
NOTICE OF 2014 ANNUAL GENERAL MEETING

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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 2014 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the "AGM") of Zijin Mining Group Co., Ltd.* (the "Company") for the year ended 31 December 2014 will be held at 9:00 a.m. on 11 May 2015, Monday, 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 2013 annual general meeting, the first A Shareholders' class meeting in 2014 and the first H Shareholders' class meeting in 2014 convened by the Company on 28 May 2014, a resolution in relation to the proposal of granting a general mandate to the board of directors of the Company (the "Board of Directors") to repurchase H shares was approved. The Company started to implement the repurchase of H shares on 15 September 2014. As at 18 November 2014, the Company repurchased 73,042,000 H shares in aggregate, representing 1.25% and 0.337% 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\$142,715,800 (excluding commission and other expenses).

According to the articles of association and related regulations, the Company is in the process of cancellation of the 73,042,000 H shares repurchased. After cancellation of the repurchased shares, the total number of shares of the Company will be reduced by 73,042,000, the registered capital of the Company will be reduced by RMB7,304,200. After the reduction, the total number of shares of the Company will be 21,572,813,650, and the registered capital of the Company will be RMB2,157,281,365. It was proposed by the Company that the shareholders' general meeting approves the amendments of the relevant terms in the articles of association regarding the number of shares and the registered capital etc., and authorizes the Board of Directors to carry out procedures to change the business registration;

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2. 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;

3. 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 be repurchased, timing of repurchase and period of repurchase, etc.;

 - (ii) notify creditors and issue announcement in accordance with the PRC Company Law and the 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 the 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.

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The above general mandate will expire on the earlier of (“**Relevant Period**”):

- (a) the conclusion of the annual general meeting of the Company for 2015; 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.

- 4. to consider and approve a general mandate to issue debt financing instruments (details set out in Appendix B);
- 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 2014;
- 7. to consider and approve the Report of the Independent Directors of the Company for 2014 (details set out in Appendix D);
- 8. to consider and approve the Report of Supervisory Committee of the Company for 2014;
- 9. to consider and approve the Company’s financial report for the year ended 31 December 2014;
- 10. to consider and approve the Company’s 2014 annual report and its summary report;
- 11. to consider and approve the profit distribution proposal of the Company for the year ended 31 December 2014. The Board of Directors proposed the resolution of the profit distribution for 2014 as follows: The total number of shares of the Company prior to the repurchase was 21,645,855,650. The Company repurchased H shares of 73,042,000 in aggregate as at 31 December 2014. On the basis of 21,572,813,650 shares after deducting the number of H shares repurchased, the Board of Directors proposed to pay the qualified shareholders of the Company the final dividends for the year ended 31 December 2014. The remaining balance of undistributed profit will be reserved for further distribution in future financial years;

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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 2014 (details 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 2015, 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, 21 March 2015

Notes:

- (A) **The Company's register of H Shares members will be closed from 10 April 2015 (Friday) to 11 May 2015 (Monday) (both days inclusive), during which period no transfer of H Shares will be registered. Holders of H Shares whose names appear on the H share register of members on 11 May 2015 (Monday, being the record date) will be entitled to attend and vote at the AGM of the Company to be convened on 11 May 2015 (Monday) at No.1 Zijin Road, Shanghang County, Fujian Province, the PRC. The 2014 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 9 April 2015 (Thursday).**

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 21 April 2015 (Tuesday).

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 2014 annual report.

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- (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 authorises 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 2015 (Note)</i>
Latest time for lodging transfer of Shares	9 April (Thursday) 4:30 pm
Book closure period (both days inclusive)	10 April (Friday) to 11 May (Monday)
Record date	11 May (Monday)
AGM	11 May (Monday)
Announcement on results of the AGM	11 May (Monday)
Register of Members re-opens	12 May (Tuesday)
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, Qiu Guanzhou, and Sit Hoi Wah, Kenneth as independent non-executive directors.

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Appendix A

Zijin Mining Group Co., Ltd.*

Proposal in relation to Amendments of the Articles of Association

At the 2013 annual general meeting, the first A Shareholders' class meeting in 2014 and the first H Shareholders' class meeting in 2014 convened by Zijin Mining Group Co., Ltd.* (the "Company") on 28 May 2014, 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; at the same time, pursuant to Guidance on the Articles of Association of Listed Companies (Revised in 2014) issued by China Securities Regulatory Commission (China Securities Regulatory Commission Announcement [2014] No. 47), and taking 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 requested the general meeting to authorise the Board of Directors of the Company to deal with the matters related to the amendments of the Articles of Association including change of business registration with relevant PRC authorities, filings, etc.

1. Original:

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).

Amended to:

Article 17: The current share capital structure of the Company is: the Company's issued ordinary shares is 21,572,813,650 shares with RMB0.10 of par value per share, among which 15,803,803,650 shares are domestic shares (representing approximately 73.26% of total issued ordinary shares of the Company); 5,769,010,000 shares are H shares (representing approximately 26.74% of total issued ordinary shares of the Company).

2. Original:

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

Amended to:

Article 20: The Company's registered share capital is RMB2,157,281,365.

3. Original:

Article 105: The Company shall establish a board of directors consisting of 11 directors of which 4 are independent directors. The board of directors shall consist of 1 chairman and 1 to 3 vice chairmen as necessary.

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An independent director is a director who does not assume other responsibilities in the Company other than the responsibility as a director and that he is free from any relationship with the listed Company to which he has been appointed and with a significant shareholder of the Company which could impede him from exercising impartial and objective judgment.

The Company shall appoint independent directors lawfully, and give full play to functions of independent directors.

In addition to the functions and powers conferred by the Company Law and other relevant laws and regulations, the independent directors shall have the special functions and powers as conferred by the Company and have the right to give independent opinion on matters which are material to the Company in accordance with laws. Each independent director shall make a report at the annual general meeting of the Company.

Amended to:

Article 105: The Company shall establish a board of directors consisting of 12 directors of which 4 are independent directors. The board of directors shall consist of 1 chairman and 1 to 3 vice chairmen as necessary.

An independent director is a director who does not assume other responsibilities in the Company other than the responsibility as a director and that he is free from any relationship with the listed Company to which he has been appointed and with a significant shareholder of the Company which could impede him from exercising impartial and objective judgment.

The Company shall appoint independent directors lawfully, and give full play to functions of independent directors.

In addition to the functions and powers conferred by the Company Law and other relevant laws and regulations, the independent directors shall have the special functions and powers as conferred by the Company and have the right to give independent opinion on matters which are material to the Company in accordance with laws. Each independent director shall make a report at the annual general meeting of the Company.

Except the above amendments, other contents of the Articles of Association remain unchanged.

Please consider and approve.

Zijin Mining Group Co., Ltd.*
Board of Directors
20 March 2015

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Appendix B

Zijin Mining Group Co., Ltd.*

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

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 unconditionally authorizes 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 RMB8.3 billion (RMB1.7 billion was deducted from the formerly registered amount of RMB10 billion in 2014) 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 date).

2. Major terms of issuance

- (1) Issuance scale: issue debt financing instruments not exceeding RMB10 billion (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.

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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 types, specific varieties, 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 raising 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 trustees 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 and the financial controller of the Company to approve, sign and distribute relevant documents and announcements, and make relevant information disclosures according to applicable regulatory rules at the places of listing of the Company.

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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 the 2014 annual general meeting to the convention date of the 2015 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.*

Board of Directors

20 March 2015

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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 the 2013 annual general meeting, i.e. during the period from the date of passing the abovementioned resolution to the date of convening the 2014 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\$2 billion and authorize 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 subsidiaries is US\$465,100,000.

The abovementioned proposal of internal guarantee and external loan financing not only fulfills the funds required for the Company's overseas projects acquisition 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 seventh 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 2014 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 incorporated in Hong Kong.

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As at 31 December 2014, the amount of total assets of Gold Mountains was RMB4,494,740,000. The amount of total liabilities was RMB4,049,560,000 (in which, the amount of bank borrowings was RMB972,140,000, the total amount of current liabilities was RMB1,306,570,000). The amount of net assets was RMB445,180,000. The debt ratio was 90.09%. The realized sales revenue in the year of 2014 was RMB20,000. The net profit was -RMB70,570,000 (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\$166,950,000.

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\$1 billion 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) incorporated in Hong Kong.

As at 31 December 2014, the amount of total assets of Jinyu was RMB2,454,790,000. The amount of total liabilities was RMB2,177,310,000 (in which, the amount of bank borrowings was RMB900,070,000, the total amount of current liabilities was RMB1,957,100,000). The amount of net assets was RMB277,480,000. The debt ratio was 88.69%. The realized sale revenue in the year of 2014 was zero. The total profit and the net profit were both -RMB25,380,000 (The above financial figures were unaudited).

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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\$130,150,000.

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\$200 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 Limited Liability Company**

1. *Basic information of the company*

Company Name: Longxing Limited Liability Company (“Longxing”)

Place of registration: Kyzyl City, Tuva Republic, Russian Federation

Registered capital: RMB210,210,000

Business scope: Mining and refining of multi-metals mines such as zinc, lead, etc.

Longxing 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 2014, the amount of total assets of Longxing was RMB2,679,720,000. The amount of total liabilities was RMB2,611,090,000 (in which, the total amount of current liabilities was RMB2,611,090,000 without bank borrowing). The amount of net assets was RMB68,630,000. The debt ratio was 97.44%. The realized sales revenue in the year of 2014 was RMB61,240,000. The net profit was -RMB54,960,000 (The above financial figures were unaudited).

Longxing is mainly engaged in the development and operation 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 is zero.

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2. *Content of the guarantee*

The project has basically completed construction and has been put into trial production in 2014. In order to meet the need of funds for the project construction and subsequent production, Longxing proposed to apply for financing of US\$100 million for liquidity financing. The Company will provide guarantees to Longxing through internal guarantee and external loan financing in respect of the abovementioned financing.

IV. **Jin Cheng Mining Limited (“Jin Cheng”)**

1. *Basic information of the company*

Company Name: Jin Cheng Mining Limited

Place of registration: British Virgin Islands

Registered capital: US\$1

Business scope: Investment in mines

Jin Cheng is a wholly-owned subsidiary of Gold Mountains (H.K.) International Mining Company Limited (a wholly-owned subsidiary of the Company) incorporated in the British Virgin Islands.

As at 31 December 2014, the amount of total assets of Jin Cheng was RMB476,980,000. The amount of total liabilities was RMB476,930,000 (in which, the total amount of current liabilities was RMB476,930,000 without bank borrowing). The amount of net assets was RMB50,000. The debt ratio was 99.98%. The realized sales revenue in the year of 2014 was zero. The net profit was RMB47,000 (the above financial figures were unaudited.)

Jin Cheng owns 51% equity interest in La Compagnie Minière de Musonoie Global SAS in the Democratic Republic of the Congo (the “DR Congo”), which is responsible for the development and construction of the Kolwezi copper mine project in the DR Congo.

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

2. *Content of the guarantee*

In order to meet the need of funds in 2015 for the construction of La Compagnie Minière de Musonoie Global SAS mining project in the DR Congo, Jin Cheng proposed to apply for financing of US\$200 million for construction. The Company will provide guarantees to Jin Cheng through internal guarantee and external loan financing in respect of the abovementioned financing.

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V. Zijin International Finance Company Limited

1. *Basic information of the company*

Company Name: Zijin International Finance Company Limited

Place of registration: Hong Kong

Registered capital: HK\$1

Business scope: Investment and bond issuance.

Zijin International Finance Company Limited is a wholly-owned subsidiary of Gold Mountains (H.K.) International Mining Company Limited (a wholly-owned subsidiary of the Company) incorporated in Hong Kong.

As at 31 December 2014, the amount of total assets of Zijin International Finance Company Limited was RMB3,268,170,000. The amount of total liabilities was RMB3,171,430,000 (no bank borrowing, in which, the total bond issued was US\$480,000,000 and the total amount of current liabilities was RMB248,080,000). The amount of net assets was RMB96,740,000. The debt ratio was 97.04%. The realized sales revenue in the year of 2014 was zero. The total profit and the net profit were both RMB37,020,000 (The above financial figures were unaudited).

Zijin International Finance Company Limited is a special purpose vehicle incorporated for the purpose of issuing bonds overseas.

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

2. *Content of the guarantee*

In order to meet the need of funds for project construction, merger and acquisition overseas, the Company plans to issue bonds amounting to US\$500 million via Zijin International Finance Company Limited. The Company will provide guarantees or counter guarantees to the above-mentioned bonds.

VI. Opinions of the board of directors

The seventh 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.

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As the debt ratios of the abovementioned targets of guarantees all exceed 70%, according to the relevant requirements of the “Securities Law”, “Company Law” and 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 granting authorization to the board of directors. The authorization period will be from the date of passing the resolution in the 2014 annual general meeting to the convention day of 2015 annual general meeting in 2016. During the period, every case of internal guarantee and external loan financing must be disclosed to fulfill the information disclosure obligation. The case of internal guarantee and external loan financing for the wholly-owned subsidiaries would be disclosed in order 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 controlling subsidiaries) of RMB7,253,210,000 in total (including the guarantee of RMB1,335,540,000 provided by the Company to the controlling subsidiaries in the loans provided by Zijin Finance Company Limited), representing 25.85% of the audited net assets of the Company for the year 2014. There is no expired guarantee.

Zijin Mining Group Co., Ltd.*

Board of Directors

20 March 2015

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

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Appendix D

Zijin Mining Group Co., Ltd.*

Report of Independent Non-Executive Directors for 2014

As the independent directors of Zijin Mining Group Co., Ltd.*, we exerted our professional expertise. We strictly complied with “Company Law”, “Securities Law”, “Code of Corporate Governance for Listed Companies”, “Guidance regarding the establishment of independent non-executive director system in listed companies” and other relevant laws, regulations and policies, seriously performed the duties stipulated by the articles of association of the Company and as independent directors, worked with integrity and diligence. We arranged time to carry out studies and researches 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’ meetings, annual working meeting and the Company’s internal business training on time, and objectively and impartially 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 performance of our duties in 2014 are as follows:

1. Attendance at board meetings and annual general meetings:

The Company convened 22 Board meetings and 2 shareholders’ meetings in 2014, our attendance is as follows:

Meetings Name	Number of board meeting for the year	Actual number of board meeting attended	Number of meeting attended by proxy	Number of shareholders’ meeting for the year	Actual number of shareholders’ meeting attended
Ding Shida	22	21	1	2	2
Lu Shihua	22	22		2	2
Sit Hoi Wah, Kenneth	22	22		2	2
Jiang Yuzhi (term of office ended on 23 October 2014)	15	10		2	0
Qiu Guanzhou (term of office started from 23 October 2014)	7	7		2	1

Most of the independent directors attended all the board meetings and shareholders’ meetings in person in 2014. Before the board meetings were held, independent directors actively studied the situations for decision-making and communicated with other relevant staff. They listened to and

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considered every proposal conscientiously during the meetings, actively joined the discussion and expressed their opinions, exercised the voting rights in a rigorous manner, fully played the role as independent directors, played an encouraging 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, we followed the “implementation rules of the audit and internal control committee” to start the work with diligence, helped the Board of the Company to seriously perform their duties and combined the Company’s “working policy of independent director for annual report”, “working schedule of the audit and internal control committee”, 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 thorough review of the two quarterly reports, interim report and annual report prepared by the Company and the active communication with external auditor according to the audit arrangement for the annual report.

The audit and internal control committee thoroughly reviewed the 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 of directors for consideration and approval.

Secondly, the audit and internal control committee communicated with the external auditor for three times during the normal annual audit process. The first communication was carried out before the external auditors entered into the site, the audit and internal control committee communicated with the external auditors to confirm the working plan for the annual audit, including the time-table, work arrangement, accounting policies, key issues for audit, etc. The audit and internal control committee required the external auditors to comply with the principles of independency, objectiveness, fairness and prudence to ensure the accuracy of the financial information. The second communication was carried out during the audit process, the audit and internal control committee listened to the report of problems found during the audit process, with mutual communication and exchange to ensure the quality of the audit work. The third communication was carried out when the first draft of the audit report was made, the audit and internal control committee reviewed the draft and provided advice for amendments, supplements and corrections.

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

During the reporting period, except the change on an independent director, the team of directors, supervisors and senior management was relatively stable. The independent directors of the Company carefully reviewed the qualifications and nomination procedures of candidates of independent

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directors and expressed independent opinions. Besides, the independent directors delivered independent opinions on the remuneration of directors and senior management. They considered that the 2013 annual remunerations received by the Company's directors and senior management were in strict compliance with the remuneration policy approved at the annual general meeting and the board meeting and assessment and fulfillment were carried out according to the Company's relevant policies.

During the reporting period, appraisal for directors, supervisors and senior management for 2014 was carried out according to the board's working requirements on the Company's directors, supervisors and senior management.

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

(1) *Status of connected transactions*

Being the independent directors of the Company, the fifth 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 article of associations to perform examinations on the connected transactions which occurred in the Company's daily operating activities. Evaluations were made to verify if the connected transactions were objective, the pricings were reasonable and the interests of the Company would be harmed (especially that of the minority shareholders) and other aspects. Independent judgements were made and independent opinions were issued.

In 2014, the fifth term of independent directors issued independent opinions on the following connected transactions:

1. On 9 January 2014, the extraordinary meeting of the fifth term of the board of directors passed the "Resolution related to the Continuing Connected Transaction of the Provision of Financial Services by Zijin Mining Group Finance Co., Ltd. to Ting River Hydropower/Wuping Zijin Hydropower";
2. On 12 April 2014, the fourth meeting of fifth 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";
3. On 14 April 2014, the extraordinary meeting of the fifth 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 Xinjiang Wuxin Copper Company Limited"; and
4. On 21 October 2014, the extraordinary meeting of the fifth term of the board of directors passed the "Resolution related to Entering into a Capital Increase Agreement of Fujian Shanghang Xingcheng Guarantee Co., Ltd."

The independent directors considered that the above connected transactions were necessary for the Company's production and operation and were in accordance with the regulations of the articles

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of association; the terms of the transactions followed the principles of fairness, equality and justice, and were in the interest of the Company and its shareholders as a whole. In the meetings of the board of directors which considered the above resolutions related to the connected transactions, the connected directors were abstained from voting, and the voting procedures were in accordance with the relevant laws and regulations of the articles of association.

(2) *Status on external guarantee*

According to the provisions of “Notice in relation to Rules for External Guarantee by the Listed Company”, “Notice of Several Issues in relation to Funds between Listed Companies and Connected Parties and External Guarantee by the Listed Company” and the articles of association, thorough understanding and verification were made on the funds occupied by connected parties and the accumulated and current external guarantees of the Company in 2013. There was no circumstance that the controlling shareholder or connected parties of the Company occupied funds of the Company during the reporting period. It was also considered that related 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 judgment, special explanations and independent opinions were issued on the Company’s deposits of raised funds and status of their actual use, recognition of impairment on taking of certain assets and loss on disposals. “The 2013 Company’s Social Responsibilities Report” and “The 2013 Company’s Internal Control Evaluation Report” were considered and independent opinions were expressed. The Company appointed Ernst & Young Hua Ming (LLP) to perform audit on the effectiveness of the internal control related to the financial report and standard audit report with unqualified opinion was issued.

4. Other tasks of independent directors:

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

During the reporting period, the fifth term of independent directors joined the study team of independent directors and external supervisors organized by the Company to perform field study in the key associates of the Company in the northwest district and Beijing district, Shanxi Zijin, Kyrgyzstan Zuoan gold mine, Xinjiang Ashele copper mine and Hebei Chongli Zijin, received presentations from the companies and project-in-charge in the fields, went into the mines and mining wells to perform site visits, discussed and communicated with the local officers and understood the situation and the problems of development faced by the associates in those areas. In particular, the independent directors were highly concerned about aspects such as the compliant operations, safety production, environmental protection and the efficiency of processing enterprises, etc., and had objectively and fairly examined the investment decisions and operation management of the Company with a strict and scientific attitude and acute risk-awareness from the point of view of independent directors. The independent directors provided opinions and made suggestions in the research reports submitted to the Board of Directors, obtained firsthand information for the formation of strategies of the Company.

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- (2) *During the performance of their duties, the independent directors often performed active, continuous supervision and tracking on corporation governance structure and daily operation management.*

The independent directors kept close contact with the Company's management through telephone, mail, communication with the relevant staff, reading the working summary of the board of directors and other means; understood the construction and implementation status of the Company's internal control system, 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' meetings and board of directors meetings; monitored the impacts on the Company arising from the changes in external environment and the market and the relevant reports published by the media, and provided timely suggestions to the Company.

5. Strengthen learning and further improve on the quality of decision making:

In 2014, the independent directors made reasonable arrangement of their own time to earnestly study the laws, regulations and policies related to listed companies, particularly strengthened the studies on Company Law, Securities Law, Code of Corporate Governance for Listed Companies and Enterprise Internal Control, deepened their knowledge and understanding on the way to improve corporate governance structure of listed companies, as well as the way to enhance standardized operation. 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 2014, the independent directors, based on the principles of truth-seeking, pragmatism, prudence and diligence, fulfilled the responsibilities of independent directors independently, objectively and fairly. The independent directors made use of their own professional knowledge and experience to provide constructive suggestions to the Company's development, provided opinions for reference of the board of directors, practically protected the legitimate interests of the Company and all the investors, especially that of minority shareholders. We would like to express our gratitude to all the shareholders, the board of directors, the Supervisory Committee and the management of the Company for their effective coordination and supports during our performance of duties as 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, Qiu Guanzhou, Sit Hoi Wah, Kenneth
20 March 2015

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NOTICE OF 2014 ANNUAL GENERAL MEETING

Appendix E

Resolution on the Remuneration of the Executive Directors and the Chairman of Supervisory Committee for 2014 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 fifth term of the Board and the Supervisory Committee” passed in the first extraordinary general meeting in 2013, based on the 2014 operating results of the Company, the nomination and remuneration committee of the Board of Directors proposed the following 2014 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 director: Wang Jianhua

Executive directors: Qiu Xiaohua, Lan Fusheng, Zou Laichang, Lin Hongfu

Chairman of Supervisory Committee: Lin Shuiqing

2. The calculation parameters

Net assets attributable to owners of the parent of 2013: RMB27,612,257,755;

Net profit attributable to owners of the parent of 2014: RMB2,345,062,669

3. The total amount of remuneration of the executive directors and the chairman of Supervisory Committee in 2014 (in RMB) (for 7 persons)

Basic annual salary: RMB13,920,000

Annual incentive salary: RMB2,733,347.33

Total annual salary in 2014: RMB16,653,347.33

Please consider the proposal.

The above proposal is subject to consideration in the 2014 annual general meeting.

Zijin Mining Group Co., Ltd.*

Nomination and Remuneration Committee of Board of Directors

20 March 2015