



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 AND
 CLASS MEETINGS RESOLUTIONS**

At the extraordinary general meeting (the “EGM”) and the class meetings (collectively the “Class Meetings”) of each of the holders of H shares and domestic shares of Zijin Mining Group Co., Ltd.* (the “Company”) held at the Company’s conference room at 1st Floor, No. 1, Zijin Road, Shanghang County, Fujian Province, The People’s Republic of China (the “PRC”) on 26 March 2007 (Monday) at 9:00 a.m., 10:00 a.m. and 11:00 a.m. respectively, 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 and the notice of Class Meetings both dated 8 February 2007 and the supplemental notice of EGM and the supplemental notice of Class Meetings both dated 9 March 2007. All resolutions were approved by shareholders 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 and the Class Meetings of the Company as follows:

Special Resolutions	EGM			Class Meeting of H Shareholders			Class Meeting of Domestic Shareholders		
	No. of valid votes For (% of total valid votes cast)	No. of valid votes Against (% of total valid votes cast)	Total valid votes	No. of valid votes For (% of total valid votes cast)	No. of valid votes Against (% of total valid votes cast)	Total valid votes	No. of valid votes For (% of total valid votes cast)	No. of valid votes Against (% of total valid votes cast)	Total valid votes
1. Subject to and conditional upon the obtaining of the relevant approval from the China Securities Regulatory Commission in relation to the proposed Share Consolidation and the Proposed A Share Issue, and the relevant approval from the Listing Committee of the board of The Hong Kong Stock Exchange Limited to list and deal in the Consolidated H Shares, the Board is authorised to decide whether to effect the Share Consideration on the following terms and conditions:	7,188,149,112 (100%)	Nil (Nil)	7,188,149,112	34,000 (100%)	Nil (Nil)	34,000	7,188,123,112 (100%)	Nil (Nil)	7,188,123,112
(a) to consolidate every ten (10) issued ordinary shares of RMB0.10 each in the share capital of the Company into one (1) share of RMB1.00 each (each a “Consolidated Share”), such Consolidated Shares to rank pari passu in all respects with each other;	8,489,354,016 (100%)	Nil (Nil)	8,489,354,016	614,853,574 (100%)	Nil (Nil)	614,853,574	7,188,123,112 (100%)	Nil (Nil)	7,188,123,112
(b) to approve that no fractional Consolidated Shares be issued and all fractions of the Consolidated H Shares, if any, be aggregated, and sold for the benefit of the Company; and	8,489,354,016 (100%)	Nil (Nil)	8,489,354,016	614,853,574 (100%)	Nil (Nil)	614,853,574	7,188,123,112 (100%)	Nil (Nil)	7,188,123,112
(c) to authorise the Board of Directors 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 in 1(a) and 1(b).	8,489,354,016 (100%)	Nil (Nil)	8,489,354,016	614,853,574 (100%)	Nil (Nil)	614,853,574	7,188,123,112 (100%)	Nil (Nil)	7,188,123,112
2A. To approve the Proposed A Share Issue, and each of the following terms and conditions as set out in the notice of EGM dated 8 February 2007:	7,188,149,112 (100%)	Nil (Nil)	7,188,149,112	34,000 (100%)	Nil (Nil)	34,000	7,188,123,112 (100%)	Nil (Nil)	7,188,123,112
(i) Type of securities to be issued: A Shares	8,489,354,016 (100%)	Nil (Nil)	8,489,354,016	614,853,574 (100%)	Nil (Nil)	614,853,574	7,188,123,112 (100%)	Nil (Nil)	7,188,123,112
(ii) Placing of listing: Shanghai Stock Exchange	8,489,354,016 (100%)	Nil (Nil)	8,489,354,016	614,853,574 (100%)	Nil (Nil)	614,853,574	7,188,123,112 (100%)	Nil (Nil)	7,188,123,112

(iii)	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.	8,489,354,016 (100%)	Nil (Nil)	8,489,354,016	614,853,574 (100%)	Nil (Nil)	614,853,574	7,188,123,112 (100%)	Nil (Nil)	7,188,123,112
(iv)	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.	8,489,354,016 (100%)	Nil (Nil)	8,489,354,016	614,853,574 (100%)	Nil (Nil)	614,853,574	7,188,123,112 (100%)	Nil (Nil)	7,188,123,112
(v)	Nominal value:	RMB1.00 or RMB0.10 per A Share (depending on the approval of the Relevant Authorities).	8,489,354,016 (100%)	Nil (Nil)	8,489,354,016	614,853,574 (100%)	Nil (Nil)	614,853,574	7,188,123,112 (100%)	Nil (Nil)	7,188,123,112
(vi)	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.	8,489,354,016 (100%)	Nil (Nil)	8,489,354,016	614,853,574 (100%)	Nil (Nil)	614,853,574	7,188,123,112 (100%)	Nil (Nil)	7,188,123,112
(vii)	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.	8,489,354,016 (100%)	Nil (Nil)	8,489,354,016	614,853,574 (100%)	Nil (Nil)	614,853,574	7,188,123,112 (100%)	Nil (Nil)	7,188,123,112
(viii)	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.	8,489,354,016 (100%)	Nil (Nil)	8,489,354,016	614,853,574 (100%)	Nil (Nil)	614,853,574	7,188,123,112 (100%)	Nil (Nil)	7,188,123,112

2B.	Subject to the passing of special resolution 2A, to approve the following terms and conditions in relation to the use of proceeds from the Proposed A Share:									
(i)	approximately RMB1,520 million for expansion of open-pit mining in the Zijinshan gold and copper mine;	8,489,354,016 (100%)	Nil (Nil)	8,489,354,016	614,853,574 (100%)	Nil (Nil)	614,853,574	7,188,123,112 (100%)	Nil (Nil)	7,188,123,112
(ii)	approximately RMB462 million for expansion of Hunchun gold and copper mine;	8,489,354,016 (100%)	Nil (Nil)	8,489,354,016	614,853,574 (100%)	Nil (Nil)	614,853,574	7,188,123,112 (100%)	Nil (Nil)	7,188,123,112
(iii)	approximately RMB199 million for a 200 tonnes/day refractory gold concentrates smelter/refinery project;	8,489,354,016 (100%)	Nil (Nil)	8,489,354,016	614,853,574 (100%)	Nil (Nil)	614,853,574	7,188,123,112 (100%)	Nil (Nil)	7,188,123,112
(iv)	approximately RMB357 million for exploration projects, which include:	8,489,274,016 (100%)	Nil (Nil)	8,489,274,016	614,773,574 (100%)	Nil (Nil)	614,773,574	7,188,123,112 (100%)	Nil (Nil)	7,188,123,112
(1)	exploration of Zijin gold mine and the area around;	8,489,354,016 (100%)	Nil (Nil)	8,489,354,016	614,853,574 (100%)	Nil (Nil)	614,853,574	7,188,123,112 (100%)	Nil (Nil)	7,188,123,112
(2)	re-exploration of Shanxi Yixingzhai gold mine;	8,489,354,016 (100%)	Nil (Nil)	8,489,354,016	614,853,574 (100%)	Nil (Nil)	614,853,574	7,188,123,112 (100%)	Nil (Nil)	7,188,123,112
(3)	exploration of Hunchun gold copper mine;	8,489,354,016 (100%)	Nil (Nil)	8,489,354,016	614,853,574 (100%)	Nil (Nil)	614,853,574	7,188,123,112 (100%)	Nil (Nil)	7,188,123,112
(4)	exploration of Guangdong Xinyi Dongkeng gold mine and Yinyan tin mine;	8,489,354,016 (100%)	Nil (Nil)	8,489,354,016	614,853,574 (100%)	Nil (Nil)	614,853,574	7,188,123,112 (100%)	Nil (Nil)	7,188,123,112
(5)	exploration of Xinjiang Dongtianshan copper mine and area around Mengku iron mine; and	8,489,354,016 (100%)	Nil (Nil)	8,489,354,016	614,853,574 (100%)	Nil (Nil)	614,853,574	7,188,123,112 (100%)	Nil (Nil)	7,188,123,112
(6)	exploration of Anhui Ma Shi copper mine;	8,489,354,016 (100%)	Nil (Nil)	8,489,354,016	614,853,574 (100%)	Nil (Nil)	614,853,574	7,188,123,112 (100%)	Nil (Nil)	7,188,123,112
(v)	approximately RMB300 million for acquisition of mining rights;	8,489,354,016 (100%)	Nil (Nil)	8,489,354,016	614,853,574 (100%)	Nil (Nil)	614,853,574	7,188,123,112 (100%)	Nil (Nil)	7,188,123,112
(vi)	approximately RMB93 million for increase in registered capital of subsidiaries and associates;	8,489,354,016 (100%)	Nil (Nil)	8,489,354,016	614,853,574 (100%)	Nil (Nil)	614,853,574	7,188,123,112 (100%)	Nil (Nil)	7,188,123,112
(vii)	approximately RMB31,150 million for overseas investment, including investment in mining company(ies) and mining project(s), which includes:	8,489,354,016 (100%)	Nil (Nil)	8,489,354,016	614,853,574 (100%)	Nil (Nil)	614,853,574	7,188,123,112 (100%)	Nil (Nil)	7,188,123,112
(1)	acquisition of the shares of an overseas company;	8,489,354,016 (100%)	Nil (Nil)	8,489,354,016	614,853,574 (100%)	Nil (Nil)	614,853,574	7,188,123,112 (100%)	Nil (Nil)	7,188,123,112
(2)	acquisition of an overseas gold mine;	8,489,354,016 (100%)	Nil (Nil)	8,489,354,016	614,853,574 (100%)	Nil (Nil)	614,853,574	7,188,123,112 (100%)	Nil (Nil)	7,188,123,112
(3)	submitting tender for a copper mining project in Peru; and	8,489,354,016 (100%)	Nil (Nil)	8,489,354,016	614,853,574 (100%)	Nil (Nil)	614,853,574	7,188,123,112 (100%)	Nil (Nil)	7,188,123,112
(4)	acquiring and/or developing an overseas lead and zinc project;	8,489,354,016 (100%)	Nil (Nil)	8,489,354,016	614,853,574 (100%)	Nil (Nil)	614,853,574	7,188,123,112 (100%)	Nil (Nil)	7,188,123,112
(viii)	approximately RMB60 million for acquisition of minority equity interest in one of its subsidiaries, Xinyi Zijin Mining Company Limited;	8,489,354,016 (100%)	Nil (Nil)	8,489,354,016	614,853,574 (100%)	Nil (Nil)	614,853,574	7,188,123,112 (100%)	Nil (Nil)	7,188,123,112
(ix)	approximately RMB200 million for construction and development of Xinyi Yinyan tin mine in Guangdong;	8,489,354,016 (100%)	Nil (Nil)	8,489,354,016	614,853,574 (100%)	Nil (Nil)	614,853,574	7,188,123,112 (100%)	Nil (Nil)	7,188,123,112
(x)	and to approve that 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, and 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; and to authorize the Board 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.	8,489,354,016 (100%)	Nil (Nil)	8,489,354,016	614,853,574 (100%)	Nil (Nil)	614,853,574	7,188,123,112 (100%)	Nil (Nil)	7,188,123,112
2C.	Subject to the passing of special resolution 2A above, to approve the Proposed A Share Issue and each of the terms and conditions in relation to the authorization to be given to the Board as set out in the notice of EGM dated 8 February 2007.	8,489,354,016 (100%)	Nil (Nil)	8,489,354,016	614,853,574 (100%)	Nil (Nil)	614,853,574	7,188,123,112 (100%)	Nil (Nil)	7,188,123,112
2D.	To approve that 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 Meeting.	8,489,354,016 (100%)	Nil (Nil)	8,489,354,016	614,853,574 (100%)	Nil (Nil)	614,853,574	7,188,123,112 (100%)	Nil (Nil)	7,188,123,112
3.	To approve each of the proposed amendments to the Articles of Association of the Company and to authorize the Board to make further amendments thereto to fulfil or accommodate requests from the Relevant Authorities.	8,489,354,016 (100%)	Nil (Nil)	8,489,354,016	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
4.	To approve and adopt the Rules and Procedures of the Board and to authorise the Board to make further amendments thereto to fulfil requests from the Relevant Authorities.	8,489,354,016 (100%)	Nil (Nil)	8,489,354,016	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable

5.	To approve and adopt the Rules and Procedures of Shareholders' General Meeting and to authorise the Board to make further amendments thereto to fulfil requests from the Relevant Authorities.	8,489,354,016 (100%)	Nil (Nil)	8,489,354,016	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
6.	To approve and adopt the Rules and Procedures of the Supervisory Committee and to authorise the Board to make further amendments thereto to fulfil requests from the Relevant Authorities.	8,489,354,016 (100%)	Nil (Nil)	8,489,354,016	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Ordinary Resolution										
7.	To approve and adopt the Independent Directors' Rules and to authorise the Board to make further amendments thereto to fulfil requests from the Relevant Authorities.	8,489,354,016 (100%)	Nil (Nil)	8,489,354,016	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable

Each of the above special resolutions in No. 1-6 were passed as special resolutions in each of the EGM and the Class Meetings (as the case may be). The above resolution No. 7 was passed as ordinary resolution in the EGM. Shareholders may refer to the circular dated 8 February 2007 and supplemental circular dated 9 March 2007 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 10,513,047,280 comprising 7,308,695,280 domestic shares, and 3,204,352,000 H shares listed on The Stock Exchange of Hong Kong Limited. These are the total number of shares entitling the holders to attend and vote for or against the resolutions at the EGM. There is no other restriction imposed on the shareholders to cast their votes on any of the aforesaid resolutions passed at the EGM.

As at the date of the Class Meeting of the holders of the domestic shares, the total number of issued domestic shares of the Company is 7,308,695,280 shares. These are the total number of the domestic shares entitling the holders to attend and vote for or against the resolutions at the Class Meeting of the holders of the domestic shares. There is no other restriction imposed on the domestic shareholders to cast their votes on any of the aforesaid resolutions passed at the Class Meeting of the holders of the domestic shares.

As at the date of the Class Meeting of the holders of the H shares, the total number of issued H shares of the Company is 3,204,352,000 shares. These are the total number of H shares entitling the holders to attend and vote for or against the resolutions at the Class Meeting of the holders of the H shares. There is no other restriction imposed on the H shareholders to cast their votes on any of the aforesaid resolutions passed at the Class Meeting of holders of the H shares.

Pursuant to the legal opinion issued by Fujian Zenith Law Firm, the convening of and the passing of the above resolutions at the EGM and the Class Meetings were all in compliance with the articles of association of the Company and the relevant PRC laws and regulations.

Computershare Hong Kong Investor Services Limited, the share registrar of the Company, has acted as the scrutineer for the vote-taking in the EGM and the Class Meeting of the holders of H Shares of the Company.

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

Fujian, China, 26 March 2007

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

Huang Xiaodong

Zou Laichang

Independent Non-executive Directors

Chen Yuchuan

Su Congfu

Lin Yongjing

Loong Ping Kwan

Non-executive Director

Ke Xiping

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