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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)

Overseas Regulatory Announcement

This announcement was published on the website of Shanghai Stock Exchange of the People's Republic of China by Zijin Mining Group Co., Ltd.* (the "Company").

The announcement is written in both Chinese and English. In the case of any discrepancies, the Chinese version shall prevail over its English version.

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, 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.

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

11 December 2020, Fujian, the PRC

**The Company's English name is for identification purposes only*

Stock code: 601899

Stock abbreviation: Zijin Mining

No.: Lin 2020-089

Zijin Mining Group Co., Ltd.*
Announcement in relation to Solicitation of Voting Rights
by the Independent Director

The board of directors of the Company and all the directors warrant that there are no false representations or misleading statements contained in, or material omission from the contents of this announcement, and jointly and severally assume responsibility for the authenticity, accuracy and completeness of the contents herein.

Important notes about the contents:

- Time of solicitation of voting rights: from 24 December 2020 to 28 December 2020
- The soliciting party's vote in respect of the subject matter of solicitation: in favour
- The soliciting party does not hold any shares of the Company

In accordance with the relevant provisions of the Measures for the Administration of Equity Incentives of Listed Companies (hereinafter, the "Administrative Measures") issued by the China Securities Regulatory Commission (hereinafter, the "CSRC"), Mr. Zhu Guang, the independent director of Zijin Mining Group Co., Ltd.* (hereinafter, the "Company") is appointed as the soliciting party to solicit voting rights from all shareholders of the Company in connection with the relevant proposals on the Company's Restricted A Share Incentive Scheme to be considered at the third extraordinary general meeting in 2020, the third A Shareholders' class meeting in 2020 and the third H Shareholders' class meeting in 2020, which will be convened by the Company on 29 December 2020.

1. Basic information of the soliciting party and his vote in respect of the subject matter of solicitation and the reasons for the vote

The soliciting party for the solicitation of voting rights, Mr. Zhu Guang, is an independent director of the Company, and his basic information is as follows:

Mr. Zhu Guang was born in March 1957. He 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. He has been serving as the independent director of the Company since June 2016 and is presently the chief officer of the Nomination and Remuneration Committee of the board of directors of the Company. He does not hold any shares of the Company.

Mr. Zhu Guang attended the twenty-fourth extraordinary meeting in 2020 of the seventh term of the board of directors of the Company held on 17 November 2020, and the twenty-fifth extraordinary meeting in 2020 of the seventh term of the board of directors of the Company held on 11 December 2020, and voted in favour for the proposal in relation to the Restricted A Share Incentive Scheme for 2020 (Revised Draft) and its summary of the Company, 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 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. He also issued an independent opinion in favour for the implementation of the Restricted A Share Incentive Scheme by the Company.

Reasons for the vote: implementation of the Restricted A Share Incentive Scheme is favourable for further optimising the corporate governance structure of the Company, perfecting the appraisal and incentive mechanism of the Company, aligning the interests of the shareholders, the Company and the employees, mobilising the enthusiasm of the Company's core management team, key business managers and other personnel, establishing an effective, long-term mechanism for incentivising employees, and ensuring stability of the Company's talent pool and business operation over a long term.

2. Basic information of the shareholders' general meetings

The third extraordinary general meeting in 2020, the third A Shareholders' class meeting in 2020 and third H Shareholders' class meeting in 2020 of the Company will be convened from 9 a.m. on 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. Details of the proposals for which voting rights are solicited are as follows:

- (1) The proposal in relation to the Restricted A Share Incentive Scheme for 2020 (Revised Draft) and its summary of the Company;
- (2) 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) 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.

For details regarding the shareholders' general meetings, please refer to the Notice of the Third Extraordinary General Meeting in 2020, Notice of the Third A Shareholders' Class Meeting in 2020 and Notice of the Third H Shareholders' Class Meeting in 2020 published on 12 December 2020 by the Company on the website of the Shanghai Stock Exchange (<http://www.sse.com.cn>).

3. The solicitation scheme

(1) Targets of solicitation

All shareholders of the Company whose names appear on the register of members of A shares and H shares kept in the Shanghai Branch of China Securities Depository and Clearing Corporation Limited and Computershare Hong Kong Investor Services Limited after the end of afternoon trading hours of 23 December 2020.

(2) Time of solicitation

From 24 December 2020 to 28 December 2020

(3) Procedures for solicitation

1. Any target of solicitation who wishes to appoint the soliciting party to vote on his/her behalf shall complete all the required contents according to the specified format in the proxy form(s) for the solicitation of voting rights by independent director (hereinafter, the “Proxy Form(s) for Solicitation”) as set out and enclosed to this announcement.

2. The signed Proxy Form(s) for Solicitation and other relevant documents shall be submitted to the securities department of the Company appointed by the soliciting party. The securities department of the Company will acknowledge receipt of the Proxy Form(s) for Solicitation and other relevant documents for the solicitation of voting rights, including:

(1) If the appointing shareholder is a corporate shareholder, it shall submit copies of its business licence, identity proof of its legal representative, original of the Proxy Form(s) for Solicitation, and copies of shareholder’s account card;

(2) If the appointing shareholder is an individual, he/she shall submit copies of his/her identity proof, original of the Proxy Form(s) for Solicitation, and copies of shareholder’s account card;

3. The appointing party should deliver all the required relevant documents aforementioned by hand, or by express mail to the address specified in this announcement; for delivery by express mail, the receiving date will be the date of signing of the acknowledgement receipt by the securities department of the Company. The specified address and recipient of the Proxy Form(s) for Solicitation and the relevant documents for the appointing shareholder are as follows:

Address: 41/F., Tower B, Zhonghang Zijin Plaza, No. 1811 Huandao Road East, Siming District, Xiamen City, Fujian Province

Postal code: 361008

Attention to: Chen Weiwei

Contact telephone number: 0592-2933058

The address, name of the recipient, postal code, phone number, etc., of the soliciting party shall be specified.

All documents shall be properly sealed and marked with the phone number and name of the contact person of the relevant appointing shareholder and “Proxy Form for the Solicitation of Voting rights by Independent Director” at a conspicuous position.

(4) The documents submitted by the appointing shareholders shall be deemed as valid and effective upon review by an attesting lawyer from a law firm if all of the following conditions are fulfilled:

1. The Proxy Form(s) for Solicitation and the relevant documents have been submitted to the designated place pursuant to the requirements of the solicitation scheme set out in this announcement;

2. The Proxy Form(s) for Solicitation and the relevant documents have been submitted within the

prescribed time;

3. Shareholder has completed and signed the Proxy Form(s) for Solicitation enclosed to this announcement in accordance with the requirements set out in this announcement, and the relevant Proxy Form for Solicitation(s) is/(are) duly completed, clear and effective;

4. The information on the Proxy Form(s) for Solicitation and the relevant documents is consistent with those on the register of member.

(5) 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.

(6) 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.

(7) If the following circumstances occur after a 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(s), 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(s) shall be deemed invalid.

Soliciting party: Zhu Guang
12 December 2020

Appendix 1:

Zijin Mining Group Co., Ltd*
Proxy Form for the Solicitation of Voting Rights by
Independent Director for the Third Extraordinary General Meeting in 2020

I/The company hereby confirm as the appointing party that I/the company have, prior to signing this proxy form for the solicitation of voting rights by independent director (the “Proxy Form for Solicitation”), read carefully the full text of the Announcement in relation to Solicitation of Voting Rights by the Independent Director of Zijin Mining Group Co., Ltd.* prepared by the soliciting party for the current solicitation of voting rights, the Notice of the Third Extraordinary General Meeting in 2020, the Notice of the Third A Shareholders’ Class Meeting in 2020 and the Notice of the Third H Shareholders’ Class Meeting in 2020 and other relevant documents, and have been sufficiently informed about details relating to the current solicitation of voting rights.

As the appointing party, I/the company hereby appoint Mr. Zhu Guang, an independent director of Zijin Mining Group Co., Ltd.*, as my/the company’s proxy to attend the third extraordinary general meeting in 2020 of Zijin Mining Group Co., Ltd.*, and to exercise the right of voting at such meeting in respect of the resolutions as hereunder indicated, in accordance with instructions contained in this Proxy Form for Solicitation.

My/the company’s voting directions for the matters in respect of which voting rights are being solicited are as follows:

No.	Name of resolution	For	Against	Abstain
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			

(The appointing party shall indicate the vote in respect of each resolution for which the solicitation of votes has been authorised to the soliciting party. The specific voting direction as authorised by the appointing party shall be indicated by marking the corresponding boxes above with a “√”. No marking of any of the boxes above will be deemed as abstention.)

Name of appointing party or name (signature or stamp):

Identity card number or business license number of appointing shareholder:

Number of shares held by appointing shareholder:

Securities account number of appointing shareholder:

Contact details of appointing party:

Date of signature:

The validity period of this Proxy Form for Solicitation: from the date of signing to the end of the third extraordinary general meeting in 2020.

Appendix 2:

Zijin Mining Group Co., Ltd*
Proxy Form for the Solicitation of Voting Rights by
Independent Director for the Third A Shareholders' Class Meeting in 2020

I/The company hereby confirm as the appointing party that I/the company have, prior to signing this proxy form for the solicitation of voting rights by independent director (the "Proxy Form for Solicitation"), read carefully the full text of the Announcement in relation to Solicitation of Voting Rights by the Independent Director of Zijin Mining Group Co., Ltd.* prepared by the soliciting party for the current solicitation of voting rights, the Notice of the Third Extraordinary General Meeting in 2020, the Notice of the Third A Shareholders' Class Meeting in 2020 and the Notice of the Third H Shareholders' Class Meeting in 2020 and other relevant documents, and have been sufficiently informed about details relating to the current solicitation of voting rights.

As the appointing party, I/the company hereby appoint Mr. Zhu Guang, an independent director of Zijin Mining Group Co., Ltd.*, as my/the company's proxy to attend the third A Shareholders' class meeting in 2020 of Zijin Mining Group Co., Ltd.*, and to exercise the right of voting at such meeting in respect of the resolutions as hereunder indicated, in accordance with instructions contained in this Proxy Form for Solicitation.

My/the company's voting directions for the matters in respect of which voting rights are being solicited are as follows:

No.	Name of resolution	For	Against	Abstain
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			

(The appointing party shall indicate the vote in respect of each resolution for which the solicitation of votes has been authorised to the soliciting party. The specific voting direction as authorised by the appointing party shall be indicated by marking the corresponding boxes above with a "√". No marking of any of the boxes above will be deemed as abstention.)

Name of appointing party or name (signature or stamp):

Identity card number or business license number of appointing shareholder:

Number of shares held by appointing shareholder:

Securities account number of appointing shareholder:

Contact details of appointing party:

Date of signature:

The validity period of this Proxy Form for Solicitation: from the date of signing to the end of the third A Shareholders' class meeting in 2020.

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

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