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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)

NOTICE OF 2013 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting (“AGM”) of Zijin Mining Group Co., Ltd.* (the “**Company**”) for the year ended 31 December 2013 will be held at 9:00 a.m. on 28 May 2014, Wednesday, at the Company’s office building, 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 completion of repurchase of H shares and its change of registered capital of the Company. At the 2012 annual general meeting, the first A Shareholders’ class meeting in 2013 and the first H Shareholders’ class meeting in 2013 convened by the Company on 28 May 2013, a resolution in relation to the proposal of granting a general mandate to the board of directors of the Company to repurchase H shares was approved. The Company started to implement the repurchase of H shares on 21 August 2013. As at 7 February 2014, the Company repurchased 166,108,000 H shares in aggregate, representing 2.765% and 0.762% of the total number of H shares and total number of issued shares (A shares + H shares) of the Company before the repurchase respectively. The total amount paid was HK\$285,569,440 (excluding commission and other expenses).

In order to apply for change of business registration and other procedures, the Company’s board of directors (“**Board of Directors**”) decided to stop the repurchase of H shares in the period from 8 February 2014 to the convention day of 2013 annual general meeting. According to the articles of association and related regulations, the Company is in the process of cancellation of the 166,108,000 H shares repurchased. After cancellation of the repurchased shares, the total number of shares of the Company will be reduced by 166,108,000, the registered capital of the Company will be reduced by RMB16,610,800. After the reduction, the total number of shares of the Company will be 21,645,855,650, and the registered capital of the Company will be

RMB2,164,585,565. It was proposed by the Company that the shareholders' general meeting to approve the amendments of the relevant terms in the articles of association regarding the number of shares and the registered capital etc., and authorize the Board of Directors to carry out procedures to change the business registration;

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 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;

to consider and approve a general mandate to issue debt financing instruments (details set out in Appendix B);

to consider and, if thought fit, approve the following general mandate to repurchase H shares (details set out in circular):

- (a) approve a general mandate to the Board of Directors to, by reference to market conditions and in accordance with the needs of the Company, repurchase H shares not exceeding 10% of the number of H shares in issue and having not been repurchased 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, timing 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 carry out related change of foreign exchange registration procedures;
 - (iv) carry out relevant approval procedures required by regulatory authorities and places in which the Company is listed, and carry out filings with the relevant regulatory departments (if necessary);
 - (v) carry out cancellation procedures for repurchased shares, reduce registered capital, and make corresponding amendments to the articles of association of the Company related to share capital and shareholding structure, etc., and carry out the relevant statutory registrations and filings within and outside the PRC;

- (vi) approve and execute, on behalf of the Company, other 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 2014; 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 such share repurchase plan may have 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);

ORDINARY RESOLUTIONS

- 6. to consider and approve the Report of the Board of Directors of the Company for 2013;
- 7. to consider and approve the Report of the Independent Directors of the Company for 2013 (details set out in Appendix D);
- 8. to consider and approve the Report of Supervisory Committee of the Company for 2013;
- 9. to consider and approve the Company’s financial report for the year ended 31 December 2013;
- 10. to consider and approve the Company’s 2013 annual report and its summary report;
- 11. to consider and approve the profit distribution proposal of the Company for the year ended 31 December 2013. The Board of the Company proposed the resolution of the profit distribution for 2013 as follows: The total number of shares of the Company prior to the repurchase was 21,811,963,650. The Company repurchased H shares of 166,108,000 in aggregate as at 7 February 2014. On the basis of 21,645,855,650 shares after deducting the number of H shares repurchased, the Board of the Company proposed to pay the qualified shareholders of the Company the final dividends for the year ended 31 December 2013 of RMB0.8 per 10 shares (tax included). The total distribution of cash dividends amounted to RMB1,731,668,452. The remaining balance of undistributed profit will be reserved for further distribution in future financial years;
- 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 2013 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 2014, 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 2014

Notes:

- (A) **The Company's register of H Shares members will be closed from 26 April 2014 (Saturday) to 28 May 2014 (Wednesday) (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 2014 (Wednesday, being the record date) will be entitled to attend and vote at the AGM of the Company to be convened on 28 May 2014 (Wednesday) at No.1 Zijin Road, Shanghang County, Fujian Province, the PRC. The 2013 Final Dividend is subject to the approval at the coming AGM 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 25 April 2014 (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 8 May 2014 (Thursday).

Details of the office for the Secretariat of the Board of Directors is as follows:

20/F., Block B, 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 2013 annual report.
- (D) The instrument appointing a proxy must be in writing and signed by the appointer or his attorney duly authorised in writing. In the event that such instrument is signed by an attorney of the appointer, an authorisation that authorised such signatory shall be notarised.
- (E) To be valid, the form of proxy (and if the form of proxy is signed by a person under a power of attorney or other authority on behalf of the appointer, then together with such power of attorney or other authority) must be deposited at the Company's Registrar of H Shares of the Company — Computershare Hong Kong Investor Services Limited no later than 24 hours before the specified time for the holding of the AGM. The address is: 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

- (F) If a proxy is appointed to attend the AGM on behalf of a shareholder, the proxy must indicate its identification and the authorisation instrument with the date of issue and duly signed by the proxy and its legal representative, and in the case of legal representative of legal person shareholders, such legal representative must indicate its own identification and effective document to identify its identity as legal representative. If a legal person shareholder appoints a company's representative other than its legal representative to attend the AGM, such representative must indicate its own identification and the authorisation instrument bearing the company chop of the legal person shareholder and duly authorised by its legal representative.
- (G) The AGM is expected to last for an half day, and shareholders attending the AGM will be responsible for their own travelling and accommodation expenses.

EXPECTED TIMETABLE

	<i>Year 2014 (Note)</i>
Latest time for lodging transfer of Shares	25 April (Friday) 4:30 pm
Book closure period (both days inclusive)	26 April (Saturday) to 28 May (Wednesday)
Record date	28 May (Wednesday)
AGM	28 May (Wednesday)
Announcement on results of AGM	28 May (Wednesday)
Register of Members re-opens	29 May (Thursday)
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 notice, the Board of Directors of the Company comprises Messrs. Chen Jinghe (Chairman), Wang Jianhua, Qiu Xiaohua, Lan Fusheng, Zou Laichang, and Lin Hongfu as executive directors, Mr. Li Jian as non-executive director, and Messrs. Lu Shihua, Ding Shida, Jiang Yuzhi, and Sit Hoi Wah, Kenneth as independent non-executive directors.

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

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

Appendix A

Zijin Mining Group Co., Ltd.* Amendments of the Articles of Association

At the 2012 annual general meeting, the first A Shareholders' class meeting in 2013 and the first H Shareholders' class meeting in 2013 convened by Zijin Mining Group Co., Ltd.* (the "Company") on 28 May 2013, a resolution in relation to the proposal of granting a general mandate to the Board of Directors of the Company to repurchase H shares was approved, the Company has implemented the H Shares repurchase; according to "Guidelines of Listed Companies No. 3 - cash dividends of listed companies" of the China Securities Regulatory Commission, the requirements issued by China Securities Regulatory Commission Fujian Bureau related to the further improvement of the cash distribution policy, took the actual situation of the Company into consideration, the Company proposed to amend the current Articles of Association of the Company (the "Articles of Association") and submit the amendments to the 2013 annual general meeting to be convened on 28 May 2014 for consideration and approval.

The contents of the amendments to the Articles of Association are as follows:

Original:

Article 17: The current share capital structure of the Company is: the Company's issued ordinary shares is 21,811,963,650 shares with RMB0.10 of par value per share, among which 15,803,803,650 shares are domestic shares (representing approximately 72.45% of total issued ordinary shares of the Company); 6,008,160,000 shares are H shares (representing approximately 27.55% of total issued ordinary shares of the Company).

Amended to:

Article 17: The current share capital structure of the Company is: the Company's issued ordinary shares is 21,645,855,650 shares with RMB0.10 of par value per share, among which 15,803,803,650 shares are domestic shares (representing approximately 73.01% of total issued ordinary shares of the Company); 5,842,052,000 shares are H shares (representing approximately 26.99% of total issued ordinary shares of the Company).

Original:

Article 20: The Company's registered share capital is RMB2,181,196,365.

Amended to:

Article 20: The Company's registered share capital is RMB2,164,585,565.

Original:

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 damage 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).

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 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.

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.

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 damage 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, bonus shares or other means as allowed by laws and regulations. Among the above means of profit distribution, the Company takes distribution of dividends in cash as the preferential mean in profit distribution.

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. The board of directors of the Company should comprehensively take account of factors including the characteristics of the industry of the Company, the Company's development stage, its own business model, profitability, and any substantial capital expenditure arrangements, etc., to identify the Company's situation into the following circumstances and propose a differentiated cash distribution policy according to the procedures as stated in the Articles of Association:

- 1. When the Company's development is in maturity stage without a substantial capital expenditure arrangement, during profit distribution process, the proportion of cash dividend in the profit distribution should not be less than 80%;**
- 2. When the Company's development is in maturity stage with substantial capital expenditure arrangements, during profit distribution process, the proportion of cash dividend in the profit distribution should not be less than 40%;**
- 3. When the Company's development is in growth stage with substantial capital expenditure arrangements, during profit distribution process, the proportion of cash dividend in the profit distribution should not be less than 20%;**

If the development stage of the Company cannot be easily identified but there are substantial capital expenditure arrangements, it can be processed in accordance with the preceding paragraph.

5. Interval and proportion of profit distribution

Subject to the premise of fulfilling the profit distribution conditions under the regulations of this Articles of Association, the Company should at least carry out profit distribution once a year. The board of directors of the Company can propose to carry out interim dividend in cash according to the operating results and capital requirements of the Company.

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).

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).

6. 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.

7. 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. **If the general meeting considers the proposal of distributing dividends by bonus shares or conversion of capital reserves to issued capital for distribution, the proposal shall be approved by more than two-thirds 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. **Independent directors shall deliver independent opinion on the profit distribution proposal.**

8. 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.

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.

9. 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.
10. 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.
11. The power to forfeit the uncollected dividends shall be exercised after the relevant validity period expired.
12. 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.
13. 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 contents of the Articles of Association remain unchanged.

This proposal is subject to the consideration at the 2013 annual general meeting.

Zijin Mining Group Co., Ltd.*
28 March 2014

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Appendix B

Proposal in relation to a general mandate for the Company to issue debt financing instruments

Dear Shareholders,

In order to meet the Company's production and operation and overseas project's infrastructure development and operational needs, supplement working capital and lower capital cost, the Company proposed to issue debt financing instruments at a time or by tranches within and outside the PRC. To grasp the favorable opportunity of the market, a general mandate to the Board of Directors to issue debt financing instruments was submitted to the annual general meeting for approval, details as follows:

1. Issuance amount, body and type

It was proposed that the annual general meeting to unconditionally authorize the Board of Directors to make specific arrangements for the issuance of debt financing instruments. The Company or its subsidiaries would be the issuance body of domestic debt financing instruments, while the Company or its overseas subsidiaries would be the issuance body of overseas debt financing instruments. The debt financing instruments include but not limited to corporate bonds, company bonds, ultra short-term financing bonds, short-term bonds, mid-term bonds, private placement notes, and domestic or overseas debt financing instruments in Renminbi or foreign currencies approved to be issued by other regulatory authorities.

In addition to the mid-term bonds of RMB10 billion registered in September 2013 pending for completion of issuance, the issuance scale for this domestic and overseas debt financing instruments would not exceed RMB10 billion in total (including RMB10 billion, based on the balance to be repaid after issuance, for foreign currencies, based on the middle rate as announced by the People's Bank of China on the issue day).

2. Major terms of issuance

- (1) Issuance scale: issue debt financing instruments not exceeding RMB10 billion valid (including RMB10 billion) or the equivalent in foreign currency in aggregate within the period of authorization.
- (2) Term and varieties: a maximum of 10 years, can be various types with single duration or a combination of various durations. The composition of the duration and the issuance scale of each type with various durations would be determined by the Board of Directors with reference to the relevant regulations and market situation.
- (3) Usage of proceeds: expected to use the proceeds raised from the issuance of debt financing instruments on fulfilling production and operation needs, domestic and overseas projects' infrastructure development, supplementing working capital and / or project investment, etc. The specific use of proceeds would be determined by the Board of Directors according to the Company's capital needs.

3. Issuance authorization

- (1) It was proposed that the annual general meeting unconditionally authorizes the Board of Directors a general mandate to decide and deal with the specific matters regarding the issuance of debt financing instruments according to the Company's particular needs and other market conditions.
 - 1- Determine to issue debt financing instruments, the issuance type, specific variety, specific terms, conditions and other matters (including but not limited to specific issuance amount, actual amount in total, currency, issuance price, interest rate or its determination method, issuance location, issuance timing, duration, whether to issue in tranches and number of tranches, whether to set repurchase terms and redemption terms, rating arrangements, guarantee matters (if necessary), repayment term of principal and interests, determine the specific arrangements of raise of proceeds, arrangements for placement, underwriting, etc. and all other matters regarding the issuance).
 - 2- Take all necessary and supplementary actions and steps for the issuance of debt financing instruments (including but not limited to hiring intermediary institutions, on behalf of the Company to apply to the relevant regulatory authorities and handle the relevant approval, registration, filing procedures, etc. for the issuance, signing all necessary legal documents related to the issuance, choosing trustee for the issuance, establishing bond holders meeting rules and handling all other matters regarding the issuance and transaction of the bonds).
 - 3- In the case that the Board of Directors has taken any of the above actions and steps for the issuance of debt financing instruments, to approve, confirm and ratify the actions and steps.
 - 4- If there are any changes to the regulatory policies or market conditions, except the matters which re-vote is needed in a general meeting as stipulated by relevant laws, regulations and the articles of association of the Company, the Board of Directors, within the scope of authorization granted by a general meeting, can make corresponding adjustments to the relevant matters of the proposal of issuance according to the advices from regulatory authorities or market conditions;
 - 5- After completion of the issuance, determine and handle relevant matters for the listing of debt financing instruments issued.
- (2) Agree that while obtaining approval and authorization at a general meeting for the above matters, the secretary to the Board of Directors and the financial controller of the Company would be further authorized by the Board of Directors to execute issuance matters for debt financing instruments according to the Company's particular needs and other market conditions.
- (3) Authorize the secretary to the Board of Directors of the Company to approve, sign and distribute relevant documents and announcements, and make relevant information disclosure according to applicable regulatory rules at the places of listing of the Company.

4. **Determine the valid period of the authorization granted by annual general meeting**

The authorization to issue debt financing instruments is valid from the date of approval at 2013 annual general meeting to the convening date of the 2014 annual general meeting.

If the Board of Directors/or authorized person has decided the issuance within the authorization period, and the Company has obtained issuance approval (if necessary), permit or registration from regulatory departments within the valid period of the authorization, the Board of Directors of the Company could complete the relevant issuance tasks within the valid period of such approval, permit or registration.

Please consider and approve.

Zijin Mining Group Co., Ltd.*

28 March 2014

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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 market effectively to fulfill the demand of funds for the Company's overseas investment, overseas project construction and reduce the financing costs, Zijin Mining Group Co., Ltd.* (the "Company") passed the resolution of providing internal guarantee and external loan financing to the Company's overseas wholly-owned or controlling subsidiaries in 2012 annual general meeting, i.e. during the period from the date of passing the abovementioned resolution to the date of convening the 2013 annual general meeting, the Company can provide internal guarantee and external loan financing to its overseas wholly-owned subsidiaries or controlling subsidiaries for special purposes with a total guarantee amount not exceeding US\$1.5 billion and authorized the board of directors of the Company to make decisions and 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 US\$437,170,000.

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 third meeting of the fifth board of directors of the Company passed a 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 consideration and approval in the 2013 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 information of the company

Company Name:	Gold Mountains (H.K.) International Mining Company Limited
Place of registration:	Unit 7503A, Level 75, International Commerce Centre, 1 Austin Road West, Kowloon, 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.

As at 31 December 2013, the amount of total assets of Gold Mountains was RMB2,692,190,000. The amount of total liabilities was RMB2,169,020,000 (in which, the amount of bank borrowings was RMB428,200,000, the total amount of current liabilities was RMB1,902,920,000). The amount of net assets was RMB521,370,000. The debt ratio was 80.56%. The realized sales revenue was RMB9,190,000. The net profit was -RMB99,590,000. (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 mineral products, 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 US\$45,000,000.

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 and equity investments, Gold Mountains proposed to apply for financing of US\$500 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. **Jinyu (H.K.) International Mining Co., Ltd. (“Jinyu”)**

1. *Basic information of the company*

Company Name:	Jinyu (H.K.) International Mining Co., Ltd.
Place of registration:	Unit 7503A, Level 75, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong
Registered capital:	HK\$1.00
Business scope:	Investment and trading

Jinyu is a wholly-owned subsidiary of Zijin International Mining Company Limited (a wholly-owned subsidiary of the Company) set up in Hong Kong.

As at 31 December 2013, the amount of total assets of Jinyu was RMB2,300,160,000. The amount of total liabilities was RMB1,993,690,000 (in which, the amount of bank borrowings was RMB1,174,660,000, the total amount of current liabilities was RMB997,700,000). The amount of net assets was RMB306,470,000. The debt ratio was 86.68%. The realized profit before tax was -RMB40,720,000. The net profit was -RMB40,720,000. (The above financial figures were unaudited.)

Jinyu is an important platform of the Company for overseas investment and operation, and is mainly engaged in the import and export of mineral products, 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 Jinyu is US\$177,020,000.

2. *Content of the guarantee*

In order to meet the day-to-day operational working capital and the capital requirements for equity investments, Jinyu proposed to apply for financing of US\$600 million from the financial institutions. The Company will provide guarantees to Jinyu through internal guarantee and external loan financing in respect of the abovementioned financing.

III. Longxing Company Limited

1. *Basic information of the company*

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

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 China 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 2013, the amount of total assets of Longxing Company Limited was RMB2,275,800,000. The amount of total liabilities was RMB2,145,040,000 (no bank borrowing, in which, the total amount of current liabilities was RMB2,145,040,000). The amount of net assets was RMB130,760,000. The debt ratio was 94.25%. Longxing Company Limited is in infrastructure stage and there is no operating income, the net profit was -RMB31,400 (The above financial figures were unaudited).

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

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

2. *Content of the guarantee*

In order to meet the need of funds for the project construction and subsequent production, Longxing Company Limited proposed to apply for financing of US\$220 million for project construction and US\$100 million for liquidity financing, in aggregate US\$320 million, from the financial institutions. The Company will provide guarantees to Longxing Company Limited through internal guarantee and external loan financing in respect of the abovementioned financing.

IV. JV Zeravshan LLC

1. *Basic information of the company*

Company Name:	JV Zeravshan LLC
Place of registration:	Sogdiyskaya State, 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 Northwest Company Limited, through its wholly-owned foreign subsidiary, Jinfeng (HK) 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 2013, the amount of total assets of JV Zeravshan LLC was RMB2,048,970,000. The amount of total liabilities was RMB1,890,660,000 (no bank borrowing, in which, the total amount of current liabilities was RMB557,730,000). The amount of net assets was RMB158,310,000. The debt ratio was 92.27%. The realized sales revenue was RMB466,310,000. The net profit was RMB9,590,000. (The above financial figures were unaudited.)

JV Zeravshan LLC is mainly engaged in the development of Tajikistan Taror, Jilao gold mines, etc. In 2013, the annual production of gold was 1.617 tonnes. In order to expand the production capacity to achieve economy 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.

2. *Content of the guarantee*

In order to meet the need of funds for the subsequent production and expansion, JV Zeravshan LLC proposed to apply for financing of US\$180 million for technological renovation and US\$100 million for liquidity financing, in aggregate US\$280 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.

V. **Altynken Limited Liability Company**

1. *Basic information of the company*

Company Name:	Altynken Limited Liability Company
Place of registration:	Orlovka, Kemin District, Chuy Province, 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 End Joint Stock Company.

As at 31 December 2013, the amount of total assets of Altynken Limited Liability Company was RMB867,480,000. The amount of total liabilities was RMB941,320,000 (no bank borrowing, in which, the total amount of current liabilities was RMB939,060,000). The amount of net assets was -RMB73,840,000. The debt ratio was 108.51%. 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 the smooth progress of the project construction and the sufficient funds for subsequent production, Altynken Limited Liability Company proposed to apply for financing of US\$200 million for project construction and US\$100 million for liquidity financing, in aggregate US\$300 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.

VI. Opinions of the board of directors

The third meeting of the fifth 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 wholly-owned and controlling overseas subsidiaries directly or indirectly held by the Company.

As the debt 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 Regulating External Guarantee by the Listed Companies" 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 US\$2 billion is proposed to the shareholders' general meeting for the grant of authorization to the board of directors. The authorization period will be from the date of passing the resolution in 2013 annual general meeting to the convention day of 2014 annual general meeting in 2015. During this period, every case of internal guarantee and external loan financing must be reported to fulfill the information disclosure obligation. The case of internal guarantee and external loan financing for the wholly-owned subsidiaries would be disclosed in periodic reports. The amount of guarantee between the wholly-owned subsidiaries can be adjusted among themselves.

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 RMB7,647,410,000 in total (including the guarantee of RMB1,097,380,000 provided by the Company to the subsidiaries over which the Company could exercise controlling power in the loans provided by Zijin Finance Company Limited), representing 27.69% of the audited net assets for the year 2013. There is no expired guarantee.

Zijin Mining Group Co., Ltd.*
Board of Directors
29 March 2014

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

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

Appendix D

Zijin Mining Group Co., Ltd.* Report of the Independent Non-Executive Directors for 2013

As the independent directors of Zijin Mining Group Co., Ltd.*, we exert our professional expertise. We strictly complied with “Company Law”, “Securities Law”, “Code of Corporate Governance for Listed Companies”, “Guidance regarding the establishment of independent director system in listed companies” and other relevant laws, regulations and policies, seriously discharged the duties stipulated by the articles of association of the Company and as an independent director, worked with integrity and diligence. We arranged time to carry out study and research for corporates at the basic level owned by the Group and had better knowledge of corporate situation, concerned about the development of the Company, especially in the aspects of safety, environmental protection and information disclosure. We attended the Board meetings, shareholders’ general meetings, annual working meeting and the Company’s internal business trainings on time, and objectively and fairly 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 independent directors’ duties fulfillment in 2013 are as follows:

1. Attendance at board meetings and shareholders’ general meetings of the Company:

The Company convened 21 board meetings and 2 shareholders’ general meetings in 2013, our attendance is as follows (the election of a new term of board of directors was completed on 25 October 2013):

Meetings Name	Number of board meeting for the year	Number of actual attendance for Board meeting	Number of shareholders’ general meeting for the year	Number of actual attendance for shareholders’ general meeting
Lin Yongjing (the 4th term)	19	19	2	2
Su Congfu (the 4th term)	19	19	2	2
Chen Yuchuan (the 4th term)	19	19	2	1
Wang Xiaojun (the 4th term)	19	16	2	1
Ding Shida (the 5th term)	2	2	1	1
Lu Shihua (the 5th term)	2	2	1	1
Jiang Yuzhi (the 5th term)	2	2	1	1
Sit Hoi Wah, Kenneth (the 5th term)	2	2	1	1

Except Wang Xiaojun and Chen Yuchuan who were absent for a meeting due to business trip, all other independent directors attended all the board meetings and shareholders' general meetings in person in 2013 without entrustment or absence. Before the board meetings were held, independent directors actively studied the situations for decision-making and communicated with other relevant staff. They listened and considered every proposal conscientiously during the meetings, actively joined the discussions and expressed their opinions, exercised the voting rights in a rigorous manner, fully played the role as independent directors, 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. Participating in professional committees under the board

(1) *Tasks of the audit and internal control committee of the Board of Directors:*

According to the relevant requirements of the China Securities Regulatory Commission and the stock exchanges, during our term of service as a committee member of the audit and internal control committee of the board of directors, we followed the "implementation rules of the audit and internal control committee of the board of directors" to start the work with diligence, helped the board of the Company to seriously discharge their duties and took consideration of the Company's "working policy of independent director for annual report", "working schedule of the audit and internal control committee of the board of directors", etc., reviewed the periodic reports of the Company during the reporting period, well completed various tasks of the audit and internal control committee including the serious review of the quarterly reports, interim report (both unaudited) and annual report prepared by the Company and actively communicated with auditor of the annual audit according to the audit arrangement for the annual report.

The audit and internal control committee thoroughly reviewed the annual 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 were in accordance with the relevant provisions of the China Securities Regulatory Commission and the Shanghai Stock Exchange, and agreed to submit the financial reports prepared by the Company and other relevant materials to the board for consideration and approval.

Secondly, the audit and internal control committee communicated with the auditor of annual audit for three times during the normal annual audit process. The first communication meeting was held before the auditor of annual audit started the field audit, the audit and internal control committee communicated with the auditor of the annual audit to confirm the working plan for the annual audit, including the time-table, working arrangement, accounting policies, key issues for audit, etc. The audit and internal control committee required the auditor of the annual audit to comply with the principles of independency, objectiveness, fairness and prudence to ensure the truthfulness of the financial information. The second communication meeting was held during the audit process, the audit and internal control committee listened to the report of problems found during the audit process by the auditor of annual audit, with mutual communication and exchange to ensure the quality of audit work. The third communication meeting was held when the first draft of the audit report was issued, the audit and internal control committee reviewed the draft and provided advice for amendments, supplements and improvements.

(2) *Tasks of the nomination and remuneration committee of the Board of Directors*

There were relatively large changes for the management level of the Company in 2013, and with the expiry of the fourth term of office of the board of directors, the independent directors of the Company considered the proposals including appointment and dismissal of senior management of the Company and nomination of directors candidates for the board, and carefully reviewed the qualifications of candidates of directors and senior management executives. In addition to the issue of nomination, appointment and dismissal of director and senior management candidates, the independent directors delivered independent opinions on the remuneration of directors and senior management as well. They considered that the 2012 annual remuneration received by the Company's senior management was strictly assessed and fulfilled in accordance with the Company's appraisal system, and the actual distribution was in line with the situation disclosed in the 2012 annual report.

In the election and appointment of senior management for the new term, the fifth term of the independent directors based on the review of the resume of the relevant candidates, further enquired about the relevant candidates on relevant issues, carried out serious verification for their appointment qualification and nomination procedures and delivered independent opinions in writing, submitted audit opinions to the board for the remuneration of senior management to be appointed, conducted audit assessment for the rationality, efficiency and risk control measures of the proposal to purchase financial products with the Company's own capital in 2014 and delivered independent opinions on it.

3. **Independent opinions on connected transactions, external guarantees, etc.**

(1) *Status of connected transactions*

Being the independent directors of the Company, the fourth term of independent directors strictly followed the regulatory requirements of "Code of Corporate Governance for Listed Companies", "Rules Governing the Listing of Stocks on Shanghai Stock Exchange" and the Articles of Association and performed assessments on the connected transactions which occurred in the Company's daily operating activities, evaluations were made to verify if the connected transactions were objective, if the pricings were reasonable, if they would harm the interests of the Company (especially the minority shareholders) and other aspects. Independent judgements were made and independent opinions were issued.

In 2013, the fourth term of independent directors issued independent opinions on the following connected transactions:

1. On 20 March 2013, the fourth term of the Board of Directors passed the "Resolution related to the Continuing Connected Transaction of Sales of Copper Concentrates from Xinjiang Ashele Copper Company Limited to China Non-ferrous Metal Import and Export Xinjiang Company"; and
2. On 20 August 2013, the fourth term of the Board of Directors passed the "Resolution related to the Connected Transaction of Thrive Build Investments Limited Providing Financial Assistance to Gold Eagle Mining Investment Company Limited".

The independent directors considered that both of the above connected transactions were necessary for the Company's operation and in line with the regulations of the Articles of Association; the terms of the transactions followed the principles of fairness, equality and just, and were in the interests of the Company and its shareholders as a whole. In the meetings of the Board of Directors of the Company which considered the above resolutions related to the connected transactions, the connected directors abstained from voting, and the voting procedures were in line with the relevant laws and the regulations of the Articles of Association.

(2) *Status on external guarantee*

According to the provisions of "Notice in relation to Regulating External Guarantee of Listed Companies", "Notice of Several Issues in relation to Regulating Funds between Listed Companies and Connected Parties and External Guarantee by Listed Companies" and the Articles of Association, serious understanding and verification were made on the funds occupied by connected parties and the accumulated and current external guarantees of the Company in 2012. There was no circumstance that the controlling shareholders and their connected parties occupying funds of the Company during the reporting period. It was also considered that relevant procedures had been performed on the guarantees, and the risks were strictly controlled.

(3) *Other independent opinions*

In addition, based on independent directors' position of independent judgement, specific explanations and independent opinions were issued on the Company's deposits of raised proceeds and status of their actual use, recognition of impairment on taking of partial assets and loss on disposals. The independent directors reviewed the "The Company's Social Responsibility Report 2012" and "The Company's Internal Control Evaluation Report 2012" and expressed independent opinions. The Company appointed Ernst & Young Hua Ming (LLP) to perform audit on the effectiveness of the Company's internal control related to financial reporting and standard audit report with unqualified opinion was issued.

4. The other tasks of independent directors

(1) *In-depth study and research on the subsidiaries and associates of the Group*

During the reporting period, the fourth term of independent directors joined the inspection team of independent directors and external supervisors organized by the Company to perform study and research in Liancheng copper and molybdenum mine and Yongding Zijin Longhu projects. The fifth term of independent directors performed field study in the key subsidiaries and associates of the Company in the northwest, southwest and base areas separately, received presentations from the Company and project-in-charge in the fields, went into the mines and underground wells to perform site visits, discussed and communicated with the local government officers of the areas and understood the development status and problems faced by the associates in those areas. In particular, the independent directors highly concerned about aspects such as the lawful operations, safety production, environmental protection and the efficiency of processing enterprises, etc., objectively and fairly examined the investment decisions and operation

management of the Company by strict and scientific attitude and sharp risk-awareness from the view of independent directors. The independent directors provided opinions and made suggestions in the research report submitted to the Board of Directors, obtained first-hand information for setting up the development strategies of the Company.

(2) During the discharge of duties, the independent directors often performed active and continuous supervision and tracking on the corporate governance structure and daily operation management. The independent directors kept close contact with the Company's management through telephone, mail, connection with the related staff, reading the brief working reports of the Board of Directors and other means; understood the Company's internal control system establishment and implementation status, the operation status and financial status, progress of significant events including the Company's assets acquisition, the execution and implementation status of the resolutions of shareholders' general meetings and Board meetings, concerned about the impacts to the Company due to changes in external environment and the market and the related reports published by the media, and provided timely suggestions to the Company.

5. Strengthened own learning and further improved the level of decision making

In 2013, the independent directors arranged time properly to seriously study the relevant laws, regulations and policies related to listed companies, especially strengthened the studies on "Company Law", "Securities Law", "Code of Corporate Governance for Listed Companies" and "Internal Control of Enterprise", deepened the knowledge and understanding on improving the corporate governance structure of listed companies and enhancement of regulated operations. At the same time, the standard on scientific decision-making and the idea and self-awareness of protecting the interests of the investors were enhanced.

In 2013, the independent directors, based on the principles of reality, pragmatism, prudence and diligence, fulfilled the responsibilities of independent directors independently, objectively and fairly. The independent directors used their own professional knowledge and experience to provide constructive suggestions to the Company's development, provided opinions for the reference of the Board of Directors, practically protected the legitimate interests of the Company and all the investors, especially minority shareholders. We would like to thank for the effective co-operations and the supports provided by all the shareholders, the Board of Directors, the Supervisory Committee and the management of the Company during the performance of duties of independent directors. It is our honour to be the independent directors of the Company, and we hereby wish the Company a better future!

Independent directors:

Ding Shida, Lu Shihua, Jiang Yuzhi, Sit Hoi Wah, Kenneth, Lin Yongjing, Su Congfu, Chen Yuchuan, Wang Xiaojun

28 March 2014

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

Appendix E

Resolution on the Verified Remuneration of the Executive Directors and the Chairman of Supervisory Committee in 2013 of Zijin Mining Group Co., Ltd.*

To all Shareholders:

According to the “proposal of the remuneration and assessment policy of Directors and Supervisors of the fourth term of Board and Supervisory Committee” passed in the second extraordinary general meeting in 2009 and the “proposal of the remuneration and assessment policy of Directors and Supervisors of the fifth term of Board and Supervisory Committee” passed in the first extraordinary general meeting in 2013, based on the 2013 operating results of the Company, the nomination and remuneration committee of the Board of Directors proposed the following 2013 remuneration distribution plan for directors and supervisors after verification, and submitted to board meeting for consideration and annual general meeting for approval.

1. The scope of application of the remuneration and assessment policy

Chairman: Chen Jinghe

President, executive directors: Luo Yingnan (executive director and president from January to May 2013 and executive director from June to October 2013), Wang Jianhua (president from June to October 2013 and executive director and president from November to December 2013)

Executive directors: Qiu Xiaohua, Lan Fusheng, Zou Laichang, Huang Xiaodong (executive directors and vice president of the Company from January to October 2013, vice president of the Company from November to December 2013), Lin Hongfu (vice president of the Company from January to October 2013, executive directors and vice president of the Company from November to December 2013)

Chairman of Supervisory Committee: Lin Shuiqing

2. The calculation parameters

Net assets attributable to owners of the parent of 2012: RMB28,181,588,753;

Net profit attributable to owners of the parent of 2013: RMB2,125,353,823

3. The total amount of remuneration of the executive directors and the chairman of Supervisory Committee in 2013 (in RMB)

Basic annual salary: RMB6,000,000

Annual incentive salary: RMB3,068,182

The total amount of remuneration in 2013 was RMB9,068,182, decreased by 66.17% compared with same period last year.

The above proposal is subject to consideration.

Nomination and Remuneration Committee of the Board of Directors

Zijin Mining Group Co., Ltd.*

27 March 2014

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