

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT an Annual General Meeting (“**AGM**”) of Zijin Mining Group Co., Ltd. (the “**Company**”) for the year ended 31 December, 2004 will be held at 10:00 a.m. on 31 May, 2005, Tuesday, 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 2004
 - 1.2 Report of Supervisory Committee of the Company for 2004
 - 1.3 consolidated audited financial statements and Report of the international auditors of the Company for the year ended 31 December, 2004;
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, 2004;
3. to consider and approve the remuneration of the Directors and Supervisors for the year ended 31 December, 2004;
4. to consider and approve the annual remuneration proposal of the Directors and Supervisors of the Company for the year ended 31 December, 2005;
5. 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, 2005, and to authorise the Board of Directors to determine their remuneration;
6. to consider and approve the proposal of conversion of the Company into a joint stock limited company with foreign investment;

SPECIAL RESOLUTIONS

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

An amount of RMB262,826,182 in the Company’s surplus reserve fund will be converted into 2,628,261,820 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 2,628,261,820 shares in issue at the end of 2004 to shareholders.

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8. to consider and authorize the Board of Directors of the Company (among other thing):
 - a) to issue, allot and deal with additional Shares, whether Domestic Shares or H Shares, which shall not exceed 20 per cent 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; and
 - b) to amend the Articles of Association, if necessary, 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 only if all necessary approvals from the relevant PRC government authorities are obtained; and
9. to consider and approved each of the proposed amendments to certain provisions of the Articles of Association of the Company, which is independent and shall not affect the validity of others;

9.1 In the view of combination of two mining permits of the Company into one,

9.1.1 The second paragraph of Article 10 of the Articles of Association be amended as:

"The principal scope of operations of the Company includes exploration, development (mining, selection and refining), design and research of solid mine (limited to type of mine with mining permit), design, manufacturing and sales of mineral products and ordinary machinery and facilities, retail sales of gold products; information technology services, industrial production data base, hydraulic power generation, production (subject to those with production permit) and sales (excluding hazardous chemical products) of chemical products, investment in hotels and mining projects, exporting self-produced products and technology, operation of raw material and auxiliary materials for its own production, importing apparatus and device, machinery and facilities, parts and components and technology (excluding commodity limited to Company's operation and prohibited importing or exporting), processing and "three incoming and one auxiliary" business. (The above business operation involves the provision on special projects of the State)."

9.2 In the view of the changes in domestic share capital of the Company in 2004, and subject to passing of the No. 7 resolution above, the Company's registered capital and capital structure will be changed.

9.2.1 The 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 5,256,523,640 of nominal value of RMB0.1 each, including:

Minxi Xinghang State-owned Assets Investment Company Limited owns 1,684,360,848 Shares, representing 32.04% of the total issued ordinary share capital of the Company;

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Xinhuadu Industrial Company Limited owns 691,600,000 Shares, representing 13.16% of the total issued ordinary share capital in issue of the Company;

Shanghang County Jinshan Trading Company Limited owns 672,380,000 Shares, representing 12.79% of the total issued ordinary share capital of the Company;

Fujian Xinhuadu Engineering Company Limited owns 266,000,000 Shares, representing 5.06% of the total issued ordinary share capital of the Company;

Xiamen Hengxing Industry Company Limited owns 190,000,000 Shares, representing 3.62% of the total issued ordinary share capital of the Company;

Fujian Gold Group Company Limited owns 60,286,084 Shares, representing 1.15% of the total issued ordinary share capital of the Company;

Fujian Xinhuadu Department Store Company Limited owns 57,474,000 Shares, representing 1.09% of the total issued ordinary share capital of the Company;

Mr. Chen Jinghe owns 20,000,000 Shares, representing 0.38% of the total issued ordinary share capital of the Company;

Fujian Minxi Zijin Mining Group Limited owns 12,246,708 Shares, representing 0.23% of the total issued ordinary share capital of the Company; and

Holders of the overseas listed foreign shares owns 1,602,176,000 Shares, representing 30.48% of the total issued ordinary share capital of the Company.”

9.2.2 The Article 19 of the Articles of Association be amended as:

“The registered capital of the Company is RMB525,652,364.”

10. with reference to the resolutions no. 6 to 9 above, the Board of Directors be authorised:

- (a) to approve, execute and do, 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.

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11. 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, 7 April, 2005

Notes:

- (A) The Company's register of H Shares members will be closed from Thursday, 28 April, 2005 to Friday, 27 May, 2005 (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, 3 May, 2005, 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 Wednesday 27 April, 2005.

The address of the Hong Kong Registrar of H Shares of the Company is:

Computershare Hong Kong Investor Services Limited,
Room 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 Tuesday, 10 May, 2005.

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

1 Zijin Road
Shanghang County
Fujian Province
The PRC
Tel: (86) 597 384 1468 (86) 592 396 9662
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. Shareholders who appoint over one proxies, 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 2004 annual report.
- (D) The instrument appointing a proxy must be writing under the hand of the appointor or 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.

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- (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 be for half a day, and shareholders attending the AGM will be responsible for their own travelling and accommodation expenses.