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## SECOND REVISED NOTICE OF 2011 ANNUAL GENERAL MEETING

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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 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 amendment of the articles of association of the Company in the form as set out in Appendix A of Revised Notice of 2011 Annual General Meeting dated 7 May 2012 and such amendment 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 amendment 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 of Revised Notice of 2011 Annual General Meeting dated 7 May 2012);

### **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;
6. to consider and approve the Company's financial report for the year ended 31 December 2011;

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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;
  - (1) The Board proposed a dividend of RMB0.8 (including tax) in cash per 10 shares;
  - (2) A proposal to raise dividend to RMB1.0 (including tax) in cash per 10 shares (details set out in Appendix I).
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 of Revised Notice of 2011 Annual General Meeting dated 7 May 2012;
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, 11 May 2012

*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

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- (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.
- (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 I:

#### Proposal of raising the cash dividend of the Company for 2011

To the board of directors of Zijin Mining Group Co., Ltd.\*,

We have been informed that the board of directors of Zijin Mining Group Co., Ltd.\* proposed the 2011 final dividend that: a dividend of RMB0.8 (including tax) in cash per 10 shares on the basis of 21,811,963,650 shares in issue as at 31 December 2011, representing a total distribution of RMB1,744,957,092 and the undistributed balance being retained for future distribution. Since listing in Hong Kong in 2003, the Company has maintained a relatively high distribution ratio each year. The Company's net profit attributable to shareholders for the year 2011 prepared under China Accounting Standards was RMB5,712,569,100. Adding to the undistributed profit balance of RMB8,611,184,010 retained from the previous years, the total distributable profit was RMB14,323,753,110 by the end of 2011. We understand that the Company needs substantial capital investment for development, but shareholders should also share the profit as a result of the Company's growth.

Therefore, we propose to raise the proportion of distribution of cash dividend of the Company for 2011 as follows: increasing from a dividend of RMB0.8 (including tax) in cash per 10 shares to a dividend of RMB1.0 (including tax) in cash per 10 shares on the basis of 21,811,963,650 shares in issue as at 31 December 2011, representing a total distribution of RMB2,181,196,365 and the undistributed balance being retained for future distribution.

After the proposed distribution, the Company shall still retain over RMB12.1 billion in cash. The future development of the Company has been fully considered and the cash flows generated from the normal production is also substantial. Through the funding arrangements, the business development needs can be completely satisfied.

Therefore, we suggest that the board of directors of the Company should reconsider the distribution issue and table this proposal at the coming annual general meeting for review and approval.

Minixi Xinghang State-owned Assets Investment Co., Ltd.

7 May 2012

English translation is for reference only. In the event of inconsistency between the Chinese version and English version, the Chinese version shall prevail.