
NOTICE OF 2015 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 2015 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 2015 will be held at 9 a.m. on Monday, 20 June 2016, at the conference room at 21/F., Zijin Headquarters, No. 1 Zijin Road, Shanghang County, Longyan City, 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 executing progress of repurchase of H shares and the change of registered capital of the Company. At the 2014 annual general meeting, the first A Shareholders' class meeting in 2015 and the first H Shareholders' class meeting in 2015 convened by the Company on 11 May 2015, 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 9 June 2015. As at 13 January 2016, the Company repurchased 32,070,000 H shares in aggregate, representing 0.556% and 0.149% 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\$86,165,000 (excluding commission and other expenses).

According to the articles of association and related regulations, the Company is in the process of cancellation of the 32,070,000 H shares repurchased. After cancellation of the repurchased shares, the total number of shares of the Company will be reduced by 32,070,000, the registered capital of the Company will be reduced by RMB3,207,000. After the reduction, the total number of shares of the Company will be 21,540,743,650, and the registered capital of the Company will be RMB2,154,074,365. It is proposed by the Company that the shareholders' general meeting approves the amendments to the relevant terms in the articles of association regarding the number of shares and the registered capital, etc., and authorises the Board of Directors to carry out procedures to change the business registration;

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2. 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 to deal with on behalf of the Company the relevant application, approval, registration, filing procedures and other related matters arising from the amendments to 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 arising from the amendments to the articles of association;
3. to consider and approve a general mandate for the Company to issue debt financing instruments (details set out in Appendix B);
4. to consider and approve the Company to provide guarantee to its overseas wholly-owned subsidiaries for the loans (details set out in Appendix C);
5. to consider and approve the provision of counter-guarantee for 2016 finance of Fujian Makeng Mining Co., Ltd. (details set out in Appendix D);

ORDINARY RESOLUTIONS

6. to consider and approve the Report of the Board of Directors of the Company for 2015;
7. to consider and approve the Report of the Independent Directors of the Company for 2015 (details set out in Appendix E);
8. to consider and approve the Report of Supervisory Committee of the Company for 2015;
9. to consider and approve the Company's financial report for the year ended 31 December 2015;
10. to consider and approve the Company's 2015 annual report and its summary report;
11. to consider and approve the profit distribution plan of the Company for the year ended 31 December 2015. The Board of Directors of the Company proposed the profit distribution plan for the year ended 31 December 2015 as follows: on the basis of 21,540,743,650 shares after deducting the number of H shares repurchased, the Board of Directors of the Company proposed to pay the qualified shareholders of the Company the final cash dividends of RMB0.6 per 10 shares (tax included). The total distribution of cash dividends amounted to RMB1,292,444,619. The remaining balance of undistributed profit will be reserved for further distribution in future financial years;
12. to consider and approve the calculation and distribution proposal for the remuneration of the Executive Directors and Chairman of Supervisory Committee of the Company for the year ended 31 December 2015 (details set out in Appendix F);

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13. to consider and approve the reappointment of Ernst & Young Hua Ming (LLP) as the Company's auditor for the year ended 31 December 2016, and to authorise the chairman of the Board of Directors, president and financial controller to determine the remuneration; and
14. to elect Mr. Zhu Guang (朱光先生) as an independent non-executive director of the fifth Board of Directors of the Company and his biographical details are set out in Appendix G; 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 May 2016

Notes:

- (A) **The Company's register of H Shares members will be closed from 21 May 2016 (Saturday) to 20 June 2016 (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 20 June 2016 (Monday, being the record date) will be entitled to attend and vote at the AGM of the Company to be convened on 20 June 2016 (Monday) at the conference room at 21/F., Zijin Headquarters, No. 1 Zijin Road, Shanghang County, Longyan City, Fujian Province, the PRC. The plan for the 2015 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 20 May 2016 (Friday).**

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 1 June 2016 (Wednesday).

Details of the office of the Secretariat of the Board of Directors are as follows:

20/F., Block B, Haifu Centre,
599 Sishui Road, Huli District,
Xiamen City, Fujian Province,
People's Republic of China
Tel: (86)592-2933653
Fax: (86)592-2933580

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- (C) Holders of H Shares who have the right to attend and vote at the AGM are entitled to appoint one or more proxies (whether or not a member) in writing to attend and vote on their 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 2015 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 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 document 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 show its own identification document and valid 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 show its own identification document and the authorisation instrument bearing the company chop of the legal person shareholder and duly signed 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 2016 (Note)</i>
Latest time for lodging transfer of shares	20 May (Friday) 4:30 p.m.
Book closure period (both days inclusive)	21 May (Saturday) to 20 June (Monday)
Record date	20 June (Monday)
AGM	20 June (Monday)
Announcement on results of the AGM	20 June (Monday)
Register of members re-opens	21 June (Tuesday)

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, Fang Qixue 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.*

Resolution in relation to Amendments to the Articles of Association

At the 2014 annual general meeting, the first A Shareholders' class meeting in 2015 and the first H Shareholders' class meeting in 2015 convened by Zijin Mining Group Co., Ltd.* (the "Company") on 11 May 2015, a resolution in relation to the proposal of granting a general mandate to the board of directors of the Company (the "Board") to repurchase H shares was approved, the Company has implemented the H shares repurchase. The Company proposes to amend the current articles of association of the Company (the "Articles of Association"). After being considered and approved by the Board, the resolution has to be submitted for the consideration of the shareholders' general meeting of the Company. It is also proposed that the shareholders' general meeting authorises the Board to deal with the matters related to the amendments to 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 21,572,813,650 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).

Amended to:

Article 17: The current share capital structure of the Company is: the Company's issued ordinary shares is 21,540,743,650 shares with RMB0.10 of par value per share, among which 15,803,803,650 shares are domestic shares (representing approximately 73.37% of total issued ordinary shares of the Company); 5,736,940,000 shares are H shares (representing approximately 26.63% of total issued ordinary shares of the Company).

2. Original:

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

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Amended to:

Article 20: The Company's registered share capital is RMB2,154,074,365.

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

Please consider and approve the aforesaid proposal.

Zijin Mining Group Co., Ltd.*

Board of Directors

25 March 2016

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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 needs for production and operation and overseas projects' infrastructure development and operation, supplement working capital and lower capital cost, the Company proposes to issue debt financing instruments on a one-off basis or by tranches within and outside the PRC. To grasp the favourable opportunities of the market, a general mandate to the board of directors (the "Board") to issue debt financing instruments will be submitted to the shareholders' general meeting for approval, details as follows:

1. Issuance amount, body and type

It is proposed that the shareholders' general meeting unconditionally authorises the Board with a general mandate 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 enterprise bonds, corporate bonds, ultra short-term financing bonds, short-term bonds, mid-term bonds, private placement notes, and other domestic or overseas debt financing instruments in Renminbi or foreign currencies approved to be issued by regulatory authorities.

In addition to the mid-term bonds of RMB8.3 billion (RMB1.7 billion was deducted in 2014 from the original registered amount of RMB10 billion) registered in September 2013 and the issuance of which was completed, together with the ultra short-term financing bonds of RMB8 billion registered in October 2015 and the corporate bonds of RMB8 billion registered in February 2016 the issuance of both of which are not yet completed, the issuance scale of this domestic and overseas debt financing instruments would not exceed RMB5 billion in total (including RMB5 billion, based on the balance to be repaid after issuance, for issuance in foreign currencies, based on the middle exchange rate as announced by the People's Bank of China on the issue date).

2. Major terms of the issuance

- (1) Issuance scale: issue debt financing instruments with an aggregate amount of not exceeding RMB5 billion (including RMB5 billion) or the equivalent in foreign currency within the period of authorisation.
- (2) Durations and varieties: a maximum of 10 years, can be in a single duration or a combination of various durations. The specific combination of the durations and the issuance scale of each duration type would be determined by the Board with reference to the relevant regulations and market conditions.
- (3) Use of proceeds: the proceeds raised from the issuance of debt financing instruments is expected to be used for fulfilling production and operational 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 according to the Company's capital needs.

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3. Issuance authorisation

- (1) It is proposed that the shareholders' general meeting unconditionally authorises the Board with 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 terms of principal and interests, determine the specific arrangements of raising proceeds, specific placing arrangements, underwriting 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 has taken any of the above actions and steps for the issuance of debt financing instruments, to approve, confirm and ratify those actions and steps.

4- If there are any changes to the regulatory policies or market conditions, except the matters for which re-voting is needed in a shareholders' general meeting as stipulated by relevant laws, regulations and the articles of association of the Company, the Board, within the scope of authorisation granted by a shareholders' general meeting, can make corresponding adjustments to the relevant matters of the specific 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 listing the debt financing instruments issued.

- (2) Agree that at the same time when approval and authorisation is granted by a shareholders' general meeting for the above matters, the financial controller and the secretary to the Board of the Company be further authorised by the Board to execute issuance matters for debt financing instruments according to the Company's particular needs and other market conditions.
- (3) Authorise the financial controller and the secretary to the Board 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.

4. Determine the valid period of the authorisation granted by shareholders' general meeting

The authorisation to issue debt financing instruments is valid from the date of approval at the 2015 annual general meeting to the convention date of the 2016 annual general meeting.

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If the Board or its authorised person has decided the issuance within the authorisation period, and the Company has obtained issuance approval (if necessary), permission or registration from regulatory authorities within the valid period of the authorisation, the Board of the Company could complete the relevant issuance tasks within the valid period specified by such approval, permission or registration.

Please consider and approve the aforesaid proposal.

Zijin Mining Group Co., Ltd.*

Board of Directors

25 March 2016

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Appendix C

Zijin Mining Group Co., Ltd.*

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 meet the capital needs of 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 subsidiaries at the 2014 annual general meeting, i.e. during the period from the date of passing the abovementioned resolution to the date of convening the 2015 annual general meeting, the Company can provide internal guarantee and external loan financing to its overseas wholly-owned subsidiaries or controlling subsidiaries set up for special purposes with a total guarantee amount of not exceeding US\$2 billion and authorise 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\$674,520,000.

The abovementioned proposal of internal guarantee and external loan financing not only fulfills the funds required for the acquisition and operation of the Company's overseas projects, 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 sixteenth 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 at the 2015 annual general meeting of the Company. 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.

As at 31 December 2015, the amount of total assets of Gold Mountains was RMB11,734,480,000. The amount of total liabilities was RMB11,230,550,000 (in which, the amount of bank borrowings was

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RMB3,960,980,000, the total amount of current liabilities was RMB6,365,230,000). The amount of net assets was RMB503,930,000. The debt ratio was 95.71%. The realised sales revenue in the year of 2015 was nil. The realised net profit was RMB35,560,000 (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\$431,190,000.

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\$800 million from 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

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 2015, the amount of total assets of Jinyu was RMB2,581,870,000. The amount of total liabilities was RMB2,577,770,000 (in which, the amount of bank borrowings was RMB848,410,000, the total amount of current liabilities was RMB2,263,360,000). The amount of net assets was RMB4,100,000. The debt ratio was 99.84%. The realised sales revenue in the year of 2015 was nil. The net profit was -RMB158,620,000 (the above financial figures were unaudited).

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.

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As at the date of this announcement, the balance of the guarantee amount provided by the Company to Jinyu is US\$96,330,000.

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\$800 million from financial institutions. The Company will provide guarantees to Jinyu through internal guarantee and external loan financing in respect of the abovementioned financing.

III. 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 (a wholly-owned subsidiary of the Company) incorporated in the British Virgin Islands.

As at 31 December 2015, the amount of total assets of Jin Cheng was RMB607,220,000. The amount of total liabilities was RMB636,560,000 (in which, the total amount of current liabilities was RMB636,560,000 with no bank borrowing). The amount of net assets was -RMB29,340,000. The debt ratio was 104.83%. The realised sales revenue in the year of 2015 was nil. The realised net profit was RMB192,000 (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 capital needs for the construction of La Compagnie Minière de Musonoie Global SAS mining project in the DR Congo in 2016, Jin Cheng proposed to apply for financing of US\$400 million from financial institutions 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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IV. Opinions of the board of directors

The sixteenth 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 foreign capital market effectively to meet the capital 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 overseas subsidiaries either directly or indirectly held by the Company.

As the debt ratios of the abovementioned targets of guarantees all exceed 70%, according to the relevant provisions of the "Securities Law of the PRC", "Company Law of the PRC" and the "Notice in relation to Regulating External Guarantee by the Listed Companies" (Zhengjianfa (2005) No.120) issued by the China Securities Regulatory Commission and the articles of association of the Company, etc., it is proposed that the shareholders' general meeting authorises the board of directors to provide internal guarantee and external loan financing with a maximum amount of US\$2 billion to the Company's overseas subsidiaries. The authorisation period is valid from the date of passing the resolution in the 2015 annual general meeting to the convention day of the 2016 annual general meeting in 2017. During the period, every case of internal guarantee and external loan financing must be disclosed to fulfill the information disclosure obligation. The amount of guarantee between the wholly-owned subsidiaries can be adjusted among themselves.

V. Accumulated amounts of guarantees and overdue guarantees provided

As at the date of this announcement, the actual amount of guarantees provided by the Company (including guarantee provided to the controlling subsidiaries) is RMB7,570,670,000 in aggregate (including the guarantee of RMB1,523,810,000 provided by the Company to the controlling subsidiaries for the loans provided by Zijin Finance Company Limited), representing 27.49% of the audited net assets of the Company as at the end of 2015. There is no overdue guarantee.

Zijin Mining Group Co., Ltd.*

Board of Directors

26 March 2016

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Appendix D

Zijin Mining Group Co., Ltd.*

Proposal in relation to the Provision of Counter-guarantee to an Associate

1. Overview of the guarantee

In order to meet the capital needs for normal production and operation and technological transformation, Fujian Makeng Mining Co., Ltd. (“Makeng Mining”), an associate of Zijin Mining Group Co., Ltd.* (the “Company”), proposed to apply for integrated credit loan facilities of not exceeding RMB760 million from the relevant banks in 2016, which will be guaranteed by its controlling shareholder, Fujian Rare Earth (Group) Co., Ltd. (“Fujian Rare Earth Group”). The other two shareholders of Makeng Mining will provide counter-guarantee according to their shareholdings in Making Mining, that is, the Company will provide counter-guarantee with its 41.5% equity interest in Making Mining and all of the interests derived from such shareholding as collaterals for Fujian Rare Earth Group.

Fujian Rare Earth Group, the Company and Fujian the 8th Geology Team hold 51%, 41.5% and 7.5% equity interest in Making Mining respectively.

The above proposal for guarantee was considered and approved at the sixteenth meeting of the fifth term of board of directors of the Company (the “Board”). All of the 12 directors of the Company participated in the voting and unanimously considered and approved the proposal.

Since the debt ratio of Makeng Mining as at 31 December 2015 was over 70%, pursuant to the relevant laws, regulations and the articles of association of the Company, the guarantee, after consideration and approval by the Board, is subject to the consideration and approval at the shareholders’ general meeting by the form of a special resolution.

As at the date of this announcement, the amounts of guarantee provided by the Company and Fujian Rare Earth Group to Makeng Mining were nil and RMB400 million respectively. The Company will correspondingly provide counter-guarantee with its 41.5% equity interest in Makeng Mining and all of the interests derived from such shareholding.

2. Basic information of the main debtor

Company name:	Fujian Makeng Mining Co., Ltd.
Registered address:	Xinluo District, Longyan City, Fujian Province
Legal representative:	Yan Ming
Registered capital:	RMB700 million
Scope of business:	Mining of iron ore, tungsten and molybdenum ore, limestone and gypsum; manufacture and sales of jewelry and ornaments; leasing of machinery and equipment (items which require approvals under the law shall be subject to approval from relevant departments before the commencement of business).

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As at 31 December 2014, Makeng Mining had total assets of RMB3,291,525,800, total liabilities of RMB2,245,190,600 (including RMB2,067,522,300 of bank borrowings and RMB1,584,190,600 of current liabilities), net assets of RMB1,046,335,200 and the debt ratio was 68.21%. The sales revenue and net profit realised for the year ended 31 December 2014 were RMB592,944,400 and RMB55,384,100 respectively. (the above financial information are audited)

As at 31 December 2015, Makeng Mining had total assets of RMB3,657,225,800, total liabilities of RMB2,653,562,100 (including RMB2,479,177,900 of bank borrowings and RMB1,571,112,100 of current liabilities), net assets of RMB1,003,663,700 and the debt ratio was 72.56%. The sales revenue and net profit realised for the year ended 31 December 2015 were RMB451,643,100 and RMB7,893,000 respectively. (the above financial information are unaudited)

3. Basic information of the guaranteed party

Company name:	Fujian Rare Earth (Group) Co., Ltd.
Registered address:	No. 1 Shengfu Road, Fuzhou City, Fujian Province
Legal representative:	Chen Junwei
Registered capital:	RMB1.6 billion
Scope of business:	Investment in rare metals (tungsten, molybdenum, etc.), rare earth and new materials for energy; wholesale and retail of metal materials, non-ferrous metals (excluding precious metals), ferrous metals and its calendared products, non-metallic ore and its products, general machinery, batteries, construction materials, chemical raw materials (excluding dangerous chemical products and precursor chemical products of poisons), spare parts for automobile, arts and crafts; metallurgical technology services and its relevant information consulting services (items which require approvals under the law shall be subject to approval from relevant departments before the commencement of business).

As at 31 December 2014, Fujian Rare Earth Group had total assets of RMB26,522,459,300, total liabilities of RMB13,671,091,900 (including RMB2,349,503,000 of bank borrowings and RMB10,026,309,900 of current liabilities), equity attributable to owners of the parent of RMB4,271,733,000 and the debt ratio was 51.55%. The sales revenue and net profit attributable to owners of the parent realised for the year ended 31 December 2014 were RMB11,337,488,400 and RMB136,744,900 respectively. (the above financial information are audited)

As at 31 December 2015, Fujian Rare Earth Group had total assets of RMB26,587,840,100, total liabilities of RMB14,793,651,100 (including RMB3,159,067,800 of bank borrowings and RMB10,028,388,000 of current liabilities), equity attributable to owners of the parent of RMB3,755,238,100 and the debt ratio was 55.64%. The sales revenue and net profit attributable to owners of the parent realised for the year ended 31 December 2015 were RMB8,679,231,500 and -RMB388,403,300 respectively. (the above financial information are unaudited)

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Fujian Rare Earth Group is a state-owned and wholly-owned company under the State-owned Assets Supervision and Administration Commission of Fujian Province. There is no connected relationship between the Company and Fujian Rare Earth Group.

4. Major contents of the counter-guarantee agreement

Makeng Mining proposed to apply for integrated credit loan facilities of not exceeding RMB760 million from the relevant banks in 2016, which will be guaranteed by its controlling shareholder, Fujian Rare Earth Group. The other two shareholders of Makeng Mining will provide counter-guarantee with their shareholdings in Making Mining, that is, the Company will provide counter-guarantee with its 41.5% equity interest in Making Mining and all of the interests derived from such shareholding as collaterals for Fujian Rare Earth Group.

The counter-guarantee agreement has not yet been executed. It is proposed that the shareholders' general meeting authorises the Company's management to execute the relevant agreements.

5. Opinions of the board of directors

The board of directors believes that as Fujian Rare Earth Group provides full guarantee for Makeng Mining, and the production and operation of Makeng Mining are under normal condition, based on the principle of fairness about risk-and-profit-sharing, the board of directors agreed that the Company provides counter-guarantee with all equity interest in Makeng Mining and all of the interests derived from such shareholding as collaterals for Fujian Rare Earth Group.

6. The amounts of accumulated guarantees and overdue guarantees provided by the Company

As at the date of the announcement, the actual amount of guarantees provided by the Company (including guarantees provided to the Company's wholly-owned and controlling subsidiaries) was RMB7,570,670,000 in aggregate (including the guarantees of RMB1,523,810,000 provided by the Company, the Company's wholly-owned and controlling subsidiaries to Zijin Finance Co., Ltd. for the loans to the Company's wholly-owned and controlling subsidiaries), representing 27.49% of the audited net assets of the Company as at the end of 2015. There is no overdue guarantee.

Zijin Mining Group Co., Ltd.*
Board of directors
26 March 2016

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

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

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Appendix E

Zijin Mining Group Co., Ltd.* Report of Independent Directors for 2015

As the independent directors of Zijin Mining Group Co., Ltd.*, we exerted our professional expertise. We strictly complied with the “Company Law of the PRC”, “Securities Law of the PRC”, “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 discharged the duties stipulated by the articles of association of the Company and the responsibilities as independent directors, worked with integrity and diligence. We arranged time to carry out studies and researches for subsidiaries at the base 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 of directors (the “Board”) meetings, shareholders’ general meetings, annual working conference 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 proceeds raised, external investment, etc., practically protected the interests of the Company’s shareholders as a whole, especially the interests of minority shareholders. Details of the discharge of our duties in 2015 are as follows:

1. Attendance at Board meetings and shareholders’ general meetings

The Company convened 37 Board meetings and 3 shareholders’ general meetings in 2015, our attendance is as follows:

Meeting Name	Board meeting					Shareholders’ general meeting		
	Number of meeting for the year	Actual number of meeting attended			Absent	Number of meeting for the year	Actual number of meeting attended	Absent
Attended in person		By telecommunication	Number of meeting attended by proxy					
Ding Shida	37	11	26	0	0	3	3	0
Lu Shihua	37	11	26	0	0	3	3	0
Sit Hoi Wah, Kenneth	37	9	28	0	0	3	3	0
Qiu Guanzhou	37	4	32	1	0	3	2	1

Most of the independent directors attended all the Board meetings and shareholders’ general meetings in person in 2015. 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 considered every proposal conscientiously during the meetings, actively joined the discussions and expressed their opinions, exercised the voting rights in a rigorous manner, fully served 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:

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

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committee, we strictly followed the “Implementation Policy for the Audit and Internal Control Committee of the Board of Directors” to start the work with diligence, helped the Board of the Company to seriously discharge their duties and combined the Company’s “Working Policy of Independent Directors for Annual Report”, “Working Schedule of the Audit and Internal Control Committee”, etc., earnestly reviewed the periodic reports of the Company during the reporting period, completed various tasks of the audit and internal control committee well 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 statements 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 statements 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 statements prepared by the Company and other relevant materials to the Board for consideration.

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 field, 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 of accounting 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 external auditors’ 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 advices for amendments, supplements and improvements.

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

During the reporting period, except the change of an executive director, the team of directors, supervisors and senior management was relatively stable. The independent directors of the Company delivered independent opinions on the remuneration of directors and senior management. They considered that the 2014 annual remunerations received by the Company’s directors and senior management were in strict compliance with the remuneration policy approved at the shareholders’ 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.

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3. Independent opinions on connected transactions, provision of 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 articles of association of the Company to perform examinations on the connected transactions which occurred in the Company’s daily production and 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 prejudiced (especially that of the minority shareholders) and other aspects. Independent judgements were made and independent opinions were issued.

In 2015, the fifth term of independent directors issued independent opinions on the following connected transactions:

1. On 6 February 2015, the extraordinary meeting of the fifth term of the Board passed the “Resolution related to the Connected Transaction of Sales of Copper Concentrates from Xinjiang Ashele Copper Company Limited to Xinjiang Wuxin Copper Company Limited”;
2. On 23 June 2015, the extraordinary meeting of the fifth term of the Board passed the “Resolution related to the Connected Transaction of Thrive Build Investments Limited Renewing Shareholder’s Loans for Gold Eagle Mining Investment Limited”;
3. On 20 October 2015, the extraordinary meeting of the fifth term of the Board passed the “Resolution related to the Provision of Counter-guarantee to an Associate, which Constitutes a Connected Transaction”;
4. On 26 October 2015, the extraordinary meeting of the fifth term of the Board passed the “Resolution related to the Continuing Connected Transaction of Zhuoxin Investments’ Purchase of Gold Bullion from BNL”; and
5. On 26 November 2015, the extraordinary meeting of the fifth term of the Board passed the “Resolution related to the Continuing Connected Transaction of Zhuoxin Investments’ Purchase of Gold Bullion from BNL”.

The independent directors considered that the above connected transactions were necessary for the Company’s production and operation, and were in accordance with the provisions of the articles of association of the Company; the terms of the transactions followed the principles of fairness, equality and justice, and were in the interests of the Company and its shareholders as a whole. In the meetings of the Board which considered the above resolutions related to the connected transactions, the connected directors abstained from voting, and the voting procedures were in accordance with provisions of the relevant laws and the articles of association of the Company.

(2) Status on provision of guarantee

According to the stipulations of the “Notice in relation to Regulating External Guarantee by the Listed Companies”, “Notice of Several Issues in relation to Funds between Listed Companies and

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Connected Parties and External Guarantee by the Listed Companies” and the articles of association of the Company, thorough study and verification were made on the funds occupied by connected parties and the accumulated and current provision of guarantees by the Company in 2014. 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 2014 Company’s Social Responsibilities Report” and “The 2014 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 a standard audit report with unqualified opinion was issued.

4. Other tasks of independent directors

(1) In-depth investigation and research on the base-level subsidiaries of the Group

During the reporting period, the fifth term of independent directors joined the study team of independent directors and external supervisors organised by the Company to perform field study in more than 10 subsidiaries of the Company, 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 subsidiaries in those areas. In particular, the independent directors were highly concerned about aspects such as operations in compliance with law and regulations, production safety, 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, and obtained first-hand information for the formulation of strategies of the Company.

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- (2) During the discharge of their duties, the independent directors often carried out active, continuous supervision and tracking on corporate governance structure and daily operation management of the Company.

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 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' general meetings and Board 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 2015, 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 the Company Law of the PRC, Securities Law of the PRC, Code of Corporate Governance for Listed Companies and Enterprise Internal Control, etc., deepened their knowledge and understanding on the way to improve corporate governance structure of listed companies, as well as the way to enhance standardised 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 2015, 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, 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, the supervisory committee and the management of the Company for their effective collaboration and supports during our discharge 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
25 March 2016

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Appendix F

Resolution regarding the Calculation and Distribution Proposal for the Remuneration of the Executive Directors and the Chairman of the Supervisory Committee for 2015

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 at the first extraordinary general meeting of the Company in 2013, upon calculation based on the external business environment and operating results of the Company in 2015, the nomination and remuneration committee of the board of directors (the “Board”) proposes the calculation and distribution proposal for the remuneration of the below-mentioned directors and supervisor in 2015, which will be submitted to the Board meeting for consideration and the 2015 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, Fang Qixue, Lin Hongfu

Chairman of the supervisory committee: Lin Shuiqing

2. The total amount of remuneration of the executive directors and the chairman of the supervisory committee in 2015 (in RMB) (for 8 persons)

Basic annual salary: RMB15,280,000

Incentive salary: RMB6,590,000

Total annual salary in 2015: RMB21,870,000

Please consider the proposal.

Zijin Mining Group Co., Ltd.*

Nomination and Remuneration Committee of the Board of Directors

25 March 2016

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Appendix G: Biography of Mr. Zhu Guang

Mr. Zhu Guang (朱光), male, aged 59, Chinese, was born in 1957 with Heilongjiang ancestry. He is a member of the Chinese Communist Party. He graduated from the University of International Business and Economics in 1987 and obtained a Master degree in International Economy; in 2003, he was granted a Doctoral degree in Economics by the Central University of Finance and Economics. He currently serves as the vice-chairman of HOPU Jinghua (Beijing) Investment Consultancy Co., Ltd. (“HOPU Investment”). At the same time, he is a visiting professor of the Central South University and the Central University of Finance and Economics.

Mr. Zhu joined China Minmetals Corporation since 1987. He served as the general manager of Minmetals Trading Co., Ltd. in 1994 to oversee the businesses of iron and steel raw materials (iron ores, scrap steel, scrap vessel businesses) and iron and steel products; in 1995, he served as the general manager of Minmetals International Non-ferrous Metals Co., Ltd.; in 1999, he served as the senior vice-president and Party Member of China Minmetals Corporation to oversee the non-ferrous metals business segment. From 2009 to the present, he has been working with HOPU Investment and has been serving as the president of Longming iron mine on behalf of HOPU Investment.

Previously, Mr. Zhu has also held a number of other positions namely the vice-chairman of Xiamen Tungsten Co., Ltd., vice-president of China Tungsten Industry Association, chairman of International Tungsten Industry Association, and the chairman of Jiangxi Tungsten Industry Group Co. Ltd., China United Copper Co., Ltd., Minmetals Aluminium Company Limited and Sherwin Alumina L.P. of the United States, respectively, and vice-chairman of Guangxi Huayin Aluminium Co., Ltd., etc.

The proposed term of service of Mr. Zhu will be for the period from the date of the upcoming annual general meeting to the expiry of the fifth term of the Board being 24 October 2016.

As at the date of this notice, Mr. Zhu 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. Zhu does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company. Save as disclosed herein, Mr. Zhu 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 member of the Company’s group.

Save as disclosed herein, there is no other information related to Mr. Zhu’s appointment 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.

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A resolution will therefore be proposed at the annual general meeting to authorise the Board of Directors to enter into new service contract and/or appointment letter with Mr. Zhu. 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.

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