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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)**

## **Overseas Regulatory Announcement**

This announcement was published on the website of Shanghai Stock Exchange of the People's Republic of China by Zijin Mining Group Co., Ltd.\* (the "Company").

The announcement is written in both Chinese and English. In the case of any discrepancies, the Chinese version shall prevail over its English version.

As at the date of this announcement, the Board of Directors of the Company comprises Messrs. Chen Jinghe (Chairman), Wang Jianhua, Qiu Xiaohua, Lan Fusheng, Zou Laichang, Fang Qixue and Lin Hongfu as executive directors, Mister. Li Jian as non-executive director, and Messrs. Lu Shihua, Ding Shida, Qiu Guanzhou, and Sit Hoi Wah, Kenneth as independent non-executive directors.

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

15 February 2016, Fujian, the PRC

\* The Company's English name is for identification purposes only

**Stock code: 601899**

**Stock name: Zijin Mining**

**Code: Lin 2016-012**

**Zijin Mining Group Co., Ltd.\***

**Announcement in relation to the Resolutions Passed at the Fifteenth Meeting of the Fifth Term of the Board of Directors**

**The board of directors and all directors of the Company warrant that there is no false record, misleading statement or material omission in this announcement, and they are jointly and severally responsible for the authenticity, accuracy and completeness of the content herein.**

The notice of the fifteenth meeting of the fifth term of board of directors of Zijin Mining Group Co., Ltd.\* (the “Group” or the “Company”) (the “Board”) was issued by internal announcement on 29 January 2016 and the meeting was convened on 14 February at the conference room on the 21st floor of the headquarters of the Company in Shanghang County. All the 12 directors who are entitled to attend the meeting attended, among which Mr. Sit Hoi Wah, Kenneth, an independent director, was connected by phone to attend the meeting and the supervisors and senior management of the Company also attended the meeting. The convention and holding of the meeting are in compliance with the relevant stipulations of the Company Law of the PRC and the articles of association of the Company. Mr. Chen Jinghe, the Chairman of the Company, presided over the meeting and the following resolutions were considered and approved by way of poll:

**1. The “Unaudited Preliminary Annual Results 2015” was considered and approved**

Voting results: For: 12, Against: 0, Abstain: 0

For details of the unaudited preliminary annual results 2015, please visit the website of the Shanghai Stock Exchange (<http://www.sse.com.cn>) and the website of the Company (<http://www.zjky.cn>).

**2. The “Production and Operational Plan of the Company for 2016” was considered and approved**

The planned production volume of the major mineral products of the Company for 2016 are: 42.5 tonnes of mine-produced gold, representing a 15% increase over the same period last year (37 tonnes produced in 2015); 155,000 tonnes of mine-produced copper, representing a 3% increase over the same period last year (150,000 tonnes produced in 2015); 270,000 tonnes of mine-produced lead and zinc, representing a 22% increase

over the same period last year (220,000 tonnes produced in 2015); 30,000 tonnes (copper equivalent) of other mineral products.

The above plan was made on the basis of the current economic condition, market situation and the existing conditions of the Company. The Board may amend the production plan from time to time in accordance with the prevailing circumstances.

Voting results: For: 12, Against: 0, Abstain: 0

### **3. The “Overall Reform Plan for the Company” was considered and approved**

In recent years, global economy and mining industry’s condition have undergone significant changes. With the Group stepping up merger and acquisition globally, overseas projects have risen to be the new growth drivers of the Group. To adapt to new market trends and the Group’s need for a new round of development, reform to the original “Group-Regional Companies-Subsidiaries” three-level management system and human resources structure is necessary. This is to move management from regional-based towards a more professional and meticulous direction.

At the meeting, it was agreed that the work strategy of “clinging to reforms, keeping growth and boosting development” should be actively and thoroughly executed, performance should be benchmarked against market and value creation principles, the focus of globalised development should be highlighted, the accountability system should be further refined and clarified, and a flattened, normative and highly effective management should be in place.

The meeting considered and approved the “Overall Reform Plan for the Company”, in which the key areas of reform are to: (1) remove regional companies to realise the reform of shifting three-level management to two-level management; (2) establish the International Business Unit and two strategic business units, namely the Mine Management Unit and the Refining and Processing Management Unit, to achieve breakthrough in management from regional-based to business sector-based; (3) develop a central financial sharing platform and a central procurement and sales platform to achieve unified management and control of financial and logistic systems within the Group; (4) introduce reform to human resources system and develop management system, IT system, geological exploration system, administrative and back-office system and supervisory system, and move ahead reforms in subsidiaries and business units under direct control.

The meeting also arrived at the tasks of coordinating and mobilising heads and leaders to reinforce and carry out protective measures, highlight main focus of work, ensure a comprehensive adoption of strategies, maintain steady work progress in compliance with laws and regulations, and seek improvement constantly.

Voting results: For: 12, Against: 0, Abstain: 0

#### **4. “The Thirteenth Five-year Plan and Outline for Long-Term Development Framework up to 2030” was considered and approved**

It was concluded at the meeting that, amidst a continuously plummeting market for mining industry and a critical business environment for the Company, the “resolution on the Company’s development strategy” and “certain important opinions for the Company’s new round of development strategy” approved at the second meeting of the Board in February 2014 provided guidance for the Company’s strategic decisions and actions, their main spirits and contents still serve as a crucial framework for the Company’s present and future work.

In view of deep changes in global economy and mining industry’s condition in recent years, and the analysis on the present condition of and the opportunities and challenges met by the Group, on the basis of the aforesaid resolution and opinions, the meeting considered and approved “the Thirteenth Five-year Plan and Outline for Long-Term Development Framework up to 2030 for the Company”, pursuant to which the guiding principles, strategic goals and positioning of the Company’s development strategies are further clarified, the key indicators for mid- to long-term planning are adjusted, and strategic initiatives and key areas for implementation are elaborated; gold and copper mining are adhered to as the main business and should be optimally combined with other types of metal mining business, the focus of globalised development should be highlighted, with the importance of the finance sector stressed. The Company will unswervingly promote a new round of development, endeavor to achieve growth across key economic indicators against a lackluster environment, execute global resources strategy with a steady and sound approach, and realise sustainable development for the Company.

Voting results: For: 12, Against: 0, Abstain: 0

Board of directors of  
Zijin Mining Group Co., Ltd.\*  
16 February 2016