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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)**

### **Withholding and Payment of Enterprise Income Tax for Non-resident Enterprise Shareholders in respect of 2015 Final Dividend**

Reference is made to the Annual Results Announcement for the Year Ended 31 December 2015 dated 25 March 2016, the Announcement in relation to the Company's Profit Distribution Plan for 2015 dated 4 May 2016, the Notice of 2015 Annual General Meeting dated 6 May 2016 and the Announcement in relation to Closure Period of Register of Members of H Shares for the Proposed Distribution of 2015 Final Dividend dated 8 June 2016 of Zijin Mining Group Co., Ltd.\* (the "Company") which, among other things, mentioned the proposed final dividend.

Pursuant to the "Enterprise Income Tax Law of the People's Republic of China" (the "Enterprise Income Tax Law") and the "Detailed Rules for the Implementation of the Enterprise Income Tax Law of the People's Republic of China" (the "Tax Law"), and the "Notice of the State Administration of Taxation on the Issues concerning Withholding the Enterprise Income Tax on the Dividends Paid by Chinese Resident Enterprises to H-share Holders Which Are Overseas Non-resident Enterprises" (Guoshuihan [2008] No. 897) all implemented in 2008, beginning from 1 January 2008, any Chinese domestic enterprise which pays dividend to a non-resident enterprise shareholder in respect of accounting periods beginning from 1 January 2008 shall withhold and pay 10% enterprise income tax for such shareholder.

The 2015 final dividend will be paid to the shareholders whose names appear on the register of members of the Company (the "Register") on Thursday, 30 June 2016 (the "Record Date"). The dividend cheques will be dispatched on Friday, 22 July 2016.

In accordance with the Tax Law and its relevant rules and regulations, the Company has an obligation to withhold and pay the 10% enterprise income tax from the payment of the 2015 final dividend to shareholders who are non-resident enterprise (including HKSCC Nominees Limited) whose names are registered on the Register as of the Record Date. The term "non-resident enterprise" when used in this announcement shall have the same meaning as defined under the Tax Law and its relevant rules and

regulations.

If any resident enterprise (as defined in the Enterprise Income Tax Law) listed on the register of members of H Shares of the Company which is duly incorporated in the PRC or under the laws of a foreign country (or a region) but with a PRC-based de facto management body, does not wish the Company to withhold and pay the said 10% enterprise income tax, it shall submit to Computershare Hong Kong Investor Services Limited at or before 4:30 p.m., Thursday, 23 June 2016 the related documents to confirm its resident enterprise status, including: 1. a legal opinion issued by a Mainland China qualified lawyer (with the seal of the applicable law firm affixed); 2. together with duly certified true copies of the certificate of enterprise code for PRC enterprises (中華人民共和國組織機構代碼證) issued by the relevant PRC governmental authorities or equivalent documents certified by a Hong Kong solicitor or accountant, that establishes its resident enterprise status.

### **Withholding of Income Tax for H Shareholders through the Shanghai-Hong Kong Stock Connect**

Pursuant to the Notice on the Taxation Policies Related to the Pilot Programme of the Shanghai-Hong Kong Stock Connect (Cai Shui [2014] No. 81) (《關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2014]81號)) promulgated on 17 November 2014:

1. For Mainland individual investors who invest in the H Shares of the Company through the Shanghai-Hong Kong Stock Connect programme, the Company will withhold individual income tax at the rate of 20% in the distribution of final dividend. Individual investors may, by producing valid tax payment proofs, apply to the competent tax authority of China Securities Depository and Clearing Company Limited for tax credit relating to the withholding tax already paid abroad. For Mainland securities investment funds that invest in the H Shares of the Company through the Shanghai-Hong Kong Stock Connect programme, the Company will withhold individual income tax in the distribution of final dividend pursuant to the foregoing provisions;
2. For Mainland corporate investors that invest in the H Shares of the Company through the Shanghai-Hong Kong Stock Connect programme, the Company will not withhold the income tax in the distribution of final dividend and the Mainland corporate investors shall file the tax returns on their own.

The final dividend to be distributed to the H Shareholders through the Shanghai-Hong Kong Stock Connect will be paid in Renminbi. The record date and the date of distribution of cash dividends and other arrangements for the investors of Shanghai-Hong Kong Stock Connect will be the same as those for the H Shareholders of the Company.

Should the H Shareholders of the Company have any doubt in relation to the aforesaid arrangements, they are recommended to consult their tax advisors for relevant tax implications in Mainland China, Hong Kong

and other countries (regions) on the possession and disposal of the H Shares of the Company.

Investors should read this announcement carefully. The Company has no obligation and will not be responsible for confirming the identities of any shareholders. The Company will withhold and pay for the enterprise income tax, strictly in accordance with the Tax Law and its relevant rules and regulations, based on the information contained in the Register on the Record Date. The Company will owe no liability whatsoever in respect of and will not entertain any claims arising from any delay in, or inaccurate determination of, the status of the shareholders or any disputes over the mechanism of withholding.

The above-mentioned proposed distribution of final dividend is subject to the approval of shareholders at the annual general meeting of the Company to be held on Monday, 20 June 2016.

Any consequential changes to the expected timetable will be published by way of public announcement.

This announcement is made by the Company on a voluntary basis.

**Investors and shareholders are advised by the board of directors to exercise caution when dealing in the shares of the Company.**

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*

Fujian, the PRC, 14 June 2016

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