



## 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)

### ANNOUNCEMENT OF EXTRAORDINARY GENERAL MEETING RESOLUTIONS

At the extraordinary general meeting (the "EGM") of Zijin Mining Group Co., Ltd.\* (the "Company") held at the Company's conference room at 1st Floor, Shanghang County, Fujian Province, The People's Republic of China (the "PRC") on 7 April 2006 at 9:00 a.m., poll voting was taken in accordance with the Company's articles of association for voting on the proposed resolutions, as set out in the notice of EGM dated 21st February, 2006. All resolutions were approved by independent shareholders (excluding Fujian Xinhua Engineering Company Limited and its associates (including Xinhua Industrial Company Limited, Fujian Xinhua Department Store Company Limited and Xiamen Hengxing Industrial Company Limited)) and the board of directors (the "Board") of the Company is pleased to announce the poll results in respect of the resolutions of the EGM of the Company as follows:

	<b>Resolutions</b>	<b>No. of Votes (%) For</b>	<b>No. of Votes (%) Against</b>	<b>Total Votes</b>
1.	the agreement entered into between the Company and 福建省新華都工程有限責任公司 (Fujian Xinhua Engineering Company Limited) on 18 January, 2006 (the "Xinhua 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	3,201,176,140 (100%)	0 (0%)	3,201,176,140 (100%)

	<b>Resolutions</b>	<b>No. of Votes (%) For</b>	<b>No. of Votes (%) Against</b>	<b>Total Votes</b>
2.	the proposed new annual cap of the Xinhuadu 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	3,201,176,140 (100%)	0 (0%)	3,201,176,140 (100%)
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	3,201,176,140 (100%)	0 (0%)	3,201,176,140 (100%)
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	3,201,176,140 (100%)	0 (0%)	3,201,176,140 (100%)
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	3,197,616,140 (99.89%)	3,552,000 (0.11%)	3,201,168,140 (100%)

All the above resolutions were passed as ordinary resolutions. Shareholders may refer to the circular dated 21st February, 2006 issued to shareholders for details of the resolutions.

As at the date of the EGM, the total number of issued shares of the Company is 5,256,523,640, comprising 3,654,347,640 domestic shares, and 1,602,176,000 H shares listed on the Stock Exchange, which was the total number of shares entitling the holders to attend. Save that Fujian Xinquadu Engineering Company Limited and its associates (including Xinquadu Industrial Company Limited, Fujian Xinquadu Department Store Company Limited and Xiamen Hengxing Industrial Company Limited) holding 1,205,074,000 domestic shares or about 22.93% of the total issued share capital of the Company has abstained from voting for or against all the resolutions proposed at the EGM, there is no other restriction on shareholders to cast vote on any of the aforesaid resolutions passed at the EGM. The total number of shares entitling the holders to vote for or against the resolution at the EGM is 4,051,449,640, representing approximately 77.07% of the total issued share capital of the Company.

Computershare Hong Kong Investor Services Limited, the share registrar of the Company, has acted as the scrutineer for the vote-taking in the EGM of the Company.

By Order of the Board  
**Zijin Mining Group Co., Ltd.\***  
**Chen Jinghe**  
*Chairman*

Hong Kong, 7th April 2006

\* *For indication only*

As at the date of this announcement, 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.