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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 EXTRAORDINARY GENERAL MEETING IN 2014

NOTICE IS HEREBY GIVEN THAT the First Extraordinary General Meeting in 2014 (the **"EGM"**) of Zijin Mining Group Co., Ltd.* (the **"Company"**) will be held at 9:00 a.m. on 23 October 2014, Thursday, at the conference room at 20/F., Block B, Haifu Centre, 599 Sishui Road, Huli District, Xiamen, Fujian, the People's Republic of China (the **"PRC"**) to consider, approve and authorise the following matters:

SPECIAL RESOLUTIONS

1. to consider and approve the amendments to 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 of the Company (the **"Board of Directors"**) to deal with on behalf of the Company the relevant application, approval, registration, filing procedures and other related matters arising from the amendments of the articles of association, and to authorise the Board of Directors to further amend the articles of association of the Company so as to meet or fulfill the possible requirements of the relevant authorities of the PRC in relation to approval, endorsement and/or registration;
2. to consider and approve the amendments to the rules governing the procedures of the shareholders' general meeting of the Company in the form as set out in Appendix B; and

ORDINARY RESOLUTION

3. to elect Mr. Qiu Guanzhou (邱冠周先生) as an independent non-executive director of the fifth Board of Directors of the Company and his biographical details are set out in Appendix C; and authorise the Board of Directors to enter into service contract and/or appointment letter with the newly elected director subject to such terms and conditions as the Board of Directors shall think fit and to do all such acts and things and handle all other related matters as necessary.

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

Fujian, the PRC, 6 September 2014

Notes:

- (A) **The Company's register of H Shares members will be closed from 23 September 2014 (Tuesday) to 23 October 2014 (Thursday) (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 23 October 2014 (Thursday, being the record date) will be entitled to attend and vote at the EGM of the Company to be convened on 23 October 2014 (Thursday) at the conference room at 20/F., Block B, Haifu Centre, 599 Sishui Road, Huli District, Xiamen, Fujian, the PRC. In order to be qualified for attending and voting at the EGM, all transfers of shares must be lodged with the Registrar of H Shares of the Company no later than 4:30 p.m. on 22 September 2014 (Monday).**

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 EGM must complete and return the reply slip in writing to the Secretariat of the Board of Directors twenty days before the EGM, that is 3 October 2014 (Friday).

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 EGM are entitled to appoint one or more proxies (whether or not a member) to attend and vote on his behalf in writing. For those shareholders who appoint more than one proxy, such proxies can only exercise their voting rights by way of polls.
- (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 EGM. The address is: 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
- (F) If a proxy is appointed to attend the EGM on behalf of a shareholder, the proxy must indicate its identification and the authorisation instrument with the date of issue and duly signed by the proxy and its legal representative, and in the case of legal representative of legal person shareholders, such legal representative must indicate its own identification and effective document to identify its identity as legal representative. If a legal person shareholder appoints a company's representative other than its legal representative to attend the EGM, such representative must indicate its own identification and the authorisation instrument bearing the company chop of the legal person shareholder and duly authorised by its legal representative.
- (G) The EGM is expected to last for a half day, and shareholders attending the EGM will be responsible for their own travelling and accommodation expenses.

EXPECTED TIMETABLE

	<i>Year 2014 (Note)</i>
Latest time for lodging transfer of Shares	22 September (Monday) 4:30 p.m.
Book closure period (both days inclusive)	23 September (Tuesday) to 23 October (Thursday)
Record date	23 October (Thursday)
EGM	23 October (Thursday)
Announcement on results of the EGM	23 October (Thursday)
Register of Members re-opens	24 October (Friday)

Note: All times refer to Hong Kong local times.

As at the date of this notice, the Board of Directors of the Company comprises Messrs. Chen Jinghe (Chairman), 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*

This notice is written in both Chinese and English. In case of any discrepancy, the Chinese text shall prevail over its English text.

Appendix A: Proposal to amend the articles of association of Zijin Mining Group Co., Ltd.*

According to the resolution related to strategic development passed at the second meeting of the fifth term of Board of Directors of the Company, it is suggested to amend article 10 of the articles of association regarding business objectives of the Company; in order to fulfill the needs for production and operation of the Company, the Company recommends to add items of “Transportation of general and hazardous goods” and “Sales of silver products, platinum products, jewellery, jade and gemstone products and arts and crafts products” to the existing business scope and amend article 11 of the articles of association correspondingly.

According to the Opinion from State Council General Office about Further Strengthening the Work of Protecting the Legal Interests of Minority Investors in the Capital Market (Guobanfa [2013] No.110), Guidance for the Articles of Association of Listed Companies (2014 Revised) issued by China Securities Regulatory Commission (“CSRC”) (CSRC Announcement [2014] No.19), Notification of Further Strengthening the Work on Protecting Investors’ Interests issued by Fujian Bureau, CSRC (Minzhengjianfa [2014] No.147) and other regulations, taking into account the actual situation of the Company, the Company intends to revise the related articles in the current articles of association.

The contents of the related amendments to the articles of association are as follows:

Original:

Article 10: The business tenet of the Company is: to accelerate the exploitation progress of gold and copper ores of Zijinshan in Minxi district, to participate into national-wide survey and exploitation of gold resources with a focus on the western district actively, to strive for technological breakthroughs in refraction ores process and refining and to focus on development of gold industry and related industries and strive for No.1 overall mine-produced gold throughout the country. To explore and apply new technologies and new processes and to exploit resources of copper polymetal, rare earths, iron ore and etc. efficiently. To adopt people orientation principle and gather top talents of the country and strongly promote management innovation and technology innovation. To manage the capital and the Company strictly and develop Zijin Mining into a national famous profitable mega-business group in mining.

Amended to:

Article 10: The business tenet of the Company is: to keep strong footing in Minxi District, accelerate the exploitation progress of gold and copper ores of Zijinshan; to expand horizon across the whole country and strengthen the exploration and development of gold and copper resources in central and western part of the country; to focus on premium mineral resources overseas and realize the integration of internationalization, project enlargement and assets securitization; to adhere to the resources-leading strategy and cost-leading strategy and combine them with the high-tech enterprise development strategic positioning of the Company to strengthen the competitive advantages in the development of gold and copper as a core business and the development of core technology; to adhere to the integration of market principles and scientific management, to adopt people-oriented approach and promote the effective integration between the outstanding elements of Zijin corporate culture and the international practices; to build up a safe and environmental friendly brand name and maximize

the value for the society, the staff, the shareholders and other associates of the Company. To achieve the strategic goal of “occupying a leading position in the international mining industry” and the ultimate goal of being an “extra-large international mining group with high technology and efficiency”.

Original:

Article 11: The business scope of the Company depends on the items approved by the company registration authority.

The main business scope of the Company includes: Exploration of minerals (permitted items and time limit refers to details in the mineral resources exploration permit(s)), open pit(only for branches) strip mining of gold and copper ores; process and refinery of gold and copper ores; development and sales of conventional machinery and equipment; retail of gold products; information technology service; data of industrial production (excluding sedan cars less than 9 seats); sales of chemical products (excluding dangerous chemical products); hydropower generation; investment in mining industry, hotel industry and mine engineering construction; foreign trade. (The above business scope shall be subject to the approval from related departments before the commencement of business if it relates to national specific trades.)

.....

Amended to:

Article 11: The business scope of the Company depends on the items approved by the company registration authority.

The main business scope of the Company includes: Exploration of minerals (permitted items and time limit details of which are found in the mineral resources exploration permit(s)), open pit (only for branches) strip mining of gold and copper ores; process and refinery of gold and copper ores; research, development and sales of conventional machinery and equipment; retail of gold products; **sales of silver products, platinum group metals products, jewellery, jade and gemstone products and arts and crafts products**; information technology service; data of industrial production (excluding sedan cars with less than 9 seats); sales of chemical products (excluding dangerous chemical products); hydropower generation; investment in mining industry, hotel industry and mine engineering construction; foreign trade; **transportation of general and hazardous goods**. (The above business scope shall be subject to the approval from related departments before the commencement of business if it relates to national specific trades.)

.....

Original:

Article 54: Should resolutions of shareholders’ general meetings and board of directors meetings violate the laws and administrative regulations, shareholders have the right to request the People’s Court to nullify those resolutions.

Should the procedures to call for shareholders' general meetings and board of directors meetings and the voting mechanism violate the law, administrative regulations and Articles of Association or contents of resolutions violates the Articles of Association, shareholders have the right to request the People's Court to revoke the resolutions within 60 days upon the passing of such resolutions.

Amended to:

Article 54: Should resolutions of shareholders' general meetings and board of directors meetings violate the laws and administrative regulations, shareholders have the right to request the People's Court to nullify those resolutions.

Should the procedures to call for shareholders' general meetings and board of directors meetings and the voting mechanism violate the law, administrative regulations and Articles of Association or contents of resolutions violates the Articles of Association, shareholders have the right to request the People's Court to revoke the resolutions within 60 days upon the passing of such resolutions.

The controlling shareholder(s) and actual controller(s) should not restrict or obstruct minority shareholders to exercise their voting rights in accordance with laws and should not infringe the legal rights of the Company and minority shareholders.

Original:

Article 65: The general meetings are convened at the domicile address of the Company or a place specified in the notice of a general meeting.

Meeting places will be arranged for the convention of the general meetings. The Company will provide internet services or other methods to help the shareholders to participate in the general meetings. Shareholders will be regarded as attendees of the general meetings when they participate via the above-mentioned methods.

Internet services will be provided to the domestic shares shareholders for voting in the general meetings for the following items:

- (1) The issue of new shares by the Company to the public (including issue of listing shares or other rights with equity nature overseas), convertible bonds, share allotment to existing shareholders (except the shareholders with actual control agreed to subscribe all the allotment in cash before the general meetings);
- (2) Material assets restructuring of the Company, the total consideration of the acquisition reaches or exceeds 20% of the audited net book value of the assets to be acquired;
- (3) The repayment of debts by shareholders to the Company by using the Company's shares;
- (4) The listing of the Company's major subsidiary(ies) in an overseas market;
- (5) Other relevant matters with great impacts to the general investors arising in the development of the Company.

Amended to:

Article 65: The general meetings are convened at the domicile address of the Company or a place specified in the notice of a general meeting.

The Company will set up venue to hold the meeting on-site. **Meanwhile, in order to ensure the shareholders' meeting is legitimate and valid, the Company will, by different channels and means, provide electronic voting platform and other modern information technology methods in priority for the convenience of shareholders attending the shareholders' meeting.**

Shareholders will be regarded as attendees of the general meetings when they participate via the above-mentioned methods.

Original:

Article 84: Shareholders (including proxies) who vote at the shareholders' general meeting shall exercise their voting rights in relation to the amount of voting shares they represent. Each share carries one vote.

Any shareholder is abstained to vote or is restricted to vote only "For" or only "Against" on any resolution, the vote will not be counted if this shareholder or its proxy violates this restriction.

The Company's shares held by the Company shall not carry voting rights, and those shares shall not be included in calculating the total number of votes carrying voting rights at a general meeting.

The collection of voting rights can be carried out by the appropriate shareholders, board of directors and independent directors.

Amended to:

Article 84: Shareholders (including proxies) who vote at the shareholders' general meeting shall exercise their voting rights in relation to the amount of voting shares they represent. Each share carries one vote.

Any shareholder is abstained to vote or is restricted to vote only "For" or only "Against" on any resolution, the vote will not be counted if this shareholder or its proxy violates this restriction.

When material issues affecting the interests of minority shareholders are considered at the shareholders' general meeting, the votes of minority shareholders shall be counted separately. The separate votes counting results shall be disclosed publicly in a timely manner.

The Company's shares held by the Company shall not carry voting rights, and those shares shall not be included in calculating the total number of votes carrying voting rights at a general meeting.

The soliciting of voting rights can be carried out by board of directors, independent directors, and the shareholders who comply with relevant regulations.

Information including the specific voting preference shall be fully provided to the shareholders for whom voting rights are being solicited. Consideration or defacto consideration for soliciting shareholders' voting rights is prohibited. The Company shall not impose any minimum shareholding limitation for soliciting voting rights.

Other articles of the articles of association remain unchanged.

This proposal has to be submitted to the general meeting of the Company for consideration and approval.

Zijin Mining Group Co., Ltd.*
6 September 2014

Appendix B: Proposal to amend the rules governing the procedures of the shareholders' general meeting of Zijin Mining Group Co., Ltd.*

According to the Rules Governing the Procedures of the Shareholders' General Meeting of Listed Companies (2014 Revised) [CSRC Announcement [2014] No.20] issued by CSRC and other relevant regulations, taking into account the actual situation of the Company, the Company proposed to amend the rules governing the procedures of the shareholders' general meeting which was announced on 8 February 2007 and approved on 26 March 2007, the details are as follows:

Original:

Article 9: The venue for convening a general meeting shall be the place of domicile of the Company or other place specified in the notice convening the meeting.

General meetings shall be held onsite at a venue. The Company shall provide online network or any other means for its shareholders to conveniently participate in such meetings.

Shareholders participating in the general meetings by any aforesaid means shall be regarded as having attended the meetings.

Amended to:

Article 9: The venue for convening a general meeting shall be the place of domicile of the Company or other place specified in the notice convening the meeting.

General meetings shall be held onsite at a venue. **Meanwhile, in order to ensure the shareholders' meeting is legitimate and valid, the Company will, by different channels and means, provide electronic voting platform and other modern information technology methods in priority for the convenience of shareholders attending the shareholders' meeting.**

Shareholders participating in the general meetings by any aforesaid means shall be regarded as having attended the meetings.

Original:

Article 23: The notice of general meeting shall be delivered to shareholders (whether or not they are entitled to vote at the general meeting) by hand or by pre-paid mail to their addresses as shown in the register of members. For holders of domestic shares, the notice of general meeting may be issued in the form of public announcement.

Public announcement referred to in the preceding paragraph shall be published in one or more newspaper(s) designated by CSRC during the period between 45 days to 50 days prior to the date of the meeting.

Amended to:

Article 23: The notice of general meeting shall be delivered to shareholders (whether or not they are entitled to vote at the general meeting) **(1) by hand; (2) by post; (3) by announcement; or (4) by other means specified by the articles of association** to their addresses as shown in the register of members. For holders of domestic shares, the notice of general meeting may be issued in the form of public announcement.

Public announcement referred to in the preceding paragraph shall be published in one or more newspaper(s) designated by CSRC during the period between 45 days to 50 days prior to the date of the meeting. **Once it has been announced, the relevant notice of general meeting to all domestic shareholders is deemed to be received.**

Original:

Article 59: Shareholders (including proxies thereof) who vote at a general meeting shall exercise their voting rights in relation to the amount of voting shares they represent. Each share carries the right to one vote. Where any shareholder must waive from voting in respect of any individual resolution or only vote for or only vote against any restriction in respect of any individual resolution, any vote by such shareholder or its proxy in violation of such requirement or restriction shall not be taken into account.

The Company has no voting right for the shares it holds, and such part of shares shall be excluded from the total number of voting shares represented by the shareholders attending the general meeting.

The board of directors, independent directors and shareholders complying with the relevant conditions as required may collect voting rights from shareholders.

Amended to:

Article 59: Shareholders (including proxies thereof) who vote at a general meeting shall exercise their voting rights in relation to the amount of voting shares they represent. Each share carries the right to one vote. Where any shareholder must waive from voting in respect of any individual resolution or only vote for or only vote against any restriction in respect of any individual resolution, any vote by such shareholder or its proxy in violation of such requirement or restriction shall not be taken into account.

When material issues affecting the interests of minority shareholders are considered at the shareholders' general meeting, the votes of minority shareholders shall be counted separately. The separate votes counting results shall be disclosed publicly in a timely manner.

The Company has no voting right for the shares it holds, and such part of shares shall be excluded from the total number of voting shares represented by the shareholders attending the general meeting.

The board of directors, independent directors and shareholders complying with the relevant conditions as required may solicit voting rights from shareholders.

Information including the specific voting preference shall be fully provided to the shareholders for whom voting rights are being solicited. Consideration or defacto consideration for soliciting shareholders' voting rights is prohibited. The Company shall not impose any minimum shareholding limitation for soliciting voting rights.

Original:

Article 73: Resolutions of a general meeting contrary to the laws and administrative regulations shall be void.

If the convening procedures or voting methods for the general meeting violate the laws, administrative regulations or the Articles of Association, or any content of a resolution runs counter to the Articles of Association, the shareholders on their own initiative may submit to the people's court to cancel the resolution within 60 days after the said resolution is made.

Amended to:

Article 73: Resolutions of a general meeting contrary to the laws and administrative regulations shall be void.

If the convening procedures or voting methods for the general meeting violate the laws, administrative regulations or the Articles of Association, or any content of a resolution is against the Articles of Association, the shareholders may submit on their own initiative to the People's Court to rescind the resolution within 60 days after the said resolution is made.

The controlling shareholder(s) and actual controller(s) should not restrict or obstruct minority shareholders to exercise their voting rights in accordance with laws and should not infringe the legal rights of the Company and minority shareholders.

Other articles of the rules governing the procedures of the shareholders' general meeting remain unchanged.

This proposal has to be submitted to the general meeting of the Company for consideration and approval.

Zijin Mining Group Co., Ltd.*
6 September 2014

Appendix C: Biographical details of Mr. Qiu Guanzhou

Mr. Qiu Guanzhou (邱冠周), aged 65, Chinese, was born in 1949 with Guangdong Meizhou ancestry. He is a member of the Chinese Communist Party. He graduated from Central South University of Technology majoring in mineral processing engineering in September 1987 with a doctoral degree. He is the first PhD student with mineral processing engineering specialization trained in China.

Mr. Qiu is a famous mineral engineer. He has previously served as the vice-principal of Central South University of Technology and Central South University. He currently serves as a professor and tutor of doctoral students in Central South University. He was elected as an academician of Chinese Academy of Engineering in December 2011.

Mr. Qiu has dedicated himself to the research of processing and utilizing low-grade, complex and refractory metallic mineral resources in China for a long time, and has obtained significant achievements in flotation separation of fine and sulphide minerals and direct reduction of iron ore, especially the outstanding contributions made in the aspect of biohydrometallurgy in low-grade sulphuric ores. He was awarded as a national science and technology expert with outstanding contributions. He has published more than 90 science theses and 5 treatises, and obtained 2 State Technological Invention Second Class Awards, 1 State Scientific and Technological Advancement Second Class Award, 1 State Scientific and Technological Advancement First Class Award and 2 of the 10 Scientific and Technological Advancements of Chinese Institutions. He served as the academic leader of the innovative research group under National Natural Science Foundation of China in 2003. In 2004 and 2009, he consecutively served as the chief scientist for biometallurgy project of the State 973 Project twice. He was the president of the 19th International Biohydrometallurgy Symposium in 2011 and was elected as the vice president of International Biohydrometallurgy Society.

Mr. Qiu is also serving as an independent non-executive director of Jiangxi Copper Company Limited (stock code: 358) and non-executive director of L'sea Resources International Holdings Limited (stock code: 195). He also served as an independent non-executive director of China Daye Non-Ferrous Metals Mining Limited (stock code: 661) from May 2009 to July 2014.

The proposed term of service of Mr. Qiu Guanzhou will be for the period from the date of the EGM to the expiry of the fifth term of the Board of Directors being 24 October 2016.

As at the date of this notice, Mr. Qiu Guanzhou does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Mr. Qiu Guanzhou does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company. Save as disclosed herein, Mr. Qiu Guanzhou has not held any directorship in other public companies the securities of which are listed on any securities markets in Hong Kong or overseas in the last three years preceding the date of his appointment and does not hold any other position with the Company or any of its subsidiaries.

Save as disclosed herein, there is no other information related to Mr. Qiu Guanzhou that needs to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on the Stock Exchange and there are no other matters that need to be brought to the attention of the shareholders of the Company.

A resolution will therefore be proposed at the EGM to authorise the Board of Directors to enter into new service contract and/or appointment letter with Mr. Qiu Guanzhou. His remuneration package will be based on the remuneration formula for the independent non-executive directors of the fifth term stated in Appendix 2 to the circular of the Company dated 25 September 2013 which was approved by an extraordinary general meeting of the Company on 25 October 2013.