

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT an Annual General Meeting (“AGM”) of Zijin Mining Group Company Limited (the “Company”) for the year ended 31 December 2005 will be held at 10:00 a.m. on 18 May 2006, Thursday, at the conference room on the 1st floor of the Company’s office building at Shanghang County, Fujian Province, the PRC to consider, approve and authorise the following businesses:

ORDINARY RESOLUTIONS

1. to consider and approve:
 - 1.1 Report of the Board of Directors of the Company for 2005
 - 1.2 Report of Supervisory Committee of the Company for 2005
 - 1.3 audited consolidated financial statements and Report of the international auditors of the Company for the year ended 31 December 2005;
2. to consider and approve the profit distribution proposal of the Company and the relevant declaration and payment of a final dividend for the year ended 31 December 2005;
3. to consider and approve the remuneration of the Directors and Supervisors for the year ended 31 December 2005;
4. 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 ending 31 December 2006, and to authorise the Board of Directors to determine their remuneration;

SPECIAL RESOLUTIONS

5. to consider and approve the proposal regarding issue of new shares by conversion of the surplus reserve fund:

An amount of RMB525,652,364 in the Company’s surplus reserve fund will be converted into 5,256,523,640 shares of RMB0.1 each and to issue 10 additional new ordinary shares by the conversion of every 10 ordinary shares on the basis of 5,256,523,640 shares in issue at the end of 2005 to shareholders.
6. to consider and approve the various amendments to certain provisions in the Articles of Association, provided that such provisions shall be independent, without affecting the validity of other provisions;
 - 6.1 In the view of the transfer in domestic share of the Company in 2006, and subject to passing of the No. 5 resolution above, the Company’s registered capital and capital structure will be changed.
 - 6.1.1 Article 16 of the Articles of Association be amended as:

“The existing share capital structure of the Company: The total issued ordinary share capital of the Company is 10,513,047,280 of nominal value of RMB0.1 each, including:

Minxi Xinghang State-owned Assets Investment Company Limited owns 3,368,721,696 Shares, representing 32.04% of the total issued ordinary shares of the Company;

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Xinhuadu Industrial Company Limited owns 1,383,200,000 Shares, representing 13.16% of the total issued ordinary shares of the Company;

Shanghang County Jinshan Trading Company Limited owns 1,324,760,000 Shares, representing 12.60% of the total issued ordinary shares of the Company;

Fujian Xinhuadu Engineering Company Limited owns 532,000,000 Shares, representing 5.06% of the total issued ordinary shares of the Company;

Xiamen Hengxing Industrial Company Limited owns 380,000,000 Shares, representing 3.62% of the total issued ordinary shares of the Company;

Fujian Gold Group Company Limited owns 120,572,168 Shares, representing 1.15% of the total issued ordinary shares of the Company;

Fujian Xinhuadu Department Store Company Limited owns 114,948,000 Shares, representing 1.09% of the total issued ordinary shares of the Company;

Mr. Chen Jinghe owns 60,000,000 Shares, representing 0.57% of the total issued ordinary shares of the Company;

Fujian Minxi Geologist owns 24,493,416 Shares, representing 0.23% of the total issued ordinary shares of the Company; and

Holders of the overseas listed foreign shares owns 3,204,352,000 Shares, representing 30.48% of the total issued ordinary shares of the Company.”

6.2 Article 19 of the Articles of Association be amended as:

“The registered capital of the Company is RMB1,051,304,728.”

7. to consider and authorize the Board of Directors of the Company (among other things):
- a) to issue, allot and deal with once or more than once during the Relevant Period (as defined below) additional Shares, whether Domestic Shares or H Shares, which shall not exceed 20 percent of the aggregate nominal amount of Domestic Shares or H Shares of the Company in issue as of the date of passing this Resolution, subject to obtaining approval from any government and / or regulatory authorities in accordance with the applicable laws. In the exercise of their power to allot and issue shares, the authority of the Board of Directors shall include (without limitation):
 - (i) the determination of the number of the additional Shares to be issued;
 - (ii) the determination of the issue price of the additional Shares;
 - (iii) the determination of the opening and closing dates of the issue of the additional Shares;
 - (iv) the determination of the number of the additional Shares (if any) to be issued to the existing shareholders;
 - (v) to grant or give authorisation to grant offers, to enter into or give authorisation to enter into agreements and to exercise options for the purpose of exercising the said powers;

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- b) upon the exercise of the powers pursuant to paragraph (a) above, the Board of Directors may during the Relevant Period grant or give authorisation to grant offers, to enter into or give authorisation to enter into agreements and to exercise or give authorisation to exercise options and that the relevant additional Shares relating thereto may only be allotted and issued after the expiry of the Relevant Period; and
 - (c) to amend the Articles of Association, if applicable, provided that the amendments are made in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Company Law of the People's Republic of China (as the same may be amended from time to time) and that all necessary approvals from the relevant PRC government authorities are obtained; and
 - (d) for the purposes of this Resolution:
 - “Relevant Period” means the period from the date of the passing of this Resolution until whichever is the earlier of:
 - (i) twelve months from the date of the passing of this resolution;
 - (ii) the conclusion of the next annual general meeting of the Company; and
 - (iii) the date on which the mandate granted by this Resolution is revoked or varied by a special resolution of the shareholders in general meeting.
8. with reference to resolutions no. 5, 6, 7 above, the Board of Directors be authorised:
- (a) to approve, execute and enter into, all such documents, deeds and things as it may consider necessary in connection therewith;
 - (b) to make such amendments to the Articles of Association of the Company as it thinks fit; and
 - (c) to make all necessary filings and registrations with the relevant PRC, Hong Kong and/or other authorities.
9. to consider and approve resolutions (if any) raised by any shareholder holding 5% and above of the total number of Shares having voting rights on the general meeting.

By order of the Board of Directors

Fan Cheung Man

Company Secretary

Fujian, the PRC, 30 March, 2006

Notes:

- (A) The Company's register of H Shares members will be closed from Tuesday, 18 April, 2006 to Wednesday, 17 May, 2006 (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 Tuesday, 18 April, 2006, upon the completion of the registration procedures, will be entitled to attend the AGM and to vote in the meeting. To be entitled to attend the AGM and to vote in the meeting, their instruments of transfer must be delivered to the Registrar of H Shares of the Company no later than 4:00 p.m. on Thursday, 13 April, 2006.

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The address of the Hong Kong Registrar of H Shares of the Company 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 AGM, must complete and return the reply slip in writing to the Board secretariat of the Company twenty days before the convening of the AGM, that is Friday, 28 April, 2006.

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

1 Zijian Road
Shanghang County
Fujian Province
The PRC
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 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 2005 annual report.
- (D) The instrument appointing a proxy must be in writing and signed by the appointor or by his attorney duly authorised in writing. In the event that such instrument is signed by an attorney of the appointor, an authorisation that authorised such signatory shall be notarized.
- (E) To be valid, a form of proxy (or if it is signed by his attorney duly authorised in writing, 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: 46th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong.
- (F) 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. 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 24 hours before the specified time for the holding of the AGM, its address is set out in Note (B) above.
- (G) 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.
- (H) The AGM is expected to last for half a day, and shareholders attending the AGM will be responsible for their own travelling and accommodation expenses.