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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 SEVENTH TERM;**
- (3) AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY;**
- (4) AMENDMENTS TO THE RULES GOVERNING THE PROCEDURES OF THE SHAREHOLDERS' GENERAL MEETING OF THE COMPANY**

A letter from the Board is set out on pages 3 to 7 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 Monday, 30 December 2019 at 9 a.m. was issued on 15 November 2019 and is set out on pages 34 to 36 of this circular.

Reply slip, proxy form for H Shareholders and ballot for use at the said meeting were issued on 15 November 2019. H Shareholders who intend to attend the EGM shall complete and return the reply slip in accordance with the instructions printed thereon before Tuesday, 10 December 2019.

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 EGM 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.

* *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:

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| “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 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 Listing Rules; |
| “CSRC” | China Securities Regulatory Commission; |
| “Director(s)” | the director(s) of the Company; |
| “EGM” | the second extraordinary general meeting in 2019 to be held at the conference room at 21/F., Zijin Headquarters, No. 1 Zijin Road, Shanghang County, Fujian Province, the PRC on Monday, 30 December 2019 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 Stock Exchange” | The Stock Exchange of Hong Kong Limited; |

DEFINITIONS

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|---------------------------|---|
| “Latest Practicable Date” | 21 November 2019, being the latest practicable date prior to the issuance of this circular for ascertaining certain information contained herein; |
| “Listing Rules” | the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange; |
| “PRC” | The People’s Republic of China but for the purpose of this circular, excludes Hong Kong SAR, 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*)

Lan Fusheng (*President*)

Zou Laichang

Lin Hongfu

Fang Qixue

Lin Hongying

*Registered office and principal
place of business in the PRC:*

No. 1 Zijin Road
Shanghang County
Fujian Province
The PRC

Non-executive Director:

Li Jian

Place of business in Hong Kong:

Unit 7503A, Level 75
International Commerce Centre
1 Austin Road West
Kowloon, Hong Kong

Independent non-executive Directors:

Lu Shihua

Zhu Guang

Sit Hoi Wah, Kenneth

Cai Meifeng

30 November 2019

To the Shareholders

Dear Sir/Madam,

- (1) PROPOSED ELECTION OF DIRECTORS AND SUPERVISORS;**
- (2) REMUNERATION AND ASSESSMENT PROPOSAL OF DIRECTORS
AND SUPERVISORS OF THE SEVENTH TERM**
- (3) AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE
COMPANY;**
- (4) AMENDMENTS TO THE RULES GOVERNING THE PROCEDURES OF
THE SHAREHOLDERS' GENERAL MEETING OF THE COMPANY**

1. INTRODUCTION

The purpose of this circular is to provide you with information in relation to (1) proposed election of Directors and Supervisors; (2) remuneration and assessment proposal of Directors and Supervisors of the seventh term; (3) amendments to the Articles of Association of the Company and (4) amendments to the rules governing the procedures of the shareholders' general meeting of the Company, which are the proposals to be tabled at the EGM, and other information relevant to the proposals to be tabled at the EGM in order to enable you to make an informed decision on whether to vote for or against the proposals at the EGM.

LETTER FROM THE BOARD

2. ELECTION OF DIRECTORS

The Board currently consists of 11 Directors, including 6 executive Directors, namely, Mr. Chen Jinghe, Mr. Lan Fusheng, Mr. Zou Laichang, Mr. Lin Hongfu, Mr. Fang Qixue and Ms. Lin Hongying, 1 non-executive Director, namely, Mr. Li Jian, and 4 independent non-executive Directors, namely, Mr. Lu Shihua, Mr. Zhu Guang, Mr. Sit Hoi Wah, Kenneth and Mr. Cai Meifeng.

According to Article 111 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 seventh term of the Board will consist of 12 Directors who will be elected at the EGM, including 6 executive Directors, 1 non-executive Director and 5 independent non-executive Directors.

The Board has nominated Mr. Chen Jinghe, Mr. Lan Fusheng, Mr. Zou Laichang, Mr. Lin Hongfu, Ms. Lin Hongying and Mr. Xie Xionghui as candidates for election as the executive Directors of the seventh term, Mr. Li Jian as candidate for election as the non-executive Director of the seventh term, and Mr. Zhu Guang, Mr. Mao Jingwen, Mr. Li Changqing, Mr. He Fulong and Mr. Suen, Stephen Man Tak as candidates for election as the independent non-executive Directors of the seventh term. The term of office of the seventh term of the Board shall commence on the date of the EGM and expire on 29 December 2022.

At the EGM, proposals will be tabled to elect the Directors of the seventh term and approve the remuneration and assessment proposal of the Directors of the seventh term, details of which are set out in Appendix 3 to this circular.

If the proposals are approved at the EGM, the Company 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 for election as the Directors at the EGM are set out in Appendix 4 to this circular.

3. ELECTION OF SUPERVISORS

The Supervisory Committee currently consists of 5 Supervisors, including 2 Supervisors representing workers and staff, namely, Mr. Liu Wenhong and Ms. Lan Liying, and 3 Supervisors representing the Shareholders, namely, Mr. Lin Shuiqing, Mr. Xu Qiang and Mr. Fan Wensheng.

According to Article 132 of the Articles of Association, the term of office of each of the Supervisors is 3 years. Under the Articles of Association, the appointments of the Shareholders' representative Supervisors are subject to the approval by the Shareholders at a

LETTER FROM THE BOARD

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. Fan Wensheng and Mr. Xu Qiang as candidates for election as the Shareholders' representative Supervisors of the seventh term. The term of office of the seventh term of the Supervisory Committee shall commence on the date of the EGM and expire on 29 December 2022.

At the EGM, proposals will be tabled to elect the Supervisors of the seventh term and approve the remuneration and assessment proposal of Supervisors of the seventh term, details of which are set out in Appendix 3 to this circular.

If the proposals are approved at the EGM, the Company 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 for election as the Shareholders' representative Supervisors at the EGM are set out in Appendix 4 to this circular.

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

In order to ascertain the remuneration of the members of the Board and the Supervisory Committee of the seventh 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 Directors and Supervisors of the seventh term, details of which are set out in Appendix 3 to this circular.

5. AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

According to the provisions of the 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 the Company. The Board agreed to amend the corresponding clauses in the Articles of Association. For the proposed amendments to Article 26 in relation to repurchase of the Company's Shares, the H Shares repurchased by the Company can only be cancelled but not transferred and the Company shall observe such requirements of the Listing Rules; for the proposed amendments to Article 102 regarding the notice period to classified shareholders for holding a classified class meeting, etc., they will only become effective subject to the approvals of the Shareholders at the EGM, the A Shareholders at an A Shareholders' class meeting (time and details to be confirmed) and the H Shareholders at an H Shareholders' class meeting (time and details to be confirmed). Except the proposed

LETTER FROM THE BOARD

amendments to Article 102, other proposed amendments to the Articles of Association will become effective subject to the approval at the EGM. Details of amendments to the Articles of Association are set out in Appendix 1 to this circular.

6. AMENDMENTS TO THE RULES GOVERNING THE PROCEDURES OF THE SHAREHOLDERS' GENERAL MEETING OF THE COMPANY

Due to the amendments to the relevant terms of the Articles of Association, corresponding amendments to the rules governing the procedures of the shareholders' general meeting of the Company shall also be made. Among which, the amendments to Article 53 of the rules governing the procedures of the shareholders' general meeting will become effective when the amendments to Article 102 of the Articles of Association become effective. Other amendments will become effective subject to the approval at the EGM. Details of amendments to the rules governing the procedures of the shareholders' general meeting of the Company are set out in Appendix 2 to this circular.

7. EXTRAORDINARY GENERAL MEETING

The Company will hold the EGM at the conference room at 21/F., Zijin Headquarters, No. 1 Zijin Road, Shanghang County, Fujian Province, the PRC on Monday, 30 December 2019 at 9:00 a.m. for the purpose of, inter alia, the consideration and approval of election of Directors and Supervisors, the remuneration and assessment proposal of Directors and Supervisors of the seventh term, the proposal on amendments to the Articles of Association of the Company (please refer to Appendix 1 to this circular) and the proposal on amendments to the rules governing the procedures of the shareholders' general meeting of the Company (please refer to Appendix 2 to this circular).

In order to determine the H Shareholders who are entitled to attend the EGM, the Company's register of H Shares members will be closed from 30 November 2019 (Saturday) to 30 December 2019 (Monday) (both days inclusive), during which period no transfer of H Shares will be registered. H Shareholders who intend to attend the EGM but have not registered the transfer documents are required to deposit the transfer documents together with the relevant share certificates at the registrar of H Shares of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, at or before 4:30 p.m. on 29 November 2019 (Friday). H Shareholders whose names appear on the register of H Shares members on 30 December 2019 (Monday) are entitled to attend the EGM.

Reply slip, proxy form for H Shareholders and ballot for use at the said meeting were issued on 15 November 2019. H Shareholders who intend to attend the EGM shall complete and return the reply slip in accordance with the instructions printed thereon before Tuesday, 10 December 2019.

LETTER FROM THE BOARD

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 EGM 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.

8. 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.

9. 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 (1) the number of Shares held by such Shareholder, and (2) 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.

10. RECOMMENDATION

The Directors consider that the proposed election of Directors and Supervisors, the remuneration and assessment proposal of Directors and Supervisors of the seventh term, amendments to the Articles of Association of the Company and amendments to the rules governing the procedures of the shareholders' general meeting of the Company are in the best interests of the Company and its Shareholders as a whole, and recommend that all Shareholders should vote in favour of the relevant proposals to be tabled at the EGM.

11. 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 on Amendments to the Articles of Association of the Company**

To all Shareholders,

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, it is proposed 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.

The abovementioned proposal was considered and approved at the 13th extraordinary meeting in 2019 of the sixth term of the board of directors of the Company and is hereby submitted to the shareholders' general meeting for shareholders' consideration. Among which, the amendments to Article 102 of the Articles of Association will only become effective subject to the approvals of the A Shareholders at an A Shareholders' class meeting and the H Shareholders at an H Shareholders' class meeting. Other amendments will become effective subject to the approval of the Shareholders at this shareholders' general meeting.

Zijin Mining Group Co., Ltd.*

Board of Directors

30 November 2019

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

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

| Before amendments | After amendments |
|---|---|
| <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; (2) To merge with other companies which hold the Company's <u>shares</u>; (3) To <u>grant shares to the Company's employees as incentive payments</u>; (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; (2) To merge with other companies which hold the Company's shares; (3) For the Company's employee stock ownership schemes or share incentives; (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; (5) To exchange the shares for corporate bonds which can be converted into shares issued by listed companies; (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> |

| Before amendments | After amendments |
|--|--|
| <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>(2) To repurchase at a stock exchange in the manner of open transaction;</p> <p>(3) To repurchase outside a stock exchange in the manner of agreement;</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>(2) To repurchase at a stock exchange in the manner of open transaction;</p> <p>(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) to (3) 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> |

| Before amendments | After amendments |
|--|---|
| <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, shall prevail.</p> |
| <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> |

| Before amendments | After amendments |
|--|---|
| <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</u> prior to the holding of a general meeting of shareholders <u>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>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>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 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> |

| Before amendments | After amendments |
|---|--|
| <p>Article 70: <u>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 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>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 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> |

| Before amendments | After amendments |
|---|---|
| <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 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> (<u>4</u> 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>.....</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> <p>.....</p> |

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.

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

Zijin Mining Group Co., Ltd.*
Proposal on Amendments to the Rules Governing the Procedures of the
Shareholders' General Meeting of the Company

To all Shareholders,

Due to the amendments to the relevant terms of the Articles of Association, corresponding amendments to the rules governing the procedures of the shareholders' general meeting of the Company shall also be made.

For the details of the proposed amendments, please refer to the comparison table on the proposed amendments to the rules governing the procedures of the shareholders' general meeting of the Company in the appendix.

The abovementioned proposal was considered and approved at the 13th extraordinary meeting in 2019 of the sixth term of the board of directors of the Company and is hereby submitted to the shareholders' general meeting for Shareholders' consideration. Among which, the amendments to Article 53 of the rules governing the procedures of the shareholders' general meeting will become effective when the amendments to Article 102 of the Articles of Association become effective. Other amendments will become effective subject to the approval at this shareholders' general meeting.

Zijin Mining Group Co., Ltd.*
Board of Directors
30 November 2019

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

**APPENDIX 2 PROPOSAL ON AMENDMENTS TO THE RULES GOVERNING THE PROCEDURES
OF THE SHAREHOLDERS' GENERAL MEETING OF THE COMPANY**

Appendix: Comparison table on the proposed amendments to the rules governing the procedures of the shareholders' general meeting of the Company

| Before amendments | After amendments |
|--|--|
| <p>Article 17 When the Company convenes a general meeting, the board of directors, the supervisory committee and the shareholder(s) individually or jointly holding more than 3% of the outstanding shares with voting rights of the Company shall have the right to propose motions.</p> <p>Shareholder(s) individually or jointly holding more than 3% of the outstanding shares with voting rights of the Company may <u>submit written provisional motions to the board of directors 20 days before a general meeting is convened. The board of directors shall notify other shareholders within 2 days after receipt of a motion, or issue a circular and notice to all shareholders 14 days before the convening of the general meeting, and submit the provisional motion for consideration at the general meeting.</u></p> <p>Save as specified in the preceding paragraph, the convener shall not change the motions set out in the notice of general meeting or add any new motion after the said notice is served.</p> <p>Motions not set out in the notice of general meeting or not complying with Article 18 of these Rules shall not be voted on or resolved at the general meeting.</p> <p>Article 19 Where the Company convenes a general meeting <u>or an extraordinary general meeting</u>, a <u>written</u> notice shall be given <u>45 days</u> before the meeting to notify all the shareholders in the register of members of the issues to be considered at the meeting, and the date and venue of the meeting. <u>Any shareholder intending to attend the meeting shall deliver to the Company a written reply showing his intention to attend at least 20 days before the meeting.</u></p> | <p>Article 17 When the Company convenes a general meeting, the board of directors, the supervisory committee and the shareholder(s) individually or jointly holding more than 3% of the outstanding shares with voting rights of the Company shall have the right to propose motions.</p> <p>Shareholder(s) individually or jointly holding more than 3% of the outstanding shares with voting rights of the Company may, on or before 10 days before a general meeting is convened, submit to the convener in writing the provisional motion. The convener shall, within 2 days from the date of receipt of such provisional motion, issue a supplementary notice of general meeting and announce the contents of the provisional motion.</p> <p>Save as specified in the preceding paragraph, the convener shall not change the motions set out in the notice of general meeting or add any new motion after the said notice is served.</p> <p>Motions not set out in the notice of general meeting or not complying with Article 18 of these Rules shall not be voted on or resolved at the general meeting.</p> <p>Article 19 When the Company convenes an annual general meeting, a notice shall be given 20 clear business days before the meeting; when the Company convenes an extraordinary general meeting, a notice shall be given 10 clear business days or 15 days (whichever is longer) before the meeting, to notify all the shareholders in the register of members of the issues to be considered at the meeting, and the date and venue of the meeting.</p> |

**APPENDIX 2 PROPOSAL ON AMENDMENTS TO THE RULES GOVERNING THE PROCEDURES
OF THE SHAREHOLDERS' GENERAL MEETING OF THE COMPANY**

| Before amendments | After amendments |
|--|--|
| <p>Article 23 The notice of general meeting shall be delivered to shareholders (whether or not they are entitled to vote at the general meeting) (1) by hand; (2) by post; (3) by announcement; or (4) by other means specified by the articles of association to their addresses as shown in the register of members. For holders of domestic shares, the notice of general meeting may be issued in the form of public announcement.</p> <p>Public announcement referred to in the preceding paragraph shall be published in one or more newspaper(s) designated by CSRC <u>during the period between 45 days to 50 days prior to the date of the meeting.</u> Once it has been announced, the relevant notice of general meeting to all domestic shareholders is deemed to be received.</p> | <p>Article 23 The notice of general meeting shall be delivered to shareholders (whether or not they are entitled to vote at the general meeting) (1) by hand; (2) by post; (3) by announcement; or (4) by other means specified by the articles of association to their addresses as shown in the register of members. For holders of domestic shares, the notice of general meeting may be issued in the form of public announcement.</p> <p>Public announcement referred to in the preceding paragraph shall be published in one or more newspaper(s) designated by CSRC. Once it has been announced, the relevant notice of general meeting to all domestic shareholders is deemed to be received.</p> |
| <p>Article 51 When involving issues referred to in Article 50 (II) to (VIII), (XI) to (XII), the affected class shareholders shall have voting rights at class meetings irrespective of whether they originally have voting rights at general meetings, but interested shareholders shall not have voting rights at class meetings.</p> <p>Interested shareholders referred to in the preceding paragraph shall have the following meanings:</p> <p>(I) in the event of a repurchase of shares by the Company by way of a general offer to all shareholders of the Company or by way of public transactions on a stock exchange pursuant to Article 27 of the Articles of Association, an “interested shareholder” is a controlling shareholder as defined in <u>Article 52</u> of the Articles of Association;</p> <p>(II) in the event of a repurchase of shares by the Company by an off-market agreement pursuant to Article 27 of the Articles of Association, an “interested shareholder” is a shareholder related to the agreement;</p> <p>(III) in the event of a reorganization of the Company, an “interested shareholder” is a shareholder who assumes a relatively less proportion of obligation than that of any other shareholder of that class or who has an interest different from that of any other shareholder of that class.</p> | <p>Article 51 When involving issues referred to in Article 50 (II) to (VIII), (XI) to (XII), the affected class shareholders shall have voting rights at class meetings irrespective of whether they originally have voting rights at general meetings, but interested shareholders shall not have voting rights at class meetings.</p> <p>Interested shareholders referred to in the preceding paragraph shall have the following meanings:</p> <p>(I) in the event of a repurchase of shares by the Company by way of a general offer to all shareholders of the Company or by way of public transactions on a stock exchange pursuant to Article 27 of the Articles of Association, an “interested shareholder” is a controlling shareholder as defined in Article 59 of the Articles of Association;</p> <p>(II) in the event of a repurchase of shares by the Company by an off-market agreement pursuant to Article 27 of the Articles of Association, an “interested shareholder” is a shareholder related to the agreement;</p> <p>(III) in the event of a reorganization of the Company, an “interested shareholder” is shareholder who assumes a relatively less proportion of obligation than that of any other shareholder of that class or who has an interest different from that of any other shareholder of that class.</p> |

**APPENDIX 2 PROPOSAL ON AMENDMENTS TO THE RULES GOVERNING THE PROCEDURES
OF THE SHAREHOLDERS' GENERAL MEETING OF THE COMPANY**

| Before amendments | After amendments |
|---|--|
| <p>Article 53 Where the Company convenes a class general meeting, <u>a written notice shall be given 45 days before the meeting to notify all the shareholders in the shareholders' register of the issues to be considered at the meeting, and the date and venue of the meeting. Any shareholder intending to attend the meeting shall deliver to the Company a written reply showing his intention to attend at least 20 days before the meeting.</u></p> <p><u>Where the number of voting shares amounts to more than one-half of the Company's voting class shares, the Company may convene the class general meeting; if not, the Company shall, within 5 days, notify shareholders again of the issues to be considered, date and venue of the meeting in the form of public announcements. The Company may then convene the class general meeting after such announcements.</u></p> | <p>Article 53 Where the Company convenes a class general meeting, a notice shall be given pursuant to Article 19 with respect to the notice period of convening an extraordinary general meeting to notify all the shareholders in the shareholders' register of the issues to be considered at the meeting, and the date and venue of the meeting.</p> |

Except for the abovementioned amendments, the contents of other provisions of the rules governing the procedures of the shareholders' general meeting remain unchanged.

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

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

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

To all Shareholders,

In order to ascertain the remuneration of the members of the Board and the Supervisory Committee of the seventh 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 Directors and Supervisors of the seventh 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 the 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 the end of last year x 5%) x 0.07% x number of staff x assessment coefficient

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

Notes:

- 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 the end of last year 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 shall be 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 shall be completed by the first quarter of the following year and the confirmation of operating results shall be based on the audited annual report. The nomination and remuneration committee shall 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 charged to the administrative expenses after being approved 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 protection incident during the year, the annual incentive salary can be vetoed by one vote.
- (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 according to 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 a 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 of the year will only be converted into virtual shares based on the net asset value as at the end of the year. 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 the end of last year.

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 leading 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 for 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 annual incentive salary when discharging his duties, his accumulated annual incentive salary shall be forfeited.

5. ALLOWANCE FOR THE DIRECTORS AND THE 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 the 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 total amount of 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; 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 the Supervisory Committee of the seventh 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 the 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., calculate the total amount of remunerations and propose it to the shareholders' general meeting for approval.

The abovementioned proposal was considered and approved at the 13th extraordinary meeting in 2019 of the sixth term of the board of directors of the Company and is hereby submitted to the shareholders' general meeting for shareholders' consideration.

Zijin Mining Group Co., Ltd.*

Board of Directors

30 November 2019

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

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

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 62 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 deputy to the tenth, eleventh, twelfth and thirteenth People's Congress of Fujian Province, the vice-president of China Mining Association, China Nonferrous Metals Industry Association and China Gold Association. He is the founder and core leader of the Company, and is also the main discoverer, researcher and exploration organiser of the Zijinshan gold and copper mine. He has been serving as the chairman of the Board since 2000 (in which, he concurrently served as the president of the Company from August 2006 to November 2009). He also serves as the head of the State Key Laboratory of Comprehensive Utilisation of Low-grade Refractory Gold Resources, and attained high level of accomplishments in mineral deposit exploration, evaluation and development planning, mining, processing, refining of minerals and corporate management. He obtained 1 State Science Progress First Class Award, 13 Provincial Special and First Class Awards as well as 14 patents.

Mr. Chen Jinghe currently serves as an independent director of Ivanhoe Mines Ltd., a company listed on the Toronto Stock Exchange (stock code: IVN).

Mr. Lan Fusheng (藍福生), aged 55 and born in April 1964, graduated from Fuzhou University with a bachelor's degree in geology and obtained an MBA degree from La Trobe University, Australia. He is an intermediate-level engineer. 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 served as a vice-chairman of the Company from August 2006 to December 2016. He has been serving as the vice-chairman and president of the Company since December 2016.

Mr. Zou Laichang (鄒來昌), aged 51 and born in August 1968, graduated from Fujian Agriculture College with a bachelor's degree of engineering in chemistry for forestry and obtained an MBA degree from Xiamen University. He is a senior engineer. He joined the Company in March 1996, served as a director and senior vice-president of the Company from August 2006 to November 2009 and served as a director and standing vice-president of the Company from November 2009 to October 2013. He has been serving as a director and vice-president of the Company since October 2013.

Mr. Lin Hongfu (林泓富), aged 45 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 the Zijinshan gold mine, general manager and chairman of the board of directors of Bayannaoer Zijin Non-ferrous Metals Company Limited, etc. He served as a vice-president of the Company from August 2006 to October 2013. He has been serving as a director and vice-president of the Company since October 2013.

Ms. Lin Hongying (林紅英), aged 51 and born in October 1968, graduated from the China University of Geosciences. She is a senior certified public 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 served as the financial controller of the Company from November 2009 to December 2016. She has been serving as a director, vice-president and concurrently, the financial controller of the Company since December 2016.

Mr. Xie Xionghui (謝雄輝), aged 45 and born in October 1974, graduated from Huainan Industrial Institute majoring in geology and mineral resources exploration and obtained an MBA degree from the University of Northern Virginia. He is a lawyer and a certified safety engineer with the qualification of registered consulting engineer (investment) and grade-one constructor. He joined the Company in 2001 and served as the geological technician, secretary to the chairman, deputy director of the board of director's office and concurrently the legal advisor of the Company; deputy general manager of Hunchun Zijin Mining Co., Ltd.; general manager (concurrent) of Inner Mongolia Bulongtu Phosphorite Mining Co., Ltd.; general manager of Chongli Zijin Mining Co., Ltd.; standing deputy general manager of Heilongjiang Zijin Longxing Mining Co., Ltd.; chairman (concurrent) of Russia Longxing Co., Ltd.; general manager of Zijin Mining Group Northwest Company Limited; chairman of Zijin Mining Group Southern Co., Ltd. and general manager of mine administrative department of the Company. He has been serving as the vice-president of the Company since December 2016.

NON-EXECUTIVE DIRECTOR

Mr. Li Jian (李建), aged 43 and born in June 1976, is a resident of Shanghang County, Longyan City and a deputy to the fifth People's Congress of Longyan City. He currently serves as the chairman and general manager of Minxi Xinghang State-owned Assets Investment Company Limited (the Controlling Shareholder of the Company), and concurrently serves as the director of the Company from October 2013. He is also the chairman of Shanghang Xingcheng Guarantee Company Limited and director of Fujian Shanghang Rural Commercial Bank Company Limited.

Save as disclosed in this circular and as at the Latest Practicable Date, Mr. Chen Jinghe, Mr. Lan Fusheng, Mr. Zou Laichang, Mr. Lin Hongfu, Ms. Lin Hongying, Mr. Xie Xionghui 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 Group and are not related to any Directors, Supervisors, senior management, substantial shareholders or Controlling Shareholder of the Company.

**APPENDIX 4 PARTICULARS OF CANDIDATES PROPOSED TO BE ELECTED
AS THE DIRECTORS AND THE SUPERVISORS**

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

The Company received the “Decision of Administrative Penalty” ([2012] No. 10) from the CSRC 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 CSRC 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, shareholdings 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 position | 0.59% | 0.44% |
| | H Shares | 12,000,000 | Personal | Long position | 0.21% | 0.05% |
| | Total | 114,000,000 | Personal | Long position | | 0.49% |
| Lan Fusheng | Domestic shares | 7,530,510 | Personal | Long position | 0.04% | 0.03% |
| Zou Laichang | Domestic shares | 1,430,000 | Personal | Long position | 0.01% | 0.01% |
| Lin Hongfu | Domestic shares | 862,500 | Personal | Long position | 0.01% | 0.01% |
| Lin Hongying | Domestic shares | 200,000 | Personal | Long position | 0.01% | 0.01% |

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 the 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 2022. The remunerations of the non-independent Directors of the seventh term will be determined by the Board in accordance with the remuneration and assessment proposal of Directors and Supervisors of the seventh term to be approved in the 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 2018, Mr. Chen Jinghe, Mr. Lan Fusheng, Mr. Zou Laichang, Mr. Lin Hongfu, Mr. Fang Qixue, Ms. Lin Hongying and Mr. Li Jian received annual remunerations of RMB5,402,866, RMB5,380,450, RMB3,568,932, RMB3,557,925, RMB4,889,747, RMB3,557,925 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. Zhu Guang (朱光), aged 62 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 from 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 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 has been serving as an independent non-executive director of the Company since April 2016.

Mr. Mao Jingwen (毛景文), aged 63 and born in December 1956, obtained a doctoral degree from the Graduate School of Chinese Academy of Geological Sciences and is an academician in the Division of Energy and Mining Engineering of the Chinese Academy of Engineering. Mr. Mao has been dedicated to the researches on mineral deposit model and metallogeny as well as mineral prospecting for a long time, and made significant contributions to the breakthroughs in prospecting for concealed orebody in the PRC. He was granted one State Natural Science Second Class Award, two State Science and Technology Progress Second Class Awards, four Provincial Science and Technology First Class Awards and four Provincial Science and Technology Second Class Awards. He currently serves as a researcher in the Institute of Mineral Resources under the Chinese Academy of Geological Sciences, director in the key laboratory of metallogeny and mineral assessment of the Ministry of Land and Resources and director in the Commission on Mineral Deposits of the Geological Society of

China. Previously, he served as a vice business director of the Institute of Mineral Resources under the Chinese Academy of Geological Sciences and Chairman of the International Association on the Genesis of Ore Deposits.

In the past 3 years, Mr. Mao Jingwen once served as an independent director of Shenghe Resources Holding Co., Ltd. (stock code: 600392), a company listed on the Shanghai Stock Exchange.

Mr. Li Changqing (李常青), aged 51 and born in September 1968, obtained a bachelor's degree of engineering in accounting of industrial enterprise from the School of Management Engineering of Hefei University of Technology, a master degree in business administration and a doctoral degree in management (accounting) from Xiamen University. He is a certified public accountant of China. He currently serves as a professor in the School of Management, doctoral advisor and director of EMBA Centre of Xiamen University, supervisor in post-doctor workstation of Shanghai Stock Exchange and case writer in China Europe International Business School. He was a visiting scholar and studied at the Harvard Business School and other renowned academic institutions, and published over 80 academic theses and 7 books (including co-author). He led 10 scientific research projects of the National Natural Science Foundation of China, Humanities and Social Sciences Fund of State Education Commission of the PRC, Sino-Canada University-Industry Collaboration Fund, Joint Research Plan of Shanghai Stock Exchange, etc. Mr. Li was granted the National Teaching Achievement Award, award of the First Top 100 Case Studies in China, Outstanding Contribution to MBA Education and Management Award of China, as well as Distinctive Academic Theses Award of Accounting Society of China, etc. He was also selected to the Program for New Century Excellent Talents of the Ministry of Education.

In the past 3 years, Mr. Li Changqing once served as an independent director of Xiamen Hongxin Electron-Tech Co., Ltd. (stock code: 300657), China Merchants Port Group Co., Ltd. (stock code: 001872), Yealink Network Technology Co., Ltd. (stock code: 300628), Foryou Corporation (stock code: 002906) and Shenzhen Noposion Agrochemicals Co., Ltd. (stock code: 002215), companies listed on the Shenzhen Stock Exchange.

Mr. He Fulong (何福龍), aged 64 and born in October 1955, has obtained a master degree in business administration and is a senior economist entitled to special allowance from the State Council, an adjunct professor of the School of Management, the School of Economics and the Wang Yanan Institute for Studies in Economics as well as a master advisor of international economics and business programme of Xiamen University. From March 1994 to April 1998, Mr. He served as a financial manager of Ta Kung Pao, Hong Kong; from May 1998 to April 2000, he served as the deputy general manager of Xiamen Commerce and Trade State-owned Asset Investment Company Limited; from May 2000 to March 2017, he served as the chairman of Xiamen ITG Group Corp., Ltd.; since May 2017, he has been serving as the chairman of Xiamen City Chenjiageng Education Development Foundation. Mr. He was awarded the honorary titles of National Outstanding Entrepreneur, National Model Worker, and was selected as one of the Top 40 Most Influential Entrepreneurs in Fujian at the 40th Anniversary of Economic Reform and Opening-up, etc.

In the past 3 years, Mr. He Fulong once served as the chairman of Xiamen ITG Group Corp., Ltd. (stock code: 600755), a company listed on the Shanghai Stock Exchange.

Mr. Suen, Stephen Man Tak (孫文德), aged 61 and born in June 1958, is a practising barrister-at-law of the Hong Kong High Court. He has been working in the enforcement and related law field for 35 years specialising in securities, futures, financial market, anti-money laundering activities, listing rules, code of conduct, etc., with extensive experience and professional knowledge. Mr. Suen once served as the Director of Enforcement of the Securities and Futures Commission of Hong Kong (the “SFC”), Inspector appointed by the Financial Secretary of Hong Kong, responsible officers of 4 licensed corporations with 7 types of activities regulated by the SFC, executive director and chairman of Compliance and Risk Steering Committee of listed company and Senior Inspector of Commercial Crime Bureau. He currently serves as the independent non-executive director of Sino-Ocean Group Holding Limited (stock code: 03377, a company listed in Hong Kong), member of the Board of Review (Inland Revenue Ordinance), Honorary Chairman of the Institute of Compliance Officers, member of the Advisory Committee of Hong Kong Insurance Professionals Federation, Council Member and expert advisor of the Institute of Financial Technologists of Asia Limited, Honourable President of Hong Kong International Blockchain & Financial Association. Mr. Suen is also a member of the Hong Kong Institute of Certified Public Accountants and Hong Kong Securities and Investment Institute.

Save as disclosed in this circular and as at the Latest Practicable Date, Mr. Zhu Guang, Mr. Mao Jingwen, Mr. Li Changqing, Mr. He Fulong and Mr. Suen, Stephen Man Tak (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 Group and are not related to any Directors, Supervisors, senior management, substantial shareholders or Controlling Shareholder of the Company. As at the Latest Practicable Date, none of the Independent Non-executive Director Candidates have any interest in the Shares of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

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

When the nomination and remuneration committee of the Board nominated the Independent Non-executive Director Candidates, it collected information of the nominees, such as their employment history, educational background and working experience, and at the same time considered the potential contribution of the Independent Non-executive Director Candidates to the Company during the performance of their duties (including the time to be devoted, practical skills, knowledge base, working experience, whether they meet the requirements of prevailing board diversity policy, etc.).

The nomination and remuneration committee of the Board is satisfied with the independence of each Independent Non-executive Director Candidate in accordance with, among other things, the factors set out in Rule 3.13 of the Listing Rules.

The nomination and remuneration committee of the Board has reviewed the cultural and educational background, professional experience, etc. of the Independent Non-executive Director Candidates and considered that they can bring to the Board the perspectives, skills and experience of their respective professional areas and contribute to the diversity of the Board.

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 2022. The remunerations of independent non-executive Directors of the seventh term will be determined by the Board in accordance with the remuneration and assessment proposal of Directors and Supervisors of the seventh term to be approved at the 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 2018, Mr. Lu Shihua, Mr. Zhu Guang, Mr. Sit Hoi Wah, Kenneth and Mr. Cai Meifeng received an annual salary of RMB0, RMB150,000, RMB210,000 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 55 and born in May 1964, graduated from Central Communist Party School, with a part-time postgraduate educational background. He has been a deputy secretary, head of town and secretary of 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 of 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. Fan Wensheng (范文生), aged 51 and born in April 1968, graduated from Central Communist Party School. 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.

Mr. Xu Qiang (徐強), aged 67 and born in August 1952, was tertiary educated. He is a senior accountant, certified public accountant, 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 served as an independent director of Newland Digital Technology Co., Ltd. (stock code: 000997), a company listed on the Shenzhen Stock Exchange.

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 Candidate is as follow:

| 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 position | 0.01% | 0.01% |

Save as disclosed above and as at the Latest Practicable Date, none of Mr. Lin Shuiqing, Mr. Fan Wensheng and Mr. Xu Qiang (collectively, the “Supervisor Candidates”) have any interest in the Shares of the Company or any of its associated corporations within the meaning of Part XV of the 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 Group and are not related to any Directors, Supervisors, senior management, substantial shareholders or Controlling Shareholder 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 2022. The remunerations of the Supervisors of the seventh term will be determined by the Board in accordance with the remuneration and assessment proposal of Directors and Supervisors of the seventh term to be approved at the 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 2018, Mr. Lin Shuiqing, Mr. Xu Qiang, Mr. Fan Wensheng, Mr. Liu Wenhong and Ms. Lan

Liying received annual salary of RMB3,552,364, 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 Supervisors representing workers and staff to be elected at the meeting of the representatives of workers and staff of the Company will together constitute the seventh term of the Supervisory Committee of the Company. The details of the Supervisors representing workers and staff will be announced after the election in the meeting of the representatives of workers and staff of the Company.

POSITIONS HELD BY THE DIRECTOR CANDIDATES AND THE SUPERVISOR CANDIDATES IN THE SUBSIDIARIES OF THE GROUP AS AT THE LATEST PRACTICABLE DATE

| Name | Company Name | Position |
|------------------|---|---|
| Mr. Zou Laichang | Heilongjiang Duobaoshan Copper Company Limited | Chairman |
| Mr. Zou Laichang | Serbia Zijin Bor Copper doo Bor | Member of supervisory committee |
| Mr. Zou Laichang | Rakita Exploration d.o.o. Bor | Member of administrative committee of the Upper Zone of Timok |
| Mr. Zou Laichang | Zijin Mining Group Northwest Company Limited | Chairman |
| Mr. Zou Laichang | Zijin International Mining Company Limited | Director |
| Mr. Lin Hongfu | Zijin Mining Group Gold and Jewellery Co., Ltd. | Chairman |
| Mr. Lin Hongfu | Yongding Zijin Longhu Ecological Industry Development Co., Ltd. | Chairman |
| Mr. Lin Hongfu | Zijin Mining Group Capital Investment Co., Ltd. | Director |
| Ms. Lin Hongying | Zijin Mining Group Gold and Jewellery Co., Ltd. | Director |

| Name | Company Name | Position |
|------------------|---|-----------------------------------|
| Ms. Lin Hongying | Zijin Mining Group Capital Investment Co., Ltd. | Chairman |
| Ms. Lin Hongying | Zijin Mining Group Finance Co., Ltd. | Chairman |
| Mr. Xie Xionghui | Zijinshan gold and copper mine | Chief of administrative committee |
| Mr. Xie Xionghui | Xinjiang Habahe Ashele Copper Company Limited | Vice-chairman |
| Mr. Xie Xionghui | Heilongjiang Duobaoshan Copper Company Limited | Director |
| Mr. Xie Xionghui | Zijin Mining Group Northwest Company Limited | Director |

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 the 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.

NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING IN 2019

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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 the Second Extraordinary General Meeting in 2019

NOTICE IS HEREBY GIVEN THAT the second extraordinary general meeting in 2019 (the “EGM”) of Zijin Mining Group Co., Ltd.* (the “**Company**”) will be held at 9 a.m. on Monday, 30 December 2019, 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 the proposal on amendments to the articles of association of the Company;
2. to consider and approve the proposal on amendments to the rules governing the procedures of the shareholders' general meeting of the Company;

ORDINARY RESOLUTIONS

3. to consider and approve the remuneration and assessment proposal of Directors and Supervisors of the seventh term;
4. to consider and approve election of non-independent Directors of the seventh term of the Board of Directors of the Company (by way of cumulative voting);
5. to consider and approve election of independent Directors of the seventh term of the Board of Directors of the Company (by way of cumulative voting); and
6. to consider and approve election of Supervisors of the seventh term of the Supervisory Committee of the Company (by way of cumulative voting).

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

Fujian, the PRC, 15 November 2019

NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING IN 2019

Notes:

- (A) **The Company's register of H Shares members will be closed from 30 November 2019 (Saturday) to 30 December 2019 (Monday) (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 December 2019 (Monday, being the record date) will be entitled to attend and vote at the EGM of the Company to be convened on 30 December 2019 (Monday) at the conference room at 21/F., Zijin Headquarters, No. 1 Zijin Road, Shanghang County, Fujian Province, the PRC. In order to be qualified for attending and voting at the EGM, all transfers of shares must be lodged with the Registrar of H Shares of the Company no later than 4:30 p.m. on 29 November 2019 (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

- (B) Holders of H Shares who intend to attend the EGM must complete and return the reply slip in writing to the Secretariat of the Board of Directors 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 EGM, that is 10 December 2019 (Tuesday).

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 EGM are entitled to appoint one or more proxies (whether or not a member) in writing to attend and vote on their behalf. For those shareholders who appoint more than one proxy, such proxies can only exercise their voting rights by way of polls.
- (D) The instrument appointing a proxy must be in writing and signed by the appointer or his attorney duly authorised in writing. In the event that such instrument is signed by an attorney of the appointer, an authorisation instrument that authorises such signatory shall be notarised.
- (E) To be valid, the proxy form (and if the proxy form is signed by a person under a power of attorney or other authority on behalf of the appointer, then together with such power of attorney or other authority) must be deposited at the Registrar of H Shares of the Company - Computershare Hong Kong Investor Services Limited no later than 24 hours before the specified time for the holding of the EGM (i.e. no later than 9 a.m. on Sunday, 29 December 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 EGM on behalf of a shareholder, the proxy must indicate its identification document and the authorisation instrument with the date of issue and duly signed by the proxy and its legal representative, and in the case of legal representative of legal person shareholders, such legal representative must show its own identification document and valid document to identify its identity as legal representative. If a legal person shareholder appoints a company's representative other than its legal representative to attend the EGM, such representative must show its own identification document and the authorisation instrument bearing the company chop of the legal person shareholder and duly signed by its legal representative.
- (G) Completion and delivery of the proxy form and ballot will not preclude a holder of H Shares from attending and voting in person at the EGM if he/she so wishes.
- (H) The EGM is expected to last for a half day, and shareholders attending the EGM will be responsible for their own travelling and accommodation expenses.

NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING IN 2019

EXPECTED TIMETABLE

| | |
|--|--|
| | <i>Year 2019 (Note)</i> |
| Latest time for lodging transfer of shares | 29 November (Friday) 4:30 p.m. |
| Book closure period (both days inclusive) | 30 November (Saturday) to 30 December (Monday) |
| Record date | 30 December (Monday) |
| EGM | 30 December (Monday) |
| Announcement on results of the EGM | 30 December (Monday) |
| Register of members re-opens | 31 December (Tuesday) |

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.