
REVISED NOTICE OF 2016 ANNUAL GENERAL MEETING

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Zijin Mining Group Co., Ltd.*
紫金礦業集團股份有限公司

(a joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock code: 2899)

Revised Notice of 2016 Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the annual general meeting for the year ended 31 December 2016 (the **"AGM"**) of Zijin Mining Group Co., Ltd.* (the **"Company"**) will be held at 9 a.m. on Friday, 30 June 2017, at the conference room at 21/F., Zijin Headquarters, No. 1 Zijin Road, Shanghang County, Fujian Province, the People's Republic of China (the **"PRC"**) to consider, approve and authorise the following matters:

SPECIAL RESOLUTIONS

1. to consider and approve a general mandate for the Company to issue debt financing instruments (details set out in Appendix A of the Notice of 2016 Annual General Meeting dated 5 May 2017);
2. to consider and approve the Company to provide guarantee to its overseas wholly-owned subsidiaries for the loans (details set out in Appendix B of the Notice of 2016 Annual General Meeting dated 5 May 2017);
3. to consider and approve the provision of guarantee to Jilin Zijin Copper Company Limited (details set out in Appendix C of the Notice of 2016 Annual General Meeting dated 5 May 2017);

ORDINARY RESOLUTIONS

4. to consider and approve the Report of the Board of Directors of the Company for 2016;
5. to consider and approve the Report of the Independent Directors of the Company for 2016;
6. to consider and approve the Report of Supervisory Committee of the Company for 2016;
7. to consider and approve the Company's financial report for the year ended 31 December 2016;

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8. to consider and approve the Company's 2016 annual report and its summary report;
9. to consider and approve the profit distribution plan of the Company for the year ended 31 December 2016. The Board of Directors of the Company proposed the revised profit distribution plan for the year ended 31 December 2016 in replacement of the original 2016 profit distribution plan to be: according to the additional shareholder's proposal, on the basis of 23,031,218,891 shares after the Company's non-public issuance of A Shares, to pay the qualified shareholders of the Company the final cash dividend of RMB0.6 per 10 shares (tax included). The total distribution of cash dividend amounts to RMB1,381,873,133.46. The remaining balance of undistributed profit will be reserved for further distribution in future financial years (details set out in Revised Appendix D);
10. to consider and approve the calculation and distribution proposal for the remuneration of the Executive Directors and Chairman of Supervisory Committee of the Company for the year ended 31 December 2016 (details set out in Appendix E of the Notice of 2016 Annual General Meeting dated 5 May 2017); and
11. to consider and approve the reappointment of Ernst & Young Hua Ming LLP as the Company's auditor for the year ended 31 December 2017, and to authorise the chairman of the Board of Directors, president and financial controller to determine the remuneration.

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

Fujian, the PRC, 14 June 2017

Notes:

- (A) **The Company's register of H Shares members will be closed from 20 May 2017 (Saturday) to 30 June 2017 (Friday) (both days inclusive), during such period no transfer of H Shares will be registered. Holders of H Shares whose names appear on the H Share register of members on 30 June 2017 (Friday, being the record date) will be entitled to attend and vote at the AGM of the Company to be convened on 30 June 2017 (Friday) at the conference room at 21/F., Zijin Headquarters, No. 1 Zijin Road, Shanghang County, Fujian Province, the PRC. The plan for the 2016 final dividend is subject to the approval at the coming AGM of the Company. In order to be qualified for attending and voting at the AGM, all transfers of shares must be lodged with the Registrar of H Shares of the Company no later than 4:30 p.m. on 19 May 2017 (Friday).**

The address of the Hong Kong Registrar of H Shares is:

Computershare Hong Kong Investor Services Limited
Shops 1712-1716,
17th Floor, Hopewell Centre,
183 Queen's Road East,
Wanchai,
Hong Kong

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- (B) Holders of H Shares who intend to attend the AGM must complete and return the reply slip in writing to the Secretariat of the Board of Directors or Registrar of H Shares of the Company - Computershare Hong Kong Investor Services Limited, the address is: 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong twenty days before the AGM, that is 9 June 2017 (Friday).

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

41/F., Tower B, Zhonghang Zijin Plaza,
No. 1811 Huandao Road East, Siming District,
Xiamen City, Fujian Province,
People's Republic of China
Tel: (86)592-2933652
Fax: (86)592-2933580

- (C) Holders of H Shares who have the right to attend and vote at the AGM are entitled to appoint one or more proxies (whether or not a member) in writing to attend and vote on their behalf. For those shareholders who appoint more than one proxy, such proxies can only exercise their voting rights by way of polls. Shareholders who intend to appoint one or more proxies should first read the Company's 2016 annual report.
- (D) The instrument appointing a proxy must be in writing and signed by the appointer or his attorney duly authorised in writing. In the event that such instrument is signed by an attorney of the appointer, an authorisation that authorises such signatory shall be notarised.
- (E) To be valid, the form of proxy (and if the form of proxy is signed by a person under a power of attorney or other authority on behalf of the appointer, then together with such power of attorney or other authority) must be deposited at the Registrar of H Shares of the Company - Computershare Hong Kong Investor Services Limited no later than 24 hours before the specified time for the holding of the AGM (i.e. no later than 9 a.m. on Thursday, 29 June 2017, Hong Kong time). The address is: 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
- (F) If a proxy is appointed to attend the AGM on behalf of a shareholder, the proxy must indicate its identification document and the authorisation instrument with the date of issue and duly signed by the proxy and its legal representative, and in the case of legal representative of legal person shareholders, such legal representative must show its own identification document and valid document to identify its identity as legal representative. If a legal person shareholder appoints a company's representative other than its legal representative to attend the AGM, such representative must show its own identification document and the authorisation instrument bearing the company chop of the legal person shareholder and duly signed by its legal representative.
- (G) The AGM is expected to last for a half day, and shareholders attending the AGM will be responsible for their own travelling and accommodation expenses.

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EXPECTED TIMETABLE

	<i>Year 2017 (Note)</i>
Latest time for lodging transfer of shares	19 May (Friday) 4:30 p.m.
Book closure period (both days inclusive)	20 May (Saturday) to 30 June (Friday)
Record date	30 June (Friday)
AGM	30 June (Friday)
Announcement on results of the AGM	30 June (Friday)
Register of members re-opens	3 July (Monday)
Last day of dealings in H Shares on a cum-entitlement basis	3 July (Monday)
First day of dealings in H Shares on an ex-entitlement basis	4 July (Tuesday)
Latest time for lodging transfer of H Shares for entitlement to the final dividend for the year ended 31 December 2016 (the “Final Dividend”)	5 July (Wednesday) 4:30 p.m.
Book closure period (both days inclusive)	6 July (Thursday) to 12 July (Wednesday)
Record date for determining the holders of H Shares entitled to the Final Dividend	12 July (Wednesday)
Register of members re-opens	13 July (Thursday)
Dispatch of Final Dividend cheques	4 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), Lan Fusheng, Zou Laichang, Lin Hongfu, Fang Qixue, and Ms. Lin Hongying as executive directors, Mister. Li Jian as non-executive director, and Messrs. Lu Shihua, Zhu Guang, Sit Hoi Wah, Kenneth, and Cai Meifeng 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.

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Revised Appendix D

Explanation of the Cancellation of a Resolution and Addition of a Proposal

1. Explanation of the cancellation of a resolution

(1) Name of the cancelled resolution for the 2016 Annual General Meeting

No.	Name of the resolution
9	To consider and approve the profit distribution plan of the Company for the year ended 31 December 2016. The Board of Directors of the Company proposed that no profit distribution will be carried out for the year of 2016 and there will be no conversion of capital reserve into share capital.

(2) Reason for the cancellation of the resolution

At the third meeting of the sixth term of the board of directors of the Company (the “Board”) on 24 March 2017, the profit distribution plan of the Company for the year ended 31 December 2016 was considered and approved, independent directors of the Company also expressed independent opinion on the proposal. It was resolved that the proposal would be submitted to the 2016 Annual General Meeting of the Company for consideration. Details of the proposal were: according to Article 18 of the “Administrative Measures on Securities Issuance and Underwriting” of the China Securities Regulatory Commission (the “CSRC”), if listed companies with a plan for issuance of securities have any profit distribution proposal or conversion of capital reserve into share capital proposal which has not yet been submitted to shareholders’ general meeting for voting, or when such proposal has been approved by the shareholders’ general meeting but has not been implemented yet, the issuance of securities can only be proceeded after such proposal has been implemented. As the Company was carrying out the issuance of A Shares at that time, in order to speed up the progress, the Board proposed that: no profit distribution would be carried out for the year of 2016 and there would be no conversion of capital reserve into share capital.

On 8 June 2017, the Company received an additional proposal in writing from its substantial shareholder, Minxi Xinghang State-owned Assets Investment Company Limited (“Minxi Xinghang”), which suggests a profit distribution for the year ended 31 December 2016. The proposal is: on the basis of 23,031,218,891 shares after the Company’s non-public issuance of A Shares, to pay the qualified shareholders of the Company the final cash dividend of RMB0.6 per 10 shares (tax included). The total distribution of cash dividend amounts to RMB1,381,873,133.46. The remaining balance of undistributed profit will be reserved for further distribution in future financial years.

The above additional proposal in relation to profit distribution is within the scope of official duty of the shareholders’ general meeting. It has a clear topic and specific matters for discussion, conforms to the provisions of the relevant laws, administrative regulations and the articles of association of the Company. As the matters in relation to the non-public issuance of A Shares of the Company were approved by the document issued by the CSRC (Zhengjian Xuke [2017] No. 289) and the issuance has been completed recently, the continuation of the implementation of profit distribution for the year ended 31 December 2016 is in the interests of the Company and its shareholders as a whole. Therefore, the Board resolved to cancel the original profit distribution plan of the Company for the year ended 31 December 2016 which was proposed to be submitted to the 2016 Annual General Meeting for consideration, that resolution will no longer be considered. Instead, the above additional proposal of Minxi Xinghang will be submitted to the 2016 Annual General Meeting for consideration.

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Minxi Xinghang State-owned Assets Investment Company Limited Additional Proposal in relation to the Profit Distribution Plan of the Company for the Year Ended 31 December 2016

Dear shareholders,

At the third meeting of the sixth term of the board of directors (the “Board”) of Zijin Mining Group Co., Ltd.* (the “Company”) on 24 March 2017, the profit distribution plan of the Company for the year ended 31 December 2016 was considered and approved, independent directors of the Company also expressed independent opinion on the proposal. It was resolved that the proposal would be submitted to the 2016 Annual General Meeting of the Company for consideration. Details of the proposal were: according to Article 18 of the “Administrative Measures on Securities Issuance and Underwriting” of the China Securities Regulatory Commission (the “CSRC”), if listed companies with a plan for issuance of securities have any profit distribution proposal or conversion of capital reserve into share capital proposal which has not yet been submitted to shareholders’ general meeting for voting, or when such proposal has been approved by the shareholders’ general meeting but has not been implemented yet, the issuance of securities can only be proceeded after such proposal has been implemented. As the Company was carrying out the issuance of A Shares at that time, in order to speed up the progress, the Board proposed that: no profit distribution would be carried out for the year ended 31 December 2016 and there would be no conversion of capital reserve into share capital.

After matters relating to the registration, custody, etc., of the additional A Shares for which Minxi Xinghang State-owned Assets Investment Company Limited (“Minxi Xinghang”) subscribed under the non-public issuance of the Company in 2016 (the “Non-public Issuance”) were completed at China Securities Depository and Clearing Corporation Limited (Shanghai branch), Minxi Xinghang holds 5,960,742,247 shares of the Company, representing 25.88% of the total issued shares of the Company. On 11 May 2017, the Company received the Approval for Non-public Issuance of A Shares of Zijin Mining Group Co., Ltd.* (Zhengjian Xuke [2017] No. 289) issued by the CRSC, and the issuance has been completed recently. In this regard, Minxi Xinghang considers that the continuation of the implementation of profit distribution for the year ended 31 December 2016 is in the interests of the Company and its shareholders as a whole. Details of Minxi Xinghang’s additional proposal are as follows:

To protect the investors’ interests, provide better return to investors and take into consideration the interests of both current and new shareholders after the completion of the Non-public Issuance of A Shares, Minxi Xinghang proposes that, on the basis of 23,031,218,891 shares after the Company’s Non-public Issuance of A Shares, to pay the qualified shareholders of the Company the final cash dividend of RMB0.6 per 10 shares (tax included). The total distribution of cash dividend amounts to RMB1,381,873,133.46. The remaining balance of undistributed profit will be reserved for further distribution in future financial years.

Please consider the aforesaid proposal.

Minxi Xinghang State-owned Assets Investment Company Limited
8 June 2017

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