



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 (the “**EGM**”) of Zijin Mining Group Co., Ltd.* (the “**Company**”) will be held at 1st Floor, 1 Zijin Road, Shanghang County, Fujian Province, the People’s Republic of China (the “**PRC**”) on Monday, 26 March 2007 at 9:00a.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolutions. Unless otherwise indicated, capitalized terms used herein shall have the same meaning as those defined in the announcement of the Company dated 1 February 2007 (“**Announcement**”):

AS SPECIAL RESOLUTIONS

1. “**THAT** subject to and conditional upon the obtaining of the approval from the CSRC regarding the proposed Share Consolidation and the Proposed A Share Issue of A Shares of RMB1.00 each and the granting of approval by the Listing Committee for the listing of, and permission to deal in the Consolidated H Shares, the Board is authorized to decide (by reference to the relevant law, rules and regulations and the request of the Relevant Authorities) whether to effect the Share Consolidation on the following terms and conditions:
 - (a) every ten (10) issued ordinary shares of RMB0.10 each in the share capital of the Company be consolidated into one (1) share of RMB1.00 each (each a “**Consolidated Share**”), such Consolidated Shares shall rank pari passu in all respects with each other;
 - (b) no fractional Consolidated Shares will be issued to the holders of the Domestic Shares and H Shares and all fractions of the Consolidated H Shares to which holders of issued H Shares of RMB1.00 each in the share capital of the Company would otherwise be entitled, if any, shall be aggregated, and sold for the benefit of the Company; and
 - (c) the directors of the Company (the “**Directors**”) be and are hereby generally authorized to do all such acts and things and execute such documents, including under the seal of the Company, where applicable, as they consider necessary or expedient to give effect to the foregoing arrangements (including application for and registration of the change in the structure of the registered share capital of the Company).”

2A. “**THAT** the Proposed A Share Issue and each of the following proposed terms and conditions be and are hereby individually approved:

- Type of securities to be issued : A Shares
- Place of listing : Shanghai Stock Exchange
- Number of A Shares to be issued : A maximum of 150,000,000 A Shares of RMB1.00 each or 1,500,000,000 A Shares of RMB0.10 each. The final number of A Shares to be issued and the structure of the issue is subject to the approval by CSRC and other Relevant Authorities and adjustments (if any) made by the Board as authorized by the Shareholders at the EGM and the Class Meetings.
- Target subscribers : Members of the PRC public (i.e. PRC individuals and institutional investors (including qualified foreign institutional investors recognised in the PRC) having A Share accounts with the Shanghai Stock Exchange), except those prohibited under PRC laws and regulations
- Nominal value : RMB1.00 or RMB0.10 per A Share (depending on the approval of the Relevant Authorities)
- Rights attached to A Share : The A Shares, except as otherwise provided for in the applicable laws, rules and regulations and the Articles of Association, will rank pari passu in all respects with the Domestic Shares or the Consolidated Domestic Shares (as the case may be) and H Shares or the Consolidated H Shares (as the case may be). Once the Proposed A Share Issue is completed, both new and existing Shareholders will be entitled to share the accumulated retained earnings at the time of the Proposed A Share Issue.

For the avoidance of doubt, the holders of the A Shares will not be entitled to any dividends declared prior to the issue of A Shares.

Basis for determining the issue price : The issue price of the Proposed A Share Issue will be determined on the basis of market conditions, the condition prevailing in the PRC securities market at the time of the Proposed A Share Issue by way of customary market consultation and such other ways as approved by CSRC. Thus, the amount of funds to be raised from the Proposed A Share Issue cannot be confirmed at the date of the Announcement, but the offer price will not be lower than 90% of the higher of (i) the average closing price of the Company's Consolidated H Shares or H Shares (as the case may be) on the Stock Exchange for the 20 Trading Days preceding to the date of the A Share Prospectus or (ii) the closing price of the Company's Consolidated H Shares or H Shares (as the case may be) on the Stock Exchange on the Trading Day immediately preceding to the date of the A Share Prospectus.

Method of issue : The issue will be conducted via placement through offline offering to institutional investors as approved by CSRC, and placement through online subscription at issue price, or such other method as approved by CSRC.”

2B. “**THAT** subject to the passing of special resolution 2A above, the following terms and conditions in relation to the use of proceeds from the Proposed A Share Issue be and is hereby approved:

Use of proceeds : The Company is principally engaged in the exploration, mining, production, refining and sale of gold and other mineral resources in the PRC. The net proceeds from the Proposed A Shares Issue will be used to expand its business in relation to the exploration, mining, production, refining and sale of gold and other mineral resources in or outside the PRC.

The Board intends to apply the net proceeds from the Proposed A Share Issue as follows:

- as to approximately RMB1,520 million for expansion of open-pit mining in the Zijinshan gold and copper mine;
- as to approximately RMB462 million for expansion of Hunchun gold and copper mine;

- as to approximately RMB199 million for a 200 tonnes/day refractory gold concentrates smelter/refinery project;
- as to approximately RMB357 million for exploration projects;
- as to approximately RMB300 million for acquisition of mining rights;
- as to approximately RMB93 million for increase in registered capital of associate company(ies); and
- as to approximately RMB3,150 million for overseas investment, which includes:
 - acquisition of the shares of an overseas company;
 - acquisition of an overseas gold mine;
 - submitting tender for a copper mining project in Peru; and
 - developing an overseas lead and zinc project.

The proceeds obtained from the Proposed A Share Issue (after deducting the administrative costs in relation to the Proposed A Share Issue) shall be used to facilitate the above mentioned projects first. To the extent that the net proceeds from the Proposed A Share Issue are higher than the above, the additional net proceeds shall be used as general working capital. To the extent that the net proceeds from the Proposed A Share Issue are not sufficient to fund the uses set forth above, the Company shall fund the balance through various means.

The Board is authorized to determine the use of the proceeds by taking into account the actual funds raised and the circumstances of each of the above-mentioned projects but subject to the approval of the Relevant Authorities.”

2C. “**THAT** subject to the passing of special resolution 2A above, the Proposed A Share Issue and the following terms and conditions in relation to the authorization to be given to the Board be and is hereby approved:

Authorisation given to the Board : the Board be and are hereby authorized with full power to take all necessary actions and/ or sign any documents in connection with the Proposed A Share Issue, including but not limited to the following matters:

- (a) to deal with the issue and listing with respect to the Proposed A Share Issue and other related application procedures and other formalities (including but not limited to the proposed listing of the A shares on the Shanghai Stock Exchange);
- (b) to confirm the appropriate time of issue, manner of issue, and to determine the issue price, par value of A Shares and issue quantity according to the market conditions and in compliance with the relevant regulations;
- (c) to approve the application of the use of the net proceeds from the Proposed A Share Issue subject to the approval of the CSRC;
- (d) to approve each of the documents and contracts relating to the Proposed A Share Issue;
- (e) to make appropriate and necessary amendments of the relevant provisions of the Articles of Association and the Procedural Rules of the Company in connection with the Proposed A Share Issue;
- (f) to deal with the registration procedures in respect of the change in registered capital and the amendments of the Articles of Association upon completion of the Proposed A Share Issue;
- (g) to deal with all procedures relating to the Proposed A Share Issue according to laws including all the procedures that are required to be followed under the laws, regulations and listing rules of the places of listing of the Domestic and H Shares.”

- 2D. “**THAT** such resolutions 2A, 2B and 2C will be effective for a period of 1 year from the date of approval at the EGM and the separate Class Meetings.”
3. “**THAT** the amendments of the Articles of Association of the Company in the form as set out in Appendix 1 to the circular of the Company setting out the details of the resolutions to be considered at the EGM (the “**Circular**”) be and are hereby approved and such amendments shall take effect upon completion of the Proposed A Share Issue, conditional upon obtaining any approval, endorsement or registration as may be necessary from the Relevant Authorities, and the Board be and are hereby authorized to deal with on behalf of the Company the relevant application, approval, registration, filing procedures and other related issues arising from the amendments of the Articles of Association; and the Directors be and are hereby authorized and empowered to make further amendments to the Articles of Association in order to fulfill any request that may be raised or made by the Relevant Authorities during the approval, endorsement and/or registration of the amendments of the Articles of Association.”
4. “**THAT** the Rules and Procedures of the Board (as set out in Appendix 2 to the Circular) be and is hereby approved and adopted by the Company in substitution and to the exclusion of the existing rules, such Rules and Procedures of the Board shall take effect conditional upon any approval, endorsement or registration (as applicable) from or with the Relevant Authorities; and the Board be and are hereby authorized and empowered to make further amendments of the Rules and Procedures of the Board in order to fulfill any request that may be raised or made by the Relevant Authorities during the approval, endorsement and/or registration of the Rules and Procedures of the Board.”
5. “**THAT** the Rules and Procedures of Shareholders’ General Meetings (as set out in Appendix 3 to the Circular) be and is hereby approved and adopted by the Company in substitution and to the exclusion of the existing rules, such Rules and Procedures of Shareholders’ General Meetings shall take effect conditional upon any approval, endorsement or registration (as applicable) from or with the Relevant Authorities; and the Board be and are hereby authorized and empowered to make further amendments of the Rules and Procedures of Shareholders’ General Meetings in order to fulfill any request that may be raised or made by the Relevant Authorities during the approval, endorsement and/or registration of the Rules and Procedures of Shareholders’ General Meetings.”
6. “**THAT** the Rules and Procedures of the Supervisory Committee (as set out in Appendix 4 to the Circular) be and is hereby approved and adopted by the Company in substitution and to the exclusion of the existing rules, such Rules and Procedures of the Supervisory Committee shall take effect conditional upon any approval, endorsement or registration (as applicable) from or with the Relevant Authorities; and the Board be and are hereby authorized and empowered to make further amendments of the Rules and Procedures of the Supervisory Committee in order to fulfill any request that may be raised or made by the Relevant Authorities during the approval, endorsement and/or registration of the Rules and Procedures of the Supervisory Committee.”

AS ORDINARY RESOLUTION

7. “**THAT** the rules for independent directors (“**Independent Directors’ Rules**”) (as set out in Appendix 5 to the Circular) be and is hereby approved and adopted by the Company in substitution and to the exclusion of the existing rules, such Independent Directors’ Rules shall take effect conditional upon any approval, endorsement or registration (as applicable) from or with the Relevant Authorities; and the Board be and are hereby authorized and empowered to make further amendments of the Independent Directors’ Rules in order to fulfill any request that may be raised or made by the Relevant Authorities during the approval, endorsement and/or registration of the Independent Directors’ Rules.”

By order of the Board
Zijin Mining Group Co., Ltd.
Chen Jinghe
Chairman

Fujian, the PRC, 8 February 2007

Notes:

- (A) The Company’s register of H Shares members will be closed from 24 February 2007 to 25 March 2007 (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 24 February 2007 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 4:30 p.m. on 23 February 2007.

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 6 March 2007 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 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 together with the separate Class Meetings are expected to last for half a day, and shareholders attending these meetings shall be responsible for their own travelling and accommodation expenses.
- (I) Shareholders are reminded to read carefully details of the proposed Share Consolidation, the Proposed A Share Issue, proposed amendments of the Articles of Association, proposed amendments of the independent directors' rules and the Procedural Rules as included in the Announcement and the Circular.

As at the date of this notice, the Board of Directors of the Company comprises Messrs. Chen Jinhe (Chairman), Liu Xiaochu, Luo Yingnan, Lan Fusheng, Huang Xiaodong, and Zou Laichang as executive directors, Mr. Ke Xiping as non-executive director, and Messrs. Chen Yuchuan, Su Congfu, Lin Yongjing, and Loong Ping Kwan as independent non-executive directors.

** For identification purpose only*

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