
REVISED 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 RESOLUTIONS

1. to consider and approve the amendments of the articles of association of the Company in the form as set out in Appendix A 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 authorise 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 an unconditional general mandate to issue bonds not exceeding RMB5 billion by the Company, and authorise 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 authorisation is valid from the date of this resolution approved at the general meeting to the convention date of 2012 annual general meeting (details set out in Appendix B);

ORDINARY RESOLUTIONS

3. to consider and approve the Report of the Board of Directors of the Company for 2011;
4. to consider and approve the Report of the Independent Directors of the Company for 2011;
5. to consider and approve the Report of Supervisory Committee of the Company for 2011;

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6. to consider and approve the Company's financial report for the year ended 31 December 2011;
7. to consider and approve the Company's 2011 annual report and its summary report;
8. to consider and approve the profit distribution proposal of the Company for the year ended 31 December 2011;
9. 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 C;
10. 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 of Notice of 2011 Annual General Meeting dated 11 April 2012; 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
11. 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, 7 May 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.

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 A:

Proposal in relation to an amendment to the articles of association

The board of directors of Zijin Mining Group Co., Ltd.*:

We have learned that: Zijinshan gold and copper mine, a branch of Zijin Mining Group Co., Ltd.* (the “Company”), obtained a new “safe production license” at the end of April 2012. The permitted scope of the new license does not match with the business scope of the Company’s current business license. The Company is required to amend the articles of association (the “Articles of Association”) of the Company and process the registration procedures in relation to the relevant changes for the business license.

Since the Company issued the “Notice of 2011 Annual General Meeting” on 12 April 2012, in order to enable the Company to process the registration procedures in relation to the relevant changes for the business license as quickly as possible, our company specially proposes a proposal in relation to an amendment to the Articles of Association to the board of directors of the Company as an extraordinary resolution submitted to the 2011 Annual General Meeting of the Company for consideration and approval. It is suggested to the Company to amend Article 11 of the Articles of Association, to change “open pit/underground (only for branches) strip mining of gold and copper ores” to “open pit (only for branches) strip mining of gold and copper ores”, i.e. the revised Article 11 of the Articles of Association would be: The main business scope of the Company includes: Exploration of minerals (permitted items and time limit refers to details in the mineral resources exploration permit(s)), **open pit (only for branches) strip mining of gold and copper ores**; process and refinery of gold and copper ores; development and sales of conventional machinery and equipment; retail of gold products; information technology service; data of industrial production (excluding sedan cars less than 9 seats); sales of chemical products (excluding dangerous chemical products); hydropower generation; investment in mining industry, hotel industry and mine engineering construction; foreign trade. (The above scope shall be subject to the approval from related departments before the commencement of business if it relates to national specific trades.)

Shareholder: Minxi Xinghang State-owned Assets Investment Company Limited

3 May 2012

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Proposal of amendment to Articles of Association of the Company

In order to enable the Company to process the registration procedures in relation to the relevant changes for the business license as quickly as possible to match the permitted scope of the new “safe production license” obtained by Zijinshan gold and copper mine at the end of April 2012, it is proposed to change the current Articles of Association as follows:

1. **Article 11:**

Original: The main business scope of the Company includes: Exploration of minerals (permitted items and time limit refers to details in the mineral resources exploration permit(s)), open pit/underground (only for branches) strip mining of gold and copper ores; process and refinery of gold and copper ores; development and sales of conventional machinery and equipment; retail of gold products; information technology service; data of industrial production (excluding sedan cars less than 9 seats); sales of chemical products (excluding dangerous chemical products); hydropower generation; investment in mining industry, hotel industry and mine engineering construction; foreign trade. (The above scope shall be subject to the approval from related departments before the commencement of business if it relates to national specific trades.)

Amended to: The main business scope of the Company includes: Exploration of minerals (permitted items and time limit refers to details in the mineral resources exploration permit(s)), open pit (only for branches) strip mining of gold and copper ores; process and refinery of gold and copper ores; development and sales of conventional machinery and equipment; retail of gold products; information technology service; data of industrial production (excluding sedan cars less than 9 seats); sales of chemical products (excluding dangerous chemical products); hydropower generation; investment in mining industry, hotel industry and mine engineering construction; foreign trade. (The above scope shall be subject to the approval from related departments before the commencement of business if it relates to national specific trades.)

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Appendix B

Proposal in relation to a general mandate to issue corporate bonds

Dear shareholders,

In order to satisfy the Company's production operational needs as well as overseas projects' infrastructure and operational needs, to supplement working capital and to lower capital costs, the Company proposes to issue corporate bonds at a time or in batches within and outside the People's Republic of China. To grasp the favorable opportunity in the market timely, it is proposed to the general meeting to grant a general mandate to the board of directors of the Company (the "Board") for the issue of corporate bonds, details of which are as follows:

I. Amount and type of issue

It is proposed to the general meeting to grant an unconditional general mandate to the Board for the issue of corporate bonds, including but not limited to RMB or foreign currency bonds, and authorise the Board to make necessary arrangements. The aggregate amount of the various bonds issued within the valid authorisation period (for the bonds issued in foreign currencies, it is calculated based on the central parity rate announced by the People's Bank of China on the date of issuance, the same is applied below) shall not exceed (inclusive) RMB5 billion (the "Issue").

II. Terms of the Issue:

- (1) Scale: within the valid authorisation period, the aggregate amount of the bonds issued shall not exceed (inclusive) RMB5 billion or its equivalent in foreign currencies.
- (2) Duration and type: up to no more than 10 years, can be a type of single duration or a combination of various durations. Specific composition of duration and scale of issue of various types are determined by the Board with reference to relevant regulations and market conditions.
- (3) Use of proceeds: the proceeds raised by the bonds issued are expected to be used for the infrastructure and operational needs of domestic and overseas projects, including to be used as supplemental working capital and other purposes. The specific use of proceeds will be determined by the Board with reference to the Company's capital needs.

III. Mandate of the Issue:

1. It is proposed to the general meeting to approve an unconditional general mandate to the Board to determine and process the matters related to the Issue in accordance with the Company's specific needs and other market conditions:
 - (1) To determine the issue subject, issue type, specific categories, specific terms, conditions and other matters of the Issue (including but not limited to the specific issue number, actual total amount, currency, issue price, interest rate or its

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determining principles, issue location, issue timing, duration, whether it is issued in one batch and the number of batches, whether there is terms for repurchase and redemption, rating arrangements, guarantee matters (if required), period to repay debt and interests, deciding the arrangements of the use of proceeds within the scope approved by the general meeting, placing arrangements, underwriting arrangements and all other matters related to the Issue);

- (2) To take all the necessary and incidental actions and steps in relation to the Issue (including but not limited to the appointment of agents, representing the Company to apply to the relevant supervisory authorities for the relevant processes such as the approval, registration and the filing etc., signing all the relevant and necessary legal documents in relation to the Issue, selection of the bond trustee for the Issue, formulating the regulations for the meetings of bond holders and performing other relevant matters in relation to the bond issue and the transactions etc.);
 - (3) In the event that the Board had taken any of the abovementioned actions and steps in relation to the Issue, to approve, confirm and ratify such actions and steps;
 - (4) If the supervision policy or the market conditions are changed, to adjust the specific scheme and other relevant matters in relation to the Issue within the authorisation of general meeting following the opinions of the supervisory authorities or the market conditions, unless such change shall be re-approved by a general meeting of the Company in accordance with the relevant laws, regulations and the Company's articles of association;
 - (5) After the completion of the issue, to decide and process relevant matters in relation to the listing of the bonds issued.
2. It is proposed to the general meeting to authorise the Board to, at the same time when the approval and authorisation are obtained from the general meeting in relation to the above matters, further authorise the secretary to the Board and the financial controller to perform all relevant matters in relation to the bonds issue according to the Company's specific needs and other market conditions.
 3. It is proposed to the general meeting to authorise the secretary to the Board to approve, sign and distribute the relevant documents and announcements to disclose the relevant information in accordance with the applicable rules of the local supervisory authorities of the jurisdiction where the shares of the Company is listed.

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IV. Confirmation of the effective period of the authorisation from the general meeting

This authorisation is valid from the date of the resolution approved at the general meeting to the convention date of 2012 annual general meeting.

If the Board or the delegated persons have decided the relevant issue within the effective period of authorisation and the Company has obtained the approval (if necessary), permission or the registration of the supervisory authorities, the Company may complete the relevant matters in relation to the issue within the effective period of authorisation as recognized by such approval, permission or the registration.

The above resolution is hereby submitted for the shareholders' consideration and approval.

Zijin Mining Group Co., Ltd.*

Board of Directors

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Appendix C

Resolution approving the remuneration of the Company's Executive Directors, Chairman of Supervisory Committee of 2011

Dear shareholders,

According to the resolution of "the proposed remunerations and appraisal of directors and supervisors of the fourth term of board of directors and supervisory committee" passed in the second extraordinary general meeting in 2009, the board's nomination and remuneration committee submitted the proposal of remuneration allocation for the following directors and supervisors in 2011 after consideration of the Company's 2011 operating results:

1. Applicable scope of remuneration and appraisal program

Chairman:	Chen Jinghe
President and executive director:	Luo Yingnan
Executive directors:	Liu Xiaochu, Lan Fusheng, Zou Laichang, Huang Xiaodong
Chairman of supervisory Committee:	Lin Shuiqing

2. Estimates of the remuneration for directors and supervisors of 2011

The calculation parameters:

Net assets attributable to parent company of 2010 was RMB21,831,570,548;

Net profit attributable to parent company of 2011 was RMB5,712,569,100

(1) Remuneration of the Chairman (1 person)

1. Basic annual salary: RMB420,000

2. Estimates for the bonus:

Bonus = (current year's profit after tax - net assets of preceding year x 6%) x 0.15%
x 100% x assessment factor

= (5,712,569,100 - 21,831,570,548 x 6%) x 0.15% x 100%

= 4,402,674,867.64 x 0.15% x 100%

= RMB6,604,012

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Including: immediate part of bonus: $40\% \ 6,604,012 \times 40\% = \text{RMB}2,641,605$
option part of bonus: $60\% \ 6,604,012 \times 40\% = \text{RMB}3,962,407$

3. Total annual salary:
Total annual salary = Basic annual salary + Bonus = $420,000 + 6,604,012 =$
RMB7,024,012

(2) Remuneration of the President (executive director) (1 person)

1. Basic annual salary: RMB396,000

2. Estimates for the bonus:

Bonus = (current year's profit after tax - net assets of preceding year x 6%) x 0.135%
x assessment factor

$$= (5,712,569,100 - 21,831,570,548 \times 6\%) \times 0.135\% \times 100\%$$

$$= \text{RMB}5,943,611$$

Including: immediate part of bonus: $40\% \ 5,943,611 \times 40\% = \text{RMB}2,377,444$
option part of bonus: $60\% \ 5,943,611 \times 60\% = \text{RMB}3,566,167$

3. Total annual salary:
Total annual salary = Basic annual salary + Bonus = $396,000 + 5,943,611 =$
RMB6,339,611

(3) Annual salaries of the executive directors and the chairman of supervisory committee (5 persons)

Calculation for each individual as follows:

1. Basic annual salary: RMB300,000

2. Estimates for the bonus:

Bonus = (current year's profit after tax - net assets of preceding year x 6%) x 0.075%
x assessment factor

$$= (5,712,569,100 - 21,831,570,548 \times 6\%) \times 0.075\% \times 100\%$$

$$= \text{RMB}3,302,006$$

Including: immediate part of bonus: $50\% \ 3,302,006 \times 50\% = \text{RMB}1,651,003$
option part of bonus: $50\% \ 3,302,006 \times 50\% = \text{RMB}1,651,003$

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3. Total annual salary:

Total annual salary = Basic annual salary + Bonus = 300,000 + 3,302,006 =
RMB3,602,006

Calculation for the 5 persons as follows:

$300,000 \times 5 + 3,302,006 \times 5 = 1,500,000 + 16,510,030 = \mathbf{RMB18,010,030}$

3. Assessment factor

According to the proposed remuneration approved by the Group, the bonus of the Chairman and the President is proposed to be adjusted downward by 10%. Except the Chairman and the President, the bonuses of each of the other persons are to be deducted by RMB20,000.

The proposed total salary of 2011 for the executive directors and the chairman of the supervisory committee shall be:

Chen Jinghe: RMB6,160,000; Luo Yingnan: RMB5,646,000;

Liu Xiaochu: RMB3,190,000; Lan Fusheng : RMB3,780,000;

Huang Xiaodong: RMB3,580,000; Zou Laichang : RMB3,780,000;

Lin Shuiqing: RMB3,580,000

Total: RMB29,716,000

The above resolution is hereby submitted for the shareholders' consideration and approval.

Zijin Mining Group Co., Ltd.*

the board's nomination and remuneration committee

Note: This resolution proposal used Renminbi as currency.

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