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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)

ANNOUNCEMENT

Supplemental Agreement of Equity Interest Transfer

Reference is made to the announcement of Zijin Mining Group Co., Ltd.* (the "Company") in relation to the sale of equity interest of a non-wholly owned subsidiary dated 25 September 2009 (the "Announcement"). Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement.

The Board wishes to announce that the Company's wholly owned subsidiary, Best Ground Group Limited (域佳集團有限公司)("Best Ground") entered into a supplemental agreement of equity interest transfer with Marigold Time International Limited (金鑫時代國際有限公司) ("Marigold Time International") on 1 December 2009 (the "Supplemental Agreement") in connection with the agreement entered by the same parties dated 25 September 2009 to dispose of shares representing 70% equity interest held and owned by Best Ground in China Gold Development Group (H.K.) Limited (中國黃金開發集團 (香港) 有限公司) ("China Gold") (the "First Agreement").

This announcement is made on the voluntary basis of the Company.

BACKGROUND

Reference is made to the announcement of the Company in relation to the sale of equity interest of a non-wholly owned subsidiary dated 25 September 2009 (the "Announcement"). Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement.

The Board wishes to announce that the Company's wholly owned subsidiary, Best Ground Group Limited (域佳集團有限公司) ("Best Ground") entered into a supplemental agreement of equity interest transfer with Marigold Time International Limited (金鑫時代國際有限公司) ("Marigold Time International") on 1 December 2009 (the "Supplemental Agreement") in connection with the agreement entered by the same parties dated 25 September 2009 to dispose of shares representing 70% equity interest held and owned by Best Ground in China Gold Development Group (H.K.) Limited (中國黃金開發集團 (香港) 有限公司) ("China Gold") (the "First Agreement").

THE PRINCIPAL TERMS OF THE SUPPLEMENTAL AGREEMENT

Date: 1 December 2009

Parties:

1. Best Ground, a company incorporated in the British Virgin Islands with limited liability and a wholly owned subsidiary of the Company, is principally engaged in investment holding. It holds 70% interest in China Gold. The only substantive asset of China Gold is 50.05% equity interest in a jointly-controlled entity, Shangdong Guoda Gold Company Limited (山東國大黃金股份有限公司)(“Guoda Gold”). Guoda Gold is principally engaged in gold smelting business in Shangdong Province, the PRC; and
2. Marigold Time International, is a company incorporated in the British Virgin Islands with limited liability and the company is principally engaged in investment holding.

To the best of the Company directors’ knowledge, information and belief having made all reasonable enquiries, Marigold Time International and its ultimate beneficial owner are not connected persons (as defined in the Listing Rules) of the Company.

Principal Amendments:

Pursuant to the terms of the Supplemental Agreement, certain terms of the First Agreement (including the following) have been amended:

(1) Payment of Consideration:

The consideration (“Consideration”) is RMB 192.50 million (or the equivalent amount in foreign currency), where RMB 20 million of the Consideration was paid to Best Ground on the date of the First Agreement signed, the balance will be paid according to the following: Before 15 December 2009, Marigold Time International will pay Best Ground RMB 50 million (or the equivalent amount in foreign currency) in cash and a banker’s draft (which shall be due and payable before 31 December 2009) of RMB 30 million. (or the equivalent amount in foreign currency). For the balance of the Consideration in the amount of RMB 92.5 million (or the equivalent amount in foreign currency), before 31 December 2009, Marigold Time International will pledge a bond in the same face value and acceptable to Best Ground in accordance with the absolute discretion and written confirmation of Best Ground as a guarantee of the payment; Best Ground is entitled to request Marigold Time International to redeem such bond before 25 February 2010 with RMB 92.5 million (or the equivalent amount in foreign currency) plus the interest calculated based on the prime borrowing rate of People’s Bank of China from the date of the pledge to the date of redemption. If the period expires, Best Ground will be entitled to the principal and interest of the bond without prejudice to other interest of Best Ground.

Pursuant to the Supplemental Agreement, Marigold Time International has undertaken to procure the release or discharge of the guarantee made by the Company to Guoda Gold unconditionally, which does not exceed RMB 100 million, before 25 February 2010.

The consideration of the share purchase was arrived at after arm’s length negotiations between the parties thereto and on normal commercial terms.

After settlement of the consideration in accordance with the above terms, transfer of the 70% shares in China Gold shall be completed in accordance with the terms of the First Agreement.

(2) Other matters

Among others, it is also agreed by the parties that after the signing of the Supplemental Agreement, Best Ground will authorise Marigold Time International to exercise part of the shareholder's rights of Best Ground, such as conducting due diligence on China Gold and Guoda Gold, convening the board meeting and shareholders' meeting, change of directors as agreed by Best Ground, and other personnel and financial arrangements subject to the terms of the Supplemental Agreement.

GENERAL

This announcement is made on the voluntary basis of the Company.

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, Mister. Peng Jiaqing as non-executive director, and Messrs. Su Congfu, Chen Yuchuan, Lin Yongjing, and Wang Xiaojun as independent non-executive directors.

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

2 December 2009 Fujian, PRC

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