



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 THIRD EXTRAORDINARY GENERAL MEETING IN 2006

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 No.1 Zijin Road, Shanghang County, Fujian Province, The People's Republic of China (the "PRC") on 28 December 2006 (Thursday) 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's subsidiary — Bayannaer Zijin and 甘肅建新實業集團有限公司 (Gansu Jianxin Enterprise Group Company Limited) on 23 October 2006 (the "2006-2008 Agreement") (copy of which is tabled at the meeting and marked "A" and initialed by the chairman of the meeting for identification purpose), the terms thereof and the non-exempt continuing connected transaction (the "Non-exempt Continuing Connected Transaction") contemplated thereunder be and are hereby approved, ratified and confirmed;
- (2) the proposed annual cap of the 2006-2008 Agreement for each of the three years ended 31 December 2008 being RMB75,000,000, RMB1,200,000,000 and RMB1,200,000,000 respectively be and are hereby approved; and
- (3) 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 Transaction."

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

13 November 2006

Notes:

1. The register of members of the Company will be closed from 29 November 2006 (Wednesday) to 28 December 2006 (Thursday) (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 29 November 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 28 November 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 13 November 2006 to the Board Secretariat of the Company at least 20 days before the EGM, being 8 December 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) 597 384 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 13 November 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 13 November 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
Huang Xiaodong
Zou Laichang

Independent Non-executive Directors:

Chen Yuchuan
Su Congfu
Lin Yongjing
Loong Ping Kwan

Non-executive Director:

Ke Xiping

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

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