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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)

Announcement in relation to Amendments to the Articles of Association of the Company

The Company Law of the People's Republic of China (the "Company Law") and the Guidelines for Articles of Association of Listed Companies issued by the China Securities Regulatory Commission (the "CSRC") amended the conditions and procedures in relation to acquisition of the Company's shares by other companies. Pursuant to the Reply of the State Council on Adjusting the Notice Period for the General Meeting of Shareholders and Other Matters Applicable to Companies Listed Abroad (Guo Han [2019] No. 97), the relevant provisions and requirements in the Company Law are applicable to the notice period, shareholders' right of submitting proposals and procedures for convening shareholders' general meetings of overseas listed companies registered in China, while the relevant provisions as set out in Clauses 20 to 22 of Special Provisions of the State Council Concerning the Floatation and Listing Abroad of Stocks by Limited Stock Companies are no longer applicable.

According to the provisions of the abovementioned relevant laws, regulations and regulatory documents, based on the actual situation of the Company, the Proposal on Amendments to the Articles of Associations of the Company was considered and approved at the 13th extraordinary meeting of the sixth term of the board of directors (the "Board") of Zijin Mining Group Co., Ltd.* (the "Company"). The Board agreed to amend the corresponding clauses in the articles of association of the Company (the "Articles of Association"). For the details of the amendments, please refer to the comparison table on the proposed amendments to the Articles of Association in the appendix of this announcement.

The abovementioned amendments are subject to the consideration and approval at the shareholders' general meeting of the Company.

This announcement is written in both Chinese and English. In the case of any discrepancies, the Chinese version shall prevail over its English version.

Investors and shareholders are advised by the Board to exercise caution when dealing in the securities of the Company.

As at the date of this announcement, 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.

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

Fujian, the PRC, 12 November 2019

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

Appendix: Comparison table on the proposed amendments to the Articles of Association

| Before amendments | After amendments |
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| <p>Article 26: In the following circumstances, the Company may repurchase its own issued shares subject to the provisions provided in the Articles and with the requirements of laws, administrative regulations, and departmental regulations:</p> <p>(1) To reduce its registered share capital;</p> <p>(2) To merge with other companies which hold the Company's <u>shares</u>;</p> <p><u>(3) To grant shares to the Company's employees as incentive payments;</u></p> <p>(4) For shareholders who object to the merger or division of the Company as approved in the general meeting of shareholders and request the Company to repurchase their shares;</p> <p>Except for the above-mentioned circumstances, the Company is not allowed to repurchase and sell its own shares.</p> | <p>Article 26: In the following circumstances, the Company may repurchase its own issued shares subject to the provisions provided in the Articles and with the requirements of laws, administrative regulations, and departmental regulations:</p> <p>(1) To reduce its registered share capital;</p> <p>(2) To merge with other companies which hold the Company's shares;</p> <p>(3) For the Company's employee stock ownership schemes or share incentives;</p> <p>(4) For shareholders who object to the corporate merger or division as approved in the general meeting of shareholders and request the Company to repurchase their shares;</p> <p>(5) To exchange the shares for corporate bonds which can be converted into shares issued by listed companies;</p> <p>(6) For the protection of the Company's value and the rights and interests of shareholders as a listed company, if necessary.</p> <p>Except for the above-mentioned circumstances, the Company is not allowed to repurchase and sell its own shares.</p> |
| <p>Article 27: The Company can repurchase the shares in any of following ways with approval from relevant national authorities:</p> <p>(1) To give a repurchase offer to all shareholders on pro-rata basis;</p> | <p>Article 27: The Company can repurchase the shares in any of following ways with approval from relevant national authorities:</p> <p>(1) To give a repurchase offer to all shareholders on pro-rata basis;</p> |

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| <p>(2) To repurchase at a stock exchange in the manner of open transaction; (3) To repurchase outside a stock exchange in the manner of agreement;</p> | <p>(2) To repurchase at a stock exchange in the manner of open transaction; (3) To repurchase outside a stock exchange in the manner of agreement;</p> <p>The Company shall carry out public centralized trading for the purpose of repurchase of its owned issued shares for clauses (3), (5) and (6) of part one of Article 26.</p> |
| <p>Article 29: The Company shall obtain the approval in a general meeting of shareholders for repurchase of its shares for the purposes set out in clauses (1) <u>to (3)</u> of Article 26. The Company should take the following actions after the repurchase in accordance with <u>the above-mentioned Article</u>. In case of clause (1) if Article 26, the shares shall be cancelled within 10 days from the date of the repurchase. In the case of clauses (2) or (4) of Article 26, the shares repurchased shall be transferred or cancelled within 6 months. <u>The aggregate amount of cancelled shares' face value shall be deducted from the Company's registered capital. The shares to be repurchased by the Company in accordance with the clause (3) of Article 26 shall not exceed 5% of the Company's total issued capital. The fund used for repurchase shall be made out from the Company's after-tax profit. All the repurchased shares shall be transferred to the employees within 1 year.</u></p> | <p>Article 29: The Company shall obtain the approval in a general meeting of shareholders for repurchase of its shares for the purposes set out in clauses (1) and (2) of part one of Article 26. The approval in a board meeting subject to the quorum of not less than two-thirds of directors shall be obtained for repurchasing the Company's own shares for the purpose set out in clauses (3), (5) and (6) of part one of Article 26. The Company should take the following actions after the repurchase in accordance with part one of Article 26. In case of clause (1) of Article 26, the shares shall be cancelled within 10 days from the date of the repurchase. In the case of clauses (2) or (4) of Article 26, the shares repurchased shall be transferred or cancelled within 6 months. The aggregate shares held by the Company in accordance with clauses (3), (5) and (6) of part one of Article 26 shall not exceed 10% of the Company's total issued capital, and shall be transferred or cancelled within 3 years.</p> |
| <p>Article 46: <u>Within 30 days before the general meeting of shareholders or within 5 days before the base date for dividend distribution, no registration of change on register of shareholders for transfer of shares is allowed.</u></p> | <p>Article 46: With respect to the closure of registration of change on register of shareholders for transfer of shares before the base date for the general meeting of shareholders or dividend distribution, the relevant provisions of laws, regulations and the Rules Governing the Listing of Securities on The Hong Kong Stock Exchange Limited, if any,</p> |

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| | shall prevail. |
| <p>Article 67: When the Company convenes a general meeting of shareholders, it shall send out a <u>written notice 45 days</u> before the meeting is held to inform all shareholders recorded in the shareholders' register of the matters to be discussed and the date and place of the meeting. <u>The shareholders who intend to attend the general meeting shall send a meeting attendance reply slip in writing to the Company 20 days before the meeting is held.</u></p> <p>If a general meeting adopts voting by internet or other means, the voting time and methods for voting by internet or other means should be clearly stated in the notice of a general meeting. The starting time of voting by internet and other means shall not be earlier than 3:00 pm of a day before the meeting and shall not be later than 9:30 am of the meeting day. The closing time of voting by internet and other means shall not be earlier than 3:00 pm of the meeting day.</p> | <p>Article 67: When the Company convenes an annual general meeting, it shall send out a notice 20 clear business days before such meeting is held; when the Company convenes an extraordinary general meeting, it shall send out a notice 10 clear business days or 15 days (whichever is longer) before such meeting is held, to inform all shareholders recorded in the shareholders' register of the matters to be discussed and the date and place of the meeting.</p> <p>If a general meeting adopts voting by internet or other means, the voting time and methods for voting by internet or other means should be clearly stated in the notice of a general meeting. The starting time of voting by internet and other means shall not be earlier than 3:00 pm of a day before the meeting and shall not be later than 9:30 am of the meeting day. The closing time of voting by internet and other means shall not be earlier than 3:00 pm of the meeting day.</p> |
| <p>Article 68: Shareholders, solely or jointly, holding more than 3% of the total shares carrying voting rights of the Company may, <u>on or before 20 days prior to the holding of a general meeting of shareholders submit to the board of directors in writing the proposed resolutions. The board of directors shall, either issue a notice informing other shareholders within 2 days from the date of receipt of such proposal or at least 14 days before the date of the general meeting, issue a circular and announcement to notify all the shareholders of the proposed resolutions, and to table the proposed resolutions at the shareholders' general meeting for consideration.</u></p> | <p>Article 68: Shareholders, solely or jointly, holding more than 3% of the total shares carrying voting rights of the Company may, on or before 10 days prior to the holding of a general meeting of shareholders submit to the convener in writing the proposed resolutions. The convener shall, within 2 days from the date of receipt of such proposal, issue a supplementary notice of general meeting and announce the contents of the proposed resolutions.</p> <p>Except for the aforesaid circumstances in previous paragraph, after the</p> |

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| <p>Except for the aforesaid circumstances in previous paragraph, after the announcement of notice of general meeting by the convener, no amendment will be made on the agenda listed in the notice nor insert of new agenda.</p> <p>In the general meeting, the shareholders cannot vote on any resolution which is not listed in the announced notice or not complied with <u>previous paragraph</u>.</p> | <p>announcement of notice of general meeting by the convener, no amendment will be made on the agenda listed in the notice nor insert of new agenda.</p> <p>In the general meeting, the shareholders cannot vote on any resolution which is not listed in the announced notice or not complied with Article 69.</p> |
| <p><u>Article 70: The Company shall figure out the number of voting shares of the shareholders who will attend the meeting according to the written replies received 20 days before the general meeting of shareholders is held. If the number of voting shares of the attending shareholders reach over half of the total voting shares of the Company, the Company can hold the general meeting of shareholders; if not, the Company shall inform the shareholders of the discussion items, meeting date and place again in the form of announcement within 5 days. After the announcement, the Company can hold the general meeting of shareholders.</u></p> <p>An extraordinary general meeting shall not decide any matters not clearly stated in the notice.</p> | <p>Article 70: An extraordinary general meeting shall not decide any matters not clearly stated in the notice.</p> |
| <p>Article 74: The notice of general meeting shall be sent to the shareholders (with or without voting right in the general meeting) in compliance to Article 200. If the notice of general meeting shall be sent to the shareholders via specially assigned person or by prepaid mail, the address of receiver shall depend on the address recorded on the register of shareholders. For domestic</p> | <p>Article 74: The notice of general meeting shall be sent to the shareholders (with or without voting right in the general meeting) in compliance to Article 200. If the notice of general meeting shall be sent to the shareholders via specially assigned person or by prepaid mail, the address of receiver shall depend on the address recorded on the register of shareholders. For</p> |

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| <p>shareholders, the notice of general meeting can also be sent in the way of announcement.</p> <p>The announcement mentioned above shall be published on one or more presses specified by China Securities Regulatory Commission <u>in a period between 45 days to 50 days before the meeting is held</u>. Once it is announced, the notice of shareholders' meeting shall be deemed as received by all domestic shareholders.</p> | <p>domestic shareholders, the notice of general meeting can also be sent in the way of announcement.</p> <p>The announcement mentioned above shall be published on one or more presses specified by China Securities Regulatory Commission. Once it is announced, the notice of shareholders' meeting shall be deemed as received by all domestic shareholders.</p> |
| <p>Article 102: When the Company plans to hold a classified shareholders' meeting, <u>a written notice shall be issued 45 days before the meeting is held</u> so as to inform the shareholders of a class of shares on record of the matters to be discussed and the date and place of the meeting. <u>The shareholders intended to attend the meeting shall send a written reply on appearance at the meeting to the Company 20 days before the meeting is held.</u></p> <p><u>If the number of voting shares of the attending shareholders reaches over half of the total voting shares of the class at the meeting, the Company can hold the classified shareholders' meeting; if not, the Company shall inform the shareholders of the discussion items, meeting date and place again in the form of announcement within 5 days. After the announcement, the Company can hold the classified shareholders' meeting.</u></p> | <p>Article 102: When the Company plans to hold a classified shareholders' meeting, a written notice shall be issued pursuant to Article 67 with respect to the notice period of convening an extraordinary general meeting so as to inform the shareholders of a class of shares on record of the matters to be discussed and the date and place of the meeting.</p> |
| <p>Article 110: The Company shall establish a board of directors consisting of <u>12</u> directors of which at least <u>4</u> (4 inclusive) of them are independent directors. The board of directors shall consist of 1 chairman and 1 to 2 vice chairmen as necessary.</p> | <p>Article 110: The Company shall establish a board of directors consisting of 13 directors of which at least 5 (5 inclusive) of them are independent directors. The board of directors shall consist of 1 chairman and 1 to 2 vice chairmen as necessary.</p> |

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

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