



## 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 OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of Zijin Mining Group Co., Ltd.\* ("the Company") will be held at the Company's conference room at the 1st floor of the Company's office building at Shanghang County, Fujian Province The People's Republic of China (the "PRC") on 7th April 2006 (Friday) at 9:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions which will be proposed as ordinary resolutions:

#### **ORDINARY RESOLUTIONS**

**"THAT:**

- (1) the agreement entered into between the Company and 福建省新華都工程有限責任公司 (Fujian Xinhudu Engineering Company Limited) on 18 January, 2006 (the "Xinhudu Contracting Agreement") (copy of which is tabled at the meeting and marked "A" and initialled by the chairman of the meeting for identification purpose), the terms thereof and the non-exempt continuing connected transactions (the "Non-exempt Continuing Connected Transactions") contemplated thereunder be and are hereby approved, ratified and confirmed;
- (2) the proposed new annual cap of the Xinhudu Contracting Agreement for each of the three years ended 31st December, 2008 being RMB90,000,000, RMB120,000,000 and RMB150,000,000 respectively be and are hereby approved;
- (3) the agreement entered into between the Company and 福建省上杭鴻陽礦山工程有限公司 (Fujian Shanghang Hongyang Mine Engineering Company Limited) on 18 January, 2006 (the "Hongyang Contracting Agreement") (copy of which is tabled at the meeting and marked "B" and initialled by the chairman of the meeting for identification purpose), the terms thereof and the non-exempt continuing connected transactions (the "Non-exempt Continuing Connected Transactions") contemplated thereunder be and are hereby approved, ratified and confirmed;
- (4) the proposed new annual cap of the Hongyang Contracting Agreement for each of the three years ended 31st December, 2008 being RMB70,000,000, RMB100,000,000 and RMB120,000,000 respectively be and are hereby approved; and

- (5) any one director of the Company be and is hereby authorised for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/her to be incidental to, ancillary to or in connection with the Non-exempt Continuing Connected Transactions.”

**Zijin Mining Group Co., Ltd.\***  
*The Board of Directors*

21 February 2006

\* *The Company's English name is for identification purpose only*

**Notes:**

1. The register of members of the Company will be closed from 8 March 2006 (Wednesday) to 7 April 2006 (Friday) (both days inclusive), during which period no H share transfers will be effected. Shareholders of the Company whose names appear on the register of members of the Company before 4:00 p.m. on 8 March 2006 (Wednesday) (and the Directors, the Supervisors and the senior officers of the Company are entitled to attend the EGM or any adjournment thereof 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 7 March 2006 (Tuesday).

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

2. Shareholders of the Company who intend to attend the EGM are asked to send the completed and signed reply slip for attendance dispatched to the Company's shareholders together with the circular dated 21 February 2006 to the Board Secretariat of the Company at least 20 days before the EGM, being 17 March 2006 (Friday), by hand, by post or by facsimile. The written reply will not affect the right of the shareholders (see Note 1 above) to attend and vote at the EGM. The completion and deposit of a form of proxy will not preclude any shareholder from attending and voting in person at the EGM or any adjournment thereof.

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) 597 385 1468 (86) 592 396 9662  
Fax: (86) 592 396 9667

3. A shareholder of the Company entitled to attend and vote at the EGM may appoint one or more proxies (whether the person is a shareholder of the Company or not) to attend and vote on his/her behalf at the EGM. When a shareholder appoints more than one proxy, such proxies may only vote on a poll. Each shareholder (or his/her proxy or proxies) shall be entitled to one vote for each share held.

4. Shareholders of the Company must appoint a proxy or proxies in writing i.e. the original proxy form dispatched to the Company's shareholders together with the circular dated 21 February 2006 or a copy of it, which shall be signed by the person appointing the proxy or proxies or by his/her duly authorised attorney. If the form of proxy is signed by an attorney, the document appointing the attorney must be certified by a notary public. If the appointing shareholder is a legal person, the legal person's seal or the signature of its director(s) or representative(s) duly authorised in writing is required. To be valid, a notarially certified power of attorney or other authority (if any) and the form of proxy must be received by the Company's Registrar of H Shares — Computershare Hong Kong Investor Services Limited 24 hours prior to the commencement of the EGM. The address is: 46th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong. A form of proxy for use at the EGM is dispatched to the Company's shareholders together with the circular dated 21 February 2006.
5. Shareholders of the Company or their proxies shall present proof of identity upon attending the EGM. Should a proxy be appointed, the proxy shall also present his/her form of proxy.
6. The EGM is expected to last half a day. Shareholders who attend the EGM shall bear their own travelling and accommodation expenses.

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

***Executive Directors:***

Chen Jinghe (*the Chairman*)  
Liu Xiaochu  
Luo Yingnan  
Lan Fusheng  
Rao Yimin

***Independent Non-executive Directors:***

Yang Dali  
Yao Lizhong  
Loong Ping Kwan

***Non-executive Director:***

Ke Xiping

Please also refer to the published version of this announcement in The Standard.