

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this document, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this document.



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 IN RELATION TO CAPITAL CONVERSION FROM CAPITAL RESERVE

Reference is made to the announcement of the Company dated 30 May 2011 in relation to capital conversion from capital reserve, the revised notice of 2010 annual general meeting dated 13 May 2011 and the circular of the Company dated 13 May 2011 (the "**Circular**") in relation to, *inter alia*, the capitalisation issue involving the conversion of RMB727,065,455 from the Company's capital reserve into 7,270,654,550 shares (at RMB 0.1 per share) and pursuant to which shareholders of the Company would be entitled to an additional five ordinary shares for each ten ordinary shares they hold ("**Bonus Shares**").

Unless the context requires otherwise, capitalised terms used herein shall have the same meanings given to it in the Circular.

Arrangements relating to overseas shareholders under the 2010 Bonus Issue

As at the date of this announcement, the Company has two holders of H Shares whose addresses, as shown on the register of holders of H Shares of the Company, are located in places outside Hong Kong ("**Overseas Shareholders**").

Where there are any prohibitions against the allotment of any Shares under the 2010 Bonus Issue to an Overseas Shareholder pursuant to the laws or regulations of the jurisdiction at which the Overseas Shareholder's registered address is located, or where such laws or regulations require the Company to comply with certain requirements in respect of such allotment (such as the requirement of filing registration statement or prospectus or other special formalities) which the Board considers to be impracticable, the relevant Bonus Shares will not be issued to the Overseas Shareholder. In any such case, the Bonus Shares to which the relevant Overseas Shareholder should otherwise be allotted (but for the prohibitions or requirements of the relevant jurisdiction as aforementioned) shall be sold in the market as soon as practicable after the dealing of the Bonus Shares commences, and the net proceeds of such sale, after deduction of all relevant expenses in connection with the sale, shall be distributed in Hong Kong dollars to the relevant Overseas Shareholder by ordinary post at their own risk, subject that any such proceeds to an Overseas Shareholder of an amount of HK\$100 or less shall not be distributed to the relevant Overseas Shareholders but shall instead be retained for the benefit of the Company. The entitlement of the relevant Overseas Shareholders to Bonus Shares under the 2010 Bonus Issue shall be diminished upon the distribution of net proceeds from the sale of the relevant Bonus Shares to them (or where such net proceeds is of an amount of HK\$100 or less, if such proceeds are retained for the benefit of the Company) and the Company shall not have any further obligations whatsoever to the relevant Overseas Shareholders under the 2010 Bonus Issue therefrom.

Investors and shareholders are advised to exercise caution when dealing in the shares 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

9 June 2011 Fujian, PRC

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