



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 THE SECOND EXTRAORDINARY GENERAL MEETING IN 2006

NOTICE IS HEREBY GIVEN THAT the Second 2006 Extraordinary General Meeting (“EGM”) of Zijin Mining Group Co., Ltd. (the “**Company**”) will be held at 9:00 a.m. on 18 August 2006, Friday, at the conference room on the 1st floor at No.1, Zijin Road, Shanghang County, Fujian Province, the PRC, for the purpose of considering and, if thought fit, passing the following:

BY WAY OF SPECIAL RESOLUTION

1. “That the proposed amendments to the Articles of Association of the Company, (details of which are set out in Appendix 2 to the circular dispatched to the shareholders of the Company on 30 June 2006) be and are hereby considered and approved and each amended article is independent and shall not affect the validity of other articles; and any director or secretary to the board of directors be and is hereby authorized to modify the wordings of such amendments as appropriate (such amendments will not be required to be approved by the shareholders of the Company) and to do all such things as necessary in respect of the amendments to the Articles of Association pursuant to the requirements (if any) of the relevant PRC authorities (including but not limited to, all applications, filings and registrations with the relevant authorities).”

BY WAY OF ORDINARY RESOLUTIONS

2. To elect directors of the third Board of Directors by way of cumulative voting;
3. To elect supervisors representing the shareholders of the Company of the third Supervisory Committee by way of cumulative voting and to confirm the appointment of the supervisors representing the staff and workers of the Company;
4. To authorise the Board of Directors to enter into service contract and/or appointment letter with each of the newly elected directors and supervisors respectively subject to such terms and conditions as the Board of Directors shall think fit and to do all such acts and things to give effect to such matters;

5. To authorise the Board of Directors to determine the remuneration of the newly elected directors and supervisors;

By order of the Board of Directors
Fan Cheung Man
Company Secretary

Fujian, the PRC, 30 June 2006

Notes:

- (A) The Company's register of H Shares members will be closed from Wednesday, 19 July 2006 to Thursday, 17 August 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 Thursday, 20 July 2006 will be entitled to attend and vote at the EGM. In order to qualify to attend and vote at the EGM, all instruments of transfer must be delivered to the Registrar of H Shares of the Company no later than 4:00 p.m. on Tuesday, 18 July, 2006.

The address of the Hong Kong Registrar of H Shares 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 EGM must return the completed and signed reply slip to the Office for the Secretary to the Board of the Company at least twenty days before the EGM, being Saturday, 29 July 2006 by hand, by post or by facsimile.

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

No.1 Zijin Road
Shanghang County
Fujian Province
People's Republic of China
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 EGM are entitled to appoint one or more proxies (whether or not a member) to attend and vote on his behalf at the EGM. For shareholders who appoint more than one proxy, those proxies can only exercise their voting rights by way of poll. Shareholders who intend to appoint one or more proxies should first read the Company's circular.
- (D) The instrument appointing a proxy must be in writing under the hand of the appointer or his attorney duly authorised in writing. In the event that such instrument is signed by an attorney of the appointer, the power of attorney authorising that attorney to sign or other documents of authorisation shall be notarised.
- (E) To be valid, the form of proxy and ballot form (and if the form of proxy is signed by a person under a power of attorney or other authority on behalf of the appointer, then together with such power of attorney or other authority) must be deposited to the Registrar of H Shares of the Company, Computershare Hong Kong Investor Services Limited at 46th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, no later than 24 hours before the specified time for the holding of the EGM.

- (F) Holders of Domestic Shares who has the right to attend and vote at the EGM 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 Office for the Secretary to the Board of the Company at the address set out in Note (B) above 24 hours before the specified time for the holding of the EGM.
- (G) If a proxy is appointed to attend the EGM on behalf of a shareholder, the proxy must produce his document and the authorisation instrument with the date of issue and duly signed by the proxy or the legal representative. In the case of appointing a legal representative, such legal representative must produce his own identification document and the relevant identification document to identify his identity as the legal representative. If a shareholder appoints a company other than its legal representative to attend the EGM, such representative must produce his own identification document and the authorisation instrument bearing the company chop of the legal person shareholder duly authorised by its legal representative.
- (H) The EGM is expected to last for half a day, and shareholders attending the EGM shall be responsible for their own travelling and accommodation expenses.
- (I) Regarding items 2 to 3 of this notice, the biographical details of the candidates proposed to be elected as Directors and Supervisors have been set out in the Appendix to the circular in connection with the proposed election of Directors and Supervisors, and shall be dispatched to the shareholder.

** For identification purpose only*

As at the date of this notice of EGM, the Board of Directors of the Company comprises Messrs. Chen Jinghe (Chairman), Liu Xiaochu, Luo Yingnan, Lan Fusheng, and Rao Yimin as executive directors, Mr. Ke Xiping as non-executive director, and Messrs. Yang Dali, Yao Lizhong, and Loong Ping Kwan as independent non-executive directors.

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