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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 the Second Extraordinary General Meeting in 2016

NOTICE IS HEREBY GIVEN THAT the second extraordinary general meeting in 2016 (the “EGM”) of Zijin Mining Group Co., Ltd.* (the “Company”) will be held at 9 a.m. on Thursday, 25 August 2016, at the conference room at 10/F., Airport Hotel of Zijin Mining Group (Xiamen) Investment Co., Ltd., 128 Xiangyun 3rd Road, Huli District, Xiamen City, Fujian Province, the People’s Republic of China (the “PRC”) to consider, approve and authorise the following matters:

RESOLUTIONS

1. Special Resolution: “To consider and approve Phase 1 of the Employee Stock Ownership Scheme of the Company (Draft) and its summary”;
2. Special Resolution: “To consider and approve the formulation of the Administrative Policy of the Employee Stock Ownership Scheme of the Company”;
3. Special Resolution: “To consider and approve the authorisation to the Board to handle all the matters relating to the current Employee Stock Ownership Scheme”;
4. Special Resolution: “To consider and approve the satisfaction of the conditions for the Non-public Issuance of A Shares of the Company”;
5. Special Resolution: “To consider and approve the Proposal on the Non-public Issuance of A Shares of the Company” (the following resolutions to be voted item by item);
 - 5.01 Class and nominal value of the shares to be issued;
 - 5.02 Methods and time of issuance;
 - 5.03 Issuing objects and methods of subscription;
 - 5.04 Subscription price and pricing principles;
 - 5.05 Number of shares to be issued;

- 5.06 Lock-up period;
- 5.07 Use of proceeds raised;
- 5.08 Proposal for arrangement of the accumulated distributable profits before the Non-public Issuance of A Shares;
- 5.09 Listing place of the shares;
- 5.10 Validity period of the resolutions;
6. Special Resolution: “To consider and approve the Plan for the Non-public Issuance of A Shares of the Company”;
7. Ordinary Resolution: “To consider and approve the Feasibility Report on the Use of Proceeds Raised in the Non-public Issuance of A Shares”;
8. Ordinary Resolution: “To consider and approve not to produce a report on the use of proceeds previously raised”;
9. Special Resolution: “To consider and approve the connected transactions under the Non-public Issuance of A Shares”;
10. Special Resolution: “To consider and approve the Company to enter into a “Conditional Share Subscription Agreement for the Non-public Issuance of A Shares” with its controlling shareholder”;
11. Special Resolution: “To consider and approve the Company to enter into a “Conditional Share Subscription Agreement for the Non-public Issuance of A Shares” with Phase 1 of the Employee Stock Ownership Scheme of the Company”;
12. Ordinary Resolution: “To consider and approve the dilutive impact of the Non-public Issuance of A Shares on immediate returns and the adoption of recovery measures”;
13. Ordinary Resolution: “To consider and approve the undertakings of the Directors and senior management of the Company in relation to the recovery measures for returns”; and
14. Special Resolution: “To consider and approve the authorisation to the Board to handle all the matters relating to the Non-public Issuance of A Shares”.

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

Fujian, the PRC, 11 July 2016

Notes:

- (A) **The Company's register of H Shares members will be closed from 26 July 2016 (Tuesday) to 25 August 2016 (Thursday) (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 25 August 2016 (Thursday, being the record date) will be entitled to attend and vote at the EGM of the Company to be convened on 25 August 2016 (Thursday) at the conference room at 10/F., Airport Hotel of Zijin Mining Group (Xiamen) Investment Co., Ltd., 128 Xiangyun 3rd Road, Huli District, Xiamen City, Fujian Province, the PRC. In order to be qualified for attending and voting at the EGM, all transfers of shares must be lodged with the Registrar of H Shares of the Company no later than 4:30 p.m. on 25 July 2016 (Monday).**

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 EGM must complete and return the reply slip in writing to the Secretariat of the Board of Directors twenty days before the EGM, that is 5 August 2016 (Friday).

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

- (C) Holders of H Shares who have the right to attend and vote at the EGM 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.
- (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 EGM. The address is: 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
- (F) If a proxy is appointed to attend the EGM 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 EGM, 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 EGM is expected to last for a half day, and shareholders attending the EGM will be responsible for their own travelling and accommodation expenses.

EXPECTED TIMETABLE

| | <i>Year 2016 (Note)</i> |
|--|---|
| Latest time for lodging transfer of shares | 25 July (Monday) 4:30 p.m. |
| Book closure period (both days inclusive) | 26 July (Tuesday) to 25 August (Thursday) |
| Record date | 25 August (Thursday) |
| EGM | 25 August (Thursday) |
| Announcement on results of the EGM | 25 August (Thursday) |
| Register of members re-opens | 26 August (Friday) |

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, Zhu Guang, 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.