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## REVISED NOTICE OF 2010 ANNUAL GENERAL MEETING

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**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 IS HEREBY GIVEN THAT** the Annual General Meeting (“AGM”) of Zijin Mining Group Co., Ltd.\* (the “**Company**”) for the year ended 31 December 2010 will be held at 9:00 a.m. on 30 May 2011, Monday, at the conference room at the Company’s office building at No.1 Zijin Road, Shanghang County, Fujian Province, the People’s Republic of China (the “**PRC**”) to consider, approve and authorise the following matters:

### **SPECIAL RESOLUTIONS**

1. to consider and approve the amendments of the articles of association of the Company in the form as set out in Appendix 1 of Notice of 2010 Annual General Meeting dated 13 April 2011 and such amendments shall take effect conditional upon obtaining the approval, endorsement or registration as may be necessary from the relevant government authorities of the PRC; and to authorise the Board of Directors to deal with on behalf of the Company the relevant application, approval, registration, filing procedures and other related matters arising from the amendments of the articles of association, and to authorize the Board of Directors to further amend the articles of association of the Company so as to meet or fulfill the possible requirements of the relevant authorities of the PRC in relation to approval, endorsement and/or registration;
2. to consider and approve the proposal of issuing bonds overseas by the Company through a domestic company’s wholly-owned overseas subsidiary and it is proposed to the shareholders at the general meeting to consider and approve the Company’s wholly owned subsidiary overseas to issue bonds in US dollar so as to meet the capital required for sourcing copper concentrates overseas in the 200,000 tonnes copper refinery project, and other overseas operations, and approve Zijin Mining Group Co., Ltd.\* to provide the guarantee (if required) in relation to the bond issue, and authorize the board of directors of the overseas subsidiary and Zijin Mining Group Co., Ltd.\* to make necessary arrangements in relation to the bond issue. This authorization is valid for 24 months from the date of this resolution approved at the general meeting or the date on which the authorized matters have been completed (depends on the issuance of the bonds);
3. to consider and approve the proposal relating to the increase of the registered capital of the Company by way of bonus issue (“**2010 Bonus Issue**”) to the holders of H shares, A shares and domestic shares in the capital of the Company (“**Shares**”) whose names appear on the register of members of the Company on a record date to be determined by the Board of Directors and notified to the Shareholders (“**Record Date**”) on the basis of five Shares to be issued for each ten Shares the Shareholders hold based on the total share capital of 14,541,309,100 Shares as at 31 December 2010 (by way of converting RMB727,065,455 from its capital reserve into 7,270,654,550 Shares (RMB0.1 per share), and to authorise the Board of Directors to deal with

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on behalf of the Company the relevant application, approval, registration, filing procedures and other related matters arising from the amendments of the articles of association as a result of approval of this resolution, and to authorize the Board of Directors to further amend the articles of association of the Company so as to meet or fulfill the possible requirements of the relevant authorities of the PRC in relation to approval, endorsement and/or registration;

### ORDINARY RESOLUTIONS

4. to consider and approve the Report of the Board of Directors of the Company for 2010;
5. to consider and approve the Report of the Independent Directors of the Company for 2010;
6. to consider and approve the Report of Supervisory Committee of the Company for 2010;
7. to consider and approve the Company's financial report for the year ended 31 December 2010;
8. to consider and approve the Company's 2010 annual report and its summary report;
9. to consider and approve the profit distribution proposal of the Company for the year ended 31 December 2010;
10. to consider and approve the remunerations of the Executive Directors and Chairman of Supervisory Committee of the Company for the year ended 31 December 2010 as set out in Appendix 2 of Notice of 2010 Annual General Meeting dated 13 April 2011;
11. to consider and approve the adoption of the China's accounting standards for the preparation of the financial statements of the Company, no reappointment of Ernst & Young as the international auditors of the Company and the reappointment of Ernst & Young Hua Ming as the Company's auditor for the year ended 31 December 2011, and to authorise the Board of Directors to determine the remuneration. The Ministry of Finance, the Recommended Committee of China Securities Regulatory Commission for the accounting firms auditing the enterprises of H shares, Hong Kong Financial Services and the Treasury Bureau, the Hong Kong Securities and Futures Commission, Hong Kong Exchanges and Clearing Limited ("Stock Exchange"), Hong Kong Financial Reporting Council and Hong Kong Institute of Certified Public Accountants reached consensus to allow a PRC company listed in HK or a HK company listed in the PRC to prepare the financial statements according to local accounting standards and audit by local accounting firms according to local auditing standards. In order to reduce audit costs, the Company suggests the general meeting to consider and approve the proposal of non re-appointment of international auditors — Ernst & Young and appoint Ernst & Young Hua Ming to audit the Company's financial statements 2011 according to the China Auditing Standards and act as the Company's international auditor to take up its responsibilities stated in the "Listing Rules of the Stock Exchange". After the communications between the Company and Ernst and Young, Ernst and Young has confirmed that there were no matters regarding the proposed non re-appointment that need to be brought to the attention of the shareholders of the Company. The Company also confirmed that there were no relevant matters regarding to the proposed non re-appointment that need to be brought to the attention of the shareholders of the Company. Ernst and Young and the Company further confirmed that there were no disagreements or unresolved matters between the Company and Ernst and Young regarding the proposed non re-appointment; and

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12. to consider and approve the proposal of usage change of part of proceeds as set out in Appendix 3 of Notice of 2010 Annual General Meeting dated 13 April 2011.

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

Fujian, the PRC, 13 May 2011

*Notes:*

- (A) **The Company's register of H Shares members closed from 30 April 2011 (Saturday) to 30 May 2011 (Monday) (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 H share register of members on 30 May 2011 (Monday, being the record date) will be entitled to attend and vote at the AGM of the Company to be convened on 30 May 2011 (Monday) at No.1 Zijin Road, Shanghang County, Fujian Province, the PRC, and to be a qualified shareholder of the Company to receive the final dividend for the year ended 31 December 2010 of RMB1.00 per 10 shares (tax included) (the "2010 Final Dividend"). The 2010 Final Dividend is subject to the approval at the coming annual general meeting of the Company. In order to be qualified for attending and voting at the AGM and for receiving the 2010 Final Dividend, all transfers of shares must be lodged with the Registrar of H Shares of the Company no later than 4:30 p.m. on 29 April 2011 (Friday).**

**In relation to the 2010 Bonus Issue, the Company will announce its book closure date and record date for qualifying receipt of the bonus shares after the AGM's approval of the resolution.**

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 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 10 May 2011 (Tuesday).

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

19-22/F., Haifu Centre,  
599 Sishui Road, Huli District  
Xiamen, Fujian  
People's Republic of China  
Tel: (86) 592 2933656  
Fax: (86) 592 2933580

- (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 2010 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 authorisation that authorised such signatory shall be notarised.

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- (E) To be valid, the revised 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: 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
- (F) 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's representative 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.
- (G) The AGM is expected to last for half a day, and shareholders attending the AGM will be responsible for their own traveling and accommodation expenses.
- (H) The Record Date relating to receive 2010 Bonus Issue will be determined by the Board of Directors and notified to the Shareholders in accordance with applicable law and regulation including the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

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### EXPECTED TIMETABLE

*Year 2011 (Note)*

Last trading day with rights (rights to receive 2010 Final Dividend) . . . . .	27 April (Wednesday)
First ex-rights (rights to receive 2010 Final Dividend) trading day . . . . .	28 April (Thursday)
Latest time for lodging transfer of Shares . . . . .	29 April (Friday) 4:30 p.m.
Book closure period (both days inclusive). . . . .	30 April (Saturday) to 30 May (Monday)
Record date (rights to receive 2010 Final Dividend and voting at the AGM) . . . . .	30 May (Monday)
AGM . . . . .	30 May (Monday)
Announcement on results of AGM . . . . .	31 May (Tuesday)
Register of Members re-opens . . . . .	31 May (Tuesday)
Delivery of dividend . . . . .	To be announced

**In relation to the 2010 Bonus Issue, the Company will announce its book closure date and record date for qualifying receipt of the bonus shares after the AGM's approval of the resolution.**

*Note:* All times refer to Hong Kong local times.

*As at the date of this announcement, the Board of Directors of the Company comprises Messrs. Chen Jinghe (Chairman), Luo Yingnan, Liu Xiaochu, Lan Fusheng, Huang Xiaodong, and Zou Laichang as executive directors, Mr. Peng Jiaqing as non-executive director, and Messrs. Chen Yuchuan, Su Congfu, Lin Yongjing, and Wang Xiaojun as independent non-executive directors.*

\* *The English name of the Company is for identification purpose only*