

Notice of 2006 Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting (“**AGM**”) of Zijin Mining Group Co., Ltd.* (the “Company”) for the year ended 31 December, 2006 will be held at 9:00 a.m. on 30 April, 2007, Monday, at the conference room on the 1st floor of the Company’s office building at No. 1 Zijin Road, Shanghang County, Fujian Province, the PRC to consider, approve and authorise the following businesses:

ORDINARY RESOLUTIONS

1. to consider and approve:
 - 1.1 the Report of the Directors of the Company for 2006;
 - 1.2 the Report of the Supervisory Committee of the Company for 2006;
 - 1.3 the consolidated audited financial statements and the Report of the international auditors of the Company for the year ended 31 December, 2006;
2. to consider and approve the profit distribution proposal of the Company and the relevant declaration and payment of a final dividend for the year ended 31 December, 2006;
3. to consider and approve the remuneration of the Directors and Supervisors for the year ended 31 December, 2006;
4. to consider and approve, the reappointment of Ernst & Young Hua Ming and Ernst & Young as the Company’s domestic and international auditors respectively for the year ended 31 December, 2007, and to authorise the Board of Directors to determine their remuneration;
5. to consider, approve and adopt the management policy of connected transactions (“Management Policy of Connected Transactions”) (as set out in Appendix 1 to the Circular) in substitution and to the exclusion of the existing management policy, such Management Policy of Connected Transactions shall take effect conditional upon the listing of A Shares; and to authorize and empower the Board to make further amendments of the Management Policy of Connected Transactions in order to fulfill the listing rules (changes from time to time) of Shanghai Stock Exchange and The Stock Exchange of Hong Kong Ltd.

SPECIAL RESOLUTIONS

6. to consider and approve the proposal regarding issue of new shares by conversion of the surplus reserve funds:

To convert a sum of RMB262,826,182 in the Company’s reserve fund into 2,628,261,820 shares of a nominal value of RMB0.1 each. On the basis of the issued share capital of 10,513,047,280 shares as at the end of 2006, shareholders will be offered additional 2.5 ordinary shares for each 10 ordinary shares they hold.

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7. to consider and approve various proposals for amendments to certain provisions of the articles of association of the Company but those provisions shall be independent and will not affect the effectiveness of other provisions;

7.1 in view of the transfer regarding domestic shares of the Company in 2006 and upon the approval of the above 6th resolution, there will be a change in the registered capital and share structure of the Company,

7.1.1 to amend the Article 16 of the articles of association of the Company as:

“The current share capital structure of the Company is: 13,141,309,100 ordinary shares of the Company in issue of a nominal value of RMB0.1 per share, inter alia:

Minxi Xinghang State-owned Assets Investment Company Limited holds 4,210,902,120 shares, representing 32.04% of the total number of ordinary shares in issue of the Company,

Xinhuadu Industrial Company Limited holds 1,729,000,000 shares, representing 13.16% of the total number of ordinary shares in issue of the Company,

Xiamen Hengxing Industrial Company Limited holds 475,000,000 shares, representing 3.61% of the total number of ordinary shares in issue of the Company,

Chen Fashu holds 448,601,999 shares, representing 3.41% of the total number of ordinary shares in issue of the Company,

Shanghang County Jinshan Trading Company Limited holds 333,640,000 shares, representing 2.54% of the total number of ordinary shares in issue of the Company,

Ke Xiping holds 325,850,000 shares, representing 2.48% of the total number of ordinary shares in issue of the Company,

Li Rongsheng holds 220,305,000 shares, representing 1.68% of the total number of ordinary shares in issue of the Company,

Hu Yuesheng holds 206,630,000 shares, representing 1.57% of the total number of ordinary shares in issue of the Company,

Deng Ganbin holds 165,500,000 shares, representing 1.26% of the total number of ordinary shares in issue of the Company,

Chen Xiaoqing holds 154,501,000 shares, representing 1.18% of the total number of ordinary shares in issue of the Company,

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Xie Fuwen holds 153,000,000 shares, representing 1.16% of the total number of ordinary shares in issue of the Company,

Fujian Gold Group Company Limited holds 150,715,210 shares, representing 1.15% of the total number of ordinary shares in issue of the Company,

Lin Yu holds 132,060,000 shares, representing 1% of the total number of ordinary shares in issue of the Company,

Chen Jinghe holds 114,594,000 shares, representing 0.87% of the total number of ordinary shares in issue of the Company,

Wu Wenxiu holds 97,010,000 shares, representing 0.74% of the total number of ordinary shares in issue of the Company,

He Xixiang holds 88,490,000 shares, representing 0.67% of the total number of ordinary shares in issue of the Company,

Chen Yunlan holds 65,220,000 shares, representing 0.50% of the total number of ordinary shares in issue of the Company,

Fujian Minxi Geologist holds 30,616,770 shares, representing 0.23% of the total number of ordinary shares in issue of the Company,

Chen Zhiyong holds 19,747,951 shares, representing 0.15% of the total number of ordinary shares in issue of the Company,

Liu Xiaochu holds 4,828,350 shares, representing 0.04% of the total number of ordinary shares in issue of the Company,

Ye Lucheng holds 4,828,350 shares, representing 0.04% of the total number of ordinary shares in issue of the Company,

Chen Zhicheng holds 4,828,350 shares, representing 0.04% of the total number of ordinary shares in issue of the Company, and

Shareholders of foreign shares listed overseas holds 4,005,440,000 shares, representing 30.48% of the total number of ordinary shares in issue of the Company.

7.2 to amend the Article 19 of the articles of association of the Company as:

“The registered capital of the Company is RMB1,314,130,910.”

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8. to consider and authorise the Board of Directors of the Company (among other thing):
- (a) to issue, allot and deal with once or more than once during the Relevant Period (as defined below) additional Shares, whether Domestic Shares or H Shares, which shall not exceed 20 per cent of the aggregate nominal amount of Domestic Shares or H Shares of the Company in issue as of the date of passing this Resolution, subject to obtaining approval from any government and/or regulatory authorities in accordance with the applicable laws. In the exercise of their power to allot and issue shares, the authority of the Board of Directors shall include (but not limited to):
 - (i) the determination of the number of additional shares to be issued;
 - (ii) the determination of the issue price of additional shares;
 - (iii) the determination of the opening and closing dates for the issue of additional shares;
 - (iv) the determination of the number of additional shares (if any) to be issued to existing shareholders;
 - (v) to grant or give authorization to grant offers, to enter into or give authorization to enter into agreements and to exercise options for the purpose of exercising the said powers;
 - (b) upon the exercise of the powers pursuant to paragraph (a) above, the Board of Directors may during the Relevant Period grant or give authorization to grant offers, to enter into or give authorization to enter into agreements and to exercise or give authorization to exercise options and that the relevant additional Shares relating thereto may only be allotted and issued after the expiry of the Relevant Period; and
 - (c) to amend the Articles of Association, if applicable, subject to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Company Law of the People's Republic of China (as the same may be amended from time to time) and that all necessary approvals from the relevant PRC government authorities are obtained; and
 - (d) for the purpose of this Resolution:

“Relevant Period” means the period from the day of the passing of this resolution until whichever is the earlier of:

 - (i) twelve months from the date of the passing of this resolution;
 - (ii) the conclusion of the next annual general meeting of the Company; and
 - (iii) the date on which the mandate granted by this Resolution is revoked or varied by a special resolution of the shareholders in the general meeting; and

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9. for the purpose of the above Resolutions No. 6, 7, and 8, to authorise the Board of Directors of the Company:
 - (a) to approve, execute and make all such documents, deeds and matters as it may consider necessary in connection therewith;
 - (b) to make such amendments to the Articles of Association of the Company as it thinks fit; and
 - (c) to make all necessary filings and registrations with the relevant PRC, Hong Kong and/or other authorities.
10. to consider and approve resolutions (if any) proposed by any shareholder holding 3% or above of the total number of Shares having voting rights at the general meeting.

By order of the Board of Directors
Chen Jinghe
Chairman

Fujian, the PRC, 16 March, 2007

Notes:

- (A) The Company's register of H Shares members will be closed from Saturday, 31 March, 2007 to Monday, 30 April, 2007 (both days inclusive), during which period no transfer of H Shares will be registered. Holders of H Shares of the Company whose names appear on the register of members on Monday, 30 April, 2007 will be entitled to attend and vote at the AGM. In order to qualify for attending and voting at the AGM, all transfers must be lodged with the Registrar of H Shares of the Company no later than 4:30 p.m. on Friday, 30 March, 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

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- (B) Holders of H Shares and Domestic Shares who intend to attend the AGM must complete and return the reply slip in writing to the Secretariat of the Board of the Company twenty days before the AGM, that is Tuesday, 10 April, 2007.

Details of the Office for the Secretariat of the Board of the Company is as follows:

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 AGM are entitled to appoint one or more proxies (whether or not a member) to attend and vote on his behalf. For those shareholders who appoint more than one proxy, such proxies can only exercise their voting rights by way of polls. Shareholders who intend to appoint one or more proxies should first read the Company's 2006 annual report.
- (D) The instrument appointing a proxy must be in writing and signed by the appointer or his attorney duly authorised in writing. In the event that such instrument is signed by an attorney of the appointer, an authorization that authorized such signatory shall be notarized.
- (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 at the Company's Registrar of H Shares of the Company - Computershare Hong Kong Investor Services Limited no later than 24 hours before the specified time for the holding of the AGM. The address is: Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong.
- (F) Holders of Domestic Shares who has the right to attend and vote at the AGM 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 Board secretariat of the Company at the address set out in Note (B) above 24 hours before the specified time for the holding of the AGM, its address is set out in Note (B) above.
- (G) If a proxy is appointed to attend the AGM on behalf of a shareholder, the proxy must indicate its identification and the authorisation instrument with the date of issue and duly signed by the proxy and its legal representative, and in the case of legal representative of legal person shareholders, such legal representative must indicate its own identification and effective document to identify its identity as legal representative. If a legal person shareholder appoints a company other than its legal representative to attend the AGM, such representative must indicate its own identification and the authorisation instrument bearing the company chop of the legal person shareholder and duly authorised by its legal representative.
- (H) The AGM is expected to last for half a day, and shareholders attending the AGM will be responsible for their own travelling and accommodation expenses.
- (I) The H share register of the Company will be closed from 31 March 2007 (Saturday) to 30 April, 2007 (Monday) (both dates inclusive), during which no transfer of shares will be registered. Holders of H Shares whose names appear on the H share register of members of the Company on 30 April, 2007 (Monday, being the record date) are entitled to attend the Annual General Meeting of the Company to be convened on 30 April, 2007 (Monday) in Shanghang, Fujian and to receive the final dividends and additional ordinary shares to be issued pursuant to the capital conversion scheme.