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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 Third Extraordinary General Meeting in 2020**

**NOTICE IS HEREBY GIVEN THAT** the third extraordinary general meeting in 2020 (the "EGM") of Zijin Mining Group Co., Ltd.\* (the "Company") will be held at 9 a.m. on Tuesday, 29 December 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 in relation to the Restricted A Share Incentive Scheme for 2020 (Revised Draft) and its summary of the Company;
2. To consider and approve the proposal in relation to the Administrative Measures for Implementation of Appraisal for the Restricted A Share Incentive Scheme for 2020 of the Company;
3. To consider and approve the proposal in relation to authorisation to the board of directors to handle all the matters relating to the Restricted A Share Incentive Scheme for 2020 of the Company;

**ORDINARY RESOLUTIONS**

4. To consider and approve the proposal in relation to amendment to the remuneration and assessment proposal of directors and supervisors of the seventh term;

5. To supplementarily elect Mr. Bo Shaochuan (薄少川先生) as an independent non-executive director of the seventh term of the board of directors of the Company and authorise the board of directors of the Company to enter into service contract and/or appointment letter with the newly elected director subject to such terms and conditions as the board of directors shall think fit and to do all such acts and things and handle all other related matters as necessary;
6. To consider and approve the proposal in relation to shelf offering of corporate bonds by the Company (the following resolutions to be voted item by item);
  - 6.01 Par value and size of the issuance;
  - 6.02 Coupon rates or their determination methods;
  - 6.03 Term and types of the bonds;
  - 6.04 Use of proceeds;
  - 6.05 Method of the issuance, targets of the issuance and placement to existing shareholders;
  - 6.06 Guarantee arrangement;
  - 6.07 Redemption or sell-back provisions;
  - 6.08 Credit standing of the Company and safeguarding measures for repayment;
  - 6.09 Underwriting;
  - 6.10 Listing arrangement;
  - 6.11 Validity period of the resolution; and
7. To consider and approve the proposal in relation to authorisation to the board of directors or its authorised persons to handle the matters relating to shelf offering of corporate bonds.

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

11 December 2020, Fujian, the PRC

Notes:

- (A) **The Company's register of H Shares members will be closed from 23 December 2020 (Wednesday) to 29 December 2020 (Tuesday) (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 29 December 2020 (Tuesday, being the record date) will be entitled to attend and vote at the EGM to be convened on 29 December 2020 (Tuesday) 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 22 December 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 28 December 2020 (Monday).

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 Monday, 28 December 2020, Hong Kong time). The address is: 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
- (F) In accordance with the relevant provisions of the Measures for the Administration of Equity Incentives of Listed Companies issued by the China Securities Regulatory Commission, Mr. Zhu Guang, an independent non-executive director of the Company, as the soliciting party, solicits voting rights from all shareholders of the Company in connection with the proposals (1) to consider and approve the proposal in relation to the Restricted A Share Incentive Scheme for 2020 (Revised Draft) and its summary of the Company; (2) to consider and approve the proposal in relation to the Administrative Measures for Implementation of Appraisal for the Restricted A Share Incentive Scheme for 2020 of the Company; and (3) to consider and approve the proposal in relation to authorisation to the Board to handle all the matters relating to the Restricted A Share Incentive Scheme for 2020 of the Company to be proposed at the EGM and the third H Shareholders' class meeting in 2020 of the Company (the **"Third H Shareholders' Class Meeting"**).

Mr. Zhu Guang has prepared the proxy forms for solicitation (the “**Proxy Form(s) for Solicitation**”) for the purposes of the appointment of him as proxy at the EGM and the Third H Shareholders’ Class Meeting respectively. If you intend to appoint Mr. Zhu Guang to act as your proxy and vote on your behalf at the EGM, please complete the Proxy Form for Solicitation for the EGM. To be valid, the Proxy Form for Solicitation for the EGM (and if the Proxy Form for Solicitation for the EGM 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 Monday, 28 December 2020, Hong Kong time). The address is: 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong.

If a shareholder repeatedly authorises the soliciting party about solicitation of voting rights, but the contents of authorisation are different, the last proxy form for solicitation signed by the shareholder shall be valid. If it is impossible to determine the time of signing, the proxy form for solicitation last received shall be valid. If it is impossible to determine the order of the proxy forms for solicitation which have been received, the soliciting party will seek confirmation of the appointing party by way of enquiry. If it is still impossible to confirm the contents of authorisation, the appointment of proxy will be invalid.

After the shareholder has authorised the solicitation of votes to the soliciting party, the shareholder may attend the meeting in person or by proxy but shall not have voting right over matters for which the solicitation of votes has been authorised to the soliciting party.

If the following circumstances occur after the proxy form for solicitation has been confirmed as valid, the soliciting party can handle as follows:

1. After authorising the solicitation of votes to the soliciting party, if the shareholder expressly revokes the authorisation to the soliciting party in writing before the deadline for on-site registration at the meeting, the authorisation to the soliciting party shall be deemed invalid automatically;
  2. If the shareholder has authorised the solicitation of votes to someone other than the soliciting party to register for and attend the meeting and expressly revokes the authorisation to the soliciting party in writing before the deadline for on-site registration at the meeting, the authorisation to the soliciting party shall be deemed invalid automatically;
  3. Shareholders shall specify their voting instructions in respect of the matters for which the solicitation of votes has been authorised to the soliciting party in the proxy form for solicitation, and choose only one option from “For”, “Against” and “Abstain”. If more than one option is selected or no option is selected, the proxy form for solicitation shall be deemed invalid.
- (G) 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.
- (H) 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.
- (I) 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	22 December (Tuesday) 4:30 p.m.
Book closure period (both days inclusive)	23 December (Wednesday) to 29 December (Tuesday)
Record date	29 December (Tuesday)
EGM	29 December (Tuesday)
Announcement on results of the EGM	29 December (Tuesday)
Register of members re-opens	30 December (Wednesday)

*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.