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If you have sold or transferred all your shares in Zijin Mining Group Co., Ltd.*, you should at once hand this circular to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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Zijin Mining Group Co., Ltd.*
紫金礦業集團股份有限公司

(a joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock code: 2899)

**PROPOSED ELECTION OF DIRECTORS AND SUPERVISORS
AND
PROPOSED REMUNERATIONS OF DIRECTORS AND SUPERVISORS
OF THE FIFTH TERM OF BOARD OF DIRECTORS AND
SUPERVISORY COMMITTEE**

The notice convening the extraordinary general meeting 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 on 25 October 2013 (Friday) at 9:00 a.m. was sent to Shareholders on 9 September 2013. Whether or not you are able to attend the meeting, please complete and return the enclosed proxy form and ballot form in accordance with the instructions printed thereon, to the office of the secretary to the Board of the Company at 20/F., Haifu Centre, 599 Sishui Road, Huli District, Xiamen, Fujian Province, The People's Republic of China (Fax: (86) 592 2933580), as soon as possible and in any event not less than 24 hours prior to the commencement of the extraordinary general meeting. Completion and return of the proxy form and ballot form will not preclude you from attending and voting at the meeting should you so wish.

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

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DEFINITIONS

In this circular, unless otherwise indicated in the context, the following expressions have the meaning set out below:

“Articles of Association”	the articles of association of the Company
“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
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened at 9:00 a.m. on 25 October 2013, Friday, at the conference room at the Company’s office building, No.1 Zijin Road, Shanghang County, Fujian Province, The PRC
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	The People’s Republic of China, but for the 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)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Shares”	share(s) of RMB0.1 each in the share capital of the Company
“Shareholder(s)”	the shareholder(s) of the Company
“Supervisor(s)”	the member(s) of Supervisory Committee
“Supervisory Committee”	the supervisory committee of the Company
“%”	per cent

LETTER FROM THE BOARD OF DIRECTORS



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
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:

Unit 7503A,
Level 75,
International Commerce Centre,
1 Austin Road West,
Kowloon, Hong Kong

25 September 2013

To Shareholders

Dear Sir/Madam,

**PROPOSED ELECTION OF DIRECTORS AND SUPERVISORS
AND
PROPOSED REMUNERATIONS OF DIRECTORS AND SUPERVISORS
OF THE FIFTH TERM OF BOARD OF DIRECTORS AND
SUPERVISORY COMMITTEE**

1. INTRODUCTION

The purpose of this circular is to provide you with information regarding (i) the proposed election of Directors and Supervisors; and (ii) the proposed remunerations of Directors and Supervisors of the fifth term of Board and Supervisory Committee.

LETTER FROM THE BOARD OF DIRECTORS

2. ELECTION OF DIRECTORS

The Board currently consists of 11 Directors, including 6 executive Directors, namely, Mr. Chen Jinghe, Mr. Luo Yingnan, Mr. Qiu Xiaohua, Mr. Lan Fusheng, Mr. Huang Xiaodong and Mr. Zou Laichang, 1 non-executive Director namely Mr. Peng Jiaqing, and 4 independent non-executive Directors, namely, Mr. Su Congfu, Mr. Chen Yuchuan, Mr. Lin Yongjing, and Mr. Wang Xiaojun.

According to Article 106 of the Articles of Association, the term of office of each of the Directors is 3 years. Under the Articles of Association, the appointment of Directors requires the approval by Shareholders at a general meeting and their terms of office shall commence on the date of their appointment. Each Director shall be eligible for re-election by Shareholders upon the end of the term. The fifth Board will consist of 11 Directors who will be elected in the EGM, including 6 executive Directors, 1 non-executive Director and 4 independent non-executive Directors.

The Board has nominated Mr. Chen Jinghe, Mr. Wang Jianhua, Mr. Qiu Xiaohua, Mr. Lan Fusheng, Mr. Zou Laichang and Mr. Lin Hongfu as candidates for election as Directors, Mr. Li Jian as candidate for election as non-executive Director, and Mr. Lu Shihua, Mr. Ding Shida, Mr. Jiang Yuzhi, and Mr. Sit Hoi Wah, Kenneth as candidates for election as independent non-executive Directors for the fifth term. The fifth term of office shall commence on the date of the EGM and expire on 24 October 2016.

At the EGM, resolutions will be proposed to elect the Directors of the fifth term and approve the remunerations proposal of the Directors for the fifth term. Details of which are set out in Appendix 2 to this circular.

A resolution will therefore be proposed at the EGM to authorise the Board to enter into new service contracts and/or appointment letters with each of the newly elected Directors whose term shall commence from the date of the EGM.

The biographical details of the candidates proposed to be elected as Directors at the EGM are set out in Appendix 1 to this circular.

3. ELECTION OF SUPERVISORS

The Supervisory Committee currently consists of 5 Supervisors, including 2 representatives of staff and workers of the Company and 3 representatives of Shareholders, namely, Mr. Lin Shuiqing, Mr. Xu Qiang and Mr. Lin Xinxi.

According to Article 127 of the Articles of Association, the term of office of each of Supervisors is 3 years. Under the Articles of Association, the appointment of Shareholders' representative Supervisors requires the approval by Shareholders at a general meeting and the term of office shall commence on the date of their appointment. Each Shareholders' representative Supervisor shall be eligible for re-election by Shareholders upon the end of the term.

LETTER FROM THE BOARD OF DIRECTORS

The Supervisory Committee has nominated Mr. Lin Shuiqing, Mr. Xu Qiang and Mr. Fan Wensheng as candidates for election as Shareholders' representative Supervisors of the fifth term. The fifth term of office shall commence on the date of the EGM and expire on 24 October 2016.

At the EGM, resolutions will be proposed to elect the Supervisors of the fifth term and approve the remunerations proposal of the Supervisors for the fifth term. Details of which are set out in Appendix 2 to this circular.

A resolution will therefore be proposed at the EGM to authorise the Board to enter into new service contracts and/or appointment letters with each of the newly elected Supervisors whose term will commence from the date of the EGM.

The biographical details of the candidates proposed to be elected as Shareholders' representative Supervisors at the EGM are set out in Appendix 1 to this circular.

4. PROPOSED REMUNERATIONS OF DIRECTORS AND SUPERVISORS OF THE FIFTH TERM OF BOARD OF DIRECTORS AND SUPERVISORY COMMITTEE

In order to ascertain the remunerations to the members of the fifth term of the Board and the Supervisory Committee, to establish a scientific, standardised and unified performance appraisal system and use it as a basis of remuneration realization, effective implementation of motivation and restrictions, management and supervision, so as to improve the Company's results and its core competitiveness, to fully motivate the enthusiasm and responsibility of the Directors and Supervisors, the Board establishes the remuneration proposal of Directors and Supervisors of the fifth term of the Board and the Supervisory Committee. Details of which are set out in Appendix 2 to this circular.

5. EXTRAORDINARY GENERAL MEETING

The Board has resolved to convene an EGM to elect Directors and Supervisors, to authorise the Board to enter into new service contracts and/or appointment letters with each of newly elected Directors and Supervisors, and to approve the proposed remunerations of Directors and Supervisors of the fifth term of the Board and the Supervisory Committee. Notice of the EGM was sent to Shareholders on 9 September 2013. Whether or not you are able to attend the EGM, you are requested to complete and return the enclosed proxy form and ballot form in accordance with the instructions printed thereon to the office of secretary to the Board at 20/F., Haifu Centre, 599 Sishui Road, Huli District, Xiamen, Fujian Province, the PRC (Fax: (86) 592 2933580) as soon as possible, and in any event not less than 24 hours prior to the commencement of the EGM. Completion and return of the proxy form and the ballot form will not preclude you from attending and voting at the EGM should you so wish.

6. PROCEDURES FOR DEMANDING A POLL BY SHAREHOLDERS

Pursuant to Article 85 of the current Articles of Association, voting at the EGM shall be taken on a poll.

LETTER FROM THE BOARD OF DIRECTORS

7. CUMULATIVE VOTING

When Directors or Supervisors are elected through cumulative voting at the EGM, the number of total votes that a Shareholder can effectively exercise is the product of (i) the number of shares held by such Shareholder, and (ii) the number of Directors, or Supervisors to be elected. A Shareholder can give all his or her votes to one candidate or divide his or her votes among several candidates. The Directors or Supervisors are elected by more than half of votes by way of cumulative voting at the EGM based on the number of votes the candidates received.

Among the candidates of Director of the fifth term of the Board, Mr. Chen Jinghe, Mr. Lan Fusheng and Mr. Zou Laichang received administrative penalty from the China Securities Regulatory Commission which was issued in April 2012 for the delayed disclosure of the 7.3 incident of the Company in 2010. Pursuant to the relevant provisions of the “Election, appointment and conduct guidelines for directors of listed companies of Shanghai Stock Exchange (2013 revision)” issued by Shanghai Stock Exchange on 13 June 2013, the election of the three Directors mentioned above 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.

The nomination and remuneration committee of the Board has issued special explanatory note for the nomination of the above-mentioned three Director candidates of the fifth term of the Board. Details of which are set out in Appendix 1.

The above candidates were reviewed by the nomination and remuneration committee of the Board, and agreed to accept the nomination with written declaration to the Company.

8. RECOMMENDATION

The Directors consider that the proposed election of Directors, the proposed election of Supervisors, and the proposed remunerations of Directors and Supervisors of the fifth term of the Board and the Supervisory Committee are all in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend you to vote in favour of all the relevant resolutions to be proposed at the EGM.

The Company will publish an announcement on the results of the EGM on the business day following the EGM with respect to whether or not the resolutions set out in this circular have been passed by the Shareholders.

LETTER FROM THE BOARD OF DIRECTORS

9. MISCELLANEOUS

Should there be any discrepancy, the Chinese text of this circular shall prevail over its English text.

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

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

Biographical details of the candidates proposed to be elected as Directors and Supervisors are set out as follows:

EXECUTIVE DIRECTORS

Mr. Chen Jinghe (陳景河), aged 55, was born in October 1957 with Fujian Yongding ancestry. He is a professor grade senior engineer, a specialist who enjoys special allowance from the State Council of the PRC, the chairman of chairman group of China Mining Association, the vice president of the China Gold Association and the current chairman and legal representative of the Company. He also serves as the head of the Company's national key gold laboratory and the chairman of Norton Gold Fields Limited (NGF.AX) of Australia.

He graduated from Fuzhou University with a bachelor degree in geology in 1982 and obtained an EMBA degree from Xiamen University; worked with Fujian Minxi Geological Team from 1986 to 1992, was the main discoverer and exploration organizer of Zijinshan gold and copper mine; from January 1993 to 2000, he served as the chairman and general manager of Shanghang County Mining Company and Minxi Zijin Mining Company Limited, the predecessors of the Company; he has been serving as the chairman of the Company since its transformation into a joint stock company from August 2000, he also served as the president of the Company from August 2006 to November 2009. He has high attainments in mining deposit exploration, evaluation, development planning and management, and is the core leader during the Company's foundation and development periods.

He was a delegate of the tenth, eleventh and twelfth National People's Congress of Fujian Province.

Mr. Wang Jianhua (王建華), aged 57, was born in February 1956 with Shandong Weifang ancestry, received tertiary education from the Central Communist Party School, obtained an EMBA, is a senior economist and senior accountant. He is currently the president of the Company.

Mr. Wang served as a worker and the accountant in-charge in Shandong Yidu Yangji Forest from December 1974 to January 1981; student of accounting training class of Shandong Agricultural College in the period from July 1977 to January 1978; the accountant in-charge and the head of finance department of Shandong Yidu Silkworm Breeding Farm from January 1981 to October 1985; the deputy head (and chairman of Guangtong Yelusuo Co., Ltd.), head, Communist Party committee member (deputy county magistrate level) (and chairman of Guangtong Group), Communist Party committee member (county magistrate level) (and chairman of Guangtong Group) of Shandong Qingzhou Silkworm Breeding Farm from October 1985 to July 1997; student of distant learning school of Central Communist Party School in the period from August 1991 to June 1994; the deputy manager (presiding), deputy secretary of Communist Party committee, manager, deputy secretary of Communist Party committee (deputy departmental level) of Shandong Silk Import & Export Corporation, assistant to general manager of Shandong Provincial Silk Corporation and manager of Shandong Silk Import & Export Corporation, deputy secretary of Communist Party committee, secretary of Communist Party committee, deputy general manager of Shandong Provincial Silk Corporation, committee member of Communist Party committee and manager of Shandong Silk Import & Export Corporation, secretary of Communist Party committee, deputy secretary of Communist Party

committee and deputy general manager (presiding) of Shandong Provincial Silk Corporation from July 1997 to October 2003; general manager of Shandong Provincial Silk Corporation and secretary of Communist Party committee (department level), the general manager of Shandong Silk Group Co., Ltd. and secretary of Communist Party committee from October 2003 to February 2006; the chairman and the secretary of Communist Party committee of Shandong Gold Group Co., Ltd. from February 2006 to February 2013 and retired in February 2013. Mr. Wang was appointed as president of the Company in June 2013.

Mr. Wang was a representative of the ninth and tenth Party Congress of Shandong Province, a representative of the twelfth People's Congress of Shandong Province, honored as the model labour in Shandong Province in 2008 and obtained a national "5.1" labour medal in 2011.

Mr. Qiu Xiaohua (邱曉華), aged 55, was born in January 1958 with Fujian Ninghua ancestry, is a Ph.D. in economics and a senior statistician. He currently serves as a Director and vice chairman of the Company.

Mr. Qiu graduated in Department of Economics of Xiamen University in 1982. He worked with National Bureau of Statistics of China ("NBSC") from 1982 to 1998, and he successively held the posts of deputy division chief, division chief, deputy director of the Comprehensive Division of NBSC, the chief economist and spokesman of NBSC. During the period from 1995 to 1996, he was a senior visiting scholar of the Asia-Pacific Research Center of Stanford University in the United States.

From 1998 to September 1999, he took a temporary post of assistant to governor of the People's Government of Anhui Province. From September 1999 to October 2006, he successively held the posts of member of Communist Party Committee of NBSC (the "Committee"), deputy chief of NBSC, deputy secretary to the Committee, deputy chief of NBSC, secretary to the Committee and chief of NBSC. During 1998 to 2001, he studied in Beijing Normal University and obtained his master degree in economics. During 2001 to 2003, he studied in Beijing Normal University and received his Ph.D. in economics. He was under investigation by the Chinese Communist Party from October 2006 to January 2007. He served a sentence in Qincheng Jail for bigamy from February 2007 to February 2008.

He was appointed as a senior consultant for China Youth Travel Service Group from March 2008 to May 2008, as a senior researcher for China National Offshore Oil Corporation from June 2008 to February 2010, as the chief economist for the Institute of Energy Economics of China National Offshore Oil Corporation from March 2010 to September 2012; as an academic member and a senior researcher for China Center for International Economic Exchanges from June 2009, and as the chief economist for TX Investment Consulting Co., Ltd. from October 2009 to December 2012; as the chief economist of Xinhua Group and professor of Xinhua Business School from June 2011; as the executive Director and vice chairman of Zijin Mining Group Co., Ltd.* from May 2012; as the chief economist of Minsheng Securities from October 2012.

Mr. Lan Fusheng (藍福生), aged 49, was born in April 1964 with Fujian Shanghang ancestry, is an engineer, currently serving as Director and vice chairman of the Company.

He graduated from Fuzhou University in 1984 with a bachelor degree of engineering in geology. He was a technician of Fujian Minxi Geological Team from 1984 to 1990; served as an assistant to manager and deputy manager of Shanghang County Mining Company from 1990 to 1992; manager of Shanghang County Xinhui Jewelry and Ornaments Company from 1992 to 1994, and joined the Company in 1994. From August 2000 to August 2006, he was appointed as a Director and standing deputy general manager of the Company. He has been serving as an executive Director and vice chairman of the Company since August 2006. Mr. Lan has been the in-charge of the Company's investments for many years, and has plenty of experience and high standards in evaluating mining projects. He has been serving as a non-executive director of a listed company in Hong Kong, China Hanking Holdings Limited (stock code: 3788).

Mr. Zou Laichang (鄒來昌), aged 45, was born in August 1968 with Fujian Shanghang ancestry, a senior engineer, currently serving as a Director and senior vice president of the Company.

He graduated from Fujian Agriculture and Forestry University Forestry College with a bachelor degree of engineering in chemistry for forestry in 1990 and obtained an MBA degree in Xiamen University. He served as the chief of production in Shanghang County Forest Chemical Factory from August 1990 to March 1996. Since March 1996, he joined the Company and held several positions including deputy director of gold refinery plant, standing deputy head of the institute of mining and refining design and research of the Company, deputy chief engineer and chief engineer of the Company. He has been appointed as Director and senior vice president since August 2006. Mr. Zou has strong ability and high standard in hydrometallurgy, is an important researcher in a number of the Company's major scientific and technological achievements, and has obtained a number of provincial and ministerial science and technology achievement awards.

Mr. Lin Hongfu (林泓富), aged 39, was born in April 1974 with Fujian Yongding ancestry, currently serving as the vice president of the Company.

He graduated from Chongqing Steel College majoring in steel and iron alloy smelting in 1997 and obtained an EMBA of Tsinghua University. In August 1997, he joined the Company as an assistant to plant manager of gold refinery plant and chief of the electrolysis plant, and then held the positions of deputy plant manager, plant manager, deputy chief of Zijinshan gold mine, general manager of Bayannaer Zijin Non-ferrous Metals Company Limited; as a vice president of the Company since August 2006, and has also served as the chairman of the board of directors of Bayannaer Zijin Non-ferrous Metals Company Limited, the chairman of Wulatehouqi Zijin Mining Company Limited, the chairman of the board of directors of Zijin International Company Limited and the chairman of the board of directors of Zijin Copper Company Limited.

NON-EXECUTIVE DIRECTOR

Mr. Li Jian (李建), aged 37, born in June 1976 with Fujian Shanghang ancestry. He is currently the general manager of Minxi Xinghang State-owned Assets Investment Company Limited.

He graduated from Yang-En University in 2000, majoring in international finance. He served as the manager, marketing director, deputy general manager of Longyan operation branch and the general manager of Shanghang operation branch of Industrial Securities Co., Ltd. during the period from August 2000 to January 2013. He has been the general manager of Minxi Xinghang State-owned Assets Investment Company Limited since January 2013.

APPENDIX 1**PARTICULARS OF DIRECTORS AND SUPERVISORS
CANDIDATES TO BE ELECTED**

Save as disclosed in this circular and as at the date of this announcement, Mr. Chen Jinghe, Mr. Wang Jianhua, Mr. Qiu Xiaohua, Mr. Lan Fusheng, Mr. Zou Laichang, Mr. Lin Hongfu and Mr. Li Jian have not held any directorships in other listed public companies in the last three years, do not hold any other position with the Company or any of its subsidiaries and are not related to any directors, senior management or substantial or controlling shareholders of the Company.

Save as disclosed as follows, none of the Directors candidates has been penalised by the China Securities Regulatory Commission or other relevant departments and stock exchanges:

The Company received the “Decision of Administrative Punishment” ([2012]No.10) from the China Securities Regulatory Commission on 9 May 2012, for the Company’s failure to timely disclose the 7.3 waste water leakage incident of Zijinshan copper hydrometallurgical plant, in which the Company violated Article 67 of the Securities Law, and constituted an offense described in Article 193 of the Securities Law. According to Article 193 of the Securities Law, the China Securities Regulatory Commission decided and issued:

1. a warning and order Zijin Mining to correct and impose a fine of RMB300,000;
2. a warning to Chen Jinghe and impose a fine of RMB100,000;
3. a warning to Luo Yingnan and Zou Laichang and impose each a fine of RMB50,000;
4. a warning to Lan Fusheng and Huang Xiaodong.

All the above fines had been settled.

**INTERESTS AND SHORT POSITION OF DIRECTOR CANDIDATES IN THE ISSUED
SHARES OF THE COMPANY**

As at 19 September 2013, being the latest practicable date, shareholding in the Company held by Director candidates:

Director candidates	Number of domestic shares / amount of equity interest held	Nature of interest	Long / short positions	Approximate percentage of shareholding in the same class of securities	Approximate percentage of shareholding in the registered capital
Chen Jinghe	132,000,000	Personal	Long	0.84%	0.61%
Lan Fusheng	7,500,000	Personal	Long	0.05%	0.03%
Zou Laichang	1,500,000	Personal	Long	0.01%	0.01%
Lin Hongfu	750,000	Personal	Long	0.01%	0.01%

Save as disclosed herein above, up to the date of this circular, each of Mr. Chen Jinghe, Mr. Wang Jianhua, Mr. Qiu Xiaohua, Mr. Lan Fusheng, Mr. Zou Laichang, Mr. Lin Hongfu and Mr. Li Jian (collectively, the “Directors Candidates”) does not have any interest in the shares of the Company within the meaning of Part XV of SFO as at the date hereof. Save as disclosed above, there were no relationships between the above candidates themselves or between the above candidates and other Directors, the senior management, substantial shareholders or controlling shareholders of the Company.

The Directors Candidates, once elected at the EGM, will enter into a service contract and/or appointment letter with the Company for a term of three years commencing on the date of the EGM and expiring on 24 October 2016. The remuneration of the Directors Candidates will be determined by the Board in accordance with the proposed remunerations of Directors and Supervisors of the fifth term of Board of Directors and Supervisory Committee to be approved in this EGM, and the terms and conditions of the said service contract and/or appointment letters having regard to their duties and responsibilities with the Company, the Company’s remuneration policy, and the Company’s results appraisal. For the year ended 31 December 2012, Mr. Chen Jinghe, Mr. Luo Yingnan, Mr. Liu Xiaochu, Mr. Qiu Xiaohua Mr. Lan Fusheng, Mr. Huang Xiaodong, Mr. Zou Laichang and Mr. Peng Jiaqing received annual remuneration of RMB8,477,300, RMB5,148,400, RMB3,878,800, RMB175,000, RMB4,569,800, RMB4,364,100, RMB4,428,800 and RMB150,000 respectively. Further announcement will be issued once the remuneration of the newly elected Directors is determined.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Lu Shihua (盧世華), aged 62, was born in May 1951 with Fujian Gutian ancestry, is a non-practicing registered accountant.

He graduated from Jimei Finance School with banking specialisation in 1977 and graduated from Central Communist Party School in economic management specialisation by correspondence in 2001. He currently serves as the president of the Fujian Budget and Accounting Research Society. From September 1977 to April 1991, he served as the cadre, chief, deputy director and director of Gutian Finance Bureau; from May 1991 to January 1997, he served as deputy director of finance office for industrial and transportation enterprises under Fujian Finance Department; from February 1997 to July 1999, he was a director of the finance office for cultural, education and administration under the Fujian Finance Department; from August 1999 to January 2004, he was appointed as the director of budget office of the Fujian Finance Department; from February 2004 to June 2011, he served as an inspector (deputy departmental head grade) of the Fujian Finance Department. He retired in July 2011.

He is an independent director of Greatown Holdings Ltd. (600094) .

Mr. Ding Shida (丁仕達), aged 65, was born in June 1948 with Jiangxi Linchuan ancestry. He is a senior economist.

He graduated from the business administration post-graduate programme at Economic Research Institute of Xiamen University in July 1993. In July 2000, he obtained a Ph.D. in Management from the Department of Agricultural Economics of the Graduate School of Chinese Academy of Social Sciences. From July 1983 to July 1986, he served as a vice county chief of Liancheng, Fujian. From July 1986 to March 1990, he served as deputy director and director of Fujian Longyan Economic Commission, from March 1990 to March 1993, he served as the secretary of Shanghang Communist Party Committee, from March 1993 to August 1996, he was appointed as a member of the regional Communist Party Committee of Longyan and the secretary of Longyan Communist Party Committee. In August 1996, he was appointed as the general manager and secretary of Communist Party Committee of Fujian Construction Materials Industry Corporation. At the same time, he also served as the chairman of Fujian Cement Inc. (600802). In April 2002, he was appointed as the secretary of Communist Party Committee and general manager of Fujian International Trust & Investment Corporation (FITIC) (renamed as Fujian Investment Corporation Group Company later), and the chairman of Min Xin Holdings Limited (Listed company in Hong Kong, stock code: 0222), the chairman of Min Xin Insurance Co., Ltd., vice chairman of Luso International Banking Ltd., and the vice chairman and chairman of Xiamen International Bank. He was a member of standing committee of the tenth Chinese People's Political Consultative Conference ("CPPCC") of Fujian and deputy director of the Economic Committee of the tenth CPPCC of Fujian. He retired in July 2010.

He is an independent director of North Navigation Control Technology Co., Ltd. (600435), independent director of Fujian Hongbo Printing Co., Ltd. (002229) and independent director of Tianguang Fire-fighting Incorporated Company (002509).

Mr. Jiang Yuzhi (姜玉志), aged 66, was born in July 1947 with Shandong Rongcheng ancestry, tertiary educated, is a senior economist.

He started working in August 1970. He served as the head of the office of Fujian Province Geological and Mineral Bureau, the head of the policies and regulations research office and the head of multi-operation office from June 1987 to May 1995. He served as the vice director of Fujian Geological and Mineral Exploration Development Bureau from June 1995. From June 1996, he served as the vice officer of Fujian Province Geological and Mineral Office and vice director of Fujian Geological and Mineral Exploration Development Bureau. In March 2000, he served as the vice officer of Department of Land Resources of Fujian, and also served as the director of Fujian Geological and Mineral Exploration Development Bureau in July 2003. In January 2008, he served as a standing member of the tenth Fujian Province's Chinese People's Political Consultative Conference and the vice head of its Committee for Handling Proposals. He retired in July 2010.

Mr. Sit Hoi Wah, Kenneth (薛海華), was born in August 1958, aged 55, a citizen of Hong Kong and is a practicing solicitor in Hong Kong.

He received his Bachelor of Laws (Honours) from the University of Hong Kong in 1980, and is a practicing solicitor in Hong Kong since 1983. He was also admitted as a solicitor in England and Wales in 1985; a solicitor and barrister in Australia in 1989; a solicitor in Singapore in 1995; a notary public in 1995; a fellow member of the Chartered Institute of Arbitrators in 1996; and a fellow member of the Hong Kong Institute of Arbitrators in 1997. Currently, he is a partner of Messrs. Kenneth Sit, Solicitors, a consultant of Messrs. Charles Chu & Kenneth Sit, Solicitors and a notary public.

He has been serving as an independent non-executive director of a listed company in Hong Kong, Pokfulam Development Company Limited (stock code: 0225).

Save as disclosed above and as at the date of this Circular, Mr. Lu Shihua, Mr. Ding Shida, Mr. Jiang Yuzhi, and Mr. Sit Hoi Wah, Kenneth (collectively, the “Independent Non-executive Directors Candidates”) have not held any directorships in other listed companies in the last three years, do not hold any other position with the Company or any of its subsidiaries and is not related to any Directors, senior management or substantial or controlling shareholders of the Company. None of the Independent Non-executive Directors Candidates have any other interest in the shares of the Company or its associated corporations within the meaning of Part XV of SFO as at the date of this circular.

None of the Independent Non-executive Directors Candidates has been penalised by the China Securities Regulatory Commission or other relevant departments and stock exchanges.

The above Independent Non-executive Directors Candidates, once elected at the EGM, will enter into a service contract and/or appointment letter with the Company for a term of three years commencing on the date of the EGM and expiring on 24 October 2016. For the year ended 31 December 2012, Mr. Su Congfu, Mr. Chen Yuchuan, Mr. Lin Yongjing, and Mr. Wang Xiaojun received an annual salary of RMB150,000, RMB169,200, RMB150,000, and RMB159,600 respectively. The remuneration of the Independent Non-executive Directors Candidates will be determined by the Board in accordance with the proposed remunerations of Directors and Supervisors of the fifth term of Board of Directors and Supervisory Committee to be approved in this EGM, and the terms and conditions of the said service contract and/or appointment letters having regard to their duties and responsibilities with the Company, the Company’s remuneration policy, and the Company’s results appraisal.

SUPERVISORS

Mr. Lin Shuiqing (林水清), aged 49, born in May 1964 with Fujian Sha County ancestry, part-time post-graduate student.

Mr. Lin was a school teacher from August 1982 to September 1991; he served as clerk and division head of Shanghang County Communist Party Committee Office, deputy director of Shanghang County Communist Party Committee Development Office, deputy director and director of Shanghang County Communist Party Committee Office from September 1991 to March 1998. He was a deputy secretary, town chief and secretary of Shanghang County Communist Party Committee of Zhongdu Town from March 1998 to May 2002. Mr. Lin was a director of Shanghang County Communist Party Committee Office, and a standing member of the Shanghang County Communist Party Committee from June 2002 to May 2006. He was a standing member of the Shanghang County Communist Party Committee, director of Shanghang County Tongzhanbu and Secretary of Shanghang County Non State-owned Economic Working Committee from May 2006 to August 2009. He has been serving as the chairman of the fourth term Supervisory Committee of the Company since November 2009.

Mr. Xu Qiang (徐強), aged 61, born in August 1952, tertiary educated, is a senior accountant, registered CPA in the PRC, and registered valuer in the PRC.

Mr. Xu worked with and had been a deputy director of Fujian Huaxing Certified Public Accountants from 1984 to 1998. He was the director of Fujian Asset Valuation Centre from 1999 to 2001. Mr. Xu was appointed as a supervisor of the Company since August 2000. He has been serving as the vice chairman of the third term and fourth term Supervisory Committee of the Company since August 2006.

Mr. Fan Wensheng (范文生), aged 45, Chinese, was born in April 1968 with Fujian Shanghang ancestry. He has received tertiary education from the Central Communist Party School.

From August 1990 to August 1992, he served as cadre and party secretary of finance bureau in Taibaxiang of Shanghang County; from September 1992 to January 2004, he served as secretary and vice director of the Agricultural and Economic Commission of Standing Committee of Shanghang County People's Congress, vice director, chief staff, committee member and party member of office of the Standing Committee of the Shanghang County People's Congress; from January 2004 to December 2007, he was the vice secretary and town chief of Gutian town, Shanghang County; from December 2007 to April 2012, he was the party secretary of Taibaxiang, Shanghang County; from April 2012 to August 2013, he served as township cadre of Economic and Trading Bureau and the director of the Shanghang Copper Bureau (Mr. Fan has resigned as a civil servant).

Save as disclosed above, none of Mr. Lin Shuiqing, Mr. Xu Qiang and Mr. Fan Wensheng (collectively, the "Supervisor Candidates") has any interest in the shares of the Company within the meaning of Part XV of SFO. Save as disclosed above, there were no relationship between the Supervisor Candidates themselves or between the Supervisor Candidates and other Supervisors, senior management, substantial shareholders or controlling shareholders of the Company.

The Supervisor Candidates, once elected at the EGM, will enter into a service contract and/or appointment letter with the Company for a term of three years commencing on the date of the EGM and expiring on 24 October 2016. The remuneration of the Supervisor Candidates will be determined by the Board in accordance with the proposed remunerations of Directors and Supervisors of the fifth term of Board of Directors and Supervisory Committee to be approved in this EGM, and the terms and conditions of the said service contract and/or appointment letter having regard to their duties and responsibilities with the Company, the Company's remuneration policy, and the Company's results appraisal. For the year ended 31 December 2012, each of Mr. Lin Shuiqing, Mr. Xu Qiang, Mr. Lin Xinxu, Mr. Zhang Yumin and Mr. Liu Xianhua received annual salary of RMB2,033,500, RMB195,000, RMB252,700, RMB493,400 and RMB616,400 respectively. Further announcement will be issued once the remuneration of the newly elected Supervisors is determined.

The 3 Supervisors to be elected in the first EGM of 2013 and the 2 staff and workers' Supervisors to be elected by the Company's staff and workers representatives meeting will together constitute the fifth term of the Supervisory Committee of the Company. The details of the staff and workers' Supervisors will be announced after the election in the staff and workers representatives meeting of the Company.

POSITIONS HELD BY DIRECTORS AND SUPERVISORS CANDIDATES IN THE
SUBSIDIARIES OF THE GROUP AS AT THE DATE HEREOF

Name	Company Name	Position
Mr. Chen Jinghe	Norton Gold Fields Limited	Chairman
Mr. Lan Fusheng	Best Ground Group Ltd.	Director
Mr. Lan Fusheng	China Gold Development Group (H.K.) Ltd.	Director
Mr. Lan Fusheng	Fujian Jinshan Investment Co., Ltd.	Chairman
Mr. Lan Fusheng	Gold Mountains (H.K.) International Mining Co., Ltd.	Director
Mr. Lan Fusheng	Jinfeng (HK) International Mining Co., Ltd.	Director
Mr. Lan Fusheng	Golden Spring (H.K.) International Mining Company Limited	Director
Mr. Lan Fusheng	Golden Sand Mining (BVI) Limited	Director
Mr. Lan Fusheng	Jinyu (H.K.) International Mining Company Limited	Director
Mr. Lan Fusheng	Golden Star Mining (BVI) Limited	Director
Mr. Lan Fusheng	Golden Eagle Mining (BVI) Limited	Director
Mr. Lan Fusheng	Zijin International Finance Company Limited	Director
Mr. Lan Fusheng	United Summit Investment Limited	Director
Mr. Lan Fusheng	Golden Asia Mining (BVI) Limited	Director
Mr. Lan Fusheng	Golden Island Resource (BVI) Limited	Director
Mr. Lan Fusheng	Gold Mountains Asset Management Limited	Director
Mr. Zou Laichang	Fujian Zijin Mining Chemical Ltd.	Chairman
Mr. Zou Laichang	Fujian Longyan Zijin Reduction Ball Ltd.	Legal representative
Mr. Lin Hongfu	Zijin International Mining Co., Ltd.	Director
Mr. Lin Hongfu	Bayannaer Zijin Non-ferrous Metals Co., Ltd.	Chairman
Mr. Lin Hongfu	Heilongjiang Duobaoshan Copper Co., Ltd.	Director
Mr. Lin Hongfu	Heilongjiang Zijin Longxing Mining Co., Ltd.	Director
Mr. Lin Hongfu	Zijin Copper Co., Ltd.	Chairman
Mr. Lin Hongfu	Fujian Jinshan Gold Refinery Co., Ltd.	Director

Save as disclosed above, none of the Directors, Supervisors, and the chief executive or their associates has any interest in the securities of the Company or its associated companies (as defined in the Part XV of SFO) as at the date hereof. None of the Directors, Supervisors and chief executive or their spouse or children under the age of 18 years is holding any option to subscribe securities of the Company, or has exercised any such option.

Save as disclosed above, no arrangement has been entered into between the Company or its holding company or its subsidiaries, which will allow the Directors, Supervisors or chief executive of the Company to be benefited by acquiring the shares or debentures of the Company or other body corporate.

Save as disclosed above, there are no other matters relating to the candidates for the election of Directors and Supervisors, that need to be brought to the attention of the Shareholders and there is no other information relating to the candidates for Directors and Supervisors which is required to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules.

Explanation in nominating Chen Jinghe, Lan Fusheng, Zou Laichang as the candidates of Directors of the fifth term of the Board by the nomination and remuneration committee of the Board of Zijin Mining Group Co., Ltd.*

The Company received the “Decision of Administrative Punishment” ([2012]No.10) issued by the China Securities Regulatory Commission dated 20 April 2012, for the administrative punishment regarding the violation due to the Company’s failure to timely disclose the 7.3 incident in 2010. Six Directors of that time including Chen Jinghe (the chairman), Lan Fusheng, Zou Laichang and others, being the responsible management personnel directly in charge, received administrative punishment.

According to Article 10 of the “Election, appointment and conduct guidelines for directors of listed companies of Shanghai Stock Exchange (2013 revision)” issued by Shanghai Stock Exchange on 13 June 2013, “except the provisions of Article 11, person with any of the following circumstances shall not be nominated as the candidate of director: (1) received punishment from China Securities Regulatory Commission within three years”. Article 11 provides that “director of listed companies with any of the circumstances provided in the regulations (1) and (2) of the first provision of Article 10, when the board considers that the director continuously serving as the position of director plays an important role to the company’s operation, is allowed to be nominated as the candidate of director of the next turn, and the reasons of the nomination should be adequately disclosed. The relevant resolution of the aforementioned nomination not only needs the approval of more than half of the shareholding of the shareholders attending the general meeting, but also needs the approval of more than half of the shareholding of the minority shareholders attending the general meeting”.

The nomination and remuneration committee of the Board considers that:

As one of the founders of the Company, Mr. Chen Jinghe’s ability in scientific research and innovation and leadership of integrated management are widely-renowned by the people inside and outside the Group. Being the core leader and decision maker of the Company, Mr. Chen Jinghe plays an important role in leading the Company to develop from a small county-owned mining company to an internationally and domestically well-known mining enterprise listed in Hong Kong and Shanghai with around RMB50 billion of market value. After the 7.3 incident, Mr. Chen Jinghe carried out self-review and led the management team of the Company to take the lesson seriously, and further strengthened the listed company’s standardised operation and the awareness of safety and

environmental protection, and to rectify and rebuild the image of the Company with solid actions of reformation, promoted the Company's internationalisation and the goal of the new round of business development. His sense of mission in realising the Chinese dream and social responsibility has a leading role in the development of the Company.

Mr. Lan Fusheng is one of the founders of the Company and has been in charge of the management of the Group's external investments (including international and domestic investments) for a long time. He has accumulated plenty of experience in external investment analysis, judgement and business negotiations. With professional abilities in analysis and judgement, assessing complicated merger and acquisition of the mining industry and risk control, he is faithful in executing the strategies and plans considered by the general meeting and the Board with strong principle. He is diligent and dedicated, with serious attitude to work, high overall quality, strong organisation, coordination and implementation, and clear mind of work, who is the indispensable decision maker and executor of the Company's new round of business development and implementation of the international development strategy.

Mr. Zou Laichang is the third and fourth terms' Board member of the Company. He has been engaged in the work of frontline production and scientific research management for a long time, has high dedication to work, strong sense of responsibility, high integrity and self-discipline, strong communication and coordination ability, respectful and pragmatic work attitudes, and is loyal in executing the strategies and plans considered by the general meeting and the Board. After the Zijinshan 7.3 incident, he acted actively and was the management leader responsible for the rectification and reformation, and achieved significant contributions in the follow-up rectification and reformation works of Zijinshan copper mine. Currently he is in charge of a new phase of technical innovation, expansion in production, safety and environmental protection and social responsibility, and has an important role in the development of the Company's business.

In summary, we believe that: Chen Jinghe, Lan Fusheng and Zou Laichang are the Company's core and key management personnel and have made significant contributions for the development of the Company. Currently, the global economy is complicated and with many changes, the development of domestic economy becomes slow, the Company is facing a critical time of development with opportunities and challenges coexist. Maintaining the continuity and stability of strategy-making management is the most crucial element for the Company's development, nominating Chen Jinghe, Lan Fusheng, Zou Laichang to serve as Directors of the fifth term of the Board fully fulfills the requirement of "**continuously serving as directors of the Company plays an important role in the operation of the Company**", and is highly important for the development and operation of the Company.

The nomination and remuneration committee of the Board recommends all Shareholders to carefully consider the above-mentioned three candidates' qualifications and their important roles in the new round of development of the Company, and vote in favour of the appointment of the three candidates.

Zijin Mining Group Co., Ltd.*
Nomination and remuneration committee of the Board
30 August, 2013

Dear Shareholders,

Pursuant to the Group's needs for a new phase of strategic development, the Company intends to recruit some executive talents at Director, president and vice president levels. According to the principles and practices of marketization, and with reference to the remuneration policy and incentive mechanism of management of other listed companies, the nomination and remuneration committee of the Board proposes the remuneration and assessment policy of Directors and Supervisors of the fifth term of Board and Supervisory Committee, and uses it as a basis of Directors' and Supervisors' remuneration review and realization, effective implementation of motivation and restrictions, management and supervision, so as to fully motivate the enthusiasm and responsibility of the Directors and Supervisors, and improve the Company's results and its core competitiveness.

1. Principles

To put efficiency as top priority and give consideration to fairness and equity;

To determine the remuneration in accordance with their contributions to the enterprise;

To match the responsibilities and rights and to match the short term interests and long term interests.

2. Target

This remuneration and assessment policy is applicable to chairman of the Board, vice chairmen of the Board, executive Directors, chairman of Supervisory Committee;

Annual allowance is applicable to non-executive Directors, independent non-executive Directors and Supervisors.

3. Remuneration of the Chairman, Vice Chairman, Executive Directors, Chairman of Supervisory Committee

3-1. Basic annual salary and annual incentive salary

(1) *Basic annual salary*

According to the different duties and responsibilities of each position, the basic monthly salary ranges from RMB150,000 to RMB260,000; specific individual basic annual salary is set out in the contract of employment between the Company and the appointee.

(2) *Annual incentive salary*

- (i) annual incentive salary = (Company's profit after tax for the current year - Company's net assets of last year end x 6%) x 0.055% x number of staff x assessment factor

(Company's profit after tax for the current year represents the Group's net profit attributable to equity holders of the parent in the consolidated financial statement as prepared in accordance with China Accounting Standards;

Company's net assets of last year end represents the Group's equity attributable to equity holders of the parent in the consolidated financial statement as prepared in accordance with China Accounting Standards;

The assessment factor ranges from 0.75 to 1.25, the nomination and remuneration committee of the Board has the right to determine the assessment factor for annual incentive salary according to the annual operation status (i.e. the floating range of incentive salary)).

3-2. *Category of annual incentive salary*

Annual incentive salary is divided into two parts, including:

50% of annual incentive salary as immediate annual incentive salary, which will be distributed in cash after assessment results being approved at a general meeting;

50% of annual incentive salary as option bonus, which the Company sets up a specific account to convert based on the audited net assets value per share into virtual shares for the assessment year.

The virtual shares have the same interests and bear the same risk as ordinary shares; entitled to dividend and bonus issue, but not entitled to voting rights and participation of placement. If there is a placement, virtual shares should be appropriately adjusted in accordance with the net assets amount after placement, and it cannot be transferred and pledged.

3-3. *Remuneration review and realization*

- (1) Annual salary will be reviewed and confirmed annually, in general, the review should be completed by the first quarter of the following year and the confirmation of operation results will be based on the annual audit report. The nomination and remuneration committee will be responsible for the appraisal and the nomination of appraisal method.
- (2) The annual incentive salary can be adjusted up or down according to the assessment factor and to be booked in the administrative expense after approval in a general meeting.
- (3) Distribution of basic annual salary and annual incentive salary:
 1. Basic annual salary paid monthly.
 2. Calculation and distribution of annual incentive salary.

1) Calculation and distribution of annual incentive salary:

Annual incentive salary will be calculated on a basis of the method under the heading of 3-1(2) mentioned above, and the immediate part will be distributed within one month following the approval at general meeting.

2) Calculation and realization of the option bonus:

Option bonus will not be distributed in the assessment year, the option bonus amount for the year will only be converted into virtual shares based on the year end net assets value, and enjoys the share dividend rights for current year and subsequent years.

Realization of the option bonus: according to a cycle every three years, the yearly realization will be carried in 3 years based on a ratio in the order of 40%; 30%; 30% respectively. Realization amount is calculated as per the following formula:

Realization amount = Number of virtual shares to be realised for the year x audited net assets per share realised for the previous year.

4. Accountability

4-1. Any resignation that is due to breach of contract or improper reasons, his accumulated option bonus shall not be realized, and shall be used to set off the administrative expense of the Company.

4-2. The Shareholders in general meeting shall have the right to terminate the appointment contract prior to the expiry with those persons who cannot cope with corporate development, or made substantial mistake in decision and management which led to a substantial loss of the Company. Those persons shall be investigated in accordance with the Company Law, the relevant laws and regulations and Articles of Association and their annual incentive salary of that year shall be forfeited.

4-3. During the term of service, in the event that he violates any laws, regulations, Articles of Association or makes any false statement and takes any improper action to obtain the annual incentive salary when discharging his duties, his accumulated annual incentive salary shall be forfeited.

5. Allowance for Directors and Supervisors

5-1. Annual allowance for an independent non-executive Director and a non-executive Director is RMB150,000 per year, distributed and calculated monthly.

5-2. Annual allowance for vice chairman of Supervisory Committee is RMB120,000 per year, distributed and calculated monthly; annual allowance for each of other Supervisors is RMB72,000 per year, distributed and calculated monthly.

5-3. In addition to the above allowance, daily duty allowance for each of non-executive Directors and independent non-executive Directors is RMB1,200 (RMB1,600 for independent non-executive Director from Hong Kong) respectively and daily duty allowance for each of vice chairman of Supervisory Committee is RMB1,000.

6. Others

6-1. The Directors or Supervisors who serve as a director or supervisor concurrently in any subsidiary or associate company can receive additional allowance. He needs to report to the Board where the Board shall review his additional allowance together with his annual salary in the appraisal.

6-2. The nomination and remuneration committee is responsible for the performance assessment of the above salaried employees, and calculates the floating range and the amount of total annual incentive salary according to the assessment results. The nomination and remuneration committee proposes the distribution policy according to the performance of every examinee, and submits the proposal to the chairman of the Board for review and then the general meeting for approval.

6-3. Any annual remuneration and allowance in this proposal are tax included and the tax is to be settled by the salaried employees; the personal income tax will be withheld and paid by the Company on behalf of the employees.

7. The execution period of this proposal applies for the service period of the fifth term of Board and Supervisory Committee. The realization of incentive salary of the fourth term of Board and Supervisory Committee after the expiration of term of service will be based on this proposal.

8. This proposal will be executed after the approval in the general meeting.

The Board proposes a general meeting to authorize it to, according to the terms and conditions it thinks fit, enter into service contract and/or letter of appointment with each Director and Supervisor, and deal with all other necessary related matters.

Zijin Mining Group Co., Ltd.*
The Board of Directors

25 September 2013