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

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

Notice of 2018 Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the annual general meeting for the year ended 31 December 2018 (the “AGM”) of Zijin Mining Group Co., Ltd.* (the “**Company**”) will be held at 9 a.m. on Friday, 24 May 2019, at the conference room at 21/F., Zijin Headquarters, No. 1 Zijin Road, Shanghang County, Longyan City, 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 the proposal in relation to granting a general mandate to the Board of Directors for issuance of H Shares (details set out in Appendix A);
2. to consider and approve the proposal in relation to a general mandate for the Company to issue debt financing instruments (details set out in Appendix B);
3. to consider and approve the proposal in relation to the arrangement of guarantees to the Company's subsidiaries, joint venture and associate for the year 2019 (details set out in Appendix C);
4. to consider and approve the proposal in relation to the provision of counter-guarantee for finance to Makeng Mining (details set out in Appendix D);

ORDINARY RESOLUTIONS

5. to consider and approve the Report of the Board of Directors of the Company for 2018;
6. to consider and approve the Report of the Independent Directors of the Company for 2018;
7. to consider and approve the Report of Supervisory Committee of the Company for 2018;
8. to consider and approve the Company's financial report for the year ended 31 December 2018;
9. to consider and approve the Company's 2018 annual report and its summary report;
10. to consider and approve the profit distribution proposal of the Company for the year ended 31 December 2018. The Board of Directors of the Company proposed the profit distribution proposal for the year ended 31 December 2018 as follows: on the basis of 23,031,218,891 shares as at 31 December 2018, to pay the qualified shareholders of the Company the final cash dividend of RMB1 per 10 shares (tax included). The total distribution of cash dividend amounts to RMB2,303,121,889.1. The remaining balance of undistributed profit will be reserved for further distribution in future financial years;
11. 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 2018 (details set out in Appendix E); and
12. to consider and approve the reappointment of Ernst & Young Hua Ming LLP as the Company's auditor for the year ended 31 December 2019, 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, 9 April 2019

Notes:

- (A) **The Company's register of H Shares members will be closed from 24 April 2019 (Wednesday) to 24 May 2019 (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 24 May 2019 (Friday, being the record date) will be entitled to attend and vote at the AGM of the Company to be convened on 24 May 2019 (Friday) at the conference room at 21/F., Zijin Headquarters, No. 1 Zijin Road, Shanghang County, Longyan City, Fujian Province, the PRC. 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 23 April 2019 (Tuesday).**

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

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

- (B) Holders of H Shares who intend to attend the 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 3 May 2019 (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 2018 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 instrument 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, 23 May 2019, 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.

EXPECTED TIMETABLE

	<i>Year 2019 (Note)</i>
Latest time for lodging transfer of shares	23 April (Tuesday) 4:30 p.m.
Book closure period (both days inclusive)	24 April (Wednesday) to 24 May (Friday)
Record date	24 May (Friday)
AGM	24 May (Friday)
Announcement on results of the AGM	24 May (Friday)
Register of members re-opens	27 May (Monday)
Cum-rights date, ex-rights date, book closure period and delivery of dividends	To be announced

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*

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Appendix A

Zijin Mining Group Co., Ltd.* **Proposal in relation to Granting a General Mandate to the Board of Directors for** **Issuance of H Shares**

To all shareholders,

The board of directors of the Company (the “Board”) proposed to the shareholders’ general meeting to grant to the Board an unconditional general mandate by way of a special resolution. After this proposal is approved at the Company’s annual general meeting (the “AGM”), the shareholders’ general meeting of the Company will authorise the Board to handle all matters in relation to the issuance, allot and/or deal with the overseas-listed foreign invested shares of the Company (“H Shares”), and enter into any issuance proposal, agreement or grant options in relation to the abovementioned matters (the “General Mandate”) within the authorised period. The number of H Shares to be issued, allotted and/or dealt with shall not be more than 20% of the H Shares issued as at the time when the proposal is approved at the AGM.

The details of the General Mandate include but not limited to:

1. To formulate and implement the specific issuing plan, including but not limited to the class of new shares to be issued, the pricing method and/or issuing price (including the range of the price), size of the issuance, number of shares to be issued, issuing objects and use of proceeds, determine the time and period of the issuance, and whether to place the shares to the existing shareholders.
2. To determine the methods of issuance, including but not limited to issuance of, placing and/or dealing with the new shares, convertible bonds, exchangeable bonds, warrants and other means as allowed by the articles of association of the Company, and any applicable laws and regulations.
3. To consider, approve and sign any agreement relating to the issuance on behalf of the Company, including but not limited to placing and underwriting agreements, engagement agreements with intermediaries, etc.
4. To consider, approve and sign any legal documents relating to the issuance to be submitted to regulatory authorities on behalf of the Company, and deal with any related approval procedures pursuant to the requirements of regulatory authorities and the places where the shares of the Company are listed in.
5. To amend the relevant agreements and legal documents as mentioned in items 3. and 4. above in accordance with the requirements of domestic and overseas regulatory authorities.
6. To determine the affixing of the company seal on the agreements and legal documents relating to the issuance.

7. To engage intermediaries relating to the issuance, and to approve and sign all necessary, appropriate, desirable or relevant acts, deeds, documents and deal with other relevant matters for the issuance.
8. To approve the Company to increase the registered capital, make amendments to the articles of association of the Company regarding the total amount of share capital, shareholding structure, etc., and carry out any statutory registration and filing procedures within and outside the People's Republic of China after the issuance of new shares.

The validity period of the General Mandate shall not be longer than the relevant period, except when the Board has entered into or granted issuance proposals, agreements, options, warrants, convertible bonds or similar rights relating to the issuance of H Shares during the relevant period, and such issuance proposals, agreements, options, warrants, convertible bonds or similar rights may need to be continued or implemented after the end of the relevant period. The relevant period is from the date of approval of the proposal at the 2018 AGM to the earliest of the following dates:

- (1) The conclusion of the 2019 AGM; or
- (2) The expiration of the 12-month period following the passing of the proposal at a shareholders' general meeting of the Company by way of a special resolution; or
- (3) The date on which the General Mandate is revoked or varied by a special resolution at a shareholders' general meeting of the Company.

The above proposal was considered and approved at the eleventh meeting of the sixth term of the Board. The proposal is hereby submitted to the shareholders' general meeting for shareholders' consideration.

Zijin Mining Group Co., Ltd.*
Board of Directors
9 April 2019

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Appendix B

Zijin Mining Group Co., Ltd.* Proposal in relation to a General Mandate for the Company to Issue Debt Financing Instruments

To all shareholders,

In order to meet the Company's needs for production and operation, overseas projects' infrastructure development and operation, supplementing working capital and lowering capital cost, the Company proposes to issue debt financing instruments on a one-off basis or by tranches within and outside the PRC. In order to grasp the favourable opportunities of the market, a general mandate to the board of directors (the "Board") to issue debt financing instruments will be proposed and submitted to the shareholders' general meeting for consideration. Details are as follows:

I. Issuance amount, body and type

It is proposed that the shareholders' general meeting unconditionally authorises the Board with a general mandate to make specific arrangements for the issuance of debt financing instruments. The Company or its subsidiaries would be the issuance body of domestic debt financing instruments, while the Company or its overseas subsidiaries would be the issuance body of overseas debt financing instruments. The debt financing instruments include but not limited to enterprise bonds, corporate bonds, ultra short-term financing bonds, short-term financing bonds, mid-term notes, non-public placement debt financing instruments, and other domestic or overseas debt financing instruments denominated in Renminbi or foreign currencies approved by regulatory authorities for issuance.

In addition to the mid-term notes registered and issued in September 2013 amounted to RMB8.3 billion (the original registration amount was RMB10 billion, adjusted downwards by RMB1.7 billion in 2014 and RMB2.5 billion repaid in 2018, the current balance is RMB5.8 billion), the mid-term notes registered and issued in October 2018 amounted to RMB2.5 billion, the corporate bonds registered and issued in February 2016 amounted to RMB8 billion (after the implementation of sell-back of corporate bonds "16 Zijin 01" in March 2019, the current balance is RMB5.30253 billion), the renewable corporate bonds registered and issued in December 2016 amounted to RMB5 billion and the U.S. dollar notes issued in October 2018 amounted to USD350 million, the issuance size of the domestic and overseas debt financing instruments this time would not exceed RMB10 billion in total (RMB10 billion inclusive, based on the balance to be repaid after issuance; for issuance in foreign currencies, based on the middle exchange rate as of the People's Bank of China on the issuance date).

II. Major terms of the issuance

- (1) Issuance size: issue debt financing instruments with an aggregate amount of not exceeding RMB10 billion (RMB10 billion inclusive) accumulatively or the equivalent amount in foreign currencies within the authorisation period.
- (2) Durations and varieties: a maximum of 10 years, can be in a single duration or a combination of various durations. The specific combination of the durations and the issuance size of each duration shall be determined by the Board with reference to the relevant regulations and market conditions.

- (3) Use of proceeds raised: the proceeds raised from the issuance of debt financing instruments are expected to be used for satisfying production and operational needs, domestic and overseas projects' infrastructure development, supplementing working capital and project investment, etc. The specific use of the proceeds raised shall be determined by the Board according to the Company's capital needs.

III. Issuance authorisation

- (1) It is proposed that the shareholders' general meeting unconditionally authorises the Board with a general mandate to decide and deal with the specific matters regarding the issuance of debt financing instruments according to the Company's particular needs and other market conditions.
1. Determine to issue debt financing instruments, the issuance types, specific varieties, specific terms, conditions and other matters (including but not limited to specific issuance amount, actual amount in total, currency, issuance price, interest rate or its determination method, issuance location, timing of issuance, duration, whether to issue in tranches and number of tranches to be issued, whether to set sell-back terms and redemption terms, rating arrangements, guarantee matters (if necessary), repayment terms of principal and interests, and determination of the specific arrangements of raising proceeds, specific placing arrangements, underwriting arrangements and all other matters regarding the issuance).
 2. Take all necessary and supplementary actions and steps for the issuance of debt financing instruments (including but not limited to engaging intermediary institutions, applying to the relevant regulatory authorities and handling the relevant approval, registration, filing procedures, etc., for the issuance on behalf of the Company, entering into all necessary legal documents relating to the issuance, choosing bond trustees for the issuance, formulating bond holders meeting rules and handling all other matters regarding the issuance and transaction of the bonds).
 3. In the case that the Board has taken any of the above actions and steps for the issuance of debt financing instruments, approve, confirm and ratify those actions and steps.
 4. If there are any changes in the regulatory policies or market conditions, except the matters for which re-voting at a shareholders' general meeting is necessary as stipulated by relevant laws, regulations and the articles of association of the Company, the Board, within the scope of authorisation granted by a shareholders' general meeting, can make corresponding adjustments to the relevant matters of the specific proposal of issuance according to the advice from regulatory authorities or market conditions.
 5. After completion of the issuance, determine and handle relevant matters for listing the debt financing instruments issued.

- (2) Agree that at the same time when approval and authorisation are granted by a shareholders' general meeting for the above matters, the financial controller and the secretary to the Board of the Company be further authorised by the Board to execute issuance matters for debt financing instruments according to the Company's particular needs and other market conditions.
- (3) Authorise the financial controller and the secretary to the Board of the Company to approve, sign and distribute relevant documents and make announcements, and make relevant information disclosures according to applicable regulatory rules at the listing places of the Company.

IV. Determination of the validity period of the authorisation to be granted by shareholders' general meeting

The authorisation for matters relating to the issuance of debt financing instruments will be valid from the date of approval at the 2018 annual general meeting to the convention date of the 2019 annual general meeting.

If the Board or its authorised persons decided to implement the issuance within the validity period of the authorisation and the Company has obtained issuance approval (if necessary), permission or registration from regulatory authorities within the validity period of the authorisation, the Board can complete the relevant issuance tasks within the validity period specified in such approval, permission or registration.

The above proposal was considered and approved at the eleventh meeting of the sixth term of the Board. The proposal is hereby submitted to the shareholders' general meeting for shareholders' consideration.

Zijin Mining Group Co., Ltd.*
Board of Directors
9 April 2019

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Appendix C

Zijin Mining Group Co., Ltd.*

Proposal in relation to the Arrangement of Guarantees to the Company's Subsidiaries, Joint Venture and Associate for the Year 2019

To all shareholders,

For the purpose of satisfying the capital requirements of project construction, production and operation and merger and acquisition of the subsidiaries, joint venture and associate (the "Guarantee Receiver(s)") of the Company and improve the efficiency of decision-making, the Company and its subsidiaries propose to provide guarantees of not more than RMB18.72302 billion (the "Guarantees") in total to the Guarantee Receivers for the year 2019. Details are as follows:

Unit: billion

Number	Guarantee Receiver	Relationship with the Company	Currency	Amount of guarantee	Proportion to the total amount of the Guarantees
1	Gold Mountains (H.K.) International Mining Co., Ltd.	Wholly-owned subsidiaries	USD	0.9	Equivalent to approximately RMB11.34050 billion, representing 60.57% to the total amount of the Guarantees
2	Zijin International Capital Company Limited		USD	0.4	
3	Zijin Mining Group (Xiamen) Metal Materials Company Limited		RMB	0.1	
4	Shanghang County Zijin Metal Resources Company Limited		RMB	0.05	
5	Xinjiang Zijin Non-ferrous Metals Company Limited		RMB	1	
6	Heilongjiang Zijin Copper Company Limited		RMB	1.5	
7	Rakita Exploration doo	Non-wholly owned subsidiaries	USD	0.085	Equivalent to approximately RMB2.90798 billion, representing 15.53% to the total amount of the Guarantees
8	Zijin Bor Copper Doo Bor in Serbia		USD	0.25	
9	La Compagnie Minière de Musonoie Global SAS		USD	0.1	
10	Kamoa Holding Limited	Joint venture	USD	0.4	Equivalent to approximately RMB2.674 billion, representing 14.28% to the total amount of the Guarantees
11	Tibet Yulong Copper Company Limited	Associate	RMB	1.8005416	Representing 9.62% to the total amount of the Guarantees

Note: The abovementioned proportions are based on the middle rate of foreign exchange rate quotation of USD1:RMB6.6850 of China Foreign Exchange Trade System on 21 March 2019.

The amounts of the Guarantees are based on the estimation of the current operation. Subject to any possible change, within the amounts and scope of the Guarantees, the amounts of guarantees to be provided to the wholly-owned subsidiaries can be adjusted among themselves, and the amount of guarantees to be provided to the non-wholly owned subsidiaries can be adjusted among themselves. The Company and its subsidiaries will provide guarantees to the joint venture and associate based on the proportion of equity interest. The Company and the Guarantee Receivers do not have any connected relationship.

The Guarantees are subject to the consideration at the shareholders' general meeting. The effective period of the guarantee arrangement is from the date of approval at the shareholders' general meeting to the convention date of the annual general meeting for the next year. The financial controller of the Company will be authorised to handle all the matters relating to the guarantee arrangement after the shareholders' general meeting considers and approves the proposal.

I. Basic information of the Guarantee Receivers

Please refer to the attachment.

II. Major content of the Guarantees

The total amount of the Guarantees will not exceed RMB18.72302 billion. As present, the Company has not entered into any guarantee contract or letter of intent yet.

The abovementioned amounts of the Guarantees do not represent the actual amount of the proceeds to be raised. The actual amount of the proceeds to be raised shall be subject to the amounts of the Guarantees as approved by the shareholders' general meeting and negotiations with financial institutions. The specific type, method, amount and period of the Guarantees are subject to the relevant documents finally executed. The Company will strictly control the operational risk and guarantee risk.

The abovementioned Guarantees include the following circumstances:

- (1) The amount of a single guarantee exceeds 10% of the audited net assets for the latest period;
- (2) The guarantee(s) provided after the total amount of the Guarantees equals to or exceeds 50% of the audited net assets for the latest period;
- (3) The guarantee(s) provided after the total amount of the Guarantees equals to or exceeds 30% of the audited total assets for the latest period;
- (4) Providing guarantees to a Guarantee Receiver with debt ratio exceeding 70%;
- (5) The amount of guarantees exceeds 30% of the Company's audited total assets for the latest period for 12 consecutive months; and
- (6) The amount of guarantees exceeds 50% of the Company's audited net assets for the latest period for 12 consecutive months.

III. Opinion of the board of directors

The eleventh meeting of the sixth term of the board of directors of the Company (the “Board”) considered and approved matters relating to the abovementioned Guarantees. The Board considered that the Guarantees will be provided after comprehensive consideration based on the needs of business development of the Guarantee Receivers and are beneficial to the Company’s stable and sustainable development. The Guarantees are in line with the actual operating situation and overall development strategies of the Company. The Guarantee Receivers also have good credit status. The overall risk of the Guarantees is controllable.

The independent directors of the Company provided the following opinion: the consideration and authorisation of the Company’s expected amount of the Guarantees follow the provisions of the relevant laws, regulations, regulatory documents and the articles of association of the Company. The Guarantees are in line with the actual operating situation and overall development strategies of the Company, and will not prejudice the interests of the Company and the shareholders. The independent directors of the Company agreed to submit the proposal to the shareholders’ general meeting for consideration.

IV. The amounts of accumulated guarantees and overdue guarantees provided by the Company

As at the date of the guarantee announcement, i.e. 22 March 2019, the balance of the actual amount of guarantees provided by the Company (including guarantees provided to the Company’s subsidiaries) was RMB16.42863 billion, representing 40.47% of the audited net assets of the Company as at the end of 2018. There is no overdue guarantee.

The total amount of guarantees after adding the amounts of the abovementioned Guarantees and the amount of counter-guarantee for finance to Makeng Mining as stated in proposal number 4 of this shareholders’ general meeting is RMB35.98165 billion, representing 88.94% of the audited net assets of the Company as at the end of 2018. Among which, the amount of guarantees provided to subsidiaries represents 82.05% of the audited net assets of the Company as at the end of 2018.

The above proposal was considered and approved at the eleventh meeting of the sixth term of the Board. The proposal is hereby submitted to the shareholders’ general meeting for shareholders’ consideration.

Attachment: Basic information of the Guarantee Receivers

Zijin Mining Group Co., Ltd.*
Board of directors
9 April 2019

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Attachment: Basic information of the Guarantee Receivers

Unit: RMB million

Number	Guarantee Receiver	Relationship with the Company	Place of registration	Legal representative	Scope of operation	As at 31 December 2018/Year 2018				Note
						Total assets	Total liabilities	Net assets	Net profit	Debt ratio
1	Gold Mountains (H.K.) International Mining Co., Ltd.	Wholly-owned subsidiaries	Hong Kong, China	Fang Qixue	Investment and trading	29,640,4574	20,313,9311	9,326,5263	-145,4722	68.53%
2	Zijin International Capital Company Limited		Hong Kong, China	Liu Zhizhou	Capital management platform	13,839,8439	13,711,3754	128,4685	60,3873	99.07%
3	Zijin Mining Group (Xiamen) Metal Materials Company Limited		Xiamen, Fujian	Rao Jiandong	Wholesales of metals and metal ores	117,0843	78,5972	38,4871	-4,5166	67.13%
4	Shanghai County Zijin Metal Resources Company Limited		Shanghai, Fujian	Rao Jiandong	Trading of metals and metal products	20.4	14,2842	6,1158	0.1193	70.00%
5	Xinjiang Zijin Non-ferrous Metals Company Limited		Kizilsu Kyrgyz Prefecture, Xinjiang	Sha Tao	Refining of zinc	95,3111	1,8836	93,4275	-6,5724	1.98%
6	Heilongjiang Zijin Copper Company Limited		Heihe, Heilongjiang	Zhou Anliang	Refining of copper	1,846,7317	764,7113	1,082,0205	3,1579	41.41%
7	Rakita Exploration doo	Non-wholly owned subsidiaries	Serbia	Fu Feilong	Geological prospecting	3,739,9223	760,4288	2,979,4935	-87,2104	20.33%
8	Zijin Bor Copper Doo Bor in Serbia		Serbia	Long Yi	Mining of non-ferrous metals	7,247,1446	3,871,845	63,6264	22.48	The Company holds 63% of the equity interest
9	La Compagnie Minière de Musonoie Global SAS		The Democratic Republic of the Congo	Que Chaoyang	Mining and refining of copper ore	3,153,4825	2,453,2817	700,2008	503.76	The Company holds 72% of the equity interest
10	Kamoa Holding Limited	Joint venture	Barbados	/	Development of Kamoa-Kakula	9,852.71	6,784.67	3,068.04	271.96	The Company holds 49.5% of the equity interest
11	Tibet Yulong Copper Company Limited	Associate	Changdu, Tibet	Qing Yan	Mining of copper ore	6,452.68	4,342.9	2,109.78	338.08	The Company holds 22% of the equity interest

Note: The Company indirectly holds 100% interest of the Upper Zone and 60.4% interest of the Lower Zone of the Timok copper-gold mine project through Rakita Exploration doo. Should there be any discrepancy, the Chinese text of this attachment shall prevail over its English text.

Appendix D

Zijin Mining Group Co., Ltd.* **Proposal in relation to the Provision of Counter-guarantee for Finance to** **Makeng Mining**

To all shareholders,

In order to meet the capital needs for normal production and operation and technological transformation, it is proposed that Fujian Makeng Mining Co., Ltd. (“Makeng Mining”), an associate of the Company, will apply for credit facilities of not exceeding RMB2 billion from banks in 2019, which will be guaranteed at the amount of RMB1.5 billion and RMB0.5 billion respectively by its controlling shareholder, Fujian Rare Earth (Group) Co., Ltd. (“Fujian Rare Earth Group”), and the controlling shareholder of Fujian Rare Earth Group, Fujian Yejin (Holding) Co., Ltd. (“Fujian Yejin”). Two other shareholders of Makeng Mining will provide counter-guarantees for the abovementioned guarantees with their shareholdings in Makeng Mining, that is, the Company will provide counter-guarantee (the “Counter-guarantee”) with its 41.5% equity interest in Makeng Mining and all of the interests derived from such shareholding as collaterals for Fujian Rare Earth Group (the “Counter-guarantee Proposal”).

Fujian Rare Earth Group, the Company and Fujian the 8th Geology Team hold 51%, 41.5% and 7.5% equity interest in Makeng Mining respectively.

The Counter-guarantee Proposal was considered and approved at the fourth extraordinary meeting in 2019 of the sixth term of board of directors of the Company (the “Board”). All of the 11 directors of the Company participated in the voting and unanimously considered and approved the Counter-guarantee Proposal.

Since the debt ratio of Makeng Mining exceeds 70%, pursuant to the relevant laws, regulations and the articles of association of the Company, the guarantee, after consideration and approval by the Board, shall be submitted to the shareholders’ general meeting for consideration and approval by the way of a special resolution.

As at the date of the guarantee announcement, i.e. 22 March 2019, the amounts of guarantee provided by the Company, Fujian Rare Earth Group and Fujian Yejin to Makeng Mining were nil, RMB1,135,420,500 and RMB200,000,000 respectively. The Company will correspondingly provide counter-guarantee with its 41.5% equity interest in Makeng Mining and all of the interests derived from such shareholding.

I. Basic information of the main debtor

Company name: Fujian Makeng Mining Co., Ltd.

Registered address: Qilai Village, Caoxi Street, Xinluo District, Longyan City, Fujian Province

Legal representative: Yan Ming

Registered capital: RMB1 billion

Scope of business: Mining of iron ore, tungsten and molybdenum ores, limestone and gypsum; manufacture and sales of jewellery and ornaments; leasing of machinery and equipment (items which require approvals under the law shall be subject to approval from relevant departments before the commencement of business).

As at 31 December 2018, Makeng Mining had total assets of RMB4,695,529,800, total liabilities of RMB3,376,194,800, net assets of RMB1,319,335,100 and the debt ratio was 71.90%. The sales revenue and net profit realised for the year ended 31 December 2018 were RMB569,694,000 and RMB20,621,000 respectively. (the above financial information is audited)

As at 28 February 2019, Makeng Mining had total assets of RMB4,497,178,300, total liabilities of RMB3,169,617,500, net assets of RMB1,327,560,800 and the debt ratio was 70.48%. The accumulated sales revenue and net profit realised for the period from January to February 2019 were RMB127,297,600 and RMB3,170,200 respectively. (the above financial information is unaudited)

II. Basic information of the guaranteed parties

(1) Fujian Rare Earth Group

Company name: Fujian Rare Earth (Group) Co., Ltd.

Registered address: No. 1 Shengfu Road, Fuzhou City, Fujian Province

Legal representative: Zheng Zhen

Registered capital: RMB1.6 billion

Scope of business: Investment in rare metals (tungsten, molybdenum, etc.), rare earth and new materials for energy; wholesale and retail of metal materials, non-ferrous metals (excluding precious metals), ferrous metals and its calendared products, non-metallic ore and its products, general machinery, batteries, construction materials, chemical raw materials (excluding dangerous chemical products and precursor chemicals), spare parts for automobile, arts and crafts; metallurgical technology services and its relevant information consulting services; real estate development and operation (items which require approvals under the law shall be subject to approval from relevant departments before the commencement of business).

As at 31 December 2018, Fujian Rare Earth Group had total assets of RMB32,396,924,100, total liabilities of RMB20,584,997,600, equity attributable to owners of the parent of RMB2,981,972,200 and the debt ratio was 63.54%. The sales revenue and net profit attributable to owners of the parent realised for the year ended 31 December 2018 were RMB20,644,316,500 and -RMB209,818,800 respectively. (the above financial information is unaudited)

As at 28 February 2019, Fujian Rare Earth Group had total assets of RMB33,266,509,400, total liabilities of RMB21,564,099,200, equity attributable to owners of the parent of RMB2,920,215,300 and the debt ratio was 64.82%. The accumulated sales revenue and net profit attributable to owners of the parent realised for the period from January to February 2019 were RMB2,372,821,400 and -RMB32,803,700 respectively. (the above financial information is unaudited)

Fujian Yejin and Fujian Shanshui Investment Company Limited own 85.26% and 14.74% of the equity interest in Fujian Rare Earth Group respectively. There is no connected relationship between the Company and Fujian Rare Earth Group.

(2) Fujian Yejin

Company name: Fujian Yejin (Holding) Co., Ltd.

Registered address: No. 1 Shengfu Road, Fuzhou City, Fujian Province

Legal representative: Zheng Zhen

Registered capital: RMB4.62835 billion

Scope of businesses: Management of state-owned assets and investment income within the authorisation scope; external investment operation; consulting services (items which require approvals under the law shall be subject to approval from relevant departments before the commencement of business).

As at 31 December 2018, Fujian Yejin had total assets of RMB81,310,240,600, total liabilities of RMB42,152,530,500, equity attributable to owners of the parent of RMB19,670,649,600 and the debt ratio was 51.84%. The sales revenue and net profit attributable to owners of the parent realised for the year ended 31 December 2018 were RMB83,393,189,500 and RMB3,994,383,400 respectively. (the above financial information is unaudited)

As at 28 February 2019, Fujian Yejin had total assets of RMB81,327,564,400, total liabilities of RMB41,541,517,500, equity attributable to owners of the parent of RMB19,990,589,300 and the debt ratio was 51.08%. The accumulated sales revenue and net profit attributable to owners of the parent realised for the period from January to February 2019 were RMB12,316,025,300 and RMB385,962,100 respectively. (the above financial information is unaudited)

Fujian Yejin is a state-owned and wholly-owned company under the State-owned Assets Supervision and Administration Commission of Fujian Province. There is no connected relationship between the Company and Fujian Yejin.

III. Major contents of the counter-guarantee agreement

It is proposed that Makeng Mining will apply for credit facilities of not exceeding RMB2 billion from the relevant banks in 2019, which will be guaranteed at the amount of RMB1.5 billion and RMB0.5 billion by its controlling shareholder, Fujian Rare Earth Group, and the controlling shareholder of Fujian Rare Earth Group, Fujian Yejin, respectively. Two other shareholders of Makeng Mining will provide counter-guarantees for the above-mentioned guarantees with their shareholdings in Makeng Mining, that is, the Company will provide the Counter-guarantee with its 41.5% equity interest in Makeng Mining and all of the interests derived from such shareholding as collaterals for Fujian Rare Earth Group.

The counter-guarantee agreement has not yet been signed. It is proposed that the shareholders' general meeting authorises the Company's management to sign the relevant agreements.

IV. Opinion of the Board

The Board considers that as Fujian Rare Earth Group and Fujian Yejin provide full guarantee for Makeng Mining, and as the production and operation of Makeng Mining are under normal condition, based on the principle of fairness about risk-and-profit-sharing, the Board agreed on the Counter-guarantee with all equity interest in Makeng Mining and all of the interests derived from such shareholding as collaterals for Fujian Rare Earth Group.

V. The amounts of accumulated guarantees and overdue guarantees provided by the Company

As at the date of the guarantee announcement, i.e. 22 March 2019, the balance of the actual amount of guarantees provided by the Company (including guarantees provided to the Company's subsidiaries) was RMB16.42863 billion, representing 40.47% of the audited net assets of the Company as at the end of 2018. There is no overdue guarantee.

The total amount of guarantees after adding the amount of the abovementioned Counter-guarantee and the amounts under the arrangement of guarantees to the Company's subsidiaries, joint venture and associate for the year 2019 as stated in proposal number 3 of this shareholders' general meeting is RMB35.98165 billion, representing 88.94% of the audited net assets of the Company as at the end of 2018. Among which, the amount of guarantees provided to subsidiaries represents 82.05% of the audited net assets of the Company as at the end of 2018.

The above proposal was considered and approved at the fourth extraordinary meeting in 2019 of the sixth term of the Board. The proposal is hereby submitted to the shareholders' general meeting for shareholders' consideration.

Zijin Mining Group Co., Ltd.*

Board of Directors

9 April 2019

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

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

Appendix E

Zijin Mining Group Co., Ltd.*

The Calculation and Distribution Proposal for the Remuneration of the Executive Directors and the Chairman of the Supervisory Committee of the Company for the year ended 31 December 2018

To all shareholders,

Pursuant to the “Remuneration and Assessment Proposal of Directors and Supervisors of the Sixth Term” passed at the third extraordinary general meeting in 2016 of the Company, upon calculation based on the external business environment and operating results of the Company in 2018, the nomination and remuneration committee of the board of directors (the “Board”) proposes the calculation and distribution proposal for the remuneration of the following directors and supervisor for the year 2018, which is now submitted to the Board for consideration, and to the 2018 annual general meeting for approval.

I. The scope of application of the remuneration and assessment proposal

Chairman: Chen Jinghe; President, executive director: Lan Fusheng
Executive directors: Zou Laichang, Lin Hongfu, Fang Qixue, Lin Hongying
Chairman of the supervisory committee: Lin Shuiqing

II. Calculation parameters

Net assets attributable to owners of the parent for 2017: RMB34,999,723,155;
Net profit attributable to owners of the parent for the year 2018: RMB4,093,773,630.

III. The total amount of remuneration of the executive directors and the chairman of the supervisory committee for the year 2018 (in RMB) (for 7 persons)

Basic annual salary: RMB15,701,972;
Incentive salary: RMB13,711,157;
Total annual salary for the year 2018: RMB29,413,129.

The above proposal was considered and approved at the eleventh meeting of the sixth term of the Board. The proposal is hereby submitted to the shareholders’ general meeting for shareholders’ consideration.

Zijin Mining Group Co., Ltd.*
Board of Directors
9 April 2019

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