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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 2020**

**NOTICE IS HEREBY GIVEN THAT** the second extraordinary general meeting in 2020 (the “EGM”) of Zijin Mining Group Co., Ltd.\* (the “Company”) will be held at 9 a.m. on Monday, 20 July 2020, at the conference room at 41/F., Tower B, Zhonghang Zijin Plaza, No. 1811 Huandao Road East, Siming District, Xiamen City, Fujian Province, the People’s Republic of China (the “PRC”) to consider, approve and authorise the following matters:

**RESOLUTIONS**

1. Ordinary Resolution: “To consider and approve the proposal in relation to the satisfaction of the conditions for the public issuance of A Share Convertible Corporate Bonds of the Company”;
2. Special Resolution: “To consider and approve the Proposal on the Public Issuance of A Share Convertible Corporate Bonds for the Year 2020 of the Company” (the following resolutions to be voted item by item);
  - 2.01 Type of securities to be issued;
  - 2.02 Size of the issuance;
  - 2.03 Par value and issue price;
  - 2.04 Term of the A Share Convertible Corporate Bonds;
  - 2.05 Coupon rate of the A Share Convertible Corporate Bonds;
  - 2.06 Timing and method of repayment of principal and interest payment;

- 2.07 Conversion period;
- 2.08 Determination and adjustment of the conversion price;
- 2.09 Terms of downward adjustment to conversion price;
- 2.10 Method for determining the number of A Shares for conversion and treatment for remaining balance of the A Share Convertible Corporate Bonds which is insufficient to be converted into one A Share;
- 2.11 Terms of redemption;
- 2.12 Terms of sale back;
- 2.13 Entitlement to dividend in the year of conversion;
- 2.14 Method of the issuance and target subscribers;
- 2.15 Subscription arrangement for the existing A Shareholders;
- 2.16 Relevant matters of bondholders' meetings;
- 2.17 Use of proceeds;
- 2.18 Rating;
- 2.19 Management and deposit for proceeds raised;
- 2.20 Guarantee and security;
- 2.21 Validity period of the resolution of the issuance;
- 3. Special Resolution: "To consider and approve the Plan of the Public Issuance of A Share Convertible Corporate Bonds of the Company";
- 4. Ordinary Resolution: "To consider and approve the Feasibility Report on the Use of Proceeds Raised in the Public Issuance of A Share Convertible Corporate Bonds of the Company";
- 5. Ordinary Resolution: "To consider and approve the proposal in relation to reports on the use of proceeds previously raised" (the following resolutions to be voted item by item);
  - 5.01 Specific report on the use of proceeds previously raised of the Company (as at 31 December 2019);

5.02 Specific report on the use of proceeds previously raised of the Company (as at 31 March 2020);

6. Ordinary Resolution: “To consider and approve the proposal in relation to recovery measures and undertakings by relevant parties in relation to dilutive impact on immediate returns of the public issuance of A Share Convertible Corporate Bonds of the Company”;
7. Special Resolution: “To consider and approve the Profit Distribution and Return Plan for the Next Three Years (Year 2020-2022) of the Company”;
8. Ordinary Resolution: “To consider and approve the proposal in relation to formulation of Rules for A Share Convertible Corporate Bondholders’ Meetings of the Company”;
9. Special Resolution: “To consider and approve the proposal in relation to the possible connected transactions of subscriptions of A Share Convertible Corporate Bonds under the public issuance by the substantial shareholder, directors and supervisors and/or the directors under the Employee Stock Ownership Scheme”;
10. Special Resolution: “To consider and approve the proposal in relation to the authorisation to the board of directors or its authorised persons to handle all the matters relating to the public issuance of A Share Convertible Corporate Bonds of the Company”;
11. Special Resolution: “To consider and approve the proposal in relation to provision of guarantee for financing to Gold Mountains (H.K.) International Mining Company Limited”; and
12. Special Resolution: “To consider and approve the proposal in relation to provision of guarantees for financing for acquisition and construction of Julong Copper.

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

4 July 2020, Fujian, the PRC

*Notes:*

- (A) **The Company's register of H Shares members will be closed from 15 July 2020 (Wednesday) to 20 July 2020 (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 20 July 2020 (Monday, being the record date) will be entitled to attend and vote at the EGM to be convened on 20 July 2020 (Monday) at the conference room at 41/F., Tower B, Zhonghang Zijin Plaza, No. 1811 Huandao Road East, Siming District, Xiamen City, Fujian Province, the PRC. In order to be qualified for attending and voting at the EGM, all documents on transfers of H Shares must be lodged with the Registrar of H Shares of the Company no later than 4:30 p.m. on 14 July 2020 (Tuesday).**

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

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

- (B) Holders of H Shares who intend to attend the 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 on or before 15 July 2020 (Wednesday).

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)592-2933653  
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, 19 July 2020, 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 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.

## EXPECTED TIMETABLE

	<i>Year 2020 (Note)</i>
Latest time for lodging transfer of shares	14 July (Tuesday) 4:30 p.m.
Book closure period (both days inclusive)	15 July (Wednesday) to 20 July (Monday)
Record date	20 July (Monday)
EGM	20 July (Monday)
Announcement on results of the EGM	20 July (Monday)
Register of members re-opens	21 July (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, Ms. Lin Hongying and Mister Xie Xionghui as executive directors, Mister Li Jian as non-executive director, and Messrs. Zhu Guang, Mao Jingwen, Li Changqing, He Fulong and Suen Man Tak 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.