
NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING IN 2010



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 First Extraordinary General Meeting in 2010 ("EGM") of Zijin Mining Group Co., Ltd.* (the "Company") will be held at 9:00 a.m. on 15 December, 2010, Wednesday, at the conference room on the 1st floor at No.1 Zijin Road, Shanghang County, Fujian Province, The People's Republic of China (the "PRC"), for the purpose of considering and, if thought fit, passing the following:

BY WAY OF ORDINARY RESOLUTIONS

1. To consider and approve a change of use of part of the proceeds from the A Shares issuance in other investment project: to cease and stop further investment in mine exploration projects and to apply the surplus in relation thereto in the amount of RMB342,105,100 (including interest) obtained from the net proceeds from the A Shares issuance for the project named "Comprehensive Utilization of Circular Economy for the Qinghai Deerni Tailings Project" and authorize the board of directors to sign all the related documents and deal with all the matters necessary (including but not limited to applications, filings and registrations with the relevant authorities) to effect the change of use of part of the proceeds from the A Shares issuance; and
2. To consider and approve a replacement of part of the proceeds from the A Shares issuance in an investment project: to apply part of the net proceeds from A Shares issuance in substitution and replacement of the internal funding of the Company to the ZGC project in Tajikistan by way of shareholder's loan in the amount of US\$35,418,681.07 (approximately RMB241,116,200) and authorize the board of directors to sign all the related documents and deal with all the matters necessary (including but not limited to applications, filings and registrations with the relevant authorities) to effect the replacement of use of part of the proceeds from the A Shares issuance in an investment project.

By order of the Board of Directors

Chen Jinghe

Chairman

Fujian, the PRC, 28 October, 2010

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

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Notes:

- (A) The Company's register of H Shares members will be closed from Saturday, 13 November, 2010 to Wednesday, 15 December, 2010 (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 on Wednesday, 15 December, 2010 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 Friday, 12 November, 2010.

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 of the Secretary to the Board of the Company at least twenty days before the EGM, being Thursday, 25 November, 2010 by hand, by post or by facsimile.

Details of the Office of the Secretary to 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 EGM are entitled to appoint one or more proxies (whether or not a member) in writing 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 circulars.
- (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 proxy form (and if the proxy form 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 Registrar of H Shares of the Company, Computershare Hong Kong Investor Services Limited at Floor 17M, 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) If a proxy is appointed to attend the EGM on behalf of a shareholder, the proxy must produce his identification document and the authorisation instrument with the date of issue and the signature of 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 document to verify his identity and the capacity as the legal representative. If a corporate shareholder appoints a proxy 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 corporate shareholder which is duly authorized and signed by its legal representative.
- (G) The EGM is expected to last for half a day, and shareholders attending the EGM shall be responsible for their own travelling and accommodation expenses.

EXPECTED TIMETABLE

2010 (Note)

Latest time for lodging transfer of Shares	4:30 p.m. on Friday, 12 November
Book closure period (both days inclusive)	Saturday, 13 November to Wednesday, 15 December
Record Date	Wednesday, 15 December
Register of Members re-opens	Thursday, 16 December
EGM.	Wednesday, 15 December
Announcement on results of EGM	Thursday, 16 December

Note: All times refer to Hong Kong local times.

As at the date of this notice, 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. Su Congfu, Chen Yuchuan, Lin Yongjing and Wang Xiaojun as independent non-executive directors.