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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)

REVISED 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;

2. to consider and approve the amendments on the articles of association of the Company in the form as set out in Appendix A of Notice of 2014 Annual General Meeting dated 21 March 2015 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 the circular dated 21 March 2015):
 - (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.

The above general mandate will expire on the earlier of (the “**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 of Notice of 2014 Annual General Meeting dated 21 March 2015);
5. to consider and approve the Company to provide guarantee to its overseas subsidiaries for the loans (details set out in Appendix C of Notice of 2014 Annual General Meeting dated 21 March 2015);

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 of Notice of 2014 Annual General Meeting dated 21 March 2015);
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;
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 of Notice of 2014 Annual General Meeting dated 21 March 2015);

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; and
14. to elect Mr. Fang Qixue (方啟學先生) as an executive director of the fifth Board of Directors of the Company and his biographical details are set out in Appendix F; 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, 23 April 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.
- (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 a 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 p.m.
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.

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

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

Appendix F

Recommendation Letter for the Candidate of Director

To the Board of Zijin Mining Group Co., Ltd.*

According to the essence of “Notice in relation to the Agreement of Recommendation of Certain Candidates of the Board of Directors and Management Team Members of Zijin Mining Group Co., Ltd.*” of the county’s State-owned Assets Supervision and Administration Commission, we hereby recommend Mr. Fang Qixue to be the candidate of an executive director of the fifth term of the Board of Directors of the Company. Please conduct a verification on the qualification of the candidate of director and submit this proposal to the Company’s 2014 annual general meeting for consideration.

The term of service of Mr. Fang Qixue will be from the date of passing the resolution at the Company’s 2014 annual general meeting to the end of the term of the fifth Board of Directors.

Attachment: biography of Mr. Fang Qixue

Minxi Xinghang State-owned Assets Investment Company Limited
17 April 2015

Biography of Dr. Fang Qixue

Dr. George Fang Qixue, aged 52, male, Chinese, was born in October 1962 with Hubei Huangmei ancestry. He is a professor level senior metallurgist, a PhD in Mineral Processing, and a license holder authorized by the Securities and Futures Commission of Hong Kong.

Dr. Fang graduated from Wuhan University of Science and Technology in 1982 with a bachelor degree in Mineral Processing Engineering profession. In 1996, he graduated from the Central South University and obtained a PhD in Mineral Processing from the Mineral Processing Engineering profession.

Dr. Fang worked with the Northwest Research Institute of Mining and Metallurgy from August 1982 to August 1992. He was with Beijing General Research Institute of Mining and Metallurgy (the “BGRIMM”) between August 1996 and August 2002 and served a number of roles namely the Section Team Leader, Senior Metallurgist, Director of the Ore Processing Research Office, Professor Level Senior Metallurgist, and Head of the Research Institute of Mineral Engineering of BGRIMM. From September 2002 to July 2010, he was with China Minmetals Nonferrous Metals Co., Ltd., and took various positions as Deputy General Manager of China United Copper Co., Ltd., Director and General Manager of Minmetals JCCL Mining Investment Co., Ltd., Executive Director and Chairman of Lumina Copper SAC, and the Chief Technology Officer of China Minmetals Non-ferrous Metals Co., Ltd. and General Manager of its Investment Department, and served as board members of several Minmetals’ overseas joint ventures. Dr. Fang has been serving at the Standard Bank (its Headquarters located at Johannesburg, South Africa) as the Managing Director, Head of Mining and Metals / Investment Banking / China; Vice Chairman, Head of Mining and Metals Coverage Asia of Standard Bank Plc, Hong Kong Branch; member of Asia Exco, member of Manco of Standard Advisory (China) Limited; and the Vice Chairman and Head of Mining and Metals Coverage Asia of Standard Advisory Asia Limited from July 2010 to April 2015.

The proposed term of service of Dr. Fang Qixue will be for the period from the date of the AGM to the expiry of the fifth term of the Board of Directors being 24 October 2016.

As at the date of this notice, Dr. Fang Qixue 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). Dr. Fang Qixue does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company. Save as disclosed herein, Dr. Fang Qixue 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 Dr. Fang Qixue 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 of Hong Kong Limited 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 AGM to authorise the Board of Directors to enter into new service contract and/or appointment letter with Dr. Fang Qixue. His remuneration package will be based on the remuneration formula for the 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.