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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

29 April 2016, Fujian, the PRC

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

Stock code: 601899

Stock name: Zijin Mining

No.: Lin 2016-026

Zijin Mining Group Co., Ltd.*

Announcement in relation to the Resolutions of the Seventeenth 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 will bear several and joint responsibility for the truthfulness, accuracy and completeness of the contents.

The notice of the seventeenth meeting of the fifth term of the board of directors (the “Board”) of Zijin Mining Group Co., Ltd.* (the “Company”) was issued internally on 13 April 2016. The meeting was held on 29 April 2016 at the conference room at 10/F., Airport Hotel of Zijin Mining Group (Xiamen) Investment Co., Ltd. All the 12 directors who should attend the meeting were present. Mr. Qiu Guanzhou, an independent director of the Company attended the meeting by means of tele-communication and the supervisors and senior management of the Company attended the meeting. The meeting was held in compliance with the relevant provisions of the Company Law of the PRC and the articles of association of the Company. The meeting was presided over by Mr. Chen Jinghe, the Chairman of the Company. The following resolutions were approved by way of poll:

1. First Quarterly Report 2016;

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

For details of First Quarterly Report 2016, please visit the website of Shanghai Stock Exchange (<http://www.sse.com.cn>) and the Company’s website (<http://www.zjky.cn>).

2. Resolution regarding the termination of the Company’s non-public issuance of A Shares;

In view of the rather drastic changes taking place in the market since the second half of 2015, and as the investments in most of the projects to be invested by the proceeds raised in the non-public issuance of A Shares have been completed, the Board resolved to terminate the non-public issuance of A Shares.

For details, please refer to the announcement numbered “Lin 2016-028” published on the same day.

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

3. The Company’s profit distribution plan for 2015;

According to the Company’s profit distribution plan for 2015 considered and passed at the sixteenth meeting of the fifth term of the Board convened on 25 March 2016, for the purpose of accelerating

the progress of the non-public issuance of A Shares, the Board initially proposed that no profit distribution will be carried out for 2015 and there will be no conversion of capital reserve into share capital. In addition, an interim profit distribution will be proposed for 2016.

Since the Board resolved to terminate the non-public issuance of A Shares, in consideration of providing reasonable investment returns to shareholders, the Board decides to revise the profit distribution plan for 2015 considered and approved at the sixteenth meeting of the fifth term of the Board, i.e. profit distribution will be carried out for 2015, details of which are as follows:

The Company's net profit attributable to shareholders of the listed company in 2015, which was audited by Ernst & Young Hua Ming (LLP) and calculated under the China Accounting Standards for Business Enterprises, was RMB1,655,671,617. Added the undistributed profit accumulated in prior years of RMB15,865,891,543, the Company's actual amount of profit distributable to shareholders, as at 31 December 2015, is RMB17,521,563,160.

The profit distribution plan for 2015 proposed by the Board is as follows: on the basis of 21,540,743,650 shares after deducting the number of H Shares repurchased, cash dividends of RMB0.6 (tax included) for every 10 shares will be distributed to shareholders. The total amount of cash dividends distribution will be RMB1,292,444,619. The remaining balance of undistributed profit will be reserved for further distribution in future financial years.

Independent directors of the Company considered that this proposed distribution is in line with the relevant provisions of the articles of association of the Company and the Profit Distribution and Return Plan for the Next Three Years, with protection to the legitimate interests of minority shareholders. They consented to this proposed profit distribution plan.

The Board agreed to submit this proposed profit distribution plan to the 2015 annual general meeting for consideration.

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

4. 2015 Environmental Report of the Company;

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

For details of the 2015 Environmental Report of the Company, please visit the website of Shanghai Stock Exchange (<http://www.sse.com.cn>) and the Company's website (<http://www.zjky.cn>).

5. Resolution regarding the approval for the internal process of the Zijinshan gold and copper mine Caikeng tailing pool construction's project initiation;

It was resolved that the internal process of the Zijinshan gold and copper mine Caikeng tailing pool construction's project initiation will be carried out, of which the size of investment shall be subject to strict control.

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

6. Resolution regarding the nomination of Mr. Zhu Guang as the candidate for the independent director of the fifth term of the Board;

Due to the fact that Mr. Qiu Guanzhou has submitted his resignation for the position of independent director of the Company, pursuant to the stipulations of the Company Law of the PRC, the articles of association of the Company, etc., the Board nominated Mr. Zhu Guang as the candidate for the independent director of the fifth term of the Board. The proposed term of service of Mr. Zhu Guang will be for the period from the date of approval of his term of service at the annual general meeting to the expiry of the fifth term of the Board. The Board agreed to submit the resolution to the Company's 2015 annual general meeting for consideration.

The nomination and remuneration committee of the Company expressed the following opinions: according to the curriculum vitae, working experience, etc. of Mr. Zhu Guang, the nomination of Mr. Zhu Guang as the candidate for the independent director of the fifth term of the Board meets the basic qualifications of an independent director as set forth in the Company Law of the PRC, Guiding Opinions on the Establishment of Independent Director System in Listed Companies, the articles of association of the Company, etc. Mr. Zhu Guang maintains independence and has the essential working experience for discharging the duties as an independent director. There is no such case as stipulated in relevant laws and regulations that the candidate is prohibited from taking up the role as an independent director, nor is there any circumstance that the nomination may violate the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited. The nominating procedure is in compliance with the relevant provisions of the laws, regulations, regulatory documents and the articles of association of the Company. The committee agreed to submit the nomination to the Board for consideration.

The independent directors of the Company agreed with the opinions of the nomination and remuneration committee and agreed to nominate Mr. Zhu Guang as the candidate for the independent director of the Company.

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

For details of the independent director nominator's statement and independent director candidate's statement, please visit the website of Shanghai Stock Exchange (<http://www.sse.com.cn>) and the Company's website (<http://www.zjky.cn>).

30 April 2016
Board of Directors of
Zijin Mining Group Co., Ltd.*