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## NOTICE OF 2011 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 2011 will be held at 9:00 a.m. on 28 May 2012, 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 RESOLUTION**

1. to consider and approve an unconditional general mandate to issue bonds not exceeding RMB5 billion by the Company, and authorize the Board of Directors to make necessary arrangements in relation to the bond issue. Such unconditional general mandate can be exercised once or more than once. This authorization is valid from the date of this resolution approved at the general meeting to the convention date of 2012 annual general meeting;

### **ORDINARY RESOLUTIONS**

2. to consider and approve the Report of the Board of Directors of the Company for 2011;
3. to consider and approve the Report of the Independent Directors of the Company for 2011;
4. to consider and approve the Report of Supervisory Committee of the Company for 2011;
5. to consider and approve the Company’s financial report for the year ended 31 December 2011;
6. to consider and approve the Company’s 2011 annual report and its summary report;
7. to consider and approve the profit distribution proposal of the Company for the year ended 31 December 2011;

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8. to consider and approve the remunerations of the Executive Directors and Chairman of Supervisory Committee of the Company for the year ended 31 December 2011 as set out in Appendix 1;
9. to elect Mr. Qiu Xiaohua (邱曉華先生) as a director of the fourth Board of Directors of the Company and his biographical details are set out in Appendix 2; and authorise the Board of Directors to enter into service contracts and/or appointment letters with the newly elected director subject to such terms and conditions as the Board of Directors shall think fit and to do all such acts and things and handle all other related matters as necessary; and
10. to consider and approve the reappointment of Ernst & Young Hua Ming as the Company's auditor for the year ended 31 December 2012, and to authorise the Board of Directors to determine the remuneration.

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

Fujian, the PRC, 11 April 2012

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*Notes:*

- (A) **The Company's register of H Shares members will be closed from 28 April 2012 (Saturday) to 28 May 2012 (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 28 May 2012 (Monday, being the record date) will be entitled to attend and vote at the AGM of the Company to be convened on 28 May 2012 (Monday) at No.1 Zijin Road, Shanghang County, Fujian Province, the PRC. The 2011 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, all transfers of shares must be lodged with the Registrar of H Shares of the Company no later than 4:30 p.m. on 27 April 2012 (Friday).**

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 8 May 2012 (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 2011 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.
- (E) To be valid, the 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.

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- (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.

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### EXPECTED TIMETABLE

	<i>Year 2012 (Note)</i>
Latest time for lodging transfer of Shares	27 April (Friday) 4:30 pm
Book closure period (both days inclusive)	28 April (Saturday) to 28 May (Monday)
Record date	28 May (Monday)
AGM	28 May (Monday)
Announcement on results of AGM	28 May (Monday)
Register of Members re-opens	29 May (Tuesday)
Cum-rights date, ex-rights date, book closure period and delivery of dividends	To be announced

*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, 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:

#### RESOLUTION APPROVING THE REMUNERATION OF THE COMPANY'S EXECUTIVE DIRECTORS, CHAIRMAN OF SUPERVISORY COMMITTEE 2011

##### Formulae

Total annual salary of the Chairman = basic salary + [bonus = (current year's profit after tax – net assets of preceding year × 6%) × 0.15% × assessment factor] (40% of bonus is the immediate part of annual incentive salary and 60% of bonus is the option bonus)

Total annual salary of the President = basic salary + [bonus = (current year's profit after tax – net assets of preceding year × 6%) × 0.135% × assessment factor] (40% of bonus is the immediate part of annual incentive salary and 60% of bonus is the option bonus)

Total annual salary of other executive directors and chairman of supervisory committee = basic salary + [bonus = (current year's profit after tax – net assets of preceding year × 6%) × 0.075% × number of personnel × assessment factor] (50% of bonus is the immediate part of annual incentive salary and 50% of bonus is the option bonus)

**Zijin Mining Group Co., Ltd.\***  
*Board of Directors*  
28 March 2012

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### APPENDIX 2:

#### Biographical details of Mr. Qiu Xiaohua

Mr. Qiu Xiaohua(邱曉華), aged 54, was born in Ninghua County, Fujian, is a Ph.D. in economics and is a senior statistician. He has been a former member of the Tenth Chinese People's Political Consultative Conference.

Mr. Qiu studied in Department of Economics of Xiamen University from March 1978 to 1982. He worked with National Bureau of Statistics of China ("NBSC") from 1982 to 1998, and he has successively held the posts of deputy division chief, division chief, and deputy director of Integrated Department of NBSC and the chief economist and spokesman of NBSC. During 1995 to 1996, he was a senior visiting scholar of the Asia-Pacific Research Center of Stanford University in the United States. From 1998 to September 1999, he took a temporary post of assistant to governor of the People's Government of Anhui Province. From September 1999 to October 2006, he has successively held the posts of member of Communist Party Committee of NBSC (the "Party"), deputy chief, deputy secretary to the Party, secretary to the Party and chief of NBSC. During 1998 to 2001, he studied in Beijing Normal University and obtained his master's degree in economics. During 2001 to 2003, he studied in Beijing Normal University and received his Ph.D. in economics. He was under investigation by The Chinese Communist Party from October 2006 to January 2007. He served a sentence in Qincheng Jail for bigamy from February 2007 to February 2008. He was appointed as a senior consultant for China Youth Travel Service Group from March 2008 to May 2008, as a senior researcher for China National Offshore Oil Corporation from June 2008 to February 2010, as the chief economist for the Institute of Energy Economics of China National Offshore Oil Corporation from March 2010; as a academic member and a senior researcher for China Center for International Economic Exchanges from June 2009, and as the chief economist for TX Investment Consulting Co., Ltd. from October 2009.

He has been appointed as a part-time professor for Renmin University of China, Xiamen University, University of Science and Technology of China, Beijing Normal University and China Institute of Socialism; as a chairman of China National Conditions Research Association, a vice chairman of National Statistical Society of China, a researcher for the Financial Research Center of Chinese Academy of Social Sciences, China Society of Economic Reform, the Research Center of Ministry of Agriculture of the People's Republic of China, National Center for Economic Research at Tsinghua University; and as a vice president of All-China Youth Federation, Youth Federation of the Central Government Departments, Beijing Youth Federation.

The proposed term of service of Mr. Qiu Xiaohua will be for the period from the date of AGM to the expiry of the fourth term of the Board being 4 November 2012.

As at the date of this announcement, Mr. Qiu Xiaohua does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Future Ordinance (Chapter 571 of the Laws of Hong Kong). Mr. Qiu Xiaohua does not have any relationship with any directors, senior

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management, substantial shareholders or controlling shareholders of the Company. Save as disclosed herein, Mr. Qiu Xiaohua has not held any directorship in other public companies in the last three years preceding the date of his appointment and does not hold any other position with the Company or any of its subsidiaries.

Save as disclosed herein, there is no other information related to Mr. Qiu Xiaohua that needs to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on the Stock Exchange and there are no other matters that need to be brought to the attention of the shareholders of the Company.

A resolution will therefore be proposed at the AGM to authorise the Board to enter into new service contract and/or appointment letter with Mr. Qiu Xiaohua. His remuneration package will base on the remuneration formula for the executive directors of the fourth term stated in Appendix 3 of circular dated 19 September 2009 which was approved by an extraordinary general meeting on 5 November 2009.