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This circular appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of Zijin Mining Group Co., Ltd.*



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)

PROPOSAL FOR GENERAL MANDATE TO REPURCHASE H SHARES

A letter from the Board is set out on pages 3 to 5 of this Circular.

Notices convening the AGM and the H Shareholders' Class Meeting to be held at the conference room at the Company's office building at No. 1 Zijin Road, Shanghang County, Fujian Province, the PRC on Tuesday, 28 May 2013 at 9 a.m. and 11:15 a.m., respectively, are set out on pages 11 to 55 and pages 56 to 60 of this circular respectively.

Reply slips and forms of proxy for use at the said meetings are enclosed herewith. Shareholders who intend to attend the respective meetings shall complete and return the reply slip in accordance with the instructions printed thereon before Tuesday, 7 May 2013.

Shareholders who intend to appoint a proxy to attend the meetings are requested to complete the proxy form in accordance with the instructions printed thereon. The proxy form shall be lodged with the registrar of H Shares of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 24 hours before the time appointed for the holding of the relevant meeting or any adjournment thereof (as the case may be). Completion and return of the proxy form will not prevent you from attending and voting in person at the meeting(s) or any adjournment thereof should you so wish.

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

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DEFINITIONS

In this circular, the following expressions have the following meanings unless the context requires otherwise:

“A Share(s)”	the domestic shares issued by the Company to domestic investors with a nomination value of RMB0.10 each and which are listed on the Shanghai Stock Exchange;
“A Shareholder(s)”	holders of A Share(s);
“A Shareholders’ Class Meeting”	the first A Shareholders’ class meeting in 2013 to be held at the conference room at the Company’s office building at No. 1 Zijin Road, Shanghang County, Fujian Province, the PRC on Tuesday, 28 May 2013 at 11 a.m.;
“AGM”	the annual general meeting of the Company to be held at the conference room at the Company’s office building at No. 1 Zijin Road, Shanghang County, Fujian Province, the PRC on Tuesday, 28 May 2013 at 9 a.m.;
“Articles of Association”	the articles of association of the Company, as amended, modified or otherwise supplemented from time to time;
“Associate”	has the meaning ascribed thereto under the Hong Kong Listing Rules;
“Board”	the board of Directors;
“Company”	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 PRC with limited liability;
“Company Law”	the Company Law of the PRC;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries;
“H Share(s)”	the overseas-listed foreign invested share(s) in the Company’s share capital, with a nominal value of RMB0.10 each, which are listed on the Hong Kong Stock Exchange;

DEFINITIONS

“H Shares Repurchase Mandate”	the general mandate to exercise the power of the Company to repurchase H Shares not exceeding 10% of the total number of H Shares in issue as at the date of passing the proposed resolution(s) approving the H Share Repurchase Mandate at the AGM, the A Shareholders’ Class Meeting and the H Shareholders’ Class Meeting, details of which are set out in the notice of the AGM and the notice of the H Shareholders’ Class Meeting;
“H Shareholder(s)”	holders of H Share(s);
“H Shareholders’ Class Meeting”	the first H Shareholders’ class meeting in 2013 to be held at the conference room at the Company’s office building at No. 1 Zijin Road, Shanghang County, Fujian Province, the PRC on Tuesday, 28 May 2013 at 11:15 a.m.;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Hong Kong Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited;
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Latest Practicable Date”	7 April 2013, being the latest practicable date prior to the issuance of this circular for ascertaining certain information contained herein;
“PRC”	the People’s Republic of China but for purpose of this circular, excludes Hong Kong, Macau SAR and Taiwan;
“RMB”	Renminbi, the lawful currency of the PRC;
“SFO”	Securities and Futures Ordinance (Cap. 571 of the laws of Hong Kong) as amended from time to time;
“Share(s)”	ordinary share(s) of RMB0.1 each in the share capital of the Company including A Share(s) and H Share(s);
“Shareholder(s)”	the shareholder(s) of the Company including A Shareholder(s) and H Shareholder(s);
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers and Share Repurchases.

LETTER FROM THE BOARD



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)

Executive Directors:

Chen Jinghe (*Chairman*)
Luo Yingnan (*President*)
Qiu Xiaohua
Lan Fusheng
Huang Xiaodong
Zou Laichang

Non-executive Director:

Peng Jiaqing

Independent non-executive Directors:

Su Congfu
Chen Yuchuan
Lin Yongjing
Wang Xiaojun

Registered Office and Principal

Place of Business:

No. 1 Zijin Road
Shanghang County
Fujian Province
The PRC

Place of business in Hong Kong:

Suites 3712-15,
37/F., Tower 2,
Times Square,
1 Matheson Street,
Causeway Bay,
Hong Kong

12 April 2013

To the Shareholders

Dear Sir/Madam,

**PROPOSAL FOR GENERAL MANDATE
TO REPURCHASE H SHARES**

INTRODUCTION

The purpose of this circular is to provide you with information in relation to the proposal for general mandate to repurchase H Shares, which is one of the special resolutions to be proposed at the AGM and the only special resolution to be proposed at the A Shareholders' Class Meeting and H Shareholders' Class Meeting.

LETTER FROM THE BOARD

PROPOSAL FOR GENERAL MANDATE TO REPURCHASE H SHARES

In order to provide flexibility to the Directors to repurchase H Shares in the event that it is desirable to do so quickly, a special resolution will be proposed at the AGM, A Shareholders' Class Meeting and H Shareholders' Class Meeting to grant to the Board the H Share Repurchase Mandate, details of which will be set out in the notice of the AGM and the notice of the H Shareholders' Class Meeting.

The H Shares which may be repurchased pursuant to the H Share Repurchase Mandate shall not exceed 10% of the total number of H Shares in issue of the Company as at the date of passing of the resolution(s) approving the H Share Repurchase Mandate.

The H Shares Repurchase Mandate will be conditional upon the special resolution(s) for approving the grant of the H Shares Repurchase Mandate being passed at each of the AGM, the A Shareholders' Class Meeting and the H Shareholders' Class Meeting. Such H Shares Repurchase Mandate, if approved, will lapse at the earliest of: (a) the conclusion of the next annual general meeting of the Company following the passing of the relevant special resolution(s) at the AGM, A Shareholders' Class Meeting and H Shareholders' Class Meeting; or (b) the date on which the authority conferred by the relevant special resolution(s) is revoked or varied by a special resolution of the Shareholders at a general meeting or by H Shareholders or A Shareholders at their respective class meetings.

An explanatory statement containing information regarding the H Shares Repurchase Mandate is set out in the Appendix 1 to this circular.

THE ANNUAL GENERAL MEETING AND THE CLASS MEETINGS

An AGM will be convened and held for the purpose of, inter alia, considering and approving, by the Shareholders, and by way of special resolution(s), the H Share Repurchase Mandate.

The A Shareholders' Class Meeting will be convened and held for the purpose of considering and approving by the A Shareholders, and by way of special resolution(s), the H Share Repurchase Mandate. The H Shareholders' Class Meeting will be convened and held for the purpose of considering and approving by the H Shareholders, and by way of special resolution(s), H Share Repurchase Mandate. Votes for all resolution(s) at the AGM, the A Shareholders' Class Meeting and the H Shareholders' Class Meeting shall be taken by way of poll.

LETTER FROM THE BOARD

Shareholders who intend to appoint a proxy to attend the meetings are requested to complete the proxy form in accordance with the instructions printed thereon. The proxy form shall be lodged with the registrar of H Shares of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 24 hours before the time appointed for the holding of the relevant meeting or any adjournment thereof (as the case may be). Completion and return of the proxy form will not prevent you from attending and voting in person at the meeting(s) or any adjournment thereof should you so wish.

RECOMMENDATION

The Directors consider that the H Shares Repurchase Mandate mentioned above is in the best interests of the Company and its Shareholders as a whole, and recommend that all Shareholders, A Shareholders and H Shareholders should vote in favour of the relevant resolution(s) to be proposed at the AGM, the A Shareholders' Class Meeting and the H Shareholders' Class Meeting.

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

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

In the event of inconsistency between Chinese version and English version, the Chinese version shall prevail.

In accordance with the Hong Kong Listing Rules, this appendix serves as the explanatory statement to provide you with requisite information reasonably necessary to enable you to make an informed decision on whether to vote for or against the special resolution(s) to be proposed at the AGM, the A Shareholders' Class Meeting and the H Shareholders' Class Meeting for the grant of the H Share Repurchase Mandate to the Directors.

SECURITIES REPURCHASE MANDATE

Reasons for Repurchasing H Shares

Since the year of 2012, under the impact of the external macro environment and capital market volatility, the Company's share price has remained low, and has deviated from the actual operating conditions of the Company, which is not consistent with the Company's long-term intrinsic value. The Board of the Company considered that the repurchase of H shares would be beneficial to and in the best interests of the Shareholders and the Company as a whole. It can strengthen the investors' confidence and promote a positive effect and maintain the Company's image in the capital market.

Registered Capital

As at the Latest Practicable Date, the registered capital of the Company was RMB2,181,196,365 comprising 6,008,160,000 H Shares of RMB0.1 each and 15,803,803,650 A Shares of RMB0.1 each.

Exercise of the H Shares Repurchase Mandate

Subject to the passing of the relevant special resolution(s) set out in the notice of AGM, the special resolution(s) approving the grant to the Board of the H Share Repurchase Mandate in the A Shareholders' Class Meeting and H Shareholders' Class Meeting respectively, the Board will be granted the H Share Repurchase Mandate until the earlier of (a) the conclusion of the next annual general meeting of the Company following the passing of the relevant special resolution(s) at the AGM, A Shareholders' Class Meeting and H Shareholders' Class Meeting; or (b) the date on which the authority conferred by the relevant special resolution(s) is revoked or varied by a special resolution of the Shareholders at a general meeting or by H Shareholders or A Shareholders at their respective class meetings ("Relevant Period"). The exercise of the H Share Repurchase Mandate is subject to relevant approval(s) of and/or filings with the relevant regulatory authorities as required by the laws, rules and regulations of the PRC being obtained and/or carried out.

The exercise in full of the H Share Repurchase Mandate (on the basis of 6,008,160,000 H Shares in issue as at the Latest Practicable Date and no H Shares will be allotted and issued or repurchased by the Company on or prior to the date of the AGM, the A Shareholders' Class Meeting and H Shareholders' Class Meeting) would result in a maximum of 600,816,000 H Shares being repurchased by the Company during the Relevant Period, being the maximum of 10% of the total H Shares in issue as at the date of passing the relevant resolution(s).

Funding of Repurchases

In repurchasing its H Share, the Company intends to apply funds from the Company's internal resources (which may include surplus funds and retained profits) legally available for such purpose in accordance with the Articles of Association and the applicable laws, rules and regulations of the PRC.

GENERAL

The Directors consider that there would not be a material adverse impact on the working capital or on the gearing position of the Company in the event that the H Share Repurchase Mandate is to be exercised in full at any time during the proposed repurchase period (as compared with the position disclosed in the latest published audited accounts contained in the annual report of the Company for the year ended 31 December 2012). However, the Directors do not propose to exercise the H Share Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels of the Company. The number of H Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regarded to the circumstances then prevailing, in the best interests of the Company.

The Directors have undertaken to the Hong Kong Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make purchases under the H Share Repurchase Mandate in accordance with the Hong Kong Listing Rules, the Articles of Association and the applicable laws, rules and regulations of the PRC.

H SHARES PRICES

The highest and lowest prices at which the H Shares have been traded on the Hong Kong Stock Exchange during each of the twelve months preceding the Latest Practicable Date were as follows:

	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2012		
March	3.70	3.01
April	3.13	2.52
May	2.73	2.27
June	2.89	2.43
July	2.74	2.23
August	2.71	2.40
September	3.20	2.40
October	3.30	2.99
November	3.30	3.04
December	3.17	2.95
2013		
January	3.20	2.97
February	3.01	2.59
March	2.82	2.44
April (up to the Latest Practicable Date)	2.59	2.39

H SHARE PURCHASED BY THE COMPANY

No purchase of H Shares has been made by the Company in the previous six months preceding the Latest Practicable Date (whether on the Hong Kong Stock Exchange or otherwise).

DISCLOSURE OF INTERESTS

If as a result of a share repurchase by the Company, a substantial shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. Accordingly, a shareholder, or group of shareholders acting in concert, could obtain or consolidate control of the Company or become obligated to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Minxi Xinghang State-owned Assets Investment Co., Ltd., whose interest in the Company is notifiable under Part XV (Disclosure of Interests) of the SFO, held directly or indirectly approximately 29.15% of the Company's total registered capital. In the event that the Directors exercised in full the power to repurchase H Shares in accordance with the terms of the H Share Repurchase Mandate proposed at the AGM, A Shareholders' Class Meeting and H Shareholders' Class Meeting, the total interests of Minxi Xinghang State-owned Assets Investment Co., Ltd. in the total registered capital of the Company would be increased to approximately 29.98%. The Directors are not aware of any consequences which will arise under the Takeovers Code and/or any similar applicable law, as a result of any purchases to be made under the H Share Repurchase Mandate. Moreover, the Directors will not make share repurchase on the Hong Kong Stock Exchange if such repurchase would result in the requirements under Rule 8.08 of the Hong Kong Listing Rules not being complied with.

None of the Directors nor, to the best of their knowledge, having made all reasonable enquiries, any of their associates (as defined in the Hong Kong Listing Rules) presently intends to sell H Shares to the Company under the H Share Repurchase Mandate in the event that the H Share Repurchase Mandate is approved by the Shareholders and the conditions (if any) to which the H Share Repurchase Mandate is subject are fulfilled.

The Company has not been notified by any connected persons (as defined in the Hong Kong Listing Rules) of the Company that they have a present intention to sell any H Shares to the Company, or that they have undertaken not to sell any H Shares held by them to the Company in the event that the H Share Repurchase Mandate is approved by its Shareholders and the conditions (if any) to which the H Share Repurchase Mandate is subject are fulfilled.

OTHER MATTERS IN RELATION TO THE H SHARES REPURCHASE

(1) The price range for repurchase

According to the Hong Kong Listing Rules, it provides that: the specific implementation of the repurchase price shall not be higher than 5% of the average closing price of the five trading days prior to the actual repurchase. During the implementation of the repurchase, the repurchase price shall be determined according to the actual situation of the market and the Company.

(2) Disposal of shares repurchased

According to the provisions of the applicable laws and regulations etc., the H shares repurchased under the general mandate can only be cancelled and accordingly reduced the Company's registered capital.

(3) Time restriction on share repurchase

According to the requirements of the supervisory authorities, the company should not repurchase its Shares when the listed companies convene board meetings for periodic reports or before publishing periodic reports (i.e. 60 days before the annual report, and 30 days before other periodic reports), or during the existence of price-sensitive information (including, but not limited to, the major asset acquisitions, asset reorganization, sale of assets), during the period from formal negotiations to the release of price sensitive information.

NOTICE OF 2012 ANNUAL GENERAL MEETING



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 2012 will be held at 9:00 a.m. on 28 May 2013, Tuesday, 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 on 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 (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 the Company’s 3-year (2012-2014) profit distribution plan (details set out in Appendix B);
3. to consider and approve an unconditional general mandate to issue mid-term bonds not exceeding RMB10 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. The term of mid-term bonds will not exceed 10 years (including 10 years). This authorisation is valid from the date of this resolution approved at the general meeting to the convention date of 2013 annual general meeting. If the mid-term bonds registers successfully within the authorization period, the issue of mid-term bonds will remain valid until the expiry of the registration (valid for 2 years);

NOTICE OF 2012 ANNUAL GENERAL MEETING

4. to consider and, if thought fit, approve the following general mandate to repurchase H shares:
- (a) approve a general mandate to the Board of Directors to, by reference to market conditions and in accordance with needs of the Company, repurchase H shares not exceeding 10% of the number of H shares in issue at the time when this resolution is passed at annual general meeting and the relevant resolutions are passed at class meetings of shareholders;
 - (b) the Board of Directors be authorised to (including but not limited to the following):
 - (i) formulate and implement detailed repurchase plan, including but not limited to repurchase price, number of shares to repurchase, time of repurchase and period of repurchase, etc.;
 - (ii) notify creditors and issue announcement in accordance with the PRC Company Law and articles of association of the Company;
 - (iii) open overseas share accounts and to carry out related change of foreign exchange registration procedures;
 - (iv) carry out relevant approval procedures required by regulatory authorities and venues in which the Company is listed, and to carry out filings with the relevant regulatory departments (if necessary);
 - (v) carry out cancellation procedures for repurchased shares, reduce registered capital, and to make corresponding amendments to the articles of association of the Company relating to share capital and shareholdings, etc., and to carry out the relevant statutory registrations and filings within and outside the PRC;
 - (vi) approve and execute, on behalf of the Company, documents and matters related to the share repurchase.

The above general mandate will expire on the earlier of (“**Relevant Period**”):

- (a) the conclusion of the annual general meeting of the Company for 2013; or
- (b) the date on which the authority conferred by this special resolution is revoked or varied by a special resolution of shareholders at a general meeting, or a special resolution of shareholders at a class meeting of A share shareholders or a class meeting of H share shareholders,

except where the Board of Directors has resolved to repurchase H shares during the Relevant Period and the share repurchase is to be continued or implemented after the Relevant Period.

5. to consider and approve the Company to provide guarantee to its overseas subsidiaries for the loans (details set out in Appendix C);

NOTICE OF 2012 ANNUAL GENERAL MEETING

ORDINARY RESOLUTIONS

6. to consider and approve the Report of the Board of Directors of the Company for 2012;
7. to consider and approve the Report of the Independent Directors of the Company for 2012 (details set out in Appendix D);
8. to consider and approve the Report of Supervisory Committee of the Company for 2012;
9. to consider and approve the Company's financial report for the year ended 31 December 2012;
10. to consider and approve the Company's 2012 annual report and its summary report;
11. to consider and approve the profit distribution proposal of the Company for the year ended 31 December 2012;
12. to consider and approve the remunerations of the Executive Directors and Chairman of Supervisory Committee of the Company for the year ended 31 December 2012 as set out in Appendix E; and
13. to consider and approve the reappointment of Ernst & Young Hua Ming (LLP) as the Company's auditor for the year ended 31 December 2013, 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, 12 April 2013

NOTICE OF 2012 ANNUAL GENERAL MEETING

Notes:

- (A) **The Company's register of H Shares members will be closed from 27 April 2013 (Saturday) to 28 May 2013 (Tuesday) (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 2013 (Tuesday, being the record date) will be entitled to attend and vote at the AGM of the Company to be convened on 28 May 2013 (Tuesday) at No.1 Zijin Road, Shanghang County, Fujian Province, the PRC. The 2012 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 26 April 2013 (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 Directors twenty days before the AGM, that is 7 May 2013 (Tuesday).

Details of the office for the Secretariat of the Board of Directors 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 2012 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.

NOTICE OF 2012 ANNUAL GENERAL MEETING

- (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 an half day, and shareholders attending the AGM will be responsible for their own travelling and accommodation expenses.

NOTICE OF 2012 ANNUAL GENERAL MEETING

EXPECTED TIMETABLE

	<i>Year 2013 (Note)</i>
Latest time for lodging transfer of Shares	26 April (Friday) 4:30 pm
Book closure period (both days inclusive)	27 April (Saturday) to 28 May (Tuesday)
Record date	28 May (Tuesday)
AGM	28 May (Tuesday)
Announcement on results of AGM	28 May (Tuesday)
Register of Members re-opens	29 May (Wednesday)
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, Qiu Xiaohua, 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*

NOTICE OF 2012 ANNUAL GENERAL MEETING

Appendix A:

Proposal to amend the articles of association

1. Original Article 110

The board of directors shall be accountable to the shareholders' general meeting and shall exercise the following functions and powers:

- (1) To convene the shareholders' general meeting and to report on its work to the shareholders' general meeting;
- (2) To execute the resolutions of the shareholders' general meeting;
-
- (16) To consider and review the working report and the work of the president of the Company;
- (17) To perform other duties and exercise other powers which are set out in laws, administrative regulations, department rules or the Articles of Association, as well as other duties or powers as authorized by the shareholders' general meeting.

Resolutions by the board of directors on matters referred to in the preceding paragraphs may be passed by the affirmative votes of more than half of all directors with the exception of resolutions on matters referred to in clauses (6), (7), (8), (13) which shall be passed by more than half of all directors and the affirmative votes of more than two-thirds of all directors present in the meeting.

The board of directors has several committees under its control, and their duties, powers and functions are authorized by the board of directors according to relevant regulations and the Articles of Association of the Company.

Amended to:

Article 110

The board of directors shall be accountable to the shareholders' general meeting and shall exercise the following functions and powers:

- (1) To convene the shareholders' general meeting and to report on its work to the shareholders' general meeting;
- (2) To execute the resolutions of the shareholders' general meeting;
-
- (16) To consider and review the working report and the work of the president of the Company;

NOTICE OF 2012 ANNUAL GENERAL MEETING

(17) To take the responsibility to establish and implement a comprehensive and effective internal control, and to review and approve the annual internal control specification working plan and the annual internal control evaluation report;

(18) To perform other duties and exercise other powers which are set out in laws, administrative regulations, department rules or the Articles of Association, as well as other duties or powers as authorized by the shareholders' general meeting.

Resolutions by the board of directors on matters referred to in the preceding paragraphs may be passed by the affirmative votes of more than half of all directors with the exception of resolutions on matters referred to in clauses (6), (7), (8), (13) which shall be passed by more than half of all directors and the affirmative votes of more than two-thirds of all directors present in the meeting.

The board of directors has several committees under its control, and their duties, powers and functions are authorized by the board of directors according to relevant regulations and the Articles of Association of the Company.

2. **Original Article 123**

The president of the Company shall be accountable to the board of directors and shall exercise the following functions and powers:

(1) To be in charge of the production, operation and management of the Company and to organize the implementation of the resolutions of the board of directors;

(2) To organize the implementation of the Company's annual business plans and investment plans;

.....

(9) To propose the convention of the board of directors' extraordinary meetings;

(10) Other functions and powers granted by the Company's Articles of Association and the board of directors.

Amended to:

Article 123

The president of the Company shall be accountable to the board of directors and shall exercise the following functions and powers:

(1) To be in charge of the production, operation and management of the Company and to organize the implementation of the resolutions of the board of directors;

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- (2) To organize the implementation of the Company's annual business plans and investment plans;

.....

- (9) To propose the convention of the board of directors' extraordinary meetings;
- (10) To organize and lead the daily operation of the Company's internal control;**
- (11) Other functions and powers granted by the Company's Articles of Association and the board of directors.

3. **Original Article 133**

The supervisory committee shall be accountable to the shareholders' general meeting and shall exercise the following functions and powers in accordance with laws:

- (1) To examine the Company's financial status, and audit the periodical report prepared by the board of directors and express the opinions in writing form;
 - (2) To supervise the directors and senior management personnel and propose to remove directors and senior management personnel who violate the laws, administrative regulations, the Articles and the resolutions passed at the general meetings;
-
- (8) To investigate the irregular operations of the Company and to appoint external accounting firms and law firms to assist in the investigation when necessary and all the expenses in relation thereto shall be borne by the Company; and
 - (9) Other functions and powers authorized by the shareholders' general meetings or provided in the Articles.

Supervisors may attend meetings of the board of directors, propose suggestions and raise questions in the meetings.

Amended to:

Article 133

The supervisory committee shall be accountable to the shareholders' general meeting and shall exercise the following functions and powers in accordance with laws:

- (1) To examine the Company's financial status, and audit the periodical report prepared by the board of directors and express the opinions in writing form;

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- (2) To supervise the directors and senior management personnel and propose to remove directors and senior management personnel who violate the laws, administrative regulations, the Articles and the resolutions passed at the general meetings;

.....

- (8) To investigate the irregular operations of the Company and to appoint external accounting firms and law firms to assist in the investigation when necessary and all the expenses in relation thereto shall be borne by the Company;

- (9) To supervise the internal control as established and implemented by the board of directors and to put forward its view on the Company's internal control evaluation report;**

- (10) Other functions and powers authorized by the shareholders' general meetings or provided in the Articles.

Supervisors may attend meetings of the board of directors, propose suggestions and raise questions in the meetings.

4. **Original Article 165**

The Company's dividends distribution policy: Profit distribution policy of the Company: (1) the distribution of profits stresses on the reasonable returns of investment to the investors; (2) dividends are declared in cash or by shares; (3) the accumulated cash dividends in last 3 consecutive years shall not be less than 60% of the average accumulated distributable profit in last 3 consecutive years.

That is:

the accumulated cash dividends in last 3 consecutive years $\geq 60\% \times$ the accumulated distributable profit in last 3 consecutive years/3.

Subject to certain conditions, the Company may distribute interim dividends in cash.

In relation to the execution of the power to forfeit unclaimed dividends, it can only be exercised upon the expiry of the related time limit.

If the board of directors does not make a cash dividends distribution proposal, the reasons should be disclosed in regular reports and the independent non-executive directors shall issue independent opinion on this issue.

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Amended to:

Article 165 The Company adopts the following profit distribution policy:

1. **Principles of profit distribution**

The Company should put the reasonable returns of the investors as an important matter in the distribution of its profit, while taking into account the sustainable development of the Company, and maintaining the continuity and stability of the profit distribution policy which complied with the provisions of relevant laws and regulations. The Company's distribution of profits shall not exceed the scope of the cumulative distributable profits, and shall not harm the Company's sustainable business capacity. The Company is actively promoting the distribution of dividends in cash.

2. **Form of profit distribution**

The Company may distribute dividends in cash or bonus issue, and would actively promote the distribution of dividends in cash.

3. **Conditions of profit distribution in cash**

In accordance with the Company Law and the relevant laws and regulations and the provisions of the Articles of Association, when the distributable profit of current year's net realized profit of the Company after taking into account of losses, full provisions of statutory reserve fund and discretionary reserve is positive, and the audit body has issued a standard unqualified audit report for the Company's annual financial report (interim distribution of cash dividend can be unaudited), the Company shall make a cash distribution plan except in special circumstances (such as material investment plans or material cash expenditures, etc.).

When the Company meets the above conditions to distribute dividends in cash but does not distribute dividends in cash for special reasons, the board should give specific reasons for not distributing the dividends in cash, and the usage of non-distributed retained profits, and after the independent directors have provided their comments, it shall be passed to the shareholders' meeting for consideration and approval.

4. **Interval and proportion of profit distribution**

On satisfaction of the aforementioned conditions to distribute dividends in cash, the Company's cumulative distribution of cash profits for the last 3 years shall not be less than 60% of the average annual distributable profits realized for the last 3 years.

That is:

(the accumulated cash dividends in last 3 consecutive years \geq 60% x the accumulation of annual distributable profit in the last 3 consecutive years/3.)

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In principle, the Company's annual distribution of cash dividends shall not be less than 15% of the realized distributable profits for the year (excluding the accumulated undistributed profits of last year).

The board of the Company can propose a distribution of interim cash dividends according to the Company's operating and financial situation.

5. Conditions for bonus issue

The board of the Company may consider adopting bonus issue and conversion of capital reserves to issued capital for distribution. The Company should consider the scale of the existing share capital when issuing bonus shares, and focus on capital expansion and performance growth simultaneously.

6. Formulation procedure of profit distribution policy

According to the provisions of the Articles of Association of the Company, the board of directors may, after fully considering a variety of factors such as the Company's profitability, cash flow, repeat production by the Company, investment needs together with the requests of shareholders (especially minority shareholders), and the opinions of independent directors, supervisors, propose the annual or interim profit distribution proposal for the board's consideration and approval.

The profit distribution proposal shall be approved by a majority vote of all directors of the board at the board meeting. The profit distribution proposal shall be approved by more than half of the voting rights held by shareholders attending the general meeting.

When formulating the distribution of cash dividend proposal, the board of the Company should actively communicate and exchange views with shareholders, especially minority shareholders through a variety of channels (including but not limited to telephone, fax and e-mail communication), to fully listen to their views and requests, and provide timely responses to minority shareholders' concerns.

7. Amendment procedure of profit distribution policy

If there were major changes in the external environment or the Company's own operating conditions, which required the adjustment of the profit distribution policy, the Company should fully consider the protection of the interests of the minority shareholders. The amended profit distribution policy must not violate the relevant laws and regulations and the relevant provisions of regulatory documents. The proposal to amend the profit distribution policy shall be submitted to the board and shareholders' meeting for consideration and approval. The proposal for amendment of the profit distribution policy shall be approved by more than two-thirds of the board of directors at the board meeting, independent directors should provide independent opinions. The proposal for amendment of the profit distribution policy shall be approved by more than two-thirds of the voting rights held by shareholders attending the shareholders' meeting.

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The board of directors should fully listen to the opinions of shareholders (especially minority shareholders), independent directors and supervisors of the Company when considering and approving the amendment of profit distribution policy especially the distribution of cash dividends.

8. The Company's shareholders, independent directors and supervisory committee should supervise the execution progress and decision-making procedures of the Company's profit distribution policy executed by the board of directors and management.
9. During the implementation of the profit distribution policy, if there is any shareholder illegally taken up the Company's capital, the Company shall deduct the cash dividends allocated to such shareholder to repay the amount of capital taken.
10. The power to forfeit the uncollected dividends shall be exercised after the relevant validity period expired.
11. The board of directors of the Company shall comply with the applicable laws, administrative regulations, departmental rules and regulations, regulatory documents and the profit distribution policy set out in the Articles of Association when formulating, considering and executing the profit distribution policy.
12. The Company shall disclose in the periodic reports the execution progress of distribution plan and cash dividend distribution policy during the reporting period, and explain whether they have complied with the relevant laws and regulations.

Other provisions of the articles of association of the Company remain unchanged.

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

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Appendix B:

Profit distribution and return plan for the next three years (2012-2014)

According to the essence of the Notice in Relation to Further Implementing Cash Dividend Distribution of Listed Companies (Zheng Jian Fa [2012] No. 37) issued by China Securities Regulatory Commission and the Notice in Relation to Further Implementing Cash Dividend Distribution (Min Zheng Jian Gongsizi [2012] No. 28) issued by China Securities Regulatory Commission Fujian Bureau, in order to improve the decision making of the Company's profit distribution and supervisory mechanism, while taking into account the Company's production management and sustainable development and maintaining a reasonable return to investors of the Company, with reference to the terms related to profit distribution policy in the Company's articles of association, the board of directors of the Company formulated profit distribution and return plan for the next three years (2012-2014).

(1) *Factors to be considered for the profit distribution and return plan*

Focusing on the long-term and sustainable development of the Company, with consideration on factors like the Company's actual operating situation, shareholders' intention, social capital costs, external financing environment, etc., the Company shall establish a sustainable, stable and scientific return mechanism to the investors.

(2) *Principles and decision-making procedures for the profit distribution and return plan*

According to the Company's operation, the board of directors fully considered the Company's profit scale, cash flow position, capital needs, development planning, and gave full consideration to the views of shareholders (especially minority shareholders), independent directors, supervisors to formulate a periodic profit distribution and return plan. Such plan will be submitted to the annual general meeting for approval after the approval of the board of directors of the Company.

The profit distribution proposal shall be approved by a majority vote of all directors of the board at the board meeting. The profit distribution proposal shall be approved by more than half of the voting rights held by shareholders attending a general meeting.

(3) *The specific profit distribution and return plan for shareholders of the Company in the next three years*

1. The Company may distribute dividends in cash or bonus issue, and would actively promote the distribution of dividends in cash. In principle, cash dividends shall be distributed once a year. However, the board of the Company can propose a distribution of interim cash dividends according to the Company's operating and financial situation.
2. In accordance with the Company Law and the relevant laws and regulations and the provisions of the articles of association, when the current year's net realized profit of the Company after taking into account of losses, full provisions of statutory reserve fund and

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discretionary reserve is positive, and the audit body has issued a standard unqualified audit report for the Company's annual financial report (interim distribution of cash dividend can be unaudited), the Company shall make a cash distribution plan except in special circumstances (such as material investment plans or material cash expenditures, etc.).

3. On satisfaction of the aforementioned conditions to distribute dividends in cash, the Company's cumulative distribution of cash profits for the last 3 years shall not be less than 60% of the average annual distributable profits realized for the last 3 years. That is:

(the accumulated cash dividends in last 3 consecutive years $\geq 60\% \times$ the accumulation of annual distributable profit in the last 3 consecutive years/3.)

In principle, the Company's annual distribution of cash dividends shall not be less than 15% of the realized distributable profits for the year (excluding the accumulated undistributed profits of last year).

4. Other than the above distribution of cash dividends, the board of the Company may consider adopting bonus issue and conversion of capital reserves to issued capital for distribution. The Company should consider the scale of the existing share capital when issuing bonus shares and dividends, and focus on capital expansion and performance growth simultaneously.
5. The board of the Company shall comprehensively consider various factors and consolidate the advice of shareholders (especially minority shareholders), independent directors and supervisors to formulate the profit distribution proposal for the board's approval and shall then be passed to the annual general meeting for approval.

When the Company meets the above conditions of profit distribution in cash but does not distribute dividends in cash with special reasons, the board should give specific reasons for not distributing the dividends in cash and the usage of the non-distributed retained profits, and after independent directors have provided their comments, it shall be passed to the shareholders' meeting for consideration and approval.

6. When formulating the distribution of cash dividend policy, the board of the Company should actively communicate and exchange views with shareholders, especially minority shareholders through a variety of channels (including but not limited to telephone, fax and e-mail communication), to fully listen to their views and requests, and provide timely responses to minority shareholders' concerns.
7. During the implementation of the profit distribution policy, if there is any shareholder illegally taken up the Company's capital, the Company shall deduct the cash dividends allocated to such shareholder to repay the amount of capital taken.

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(4) *Amendment of the profit distribution and return plan*

After the profit distribution and return plan being approved at the annual general meeting, if there were major changes in the external environment or the Company's own operating conditions, the board can adjust the profit distribution and return plan and implement the adjusted plan upon approval at the annual general meeting.

The proposal for amendment of the profit distribution policy shall be approved by more than two-thirds of all directors at the board meeting and the independent directors should give independent opinions. The proposal for amendment of the profit distribution policy shall be approved by more than two-thirds of the voting rights held by shareholders attending the shareholders' meeting. In principle, the board formulated the profit distribution and return plan for every three years, if there were no major changes in the external environment or the Company's own operating conditions, the board can execute with reference to the latest profit distribution and return plan being approved at annual general meeting without formulating another three-year profit distribution and return plan.

(5) *Supervision of the profit distribution and return plan*

The Company's shareholders, independent directors and supervisory committee should supervise the execution progress and decision-making procedures of the Company's profit distribution policy executed by the board of directors and management.

(6) *Effective mechanism of shareholders return plan*

The board is responsible for the interpretation of this profit distribution and return plan which will become effective upon approval at an annual general meeting.

Zijin Mining Group Co., Ltd.*

11 August 2012

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

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Appendix C:

Proposal in relation to providing internal guarantee and external loan financing to the Company's overseas subsidiaries

In order to improve the efficiency of decision-making, utilise the foreign capital markets effectively, fulfill the demand of funds for the Company's overseas investment and overseas project construction and reduce the financing costs, Zijin Mining Group Co., Ltd.* (the "Company") in 2012 First Extraordinary General Meeting passed the resolution of providing internal guarantee and external loan financing to the Company's overseas wholly-owned subsidiaries, i.e. during the period from the date of passing the abovementioned resolution to the date of convening the 2012 annual general meeting, the Company can provide internal guarantee and external loan financing to its overseas wholly-owned subsidiaries for special purpose with a total guarantee amount not exceeding USD1.5 billion and authorize the board of directors of the Company to make decisions and to fulfill the information disclosure obligations on a case-by-case basis. According to the abovementioned resolution, as at the date of this announcement, the total balance of the internal guarantee and external loan financing provided by the Company to its overseas wholly-owned subsidiaries is USD 469,670,000.

The abovementioned internal guarantee and external loan financing not only fulfills the funds required for the Company's overseas acquisition projects and operation, but also reduces the financing costs. To this end, the Company intends to continue to provide guarantees to its overseas subsidiaries through internal guarantee and external loan financing. The nineteenth meeting of the fourth board of directors of the Company passed the resolution relating to the proposal of providing internal guarantee and external loan financing to the Company's overseas subsidiaries and agreed to submit the proposal for the consideration and approval by the 2012 annual general meeting. The relevant details of the guarantees are as follows:

I. Gold Mountains (H.K.) International Mining Company Limited ("Gold Mountains")

1. Basic situation of the company

Company Name:	Gold Mountains (H.K.) International Mining Company Limited
Place of registration:	Suites 3712-15, Tower Two, Times Square, 1 Matheson Street, Causeway Bay, Hong Kong
Registered capital:	HK\$838,500,001 (equivalent to approximately RMB706,230,000)
Business scope:	Investment and trading

Gold Mountains is a wholly-owned subsidiary of the Company set up in Hong Kong.

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As at 31 December 2012, the amount of total assets of Gold Mountains was RMB2,637,910,000. The amount of total liabilities was RMB2,057,390,000 (in which the amount of short-term loan was RMB377,080,000). The amount of net assets was RMB580,520,000. The asset-liability ratio was 77.99%. The realized sales revenue was RMB18,950,000. The net profit was RMB22,400,000. (The above financial figures were unaudited.)

Gold Mountains is an important platform of the Company for overseas investment, financing and operation, and is mainly engaged in the import and export of minerals, mining machinery and equipment, mineral investment and other business.

As at the date of this announcement, the balance of the guarantee amount provided by the Company to Gold Mountains is USD65,000,000.

2. Content of the guarantee

In order to meet the day-to-day operational working capital and the capital requirements for the purchase of copper concentrates, Gold Mountains is proposed to apply for financing of USD100 million from the financial institutions. The Company will provide guarantees to Gold Mountains through internal guarantee and external loan financing in respect of the abovementioned financing.

II. Russia Longxing Company Limited

1. Basic situation of the company

Company Name:	Russia Longxing Company Limited
Place of registration:	Kyzyl City, Tuva Republic, Russia
Registered capital:	RMB210,210,000
Business scope:	The mining and refining of multi-metals mines such as zinc, lead, etc.

Russia Longxing Company Limited is a wholly-owned subsidiary of Heilongjiang Zijin Longxing Mining Company Limited which is jointly established by Zijin Mining Group Northeast Asia Company Limited (“Northeast Asia Zijin”), a wholly-owned subsidiary of the Company, and Heilongjiang Longxing International Resources Development Group Company Limited in Tuva Republic, Russia. Northeast Asia Zijin holds 70% equity interest in Heilongjiang Zijin Longxing Mining Company Limited.

As at 31 December 2012, the amount of total assets of Russia Longxing Company Limited was RMB1,724,760,000. The amount of total liabilities was RMB1,579,170,000. The amount of net assets was RMB145,590,000. The asset-liability ratio was 91.56%. Russia Longxing Company Limited is in infrastructure stage and there is no operating income. (The above financial figures were unaudited.)

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Russia Longxing Company Limited is mainly engaged in the development of multi-metals mineral resources projects in Kyzyl, Tuva Republic, Russia.

As at the date of this announcement, the balance of the guarantee amount provided by the Company to Russia Longxing Company Limited is zero.

2. Content of the guarantee

In order to meet the need of funds for the project construction, Russia Longxing Company Limited is proposed to apply for financing of USD220 million from the financial institutions. The Company will provide guarantees to Russia Longxing Company Limited through internal guarantee and external loan financing in respect of the abovementioned financing.

III. JV Zeravshan LLC

1. Basic situation of the company

Company Name:	JV Zeravshan LLC
Place of registration:	Sogdiana, Republic of Tajikistan
Registered capital:	RMB184,720,000
Business scope:	The mining and refining of gold mines

The Company's wholly-owned subsidiary, Zijin Mining Group North West Company Limited, through its wholly-owned foreign subsidiary, Jinfeng (H.K.) International Mining Company Limited, holds 75% equity interest in JV Zeravshan LLC, and the other 25% equity interest in JV Zeravshan LLC is held by the Tajikistan government.

As at 31 December 2012, the amount of total assets of JV Zeravshan LLC was RMB1,651,830,000. The amount of total liabilities was RMB1,369,010,000. The amount of net assets was RMB282,820,000. The asset-liability ratio was 82.88%. The realized sales revenue was RMB652,350,000. The net profit was RMB203,060,000. (The above financial figures were unaudited.)

JV Zeravshan LLC is mainly engaged in the development of ZGC Taror, Jilao gold mines, etc. In 2012, the annual production of gold was 1.51 tonnes. In order to expand the production capacity to achieve economies of scale, JV Zeravshan LLC is currently under technological renovation and expansion.

As at the date of this announcement, the balance of the guarantee amount provided by the Company to JV Zeravshan LLC is zero.

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2. Content of the guarantee

In order to meet the need of funds for the project renovation and expansion, JV Zeravshan LLC is proposed to apply for financing of USD180 million from the financial institutions. The Company will provide guarantees to JV Zeravshan LLC through internal guarantee and external loan financing in respect of the abovementioned financing.

IV. Altynken Limited Liability Company

1. Basic situation of the company

Company Name:	Altynken Limited Liability Company
Place of registration:	Kyrgyz Republic
Registered capital:	RMB1,354.15
Business scope:	The mining and refining of gold mines

The Company's wholly-owned subsidiary, Zijin International Mining Company Limited, through its wholly-owned foreign subsidiary, Superb Pacific Limited, holds 60% equity interest in Altynken Limited Liability Company, and the other 40% equity interest in Altynken Limited Liability Company is held by Kyrgyzaltyn Open Joint Stock Company.

As at 31 December 2012, the amount of total assets of Altynken Limited Liability Company was RMB349,070,000. The amount of total liabilities was RMB428,070,000. The amount of net liabilities was RMB79,000,000. The asset-liability ratio was 122.63%. Altynken Limited Liability Company is still in the infrastructure stage and there is no operating income. (The above financial figures were unaudited.)

Altynken Limited Liability Company is mainly engaged in the development of Kyrgyzstan Zuoan gold mine.

As at the date of this announcement, the balance of the guarantee amount provided by the Company to Altynken Limited Liability Company is zero.

2. Situation of the guarantee

In order to ensure that the project construction will be carried out smoothly, Altynken Limited Liability Company is proposed to apply for financing of USD200 million from the financial institutions. The Company will provide guarantees to Altynken Limited Liability Company through internal guarantee and external loan financing in respect of the abovementioned financing.

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V. **Provision of internal guarantee and external loan financing to the Company's other overseas wholly-owned subsidiaries and controlling subsidiaries**

1. **Targets for the guarantees**

The Company's other overseas wholly-owned subsidiaries and controlling subsidiaries.

2. **Amount of the guarantees**

In order to meet the need of funds for the overseas acquisition by the Company, the Company is proposed to, through overseas wholly-owned subsidiaries and controlling subsidiaries, apply for financing of USD800 million from the financial institutions. The Company will provide guarantees through internal guarantee and external loan financing in respect of the abovementioned financing.

VI. **Opinions of the board of directors**

The nineteenth meeting of the fourth board of directors of the Company passed the resolution relating to the proposal of providing internal guarantee and external loan financing to the Company's overseas subsidiaries. The board of directors considers that through internal guarantee and external loan financing, the Company can utilise the overseas capital market effectively, fulfill the funding needs for the Company's overseas project construction and overseas acquisitions as well as reduce the financing costs. Besides, the risk is controllable as the targets of the guarantees are directly or indirectly wholly-owned overseas subsidiaries and controlling subsidiaries of the Company.

As the asset-liability ratios of the abovementioned targets of guarantees exceed 70%, according to the relevant requirements of the "Securities Law", "Company Law", Zhengjianfa (2005) Document No. 120 "Notice in relation to Rules for External Guarantee by the Listed Company" issued by the China Securities Regulatory Commission and the articles of association of the Company, etc., the resolution of providing internal guarantee and external loan financing to the Company's overseas subsidiaries not exceeding USD1.5 billion is proposed to the shareholders' meeting for the grant of authorization to the board of directors. The time limit will be from the date of passing the resolution in 2012 annual general meeting to the end of 2013 annual general meeting to be convened in 2014. During this period, every case of internal guarantee and external loan financing must be reported to fulfill the information disclosure obligation.

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VII. Accumulated amounts of external guarantee and expired guarantee

As at the date of this announcement, the Company provided accumulated external guarantee (including guarantee provided to the subsidiaries over which the Company could exercise controlling power) of RMB8,147,320,000 in total (including the guarantee of RMB1,527,480,000 provided by the Company to the subsidiary over which the Company could exercise controlling power in the loans provided by Zijin Finance Company Limited), representing 28.91% of the audited net assets for the year of 2012. The Company and its subsidiaries do not have any expired guarantee.

Zijin Mining Group Co., Ltd.*
Board of Directors
29 March 2013

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

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Appendix D:

Independent Non-Executive Director's Report — Su Congfu

Under the leadership of the Board of Directors (the “Board”) in 2012, I, as an independent non-executive director of Zijin Mining Group Co., Ltd.* (the “Company”), earnestly participated in the relevant decision making of the Board in accordance with the requirements of relevant laws, regulations and system of the “Company Law of the People’s Republic of China”, “Securities Law of the People’s Republic of China”, “Guidance regarding the establishment of independent non-executive director system in listed companies” and the “Working System of the Company’s Independent Non-executive Directors”, etc., attended the meetings of the Board and various professional committees, carefully considered various resolutions of the Board, performed the duties of independent non-executive director prudently, conscientiously and diligently, expressed objective and impartial independent opinions on the relevant matters of the Company in accordance with the relevant requirements, studied in-depth in the corporate, protected the Company’s and all the shareholders’ interest as a whole and safeguarded the legitimate rights and interests of the minority shareholders. Details of my duties performance in 2012 are as follows:

1. Performance of loyalty and diligence responsibilities of independent non-executive director

- (1) Attendance of Board meeting: I seriously participated in Board and shareholders’ meetings, attended all the formal meetings and extraordinary meetings held by the Board in 2012. Attendance of Board meeting: I presented for all the 19 meetings held (in which attended 6 times in person and 13 times by means of telecommunication), and attended the annual general meeting, extraordinary general meeting of the Company and annual working meeting.
- (2) Carefully reviewed and commented the meeting materials: as an independent non-executive director, I carefully read and studied the relevant information and documents before every Board meeting, and have detailed discussion on the major decision-making matters of the Company, expressed independent opinions on the Company’s issues related to connected transactions, guarantee, periodic reports, etc., took the initiative to understand the relevant situation from the Company (and the relevant departments) and requested the Company to provide the relevant explanatory materials if necessary. We carefully listened to the presentation of the Company’s management on introduction of operation management, carefully considered every resolution, actively participated in the discussion of the meeting and provided constructive suggestions with our professional expertise, which played a positive role for the scientific decision-making of the Board.

I considered that all the Board meetings and various committee meetings of the Company in 2012 were legal and valid; major business decisions and material events were made according to the relevant procedures, which were legal and valid; during the reporting period, all independent non-executive directors had seriously reviewed in advance the resolutions submitted for the Board meetings in accordance with the

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provisions and requirements of the “articles of association of the Company” and the “rules of the Board Meeting”, exercised the voting rights in a rigorous manner, protected the overall interest of the Company and the legitimate rights and interests of the minority shareholders as well as the related beneficiaries in the public.

I performed well in fulfilling the loyalty and the diligence responsibilities of an independent non-executive director. The duties I performed were fully supported with the cooperation from the relevant departments and staff of the Company. I voted in favor of all the relevant resolutions of the Board meetings and various professional committee meetings.

2. Work of the nomination and remuneration committee

- (1) Organized and completed the 2011 annual performance appraisal of directors and senior management of the Group. As the chief officer of the nomination and remuneration committee, and the team leader of the appraisal working team consisted of various departments like the Company’s communist party committee, discipline committee, supervisory committee, etc., under the leadership of the Board, and the full support from Lin Yongjing (independent director), Peng Jiaqing (non-executive director) of the nomination and remuneration committee and Xu Qiang (vice-chairman of the supervisory committee), I organized and successfully completed the 2011 annual performance appraisal of senior executives of the Group.

According to the relevant resolution of the annual general meeting and the Board regarding annual performance appraisal of the Company’s directors and senior management and the spirit of the instruction of Chen Jinghe (chairman), I formulated the “proposal of 2011 annual performance appraisal of senior executives of Zijin Mining Group Co., Ltd.” and organized a performance appraisal working team to conduct annual performance appraisal of the Company’s executive directors and senior executives. The principles of the performance appraisal are: to adhere to both ability and integrity, focus on performance and the general norms accepted by employees, carry out annual performance appraisal by specific methods like debriefings, democratic evaluation, performance analysis, individual interviews, comprehensive evaluation, etc., evaluated the annual performance on various tasks of the Group’s directors and senior management comprehensively, objectively, impartially and accurately, played a supervisory role for the performance appraisal.

Democratic evaluation was carried out within the Group for 2011 annual performance appraisal and a total of 416 copies of the evaluation forms was collected. The participants included the major heads of subsidiaries and holding companies of the Company in the PRC who participated in the Group’s annual working meeting; 113 persons from departments, subsidiaries and holding companies were invited by the Group’s heads for an individual conversation, we reviewed the annual debriefings of

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senior management or above, evaluated the achievements, problems in existence and recommendations of the Company's senior management being assessed, in an objective, fair and realistic manner, completed the appraisal work steadily and received recognition from shareholders and the Board.

Features of 2011 annual performance appraisal: detailed assessment proposal with clear requirements; a relatively large number of participants in the introductory meeting, a wide democratic evaluation with broad perspective, an in-depth conversation with interviewees and an extensive collection of views which provided resources to comprehensively and objectively understand the annual performance of the senior management and provided a lot of valuable suggestions to the Company's senior management.

There are 15 copies of written materials of integrated individual performance assessment for the Group's senior management, executive directors and supervisory committee chairman for the year.

- (2) To formulate a working proposal for the assessment of the fourth term of board of directors and senior management and the recommendation of proposed director and senior management candidates for the fifth term of the Board. In accordance with the provisions of the "Company Law of the People's Republic of China", "Corporate governance guidelines for listed company", the articles of association of the Company, the "working rules of the nomination and remuneration committee" to formulate a working proposal for the assessment of the fourth term of board of directors and senior management and the recommendation of proposed director and senior management candidates for the fifth term of the Board.

The term assessment working team, which was led by me and with the support of Lin Yongjing, Peng Jiaqing and Xu Qiang, carried out the term assessment work from the end of September 2012 to the end of the year. The assessment target was the Group's executive directors and senior management; assessment visits to listen to different views have been carried out in the headquarters of the Group, Xiamen branch, the regional company in Beijing, Northwest (Urumqi) and Southwest (Kunming).

- (3) Passed the resolution regarding allocation of remuneration in accordance with performance appraisal for directors and senior management

The nomination and remuneration committee proposed the 2011 annual remuneration proposal for executive directors and chairman of supervisory committee according to the performance appraisal views of the Company's directors and senior management and proposed the 2011 annual remuneration proposal for senior operation management. The above proposals were passed by the fourteenth Board meeting of the fourth term of the Board on 28 March 2012 and proposed to the annual general meeting, and confirmed and executed after approval on the 2011 annual general meeting on 30 May 2012.

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The nomination and remuneration committee proposed the 2012 annual remuneration proposal for executive directors and chairman of supervisory committee according to the performance appraisal views of the Company's directors and senior management and participated in proposing the 2012 annual remuneration proposal for senior operation management. The above proposals will be submitted to the nineteenth Board meeting of the fourth term of the Board on 27 March 2013 for consideration and approval.

I participated in all of 5 meetings of the nomination and remuneration committee.

3. Participate in the work of the audit and internal control committee

(1) Participated in 7 meetings of the audit and internal control committee

I seriously participated in 7 annual or quarterly meetings of the audit and internal control committee, studied the information and made comments. Under the leadership of Lin Yongjing, the chief officer of the audit committee, I attended the site where audit work was carried out for the Company's periodic annual report, quarterly reports and interim report, listened to the presentation of the finance department of the Company in advance, exchanged views seriously with the auditors, Ernst & Young Hua Ming, in relation to the Company's internal control and financial reports, and passed the reviewed financial reports to the Board for discussion.

I listened carefully to the reporting and communication of Ernst & Young Hua Ming regarding the 2011 annual financial audit to the Company (with the attendance of the supervisory committee and the finance department of the Company). I participated in the three meetings convened with Ernst & Young Hua Ming before annual audit, and listened to the arrangements and other relevant information submitted in writing for the annual audit work for this year before the certified public accountants proceed to conduct on-site auditing. I communicated with the auditors in a timely manner about the problems found during the audit process and performed the duties as an independent directors for the annual audit.

I considered that the scope of the annual audit, the audit measurement and procedures adopted and the focus in the audit matters of Ernst & Young Hua Ming are in compliance with the requirements, appropriate tests and judgments were made by them for the key issues such as asset impairment, etc., their audit was independent, objective and fair, and I agreed with the annual audit report issued by Ernst & Young Hua Ming. The management of the Company should pay attention to the management suggestions and improvement measures raised by Ernst & Young Hua Ming, and should strengthen the risk assessment and control of the Company's merger and acquisition action.

(2) I participated in various tasks of the audit and internal control committee, guided the Company to strictly comply with the relevant requirements of the "Basic Norms of Corporate Internal Control" and its supporting guidelines, comprehensively and

NOTICE OF 2012 ANNUAL GENERAL MEETING

effectively promoted the establishment of internal control system and the evaluation work for internal control in accordance with the Company's 2012 internal control implementation working proposal; and participated in the specific activity of guiding and supervising the Group in carrying out financial accounting basic work.

4. Work for the strategic and execution committee of the board and listen to the operation management's report on annual production situation

- (1) I listened to the operation management's report on annual and interim production situation and progress of the major events. I agreed with the report of the operation management on annual production situation and made recommendations and opinions thereon.
- (2) I participated in various works of the strategic and execution committee and voted in favour of all resolutions relevant to the strategic and execution committee, including the review of appointment and dismissal of directors, supervisors and senior management of subsidiaries. I attended some of the investment committee meetings, studied seriously the relevant investment projects, development proposals, design programs, feasibility studies before the meetings and communicated timely with related staff and expressed views.

5. Expression of independent opinions about the relevant disclosure related to connected transactions made by the Company in 2012

As an independent non-executive director, I expressed independent opinions for the following connected transactions: the continuing connected transaction between the Company and Xinhua Engineering Company Limited ("Xinhua Engineering") constituted by the entering into of the 2012 "Zijinshan gold mine open pit mining and stripping contract"; the continuing connected transaction constituted by the sale of copper concentrates from Xinjiang Ashele Copper Company Limited to China Non-ferrous Metals Import and Export Xinjiang Company; the proposed sale of 100% equity interest of Funing Zhenglong Gold Mining Exploration Company Limited by the Company's wholly owned subsidiary, Zijin Mining Group South West Company Limited and other shareholders; the acquisition of 20% equity interest of Xinjiang Wuqia Jinwang Mining Development Company Limited ("Xinjiang Jinwang") from Sinotech Minerals Exploration Co., Ltd., another shareholder of Xinjinag Jinwang, by a subsidiary of the Company's wholly owned subsidiary, Zijin Mining Group North West Company Limited; and the acquisition of 45% equity interest of Fujian Jinshan Hydro Power Company Limited from another shareholder, Fujian Longxiang Electricity Group Company Limited by Fujian Zijin Investment Company Limited, a wholly owned subsidiary of the Company. I considered that the above connected transactions (contracts) were entered into in the ordinary course of business, the terms of the transaction were fair and reasonable and reflected the principle of fairness and impartiality, and in the interest of parties to the transactions and all the shareholders of the Company as a whole and nothing infringed on the interests of the Company and its shareholders.

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6. Provision of comments for major events including the capital occupancy by the Company's related parties and situation of accumulated external guarantee

According to the relevant provisions of the "Notice Concerning Some Issues on Regulating the Funds between Listed Companies and Related Parties and External Guaranties Provided by Listed Companies" and the "Notice on Regulating the External Guaranties Provided by Listed Companies" issued by the China Securities Regulatory Commission and based on the independent judgment, we carefully considered and verified the capital occupancy by the Company's related parties and situation of accumulated and current external guarantee for 2011. Regarding the deposit and actual usage of the Company's proceeds, specific explanation and independent opinions were made for confirmation on the part of loss on stock-take and loss of assets obsolete. (Please refer to Independent Directors' opinions for details)

7. Review the "2011 Social Responsibility Report of the Company" and the "2011 Internal Control Evaluation Report" and provision of independent opinions

The Company appointed Ernst & Young Hua Ming to conduct auditing on the effectiveness of relevant internal control to the Company's financial report and they issued a standard unqualified audit report.

8. Study and research in-depth in various subsidiaries (mines) of the Company according to the requirement of the independent directors policy

- (1) In mid-December 2012, Su Congfu and Lin Yongjing (independent directors), Peng Jiaqing (non-executive director) and Xu Qiang (vice-chairman of supervisory committee) carried out onsite study and research for the Zijin Copper 200,000 tonnes copper refinery project. The study and research team visited various production and construction sites of copper refinery in-depth, and held management presentations and seminars to provide suggestions and advice on the use of funds for production operation and project construction, safety and environmental protection of the construction site, technical skills, capital for production and operation, corporate management, etc.
- (2) In mid-December 2012, Su Congfu, Lin Yongjing, Peng Jiaqing and Xu Qiang carried out onsite study and research for the Zijinshan gold and copper mine. The team focused on exploring the 61 key rectification items of the Zijinshan copper mine including mine tailings, safety and environmental protection, production operation, etc. The team convened presentation and seminars to provide suggestions and advice for the rectification projects, production and operation, technological transformation, safety and environmental protection of the construction site, corporate management, etc.
- (3) In the first half of September 2012, Su Congfu, Lin Yongjing, Peng Jiaqing, Xu Qiang, the consultant of the Group, Liu Xiaochu and others visited the subsidiaries including Duobaoshan Copper Co., Ltd., an associate of Heilongjiang Heihe Group Company, Jilin Yanbianzhou Hunchun Zijin Mining Company Limited to carry out study and research. The team visited various mines, listened to the progress of the construction project and the future development planning of the Company and held a seminar for senior management.

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I fully affirmed the achievements of Duobaoshan Copper Co., Ltd. as the largest non-ferrous mine construction project in north-east area of Heilongjiang province. Based on the Company's current actual situation, I raised many constructive suggestions and advice for various tasks in particular for the safety and environmental protection prior to commencement of production.

I fully affirmed the achievements of Hunchun Zijin Mining as the largest gold and copper mine project and technological transformation of mine construction project in Yanbianzhou of Jilin and the contributions of Hunchun Zijin for the economic development of Yanbianzhou of Jilin and the Group. Based on the Company's current operation situation, I raised many constructive suggestions and advice for various tasks in particular for the safety and environmental protection.

I carried out on-site study and research on everywhere I visited including the workshop, mine tailings, open pit mining site, construction site, and actively raised suggestions and exchanged views with relevant corporate management thoroughly in respect of corporate development ideas, investment decisions, major technology proposal, production and management, cost reduction, energy saving and emission reduction, safety and environmental protection, strengthening corporate management, fulfillment of social responsibilities, etc.

9. Studying and training

I studied the spirit of the Eighteenth National People's Congress and listened to the presentation for the spirit of the Eighteenth National People's Congress.

I studied the "Zijin Corporate Culture System (Core Part) and its Analysis" which was written by the Chairman Chen Jinghe, approved at the joint meeting of the Group's executive directors and senior management and finally adopted by the Chairman.

I participated in training provided to the Company's directors, supervisors and senior management regarding the "basic norms of corporate internal control", etc.

I participated in the Group's training regarding the development of ERP project.

I studied the Zijin culture, understood the value of Zijin culture in practice, actively promoted the "going out" idea for the Company to go towards internationalization with group management, establishment of corporate culture and the various works for safety and environmental protection, and provided useful suggestions for standardization of various policies and construction work for the Company. I participated in various training seminars and presentations to understand the Company's theoretical and practical development systematically. I shall continue to explore, combining the actual situation of Zijin, on how to play the role of independent directors.

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10. Earnestly safeguarding the interests of investors

- (1) I effectively played the role of an independent director in respect of constraint checks and balance function of the Company's corporate governance. For the resolutions which required approval at Board meeting, I seriously reviewed the materials provided by the Company, fully understood the relevant status of resolution draft, actively promoted the Company's sustainable and healthy development, and provided a strong protection to safeguard the interests of all investors. I listened to the relevant reports carefully for the Company's operation management and connected transactions, etc., timely understood the daily operational status of the Company and the possible business risks. Through strengthening learning, deepening the knowledge and understanding of the relevant laws and regulations, especially regarding the corporate governance regulations and protection of interests of public shareholders, to continuously enhance the ability to protect the interests of the Company and its investors, and formed an idea to protect the interests of all shareholders consciously. Being an independent director, I am continuously concerned about the Company's information disclosure, actively paid attention to the external media reports of the Company, and gave feedback for the relevant information to the Company to let the senior management to have a full understanding of the requirements of small and medium investors to improve transparency of the Company's information disclosure.
- (2) I shall further improve the quality and diligence of work, highly concern about the management of economic benefits and the relationship between safety production and environmental protection, further build up the viewpoint of scientific development and safety development, and strengthen the supervision of safety production and environmental protection work during the development. I shall continue learning and enhancing quality of various aspects and innovation and adapt to the new working requirements. I shall ensure the scientism, accuracy and forward-looking ability of various resolutions of the Board to guarantee a stable development of the Company.
- (3) I shall strictly adhere to the requirements of the laws and regulations for independent directors, continue strengthening the communication and collaboration with the Board, the supervisory committee and the senior management, perform various duties of independent directors according to law, including the participation in different committee meetings, ensure the opinions raised are objective, fair and independent, continue adhering to protect the interests of shareholders, in particular for the small and medium shareholders, continue carrying out in-depth study and research for basic corporate level, and strive to collect advice and suggestions which could enhance the quality.

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I shall continue playing the role as independent director with objectivity, independency, fairness and relatively high professional standard and ability to maintain a high standard professional conduct and to contribute to Zijin Mining for its internationalization.

Zijin Mining Group Co., Ltd.*

Su Congfu

Independent Director

23 March 2013

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

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Independent Non-Executive Director's Report — Chen Yuchuan

In accordance with the requirements of the “Company Law”, “Securities Law”, “articles of association of the Company”, “Guidance on the establishment of independent non-executive director system by listed companies” and the “working system of the Company’s independent non-executive director” and other relevant laws, regulations and system, etc., I seriously performed the duties stipulated by the articles of association of the Company and as an independent director, participated in relevant decision making process of the Board, expressed opinions based on Company’s actual condition, played the role as an independent director and protected the interests of the Company and the shareholders as a whole.

My working report for 2012 is as follows:

1. Attendance at Board meetings and annual general meetings:

I participated in board and shareholders’ meetings, conscientiously and attended the formal and interim board meetings in 2012. The record for attendance at Board meeting is the following: I presented for all the 19 meetings (in which I attended 6 times including 4 times in person and appointed Su Congfu, another independent director, as proxy to attend the Board meetings held on 2 February and 28 March; I also participated in the other 13 meetings via telecommunication), and attended the annual general meeting and the annual working meeting.

I carefully considered each major decision-making matters of the Company during the meetings and expressed independent opinions on connected transactions, guarantee, periodic reports of the Company, etc.

I exercised the voting rights in a rigorous manner for the proposals tabled to the board meetings, played the role as an independent director, and protected the interest of the Company and the legitimate rights and interests of the minority shareholders as well as the social stakeholders.

I voted in favour of all the relevant proposals of the Board meetings.

2. Work of the nomination and remuneration committee and the audit and internal control committee

Under the leadership of Su Congfu and Lin Yongjing, the two committees performed their duties conscientiously, carried out a large amount of work and successfully organized the performance appraisal of Company’s senior management; they proposed the 2012 performance appraisal proposal for senior operational management; they periodically reviewed the Company’s annual, quarterly and interim financial reports. Although I did not participate in the specific appraisal and review work, I agreed with all the work and decisions of the committees and highly appreciated the two chief officers’ conscientiousness, preciseness and which were worthwhile to be praised and learnt.

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3. Express independent opinions on connected transactions and significant events disclosed by the Company in 2012

I considered and voted for: the “Zijinshan gold mine open pit mining and stripping construction project contract” entered into between the Company and Xinhua Engineering Company Limited in 2012; the continuing connected transaction constituted by the sale of copper concentrates from Xinjiang Ashele Copper Company Limited to China Non-ferrous Metals Import and Export Xinjiang Company; the proposed sale of 100% equity interest of Funing Zhenglong Gold Mining Exploration Company Limited by Zijin Mining Group South West Company Limited and other shareholders; the acquisition of 20% equity interest of Xinjiang Wuqia Jinwang Mining Development Company Limited held by Sinotech Minerals Exploration Co., Ltd., another shareholder of Xinjinag Wuqia Jinwang Mining Development Company Limited, a subsidiary of Zijin Mining Group North West Company Limited; the acquisition of 45% equity interest of Fujian Jinshan Hydro Power Company Limited held by another shareholder, Fujian Longxiang Electricity Group Company Limited by Fujian Zijin Investment Company Limited, a wholly owned subsidiary of the Company.

I verified the situation of capital occupancy by the Company’s related parties and accumulated and current external guarantee in 2011. I also expressed independent opinions regarding the deposit and actual usage of proceeds raised by the Company and the confirmation of part of losses on inventory stock-take and loss on assets obsolete. I also issued the independent opinions on the “2011 Company’s social responsibility report” and the “2011 Company’s annual internal control evaluation report”.

4. Strengthen studying to play the role as independent director better

I participated in the training and learning of the establishment of the Company’s ERP project this year.

Over the years, working as a group in the Board, I can deeply feel the cooperation and innovative spirit of the Board, and learnt lots of knowledge and experience regarding the Company’s business management. I will continue learning from the colleagues, performing my duties well, contributing my limited power for the Company’s development. I sincerely wish that the Zijin’s spirit will grow with the times and develop well, the Group’s senior management will cooperate with each other, and pioneer and invent towards new stages, the Group will develop and go to the world.

Chen Yuchuan
Independent Director
25 March 2013

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

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Independent Non-Executive Director's Report — Lin Yongjing

As an independent director of Zijin Mining Group Co., Ltd.*, I am able to exert my professional expertise, cooperate with other three independent directors. I strictly complied with “Company Law”, “Securities Law”, “Code of Corporate Governance for Listed Companies”, “Guidance regarding the establishment of independent non-executive director system in listed companies” and other relevant laws, regulations and policies, seriously performed the duties stipulated by the articles of association of the Company and as an independent director, worked with integrity and diligence. I arranged time to carry out study and research for corporates at the basic level owned by the Group and have better knowledge of corporate situation, concerned about the development of the Company, especially in the aspect of safety, environmental protection and information disclosure. I attended the Board meetings, shareholders meetings, annual working meeting and the Company's internal business training on time, and objectively and impartially expressed independent opinions on the Company's significant events, including connected transactions, use of raised proceeds, external investment, etc., practically protected the interests of the Company's shareholders as a whole, especially the interests of minority shareholders.

Details of my duties performance in 2012 are as follows:

1. Attendance at board meetings and annual general meetings:

The Company convened 6 Board meetings and 2 shareholders' meetings in 2012, my attendance is as follows:

Board meeting for the year	Actual attendance for Board meeting	Shareholders' meeting for the year	Actual attendance for shareholders' meeting
6	6	2	2

I attended all the board meetings and shareholders' meetings in person in 2012, without entrustment or absence. Before the board meeting, I actively studied the relevant material and information by searching on the Company's system to understand the situations for decision-making and communicated with other independent directors and relevant staff. I listened to and considered every proposal conscientiously during the meetings, actively joined the discussion and expressed my opinions, exercised the voting rights in a rigorous manner, fully played the role as independent director, played a positive role for the Board to make scientific decisions, protected the interests of the Company and the minority shareholders as a whole.

2. Seriously completed various tasks of the audit and internal control committee

Being the chief officer of the audit and internal control committee, according to the relevant requirements of the China Securities Regulatory Commission and the stock exchange, the audit and internal control committee followed the “implementation rules of the audit and internal control committee” to start the work with diligence, helped the Board of the Company to seriously perform their duties and combined the Company's “working policy of independent

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director for annual report”, “working schedule of the audit and internal control committee”, etc., reviewed the periodic reports of the Company during the reporting period, completed various tasks of the audit and internal control committee. The audit and internal control committee convened meetings to consider and approve the quarterly reports and interim report (both unaudited) prepared by the Company and then released to the public after Board meeting’s approval. Especially for the annual financial report, which is the corporate financial information mostly concerned by investors, the audit and internal control committee thoroughly worked for its audit work. First of all was to thoroughly review the financial reports prepared by the Company. The audit and internal control committee and the independent directors thoroughly reviewed the financial reports and notes prepared by the Company after listening to the Company’s management’s report on the annual production operation and significant events. The audit and internal control committee considered that the contents and format of the financial reports prepared by the Company was in accordance with corporate accounting policy, which was in line with the relevant provisions of the China Securities Regulatory Commission and the Shanghai Stock Exchange, and agreed to submit the financial reports (unaudited) prepared by the Company and other relevant materials to the annual auditor for audit. Secondly, the audit and internal control committee communicated with the annual auditor for three times. The first communication carried out before the annual auditor entered into the site, the audit and internal control committee communicated with the annual auditors to ensure the working plan for the annual audit, including the time-table, working arrangement, accounting policy, key issues for audit, etc. The audit and internal control committee required the annual auditors to comply with the principles of independency, objectiveness, fairness and prudence to ensure the authenticity of the financial information. The second communication carried out during the audit process, the audit and internal control committee listened to the report of problems found during the audit process, with reference to the relevant accounting policies and found out the correct arrangement to ensure the quality of audit work. The third communication carried out when the first draft of the audit report was made, the audit and internal control committee reviewed the draft and provided advice for amendments, supplements and corrections. The audit and internal control committee considered and approved the final audit report and then submitted it to the Board for approval.

3. Participated in the change of term of the Board and the performance appraisal of senior executives

Being a member of the nomination and remuneration committee, I actively worked with the committee chief officer Su Congfu to organize the annual performance appraisal of senior executives and spent more than a month for such appraisal. In other words, the work for change of term of the Board and the performance appraisal of senior executives was well arranged. (Regarding this task, details and conclusion can be found in Su Congfu’s report)

4. Express independent opinions for connected transactions and external guarantees

I had seriously studied the materials for the various connected transactions and external guarantees in 2012, deeply understood the situation and communicated with other independent directors, expressed independent opinions in accordance with the relevant legal provisions. I considered that the connected transactions for the year were fair and reasonable as both parties

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traded with the market rules and the fair market price, nothing considers prejudice to the interest of the Company, complied with the relevant laws and regulations and the articles of association of the Company, reflected the principles of fairness, impartiality and openness. The external guarantees of the Company were in line with the articles of association of the Company and the relevant laws and regulations. (Refer to Su Congfu's report for details)

5. Carried out in-depth study and research for basic corporate level

From 3 September 2012 to 15 September 2012, I participated in the study team consisted of independent directors, non-executive directors, external supervisors, etc. to carry out study and research at Duobaoshan copper and molybdenum mine in Heilongjiang province and the subsidiaries of Jilin Hunchun Zijin. The study team studied and explored deeply the production operation and environmental protection situation of the basic corporate level, and provided a lot of practical rectification comments, which are much welcomed by the basic corporate level. Through the study and research for the corporates, I further understood the situation of the basic corporate level, got first-hand information which enhanced the perceptual knowledge and improved the scientism involved in the Board's decision-making.

6. Strengthened self-learning to further improve the standard in decision-making

In 2012, through reasonable time management, I seriously studied the relevant laws, regulations and policies of listed company, especially strengthened the study of "Company Law", "Securities Law" and "Corporate governance rules for listed company", "internal control of corporate", etc. My knowledge and understanding of the corporate governance of listed company and standardization of operation were improved, at the same time the level of scientific decision-making and the consciousness to protect the interests of investors were improved.

In the new year, I will continue to perform the duties as independent director independently, objectively and fairly based on the principles of prudence and diligence, strengthen the cooperation and communication with other directors, supervisors and senior management, continuously strengthen learning, understood in-depth the production operation and implementation status of safety and environmental protection, understand the Company's management status and execution of internal control, express more constructive suggestions for the Company's development with my professional knowledge and experiences, provide advice for the Board's decision-making, practically protect the legitimate rights and interests of the Company and investors, in particular the small and medium investors. I would like to express my sincere thanks for the corporation and support given by the Company's shareholders, the Board, supervisory committee and management level during my term of service.

Lin Yongjing
Independent Director
18 March 2013

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

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Independent Non-Executive Director's Report in 2012 — Wang Xiaojun

Under the leadership of the Board of Directors (the “Board”) in 2012, I, as an independent non-executive director of Zijin Mining Group Co., Ltd.* (the “Company”), seriously participated in the relevant decision making of the Board in accordance with the requirements of relevant laws, regulations and system of the “Company Law of the People’s Republic of China”, “Securities Law of the People’s Republic of China”, “Guidance regarding the establishment of independent non-executive director system in listed companies” and the “Working System of the Company’s Independent Non-executive Directors”, etc., attended the meetings of the Board and various professional committee meetings, carefully considered various resolutions of the Board, performed the duties of independent non-executive director prudently, conscientiously and diligently, expressed objective and impartial independent opinions on the relevant matters of the Company in accordance with the relevant requirements, studied in-depth in the corporate, protected the Company’s and all the shareholders’ interest as a whole and safeguarded the legitimate rights and interests of the minority shareholders. Details of my duties performance in 2012 are as follows:

1. Performance of loyalty and diligence responsibilities of independent non-executive director

- (1) Attendance of Board meeting: I seriously participated in Board and shareholders’ meetings, attended all the formal meetings and extraordinary meetings held by the Board in 2012. Attendance of Board meeting: I presented for all the 19 meetings held (in which attended 3 times in person, 14 times by means of telecommunication and 2 times by proxy), and attended the annual general meeting of the Company.
- (2) Carefully considered the meeting materials and commented: as an independent non-executive director, I carefully read and studied the relevant information and documents before every Board meeting, and have detailed discussion on the major decision-making matters of the Company, expressed independent opinions on the Company’s issues related to connected transactions, guarantee, periodic reports, etc., took the initiative to understand the relevant situation from the Company (and the relevant departments) and requested the Company to provide the relevant explanatory materials if necessary. We carefully listened to the presentation of the Company’s management on introduction of operation management, carefully considered every resolution, actively participated in the discussion of the meeting and provided constructive suggestions with our professional expertise, which played a positive role for the scientific decision-making of the Board.

I considered that all the Board meetings and various committee meetings of the Company in 2012 were legal and valid; major business decisions and material events were made according to the relevant procedures, which were legal and valid; during the reporting period, all independent non-executive directors had seriously reviewed in advance the resolutions submitted for the Board meeting in accordance with the

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provisions and requirements of the “articles of association of the Company” and the “rules of the Board Meeting”, exercised the voting rights in a rigorous manner, protected the overall interest of the Company and the legitimate rights and interests of the minority shareholders as well as the social stakeholders.

I performed well in fulfilling the loyalty and the diligence responsibilities of an independent non-executive director. The duties I performed were fully supported with the cooperation from the relevant departments and staff of the Company. I voted in favor of all the relevant resolutions of the Board meetings and various professional committee meetings.

2. Tasks of the nomination and remuneration committee

- (1) Under the leadership of the Group’s board and with the full support from Su Congfu and Lin Yongjing (independent non-executive directors) and Peng Jiaqing (non-executive director) of the nomination and remuneration committee and Xu Qiang (vice-chairman of the supervisory committee), I participated in the 2011 annual performance appraisal of senior executives of the Group.

According to the relevant resolutions of the shareholders’ meeting and the Board meeting regarding annual performance appraisal of the Company’s directors and senior management and the instructions of Chen Jinghe (chairman), with the development of the “Proposal of 2011 Annual Performance Appraisal of Senior Executives of Zijin Mining Group Co., Ltd.”, we organized a performance appraisal working team to conduct annual performance appraisal of the Company’s executive directors and senior management. The principles of the annual performance appraisal are: to adhere to both ability and integrity, focus on performance and employee recognised principles, carry out annual performance appraisal by specific methods like debriefings, democratic evaluation, performance analysis, individual talks, comprehensive evaluation, etc., evaluated the annual performance on various tasks of the Group’s heads (at director and senior management level or above) comprehensively, objectively, impartially and accurately, and played a supervisory role for the performance appraisal.

- (2) I participated in developing a working proposal for the assessment of the fourth term of board of directors and senior management and the recommendation of proposed director and senior management candidates for the fifth term of the Board. In accordance with the relevant provisions of the “Company Law of the People’s Republic of China”, “Corporate Governance Guidelines for Listed Companies”, the “articles of association of the Company”, the “Working Rules of the Nomination and Remuneration Committee”, I participated in developing a working proposal for the assessment of the fourth term of board of directors and senior management and the recommendation of proposed director and senior management candidates for the fifth term of the Board.

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- (3) Passed the resolution regarding allocation of remuneration in accordance with performance appraisal for directors and senior management

The nomination and remuneration committee proposed the 2011 annual remuneration proposal for executive directors and chairman of supervisory committee according to the performance appraisal advice of the Company's directors and senior management and proposed the 2011 annual remuneration proposal for senior operation management. The above proposals were passed by the fourteenth Board meeting of the fourth term of the Board on 28 March 2012 and proposed to the annual general meeting, and confirmed and adapted after approval on the 2011 annual general meeting on 30 May 2012.

The nomination and remuneration committee proposed the 2012 annual remuneration proposal for executive directors and chairman of supervisory committee according to the performance appraisal advice of the Company's directors and senior management and participated in proposing the 2012 annual remuneration proposal for senior operation management. The above proposals will be submitted to the nineteenth Board meeting of the fourth term of the Board on 27 March 2013 for consideration and approval.

3. Participation in the tasks of the audit and internal control committee

- (1) Participated in the audit and internal control committee meetings

I participated in the audit and internal control committee meetings in a serious manner, studied the meeting materials and provided comments thereon. Under the leadership of Lin Yongjing, the chief officer of the audit committee, we carried out on-site audit work for the Company's periodic annual report, quarterly reports and interim report, listened to the presentation of the finance department of the Company in advance, exchanged views with auditors of Ernst & Young Hua Ming carefully on the Company's internal control and financial reports, and passed the reviewed financial reports to the Board for discussion.

I listened carefully to the reporting and communication of Ernst & Young Hua Ming regarding the 2011 annual financial audit to the Company (with the attendance of the supervisory committee and the finance department of the Company). I participated in the three meetings convened with Ernst & Young Hua Ming before annual audit, and listened to the arrangements and other relevant information submitted in writing for the annual audit work for this year before the certified public accountants proceed to conduct on-site auditing. I communicated with the auditors in a timely manner about the problems found during the audit process and performed the duties as an independent directors for the annual audit.

I considered that the scope of the annual audit, the audit measurement and procedures adopted and the focus in the audit matters of Ernst & Young Hua Ming are in compliance with the requirements, appropriate tests and judgments were made by

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them for the key issues such as asset impairment, etc., their audit was independent, objective and fair, and I agreed with the annual audit report issued by Ernst & Young Hua Ming. The management of the Company should pay attention to the management suggestions and improvement measures raised by Ernst & Young Hua Ming, and should strengthen the risk assessment and control of the Company's merger and acquisition action.

- (2) I participated in various tasks of the audit and internal control committee, guided the Company to strictly comply with the relevant requirements of the "Basic Norms of Corporate Internal Control" and its supporting guidelines, comprehensively and effectively promoted the establishment of internal control system and the evaluation work for internal control in accordance with the Company's 2012 internal control implementation working proposal; and participated in the specific activity of guiding and supervising the Group in carrying out financial accounting basic work.

4. **Listening to the operation management's report on annual production situation**

- (1) I listened to the operation management's report on annual and interim production situation and progress of the major events. I agreed with the report of the operation management on annual production situation and made recommendations and opinions thereon.

5. **Expression of independent opinions about the relevant disclosure related to connected transactions made by the Company in 2012**

As an independent non-executive director, I expressed independent opinions for the following connected transactions: the continuing connected transaction between the Company and Xinhudu Engineering Company Limited ("Xinhudu Engineering") constituted by the entering into of the 2012 "Zijinshan gold mine open pit mining and stripping contract"; the continuing connected transaction constituted by the sale of copper concentrates from Xinjiang Ashele Copper Company Limited to China Non-ferrous Metals Import and Export Xinjiang Company; the proposed sale of 100% equity interest of Funing Zhenglong Gold Mining Exploration Company Limited by the Company's wholly owned subsidiary, Zijin Mining Group South West Company Limited and other shareholders; the acquisition of 20% equity interest of Xinjiang Wuqia Jinwang Mining Development Company Limited ("Xinjiang Jinwang") from Sinotech Minerals Exploration Co., Ltd., another shareholder of Xinjinag Jinwang, by a subsidiary of the Company's wholly owned subsidiary, Zijin Mining Group North West Company Limited; and the acquisition of 45% equity interest of Fujian Jinshan Hydro Power Company Limited from another shareholder, Fujian Longxiang Electricity Group Company Limited by Fujian Zijin Investment Company Limited, a wholly owned subsidiary of the Company. I considered that the above connected transactions (contracts) were entered into in the ordinary course of business, the terms of the transaction were fair and reasonable and reflected the principle of fairness and impartiality, and in the interest of parties to the transactions and all the shareholders of the Company as a whole and nothing were against the interests of the Company and its shareholders.

NOTICE OF 2012 ANNUAL GENERAL MEETING

6. Provision of comments for major events including the capital occupancy by the Company's related parties and situation of accumulated external guarantee

According to the relevant provisions of the "Notice Concerning Some Issues on Regulating the Funds between Listed Companies and Related Parties and External Guaranties Provided by Listed Companies" and the "Notice on Regulating the External Guaranties Provided by Listed Companies" issued by the China Securities Regulatory Commission and based on the independent judgment, we carefully considered and verified the capital occupancy by the Company's related parties and situation of accumulated and current external guarantee for 2011. Regarding the deposit and actual usage of the Company's proceeds, specific explanation and independent opinions were made for confirmation on the part of loss on stock-take and loss on obsolete assets. (Please refer to Independent Directors' opinions for details)

7. Reviewing the "2011 Social Responsibility Report of the Company" and the "2011 Internal Control Evaluation Report" and provision of independent opinions

The Company appointed Ernst & Young Hua Ming to conduct auditing on the effectiveness of relevant internal control to the Company's financial report and they issued a standard unqualified audit report.

8. Learning and training

I learnt the spirit of the Eighteenth National People's Congress of the Communist Party and listened to the presentation for the spirit of the Eighteenth National People's Congress of the Communist Party.

I studied the "Zijin Corporate Culture System (Core Part) and its Analysis" which was authored by the Chairman Chen Jinghe, approved at the joint meeting of the Group's executive directors and senior management and finally adopted by the Chairman.

I studied the Zijin culture, understood the value of Zijin culture in practice, actively promoted the "going out" idea for the Company to go towards internationalization with group management, establishment of corporate culture and the various works for safety and environmental protection, and provided useful suggestions for standardization of various policies and construction work for the Company. I participated in various training seminars and presentations to understand the Company's theoretical and practical development systematically. I shall continue to explore, combining the actual situation of Zijin, on how to play the role of independent directors.

9. Earnestly safeguarding the interests of investors

- (1) I shall effectively play the role of an independent director in respect of checks and balance function of the Company's corporate governance. For the resolutions which required approval at board meeting, I shall carefully review the materials provided by the Company, deeply understand the drafting status of the relevant resolutions and actively promote the Company's sustainable and healthy development, which would effectively safeguard the interests of all investors.

NOTICE OF 2012 ANNUAL GENERAL MEETING

- (2) I shall further improve the quality and diligence of work, highly concern about the management of economic benefits and the relationship between safety production and environmental protection, further build up the viewpoint of scientific development and safety development, and strengthen the supervision of safety production and environmental protection work during the development. I shall continue learning and enhancing quality of various aspects and innovation and adapt to the new working requirements. I shall ensure the scientism, accuracy and forward-looking ability of various resolutions of the Board to guarantee a stable development of the Company.
- (3) I shall strictly adhere to the requirements of the laws and regulations for independent directors, continue strengthening the communication and collaboration with the Board, the supervisory committee and the management level, perform various duties of independent directors according to law, including the participation in different committee meetings, ensure the opinions raised are objective, fair and independent, continue adhering to protect the interests of shareholders, in particular for the small and medium shareholders, continue carrying out in-depth study and research for basic corporate level, and strive to collect advice and suggestions which could enhance the quality.

I shall continue playing the role as independent director with objectivity, independency, fairness and relatively high professional standard and ability to maintain a high standard professional conduct and to contribute to Zijin Mining for its internationalization.

Zijin Mining Group Co., Ltd.*

Wang Xiaojun

Independent Director

23 March 2013

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

NOTICE OF 2012 ANNUAL GENERAL MEETING

Appendix E:

RESOLUTION APPROVING THE REMUNERATION OF THE COMPANY'S EXECUTIVE DIRECTORS AND CHAIRMAN OF SUPERVISORY COMMITTEE 2012

To all 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 supervisor for 2012 after consideration of the Company's 2012 operating results for the board's consideration and approval, and submitted to the annual general meeting for approval.

1. Applicable scope of remuneration and appraisal program

Chairman:	Chen Jinghe
President and executive director:	Luo Yingnan
Executive directors:	Liu Xiaochu (resigned as director in 2012), Qiu Xiaohua (appointed as director in 2012), Lan Fusheng, Zou Laichang, Huang Xiaodong
Chairman of supervisory committee:	Lin Shuiqing

2. Estimates of the remuneration for directors and supervisor of 2012

The calculation parameters:

Net assets attributable to parent company of 2011 was RMB25,008,610,933;

Net profit attributable to parent company of 2012 was RMB5,211,208,977.

(1) Remuneration of the Chairman

1. Basic annual salary: RMB420,000

2. Estimates for the bonus:

$$\text{Bonus} = (\text{current year's profit after tax} - \text{net assets of preceding year} \times 6\%) \times 0.15\% \times 100\% \times \text{assessment factor}$$
$$= (5,211,208,977 - 25,008,610,933 \times 6\%) \times 0.15\% \times 100\%$$
$$= 3,710,692,321 \times 0.15\% \times 100\%$$
$$= \text{RMB5,566,038}$$

NOTICE OF 2012 ANNUAL GENERAL MEETING

2.1 40% of immediate part of bonus: RMB2,226,415

2.2 60% of option part of bonus: RMB3,339,623

3. Total annual salary:

Total annual salary = Basic annual salary + Bonus

420,000 + 5,566,038 = RMB5,986,038

(2) Remuneration of the President (executive director)

1. Basic annual salary: RMB396,000

2. Estimates for the bonus:

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

= RMB5,009,434

2.1 40% of immediate part of bonus: RMB2,003,774

2.2 60% of option part of bonus: RMB3,005,660

3. Total annual salary:

Total annual salary = Basic annual salary + Bonus

396,000 + 5,009,434 = RMB5,405,434

(3) Remuneration of the executive directors and the chairman of supervisory committee

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 × 6%) × 0.075% × assessment factor

= RMB2,783,019

2.1 50% of immediate part of bonus: RMB1,391,510

2.2 50% option part of bonus: RMB1,391,509

NOTICE OF 2012 ANNUAL GENERAL MEETING

3. Total annual salary:

Total annual salary = Basic annual salary + Bonus

300,000 + 2,783,019 = RMB3,083,019

Total remuneration of the executive directors and the chairman of supervisory committee:

3,083,019 x 5 = RMB15,415,095

(4) Total annual remuneration of the executive directors and the chairman of supervisory committee:

Basic annual salary: RMB2,316,000

Bonus: RMB24,490,566

Total annual remuneration: RMB26,806,566

3. **Assessment factor**

According to the proposed remuneration approved by the Group, the total annual remuneration of the executive directors and the chairman of supervisory committee for 2012 proposed to be adjusted to: RMB26,119,229.31.

The above resolution is hereby submitted for consideration and approval.

Zijin Mining Group Co., Ltd.*

the board's nomination and remuneration committee

27 March 2013

This resolution proposal used Renminbi as currency.

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

NOTICE OF THE FIRST H SHAREHOLDERS' CLASS MEETING IN 2013



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 First H Shareholders' Class Meeting in 2013 ("**First H Shareholders' Class Meeting**") of Zijin Mining Group Co., Ltd.* (the "**Company**") will be held at 11:15 a.m. on 28 May 2013, Tuesday, 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, if thought fit, to approve the following general mandate to repurchase H shares:
 - (a) approve a general mandate to the board of directors of the Company (the "**Board of Directors**") to, by reference to market conditions and in accordance with needs of the Company, repurchase H shares not exceeding 10% of the number of H shares in issue at the time when this resolution is passed at annual general meeting and the relevant resolutions are passed at class meetings of shareholders;
 - (b) the Board of Directors be authorised to (including but not limited to the following):
 - (i) formulate and implement detailed repurchase plan, including but not limited to repurchase price, number of shares to repurchase, time of repurchase and period of repurchase, etc;
 - (ii) notify creditors and issue announcement in accordance with the PRC Company Law and articles of association of the Company;
 - (iii) open overseas share accounts and to carry out related change of foreign exchange registration procedures;
 - (iv) carry out relevant approval procedures required by regulatory authorities and venues in which the Company is listed, and to carry out filings with the relevant regulatory departments (if necessary);

NOTICE OF THE FIRST H SHAREHOLDERS' CLASS MEETING IN 2013

- (v) carry out cancellation procedures for repurchased shares, reduce registered capital, and to make corresponding amendments to the articles of association of the Company relating to share capital and shareholdings, etc, and to carry out the relevant statutory registrations and filings within and outside the PRC;

- (vi) approve and execute, on behalf of the Company, documents and matters related to the share repurchase.

The above general mandate will expire on the earlier of (“**Relevant Period**”):

- (a) the conclusion of the annual general meeting of the Company for 2013; or

- (b) the date on which the authority conferred by this special resolution is revoked or varied by a special resolution of shareholders at a general meeting, or a special resolution of shareholders at a class meeting of A share shareholders or a class meeting of H share shareholders,

except where the Board of Directors has resolved to repurchase H shares during the Relevant Period and the share repurchase is to be continued or implemented after the Relevant Period.

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

Fujian, the PRC, 12 April 2013

NOTICE OF THE FIRST H SHAREHOLDERS' CLASS MEETING IN 2013

Notes:

- (A) **The Company's register of H Shares members will be closed from 27 April 2013 (Saturday) to 28 May 2013 (Tuesday) (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 2013 (Tuesday, being the record date) will be entitled to attend and vote at the First H Shareholders' Class Meeting of the Company to be convened on 28 May 2013 (Tuesday) at No. 1 Zijin Road, Shanghang County, Fujian Province, the PRC. In order to be qualified for attending and voting at the First H Shareholders' Class Meeting, all transfers of shares must be lodged with the Registrar of H Shares of the Company no later than 4:30 p.m. on 26 April 2013 (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 First H Shareholders' Class Meeting must complete and return the reply slip in writing to the Secretariat of the Board of Directors twenty days before the First H Shareholders' Class Meeting, that is 7 May 2013 (Tuesday).

Details of the office for the Secretariat of the Board of Directors are 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 First H Shareholders' Class Meeting 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 2012 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 First H Shareholders' Class Meeting. The address is: 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
- (F) If a proxy is appointed to attend the First H Shareholders' Class Meeting 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

NOTICE OF THE FIRST H SHAREHOLDERS' CLASS MEETING IN 2013

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 First H Shareholders' Class Meeting, 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 First H Shareholders' Class Meeting is expected to last for an half day, and shareholders attending the First H Shareholders' Class Meeting will be responsible for their own travelling and accommodation expenses.

NOTICE OF THE FIRST H SHAREHOLDERS' CLASS MEETING IN 2013

EXPECTED TIMETABLE

	<i>Year 2013 (Note)</i>
Latest time for lodging transfer of Shares	26 April (Friday) 4:30 p.m.
Book closure period (both days inclusive)	27 April (Saturday) to 28 May (Tuesday)
Record date	28 May (Tuesday)
First H Shareholders' Class Meeting	28 May (Tuesday)
Announcement on results of First H Shareholders' Class Meeting	28 May (Tuesday)
Register of Members re-opens	29 May (Wednesday)

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, Qiu Xiaohua, 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*