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## NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING IN 2012

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*(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 2012 (“EGM”) of Zijin Mining Group Co., Ltd.\* (the “Company”) will be held at 9:00 a.m. on 22 March 2012, Thursday, at the Company’s conference room at 20/F., Haifu Centre, 599 Sishui Road, Huli District, Xiamen, Fujian, the People’s Republic of China (the “PRC”), for the purpose of considering and, if thought fit, passing the following matters:

### **ORDINARY RESOLUTIONS**

1. to consider, approve and ratify the proposal of providing internal guarantee and external loan financing to Ding Jin Limited in the form as set out in Appendix 1; and to authorise the Board of Directors to deal with on behalf of the Company the contract signing, application, approval, registration, filing procedures and other related matters arising from the financing arrangement;
2. to consider, approve and ratify the proposal of providing internal guarantee and external loan financing to Thrive Build Investments Limited in the form as set out in Appendix 2; and to authorise the Board of Directors to deal with on behalf of the Company the contract signing, application, approval, registration, filing procedures and other related matters arising from the financing arrangement; and
3. to consider, approve and ratify the proposal of providing internal guarantee and external loan financing to the Company’s overseas subsidiaries in the form as set out in Appendix 3; and to authorise the Board of Directors to deal with on behalf of the Company the contract signing, application, approval, registration, filing procedures and other related matters arising from the financing arrangement. This authorization is valid from date of the approval of this proposal at the general meeting to the date of annual general meeting 2012 to be convened in 2013.

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

Fujian, the PRC, 4 February 2012

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*Notes:*

- (A) **The Company's register of H Shares members will be closed from 21 February 2012 (Tuesday) to 22 March 2012 (Thursday) (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 22 March 2012 (Thursday, being the record date) will be entitled to attend and vote at the EGM of the Company to be convened on 22 March 2012 (Thursday) at 20/F., Haifu Centre, 599 Sishui Road, Huli District, Xiamen, Fujian, the PRC. In order to be qualified for attending and voting at the EGM, all transfers of shares must be lodged with the Registrar of H Shares of the Company no later than 4:30 p.m. on 20 February 2012 (Monday).**

The address of the Hong Kong Registrar of H Shares is:

Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

- (B) Holders of H Shares who intend to attend the EGM must complete and return the reply slip in writing to the Secretariat of the Board of the Company twenty days before the EGM, that is 2 March 2012 (Friday).

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

20/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) 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.
- (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.
- (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 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 EGM. The address is: 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
- (F) If a proxy is appointed to attend the EGM 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 EGM, 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 EGM is expected to last for half a day, and shareholders attending the EGM will be responsible for their own traveling and accommodation expenses.

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### EXPECTED TIMETABLE

*Year 2012 (Note)*

|  |  |
|--|--|
| Latest time for lodging transfer of Shares . . . . . | 4:30 p.m. 20 February (Monday)               |
| Book closure period (both days inclusive) . . . . .  | 21 February (Tuesday) to 22 March (Thursday) |
| Record date (rights to vote at the EGM) . . . . .    | 22 March (Thursday)                          |
| EGM . . . . .  | 22 March (Thursday)                          |
| Announcement on results of EGM . . . . .             | 23 March (Friday)                            |
| Register of Members re-opens . . . . .               | 23 March (Friday)                            |

*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. Su Congfu, Chen Yuchuan, Lin Yongjing, and Wang Xiaojun as independent non-executive directors.*

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

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### APPENDIX 1

#### **Proposal regarding the internal guarantee and external loan financing provided to Ding Jin Limited**

To shareholders:

In order to meet the financial needs of a foreign subsidiary, the Company is proposed to apply to PRC banks for an internal guarantee and external loan financing, i.e. Ding Jin Limited, a wholly-owned foreign subsidiary of the Company, is proposed to apply for a foreign currency loan from the Industrial and Commercial Bank of China (Asia) Limited and the Hong Kong branch of the Agricultural Bank of China respectively, and the Fujian branches of the Industrial and Commercial Bank of China and the Agricultural Bank of China will issue a standby L/C of amount not exceeding USD150 million with expiration period not exceeding 3 years. The Company will provide a counter-guarantee in respect of the above standby L/C.

The 13th meeting of the 4<sup>th</sup> term Board of Directors passed the above-mentioned guarantee resolution.

(1) General information of the beneficiary of the guarantee

|                         |                              |
|-------------------------|------------------------------|
| Company Name:           | Ding Jin Limited             |
| Place of Incorporation: | British Virgin Islands (BVI) |
| Legal Representative:   | Lan Fusheng                  |
| Issued Capital:         | USD 1                        |
| Business scope:         | Foreign investment           |

Ding Jin Limited, a wholly-owned foreign subsidiary of the Company and incorporated in BVI, was set up for the purpose of acquiring Gansu Lixian gold projects held by the Long Province Resources Limited.

(2) Opinions of the Board

The Board of Directors of the Company considers that the provision of the Company's guarantee will meet the financial needs of a foreign subsidiary, Ding Jin Limited in respect of the acquisition project. It is also in line with the corporate development strategy of the Company. Ding Jin Limited is a wholly-owned subsidiary and the risks arising from the provision of guarantee is controllable. Therefore, the Board considers it fits to provide guarantee to Ding Jin Limited.

(3) Accumulated amounts of external guarantee and expired guarantee

As at the date of this announcement, the Company provided accumulated external guarantee (including guarantee provided to the subsidiaries over which our Company could exercise controlling power) of RMB3,872,000,000 in total (including guarantee of RMB1,531,000,000

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provided by the Company to the subsidiary over which our Company could exercise controlling power in the loans provided by Zijin Finance Company Limited, Zijin Finance Company Limited is a subsidiary of the Company), representing 17.74% of the audited net assets for the year of 2010. The Company and its subsidiaries do not have any expired guarantee.

Shareholders please review.

Zijin Mining Group Co., Ltd.\*

Board of Directors

4 February 2012

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### APPENDIX 2

#### **Proposal regarding the internal guarantee and external loan financing provided to Thrive Build Investments Limited**

To shareholders:

In order to meet the financial needs of a foreign subsidiary, the Company is proposed to apply to PRC banks for an internal guarantee and external loan financing, i.e. Thrive Build Investments Limited (“Thrive Build”), a wholly-owned foreign subsidiary of the Company, is proposed to apply for a foreign currency loan from the Paris branch of Bank of China, the Hong Kong branch of the China Construction Bank, the Industrial and Commercial Bank of China (Asia) Limited and the Hong Kong branch of Agricultural Bank of China respectively, and the Fujian branches of the Bank of China, the China Construction Bank, the Industrial and Commercial Bank of China and the Agricultural Bank of China will issue a standby L/C of amount not exceeding USD300 million with expiration period not exceeding 3 years. The Company will provide a counter-guarantee in respect of the above standby L/C.

The 13th meeting of the 4th term Board of Directors passed the above-mentioned guarantee resolution.

(1) General information of the beneficiary of the guarantee

|                         |                                  |
|-------------------------|----------------------------------|
| Company Name:           | Thrive Build Investments Limited |
| Place of Incorporation: | British Virgin Islands (BVI)     |
| Legal Representative:   | Lan Fusheng                      |
| Issued Capital:         | USD 1                            |
| Business scope:         | Foreign investment               |

Thrive Build Investments Limited, a wholly-owned subsidiary of the Company and incorporated in BVI, was set up for the purpose of acquiring Tibet Xietongmen gold copper project held by the Gold Eagle Mining Investment Limited.

(2) Opinions of the Board

The Board of Directors of the Company considers that the provision of the Company’s guarantee will meet the financial needs of a foreign subsidiary, Thrive Build Investments Limited in respect of the acquisition project. It is also in line with the corporate development strategy of the Company. Thrive Build Investments Limited is a wholly-owned subsidiary and the risks arising from the provision of guarantee is controllable. Therefore, the Board considers it fits to provide guarantee to Thrive Build Investments Limited.

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(3) Accumulated amounts of external guarantee and expired guarantee

As at the date of this announcement, the Company provided accumulated external guarantee (including guarantee provided to the subsidiaries over which our Company could exercise controlling power) of RMB3,872,000,000 in total (including guarantee of RMB1,531,000,000 provided by the Company to the subsidiary over which our Company could exercise controlling power in the loans provided by Zijin Finance Company Limited, Zijin Finance Company Limited is a subsidiary of the Company), representing 17.74% of the audited net assets for the year of 2010. The Company and its subsidiaries do not have any expired guarantee.

Shareholders please review.

Zijin Mining Group Co., Ltd.\*

Board of Directors

4 February 2012

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### APPENDIX 3

#### **Proposal in relation to the internal guarantee and external loan financing to the foreign wholly-owned subsidiaries provided by the Company**

To shareholders:

According to the Company's 2012 production operating plan, in order to ensure the financial needs of the Company's foreign investments and projects development, after negotiating between the Company's finance department and several commercial banks, the Company intended to set up channels of internal guarantee and external loan financing within acceptable scopes under existing policies. In view of the fact that most of the Company's overseas projects operate in accordance with the foreign customs and rules of practice, we set up specific operating companies for these projects. According to the relevant requirements of the "Securities Law", "Company Law", Jingjianfa (2005) Document No. 120 "Notice in relation to Rules for External Guarantee by the Listed Company" issued by the China Securities Regulatory Commission and the "Listing Rules of the Shanghai Stock Exchange", the Company must obtain shareholders' approval prior to providing guarantee to the enterprises with asset-to-debt ratio exceeding 70%. As such, a proposal in relation to the internal guarantee and external loan financing is submitted to a shareholders' meeting for approval. In order to promote the efficiency in decision making, efficient utilization of external financial market, meet financial needs for foreign investment and projects development and decrease the financial costs, the Company specifically proposes to the shareholders' meeting for approval of the proposed internal guarantee and external loan financing for the year of 2012.

#### **I. The summary of status of guarantee to the foreign wholly-owned subsidiaries provided by the Company**

##### 1. Guarantee amount:

The proposed internal guarantee and external loan financing for the year of 2012 will not exceed USD1.5 billion (including the total guarantee amounted USD450 million for Ding Jin Limited and Thrive Build Investments Limited).

##### 2. Subject of guarantee:

The wholly-owned subsidiaries of the Company incorporated overseas for specific purpose.

##### 3. As from the date of passing the above resolution in the shareholders' meeting to the date of Annual General Meeting 2012 to be convened in 2013, the Company will, within the above-mentioned limit of the actual guarantee events, authorize the Board of Directors to be responsible for the negotiation of relevant terms of guarantee with the financial institutions, confirmation of the period of guarantee, signing the guarantee agreement and the performance of the obligation of disclosure by project.

The 13th meeting of the 4th term Board of Directors passed the above-mentioned guarantee resolution.



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### II. The aims and risks of internal guarantee and external loan financing

1. Internal guarantee and external loan is a financing method by issuing guarantee and standby L/C from domestic banks or direct provision of guarantee from domestic enterprise to overseas company, and it is used by the domestic enterprise to meet the financial needs of its foreign investment, it is able to utilize the foreign capital market effectively, meet the financial needs for foreign investments and lower the cost of financing.
2. As the relatively large demand for funds in the foreign investment and the projects development of the Company, and to be in line with the Company's development strategy and actual operation, the Company needs to enhance its financing ability. By way of implementing internal guarantee and external loan practice, it can meet the Company's financial needs for its overseas operation, provide necessary circulation of funds and promote the economic efficiency.
3. The subjects of external guarantee are the wholly-owned subsidiaries of the Company incorporated overseas, the Company is able to control its operation and administration risks and put the financial risks of those subsidiaries under control within the period of guarantee.

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### III. Accumulated amounts of external guarantee and expired guarantee

As at the date of this announcement, the Company provided accumulated external guarantee (including guarantee provided to the subsidiaries over which our Company could exercise controlling power) of RMB3,872,000,000 in total (including guarantee of RMB1,531,000,000 provided by the Company to the subsidiary over which our Company could exercise controlling power in the loans provided by Zijin Finance Company Limited, Zijin Finance Company Limited is a subsidiary of the Company), representing 17.74% of the audited net assets for the year of 2010. The Company and its subsidiaries do not have any expired guarantee.

Shareholders please review.

Zijin Mining Group Co., Ltd.\*

Board of Directors

4 February 2012