

Notice of the Annual General Meeting

Notice is hereby given that the annual general meeting ("Annual General Meeting") for the year 2006 of the Zhaojin Mining Industry Company Limited (the "Company") will be held in Huiquan Dynasty Hotel's meeting room, Qingdao City, Shandong, the PRC on Tuesday, 22 May 2007 at 8:00 a.m. for the following purposes:

- (1) To consider and pass the following as ordinary resolution:
 1. the report of the board of Directors ("Board") of the Company as at 31 December 2006;
 2. the report of the supervisory committee of the Company as at 31 December 2006;
 3. the audited financial report of the Company as at 31 December 2006;
 4. the proposal of allocation of the profit attributable to the shareholders of the Company as at 31 December 2006;
 5. to re-appoint Ernst & Young and Beijing Tin Wha Certified Public Accountants as the international and PRC auditors of the Company and to authorize the Board to decide on their remuneration; and
 6. the budget of the Company for the year ended 31 December 2007.
- (2) To consider other resolutions proposed by the shareholders of the Company, if any.

By Order of the Board
LU Dongshang
Chairman

Zhaoyuan, the PRC, 4 April 2007

Notes:

1. The holders of H shares ("H Shares") of the Company should note that the register of members of the Company will be closed from 23 April 2007 to 22 May 2007 (both days inclusive), during which period no transfer of shares can be registered. In order to qualify for attending the Annual General Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's H shares registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H shares) or the registered office address of the Company (for holders of domestic shares), no later than 4:00 p.m. on 20 April 2007.
2. Shareholders of the Company whose names appear on the H Shares register of members of the Company before the close of business on 20 April 2007 are entitled to attend and vote at the Annual General Meeting or any adjourned meetings, and are entitled to the final dividend of year 2006.
3. If shareholders appoints more than one proxy to attend the meeting, its proxy can only vote by poll.
4. 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 shareholder) 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 2006 annual report and the policies on declaring and payment of final dividend.

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5. 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.
6. If the proxy form is signed by a person under a power of attorney or other authority, the power of attorney or other authority must be notarially certified. In order to be valid, the notarially certified copy of such power of attorney or other authority under which it is signed together with the proxy form must be deposited at the H Shares registrar of the Company, Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time for holding the Annual General Meeting or the place of business of the Company in the PRC (for holders of domestic shares) not less than 24 hours before the time for holding the Annual General Meeting.
7. Shareholder who intends to attend the Annual General Meeting should return the reply slip by hand, by post, by telegram or by fax to the registered address of the Company before 2 May 2007. Completion and return of the reply slip of the Annual General Meeting will not preclude a shareholder from attending the Annual General Meeting.
8. The Annual General Meeting is expected to be held for less than half a day. Shareholders who attend the meeting shall arrange for their own transportation and accommodation at their own expenses.

The registered address of the Company is as follows:

2 Wenhua Road, Zhaoyuan City, Shandong Province, PRC
Tel: (86-535) 8256086
Fax: (86-535) 8262256
Postal code: 265400

As at the date of this notice, the Board comprises:

Executive Directors: Mr. Lu Dongshang, Mr. Wang Peifu, and Mr. Ma Yushan

Non-executive Directors: Mr. Guo Guangchang, Mr. Wu Ping, Mr. Liu Gendong and Mr. Cong Jianmao

Independent non-executive Directors: Mr. Zhai Yusheng, Mr. Yan Hongbo, Mr. Ng Ming Wah, Charles and Mr. Li Dingan