

June 4, 2008

To our shareholders

11-3, Shimbashi 5-chome, Minato-ku, Tokyo

Sumitomo Metal Mining Co., Ltd.

Nobumasa Kemori, Representative Director and President

Convocation Notice of the 83rd Ordinary General Shareholders' Meeting

Sumitomo Metal Mining Co., Ltd. hereby gives notice of the 83rd Ordinary General Shareholders' Meeting as outlined below and requests your attendance.

If you are unable to attend, you may exercise your voting rights in writing or via the internet, etc, and we ask that you examine the Shareholders' Meeting Reference Documents as follows and submit your approval or rejection for the proposals for resolution in accordance with the Instructions for Exercising Voting Rights on page 3 and ensure that this arrives at the Company by 5:40pm on Wednesday, June 25, 2008.

1. Time and date: 10am, June 26, 2008 (Thursday)
2. Location: 1-2, Kioi-cho, Chiyoda-ku, Tokyo
Crystal Palace, New Tower, 2F, Grand Prince Hotel Akasaka

The location is different to that used last year.

3. Objectives

Matters to be Reported Reporting of the business report, consolidated financial statements and non consolidated financial statements for the 83rd business year (April 1, 2007 – March 31, 2008) and the results of audits of the consolidated financial statements by the accounting auditor and the Board of Corporate Auditors.

Matters to be resolved

Proposal No.1: Disposition of surplus

Proposal No.2: Payment of bonuses to directors

Proposal No.3: Partial amendments to the Articles of Incorporation

Proposal No.4: Election of eight (8) directors

Proposal No.5: Election of three (3) corporate auditors

Proposal No.6: Election of one (1) substitute corporate auditor

(Matters to be reported are shown in the document entitled "Report for the 83rd Business Year" enclosed herein).

4. Matters concerning the exercise of voting rights

- (1) In the event of having voted multiple times electronically (via the Internet, etc.) or both by PC and by cell phone and the content of the vote, whether for or against, with respect to one proposal differs, the last vote exercised shall prevail.
- (2) In the event of having voted both in writing and electronically (via the Internet, etc.) and the content of the vote, whether for or against, with respect to one proposal differs, the vote exercised electronically shall prevail.

* If attending on the day, please submit the enclosed voting form to reception.

* If any amendments to the shareholders' meeting reference documents, the business report, the consolidated financial statements or non-consolidated financial statements are made, notification of the details shall be provided on the Company's website (<http://www.smm.co.jp>).

Instructions for Exercising Voting Rights

1. Exercise of voting rights in writing

Please indicate whether for or against the proposals on the enclosed voting form and send it to us by 5:40pm on Wednesday, June 25, 2008.

2. Exercise of voting rights electronically

(1) Exercise of voting rights via the Internet

- (i) Please access the voting rights exercise site (<http://webdk.net>), enter the voting rights exercise code and password appearing on the enclosed voting form and follow the instructions to register your vote either for or against the proposals. The voting rights exercise site can also be accessed on the Internet from a cell phone.
- (ii) The deadline for the exercise of voting rights on the Internet is 5:40pm, Wednesday, June 25, 2008.
- (iii) Any dial-up connection fees to providers or telephone charges, etc. for accessing the voting rights exercise site shall be borne by the shareholder.
- (iv) The following system environments are necessary to access the voting rights exercise site.
 - a. The Internet browser software necessary to access the voting rights exercise site using a PC is Microsoft® Internet Explorer 5.5 SP2 or higher or Netscape 6.2 or higher.
 - b. In order to ensure security when accessing the voting rights exercise site using a cell phone, a model enabling 128 bit SSL encrypted communication is necessary.(Microsoft is a registered trademark of Microsoft Corporation in the US and other countries. Netscape is a registered trademark of Netscape Communications Corporation in the US and other countries.)

Please contact the direct number below if you have any questions concerning the exercise of voting rights via the Internet.

Registrar of Shareholders :

Transfer Agent Department
Sumitomo Trust and Banking Company, Ltd.
0120-186-417 (open 24 hours)

(2) Voting rights exercise platform for institutional investors

Institutional investors may use the ICJ operated voting rights exercise platform for institutional investors if having made an application for its use in advance.

Shareholders' Meeting Reference Documents

Proposals and Reference Matters

Proposal No.1: Disposition of surplus

The Company proposes that the disposal of surplus be made in the following manner.

1. Matters regarding year-end dividend

The Company proposes to distribute the year-end dividend for the business year under review as described below considering the performance of the Company as well as responding to the continued support given to it by its shareholders.

(1) The kind of the dividend property

Cash

(2) The matters regarding the allotment of the dividend property to shareholders and the total amount thereof

15 yen per share of common stock of the Company

Total amount: 8,688,513,150 yen

As a result, the total dividend for the business year under review including an interim dividend will amount to 30 yen per share.

(3) The day on which the distribution of dividend of surplus will take effect

June 27, 2008

2. Matters regarding disposition of other surplus

(1) The item of surplus showing a decrease, and the amount thereof

Profit surplus carried forward: 78,000,000,000 yen

(2) The item of surplus showing an increase, and the amount thereof

General Reserve: 78,000,000,000 yen

Proposal No.2: Payment of bonuses to directors

The Company proposes the payment of a total of 100 million yen to the seven (7) directors excluding outside director Mr. Tsutomu Ushijima among eight (8) directors who were in office as of the end of the business year under review as the directors' bonuses. The directors' bonuses of the Company are calculated by considering the results of the Company and reflecting the performance of each director.

Proposal No.3: Partial amendments to the Articles of Incorporation

1. Reasons for the amendments

To create an environment that calls upon talented individuals to the post of outside director and outside corporate auditor and to strengthen the Company's corporate governance, proposed amendment to Articles 25 and 38 shall be newly established as well as other required changes.

Each corporate auditor has approved of the submittal to the General Shareholders' Meeting of a proposal to add a clause to the Articles of Incorporation that would enable the execution of limited liability agreements with outside directors.

2. Details of the amendments

The proposed amendments are as follows:

(Changes are underlined)

Current Articles of Incorporation	Proposed Amendment
(New)	<p><u>(Limited liability agreements with Outside Directors)</u></p> <p><u>Article 25 The Company may, in accordance with Article 427, Paragraph 1 of Company Law, enter into contracts with Outside Directors to the effect that the liability of the Outside Directors, under Article 423, Paragraph 1 of Company Law shall be limited to either an amount specified in advance by the Company of at least ¥10 million or the Minimum Liability Amount prescribed in Article 425, Paragraph 1 of Company Law , whichever is higher.</u></p>
Articles <u>25</u> to <u>36</u> (Omitted)	Articles <u>26</u> to <u>37</u> (Unchanged)
(New)	<p><u>(Limited liability agreements with Outside Corporate Auditors)</u></p> <p><u>Article 38 The Company may, in accordance with Article 427, Paragraph 1 of Company Law, enter into contracts with Outside Corporate Auditors to the effect that the liability of the Outside Corporate Auditors, under Article 423, Paragraph 1 of Company Law shall be limited to either an amount specified in advance by the Company of at least ¥10 million or the Minimum Liability Amount prescribed in Article 425, Paragraph 1 of Company Law, whichever is higher.</u></p>
Articles <u>37</u> to <u>50</u> (Omitted)	Articles <u>39</u> to <u>52</u> (Unchanged)

Proposal No.4: Election of eight (8) directors

All directors (8 directors) will have finished their term of office at the conclusion of the Ordinary Shareholders' Meeting. Therefore, the Company proposes the election of eight (8) directors.

The candidates for the directors are as follows.

Candidate No.	Name D.O.B.	Brief history, position, area of responsibility, and representation of other companies and organizations	Shareholding of the Company
1	Koichi Fukushima October 18, 1941	<p>April 1964 Joined the Company</p> <p>June 1993 Director</p> <p>June 1997 Managing Director</p> <p>June 1999 Senior Managing Director</p> <p>April 2000 Representative Director President and Director</p> <p>June 2001 President</p> <p>June 2007 Chairman of the Board</p> <p>As of June 1, 2008 Representative Director Chairman of the Board</p>	40,000 shares
2	Nobumasa Kemori April 12, 1951	<p>September 1980 Joined the Company</p> <p>July 1998 General Manager of Besshi-Niihama District Div. Nickel Refinery</p> <p>July 2002 General Manager of Nickel Dept.</p> <p>June 2004 Executive Officer Senior Deputy General Manager of Non-Ferrous Metals Div.</p> <p>June 2006 Director Managing Executive Officer General Manager of Non-Ferrous Metals Div.</p> <p>June 2007 Representative Director President and Director President</p> <p>As of June 1, 2008 Representative Director President and Director President</p>	10,000 shares

Candidate No.	Name D.O.B.	Brief history, position, area of responsibility, and representation of other companies and organizations	Shareholding of the Company
3	Masashi Koike August 7, 1948	<p>April 1972 Joined the Company</p> <p>June 2002 Executive Officer</p> <p>October 2002 General Manager of General Affairs Dept.</p> <p>June 2003 Director</p> <p>June 2005 Managing Executive Officer</p> <p>June 2007 Senior Managing Executive Officer</p> <p>As of June 1, 2008 Director Senior Managing Executive Officer</p>	16,000 shares
4	Ichiro Abe January 18, 1948	<p>April 1970 Joined the Company</p> <p>December 2001 General Manager of Administration Dept. of Mineral Resources Div.</p> <p>June 2003 Executive Officer Senior Deputy General Manager of Mineral Resources Div.</p> <p>October 2003 General Manager of Engineering Dept. of Mineral Resources Div.</p> <p>February 2004 General Manager of Mineral Resources Div.</p> <p>June 2005 Managing Executive Officer</p> <p>June 2007 Director Senior Managing Executive Officer</p> <p>As of June 1, 2008 Director Senior Managing Executive Officer General Manager of Mineral Resources Div.</p>	10,000 shares
5	Naoki Tajiri March 10, 1949	<p>April 1972 Joined the Company</p> <p>June 2001 General Manager of Finance & Accounting Dept.</p> <p>June 2003 Executive Officer</p> <p>July 2004 General Manager of Management Service Center</p> <p>June 2005 General Manager of Information Systems Dept.</p> <p>June 2006 Managing Executive Officer</p> <p>June 2008 General Manager of Information Systems Dept.</p> <p>As of June 1, 2008 Managing Executive Officer General Manager of Finance & Accounting Dept. General Manager of Management Service Center General Manager of Information Systems Dept.</p>	10,000 shares

Candidate No.	Name D.O.B.	Brief history, position, area of responsibility, and representation of other companies and organizations	Shareholding of the Company
6	Kozo Baba April 25, 1949	April 1975 Joined the Company June 2000 General Manager of Non-Ferrous Metals Div. Niihama Research Laboratories June 2004 Executive Officer Senior Deputy General Manager of Technology Div. June 2007 Managing Executive Officer General Manager of Technology Div. As of June 1, 2008 Managing Executive Officer General Manager of Technology Div.	2,000 shares
7	Yoshiaki Nakazato May 13, 1953	April 1976 Joined the Company December 1997 General Manager of Administration Dept. of Electronics Div. June 2004 General Manager of Corporate Planning Dept. June 2005 Executive Officer June 2006 Director June 2007 General Manager of Affiliated Business Administration Dept. As of June 1, 2008 Director Executive Officer General Manager of Cooperate Planning Dept. General Manager of Affiliated Business Administration Dept.	10,000 shares
8	Tsutomu Ushijima July 16, 1950	April 1976 Registered as a lawyer April 1982 Established Ushijima Law and Tax Accountant Firm June 1982 Registered as a Certified Public Tax Accountant January 1994 Established Ushijima Teramae Law Firm (currently Ushijima, Teramae & Wada Law Firm) June 2003 Corporate Auditor of the Company June 2007 Director As of June 1, 2008 Lawyer Certified Public Tax Accountant Director	0 shares

(Notes) 1. Mr. Tsutomu Ushijima is a candidate for outside director who satisfies the requirements of an outside director as set out in Article 2.3 (7) of the Enforcement Regulations of the Company Law of Japan.

2. The following are items pertaining to the candidate for outside director.

(1) Reasons for his candidacy as outside director

Mr. Tsutomu Ushijima has special knowledge and a wealth of experience as a lawyer. He has been presented as a candidate for outside director because he is expected to strengthen corporate governance by providing suggestions on overall company management particularly from the perspective of compliance based on his knowledge and experience.

He has not participated in corporate management in any form other than as an outside director or outside corporate auditor, however, we determined that he is able to appropriately serve as an outside director for the above reasons.

(2) Number of years from the appointment as outside director

Mr. Tsutomu Ushijima is currently an outside director of the Company and will have served as outside director for one year at the conclusion of the Ordinary General Shareholders' Meeting.

(3) Limited liability agreement with the outside director

If Proposal No. 3 and this Proposal are approved in their original version, the Company shall execute a limited liability agreement with Mr. Tsutomu Ushijima limiting his liability to ¥10 million or the Minimum Liability Amount, whichever is higher.

Proposal No.5: Election of three (3) corporate auditors

Corporate auditors Hirosuke Chihara, Motoki Kitamura and Hajime Ohta will have finished their terms of office at the conclusion of the Ordinary General Shareholders' Meeting. Therefore, the Company proposes the election of three (3) corporate auditors.

The Company has obtained the consent from the Board of Corporate Auditors.

The candidates for corporate auditors are as follows.

Candidate No.	Name D.O.B.	Brief history, position, area of responsibility, and representation of other companies and organizations	Shareholding of the Company
1	Motoki Kitamura September 8, 1948	April 1971 Joined the Company April 2002 General Manager of Affiliated Business Administration Dept. June 2004 Corporate Auditor (Full Time) As of June 1, 2008 Corporate Auditor (Full Time)	13,000 shares
2	Toshikazu Yakushiji November 15, 1951	April 1975 Joined the Company June 2002 General Manager of Administration & Marketing Dept. of Energy & Environment Business Div. June 2007 Executive Officer Senior Deputy General Manager of Energy & Environment Business Div. October 2007 General Manager of Energy & Environment Business Div. As of June 1, 2008 Executive Officer General Manager of Energy & Environment Business Div.	0 shares

Candidate No.	Name D.O.B.	Brief history, position, area of responsibility, and representation of other companies and organizations	Shareholding of the Company
3	Takayuki Kurata January 11, 1945	<p>April 1968 Joined The Export-Import Bank of Japan</p> <p>October 1990-September 1991 Visited as Senior Associate Member of St. Antony's College, the University of Oxford</p> <p>April 1994 Director General of Secretariat Office</p> <p>July 1995 Director General of Loan Department II</p> <p>April 1997 Treasurer and Controller</p> <p>April 1998 Advisor to President</p> <p>June 1998 Resident Executive Director, Osaka Branch</p> <p>October 1999 Resident Executive Director, Osaka Branch of Japan Bank for International Cooperation (Merger of The Export-Import Bank of Japan and The Overseas Economic Cooperation Fund, Japan)</p> <p>October 2000 Resigned from Japan Bank for International Cooperation</p> <p>October 2000 Director & Executive Vice President of Barracuda & Caratinga Investment Corporation</p> <p>March 2007 Resigned as Director & Executive Vice President of Barracuda & Caratinga Investment Corporation</p> <p>May 2007 Advisor to President of Marubeni Power Development Corporation</p> <p>As of June 1, 2008 Advisor to President of Marubeni Power Development Corporation</p>	0 shares

(Notes) 1. Mr. Takayuki Kurata is a candidate for outside corporate auditor as set out in Article 2.3 (8) of the Enforcement Regulations of the Company Law of Japan.

2. The following are items pertaining to the candidate for outside corporate auditor.

(1) Reasons for his candidacy as outside corporate auditor

Mr. Takayuki Kurata has a wealth of experience accumulated in financial institutions as well as keen insight in the management of companies. He has been presented as a candidate for outside corporate auditor because he is expected to fulfill his role based on his experience and knowledge.

(2) Limited liability agreement with the outside corporate auditor

If Proposal No. 3 and this Proposal are approved in their original version, the Company shall execute a limited liability agreement with Mr. Takayuki Kurata limiting his liability to ¥10 million or the Minimum Liability Amount, whichever is higher.

Proposal No. 6: Election of one (1) substitute corporate auditor

In case the number of corporate auditors falls below the number specified by laws and ordinances or the Articles of Incorporation, the Company proposes the election of one (1) corporate auditor as a substitute for Mr. Katsumi Maeda, who is an outside corporate auditor, and Mr. Takayuki Kurata if he is elected as an outside corporate auditor through the approval of Proposal No. 5.

The Company has obtained the consent from the Board of Corporate Auditors.

The candidate for the substitute corporate auditor is as follows.

Name D.O.B.	Brief history, position, area of responsibility, and representation of other companies and organizations	Shareholding of the Company
Norihiko Fukatsu July 13, 1947	April 1974 Teaching Fellow at the Faculty of Engineering of Osaka University October 1981 Lecturer at Faculty of Engineering of Nagoya Institute of Technology June 1989 Associate Professor of Faculty of Engineering of Nagoya Institute of Technology April 2003 Professor of Graduate School of Engineering of Nagoya Institute of Technology As of June 1, 2008 Professor of Graduate School of Engineering of Nagoya Institute of Technology	0 shares

(Notes) 1. Mr. Norihiko Fukatsu is a candidate for outside corporate auditor as set out in Article 2.3 (8) of the Enforcement Regulations of the Corporation Law of Japan.

2. Mr. Norihiko Fukatsu has specialized knowledge as a researcher in the field of metallurgical engineering. He has been presented as a candidate for substitute outside corporate auditor because he is expected to perform his role as corporate auditor by utilizing his knowledge and backed by his learning as a university professor.

He has never participated in corporate management, however, we determined that he can appropriately serve as outside corporate auditor for the reasons stated above.