, the Board of Directors of the Company comprises Messrs. Chen Jinghe (Chairman), Liu Xiaochu, Luo Yingnan, Lan Fusheng, Huang Xiaodong, and Zou Laichang as executive directors, Mr. Peng Jiaqing as non-executive director, and Messrs. Chen Yuchuan, Su Congfu, Lin Yongjing, and Loong Ping Kwan as independent non-executive directors.*

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

## Appendix 1:

### Independent Directors' Rules

#### Chapter One General Rules

- Article 1 To facilitate the normal operation of Zijin Mining Group Co., Ltd. (hereinafter referred to as the "Company"), safeguard the overall interests of the Company and protect the lawful interests of all the shareholders, in particular the minority shareholders, against any harm, this Rules has been formulated in accordance with the "Company Law of the People's Republic of China", laws, regulations, standard documents and the Articles of Association of the Company (the "Articles of Association") and by reference to No. [2001]102 Zhengjianfa "The Guiding Opinion Concerning the Establishment of an Independent Directors' Rules in Listed Companies" (the "Guiding Opinion") issued by China Securities Regulatory Commission ("CSRC").
- Article 2 Independent directors are directors who neither undertake other posts in the Company other than directorship nor have any relations with the Company and its substantial shareholders that may hinder their independent and objective judgment.
- Article 3 The independent directors shall have fiduciary and diligent duties to the Company and all the shareholders.
- The independent directors shall faithfully discharge their duties and protect the interests of the Company in accordance with the relevant laws, regulations, standard documents and the Articles of Association and shall pay particular attention to protecting the lawful interests of the minority shareholders against any harm. The independent directors shall discharge their duties independently and are independent of any substantial shareholder or any effective controller or any entity or person who has interest in the Company or any of its substantial shareholder or any effective controller.
- The independent directors shall attend the meeting of the board of directors as scheduled, understand the operations of the Company, take initiatives to investigate and obtain all information and materials as necessary for making a decision.
- The independent directors shall submit an annual report on their work to the shareholders at the annual general meeting to explain how their duties have been executed.
- Article 4 An independent director is appointed by the Company may in principle concurrently act as an independent director of five companies at most, and shall ensure sufficient time and energy to be devoted to efficiently discharging his duties as independent director.
- Article 5 The Company shall have four independent directors and at least one of them shall be an accounting professional.

The accounting professional referred to in the preceding paragraph shall mean a person who holds senior title or is qualified as a registered accountant.

Article 6 If there is any circumstance where any independent director is not qualified as an independent director or otherwise unfit for discharging his duties as an independent director, thereby causing the number of independent directors to be below the quorum, the Company shall fill any deficiency in the number of independent directors in accordance with the provisions.

Article 7 Any independent director and person proposed to be an independent director shall participate in the training organized by CSRC and its authorized institutions and organizations in accordance with the requirements of CSRC.

### **Chapter Two Eligibility of An Independent Director**

Article 8 Any person acting as an independent director shall be qualified to fit for the discharge of his duties:

- (I) he should be qualified as a director of a listed company under the laws, administrative regulations and other relevant provisions;
- (II) he shall be independent under the Guiding Opinion;
- (III) he shall have basic knowledge of the operation of a listed company, be familiar with the relevant laws, administrative rules, regulations and rules;
- (IV) he shall have 5 years or more legal or financial experience or other experience necessary to discharge his duties as an independent director;
- (V) he shall meet other requirements stipulated in the Articles of Association.

### **Chapter Three Independence of Independent Directors**

Article 9 The following persons shall not be appointed as independent directors:

- (I) employees of the Company or its subsidiaries, their immediate family members and major social associates; natural person shareholders who directly or indirectly hold more than 1% of the issued shares of the Company or who rank in the top ten shareholders of the Company, as well as their immediate family members;
- (II) employees of those shareholders who directly or indirectly hold more than 5% of the issued shares of the Company or who rank in the top five shareholders of the Company, as well as their immediate family members;
- (III) persons who fall within the above two categories in the preceding year;
- (IV) persons who provide financial, legal and consulting services to the Company or its subsidiaries;
- (V) other persons provided in the Articles of Association;

(VI) those whom the CSRC considers not being suitable to act as independent directors.

The immediate family members referred to under the preceding Article 9 (I) shall mean spouse, parents, children and so on; the major social associates referred to under Article 9 (I) shall mean siblings, parent-in-law, sons-in-law and daughters-in-law, spouses of siblings, siblings of their spouses and so on.

#### **Chapter Four Nomination, Election and Change of Independent Directors**

Article 10 The board, the supervisory committee and shareholders individually or jointly holding more than 1% of the issued shares of the Company may nominate independent directors for election at a general meeting.

Article 11 The nominator shall, before his nomination, seek the consent of the nominee.

Article 12 Person nominating a candidate for independent director shall fully understand the occupation, academic qualification, title and detailed working experience including all part-time jobs of the candidate and give opinion on his qualification and independence for acting as an independent director. The candidate for independent directorship shall make an open announcement as to the absence of any relationship between the Company and him which may possibly affect his independent and objective judgment.

The board of directors shall disclose the above in accordance with requirements before a general meeting for the election of independent directors.

Article 13 The term of office for independent directors is the same as other directors, and the term is renewable upon re-election when it expires, but the renewed term may not be more than six years.

Article 14 If an independent director fails to attend three consecutive board of directors meetings in person, the board of directors shall therefore recommend his removal to a general meeting.

Unless in the above circumstances and in circumstances as specified by the Company Law where a person is prohibited from acting as an independent director, no independent director may be removed before his term of office expires without cause. In case of early removal, the Company shall disclose it by way of special disclosure. If the removed independent director considers that he is removed by the Company improperly, he may make an open declaration.

Article 15 An independent director may resign before his term of office expires. In resigning his duties, an independent director shall tender a resignation to the board of directors in writing and specify any matter which is related to his resignation or which he considers necessary to bring to the attention of the Company's shareholders and creditors.

If the resignation of an independent director causes the number or proportion of independent directors to fall below the minimum requirements of the Guiding Opinion, the resignation of such independent director shall be effective only after the succeeding independent director has filled his vacancy.

## Chapter Five Special Functions of Independent Directors

- Article 16 To fully make use of his role, an independent director shall have the following special functions in addition to those conferred by the Company Law, other relevant laws, regulations, standard documents and the Articles of Association:
- (I) to, after obtaining recognition of the independent directors, submit to the board of directors for discussion of matters relating to material connected transactions. The independent directors may, before making a judgment, engage an intermediary to issue an independent financial report for them to rely upon in making the judgment;
  - (II) to propose to the board of directors to engage or remove an accounting firm;
  - (III) to propose to the board of directors to convene an extraordinary general meeting;
  - (IV) to propose the calling of a board meeting;
  - (V) to engage an external auditing or advisory organ independently;
  - (VI) to collect voting rights from shareholders before the convening of a general meeting;
  - (VII) to organize the annual examinations of the executive and non-executive directors of the Company.
- Article 17 The independent directors shall seek the consent of more than half of the independent directors in exercising their functions and powers under sections (1), (2), (3), (4) and (6).
- The independent directors shall seek the consent of more than half of the independent directors in entering into any material connected transaction, engaging or removing an accounting firm before submitting it to the board of directors for discussion.
- The independent directors shall seek the unanimous approval of all the independent directors in exercising their functions and powers under section (5) of article 16 where the independent directors engage an external auditing or advisory organ independently for auditing or advice in respect of the specific matters of the Company, the relevant fees shall be borne by the Company.
- Article 18 Where any proposal by an independent director under the provisions of Article 16 and Article 17 is rejected or his function and power cannot be exercised normally, the Company shall make disclosure accordingly.
- Article 19 The special committees set up under the board of directors of the Company like audit committee, nomination committee, and salary committee, the independent directors shall represent more than half of the number of the committee members.



## **Chapter Six Independent Opinions of Independent Directors**

Article 20 Apart from performing the above-mentioned functions and powers, the independent directors shall also provide independent advice to the board of directors or at the shareholders' general meeting:

- (1) nomination and removal of directors;
- (2) engagement or removal of senior management;
- (3) determining the remuneration of the directors, senior management of the Company;
- (4) substantial connected transactions;
- (5) matters that in the opinion of independent directors may prejudice the interests of the minority shareholders;
- (6) other matters stipulated under relevant laws, regulations, standard documents, the Articles of Association or the requirements of the CSRC or stock exchanges.

Article 21 Independent directors shall give their opinion in relation to the above mentioned matters in the following manner: consent; reservation of their opinion and the reasons thereof; objection to the proposal and the reasons thereof; inability to provide opinion and the obstacles thereof.

Article 22 If the relevant matters requires disclosure, the Company shall disclose the opinion provided by the independent directors according to law.

Where the independent directors are unable to reach unanimous consent to their opinion, the board of directors shall disclose the opinion from each independent director separately.

## **Chapter Seven Necessary Conditions Provided to Independent Directors by the Company**

Article 23 To ensure the efficient exercise by the independent directors of their functions and power, the Company shall provide them with necessary conditions.

Article 24 The Company shall ensure that the independent directors enjoy the same right to the information as the other directors. The Company shall provide the independent directors with the relevant materials and information in a timely manner, report to them the operation of the Company on a regular basis and organize on-site inspections for them if necessary.

The Company shall give the independent directors prior notice as required by the law and provide sufficient information in relation to any matter to be decided by the board of directors. Any independent director who considers the information provided insufficient may request for additional information.

If two or more independent directors consider the information provided insufficient or reasons given not well supported, they may jointly propose to the board of directors in writing to adjourn the meeting of the board of directors or the consideration of such matters. The board of directors shall adopt such proposals.

Article 25 Any information provided to the independent directors by the Company shall be kept by the Company and the independent directors for at least 5 years.

Article 26 The Company shall provide the independent directors with the working conditions necessary for the discharge of their duties.

The secretary of the board of directors of the Company shall actively coordinate with the independent directors in discharging their duties, and provide assistance for their discharge thereof, such as giving an introduction and provision of information.

If there are any independent opinions, motions and written statements by the independent directors that need to be announced, the secretary of the board of directors shall responsively complete the procedures with the stock exchange for an announcement to be issued.

Article 27 Relevant persons of the Company shall actively coordinate with the independent directors in discharging their duties, shall neither refuse, hinder or conceal, nor interfere with the independent directors in discharging their duties.

Article 28 All fees such as travel and communication expenses incurred from the engagement of an intermediary or the exercise of their functions and power by independent directors shall be borne by the Company.

Article 29 The Company shall provide the independent directors with appropriate allowance and make disclosure thereof in the annual report.

Other than the above-mentioned allowances, the independent directors shall not receive any other additional and undisclosed benefits from the Company, its substantial shareholders or any institution and persons in which they are interested.

Article 30 The Company may establish a necessary insurance measures for independent directors' liabilities to minimize the risks that may arise from the ordinary discharge of duties by the independent directors.

#### **Chapter Eight Rules of Works in Annual Report**

Article 31 During the formulation and disclosure of the annual report of the Company, the independent directors shall perform the duties and obligations as an independent director in a diligent and faithful manner.

Article 32 After the end of each financial year, the management of the Company shall completely report the Company's previous year's operation and the progress of the major issues to the independent directors. Meanwhile, the Company should arrange the independent directors for on-site inspections with respect to the relevant matters. The above matters shall be recorded in writing and all necessary documents shall be signed by all persons involved.

Article 33 The person in charge of the financial matters of the Company should submit the arrangement of auditing work of that year and other relevant information to each independent director prior to the commencement of the on-site annual audit by the registered accountants.

- Article 34 The Company should, after the preliminary auditing opinion is issued by the annual registered accountant and before the board meeting reviewing the audited annual report is held, arrange at least one meeting between the independent directors and registered accountants of the annual audit to communicate the problems discovered in the course of auditing. The independent directors should perform the duties of attending such meetings. The minutes of such meetings should be recorded and signed by the persons involved.
- Article 35 The independent directors shall pay a close attention to the situation of maintaining the information in secret during the course of annual report compilation. The independent directors shall prevent the leakage of insider's information and occurring of insider's trading and other illegal activities.
- Article 36 The independent directors shall issue an independent report to express their views on material matters such as external guarantee given by the Company during the reporting year and connected transactions.
- Article 37 The secretary of board of directors of the Company shall be responsible to co-ordinate the communications between the independent directors and the Company's management, and actively create all necessary conditions for the discharge of independent directors' duties in the compilation of the annual report.

#### **Chapter Nine Supplementary Provisions**

- Article 38 The Company shall execute any matter not stipulated in this Rules in accordance with the relevant laws, regulations, standard documents and the Articles of Association.
- Article 39 The phrases "more than" and "less than" as mentioned in this Rules are inclusive while "exceeding" and "higher than" are exclusive.
- Article 40 This Rules and any amendments thereto shall come into effect as from the date of adoption at a general meeting.
- Article 41 This Rules shall be subject to the interpretation of the board of directors of the Company.

(Note: Chapter Eight — Rules of Works in Annual Report is newly added into the Independent Directors' Rules and the rules in Chapter Nine are accordingly renumbered. Apart from that, no further amendment to the Independent Directors' Rules has been made.)

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

27 November 2008

In the event of inconsistency between the Chinese version and English version, the Chinese version shall prevail.

## Appendix 2:

### Amendments to Articles of Association

In accordance with the “Notice to Zijin Mining Group Co., Ltd. about the Integrated Appraisal and Suggestions on its Corporate Governance Conditions” (Min Zheng Jian Gong Si Zi[2008] No.33”) issued by China Securities Regulatory Commission (“CSRC”) Fujian Bureau, “Rules to Reinforcement of Protection of the Public Shareholders”, and “Audit and Clearance Status of Occupation of Non-operating Funds Notice” issued by CSRC, the Company proposed to change the current Articles of Association as the following:

#### 1. Second paragraph of Article 11:

**Original:** The major business scope of the Company includes: exploration of Grade-A solid minerals; Grade-C geochemical exploration, construction (drilling) of exploration works, rock ore identification and testing (expired at December 31, 2007); open pit/underground strip mining of gold and copper ore (only for branches); process and refinery of gold and copper ore; development and sales of mineral products and conventional machinery and equipment; retail of gold products; information technology service; industrial data of production (sedan cars less than 9 seats not included); sales of chemical products (dangerous chemical products not included); hydropower; investment in mining industry, hotel industry and mine engineering construction; foreign trade. (The above scope shall be subject to national exclusive regulations if it relates to national specific trades)

**Amended to:** Exploration of Grade-A solid minerals, geological experiment and test (rock test, process and refinery experiment), Grade-C geochemical exploration, geological exploration by drilling (tunnel); open pit/underground strip mining of gold and copper ore (only for branches); process and refinery of gold and copper ore; development and sales of mineral products and conventional machinery and equipment; retail of gold products; information technology service; data of industrial production (excluding sedan cars less than 9 seats); sales of chemical products (excluding dangerous chemical products ); hydropower; investment in mining industry, hotel industry and mine engineering construction; foreign trade. ( The above scope shall be subject to the approval from related departments before the commencement of business if it relates to national specific trades)

**Reason(s) for amendment:** The Company’s registration and types of qualification in “Geological Exploration Qualification Certificate” have been changed. It has been changed from the original “exploration of Grade-A solid minerals; Grade-C geochemical exploration, construction (drilling) of exploration works, rock ore identification and testing” to “Exploration of Grade-A solid minerals, geological experiment and test (rock test, process and refinery experiment), Grade-C geochemical exploration, geological exploration by drilling (tunnel)”

#### 2. Second paragraph of Article 25

**Original:** The Company shall notify the obligees within 10 days after the date of resolution on decreasing the registered capital and shall announce it on a newspaper for (at least) 3 times within 30 days. The obligees have the right to require the Company to settle the debts or provide relevant debt settling guarantee within 30 days after receiving the notice or within 90 days after the date of announcement if no notice is received.

**Amended to:** The Company shall notify the obligees within 10 days after the date of resolution on decreasing the registered capital and shall announce it on a newspaper for (at least) 3 times within 30 days. The obligees have right to require the Company to settle the debts or provide relevant debt settling guarantee within 30 days after receiving the notice or within 45 days after the date of announcement if no notice is received.

**Reason(s) for amendment:** To shorten the period during which the creditors may request repayment after announcement of the reduction in registered capital. This amendment is made pursuant to Article 178 of the PRC Company Law.

### **3. Add the third paragraph under Article 65**

**Original:** The General Meetings are convened at the domicile address of the Company or a place specified in the notice of a General Meeting.

Meeting places will be arranged for the convention of the General Meetings. The Company will provide internet services or other methods to help the shareholders to participate in the General Meetings. Shareholders will be regarded as attendees of the General Meetings when they participate via the above-mentioned methods.

**Amended to:** The General Meetings are convened at the domicile address of the Company or a place specified in the notice of a General Meeting.

Meeting places will be arranged for the convention of the General Meetings. The Company will provide internet services or other methods to help the shareholders to participate in the General Meetings. Shareholders will be regarded as attendees of the General Meetings when they participate via the above-mentioned methods.

Internet services will be provided to the Domestic Shares shareholders for voting in the General Meetings for the following items:

- (1) the issue of new shares by the Company to the public (including issue of listing shares or other rights with equity nature overseas), convertible bonds, share allotment to existing shareholders (except the shareholders with actual control agreed to subscribe all the allotment in cash before the General Meetings);
- (2) material assets restructuring of the Company, the total consideration of the acquisition reaches or exceeds 20% of the audited net book value of the assets;
- (3) the repayment of debts by the shareholders to the Company by the Company's shares;
- (4) the listing of the Company's major subsidiary(ies) in overseas market;
- (5) other relevant matters with great impacts to the general investors in the development of the Company.

**Reason(s) for amendment:** It is pursuant to Articles 55, 80, 85 and etc of "Articles of Association Guideline (2006 revised)" of the PRC. The amended article lists out the circumstances under which the Company will provide internet services for voting.

#### **4. Add the second paragraph in Article 67**

**Original:** When the Company convenes a general meeting of shareholders, it shall send out a written notice 45 days before the meeting is held to inform all shareholders recorded in the shareholders' register of the matters to be discussed and the date and place of the meeting. The shareholders who intend to attend the general meeting shall send a reply slip of attendance at the meeting to the Company 20 days before the meeting is held.

**Amended to:** When the Company convenes a general meeting of shareholders, it shall send out a written notice 45 days before the meeting is held to inform all shareholders recorded in the shareholders' register of the matters to be discussed and the date and place of the meeting. The shareholders who intend to attend the general meeting shall send a reply slip of attendance at the meeting to the Company 20 days before the meeting is held.

If a general meeting adopts voting by internet or other means, the voting time and methods for voting by internet or other means should be clearly stated in the notice of a general meeting. The time start of voting by internet and other means shall not be earlier than 3:00 pm of a day before the meeting and shall not be later than 9:30 am of the meeting day. The time close of voting by internet and other means shall not be earlier than 3:00 pm of the meeting day.

**Reason(s) for amendment:** It is pursuant to Article 103 of the PRC Company Law and Articles 55, 80, 85 and etc of "Articles of Association Guideline (2006 revised)" of the PRC. The amended article sets out the procedures for voting by internet or other means.

#### **5. Add the eleventh paragraph to Article 110 and all subsequent items will be renumbered accordingly.**

**Original:** The board of directors shall be accountable to the shareholders' general meeting and shall exercise the following functions and powers:

- (1) To be responsible for convening shareholders' general meeting and to report on its work to the shareholders' general meeting;
- (2) To implement the resolutions of shareholders' general meeting;
- (3) To decide on the business plans and investment plans of the Company;
- (4) To formulate the proposed annual financial budgets and final accounts of the Company;
- (5) To formulate the plans for profit distribution and making up losses of the Company;
- (6) To formulate plans for the increase or reduction in the registered capital of the Company and for the issue of the Company bonds, or other securities and listing schemes;
- (7) To draw plans of the Company's major acquisitions; purchase of the Company's stocks or for the merger, division or dissolution of the Company;
- (8) Subject to the approval of shareholders' general meeting, to decide on the Company's overseas investment, purchase and disposal of assets, securities, guarantee transactions, consign financing, and connected transactions, etc.;

- (9) To decide on the establishment of the Company's internal management organization;
- (10) To appoint or dismiss President of the Company, Secretary of the board of directors; appoint or dismiss the Company's Senior Vice President, Vice President, Financial Director and other senior management officials, according to the nomination of the President and determine their remuneration and punishment;
- (11) To formulate the basic management system of the Company;
- (12) To formulate proposals for amendment of the Articles of Association of the Company;
- (13) To manage the disclosure of information of the Company;
- (14) To seek the shareholders' approval in the general meeting for the appointment or change of the accounting firm for the Company's audit;
- (15) To consider and review the working report of President of the Company;
- (16) other requirements set under laws, administrative regulations, department rules or the Articles of Association, as well as other matters granted by the general meeting of shareholders.

Resolutions by the board of directors on matters referred to in the preceding paragraph may be passed by the affirmative vote of more than half of the directors with the exception of resolutions on matters referred to in items (6), (7), (8), (12) which shall require the affirmative vote of more than two-thirds of the directors.

The board of directors has several committees under its control, and their duties, powers and functions are authorized by the board of directors according to relevant regulations and the Articles of Association of the Company.

**Amended to:** The board of directors shall be accountable to the shareholders' general meeting and shall exercise the following functions and powers:

- (1) To be responsible for convening shareholders' general meeting and to report on its work to the shareholders' general meeting;
- (2) To implement the resolutions of shareholders' general meeting;
- (3) To decide on the business plans and investment plans of the Company;
- (4) To formulate the proposed annual financial budgets and final accounts of the Company;
- (5) To formulate the plans for profit distribution and making up losses of the Company;
- (6) To formulate plans for the increase or reduction in the registered capital of the Company and for the issue of the Company bonds, or other securities and listing schemes;
- (7) To draw plans of the Company's major acquisitions; purchase of the Company's stocks or for the merger, division or dissolution, change the form of the Company;

- (8) Subject to the approval of shareholders' general meeting, to decide on the Company's overseas investment, purchase and disposal of assets, securities, guarantee transactions, consign financing, and connected transactions, etc.;
- (9) To decide on the establishment of the Company's internal management organization;
- (10) To appoint or dismiss President of the Company, Secretary of the board of directors; appoint or dismiss the Company's Senior Vice President, Vice President, Financial Director and other senior management officials according to the nomination of the President, and determine their remuneration and punishment;
- (11) to forthwith apply for judiciary injunction against any substantial shareholders, persons in actual control and their associates of whom being found to be invading the assets of the Company. If the invasion of the assets of the Company could not be repaid in cash, repayment should be made by realization of share options. Depending on the seriousness of the case, the persons directly responsible for the assistance or connivance to the invasion of the Company's assets shall be punished accordingly whereas directors who are in grave liability shall be dismissed;
- (12) To formulate the basic management system of the Company;
- (13) To formulate proposals for amendment of the Articles of Association of the Company;
- (14) To manage the disclosure of information of the Company;
- (15) To seek the shareholders' approval in the general meeting for the appointment or change of the accounting firm for the Company's audit;
- (16) To consider and review the working report of President of the Company;
- (17) other requirements set under laws, administrative regulations, department rules or the Articles of Association, as well as other matters granted by the general meeting of shareholders.

Resolutions by the board of directors on matters referred to in the preceding paragraph may be passed by the affirmative vote of more than half of the directors with the exception of resolutions on matters referred to in items (6), (7), (8), (13) which shall require the affirmative vote of more than two-thirds of the directors.

The board of directors has several committees under its control, and their duties, powers and functions are authorized by the board of directors according to relevant regulations and the Articles of Association of the Company.

**Reason(s) for amendment:** to perfect the corporate governance

**6. The fifth paragraph of Article 111 of original Articles shall be deleted and revised and renumbered as Article 112, all subsequent Articles will be renumbered accordingly.**

**Original:** The Board shall define the scope of investment in the overseas market, purchases and sales of assets, assets pledge, external guarantee issue, appointment of financial consultant, connected transaction and set up a stringent internal control system, formulate a comprehensive investigation and decision making process. Specialists and professionals should be organized to assess the major investment project and seek shareholders' approval in general meeting.



**Amended and added as Article 112:** The Board shall define the scope of investment in the overseas market, purchases and sales of assets, assets pledge, external guarantee issue, appointment of financial consultant, connected transaction and set up a stringent internal control system, formulate a comprehensive investigation and decision making process. Specialists and professionals should be organized to assess the major investment project and seek shareholders' approval in general meeting.

When the Company carries out investments, purchases and sales of assets (excluding fixed assets), appointment of financial consultants, shall comply the listing rules of Hong Kong Stock Exchange and Shanghai Stock Exchange and its update from time to time. The decision making shall follow the specification in the Company's Investment Management Policy.

When the Company carries out a connected transaction with a connect person, it shall comply with the listing rules of Hong Kong Stock Exchange and Shanghai Stock Exchange and its update from time to time. The decision making shall follow the specification in the Company's Connected Transaction Policy.

Any external guarantee (including but not limited to asset pledge, securities, guarantee, etc) as stipulated in article 62 of this Articles and Association, shall be approved by the general meeting of the shareholders. Any external guarantee not stipulated in Article 62 shall be approved by the board of directors, which shall only be approved with the consent of more than two-thirds of the directors present in the board meeting and the consent of more than two-thirds of all of the independent non-executive directors or approved by the approval of the shareholders' meeting. The Company is prohibited to grant any external guarantee without the approval of the board of directors or general meeting of shareholders.

**Reason(s) for amendment:** to perfect the corporate governance.

## **7. Article 164**

**Original:** The Company shall distribute dividends in the following methods: (1) cash; (2) shares. If a dividend has not been claimed for a valid period after being declared or becoming due for payment, the power of forfeiture shall only be exercised upon the expiration of such validity period.

**Amended to:** The Company dividends distribution policy: (1) the distribution of profits stresses on the reasonable returns of investment to the investors; (2) dividends are declared in cash or by shares; (3) the accumulated cash dividends in last 3 consecutive years shall not be less than 60% of the average accumulated distributable profit in last 3 consecutive years.

That is:

the accumulated cash dividends in last 3 consecutive years  $\geq 60\%$  X the accumulated distributable profit in last 3 consecutive years/3.

Subject to certain conditions, the Company may distribute interim dividends in cash.

In relation to the execution of the power to forfeit unclaimed dividends, it can only be exercised upon the expiry of the related time limit.

If the board of directors does not make a cash dividends distribution proposal, the reasons should be disclosed in regular reports and the independent non-executive directors shall issue independent opinion on this issue.

**Reason(s) for amendment:** Pursuant to CSRC's "Decisions in Relation to the Rules on Cash Dividends of Listing Companies", which sets out the basis for dividend distribution and the related rules in detail.

## **8. Article 74**

**Original:** The notice of general meeting shall be sent to the shareholders (with or without voting right in the general meeting) via specially assigned person or by prepaid mail. The address of receiver shall depend on the address recorded on the register of shareholders. For domestic shareholders, the notice of general meeting can also be sent in the way of announcement.

The announcement mentioned above shall be published on one or more presses specified by China Securities Regulatory Commission 45-50 days before the meeting is held. Once it is announced, the notice on shareholders' meeting shall be deemed as received by all domestic shareholders.

**Amended to:** The notice of general meeting shall be sent to the shareholders (with or without voting right in the general meeting) in compliance to Article 194 (note: that is Article 195 after the renumbering). If the notice of general meeting shall be sent to the shareholders via specially assigned person or by prepaid mail. The address of receiver shall depend on the address recorded on the register of shareholders. For domestic shareholders, the notice of general meeting can also be sent in the way of announcement.

The announcement mentioned above shall be published on one or more presses specified by China Securities Regulatory Commission 45-50 days before the meeting is held. Once it is announced, the notice on shareholders' meeting shall be deemed as received by all domestic shareholders.

**Reason(s) for amendment:** to allow the Company to send corporate communication by way of electronic means or such other means permissible under the applicable rules or regulations and the Company to send corporate communication in English, Chinese or both pursuant to the terms therein.

## **9. Article 195**

**Original:** Unless otherwise stipulated in this Articles of Association, all notices, information or written declarations delivered by the Company to shareholders of overseas listed shareholders should be delivered by particular person or by pre-paid mail to each shareholder according to information in the share registration.

**Amended to:** All notices, correspondence or written materials shall be delivered:

- (1) in person;
- (2) by mail;
- (3) by facsimile or by electronic mail;

- (4) so long as the relevant laws, rules and regulations and the requirements of the securities regulatory body in where the Company is listed are complied with, to announce via a website designated by the stock exchange in where the Company and/or the securities of the Company are listed;
- (5) to publish in newspaper and/or to announce in other recognized media channel;
- (6) all the means recognized by the regulatory body or any stock exchange in where Company is listed;

Any overseas shareholders have the right to request, in writing, a hard copy or electronic form of all notices, data or written declarations. The shareholders should clearly state whether they desire to receive the corporate communication in Chinese, in English or in both. The Company will, in accordance with the written request, arrange delivery at the shareholders' registered address the requested corporate communication either in person or by prepaid mail. The shareholders also have the right at any time by reasonable notice in writing served on the Company to change their means of receipt of corporate communication according to applicable procedures.

At the same time, the Company may also send written notice to overseas shareholders confirming the mode of delivery of all notices, correspondence or other corporate communications, either in hard copy or via electronic means. If within the time frame as stipulated by the relevant laws, administrative regulations and the relevant regulations of the securities regulatory body in where the Company is listed, the Company does not receive the confirmation from the overseas shareholders, they are deemed to have agreed to receive corporate communications by the manner as adopted by the Company (including but not limited to, announce via electronic means through its website) in accordance with the applicable Articles and Association, laws, administrative regulations and the relevant regulations of the securities regulatory body in where the Company is listed.

**Reason(s) for amendment:** to allow the Company to send corporate communication by way of electronic means or such other means permissible under the applicable rules or regulations and the Company to send corporate communication in English, Chinese or both pursuant to the terms therein.

#### **10. Second paragraph of Article 179**

**Original:** The copy should be sent to the department head in-charge within 14 days when the Company has received the above-mentioned written notice. If the written notice including the above-mentioned statement in item 2, the copy will be available in the Company for shareholders' inspection. The Company should despatch the abovementioned copy to overseas shareholders by prepaid mail. The address of receiver shall depend on the address recorded on the register of shareholders.

**Amended to:** The copy should be sent to the department head in-charge within 14 days when the Company has received the above-mentioned written notice. If the written notice including the above-mentioned statement in the second paragraph, the copy will be available in the Company for shareholders' inspection. The Company should despatch the abovementioned copy to overseas shareholders in the manner as stipulated in Article 194 (remarks: Article 195 after renumbering).

**Reason(s) for amendment:** to allow the Company to send corporate communication by way of electronic means or such other means permissible under the applicable rules or regulations and the Company to send corporate communication in English, Chinese or both pursuant to the terms therein.

## 11. Article 156

**Original:** The financial reports of the Company shall be made available for inspection by shareholders 20 days prior to an annual shareholders' meeting. Each shareholder of the Company shall have the right to obtain a copy of the financial reports referred to in this Part. At least 21 days before the annual general meeting and within three months after the financial year end, copies of the said reports shall be sent to overseas shareholders by prepaid mail at the recipient's address shown in the register of shareholders.

**Amended to:** The financial report of the Company shall be made available for inspection by shareholders 20 days prior to an annual general meeting. Each shareholder of the Company shall have the right to obtain a copy of the financial reports referred to in herein. At least 21 days before the annual general meeting and within three months after the financial year end, copies of the said reports shall be sent to overseas shareholders by the manner as stipulated in the article 194 (remarks: Article 195 after renumbered accordingly).

**Reason(s) for amendment:** to allow the Company to send corporate communication by way of electronic means or such other means permissible under the applicable rules or regulations and the Company to send corporate communication in English, Chinese or both pursuant to the terms therein.

## 12. Second paragraph of Article 180

**Original:** The above-mentioned documents should be sent by post to the overseas shareholders.

**Amended to:** The above-mentioned documents shall be sent to overseas shareholders by the manner as stipulated in the article 194 (remarks: Article 195 after renumbered accordingly).

**Reason(s) for amendment:** to allow the Company to send corporate communication by way of electronic means or such other means permissible under the applicable rules or regulations and the Company to send corporate communication in English, Chinese or both pursuant to the terms therein.

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

Board of Directors

20 March 2009

In the event of inconsistency between the Chinese version and English version, the Chinese version shall prevail.