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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**

Pursuant to the Approval for Public Issuance of A Shares of Zijin Mining Group Co., Ltd.\* (Zhengjian Xuke [2019] No. 1942) issued by the China Securities Regulatory Commission, Zijin Mining Group Co., Ltd.\* (the “Company”) publicly issued 2,346,041,055 A Shares. After completion of the public issuance, the Company’s total number of shares increased from 23,031,218,891 to 25,377,259,946; the Company’s registered share capital will change from RMB2,303,121,889.10 to RMB2,537,725,994.60. Ernst & Young Hua Ming LLP verified the receipt of funds from the public issuance on 21 November 2019, issued the Capital Verification Report of Zijin Mining Group Co., Ltd.\* (Ernst & Young Hua Ming (2019) Yan Zi No. 60468092\_H01) and confirmed the capital verification. China Securities Depository and Clearing Corporation Limited Shanghai Branch issued the certificate on change of share registration on 22 November 2019.

Pursuant to relevant provisions including the Company Law of the People’s Republic of China (the “Company Law”) and 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 Proposal on Amendments to the Articles of Associations of the Company was considered and approved at the 13th extraordinary meeting in 2019 of the sixth term of the board of directors (the “Board”) of the Company, where amendments were proposed to be made to the articles of association of the Company (the “Articles of Association”) relating to repurchase of shares, notice period of shareholders’ general meeting, etc. Among them, the amendments to Article 102 relating to the notice period of classified shareholders’ meeting are concerned with amendments to the rights of classified shareholders. Hence, the proposed amendments shall be also tabled to the A Shareholders’ class meeting and H Shareholders’ class meeting of the Company for consideration and approval before coming into effect.

On 2 December 2019, the Proposal in relation to the Change of Registered Capital and Amendments to the Articles of Association of the Company and the Proposal in relation to Amendments to Article 102 of the Articles of the Association of the Company were considered and approved at the 15th extraordinary

meeting in 2019 of the sixth term of the Board of the Company. It was agreed that amendments shall be made to articles relating to share capital structure, registered capital, notice of classified shareholders' meeting, etc. in the current Articles of Association. Details of the proposed amendments are as follows:

	Before amendments	After amendments
Articles of Association	Article 17: The current share capital structure of the Company is: the Company's issued ordinary shares is <u>23,031,218,891 shares</u> with RMB0.10 of par value per share, among which <u>17,294,278,891 shares</u> are domestic shares (representing approximately <u>75.09%</u> of total issued ordinary shares of the Company); <u>5,736,940,000 shares</u> are H shares (representing approximately <u>24.91%</u> of total issued ordinary shares of the Company).	Article 17: The current share capital structure of the Company is: the Company's issued ordinary shares is <b>25,377,259,946 shares</b> with RMB0.10 of par value per share, among which <b>19,640,319,946 shares</b> are domestic shares (representing approximately <b>77.39%</b> of total issued ordinary shares of the Company); <b>5,736,940,000 shares</b> are H shares (representing approximately <b>22.61%</b> of total issued ordinary shares of the Company).
	Article 20: The Company's registered share capital is <u>RMB2,303,121,889.10</u> .	Article 20: The Company's registered share capital is <b>RMB2,537,725,994.60</b> .
	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>  <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</u>	Article 102: When the Company plans to hold a classified shareholders' meeting, <b>a notice shall be issued pursuant to Article 67 with respect to the notice period of convening an extraordinary general meeting</b> 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>shall inform the shareholders of the</u> <u>discussion items, meeting date and place</u> <u>again in the form of announcement within 5</u> <u>days. After the announcement, the Company</u> <u>can hold the classified shareholders' meeting.</u>	
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Except for the abovementioned amendments, the contents of other provisions of the Articles of Association remain unchanged.

The proposed amendments to Articles 17 and 20 of the Articles of Association are required to be tabled to the extraordinary general meeting of the Company for consideration and approval; the proposed amendments to Article 102 of the Articles of Association are required to be tabled to the extraordinary general meeting, A Shareholders' class meeting and H Shareholders' class meeting of the Company for consideration and approval.

**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*

2 December 2019, Fujian, the PRC

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