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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)

Revised 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”;
- 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”;

15. Ordinary Resolution: “To consider and approve the satisfaction of the conditions for issuance of the Renewable Corporate Bonds of the Company” (details set out in Appendix B to this notice); and
16. Special Resolution: “To consider and approve issuance of the Renewable Corporate Bonds” (the following resolutions to be voted item by item) (details set out in Appendix B to this notice);
 - 16.01 Size of issuance and face value;
 - 16.02 Maturity;
 - 16.03 Coupon rate and determination method;
 - 16.04 Method of issuance;
 - 16.05 Guarantee arrangement;
 - 16.06 Redemption terms or repurchase terms;
 - 16.07 Terms for deferring interest payment;
 - 16.08 Restrictions on deferring interest payment;
 - 16.09 Use of proceeds raised;
 - 16.10 Issuing objects and placement arrangements for shareholders of the Company;
 - 16.11 Underwriting method and listing arrangement;
 - 16.12 Creditworthiness of the Company and the guarantee measures of repayment;
 - 16.13 Validity period of the resolutions;
 - 16.14 Matters to be authorised in relation to issuance of the Renewable Corporate Bonds.

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

Fujian, the PRC, 10 August 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.

Appendix A Explanation on Additional Resolution Proposed

1. Proposer: Minxi Xinghang State-owned Assets Investment Company Limited (“Minxi Xinghang”)
2. Description of the procedure for proposing additional resolution

Zijin Mining Group Co., Ltd* (the “Company”) issued notices on 11 July 2016 regarding the convention of shareholders’ general meetings. Minxi Xinghang, a shareholder solely holding 26.33% of the Company’s shares, proposed an additional resolution on 5 August 2016 and submitted it in writing to the convener of the shareholders’ general meetings. The convener of the shareholders’ general meetings has made an announcement pursuant to the relevant provisions of the “Rules Governing the Shareholders’ General Meetings of Listed Companies”.

3. Details of the additional resolutions proposed

Minxi Xinghang was aware that the “Resolution in relation to Issuance of Renewable Corporate Bonds”, among other relevant resolutions, were considered and approved by the extraordinary meeting of the fifth term of the board of directors of the Company (the “Board”) on 5 August 2016. Since the execution of such resolutions is subject to the consideration and approval of the shareholders’ general meeting, Minxi Xinghang, in the form of an additional resolution, proposes to submit the resolutions in relation to issuance of renewable corporate bonds, as considered and approved by the Board, to the forthcoming shareholders’ general meeting for consideration.

For details of the aforesaid resolutions, please refer to the Company’s announcement titled “Resolutions of the Extraordinary Meeting of the Fifth Term of the Board of Directors of Zijin Mining Group Co., Ltd.*” dated 6 August 2016 and other relevant announcements on the website of Shanghai Stock Exchange (www.sse.com.cn).

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

Appendix B Explanation of Satisfaction of the Conditions for Issuance and Overview of the Plan for Issuance of Renewable Corporate Bonds

1. Explanation regarding the satisfaction of the conditions for issuance of the renewable corporate bonds (the “Renewable Corporate Bonds” or the “Bonds”) of the Company

Pursuant to the relevant provisions of the “Company Law of the People’s Republic of China”, “Securities Law of the People’s Republic of China”, “Administrative Measures for the Issuance and Trading of Corporate Bonds” and other laws, regulations and regulatory documents, the board of directors of the Company (the “Board”), upon conducting careful analysis and study on the qualifications of the Company for issuance of Renewable Corporate Bonds, considered that the Company satisfies all the requirements and conditions for issuance of Renewable Corporate Bonds.

2. Overview of the issuance

For the purpose of expanding financing channels, further optimising asset and debt structure and propelling the Company’s sustainable development, the Board resolved that the Company may seek favourable timing to issue the Renewable Corporate Bonds in a timely manner, subject to the validity period of the resolutions. Details of the proposal is as follows:

(1) Size of issuance and face value

The size of issuance of the Renewable Corporate Bonds will be no more than RMB5 billion (RMB5 billion inclusive). It is proposed that the shareholders’ general meeting authorises the Board or such persons as authorised by the Board to determine the specific size of issuance in accordance with the relevant laws and regulations, the advice and recommendations of regulatory authorities, the Company’s capital needs and the market conditions prevailing at the time of issuance, subject to the aforesaid scope. The face value of the Renewable Corporate Bonds is RMB100 each.

(2) Maturity

The maturity of the Renewable Corporate Bonds to be issued is 5+N years, i.e. the base period is 5 years, at the end of the base period and the end of each renewal period, the Company has an option to renew the Bonds. Each renewal period must not be longer than the base period. The Bonds will mature when the Company decides not to exercise the renewal option and redeems the Bonds in full amount.

(3) Coupon rate and determination method

The Renewable Corporate Bonds to be issued are fixed-rate bonds. The interest is calculated per annum using simple interest method and there will not be any compound interest. In case of deferred interest payment, interest should be accrued on each deferred interest at the coupon rate prevailing at the current term.

Coupon rate for the base period shall be determined through negotiations between the Company and the lead underwriter with reference to qualified investors' offline book-building results, subject to a pre-set range for the coupon rate. The coupon rate is fixed throughout the base period, and will be reset once in every renewal period. The method of resetting the coupon rate shall be determined through negotiations between the Company and the lead underwriter in accordance with the relevant regulations in the PRC.

(4) Method of issuance

The Renewable Corporate Bonds will be issued publicly in one or more tranches, upon obtaining the approval of the Chinese Securities Regulatory Commission. It is proposed that the shareholders' general meeting authorises the Board or such persons as authorised by the Board to determine the specific method of issuance, based on the Company's capital needs and the market conditions prevailing at the time of issuance.

(5) Guarantee arrangement

The Renewable Corporate Bonds to be issued shall be non-guaranteed bonds.

(6) Redemption terms or repurchase terms

It is proposed that the shareholders' general meeting authorises the Board or such persons as authorised by the Board to determine whether the Renewable Corporate Bonds to be issued shall include redemption terms or repurchase terms, and details of the respective terms.

(7) Terms for deferring interest payment

Issuer of the Renewable Corporate Bonds to be issued is provided an option to defer interest payment. Except in the case of mandatory interest settlement, on every interest payment date of the Renewable Corporate Bonds to be issued, the Company has an option to defer the interest payment for the current period, and all the interest deferred and brought forward from prior periods and the yields thereby arising in the manner stipulated in this term, to the next interest payment date, the number of times for deferring interest payment is subject to no restriction.

(8) Restrictions on deferring interest payment

Circumstances where mandatory settlement of interests is required for the Renewable Corporate Bonds to be issued: in the event that the following matters occur in the 12 months prior to the interest payment date, the Company is prohibited from deferring the interest payment for the current period, and all the interest deferred and brought forward from prior periods and the yields thereby arising which are agreed upon: (1) dividend distribution to holders of ordinary shares; and (2) reduction of registered capital.

Deferring the interest payment of the Renewable Corporate Bonds to be issued is subject to the following restrictions: in the event that the Company exercises the option to defer interest payment, it is prohibited from taking the following actions until all the deferred interest payment brought forward from prior periods and the yields thereby arising are fully settled: (1) dividend distribution to holders of ordinary shares; and (2) reduction of registered capital.

(9) Use of proceeds raised

After deducting the issuance expenses, proceeds raised in the Renewable Corporate Bonds to be issued are intended to be used in supplementing working capital and other purposes as authorised by the laws and regulations. It is proposed that the shareholders' general meeting authorises the Board or such persons as authorised by the Board to determine the specific use of proceeds and proportion to be used according to the actual requirements of the Company.

(10) Issuing objects and placement arrangements for shareholders of the Company

The issuing objects of the Renewable Corporate Bonds to be issued will be the qualified investors who meet the requirements of the Administrative Measures for the Issuance and Trading of Corporate Bonds. The Renewable Corporate Bonds to be issued will not be placed to the Company's shareholders with priority.

(11) Underwriting method and listing arrangement

The Renewable Corporate Bonds to be issued shall be underwritten by the underwriting syndicate organised by the lead underwriter by way of standby underwriting. Upon completion of the issuance of the Bonds and subject to fulfillment of the conditions precedent for listing, the Company will apply for listing and trading the Bonds to be issued on the Shanghai Stock Exchange. Upon the approval/verification of the relevant regulatory authorities and as authorised by applicable laws and regulations, the Company may also apply for listing and trading the Bonds on other trading platforms.

(12) Creditworthiness of the Company and the guarantee measures of repayment

The Company has good creditworthiness during the last 3 years. In the aspect of guarantee measures of repayment, it is proposed that the shareholders' general meeting authorises the Board or such persons as authorised by the Board to at least implement the following guarantee measures in case the Company anticipates that it is unable to repay the principal and interests of the current Repayable Corporate Bonds to be issued as scheduled, or the Company anticipates that it is unable to repay the principal and interests of the Bonds when they become due:

1. Not to distribute dividends to the shareholders;
2. Suspend the implementation of projects that incur capital expenditure such as material external investments, mergers and acquisitions, etc.;
3. Adjust, reduce or cease to pay the salary and bonus of the directors and senior management; and
4. Prohibit re-designation of key personnel who are accountable for such event.

(13) Validity period of the resolutions

The validity period of the resolutions regarding issuance of the Renewable Corporate Bonds shall be 24 months commencing from the date of consideration and approval at the shareholders' general meeting.

(14) Matters to be authorised in relation to issuance of the Renewable Corporate Bonds

For the smooth implementation of the specific matters in the issuance process, it is proposed that the shareholders' general meeting authorises the Board or such persons as authorised by the Board to, based on the principle of ensuring the maximisation of the Company's interests and subject to the framework of issuance proposal and principles as approved by the shareholders' general meeting, handle all the relevant matters regarding the issuance, including but not limited to:

1. Formulate, adjust or terminate matters relating to issuance of the Renewable Corporate Bonds pursuant to the national laws, regulations, relevant provisions of the securities regulatory authorities and resolutions of the shareholders' general meeting and based on the specific conditions of the Company and the bond market, including but not limited to all matters in relation to the Renewable Corporate Bonds such as specific size of issuance, quantity to be issued, maturity of the Bonds, coupon rate and its determination method, whether to exercise the renewal option, whether to defer interest payment and its details, issuance arrangement, timing of issuance, rating arrangement, specific subscription method, specific placement arrangement, redemption terms or repurchase terms, order of repayment, methods of repayment of principals and interests, use of proceeds raised, listing of the Bonds, or termination of the issuance with reference to the actual market condition, etc.;
2. Determine and engage intermediate institutions to carry out applications and filings relating to issuance of the Renewable Corporate Bonds, and carry out the matters related to listing of the Bonds, repayment of principals and interests after the conclusion of issuance of the Renewable Corporate Bonds, including but not limited to authorise, sign, execute and amend the documents, deeds, agreements, contracts (including but not limited to underwriting agreements, entrusting management agreements for the Bonds, listing agreements and other legal documents) which are necessary to the issuance and listing of the Renewable Corporate Bonds;
3. Select trustee for the Renewable Corporate Bonds to be issued, enter into entrusting agreement of the Bonds and formulate rules of bondholders' meeting;
4. Negotiate with the relevant commercial bank over the opening of specific bank accounts for the proceeds raised, and enter into 3-party supervisory agreement with the underwriter, and commercial bank at which the proceeds raised will be deposited, according to the progress of the project;
5. Apart from the matters requiring shareholders' general meeting to re-vote pursuant to the relevant laws, regulations and articles of association of the Company, adjust the

matters relating to the issuance of the Renewable Corporate Bonds correspondingly pursuant to the opinions of regulatory authorities and based on policy and market changes, etc., or determine whether to continue the work associated with issuance of the Renewable Corporate Bonds based on the actual situation; and

6. Handle all other matters relating to issuance of the Renewable Corporate Bonds.

The Board of the Company proposes that the shareholders' general meeting authorises the chairman of the Company to be the authorised person in charge of issuance of the Renewable Corporate Bonds, who should, on the Company's behalf, handle the specific matters relating to issuance of the Renewable Corporate Bonds pursuant to the resolutions of the shareholders' general meeting and the authorisation of the Board.

The above authorisation is valid from the date of passing the resolution at the shareholders' general meeting of the Company to the date the above authorised matters are completed.

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