

Zijin Mining Group Co., Ltd.*
(the “Company”)

This is an unofficial English translation and is for reference only. In case of any discrepancies, the Chinese version shall prevail over its English version.

**The Policy for the Nomination and Remuneration Committee of
the Board of Directors**

Chapter 1 General Provisions

1. In order to further establish and perfect the Company's nomination, remuneration and assessment management system, and the structure of corporate governance, the Company has set up a nomination and remuneration committee of the board of the directors (the “Nomination and Remuneration Committee”) and formulated this working policy in accordance with the Company Law of the People's Republic of China, articles of association of the Company, Corporate Governance Guidelines for Listed Company, Code on Corporate Governance Practices and other relevant provisions.
2. The Nomination and Remuneration Committee is a standing working organisation established under the board of directors. It is responsible to review and give suggestions on candidates, selection criteria and procedures for the Company’s directors, president and other senior management, set up appraisal standards and conduct assessment for the Company’s directors and senior management, develop and review the remuneration policy and package for the Company’s directors and senior management. The Nomination and Remuneration Committee reports to the board of directors.
3. The directors referred to in this policy are the chairman, vice chairmen and directors who are remunerated by the Company. Senior management means the senior management personnel who are appointed by the board of directors and have been mentioned as senior management in the Company’s annual report, or other senior management who are nominated by the president and recognized by the board of directors.

Chapter 2 Composition of the Committee

4. The Nomination and Remuneration Committee consists of six directors, including four independent directors.
5. The members of the Nomination and Remuneration Committee were nominated by the chairman of the board of directors, more than half of independent directors or one-third of all directors and elected by the board of directors.
6. An independent director shall be appointed as chairman (convener) of the Nomination and Remuneration Committee, who is responsible for the operation of the committee. The chairman of the committee is elected within the committee members and approved by the board of directors. The secretary to the board of directors is also the secretary to the committee.
7. The term of service for the committee members of the Nomination and Remuneration Committee is consistent with the term of service for the board of directors. The committee members can choose to be re-elected at the expiration of their term of service. If one of the committee members no longer serves as the Company's director, he will be disqualified as a committee member automatically and the vacancy will be filled up in accordance with the provisions of the above articles 4 to 6.
8. The committee members of the Nomination and Remuneration Committee shall meet the following conditions:
 - (1) Familiar with relevant laws and regulations of the PRC; possess professional knowledge in nomination, remuneration and assessment; familiar with the Company's operation and management;
 - (2) To follow principles of faith and trust, be honest and clean, self-disciplined and dedicated, and work enthusiastically for upholding the interest of the Company and its shareholders;
 - (3) Possess strong comprehensive analysis and judging abilities, and can be able to work independently.However, any one of the committee members cannot determine his own remuneration by himself.
9. The subordinate working office of the Nomination and Remuneration Committee is the Human Resources Department, which specifically provides the Company

with operational information and relevant information of the nominated candidates and the staff under evaluation. It is also responsible for arranging the meetings for the Nomination and Remuneration Committee and executing the relevant resolutions of the Nomination and Remuneration Committee.

Chapter 3 Duties and Authorities

10. The major duties and authorities of the Nomination and Remuneration Committee are:

- (1) Regularly make suggestions to the board of directors on the size and composition of the board of directors base on the operations, asset size and shareholding structure of the Company;
- (2) Study on the selection criteria and procedures for directors and president, and bring up the recommendations to the board of directors accordingly;
- (3) Extensively search for qualified candidates for the offices of directors and president;
- (4) Conduct review for the candidates of directors and president and make recommendations;
- (5) Assess the independence of independent non-executive directors;
- (6) Conduct review for other senior management to be appointed by the board of directors and make recommendations;
- (7) Set up remuneration policy or plan, incentive and punishment policy and system etc. for the directors and senior management based on the key areas of management, responsibilities, importance and the relevant payment packages in the market. The level of remuneration should be sufficient to attract and retain the directors who are vital to the success of the Company. However, the Company should avoid paying excessive remuneration for attracting and retaining the directors;
- (8) Formulate performance appraisal process and major evaluation criteria for the assessment of directors and senior management, review the Company's directors (including independent directors) and senior management on their performance of duties and conduct annual performance evaluation for them;
- (9) Formulate the "appraisal policy for directors" and its rules;
- (10) Formulate the "assessment, incentive and reward policy for senior management" and its rules;
- (11) As authorized by the board of directors, report about the remuneration matters in a shareholders meeting;
- (12) Supervise the implementation status of the Company's remuneration and

- assessment policy;
- (14) Responsible for the management and implementation of the Company's option plans as authorised;
 - (15) Study and analyze the Company's remuneration structure and the implementation of the short, medium and long-term incentive plans and propose recommendations and plans;
 - (16) Propose recommendations to the board of directors in relation to the remuneration policy and structure of all the Company's directors and senior management and the development of a formal and transparent procedure for the formulation of that remuneration policy ;
 - (17) As delegated by the board of directors to determine the specific remuneration packages for all executive directors and senior management, including non-monetary benefits, pensions and compensation (including compensation for loss or termination of office or appointment), and make suggestions to the board of directors for the remuneration of non-executive directors. The Remuneration and Nomination Committee should consider the factors including the remuneration packages in comparable companies, time devoted by and duties of the directors, conditions of employment of other positions within the Group and whether to adopt performance-based remuneration etc.;
 - (18) Review and approve the performance-based remuneration with reference to the corporate goals and objectives set by board of directors from time to time;
 - (19) Review and approve the compensation related to loss or termination of office or appointment payable to the executive directors and senior management, to ensure that such compensation is determined in accordance with relevant contractual terms; otherwise such compensation should be fair and reasonable without imposing excessive burden to the Company;
 - (20) Review and approve the compensation arrangements related to dismissal or removal of misconduct directors to ensure that such compensation is determined in accordance with relevant contractual terms; otherwise such compensation should be reasonable and appropriate;
 - (21) Ensure that no director or any of his associates is involved in deciding his own remuneration;
 - (22) Including the items listed in Appendix 1 regarding the duties and authorities of remuneration's part which is in accordance with the Code on Corporate Governance Practices as issued by The Stock Exchange of Hong Kong Limited;
 - (23) Including the items listed in Appendix 2 regarding the duties and authorities

of nomination's part which is in accordance with the Code on Corporate Governance Practices as issued by The Stock Exchange of Hong Kong Limited;

(24) Other matters related to nomination, remuneration and assessment authorized by the board of directors.

11. The Nomination and Remuneration Committee's nomination proposal shall be submitted for the board of directors' consideration and approval.

12. The Nomination and Remuneration Committee's remuneration proposal for the Company's directors shall be submitted for the board of directors' consideration and approval. After the board of directors' approval, it shall be tabled to a shareholders meeting for consideration and approval before implementation; the remuneration proposal of senior management shall be submitted for the board of directors' approval.

13. Develop a system for the Nomination and Remuneration Committee to submit a working report to the board of directors. The content of the working report shall at least include:

- (1) The appraisal of directors and senior management;
- (2) Summarize the remuneration of the Company's director and senior management for a reporting period;
- (3) Analyze and evaluate the incentive policy for directors and senior management and its execution;
- (4) Other matters as requested by the board of directors.

14. The expenses for the Nomination and Remuneration Committee shall be included in the Company's budget. The Nomination and Remuneration Committee may hire agency or experts to provide professional advice for their decision-making if necessary. The reasonable costs incurred for hiring agency and experts are borne by the Company.

The reasonable expenses incurred by the committee members attending the Nomination and Remuneration Committee meetings are borne by the Company.

15. The committee chairman shall perform the following duties in accordance with laws:

- (1) To convene and preside over the meetings of the committee;

- (2) To validate and sign on the reports of the committee;
- (3) To review the implementation of resolutions passed by the committee;
- (4) To represent the committee to report to the board of directors;
- (5) To carry out other duties as should be taken by the committee chairman.

Should the committee chairman be unable to perform his duties for some reasons, he should designate one of the committee members to act on his behalf.

16. The Nomination and Remuneration Committee, in the performance of their authorisation, may take the following measures for the problems identified:

- (1) To notify the board of directors orally or in writing to request corrective measures;
- (2) To request the functional departments of the Company to verify the problems;
- (3) For those senior management who is in violation of laws, administrative regulations, articles of association, or damage the interests of the Company and who did not complete the task as assigned by the board of directors, to recommend to the board of directors for punishment, removal or even dismissal of those senior management.

17. The members of the Nomination and Remuneration Committee shall perform the following obligations:

- (1) To faithfully perform their duties and safeguard the interests of the Company in accordance with laws, administrative regulations, articles of association;
- (2) Not to disclose the secrets of Company except in accordance with the laws or the approval by a general meeting of the shareholders and the board of directors;

To be responsible for the authenticity and compliance of the contents in the reports or documents submitted to the board of directors. However, the committee shall disclose their terms of reference, explaining their roles and their authorities delegated by the board of directors as required by and in accordance with the Listing Rules and the Code on Corporate Governance Practices.

Chapter 4 Meeting Procedures

18. The Nomination and Remuneration Committee shall have regular and extraordinary meetings. Based on the proposed resolutions, the meetings may be convened in the forms of writing, by fax, telephones or other different ways. The committee chairman presides over the meetings; in case the committee chairman is unable to attend, he may appoint one of the committee members (independent director) to preside the meeting.

19. The Nomination and Remuneration Committee shall meet at least once a year. The contents of the meeting(s) are mainly to review and evaluate the performance of the directors and senior management for the previous year, and the implementation of incentive compensation program; to propose the relevant incentive program for the directors and senior management according to the Company's actual operating results; to research and develop next year's remuneration and assessment plan; other matters in relation to the nomination, remuneration and assessment aspects that are required to be submitted to and discussed by the committee.

19. The Nomination and Remuneration Committee shall give notice to committee members 10 days before a regular meeting and 2 days before the extraordinary meeting. The notice shall disclose the meeting time, place and the main contents of the proposed agenda of the meeting. The notice may be delivered by way of fax, express mail, registered mail or served to the committee members by specified person.

20. The Nomination and Remuneration Committee shall have subordinate working groups responsible for the preparatory work and the provision of the relevant information for the committee's decision making:

(1) To provide the completion status of key financial indicators and the business objectives of the Company;

(2) To provide the information of the scope of work and key responsibilities of the senior management;

(3) To provide the completion status of indicators using in the performance evaluation system for the positions of the directors and senior management;

(4) To provide operational performance status in relation to the business innovation and the profitability of the directors and senior management;

(5) To provide basis of estimation for the proposed remuneration allocation scheme and methods in accordance with the Company's results.

21. The procedures for the selection and appointment of the directors and president by the Nomination and Remuneration Committee:

(1) The committee should actively communicate with the relevant departments of the Company, research the demand for new directors, managers and other senior management as required by the Company, and produce reports in writing;

(2) To extensively search for candidates of the directors and president;

(3) To collect information such as occupation, education, working experience, etc., of

- the candidates at preliminary stage and produce reports in writing;
- (4) To seek the consent of the nominees for the nomination otherwise they cannot be selected as candidates of directors and president;
 - (5) To convene meeting of the committee and review and examine the qualification of the preliminary candidates in accordance with the conditions for the appointment of directors and president;
 - (6) One to two months prior to the election of new directors, new president and other senior management, to submit proposals and other relevant materials in relation to the nominees of the new directors and president to the board of directors;
 - (7) To do follow-up action in response to the decision and feedback of the board of directors.

22. The Nomination and Remuneration Committee's procedures for the remuneration and performance evaluation of the directors and senior management:

- (1) The Company's directors and senior management report to the Remuneration and Nomination Committee for debriefing and self-evaluation;
- (2) The Remuneration and Nomination Committee shall evaluate the performance of directors and senior management according to the performance evaluation criteria and procedure;
- (3) According to the results of performance evaluation and remuneration allocation policy, to propose the amount of remuneration and method of incentive for directors and senior management; after the resolutions passed by the committee, report the proposal to the board of directors for approval.

23. The Nomination and Remuneration Committee shall pass resolution(s) by show of hands or a poll; extraordinary meetings can be resolved by way of telecommunication.

24. The meetings of Nomination and Remuneration Committee shall only be convened in the presence of more than two thirds of the committee members; each committee member shall have one vote; the resolution shall be passed by at least over one half of all the committee members. When there is equality of votes, the committee chairman shall have one casting vote.

The committee members should attend the meeting as scheduled. Each member should fully express their views for the matters discussed or considered. For those who cannot attend a meeting for some reasons, they should in writing delegate other committee members to exercise their authorities on their behalf. The power of attorney shall set forth the name of proxy, the entrusted matters, authority,

expiration date and signed by the principal. Committee members who do not attend two consecutive meetings and who do not delegate the exercise of authority on his behalf by other committee members shall be proposed to the board of directors for a replacement.

25. When there is a session discussing about one of the committee members at a meeting of the Nomination and Remuneration Committee, the interested committee member should not attend that discussion in the meeting.
26. Working team leader who is not a director may attend meetings of the committee. If necessary, other directors, supervisors and senior management may also be invited to attend the meetings.
27. The Nomination and Remuneration Committee shall have minutes which records the meeting time, place, chairman of the meeting, participants, agenda, process of discussion and voting results (voting results should be stated the number of in favor, against or abstain votes). The members present should sign on the minutes of the meeting; the minutes of meeting shall be kept by the secretary to the board of directors.
28. The voting results and resolutions passed by the Nomination and Remuneration Committee shall be reported to the board of directors in writing.
29. The resolutions passed by the Nomination and Remuneration Committee in relation to the proposal of nomination, remuneration policy and allocation programme shall comply with the requirements of the relevant laws, regulations and articles of association.
30. The present members shall keep confidential on the matters discussed at the meetings and are not allowed to disclose relevant information without permission.

Chapter 5 Supplementary

31. This policy shall become effective from the date of the resolution passed by the board of directors.
32. For matters not described or covered in this policy, it shall follow the requirements of the relevant laws, regulations and the Company's articles of association. In case

there shall be a conflict between this policy and the laws, regulations as promulgated in future or the articles of association as modified in accordance with laws, the up-to-date laws, regulations and the articles of association will prevail and this policy shall be amended promptly and reported to the board of directors for approval.

Zijin Mining Group Co., Ltd.*
9 March 2012

APPENDIX 1 Duties and Authorities in Remuneration

- (a) To make recommendations to the board of directors on the Company's policy and structure for all directors' and senior management's remuneration and on the establishment of a formal and transparent procedure for the formulation of the remuneration policy;
- (b) To review and approve the management's remuneration proposals with reference to the board of directors' corporate goals and objective;
- (c) To make recommendations to the board of directors on the remuneration packages of individual executive director and senior management. This should include benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment;
- (d) To make recommendations to the board of directors on the remuneration of non-executive directors;
- (e) To consider the remuneration packages in comparable companies, time commitment and responsibilities and employment conditions elsewhere in the group;
- (f) To review and approve compensation payable to executive director and senior management for any loss or termination of office or appointment to ensure that it is consistent with contractual terms, otherwise, it is fair and not excessive;
- (g) To review and approve compensation arrangements relating to dismissal or removal of directors for misconduct to ensure that they are consistent with contractual terms and are otherwise reasonable and appropriate; and
- (h) To ensure that no director or any of his associates is involved in deciding his own remuneration.

APPENDIX 2 Duties and Authorities in Nomination

- (a) Review the structure, size and composition (including the skills, knowledge and experience) of the board of directors at least once a year and make recommendations on any proposed changes to the board of directors to complement the Company's corporate strategy;
- (b) Identify individuals suitably qualified to become board of directors members

and select or make recommendations to the board of directors on the selection of individuals nominated for directorships;

- (c) Assess the independence of independent non-executive directors; and
- (d) Make recommendations to the board of directors on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman and the president.

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