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If you have sold or transferred all your shares in Zijin Mining Group Co., Ltd.*, you should at once pass this circular to the purchaser, the transferee, the bank, the stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.



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)

- (1) PROPOSED ELECTION OF DIRECTORS AND SUPERVISORS;**
- (2) REMUNERATION AND ASSESSMENT PROPOSAL OF DIRECTORS AND SUPERVISORS OF THE SIXTH TERM;**
- (3) CHANGE OF THE BUSINESS SCOPE OF THE COMPANY AND AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY;**
- (4) ONE-OFF USE OF PERSONAL OPTION BONUS REMUNERATIONS BY EXECUTIVE DIRECTORS AND CHAIRMAN OF THE SUPERVISORY COMMITTEE FOR PARTIAL SUBSCRIPTION UNDER THE EMPLOYEE STOCK OWNERSHIP SCHEME;**
- (5) AMENDMENTS TO THE ADMINISTRATIVE MEASURES OF CONNECTED TRANSACTIONS OF THE COMPANY**

A letter from the Board is set out on pages 3 to 6 of this circular.

Notice convening the EGM to be held at the conference room at 21/F., Zijin Headquarters, No. 1 Zijin Road, Shanghang County, Fujian Province, the PRC on Friday, 30 December 2016 at 9 a.m. was issued on 15 November 2016.

Reply slip, proxy form for holders of H Shares and ballot for use at the said meeting were issued on 15 November 2016. Shareholders who intend to attend the respective meeting shall complete and return the reply slip in accordance with the instructions printed thereon before Friday, 9 December 2016.

Whether or not you are able to attend the EGM, please complete the proxy form and ballot in accordance with the instructions printed thereon. The proxy form and ballot shall be lodged with the registrar of H Shares of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 24 hours before the time appointed for the holding of the relevant meeting or any adjournment thereof (as the case may be). Completion and return of the proxy form and ballot will not prevent you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

* *The English name of the Company is for identification purpose only*

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DEFINITIONS

In this circular, the following expressions have the following meanings unless the context requires otherwise:

“A Share(s)”	the domestic share(s) issued by the Company to domestic investors with a nominal value of RMB0.10 each, which are listed on the Shanghai Stock Exchange;
“A Shareholder(s)”	holder(s) of A Share(s);
“Articles of Association”	the articles of association of the Company, as amended, modified or otherwise supplemented from time to time;
“Associate(s)”	has the meaning ascribed thereto under the Hong Kong Listing Rules;
“Board”	the board of Directors of the Company;
“Company” or “Zijin Mining”	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 PRC with limited liability;
“Controlling Shareholder”	has the meaning ascribed thereto under the Hong Kong Listing Rules;
“Director(s)”	the director(s) of the Company;
“EGM”	the third extraordinary general meeting in 2016 to be held at the conference room at 21/F., Zijin Headquarters, No. 1 Zijin Road, Shanghang County, Fujian Province, the PRC on Friday, 30 December 2016 at 9 a.m.;
“Group”	the Company and its subsidiaries;
“H Share(s)”	the overseas-listed foreign invested share(s) in the Company’s share capital, with a nominal value of RMB0.10 each, which are listed on the Hong Kong Stock Exchange;
“H Shareholder(s)”	holder(s) of H Share(s);
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Hong Kong Listing Rules” or “Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange;
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Latest Practicable Date”	21 November 2016, being the latest practicable date prior to the issuance of this circular for ascertaining certain information contained herein;

DEFINITIONS

“PRC”	The People’s Republic of China but for the purpose of this circular, excludes Hong Kong, Macau SAR and Taiwan;
“RMB”	Renminbi, the lawful currency of the PRC;
“Securities Law”	the Securities Law of the PRC;
“SFO”	Securities and Futures Ordinance (Cap. 571 of the laws of Hong Kong) ;
“Shanghai Stock Exchange”	Shanghai Stock Exchange of the PRC;
“Share(s)”	ordinary share(s) with a nominal value of RMB0.10 each in the share capital of the Company including A Share(s) and H Share(s);
“Shareholder(s)”	the shareholder(s) of the Company including A Shareholder(s) and H Shareholder(s);
“Shenzhen Stock Exchange”	Shenzhen Stock Exchange of the PRC;
“Supervisor(s)”	the supervisor(s) of the Company;
“Supervisory Committee”	the supervisory committee of the Company;
“%”	per cent.

LETTER FROM THE BOARD



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)

Executive Directors:

Chen Jinghe (*Chairman*)
Wang Jianhua (*President*)
Qiu Xiaohua
Lan Fusheng
Zou Laichang
Fang Qixue
Lin Hongfu

Non-executive Director:

Li Jian

Independent non-executive Directors:

Lu Shihua
Ding Shida
Zhu Guang
Sit Hoi Wah, Kenneth

*Registered office and principal
place of business in the PRC:*
No. 1 Zijin Road
Shanghang County
Fujian Province
The PRC

Place of business in Hong Kong:
Unit 7503A, Level 75
International Commerce Centre
1 Austin Road West
Kowloon, Hong Kong

29 November 2016

To the Shareholders

Dear Sir/Madam,

- (1) PROPOSED ELECTION OF DIRECTORS AND SUPERVISORS;**
- (2) REMUNERATION AND ASSESSMENT PROPOSAL OF DIRECTORS AND SUPERVISORS OF THE SIXTH TERM;**
- (3) CHANGE OF THE BUSINESS SCOPE OF THE COMPANY AND AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY;**
- (4) ONE-OFF USE OF PERSONAL OPTION BONUS REMUNERATIONS BY EXECUTIVE DIRECTORS AND CHAIRMAN OF THE SUPERVISORY COMMITTEE FOR PARTIAL SUBSCRIPTION UNDER THE EMPLOYEE STOCK OWNERSHIP SCHEME;**
- (5) AMENDMENTS TO THE ADMINISTRATIVE MEASURES OF CONNECTED TRANSACTIONS OF THE COMPANY**

LETTER FROM THE BOARD

1. INTRODUCTION

The purpose of this circular is to provide you with details regarding (1) proposed election of Directors and Supervisors; (2) remuneration and assessment proposal of Directors and Supervisors of the sixth term; (3) change of the business scope of the Company and amendments to the Articles of Association of the Company; (4) one-off use of personal option bonus remunerations by executive Directors and chairman of the Supervisory Committee for partial subscription under the employee stock ownership scheme; and (5) amendments to the Administrative Measures of Connected Transactions of the Company, which are the proposals to be tabled to the EGM.

2. ELECTION OF DIRECTORS

The Board currently consists of 12 Directors, including 7 executive Directors, namely, Mr. Chen Jinghe, Mr. Wang Jianhua, Mr. Qiu Xiaohua, Mr. Lan Fusheng, Mr. Zou Laichang, Mr. Fang Qixue and Mr. Lin Hongfu, 1 non-executive Director, namely, Mr. Li Jian, and 4 independent non-executive Directors, namely, Mr. Lu Shihua, Mr. Ding Shida, Mr. Zhu Guang and Mr. Sit Hoi Wah, Kenneth.

According to Article 106 of the Articles of Association, the term of office of each of the Directors is 3 years. Under the Articles of Association, the appointments of the Directors are subject to the approval by the Shareholders at a shareholders' general meeting and their terms of office shall commence on the date of their appointments. Each Director shall be eligible for re-election by the Shareholders upon the end of the term. The sixth term of the Board will consist of 12 Directors, including 7 executive Directors, 1 non-executive Director and 4 independent non-executive Directors. Among which, 6 executive Directors, 1 non-executive Director and 4 independent non-executive Directors will be elected at the EGM. There is 1 more executive Director candidate who will be nominated separately to the shareholders' general meeting in accordance with the provisions of the Articles and Association.

The Board has nominated Mr. Chen Jinghe, Mr. Lan Fusheng, Mr. Zou Laichang, Mr. Lin Hongfu, Mr. Fang Qixue and Ms. Lin Hongying as candidates for election as executive Directors of the sixth term, Mr. Li Jian as candidate for election as non-executive Director of the sixth term, and Mr. Lu Shihua, Mr. Zhu Guang, Mr. Sit Hoi Wah, Kenneth and Mr. Cai Meifeng as candidates for election as independent non-executive Directors of the sixth term. The term of office of the sixth term of the Board shall commence on the date of the EGM and expire on 29 December 2019.

At the EGM, proposals will be tabled to elect the Directors of the sixth term and approve the remuneration and assessment proposal of the Directors of the sixth term, details of which are set out in Appendix 2 to this circular.

If the proposals are approved at the EGM, the Board will enter into new service contracts and/or appointment letters with each of the newly elected Directors whose term shall commence on the date of the EGM.

The biographical details of the candidates proposed to be elected as the Directors at the EGM are set out in Appendix 5 to this circular.

3. ELECTION OF SUPERVISORS

The Supervisory Committee currently consists of 5 Supervisors, including 2 representatives of staff and workers of the Company and 3 representatives of Shareholders, namely, Mr. Lin Shuiqing, Mr. Xu Qiang and Mr. Fan Wensheng.

LETTER FROM THE BOARD

According to Article 127 of the Articles of Association, the term of office of each of the Supervisors is 3 years. According to Article 128 of the Articles of Association, the appointments of the Shareholders' representative Supervisors are subject to the approval by the Shareholders at a shareholders' general meeting and their terms of office shall commence on the date of their appointments. Each Shareholders' representative Supervisor shall be eligible for re-election by the Shareholders upon the end of the term.

The Supervisory Committee has nominated Mr. Lin Shuiqing, Mr. Xu Qiang and Mr. Fan Wensheng as candidates for election as the Shareholders' representative Supervisors of the sixth term. The term of office of the sixth term of the Supervisory Committee shall commence on the date of the EGM and expire on 29 December 2019.

At the EGM, proposals will be tabled to elect the Supervisors of the sixth term and approve the remuneration and assessment proposal of the Supervisors of the sixth term, details of which are set out in Appendix 2 to this circular.

If the proposals are approved at the EGM, the Board will enter into new service contracts and/or appointment letters with each of the newly elected Supervisors whose term will commence on the date of the EGM.

The biographical details of the candidates proposed to be elected as the Shareholders' representative Supervisors at the EGM are set out in Appendix 5 to this circular.

4. REMUNERATION AND ASSESSMENT PROPOSAL OF DIRECTORS AND SUPERVISORS OF THE SIXTH TERM

In order to ascertain the remuneration and assessment proposal of the Directors and Supervisors of the sixth term, establish a scientific, standardised and unified performance assessment system and use it as a basis for remuneration realisation, implementation of effective incentives and restrictions, management and supervision, so as to improve the Company's results and core competitiveness, and to fully motivate the enthusiasm and sense of responsibility of the Directors and the Supervisors, the Board formulated the remuneration and assessment proposal of the Directors and Supervisors of the sixth term, details of which are set out in Appendix 2 to this circular.

5. EXTRAORDINARY GENERAL MEETING

The Board has resolved to convene the EGM for election of the Directors and the Supervisors, approval of the remuneration and assessment proposal of the Directors and Supervisors of the sixth term, and consideration and approval of the proposals in relation to change of the business scope of the Company and amendments to the Articles of Association of the Company (please refer to Appendix 1 of this circular), one-off use of personal option bonus remunerations by executive Directors and chairman of the Supervisory Committee for partial subscription under the employee stock ownership scheme (please refer to Appendix 3 of this circular) and amendments to the Administrative Measures of Connected Transactions of the Company (please refer to Appendix 4 of this circular).

LETTER FROM THE BOARD

Notice of the EGM was issued to the Shareholders on 15 November 2016. Whether or not you are able to attend the EGM, please complete the proxy form and ballot in accordance with the instructions printed thereon. The proxy form and ballot shall be lodged with the registrar of H Shares of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 24 hours before the time appointed for the holding of the relevant meeting or any adjournment thereof (as the case may be). Completion and return of the proxy form and ballot will not prevent you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

6. PROCEDURES FOR DEMANDING A POLL BY THE SHAREHOLDERS

Pursuant to Article 85 of the Articles of Association, voting at the EGM shall be taken by poll.

7. CUMULATIVE VOTING

When the Directors or the Supervisors are elected through cumulative voting at the EGM, the maximum valid voting right of a voter is the product of (i) the number of Shares held by such Shareholder, and (ii) the number of the Directors, or the Supervisors to be elected. A voter can cast all of his or her votes to one candidate or distribute his or her votes among several candidates. The Directors or the Supervisors are elected by more than half of valid votes cast via cumulative voting at the EGM.

8. RECOMMENDATION

The Directors consider that the proposed election of the Directors and Supervisors, the remuneration and assessment proposal of Directors and Supervisors of the sixth term, change of the business scope of the Company and amendments to the Articles of Association of the Company, one-off use of personal option bonus remunerations by executive Directors and chairman of the Supervisory Committee for partial subscription under the employee stock ownership scheme and amendments to the Administrative Measures of Connected Transactions of the Company are all in the interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend you to vote in favour of all the relevant proposals to be tabled to the EGM.

9. MISCELLANEOUS

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

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

* *The English name of the Company is for identification purpose only*

Zijin Mining Group Co., Ltd.*
Proposal in relation to the Change of the Business Scope of the Company and
Amendments to the Articles of Association of the Company

Dear Shareholders,

In view of the needs in production and operation, it is proposed that the business scope of the Company be expanded to incorporate (i) underground mining of copper ores; and (ii) tourist accommodations, with corresponding amendment be made to Article 11 of the Articles of Association; also, due to reform in the Company's management and control system, and for aligning with the modifications made to the Company's policies, it is proposed that amendment be made to Article 112 of the Articles of Association. Additionally, it is proposed that the Board be authorised by the shareholders' general meeting to deal with the matters relating to the amendments to the Articles of Association including change of business registration with relevant PRC authorities, filings, etc.

Please refer to the attachment for details of the "Proposal in relation to Amendments to the Articles of Association".

The aforesaid proposal was considered and approved at the twelfth extraordinary meeting in 2016 of the fifth term of the Board and is hereby tabled to the shareholders' general meeting for consideration.

Zijin Mining Group Co., Ltd.*
Board of Directors
29 November 2016

Attachment**Proposal in relation to Amendments to the Articles of Association**

1. Original: Article 11: The business scope of the Company shall be consistent with and subject to the items approved by the authority responsible for the registration of the Company.

The main business scope of the Company includes: exploration of minerals, mining and processing of gold ores; gold refinery; mining and processing of copper ores; copper refinery; integration service on information and technology systems; consultation service on information and technology; sales of jewellery and ornaments, crafts and art products, mineral products, machinery and equipment, chemical products (excluding dangerous chemical products and precursor chemical products of poisons), hydropower generation; investment in mining industry, hotel industry and construction industry; foreign trade; land transportation of general goods; land transportation of hazardous goods. Open pit mining of copper and gold ores; research and development of mining engineering technology, mining machinery and equipment specifically for use in metallurgy; manufacture of mining machinery and equipment specifically for use in metallurgy (only for branches). (Items which require approvals under the law shall be subject to the approval from relevant departments before the commencement of business)

.....

Amended to: Article 11: The business scope of the Company shall be consistent with and subject to the items approved by the authority responsible for the registration of the Company.

The main business scope of the Company includes: exploration of minerals, mining and processing of gold ores; gold refinery; mining and processing of copper ores; copper refinery; integration service on information and technology systems; consultation service on information and technology; sales of jewellery and ornaments, crafts and art products, mineral products, machinery and equipment, chemical products (excluding dangerous chemical products and precursor chemical products of poisons), hydropower generation; investment in mining industry, hotel industry and construction industry; foreign trade; land transportation of general goods; land transportation of hazardous goods. Open pit mining of copper and gold ores, **underground mining of copper ores**; research and development of mining engineering technology, mining machinery and equipment specifically for use in metallurgy; manufacture of mining machinery and equipment specifically for use in metallurgy; **tourist accommodations** (only for branches). (Items which require approvals under the law shall be subject to the approval from relevant departments before the commencement of business)

.....

2. Original: Article 112: The board of directors shall define the scope of external investment, purchases and sales of assets, assets pledge, external guarantee issue, committed wealth management, connected transaction and set up stringent procedures in review and decision making. In formulating a comprehensive investigation, specialists and professionals should be gathered to assess the major investment project and seek shareholders' approval in general meeting.

When the Company carries out external investments, purchases and sales of assets (excluding fixed assets), committed wealth management, it shall comply with the listing rules of Hong Kong Stock Exchange and Shanghai Stock Exchange and its update from time to time. The decision making shall follow the specification in the Company's investment management policy.

.....

Amended to: Article 112: The board of directors shall define the scope of external investment, purchases and sales of assets, assets pledge, external guarantee issue, committed wealth management, connected transaction and set up stringent procedures in review and decision making. In formulating a comprehensive investigation, specialists and professionals should be gathered to assess the major investment project and seek shareholders' approval in general meeting.

When the Company carries out external investments, purchases and sales of assets (excluding fixed assets), committed wealth management, it shall comply with the listing rules of Hong Kong Stock Exchange and Shanghai Stock Exchange and its update from time to time. The decision making shall follow the specification in the **Company's corresponding rules and policies**.

.....

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

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

Zijin Mining Group Co., Ltd.*
**Remuneration and Assessment Proposal of Directors and Supervisors of the
Sixth Term**

Dear Shareholders,

In order to ascertain the remuneration and assessment proposal of the Directors and Supervisors of the sixth term, establish a scientific, standardised and unified performance assessment system and use it as a basis for remuneration realisation, implementation of effective incentives and restrictions, management and supervision, so as to improve the Company's results and core competitiveness, and to fully motivate the enthusiasm and sense of responsibility of the Directors and the Supervisors, the Board formulated the remuneration and assessment proposal of the Directors and Supervisors of the sixth term.

1. Principles

To prioritise efficiency but also take fairness and equity into consideration;

To determine the remunerations proportionate to the contributions made to the enterprise;

To match responsibilities, rights and interests and to match short-term interests with long-term interests.

2. Targets

This remuneration and assessment proposal is applicable to chairman of the Board, vice-chairmen of the Board, executive Directors and chairman of the Supervisory Committee.

Annual allowance is applicable to non-executive Director, independent non-executive Directors and Supervisors.

3. Determination of the Remunerations of the Chairman, Vice-Chairmen, Executive Directors and Chairman of the Supervisory Committee

3.1. Basic annual salary and annual incentive salary

(1) Basic annual salary

According to the different duties and responsibilities of each position, the basic monthly salary ranges from RMB150,000 to RMB250,000; specific individual basic annual salary is set out in the contract of employment between the Company and the appointee.

(2) Annual incentive salary

Annual incentive salary of executive Directors and chairman of the Supervisory Committee = (the Company's profit after tax for the current year - the Company's net assets as at last year end x 5%) x 0.07% x number of staff x assessment coefficient

Annual incentive salary of the Chairman of the Board and president = (the Company's profit after tax for the current year - the Company's net assets as at last year end x 5%) x 0.1% x assessment coefficient

Note:

- The Company's profit after tax for the current year represents the Group's net profit attributable to owners of the parent in the consolidated financial statements as prepared in accordance with China Accounting Standards;
- The Company's net assets as at last year end represents the Group's equity attributable to owners of the parent in the consolidated financial statements as prepared in accordance with China Accounting Standards;
- The assessment coefficient ranges from 0.7 to 1.3, the nomination and remuneration committee of the Board has the right to determine the assessment coefficient for annual incentive salary according to the operational condition of the current year (i.e. a floating range of incentive salary).

3.2. Categories of annual incentive salary

Annual incentive salary comprises two parts.

In which, 50% of annual incentive salary is immediate annual incentive salary, which will be distributed in cash after assessment results being approved at a shareholders' general meeting;

50% of annual incentive salary is option bonus, for which the Company has set up a specific account to convert the amount into virtual shares based on the audited net assets per share of the assessment year.

The virtual shares have the same rights to income and bear the same risks as ordinary shares; they are entitled to dividends and bonus issue, but are not entitled to voting rights and participation of placement. If there is a placement, virtual shares should be appropriately adjusted in accordance with the net assets amount after placement. Virtual shares cannot be transferred and pledged.

3.3 Remuneration assessment and realisation

- (1) Annual salary will be assessed and confirmed annually, in principle, the assessment and confirmation should be completed by the first quarter of the following year and the confirmation of operating results will be based on the audited annual report. The nomination and remuneration committee will be responsible for the assessment and formulation of assessment method.

- (2) The annual incentive salary can be adjusted up or down according to the assessment coefficient and will be booked in the administrative expenses after approval in the shareholders' general meeting of the Company.
- (3) If there is substantial change in the market, the remuneration and assessment proposal can be amended or adjusted according to constant prices of gold and metals. If there is any major or substantial environmental incident during the year, the annual incentive salary can be vetoed.
- (4) Distribution of basic annual salary and annual incentive salary:
 1. Basic annual salary is paid on a monthly basis.
 2. Calculation and distribution of annual incentive salary.

- 1) Calculation and distribution of annual incentive salary:

Annual incentive salary is calculated using the formula under section 3.1(2) of this proposal, and the portion of immediate incentive salary will be distributed within one month following the approval at shareholders' general meeting.

- 2) Calculation and realisation of the option bonus:

Option bonus will not be distributed in the assessment year. The amount of option bonus for the year will only be converted into virtual shares based on the year-end net asset value. The virtual shares are entitled to share dividends for the current and subsequent years.

Realisation of the option bonus: based on a 3-year cycle, the yearly realisation will be carried out in each of the 3 years based on a ratio in the order of 40%; 30%; 30% respectively. Realised amount is calculated according to the following formula:

Realised amount = Number of virtual shares to be realised for the current year
x audited net assets per share realised as at last year end.

4. Accountability

- 4.1 In the event of resignation that is due to breach of contract or improper reasons during the term of service, the accumulated option bonus to which the person was entitled shall not be realised, and shall be forfeited and used to offset the administrative expenses of the Company.
- 4.2 Those persons who are unable to keep up with corporate development, or made substantial mistake in business decision and management which has led to a substantial loss of the Company are subject to early termination of employment contract by the shareholders'

general meeting. They will be held accountable for the consequences in accordance with the provisions of the Company Law of the People's Republic of China (the "Company Law"), the relevant laws, regulations and the Articles of Association and their annual incentive salary of that year shall be forfeited.

- 4.3 During the term of service, in the event that a person violates any laws, regulations, the Articles of Association or makes any false statement or engages in any improper conduct to obtain the annual incentive salary when discharging his duties, his accumulated annual incentive salary shall be forfeited.

5. Allowance for Directors and Supervisors

- 5.1 Annual allowance for each independent non-executive Director and non-executive Director is RMB150,000 (RMB180,000 for independent non-executive Director who is a resident of Hong Kong), calculated and distributed on a monthly basis.
- 5.2 Annual allowance for vice-chairman of the Supervisory Committee is RMB120,000, calculated and distributed on a monthly basis; annual allowance for each of the other Supervisors is RMB72,000, calculated and distributed on a monthly basis.
- 5.3 In addition to the above allowance, daily duty allowance for each of the independent non-executive Directors and non-executive Director is RMB1,200 (RMB1,600 for independent non-executive Director who is a resident of Hong Kong) respectively and daily duty allowance for the vice-chairman of the Supervisory Committee is RMB1,000.

6. Others

- 6.1 The Directors or Supervisors who serve as a director or supervisor concurrently in any subsidiary or associate company are entitled to receive additional director and supervisor allowance. They are required to report to the Board, and the Board shall review their additional allowance together with their annual salary during the assessment.
- 6.2 The nomination and remuneration committee of the Board is responsible for the performance assessment of the above salaried personnel, and calculation of the floating range and the amount of total annual incentive salary according to the assessment results, which will be proposed to the shareholders' general meeting for approval. The nomination and remuneration committee of the Board shall propose the distribution proposal according to the performance of every assessee, submit the proposal to the chairman of the Board for review and then execute.
- 6.3 Any annual remuneration and allowance in this proposal are tax-inclusive and the tax is to be settled by the salaried personnel; the individual income tax will be withheld and paid by the Company on behalf of the personnel.

7. This proposal shall be applied during the term of service of the Board and Supervisory Committee of the sixth term.
8. The Board proposes that the shareholders' general meeting authorises the chairman of the Board to, according to the terms and conditions he thinks fit, enter into service contracts and/or appointment letters with each of the Directors and Supervisors, and deal with all other necessary and related matters, and authorises the nomination and remuneration committee of the Board to make proper amendments and adjustments to this assessment proposal according to the market and operating results, etc., and propose the total amount of the remunerations calculated to the shareholders' general meeting for approval.
9. The above proposal was approved at the twelfth extraordinary meeting in 2016 of the fifth term of the Board and is now tabled to the shareholders' general meeting for consideration.

Zijin Mining Group Co., Ltd.*
Board of Directors
29 November 2016

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

APPENDIX 3 PROPOSAL IN RELATION TO ONE-OFF USE OF PERSONAL OPTION BONUS REMUNERATIONS BY EXECUTIVE DIRECTORS AND CHAIRMAN OF THE SUPERVISORY COMMITTEE FOR PARTIAL SUBSCRIPTION UNDER THE EMPLOYEE STOCK OWNERSHIP SCHEME

Zijin Mining Group Co., Ltd.*

Proposal in relation to One-off Use of Personal Option Bonus Remunerations by Executive Directors and Chairman of the Supervisory Committee for Partial Subscription under the Employee Stock Ownership Scheme

Dear Shareholders,

In order to improve the benefit- and risk-sharing mechanism of the employees and shareholders of Zijin Mining Group Co., Ltd.* (the “Company”), the Company convened the eighteenth meeting of the fifth term of the board of directors on 8 July 2016, at which phase 1 of the employee stock ownership scheme (the “Employee Stock Ownership Scheme”) and subscription of the Employee Stock Ownership Scheme in the Company’s non-public issuance of A Shares in 2016 (the “Non-public Issuance”) were considered and approved.

The Employee Stock Ownership Scheme proposed to raise gross proceeds of RMB401.7 million from the directors, supervisors and senior management of the Company, and from the core employees of the Company and its subsidiaries. The proceeds will be used in the subscription for the Company’s Non-public Issuance of A Shares. Based on the minimum subscription price of RMB3.03/share, the total number of shares to be subscribed will be not more than 132,574,257 shares, and the final number of shares to be subscribed is subject to the final price as determined by the market. The total number of employees participating in the Employee Stock Ownership Scheme is below 3,200. In which, the Company’s directors, supervisors and senior management (totaled 14 persons) including Mr. Chen Jinghe, etc., contributed a total of RMB64.89 million, representing 16.15% of the total proceeds raised. The sources of funds are derived from the legitimate salary of the Company’s employees participating in the Employee Stock Ownership Scheme, as well as their self-financing funds and funds raised in other manners in compliance with the laws and regulations.

The first extraordinary general meeting in 2013 of the Company considered and approved the “Remuneration and Assessment Proposal of Directors of the Board and Supervisors of the Supervisory Committee of the Fifth Term”, pursuant to which the option bonus remunerations of executive directors and chairman of the supervisory committee would not be distributed in the assessment year, the option bonus amount for the year would only be converted into virtual shares based on the year-end net asset value. According to a cycle of every three years, the yearly realisation of the option bonus would be carried out in 3 years based on a ratio in the order of 40%: 30%: 30% respectively.

For the purposes of encouraging the participation of the Company’s directors and supervisors, enabling an alternative source of fund for part of their participation and promoting the smooth implementation of the Employee Stock Ownership Scheme, the nomination and remuneration committee of the board of directors of the Company considered and approved the one-off use of personal option bonus remunerations by executive directors and chairman of the supervisory committee of the Company in the amount of RMB3,868,760.29 (final amount is subject to the calculation based on the current remuneration and assessment proposal of the Company) for partial

APPENDIX 3 PROPOSAL IN RELATION TO ONE-OFF USE OF PERSONAL OPTION BONUS REMUNERATIONS BY EXECUTIVE DIRECTORS AND CHAIRMAN OF THE SUPERVISORY COMMITTEE FOR PARTIAL SUBSCRIPTION UNDER THE EMPLOYEE STOCK OWNERSHIP SCHEME

subscription under the Employee Stock Ownership Scheme. Furthermore, Mr. Wang Jianhua, the president of the Company, will redeem on a one-off basis the entirety of his personal option bonus remunerations in the amount of RMB1,666,042.31 (before tax, final amount is subject to the calculation based on the current remuneration and assessment proposal of the Company).

Table of estimated personal option bonus remunerations of executive directors and chairman of the supervisory committee

Name	Number of virtual shares accumulated between 2013-2015 (shares)	Net assets per share in 2015	Unit: RMB
			Estimated personal option bonus remunerations (up to the end of 2015)
Chen Jinghe	1,015,907	1.2182	1,237,606.20
Lan Fusheng	444,653	1.2182	541,688.67
Zou Laichang	456,388	1.2182	555,984.57
Fang Qixue	352,050	1.2182	428,877.11
Lin Hongfu	469,900	1.2182	572,445.27
Lin Shuiqing	436,830	1.2182	532,158.47
Total	3,175,728		3,868,760.29

The above proposal was approved at the twelfth extraordinary meeting in 2016 of the fifth term of the board of directors and is now tabled to the shareholders' general meeting for consideration.

Zijin Mining Group Co., Ltd.*
Board of Directors
29 November 2016

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

Zijin Mining Group Co., Ltd.*
Proposal in relation to Amendments to the Administrative Measures of Connected Transactions of the Company

Dear Shareholders,

In order to ensure that the Administrative Measures of Connected Transactions of Zijin Mining Group Co., Ltd.* (the “Company”) is consistent with the provisions of the current laws, regulations and regulatory documents, pursuant to the Company Law of the People’s Republic of China (the “Company Law”), the Securities Law of the People’s Republic of China (the “Securities Law”), the listing rules of the stock exchanges where the Company’s shares are listed, the Guidelines of the Shanghai Stock Exchange on the Implementation of Connected Transactions and the articles of association of the Company (the “Articles of Association”), etc., after considering the actual situation of the Company, the Company proposes to carry out structural amendments to the Administrative Measures of Connected Transactions originally passed at the 2006 annual general meeting. The details of the major amendments are as follow:

1. Clarify the department responsible for connected transaction management

The revised Administrative Measures of Connected Transactions clarifies that the securities department of the office of the board of directors of the Company (the “Board Office”) is responsible for formulating and improving the relevant management policies of connected transactions of the Company, and regulating connected transaction management, in accordance with the relevant rules and regulations. It is also responsible for compiling the proposals in relation to connected transactions for submission to the board of directors’ meeting and shareholders’ general meeting for their approval, and fulfilling information disclosure obligations accordingly.

2. Modify the definition of connected parties and connected transactions

The revised Administrative Measures of Connected Transactions stipulates that the meaning of connected parties and connected transactions as defined by the CSRC, the Shanghai Stock Exchange, the Stock Exchange of Hong Kong Limited and other relevant regulatory provisions should prevail. This prevents inconsistency between the provisions of the Administrative Measures of Connected Transactions and those of the aforesaid regulatory authorities, which are amended from time to time.

3. Establish an internal approval procedure for connected transactions

The revised Administrative Measures of Connected Transactions clearly specifies that a written report is required to be submitted to the securities department of the Board Office whenever the Company or its subsidiaries intend(s) to carry out transactions with its/their connected parties in the course of business and management. The securities department of the Board Office should crosscheck the requirements by referring to both the listing rules of the stock exchanges on which the Company’s

**APPENDIX 4 PROPOSAL IN RELATION TO AMENDMENTS TO THE ADMINISTRATIVE
MEASURES OF CONNECTED TRANSACTIONS OF THE COMPANY**

stocks are listed, and the Company's respective rules and policies, to review the proposed connected transactions with the relevant departments and provide feedbacks, in order to ensure that the decision-making procedures for connected transactions are in compliance with the laws and regulations.

4. Uphold the principle of adherence to the strictest standards in respect of the approval authority for carrying out connected transactions

The revised Administrative Measures of Connected Transactions clearly outlines the requirements that the Company should abide by the strictest standards in respect of the approval authority for carrying out connected transactions. The stricter of the requirements for disclosure and approval authority should be followed when discrepancies exist between the stipulations of the Rules Governing the Listing of Stocks on Shanghai Stock Exchange and the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange.

The above proposal was approved at the twelfth extraordinary meeting in 2016 of the fifth term of the board of directors and is now tabled to the shareholders' general meeting for consideration.

Attachment: Administrative Measures of Connected Transactions

Zijin Mining Group Co., Ltd.*
Board of Directors
29 November 2016

Attachment

Zijin Mining Group Co., Ltd.*
Administrative Measures of Connected Transactions

Chapter 1 General Rules

Article 1 To enhance the management of connected transactions of Zijin Mining Group Co., Ltd.* (hereinafter referred to as the “Company”), clearly define management duties and the allocation thereof, protect the legitimate interests of the shareholders of the Company and creditors, and in particular, those of the minority investors of the Company, and to ensure that the connected transactions, to be entered into between the Company and the connected parties are in line with the principle of fairness, openness and impartiality, these administrative measures (the “Administrative Measures”) are formulated in accordance with the “Company Law of the PRC”, the “Securities Law of the PRC”, provisions of the regulatory documents in respect of connected transactions as promulgated by the China Securities Regulatory Commissions (the “CSRC”) and the Securities & Futures Commission of Hong Kong (the “SFC”), Rules Governing the Listing of Stocks on Shanghai Stock Exchange, and Rules Governing the Listing of Securities on the Hong Kong Stock Exchange, as well as the Articles of Association of the Company.

Article 2 The formation, amendment, termination and performance of connected transaction contracts should form part of the corporate governance of the Company, and should be dealt with stringently pursuant to the relevant regulatory provisions and the Administrative Measures.

Article 3 The securities department of the office of the board of directors of the Company (the “Board Office”) is responsible for formulating and improving the relevant management policies of connected transactions of the Company, and regulating connected transaction management, in accordance with the relevant rules and regulations. It is also responsible for compiling the proposals in relation to connected transactions for submission to the board of directors’ meeting and shareholders’ general meeting for their approval, and fulfilling information disclosure obligations accordingly.

Chapter 2 Connected Parties and Connected Transactions

Article 4 In this Administrative Measures, connected parties refer to the connected persons and/or connected parties as defined in the Rules Governing the Listing of Stocks on Shanghai Stock Exchange, the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange, and the relevant rules and regulations promulgated in the PRC and Hong Kong.

APPENDIX 4 PROPOSAL IN RELATION TO AMENDMENTS TO THE ADMINISTRATIVE MEASURES OF CONNECTED TRANSACTIONS OF THE COMPANY

Article 5 In this Administrative Measures, connected transactions refer to the transfer of resources or obligations between the Company (or its subsidiaries) and its connected parties, or other matters which may cause a transfer of resources or obligations by way of agreement, as defined in the relevant provisions of the CSRC, the Shanghai Stock Exchange and the Stock Exchange of Hong Kong Limited.

Chapter 3 Principles of Connected Transactions

Article 6 The connected transactions of the Company should be conducted in accordance with the following basic principles:

- (1) the principle of compliance;
- (2) the principle of honesty and credibility;
- (3) the principle of fairness, openness and impartiality;
- (4) the principle of abstention from voting.

Chapter 4 Price Determination of Connected Transactions

Article 7 The price of connected transactions of the Company means the transaction price of the goods or services in the connected transactions entered into between the Company and its connected parties. A written agreement which clearly sets out the pricing policy should be entered into whenever the Company is engaged in connected transactions. In the course of carrying out connected transactions, if there is material change in transaction price or other main clauses in the agreement, the Company should initiate a new approval procedure for the agreement containing the varied amount of transaction price.

Article 8 Price determination of the Company's connected transactions:

Price determination of the Company's connected transactions should be fair, in the interests of the listed company's shareholders as a whole and based on the following principles:

- (1) If the government has set prices for the subjects of the transactions, those prices can be directly used;
- (2) If the government has set guiding prices for the subjects of the transactions, transaction prices can be determined reasonably based on the range of the guiding prices of the government;
- (3) Except that there are prices or guiding prices set by the government, transaction prices can be determined with reference to the comparable market prices or pricing standards of independent third parties in priority;

- (4) If there is no comparable market price of independent third parties for the subjects of the connected transactions, transaction prices can be determined with reference to the non-connected transaction prices between the connected parties and third parties independent from the connected parties;
- (5) If there is no market price of independent third parties or transaction price of independent non-connected transaction for reference, price can be determined by a reasonable price composition, which is reasonable costs plus reasonable profit.

Chapter 5 Consideration, Approval and Disclosure of Connected Transactions

Article 9 If a transaction with a connected party is proposed during the course of operation and management of the Company or its subsidiaries, the relevant departments and divisions should submit a written report to the securities department of the Board Office to provide the information of the connected transaction (includes but not limited to background, advantageous position of the counterparty, purpose and necessity of the transaction, impacts to the listed company, quantity, price and pricing principles, total amount, payment arrangement of the transaction, etc.) in advance.

Article 10 After obtaining the materials, the securities department of the Board Office of the Company should conduct a preliminary review on the proposed connected transaction with relevant departments, and provide feedbacks under the approval authority as set out in the Rules Governing the Listing of Stocks on Shanghai Stock Exchange and the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange after performing an assessment based on the transaction amount. The relevant departments or divisions proposing the connected transaction should submit the matters related to the connected transaction, together with the feedbacks from the securities department of the Board Office, to personnel of higher rank who has the power of approval for decision based on the approval authority as set out in the relevant regulations and policies of the Company.

Article 11 For a disclosable connected transaction, the relevant departments or divisions proposing the connected transaction should prepare the relevant proposals based on the guidance of the securities department of the Board Office, and submit them to the board of directors for consideration.

The independent directors of the Company should provide independent opinions on major connected transactions. Before making their judgements, the independent directors can engage intermediaries including lawyers, accountants, financial advisers, etc. to provide relevant consultations or opinions pursuant to the relevant regulations as the bases of their judgements.

For major connected transactions which the supervisory committee's opinions are required, they can only be implemented after the supervisory committee has resolved for a fair opinion on the connected transactions.

APPENDIX 4 PROPOSAL IN RELATION TO AMENDMENTS TO THE ADMINISTRATIVE MEASURES OF CONNECTED TRANSACTIONS OF THE COMPANY

Article 12 Where the amount of a connected transaction exceeds the decision making authority of the board of directors, the board of directors should submit such connected transaction to the shareholders' general meeting of the Company for consideration. Such connected transaction can only be implemented upon the approval by the shareholders' general meeting. Where guarantees are to be given by the Company to its connected parties, such guarantees should be submitted to the shareholders' general meeting of the Company for consideration irrespective of their amounts.

The independent directors of the Company should also provide their recommendations on voting to the shareholders in connection with the compliance of regulations of the connected transaction.

The information disclosure procedures should be implemented pursuant to the Rules Governing the Listing of Stocks on Shanghai Stock Exchange and the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange.

Article 13 When the aggregated connected transaction amount arising from the same transaction target between the Company and its connected persons, or the aggregated 12-month transaction amount between the Company and the same connected persons reaches the stipulated threshold of a required submission to the board of directors' meeting or shareholders' general meeting for consideration, the Company should make decisions in accordance with the procedures stated in the Administrative Measures.

Article 14 The Company should abide by the strictest standards in respect of the approval authority for carrying out connected transactions. The stricter of the requirements for disclosure and approval authority should be followed when discrepancies exist between the stipulations of the listing rules of the PRC and Hong Kong.

Article 15 The securities department of the Board Office should comply with the relevant requirements of the Rules Governing the Listing of Stocks on Shanghai Stock Exchange and the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange to compile announcement documents for connected transactions in a timely manner, and prudently carry out the work for information disclosure.

Chapter 6 Abstention and Decision-making Procedures for Connected Transactions

Article 16 The connected parties of the Company should adopt the following abstention measures as necessary when they enter into connected transaction agreements with the Company:

- (1) any individual may only enter into an agreement on behalf of one of the parties;
- (2) connected parties should not, by any means, interfere with the decisions of the Company;

APPENDIX 4 PROPOSAL IN RELATION TO AMENDMENTS TO THE ADMINISTRATIVE MEASURES OF CONNECTED TRANSACTIONS OF THE COMPANY

- (3) when the board of directors of the Company votes regarding a connected transaction, connected directors should abstain and should not cast their votes on the resolutions nor exercise voting right on behalf of other directors. The board of directors meeting can be held by half of the directors without a connected relationship, and the resolutions of the board of directors meeting can be passed by half of the directors without a connected relationship. If the number of directors without a connected relationship attending the meeting is less than three, the Company should submit the connected transaction to shareholders' general meeting for approval. The aforesaid "connected directors" has the same definitions with those in the Rules Governing the Listing of Stocks on Shanghai Stock Exchange and the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange.
- (4) when the shareholders' general meeting considers a connected transaction, the connected shareholders should abstain from voting, and the number of shares with voting right they held should not be counted in the total number of valid votes. When the shareholders' general meeting votes on resolutions related to the connected transactions, ordinary resolutions and special resolutions should be passed by more than half and two-thirds of the votes held by unconnected shareholders attending the shareholders' general meeting respectively. The voting status of the unconnected shareholders should be fully disclosed in the resolutions of the shareholders' general meeting.

Article 17 The audit and internal control committee of the board of directors should review the implementation of the connected transactions and report to the board of directors on a regular basis.

Article 18 The supervisory committee of the Company should review whether the considerations of connected transactions are fair and the implementation of the connected transactions on a regular basis and provide opinions.

Chapter 7 Supplementary Provisions

Article 19 Matters which are not exhaustively set out in the Administrative Measures should be dealt with in compliance with the laws, rules, regulations and provisions, as amended from time to time, of the CSRC, the SFC, Shanghai Stock Exchange, Stock Exchange of Hong Kong Limited and other relevant regulatory authorities. The laws, rules, regulations and provisions, as amended from time to time, of the CSRC, the SFC, Shanghai Stock Exchange, Stock Exchange of Hong Kong Limited and other relevant regulatory authorities should prevail if there is any discrepancy between the content of the Administrative Measures and such laws, rules, regulations and provisions.

Article 20 The Administrative Measures is effective from the date of being considered and approved by the shareholders' general meeting of the Company.

**APPENDIX 4 PROPOSAL IN RELATION TO AMENDMENTS TO THE ADMINISTRATIVE
MEASURES OF CONNECTED TRANSACTIONS OF THE COMPANY**

Article 21 The board of directors of the Company reserves the final right to interpret the Administrative Measures.

Zijin Mining Group Co., Ltd.*
29 November 2016

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

APPENDIX 5 PARTICULARS OF CANDIDATES PROPOSED TO BE ELECTED AS THE DIRECTORS AND THE SUPERVISORS

Biographical details of the candidates proposed to be elected as the Directors and the Supervisors are set out as follows:

EXECUTIVE DIRECTORS

Mr. Chen Jinghe (陳景河), aged 59 and born in October 1957, graduated from Fuzhou University with a bachelor's degree in geology and obtained an EMBA degree from Xiamen University. He is a professor grade senior engineer, a specialist who enjoys special allowance from the State Council, a delegate to the tenth, eleventh, and twelfth National People's Congress of Fujian Province, the vice-president of the China Gold Association and the chairman of chairmen group of China Mining Association. He has been serving as the chairman of the Board since 2000. From August 2006 to November 2009, he also served as the president of the Company. He also serves as the head of the Company's State Key Gold Laboratory. He was the discoverer and main exploration organiser of Zijinshan gold and copper mine, and is the founder and core leader of the Company.

In the past 3 years, Mr. Chen Jinghe once served as the chairman of the board of directors of Norton Gold Fields Limited, a then-listed company in Australia (which has been delisted and is now a wholly-owned subsidiary of the Company).

Mr. Lan Fusheng (藍福生), aged 52 and born in April 1964, graduated from Fuzhou University with a bachelor's degree in geology and obtained an MBA degree. He joined the Company in 1994. From August 2000 to August 2006, he was appointed as a director and standing deputy general manager of the Company. He has been serving as a vice-chairman of the Company since August 2006.

In the past 3 years, Mr. Lan Fusheng once served as a non-executive director of China Hanking Holdings Limited (stock code: 03788), a listed company in Hong Kong.

Mr. Zou Laichang (鄒來昌), aged 48 and born in August 1968, graduated from Fujian Agriculture and Forestry University Forestry College with a bachelor's degree of engineering in chemistry for forestry and obtained an MBA degree. He is a senior engineer. He joined the Company in March 1996, served as a director and senior vice-president from August 2006 to November 2009 and served as a director and standing vice-president from November 2009 to October 2013. Currently, he is a director and vice-president of the Company.

Mr. Lin Hongfu (林泓富), aged 42 and born in April 1974, graduated from Chongqing Steel College majoring in steel and iron alloy smelting, and obtained an EMBA degree from Tsinghua University. In August 1997, he joined the Company and has held the positions of plant manager of gold refinery plant, deputy chief of Zijinshan gold mine, general manager and chairman of the board of directors of Bayannaer Zijin Non-ferrous Metals Company Limited, etc. He served as a vice-president of the Company from August 2006 to October 2013. He is currently a director and vice-president of the Company.

APPENDIX 5 PARTICULARS OF CANDIDATES PROPOSED TO BE ELECTED AS THE DIRECTORS AND THE SUPERVISORS

Mr. George Fang Qixue (方啟學), aged 54 and born in October 1962, graduated from Wuhan University of Science and Technology with a bachelor's degree in mineral processing engineering profession and obtained a Ph.D. from the Central South University. He is a professor grade senior metallurgist, and a license holder authorised by the Securities and Futures Commission of Hong Kong. He has been with Beijing General Research Institute of Mining and Metallurgy (the "BGRIMM") and served as a professor grade senior metallurgist, director of the Ore Processing Research Office; deputy general manager of China United Copper Co., Ltd., director and general manager of Minmetals JCCL Mining Investment Co., Ltd., chief technology officer of China Minmetals Non-ferrous Metals Co., Ltd. and general manager of its investment department. Mr. Fang has been serving at the Standard Bank (its Headquarters are located at Johannesburg, South Africa) as head of Mining and Metals/Investment Banking/China; vice chairman, head of Mining and Metals Coverage Asia of Standard Bank Plc, Hong Kong Branch; the vice chairman and head of Mining and Metals Coverage Asia of Standard Advisory Asia Limited. He joined the Company in May 2015 and currently serves as the director, vice-president and chief engineer of the Company.

Mr. Fang Qixue has been serving as the chairman of a listed company in Australia, Nkwe Platinum Limited (stock code: NKP, a subsidiary of the Company).

Ms. Lin Hongying (林紅英), aged 48 and born in October 1968, tertiary educated, is a senior accountant. She joined the Company in 1993 and held the positions of chief accountant, deputy manager and manager of finance department and assistant financial controller, etc. She has been serving as the financial controller of the Company since November 2009.

NON-EXECUTIVE DIRECTOR

Mr. Li Jian (李建), aged 40 and born in June 1976, graduated from Yang-En University majoring in international finance. He has served as manager, marketing director, deputy general manager of Longyan operation branch and general manager of Shanghang operation branch of Industrial Securities Co., Ltd. He has been appointed as general manager of Minxi Xinghang State-owned Assets Investment Company Limited since January 2013. He currently serves as a non-executive director of the Company.

Save as disclosed in this circular and as at the date of this circular, Mr. Chen Jinghe, Mr. Lan Fusheng, Mr. Zou Laichang, Mr. Lin Hongfu, Mr. Fang Qixue, Ms. Lin Hongying and Mr. Li Jian (collectively, the "Non-independent Director Candidates") have 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, do not hold any other position with the Company or any of its subsidiaries and are not related to any Directors, Supervisors, senior management, substantial shareholders or Controlling Shareholders of the Company.

Save as disclosed as follows, none of the Non-independent Director Candidates has been penalised by the China Securities Regulatory Commission or other relevant departments and stock exchanges:

**APPENDIX 5 PARTICULARS OF CANDIDATES PROPOSED TO BE ELECTED
AS THE DIRECTORS AND THE SUPERVISORS**

The Company received the “Decision of Administrative Penalty” ([2012] No. 10) from the China Securities Regulatory Commission on 9 May 2012, for the Company’s failure to timely disclose the 7.3 waste water leakage incident of Zijinshan copper hydrometallurgical plant, in which the Company violated Article 67 of the Securities Law, and constituted an offense described in Article 193 of the Securities Law. According to Article 193 of the Securities Law, the China Securities Regulatory Commission decided and issued:

1. a warning to and an order on Zijin Mining to correct with a fine of RMB300,000 being imposed;
2. a warning to Chen Jinghe with a fine of RMB100,000 being imposed;
3. a warning to Luo Yingnan and Zou Laichang with a fine of RMB50,000 being imposed on each person;
4. a warning to Lan Fusheng and Huang Xiaodong.

All the above fines were settled.

**INTERESTS AND SHORT POSITIONS OF THE NON-INDEPENDENT DIRECTOR
CANDIDATES IN THE ISSUED SHARES OF THE COMPANY**

As at the Latest Practicable Date, shareholding in the Company held by the Non-independent Director Candidates are as follows:

Non-independent Director Candidates	Class of Shares	Number of Shares held	Nature of interest	Long/short positions	Approximate percentage of shareholding in the same class of securities	Approximate percentage of shareholding in the registered capital
Chen Jinghe	Domestic shares	102,000,000	Personal	Long	0.65%	0.47%
	H Shares	2,000,000	Personal	Long	0.03%	0.01%
	Total	104,000,000	Personal	Long		0.48%
Lan Fusheng	Domestic shares	7,530,510	Personal	Long	0.05%	0.03%
Zou Laichang	Domestic shares	1,430,000	Personal	Long	0.01%	0.01%
Lin Hongfu	Domestic shares	862,500	Personal	Long	0.01%	0.01%
Fang Qixue	Domestic shares	301,000	Personal	Long	0.01%	0.01%
Lin Hongying	Domestic shares	200,000	Personal	Long	0.01%	0.01%

APPENDIX 5 PARTICULARS OF CANDIDATES PROPOSED TO BE ELECTED AS THE DIRECTORS AND THE SUPERVISORS

Save as disclosed above and as at the Latest Practicable Date, none of the Non-independent Director Candidates have any interest in the Shares of the Company or any of its associated corporations within the meaning of Part XV of SFO.

The Non-independent Director Candidates, once elected at the EGM, will enter into new service contracts and/or appointment letters with the Company for a term of three years commencing on the date of the EGM and expiring on 29 December 2019. The remunerations of the non-independent Directors of the sixth term will be determined by the Board in accordance with the remuneration and assessment proposal of Directors and Supervisors of the sixth term to be approved in this EGM, and the terms and conditions of the said service contracts and/or appointment letters having regard to their duties and responsibilities with the Company, the Company's remuneration policy, and the Company's results assessment. For the year ended 31 December 2015, Mr. Chen Jinghe, Mr. Wang Jianhua, Mr. Qiu Xiaohua, Mr. Lan Fusheng, Mr. Zou Laichang, Mr. Lin Hongfu, Mr. Fang Qixue and Mr. Li Jian received annual remunerations of RMB3,640,100, RMB4,735,000, RMB1,500,000, RMB2,423,400, RMB2,457,200, RMB2,497,200, RMB2,340,000 and RMB150,000 respectively. Further announcement will be issued once the remunerations of the newly elected executive Directors and non-executive Directors are determined.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Lu Shihua (盧世華), aged 65 and born in May 1951, graduated from Central Communist Party School majoring in economic management specialisation by correspondence, is a non-practising registered accountant. He has held the positions of president of the Fujian Budget and Accounting Research Society, inspector (deputy departmental head grade) of the Fujian Finance Department. He retired in May 2011. He currently serves as an independent director of the Company.

In the past 3 years, Mr. Lu Shihua once served as an independent director of Greatown Holdings Ltd. (stock code of A shares: 600094; stock code of B shares: 900940), a company listed on the Shanghai Stock Exchange.

Mr. Zhu Guang (朱光), aged 59 and born in March 1957, graduated from the University of International Business and Economics and obtained a Master degree in International Economy; he was also 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. He was previously the general manager of Minmetals Trading Co., Ltd., the general manager of Minmetals International Non-ferrous Metals Co., Ltd., and the senior vice-president and Party Member of China Minmetals Corporation. From 2009 to the present, he has been with HOPU Investment and has been serving as the president of Longming iron mine on behalf of HOPU Investment. 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

APPENDIX 5 PARTICULARS OF CANDIDATES PROPOSED TO BE ELECTED AS THE DIRECTORS AND THE SUPERVISORS

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. He currently serves as an independent director of the Company.

Mr. Sit Hoi Wah, Kenneth (薛海華), aged 58 and born in August 1958, graduated from the University of Hong Kong, is a practising solicitor in Hong Kong. He was admitted as a solicitor in Hong Kong, a solicitor in England and Wales, a solicitor and barrister in Australia, a solicitor in Singapore, a notary public, a member of the Chartered Institute of Arbitrators and a fellow member of the Hong Kong Institute of Arbitrators. He is a partner of Messrs. Kenneth Sit, Solicitors of Hong Kong. He currently serves as an independent director of the Company.

Mr. Sit Hoi Wah, Kenneth has been serving as an independent non-executive director of a listed company in Hong Kong, Pokfulam Development Company Limited (stock code: 0225).

Mr. Cai Meifeng (蔡美峰), aged 73, was born in May 1943. He graduated from Shanghai Jiao Tong University, and obtained his PhD in Mine Geotechnical Engineering from the University of New South Wales. Mr. Cai is a member of Chinese Academy of Engineering, also a specialist in geotechnical engineering and mining engineering. Being one of the pioneers in crustal stress measurement of domestic mines, he was the first person to develop the measurement technique of crustal stress, which owns an independent intellectual property right in the PRC, and he has also introduced a system of techniques for optimisation of mining design based upon crustal stress theory, safe mining techniques of high efficiency, and techniques for forecast, prevention and control of mine dynamic disasters. At present, he is a professor of the University of Science and Technology Beijing, and the convener of the assessment division for mining engineering discipline of the State Council Academic Degrees Committee. He was the former director of the School of Civil and Environmental Engineering of the University of Science and Technology Beijing, and chairman of Commission on Education of International Society for Rock Mechanics. He obtained 4 State Scientific and Technological Progress Second Class Awards, 1 Third Class Award, 1 State Technological Invention Third Class Award, and has published 4 treatises and more than 150 academic theses. More than 20 post-doctors, more than 90 PhDs and more than 50 M.A.s have been instructed by him. He was the editor-in-chief for one of the “Tenth Five-year Plan” State-planned teaching materials, and obtained 1 National Teaching Achievement Second Class Award. Mr. Cai is concurrently serving as the independent directors of Guangdong Hongda Blasting Co., Ltd. (stock code: 002683) and Sichuan Yahua Industrial Group Co., Ltd. (stock code: 002497), both of which are companies listed on the Shenzhen Stock Exchange.

Save as disclosed above and as at the date of this circular, Mr. Lu Shihua, Mr. Zhu Guang, Mr. Sit Hoi Wah, Kenneth, and Mr. Cai Meifeng (collectively, the “Independent Non-executive Director Candidates”) have 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, do not hold any other position with the Company or any of its subsidiaries and are not related to any Directors, Supervisors, senior management, substantial shareholders or Controlling Shareholders of the Company. None of the Independent Non-executive Director Candidates have any interest in the Shares of the Company or its associated corporations within the meaning of Part XV of SFO as at the Latest Practicable Date.

APPENDIX 5 PARTICULARS OF CANDIDATES PROPOSED TO BE ELECTED AS THE DIRECTORS AND THE SUPERVISORS

None of the Independent Non-executive Director Candidates have been penalised by the China Securities Regulatory Commission or other relevant departments and stock exchanges.

The Independent Non-executive Director Candidates, once elected at the EGM, will enter into new service contracts and/or appointment letters with the Company for a term of three years commencing on the date of the EGM and expiring on 29 December 2019. The remunerations of the independent non-executive Directors of the sixth term will be determined by the Board in accordance with the remuneration and assessment proposal of Directors and the Supervisors of the sixth term to be approved at this EGM, and the terms and conditions of the said service contracts and/or appointment letters having regard to their duties and responsibilities with the Company, the Company's remuneration policy, and the Company's results assessment. For the year ended 31 December 2015, Mr. Lu Shihua, Mr. Ding Shida, Mr. Qiu Guanzhou (resigned from the position of independent non-executive Director on 20 June 2016), and Mr. Sit Hoi Wah, Kenneth received an annual salary of RMB0, RMB0, RMB175,000 and RMB150,000 respectively. Further announcement will be issued once the remunerations of the newly elected independent non-executive Directors are determined.

SUPERVISORS

Mr. Lin Shuiqing (林水清), aged 52 and born in May 1964, was tertiary educated. He has been a deputy secretary, head of town and secretary to Zhongdu Town of Shanghang County Communist Party Committee, a director of Shanghang County Communist Party Committee Office, a standing member of the Shanghang County Communist Party Committee, director of Shanghang County Tongzhanbu and secretary to Shanghang County Non State-owned Economic Working Committee. He has been serving as the chairman of the supervisory committee of the Company since November 2009.

Mr. Xu Qiang (徐強), aged 64 and born in August 1952, was tertiary educated. He is a senior accountant, registered CPA, and registered valuer. He has been the deputy director of Fujian Huaxing Certified Public Accountants and the director of Fujian Asset Valuation Centre. He has been appointed as a supervisor of the Company since August 2000. He has been serving as the vice-chairman of the supervisory committee of the Company since August 2006.

In the past 3 years, Mr. Xu Qiang once served as an independent director of Hollyland (China) Electronics Technology Corporation Limited (stock code: 002729), a company listed on the Shanghai Stock Exchange.

Mr. Fan Wensheng (范文生), aged 48 and born in April 1968, was tertiary educated. He has held positions including secretary to and vice-director of the Agricultural and Economic Commission of Standing Committee of Shanghang County People's Congress, vice-director, chief staff, committee member and party member of office of the Standing Committee of the Shanghang County People's Congress, vice-secretary of Gutian Communist Party Committee and town chief of Gutian town, Communist Party Committee secretary of Taibaxiang, Shanghang County, township cadre of Economic and Trading Bureau and the director of the Shanghang Copper Bureau. He has been serving as a supervisor of the Company since October 2013.

**APPENDIX 5 PARTICULARS OF CANDIDATES PROPOSED TO BE ELECTED
AS THE DIRECTORS AND THE SUPERVISORS**

INTERESTS AND SHORT POSITIONS OF THE SUPERVISOR CANDIDATES IN THE ISSUED SHARES OF THE COMPANY

As at the Latest Practicable Date, shareholding in the Company held by the Supervisor Candidates are so follows:

Supervisor Candidate	Class of Shares	Number of Shares held	Nature of interest	Long/short positions	Approximate percentage of shareholding in the same class of securities	Approximate percentage of shareholding in the registered capital
Lin Shuiqing	Domestic shares	300,000	Personal	Long	0.01%	0.01%

Save as disclosed above and as at the Latest Practicable Date, none of Mr. Lin Shuiqing, Mr. Xu Qiang and Mr. Fan Wensheng (collectively, the “Supervisor Candidates”) have any other interest in the Shares of the Company or its associated corporations within the meaning of Part XV of SFO. Save as disclosed above, the Supervisor Candidates have 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, do not hold any other position with the Company or any of its subsidiaries and are not related to any Directors, Supervisors, senior management, substantial shareholders or Controlling Shareholders of the Company.

The Supervisor Candidates, once elected at the EGM, will enter into new service contracts and/or appointment letters with the Company for a term of three years commencing on the date of the EGM and expiring on 29 December 2019. The remunerations of the Supervisors of the sixth term will be determined by the Board in accordance with the remuneration and assessment proposal of Directors and Supervisors of the sixth term to be approved at this EGM, and the terms and conditions of the said service contracts and/or appointment letters having regard to their duties and responsibilities with the Company, the Company’s remuneration policy, and the Company’s results assessment. For the year ended 31 December 2015, Mr. Lin Shuiqing, Mr. Xu Qiang, Mr. Fan Wensheng, Mr. Liu Wenhong and Mr. Zhang Yumin received annual salary of RMB2,380,000, RMB120,000, RMB72,000, RMB72,000 and RMB72,000 respectively. Further announcement will be issued once the remunerations of the newly elected Supervisors are determined.

The 3 Supervisors to be elected in the EGM and the 2 staff and workers’ Supervisors to be elected by the Company’s staff and workers representatives meeting will together constitute the sixth term of the Supervisory Committee of the Company. The details of the staff and workers’ Supervisors will be announced after the election in the staff and workers representatives meeting of the Company.

**APPENDIX 5 PARTICULARS OF CANDIDATES PROPOSED TO BE ELECTED
AS THE DIRECTORS AND THE SUPERVISORS**

**POSITIONS HELD BY THE DIRECTOR CANDIDATES AND THE SUPERVISOR
CANDIDATES IN THE SUBSIDIARIES OF THE GROUP AS AT THE DATE OF THIS
CIRCULAR**

Name	Company Name	Position
Mr. Zou Laichang	Zijin Mining Group (Xiamen) Sales Co., Ltd.	Chairman
Mr. Zou Laichang	Zijin Mining Group Northwest Company Limited	Chairman
Mr. Zou Laichang	Zijin International Mining Company Limited	Chairman
Mr. Lin Hongfu	Zijin Copper Co., Ltd.	Chairman
Mr. Lin Hongfu	Luoyang Zijin Yinhui Gold Refinery Company Limited	Chairman
Mr. Lin Hongfu	Yongding Zijin Longhu Ecological Industry Development Company Limited	Chairman
Mr. Lin Hongfu	La Compagnie Minière de Musonoie Global SAS	Chairman
Mr. Lin Hongfu	Zijin Mining Group Capital Investment Co., Ltd.	Director
Mr. Lin Hongfu	Zijin Mining Group (Xiamen) Metal Materials Co., Ltd.	Director
Mr. Lin Hongfu	Shenzhen Zijin Global Metals Exchange Company Limited	Director
Mr. Lin Hongfu	Heilongjiang Duobaoshan Copper Co., Ltd.	Director
Mr. Lin Hongfu	Heilongjiang Heilong Mining Co., Ltd.	Director
Mr. Lin Hongfu	Heilongjiang Tongshan Mining Co., Ltd.	Director

**APPENDIX 5 PARTICULARS OF CANDIDATES PROPOSED TO BE ELECTED
AS THE DIRECTORS AND THE SUPERVISORS**

Mr. Lin Hongfu	Zijin Mining Group Southern Investment Company Limited	Chairman
Mr. Fang Qixue	Gold Mountains (H.K.) International Mining Co., Ltd.	Chairman
Mr. Fang Qixue	Norton Gold Fields Limited	Chairman
Mr. Fang Qixue	JV Zeravshan LLC	Member of Supervisory Committee
Mr. Fang Qixue	Jinfeng (HK) International Mining Co., Ltd.	Chairman
Mr. Fang Qixue	Jinyu (H.K.) International Mining Co., Ltd.	Chairman
Mr. Fang Qixue	Golden Spring (H.K.) International Mining Co., Ltd.	Chairman
Mr. Fang Qixue	Golden Star Mining (BVI) Limited	Director
Mr. Fang Qixue	Best Ground Group Limited	Director
Mr. Fang Qixue	United Summit Investment Limited	Director
Mr. Fang Qixue	China Gold Development Group (H.K.) Limited	Director
Mr. Fang Qixue	Zhuoxin Investments Limited	Chairman
Mr. Fang Qixue	Zijin International Finance Company Limited	Director
Mr. Fang Qixue	Zijin Mining Group Capital Investment Co., Ltd.	Vice-chairman
Mr. Fang Qixue	Xiamen Zijin Mining and Metallurgy Technology Company Limited	Chairman
Mr. Fang Qixue	Nkwe Platinum Limited	Chairman

**APPENDIX 5 PARTICULARS OF CANDIDATES PROPOSED TO BE ELECTED
AS THE DIRECTORS AND THE SUPERVISORS**

Ms. Lin Hongying	Zijin Mining Group Capital Investment Co., Ltd.	Director
Ms. Lin Hongying	Zijin Mining Group Finance Company Limited	Chairman

Save as disclosed above and as at the Latest Practicable Date, none of the Non-independent Director Candidates, Independent Non-executive Director Candidates and Supervisor Candidates or their Associates have any interest or short position in the Shares, underlying Shares or debentures of the Company or its associated corporations (as defined in the SFO). None of the Non-independent Director Candidates, Independent Non-executive Director Candidates and Supervisor Candidates or their spouse or children under the age of 18 years are holding any option to subscribe Shares, underlying Shares or debentures of the Company, or have exercised any such option.

Save as disclosed above, no arrangement has been entered into between the Company or its holding company or its subsidiaries, which will allow the Non-independent Director Candidates, Independent Non-executive Director Candidates and Supervisor Candidates of the Company to be benefited by acquiring the Shares, underlying Shares or debentures of the Company or other body corporates.

Save as disclosed above, there is no other information relating to the Non-independent Director Candidates, Independent Non-executive Director Candidates and Supervisor Candidates that needs to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders of the Company.

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