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## NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING IN 2009

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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 IS HEREBY GIVEN THAT the Second Extraordinary General Meeting in 2009 ("EGM") of Zijin Mining Group Co., Ltd.\* (the "Company") will be held at 9:00 a.m. on 5 November, 2009, Thursday, at the conference room on the 1st floor 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:

### **BY WAY OF SPECIAL RESOLUTIONS**

1. To approve the issue of medium-term notes and short-term notes and authorize the board of directors a general and unconditional mandate for the issue arrangement of medium-term notes and short-term notes, to issue medium-term notes and short-term notes with a total aggregate principal amount not exceeding RMB7.5 billion (RMB7.5 billion included) within the validity period of the mandate;
2. To approve the proposed amendments to the Articles of Association of the Company, and authorize the board of directors to do all applications, filings and registrations with the relevant authorities as necessary in respect of the amendments to the Articles of Association;

### **BY WAY OF ORDINARY RESOLUTIONS**

3. To elect directors of the fourth Board of Directors of the Company by way of cumulative voting;
4. To elect supervisors of the Company of the fourth Supervisory Committee of the Company by way of cumulative voting;
5. To review and approve remunerations proposal of Directors and Supervisors of the fourth term of Board of Directors and Supervisory Committee; to authorise the Board of Directors to enter into service contracts and/or appointment letters with each of the newly elected directors and supervisors respectively subject to such terms and conditions as the Board of Directors shall think fit and to do all such acts and things and handle all other related matters as necessary; and

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6. to consider and approve the proposal of participation in the bid of 50% shares transfer of Zijin Copper and authorize the board of directors to sign the subsequent related documents and handle all the matters as necessary (including but not limited to, all applications, filings and registrations with the relevant authorities).

By order of the Board of Directors  
**Chen Jinghe**  
*Chairman*

Fujian, the PRC, 19 September, 2009

**Notes:**

- (A) The Company's register of H Shares members will be closed from Tuesday, 6 October, 2009 to Thursday, 5 November, 2009 (both days inclusive), during which period no transfer of H Shares will be registered. Holders of H Shares whose names appear on the register of members at the close of business on Thursday, 5 November, 2009 will be entitled to attend and vote at the EGM. In order to qualify to attend and vote at the EGM, all instruments of transfer must be delivered to the Registrar of H Shares of the Company no later than 4:30 p.m. on Monday, 5 October, 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 return the completed and signed reply slip to the Office of the Secretary to the Board of the Company at least twenty days before the EGM, being Friday, 16 October, 2009 by hand, by post or by facsimile.

Details of the Office of the Secretary to the Board of the Company is as follows:

No.128 Xiangyun Third Road  
Huli District, Xiamen  
Fujian Province  
People's Republic of China  
Tel: (86) 597 384 1468  
Fax: (86) 592 396 9667

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## NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING IN 2009

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- (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) in writing to attend and vote on his behalf at the EGM. For shareholders who appoint more than one proxy, those proxies can only exercise their voting rights by way of poll. Shareholders who intend to appoint one or more proxies should first read the Company's circulars.
- (D) The instrument appointing a proxy must be in writing under the hand of the appointer or his attorney duly authorised in writing. In the event that such instrument is signed by an attorney of the appointer, the power of attorney authorising that attorney to sign or other documents of authorisation shall be notarised.
- (E) To be valid, the proxy form and ballot form (and if the proxy form and ballot form are 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 Registrar of H Shares of the Company, Computershare Hong Kong Investor Services Limited at Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, no later than 24 hours before the specified time for the holding of the EGM.
- (F) If a proxy is appointed to attend the EGM on behalf of a shareholder, the proxy must produce his document and the authorisation instrument with the date of issue and duly signed by the proxy or the legal representative. In the case of appointing a legal representative, such legal representative must produce his own identification document and the relevant identification document to identify his identity as the legal representative. If a corporate shareholder appoints a proxy other than its legal representative to attend the EGM, such representative must produce his own identification document and the authorisation instrument bearing the company chop of the corporate shareholder duly authorised by its legal representative.
- (G) The EGM is expected to last for half a day, and shareholders attending the EGM shall be responsible for their own travelling and accommodation expenses.
- (H) Regarding items 3 to 4 of this notice, the biographical details of the candidates proposed to be elected as Directors and Supervisors have been set out in the Appendix 2 to the circular in connection with the proposed election of Directors and Supervisors, and shall be dispatched to the shareholder.

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### EXPECTED TIMETABLE

2009 (Note)

Latest time for lodging transfer of Shares . . . . .	4:30 p.m. on Monday, 5 October
Book closure period (both days inclusive) . . . . .	Tuesday, 6 October to Thursday, 5 November
Record Date . . . . .	Thursday, 5 November
Register of Members re-opens . . . . .	Friday, 6 November
EGM . . . . .	Thursday, 5 November
Announcement on results of EGM . . . . .	Friday, 6 November

*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.*