

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this document, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this document.*



**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)**

**WITHHOLDING AND PAYMENT OF PERSONAL INCOME TAX IN RESPECT OF 2011 FINAL DIVIDEND**

Reference is made to the 2011 results announcement dated 28 March 2012 and the Second Revised Notice of 2011 Annual General Meeting dated 11 May 2012 of Zijin Mining Group Co., Ltd.\* (the "Company") which, among other things, mentioned the proposed final dividends.

Pursuant to the State Administration of Taxation Notice on Matters Concerning the Levy and Administration of Individual Income Tax After the Repeal of Guo Shui Fa [1993] No. 45 (Guo Shui Han [2011] No. 348) (《國家稅務總局關於國稅發[1993]045號文件廢止後有關個人所得稅徵管問題的通知》(國稅函[2011]348號)) (the "SAT Notice") dated 28 June 2011, and the letter entitled "Tax arrangements on dividends paid to Hong Kong residents by Mainland companies" issued by The Stock Exchange of Hong Kong Limited (the "Stock Exchange Letter") dated 4 July 2011, the overseas resident individual shareholders of the stocks issued in Hong Kong by domestic non-foreign invested enterprises are entitled to the relevant preferential tax treatment pursuant to the provisions in the tax treaties entered into between the countries in which they reside and the PRC or the tax arrangements between the Mainland China and Hong Kong (Macau).

The Company will withhold and arrange for the payment of the withholding tax pursuant to the above opinions of the tax authorities and relevant tax laws and regulations, including the "Notice of the State Administration of Taxation in relation to the Administrative Measures on Preferential Treatment Entitled by Non-residents under Tax Treaties (Tentative)" (Guo Shui Fa [2009] No.124) (《國家稅務總局關於印發<非居民享受稅收協定待遇管理辦法(試行)>的通知》(國稅發[2009]124號)) (the "Tax Treaties Notice"). The Company will determine the country of domicile of each of the individual H Shareholders based on the registered address as recorded in the register of members of the Company on 18 June 2012 ("Record Date") (the "Registered Address"). The arrangements by the Company for the payment of withholding tax of the individual H Shareholders are as follows:

1. for individual H Shareholders whose country of domicile is a country or region which has entered into a tax treaty with the PRC stipulating a dividend tax rate of less than 10%, the Company will withhold and pay individual income tax at the rate of 10% on behalf of the individual H Shareholders. If such individual H Shareholders would like to apply for a refund of the additional amount of tax withheld and paid, the Company can assist the relevant shareholder to handle the application for the underlying preferential tax benefits pursuant to the tax treaties, provided that the relevant shareholder shall submit to the H share registrar of the Company the information required under the Tax Treaties Notice within the time period as specified below. Upon examination and approval by the competent tax authorities, the Company will assist in refunding the additional amount of tax withheld and paid;
2. for individual H Shareholders whose country of domicile is a country or region which has entered into a tax treaty with the PRC stipulating a dividend tax rate of 10% or more but less than 20% (the applicable tax rate for the residents in Hong Kong and Macau is 10% for this purpose), the Company will directly withhold and pay individual income tax at the actual applicable tax rate stipulated in the relevant tax treaty; and

3. for individual H Shareholders whose country of domicile is a country or region which has entered into a tax treaty with the PRC stipulating a dividend tax rate of 20%, or a country or region which has not entered into any tax treaties with the PRC, or in any other circumstances, the Company will withhold and pay individual income tax at the rate of 20% on behalf of the individual H Shareholders.

If the actual domicile of an Individual H Shareholder is inconsistent with his/her Registered Address or if an individual H Shareholder would like to apply for a refund of the additional amount of tax finally withheld and paid, such Individual H Shareholder shall provide relevant supporting documents as required under the Tax Treaties Notice in person to the H share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong on or before 12 June 2012. Upon examination of the supporting documents by the relevant tax authorities, the Company will follow the instructions given by the tax authorities to implement relevant tax withholding provisions and arrangements. Alternatively, individual H Shareholders may either personally or appoint a representative to attend to the procedures in accordance with the requirements under the Tax Treaties Notices if they fail to provide the relevant supporting documents to the Company within the time period stated above. The Company intends to dispatch the cheques of 2011 Final Dividend to the individual H Shareholders by ordinary mail at their own risk on 12 July 2012.

Should the H shareholders of the Company have any doubt in relation to the aforesaid arrangements, they are recommended to consult their tax advisors for relevant tax implications in Mainland China, Hong Kong and other countries (regions) on the possession and disposal of the H Shares of the Company.

Investors should notice that the Company has no obligation and will not be responsible for confirming the identities of any shareholders. The Company will withhold for payment the personal income tax, strictly in accordance with the Tax Law and its relevant rules and regulations, based on the information contained in the Registers on the Record Date. The Company will owe no liability whatsoever in respect of and will not entertain any claims arising from any delay in, or inaccurate determination of, the status of the shareholders or any disputes over the mechanism of withholding.

Any consequential changes to the expected timetable will be published by way of public announcement.

This announcement is made by the Company on a voluntary basis.

**Investors and shareholders are advised to exercise caution when dealing in the shares of the Company.**

As at the date of this announcement, the Board of Directors of the Company comprises Messrs. Chen Jinghe (Chairman), Luo Yingnan, Qiu Xiaohua, Lan Fusheng, Huang Xiaodong, and Zou Laichang as executive directors, Mister. Peng Jiaqing as non-executive director, and Messrs. Su Congfu, Chen Yuchuan, Lin Yongjing, and Wang Xiaojun as independent non-executive directors.

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

Fujian, the PRC, 28 May 2012

*\*The Company's English name is for identification purpose only*