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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 THE FIRST H SHAREHOLDERS' CLASS MEETING IN 2014**

NOTICE IS HEREBY GIVEN THAT the First H Shareholders' Class Meeting in 2014 ("**First H Shareholders' Class Meeting**") of Zijin Mining Group Co., Ltd.\* (the "**Company**") will be held at 11:15 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 RESOLUTION**

1. To consider and, if thought fit, to approve the following general mandate to repurchase H shares (details set out in circular):
  - (a) approve a general mandate to the board of directors of the Company (the "**Board of Directors**") to, by reference to market conditions and in accordance with needs of the Company, repurchase H shares not exceeding 10% of the number of H shares in issue 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.

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 First H Shareholders' Class Meeting of the Company to be convened on 28 May 2014 (Wednesday) at No. 1 Zijin Road, Shanghang County, Fujian Province, the PRC. In order to be qualified for attending and voting at the First H Shareholders' Class Meeting, all transfers of shares must be lodged with the Registrar of H Shares of the Company no later than 4:30 p.m. on 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 First H Shareholders' Class Meeting must complete and return the reply slip in writing to the Secretariat of the Board of Directors twenty days before the First H Shareholders' Class Meeting, that is 8 May 2014 (Thursday).

Details of the office for the Secretariat of the Board of Directors are 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 First H Shareholders' Class Meeting are entitled to appoint one or more proxies (whether or not a member) to attend and vote on his behalf. For those shareholders who appoint more than one proxy, such proxies can only exercise their voting rights by way of polls. Shareholders who intend to appoint one or more proxies should first read the Company's 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 First H Shareholders' Class Meeting. The address is: 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
- (F) If a proxy is appointed to attend the First H Shareholders' Class Meeting on behalf of a shareholder, the proxy must indicate its identification and the authorisation instrument with the date of issue and duly signed by the proxy and its legal representative, and in the case of legal representative of legal person shareholders, such legal representative must

indicate its own identification and effective document to identify its identity as legal representative. If a legal person shareholder appoints a company's representative other than its legal representative to attend the First H Shareholders' Class Meeting, such representative must indicate its own identification and the authorisation instrument bearing the company chop of the legal person shareholder and duly authorised by its legal representative.

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

## **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)
First H Shareholders' Class Meeting	28 May (Wednesday)
Announcement on results of First H Shareholders' Class Meeting	28 May (Wednesday)
Register of Members re-opens	29 May (Thursday)

*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.