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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 H Shareholders' Class Meeting in 2020

NOTICE IS HEREBY GIVEN THAT the second H Shareholders' class meeting in 2020 (the "**Second H Shareholders' Class Meeting**") of Zijin Mining Group Co., Ltd.* (the "**Company**") will be held at 10:30 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:

SPECIAL RESOLUTIONS

1. 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);
 - 1.01 Type of securities to be issued;
 - 1.02 Size of the issuance;
 - 1.03 Par value and issue price;
 - 1.04 Term of the A Share Convertible Corporate Bonds;
 - 1.05 Coupon rate of the A Share Convertible Corporate Bonds;
 - 1.06 Timing and method of repayment of principal and interest payment;
 - 1.07 Conversion period;
 - 1.08 Determination and adjustment of the conversion price;

- 1.09 Terms of downward adjustment to conversion price;
 - 1.10 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;
 - 1.11 Terms of redemption;
 - 1.12 Terms of sale back;
 - 1.13 Entitlement to dividend in the year of conversion;
 - 1.14 Method of the issuance and target subscribers;
 - 1.15 Subscription arrangement for the existing A Shareholders;
 - 1.16 Relevant matters of bondholders' meetings;
 - 1.17 Use of proceeds;
 - 1.18 Rating;
 - 1.19 Management and deposit for proceeds raised;
 - 1.20 Guarantee and security;
 - 1.21 Validity period of the resolution of the issuance;
- 2. To consider and approve the Plan of the Public Issuance of A Share Convertible Corporate Bonds of the Company; and
 - 3. 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.

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 Second H Shareholders' Class Meeting 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 Second H Shareholders' Class Meeting, 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 Second H Shareholders' Class Meeting 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 Second H Shareholders' Class Meeting 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 Second H Shareholders' Class Meeting (i.e. no later than 10:30 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 Second H Shareholders' Class Meeting 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 Second H Shareholders' Class Meeting, 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 Second H Shareholders' Class Meeting if he/she so wishes.
- (H) The Second H Shareholders' Class Meeting is expected to last for a half day, and shareholders attending the Second H Shareholders' Class Meeting 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)
Second H Shareholders' Class Meeting	20 July (Monday)
Announcement on results of the Second H Shareholders' Class Meeting	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.