
NOTICE OF THE FIRST EXTRAORDINARY GENERAL 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 Extraordinary General Meeting in 2013 (“EGM”) of Zijin Mining Group Co., Ltd.* (the “Company”) will be held at 9:00 a.m. on 25 October 2013, Friday, 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”), for the purpose of considering and, if thought fit, passing and authorising the following matters:

BY WAY OF ORDINARY RESOLUTIONS

1. To elect directors of the fifth Board of Directors of the Company by way of cumulative poll;
2. To elect supervisors of the fifth Supervisory Committee of the Company by way of cumulative poll; and
3. To review and approve remunerations proposal of Directors and Supervisors of the fifth term of Board of Directors and Supervisory Committee; to authorise the Board of Directors to enter into service contracts and/or appointment letters with each of the newly elected directors and supervisors respectively subject to such terms and conditions as the Board of Directors shall think fit and to do all such acts and things and handle all other related matters as necessary.

By order of the Board of Directors

Zijin Mining Group Co., Ltd.*

Chen Jinghe

Chairman

Fujian, the PRC, 9 September 2013

This notice and its attachments are written in both Chinese and English. In case of any discrepancies, the Chinese version shall prevail over its English version.

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

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Notes:

- (A) **The Company's register of H Shares members will be closed from 25 September 2013 (Wednesday) to 25 October 2013 (Friday) (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 at the close of business on 25 October 2013 (Friday, being the record date) will be entitled to attend and vote at the EGM of the Company to be convened on 25 October 2013 (Friday) at the conference room at the Company's office building at No.1 Zijin Road, Shanghang County, Fujian Province, the PRC. In order to be qualified for attending and voting at the EGM, all transfers of shares must be lodged with the Registrar of H Shares of the Company no later than 4:30 p.m. on 24 September 2013 (Tuesday).**

The address of the Hong Kong Registrar of H Shares is:

Computershare Hong Kong Investor Services Limited,
Shops 1712-1716,
17M Floor, Hopewell Centre,
183 Queen's Road East,
Wanchai, Hong Kong.

- (B) Holders of H Shares who intend to attend the EGM must complete and return the reply slip in writing to the Secretariat of the Board of the Company twenty days before the EGM, that is 4 October 2013 (Friday).

Details of the office of the secretary to the Board of the Company is as follows:

20/F., Block B, Haifu Centre,
599 Sishui Road, Huli District,
Xiamen, Fujian Province,
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 EGM 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 read the Company's circular.
- (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 or other documents that authorised such signatory shall be notarised.

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- (E) To be valid, the proxy form and ballot form (and if the proxy form and ballot form are 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 EGM. The address is: 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
- (F) If a proxy is appointed to attend the EGM 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 EGM, 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 EGM is expected to last for a half day, and shareholders attending the EGM will be responsible for their own traveling and accommodation expenses.
- (H) Regarding items 1 to 2 of this notice, the biographical details of the candidates proposed to be elected as Directors and Supervisors have been set out in the Appendix 1 to the circular in connection with the proposed election of Directors and Supervisors, and shall be dispatched to the shareholders.

EXPECTED TIMETABLE

2013 (Note)

Latest time for lodging transfer of Shares	4:30 p.m. on 24 September, Tuesday
Book closure period (both days inclusive)	25 September, Wednesday to 25 October, Friday
Record Date	25 October, Friday
Register of Members re-opens	28 October, Monday
EGM	25 October, Friday
Announcement on results of EGM	25 October, Friday

Note: All times refer to Hong Kong local times.

As at the date of this notice, 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.



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**Ballot for use at the election of directors of the fifth board of directors of
Zijin Mining Group Co., Ltd.***

Name of Shareholder (Unit): _____ Legal Representative (Proxy): _____

Number of shares held: _____ Its maximum valid voting rights: _____

Serial No.	Name of Candidates	Cumulative poll
1	Mr. Chen Jinghe	
2	Mr. Wang Jianhua	
3	Mr. Qiu Xiaohua	
4	Mr. Lan Fusheng	
5	Mr. Zou Laichang	
6	Mr. Lin Hongfu	
7	Mr. Li Jian	
8	Mr. Lu Shihua	
9	Mr. Ding Shida	
10	Mr. Jiang Yuzhi	
11	Mr. Sit Hoi Wah, Kenneth	

**Ballot for use at the election of supervisors of the
fifth supervisory committee of Zijin Mining Group Co., Ltd.***

Name of Shareholder (Unit): _____ Legal Representative (Proxy): _____

Number of shares held: _____ Its maximum valid voting rights: _____

Serial No.	Name of Candidates	Cumulative poll
1	Mr. Lin Shuiqing	
2	Mr. Xu Qiang	
3	Mr. Fan Wensheng	

Notes:

1. There are 11 candidates for the election of directors of the fifth board of directors of the Company and 3 candidates for the election of supervisors of the fifth supervisory committee of the Company. The elections are held by way of cumulative poll.
2. The maximum valid voting right of a voter to elect directors is the product of the number of shares held multiplied by the number of candidates (11 persons). If the number of shares held is 1,000, his maximum valid voting right shall be equal to (the number of shares held) 1,000 x 11 = 11,000. The voter can cast all 11,000 votes on 1 person or distribute the votes among several persons.
3. The maximum valid voting right of a voter to elect supervisors is the product of the number of shares held multiplied by the number of candidates (3 persons). If the number of shares held is 1,000, his maximum valid voting right shall be equal to (the number of shares held) 1,000 x 3 = 3,000. The voter can cast all 3,000 votes on 1 person or distribute the votes among several persons.
4. No ballot will be cast "For", "Against" or "Abstain" in cumulative poll. A voter is requested to fill in the corresponding voting right in the "Cumulative poll" column against the name of each candidate. The lowest votes will be nil and the highest will be the maximum voting right under each resolution and unnecessarily the integral multiples of the number of shares held by the voter. If a voter marks "√" in the blank against the name of each candidate, it will be deemed to cast his/her total voting right equally amongst the corresponding candidates.
5. If the voting right in the aggregate as indicated exceeds the maximum valid voting right, the ballot will be deemed invalid.
6. If the voting right in the aggregate as indicated is less than the maximum valid voting right, the ballot will be deemed valid and the difference will be regarded as abstention and the difference shall not be counted as number of valid voting. Shareholders who attend and not vote will be deemed to abstain from voting.
7. The candidates are elected by more than half of votes voted. Pursuant to the requirements of Shanghai Stock Exchange guidelines, the election of Mr. Chen Jinghe, Mr. Lan Fusheng and Mr. Zou Laichang not only has to be approved by more than half of the shareholders attending the general meeting, but also has to be approved by more than half of the minority shareholders attending the general meeting.

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**PROXY FORM FOR H SHARES SHAREHOLDERS FOR
THE FIRST EXTRAORDINARY GENERAL MEETING IN 2013**

I/We (note 1) _____ of _____
am/are the registered holder(s) of (note 2) _____
shares in Zijin Mining Group Co., Ltd.* (the "Company"), HEREBY APPOINT (note 3) _____
of _____
if he/she could not attend, then appoint (note 3) _____
of _____
if he/she could not attend, then appoint the Chairman of the Extraordinary General Meeting as my/our proxy(ies)
of (note 4) _____
shares of the Company to attend the Extraordinary 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 People's Republic of China at 9:00 a.m.
on 25 October 2013, Friday, or at any adjournment thereof, and to exercise the right of voting at such meeting in respect of the
resolutions as hereunder indicated, or if no such indication is given, as my/our proxy(ies) think(s) fit.

	ORDINARY RESOLUTIONS	For (note 5)	Against (note 5)	Abstain (note 5)
1.	to elect directors of the fifth board of directors of the Company by way of cumulative poll; (ballot enclosed)			
2.	to elect supervisors of the fifth supervisory committee of the Company by way of cumulative poll; (ballot enclosed) and			
3.	to approve remunerations proposal of Directors and Supervisors of the fifth term of Board of Directors and Supervisory Committee; to authorise the Board of Directors to enter into service contracts and/or appointment letters with each of the newly elected directors and supervisors respectively subject to such terms and conditions as the Board of Directors shall think fit and to do all such acts and things and handle all other related matters as necessary.			

Date: _____ Signature(s): _____

Notes:

1. Please insert the full name(s) and address(es) (as shown in the register of members) in **BLOCK LETTERS**.
2. Please insert the number and class of shares (i) registered in your name(s) and (ii) related to this proxy form.
3. Please insert the full name and address of person(s) to be appointed as your proxy. If you do not insert the full name and address of the person(s) to be appointed as your proxy in the space provided, the Chairman of the Extraordinary General Meeting will be your proxy.
4. Please insert clearly the number of shares of the Company registered in your name(s) which the appointed proxy can exercise the voting right in the Extraordinary General Meeting. If no number is inserted, this proxy form will be deemed to be related to all the shares of the Company registered in your name(s).
5. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK THE BOX MARKED "AGAINST". IF YOU WISH TO ABSTAIN TO VOTE IN ANY RESOLUTION, PLEASE TICK THE BOX MARKED "ABSTAIN"**. Blank votes or abstentions shall not be counted as number of voting rights in calculating the votes for the resolutions. If your proxy is authorised to vote partial of your shareholding in the Company, please indicate that shareholding in the voting boxes instead of a tick. If no such indication is given, the proxy will be entitled to cast your vote at his discretion.
6. This proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a legal person or body corporate, must be either executed under its common seal or under the hand of a director of the legal person or body corporate or proxy duly authorised in writing.
7. To be valid, this proxy form (or if it is signed by his attorney duly authorised in writing, then together with such power of attorney or other authority under which it is signed or a notarially certified copy of such power of attorney or authority) must be deposited not later than 24 hours before the specified time of the meeting, in respect of H Shares, at the Company's Registrar of H Shares — Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

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REPLY SLIP

To: Zijin Mining Group Co., Ltd.* (the "Company")

I/We (*note 1*) _____

of _____

(as registered in the register of members) being the registered holders of (*note 2*) _____

H Shares (nominal value of RMB0.1 each) of the Company, hereby notify the Company that I/we intend to attend (in person or by proxy) the First Extraordinary General Meeting in 2013 of the Company to be held at the conference room at the Company's office building, No.1 Zijin Road, Shanghang County, Fujian Province, the People's Republic of China (the "PRC") at 9:00 a.m. on 25 October 2013, Friday, or any adjournment thereof.

Date: _____

Signature(s): _____

Notes:

1. Please insert full name(s) and address(es) (as shown in the register of members) in **BLOCK LETTERS**.
2. Please insert the number and class of shares registered in your name(s).
3. To be valid, this reply slip must be duly completed and signed, and delivered before 4 October 2013, Friday, to the office of the secretary to the board of directors of the Company at 20/F., Block B, Haifu Centre, 599 Sishui Road, Huli District, Xiamen, Fujian Province, PRC. This reply slip can be delivered to the Company in person, by post or telegram, or by way of facsimile at (86) 592 2933580.

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