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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Zijin Mining Group Co., Ltd.*, you should at once hand this circular to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

ADDITIONAL RESOLUTION SUBMITTED BY A SHAREHOLDER FOR 2010 ANNUAL GENERAL MEETING — PROPOSAL OF CAPITAL CONVERSION FROM CAPITAL RESERVE TO SHARE CAPITAL; AND REVISED NOTICE OF THE 2010 ANNUAL GENERAL MEETING

The revised Notice of 2010 Annual General Meeting and a revised form of proxy for use at the AGM are enclosed with this circular. The Company's register of H Shares members closed from Saturday, 30 April 2011 to Monday, 30 May 2011 (both days inclusive), during which period no transfer of H Shares will be registered. Whether or not you are able to attend the AGM, you are requested to complete the revised form of proxy in accordance with the instructions printed thereon and return the same to Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, HK not later than 24 hours before the specified time for the holding of the AGM. The AGM will be convened at 9:00 a.m. on 30 May 2011, Monday, at the conference room of the Company's office building at No. 1 Zijin Road, Shanghang County, Fujian Province, the PRC.

Warning

Shareholders of H Shares should note that if the 2010 Bonus Issue Proposal is approved by the shareholders of the Company at the AGM, the Company will announce a book closure date and record date for qualifying receipt of the bonus shares. The 2010 Bonus Issue is conditional upon the conditions set out in the circular under the heading of "Conditions of the 2010 Bonus Issue". Any person dealing in the Shares on an ex-entitlement (to be announced) basis up to such conditions are fulfilled will accordingly bear the risk that the 2010 Bonus Issue may not become unconditional and may not proceed. Any person contemplating selling or purchasing Shares during such period who is in any doubt about his/her/its position is recommended to consult his/her/its own professional adviser.

* For identification purpose only

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DEFINITIONS

In this circular, unless otherwise indicated in the context, the following expressions have the meaning set out below:

“2010 Final Dividend”	subject to the AGM’s approval, the company will distribute RMB1.00 (included tax) per 10 shares as final dividend for year 2010
“2010 Bonus Issue”	subject to the AGM’s approval, the Company will issue additional 5 new ordinary shares to every 10 ordinary shares on the basis of 14,541,309,100 shares in issue at the end of 2010. The Company will announce a book closure date and record date for qualifying receipt of the bonus shares after the AGM’s approval of the resolution.
“AGM”	the annual general meeting of the Company for the year ended 31 December 2010 to be convened at 9:00 a.m. on 30 May 2011, Monday, at the conference room of the Company’s office building at No. 1 Zijin Road, Shanghang County, Fujian Province, The PRC
“Annual Report 2010”	the annual report of the Company for the year ended 31 December 2010
“Board”	the board of Directors
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Company”	Zijin Mining Group Co., Ltd.*, a joint stock limited company incorporated in the PRC with limited liability
“Director(s)”	the director(s) of the Company
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“H Shares”	the Company’s 4,005,440,000 shares RMB0.1 each listed and allowed to trade in the Stock Exchange
“Latest Practicable Date”	12 May 2011, being the latest practicable date prior to printing of this circular for ascertaining certain information of this circular
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange

DEFINITIONS

“PRC”	The People’s Republic of China, but for the purpose of this circular, excludes Hong Kong, Macau SAR and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Shares”	share(s) of RMB0.1 each in the share capital of the Company
“Shareholder(s)”	the shareholder(s) of the Company
“%”	per cent

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.

Dates or deadlines specified in this circular for events in the timetable for (or otherwise in relation to) the 2010 Bonus Issue and 2010 Final Dividend distribution are indicative only and may be exercised or varied by the agreement between the Company and the listing committee of Stock Exchange. Any consequential changes to the expected timetable will be published by way of public announcement.

LETTER FROM THE BOARD OF DIRECTORS



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)

Executive Directors:

Chen Jinghe (*Chairman*)
Luo Yingnan (*President*)
Liu Xiaochu
Lan Fusheng
Huang Xiaodong
Zou Laichang

Non-executive Director:

Peng Jiaqing

Independent Non-executive Directors:

Chen Yuchuan
Su Congfu
Lin Yongjing
Wang Xiaojun

*Registered Office and Principal Place
of Business:*

No.1 Zijin Road
Shanghang County
Fujian Province
the PRC

Place of business in Hong Kong:

Rooms 3712-15, 37/F., Shell Tower,
Times Square
1 Matheson Street
Causeway Bay
Hong Kong

13 May 2011

To the Shareholders

Dear Sir/Madam,

**ADDITIONAL RESOLUTION SUBMITTED BY A SHAREHOLDER FOR
2010 ANNUAL GENERAL MEETING — PROPOSAL OF CAPITAL CONVERSION
FROM CAPITAL RESERVE TO SHARE CAPITAL;
AND
REVISED NOTICE OF THE 2010 ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you information regarding the proposal of capital conversion from capital reserve to share capital to enable you to make a decision on whether to vote for or against the resolutions in connection with such matters to be proposed in the AGM.

* *For identification purpose only*

LETTER FROM THE BOARD OF DIRECTORS

2. PROPOSAL OF CAPITAL CONVERSION FROM CAPITAL RESERVE TO SHARE CAPITAL

The Board received a “Proposal of capital conversion from capital reserve to share capital” (the “Proposal”) (the text of which is set out below) from Xinhuadu Industrial Group Co., Ltd. (a shareholder of the Company holding 1,634,576,071 shares as at 5 May 2011 which represent approximately 11.24% of the total issued share capital of the Company) on 5 May 2011. The Proposal states that the Company should convert RMB727,065,455 from its capital reserve into 7,270,654,550 shares (RMB0.1 per share). Based on the total share capital of 14,541,309,100 shares as at 31 December 2010, shareholders would be offered an additional five ordinary shares for each ten ordinary shares they hold (“2010 Bonus Issue”).

In accordance with Section 103 of the Company Law of the People’s Republic of China, “Shareholders, solely or jointly, holding more than 3% of the total shares of a company may, on or before ten days prior to the holding of a general meeting submit in writing to the board of directors the proposed resolutions. The board of directors shall issue a notice informing other shareholders within two days from the date of receipt of such proposal and table the proposed resolutions at the shareholders’ general meeting for consideration. The contents of the proposal should be within the authority of the general meeting with a clear subject and concrete resolution”. Article 68 of the Articles of Association of the Company states that “Shareholders, solely or jointly, holding more than 3% of the total shares carrying voting rights of the Company may, on or before 20 days prior to the holding of a general meeting submit to the board of directors in writing the proposed resolutions. The board of directors shall, either issue a notice informing other shareholders within two days from the date of receipt of such proposal or at least 14 days before the date of the general meeting, issue a circular and announcement to notify all the shareholders of the proposed resolutions, and to table the proposed resolutions at the shareholders’ general meeting for consideration”. The Board considers the contents of the Proposal are within the authority of the general meeting, with a clear subject and concrete resolution, and comply with the Company Law and the Articles of Association of the Company and should be presented in the annual general meeting for the year 2010 for consideration by the shareholders of the Company.

Save for the above-mentioned Proposal, there are no changes to other matters referred to in the “Notice of 2010 Annual General Meeting” which was issued by the Board of the Company on 13 April 2011. Shareholders should note that the record date (30 May 2011) referred to in this notice is only applicable to the right to receive the 2010 Final Dividend and in relation to voting rights at the Company’s 2010 Annual General Meeting.

If the 2010 Bonus Issue Proposal is approved by the shareholders of the Company at the Annual General Meeting, the Company will announce a book closure date and record date for qualifying receipt of the bonus shares.

If any fractional shares (interest smaller than a whole share) occurred in this distribution, the fractional share will not be issued and the Board will collect all these fractional shares and sell for the interest of the Company.

LETTER FROM THE BOARD OF DIRECTORS

2.1 Conditions of the 2010 Bonus Issue

The 2010 Bonus Issue is conditional upon the following:

- (i) the passing of the special resolution to approve the 2010 Bonus Issue at the AGM; and
- (ii) in respect of the 2010 Bonus Issue, the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the New H Shares.

2.2 Ranking of shares

The 2010 Bonus Issue, where as to A Shares/Domestic Shares of the Company shall rank pari passu in all respects with the existing A Shares/Domestic Shares, and where as to H Shares, shall rank pari passu in all respects with the existing H Shares.

2.3 Listing and dealings (H Shares portion)

If the 2010 Bonus Issue Proposal is approved by the AGM, an application will be made by the Company to the listing committee of the Stock Exchange for listing of, and permission to deal in, the bonus H Shares, on the Stock Exchange. Subject to the granting of approval by the Stock Exchange, the 2010 Bonus Issue shall be accepted as eligible securities by HKSCC for deposit, clearance and settlement in the CCASS. All necessary arrangement shall be made for the 2010 Bonus Issue to be admitted into CCASS. All activities under CCASS are subject to the general rules of CCASS and CCASS operational procedures in effect from time to time.

There is no time table for the dealings in the 2010 Bonus Issue, the Company will make an announcement once the first day of dealing in the 2010 Bonus Issue is determined.

2.4 Reasons for the 2010 Bonus Issue

The Board considers the contents of the Proposal are within the authority of the general meeting, with a clear subject and concrete resolution, and comply with the Company Law and the Articles of Association of the Company and should be presented in the annual general meeting for the year 2010 for consideration by the shareholders of the Company.

3. ANNUAL GENERAL MEETING

The Board of the Company issued “Notice of 2010 Annual General Meeting” on 13 April 2011, the 2010 annual general meeting will be convened on 30 May 2011 at the head office in Shanghang County. The revised Notice of 2010 AGM and a revised form of proxy for use at the AGM is enclosed with this circular.

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

LETTER FROM THE BOARD OF DIRECTORS

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.

Whether or not you are able to attend the AGM, you are requested to complete the revised form of proxy in accordance with the instructions printed thereon and return the same to Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, HK not later than 24 hours before the specified time for the holding of the AGM.

4. WARNING OF RISKS OF DEALINGS IN SHARES

Shareholders of H Shares should note that the Company will announce its book closure date and record date for qualifying receipt of the 2010 Bonus Issue after the AGM’s approval of the resolution.

The 2010 Bonus Issue is conditional upon the conditions set out in this circular under heading of “Conditions of the 2010 Bonus Issue”. Any person dealing in the Shares on an ex-entitlement basis up to such conditions are fulfilled will accordingly bear the risk that the 2010 Bonus Issue may not become unconditional and may not proceed. Any person contemplating selling or purchasing Shares during such period who is in any doubt about his/her/its position is recommended to consult his/her/its own professional adviser.

5. RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief, opinions expressed in this circular have been arrived at after due and careful consideration and there are no other facts not contained in this circular the omission of which would make any statement in this circular misleading.

6. TRADE IN OTHER STOCK EXCHANGE

The Company confirms that part of the equity of the Company (10,535,869,100 shares A share, approximately 72.45% of total issued shares) is listed and dealt in Shanghai Stock Exchange.

LETTER FROM THE BOARD OF DIRECTORS

7. RECOMMENDATION

The Board considers the contents of the Proposal are within the authority of the general meeting, with a clear subject and concrete resolution, and comply with the Company Law and the Articles of Association of the Company and should be presented in the annual general meeting for the year 2010 for consideration by the shareholders of the Company.

The proposed 2010 Bonus Issue may or may not proceed. Investors should therefore exercise caution when dealing in the H Shares.

8. MISCELLANEOUS

8.1 Statements to be made on acquisition of Shares

The Company shall ensure that all its listing documents and share certificates include the statements stipulated below and shall instruct and cause each of its share registrars not to register the subscription, purchase or transfer of any of its shares in the name of any particular holder unless and until such holder delivers to such share registrar a signed form in respect of such shares bearing statements to the following effect:-

- (1) The acquirer of Shares agrees with the Company and each Shareholder of the Company, and the Company agrees with each Shareholder, to observe and comply with the Company Law, the Regulations and the articles of association of the Company.
- (2) The acquirer of shares agrees with the Company, each Shareholder, Director, supervisor, manager and officer of the Company and the Company acting for itself and for each Director, supervisor, manager and officer agrees with each Shareholder to refer all differences and claims arising from the articles of association or any rights or obligations conferred or imposed by the Company Law or other relevant laws and administrative regulations concerning the affairs of the Company to arbitration in accordance with the articles of association, and any reference to arbitration shall be deemed to authorize the arbitration tribunal to conduct hearing in open session and to publish its award. Such arbitration shall be final and conclusive.
- (3) The acquirer of shares agrees with the Company and each shareholder of the Company that shares in the Company are freely transferable by the holder thereof.
- (4) The acquirer authorizes the Company to enter into a contract on his behalf with each Director and officer whereby such Directors and officers undertake to observe and comply with their obligations to shareholders stipulated in the articles of association.

LETTER FROM THE BOARD OF DIRECTORS

8.2 Effect of the shareholding after the 2010 Bonus Issue

Set out below is the shareholding structure of the Company as at the Latest Practicable Date and immediately upon completion of the 2010 Bonus Issue (assuming that no new Shares will be allotted or issued prior to the record date (to be announced) for the 2010 Bonus Issue, and that the conditions set out in the paragraph headed “Conditions of the 2010 Bonus Issue” above will be satisfied):

	As at the Latest Practicable Date		Number of bonus Shares proposed to be issued		Immediately after completion of the 2010 Bonus Issue	
	<i>Number of Shares</i>	<i>%</i>	<i>Number of Shares</i>	<i>%</i>	<i>Number of Shares</i>	<i>%</i>
A Shares	10,535,869,100	72.45	5,267,934,550	72.45	15,803,803,650	72.45
H Shares	<u>4,005,440,000</u>	<u>27.55</u>	<u>2,002,720,000</u>	<u>27.55</u>	<u>6,008,160,000</u>	<u>27.55</u>
	<u>14,541,309,100</u>	<u>100</u>	<u>7,270,654,550</u>	<u>100</u>	<u>21,811,963,650</u>	<u>100</u>

This circular and the revised notice are written in both Chinese and English. In case of any discrepancies, the Chinese version of the circular and the revised notice shall prevail its English version.

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

* For identification purpose only

Proposal of capital conversion from capital reserve to share capital

To the board of directors of Zijin Mining Group Co., Ltd.,

We have been informed by the board of directors of Zijin Mining Group Co., Ltd. (“Zijin Mining”) of the 2010 final dividend proposal which was that: a dividend of RMB1.00 (including tax) in cash per 10 shares on the basis of 14,541,309,100 shares in issue as at 31 December 2010, the undistributed balance will be retained for future distribution. Since listing in Hong Kong in 2003, Zijin Mining has maintained a relatively high distribution ratio each year. Zijin Mining’s net profit attributable to shareholders for the year 2010 prepared under International Financial Reporting Standards and China Accounting Standards were RMB4,812,664,513 and RMB4,827,916,726, respectively. Based on the principle of whichever is lower, adding to the undistributed profit balance RMB5,237,398,194 from the previous year, the total distributable profit was 10,050,062,707 by the end of 2010. Also, Zijin Mining’s capital reserve reached RMB9,377,131,118. We understand Zijin Mining needs substantial capital investment for development, but shareholders should have their reasonable return on investment.

Therefore, we agree with the above-mentioned dividend distribution and we would like to propose an additional distribution:

In addition to the dividend distribution, we suggest that Zijin Mining should convert RMB727,065,455 from its capital reserve into 7,270,654,550 shares (of RMB0.1 per share). Based on the total issued share of 14,541,309,100 shares as at 31 December 2010, shareholders will be offered an additional five ordinary shares for each ten ordinary shares they hold.

Zijin Mining will have over RMB8.5 billion cash and over RMB8.6 billion capital reserve after the proposed distribution. We have fully taken into consideration Zijin Mining’s future development and its normal operations can also generate sufficient cash flow to meet the needs of its business development.

Therefore, we suggest that the board of directors of Zijin Mining should reconsider the distribution issue and table this proposal at the coming annual general meeting for review and approval.

Xinhuadu Industrial Group Co., Ltd.
5 May 2011

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

REVISED NOTICE OF 2010 ANNUAL GENERAL MEETING

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

REVISED NOTICE OF 2010 ANNUAL GENERAL MEETING

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.

REVISED NOTICE OF 2010 ANNUAL GENERAL MEETING

- (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.

REVISED NOTICE OF 2010 ANNUAL GENERAL MEETING

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*