

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liabilities whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.



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 2020 Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the annual general meeting for the year ended 31 December 2020 (the “**AGM**”) of Zijin Mining Group Co., Ltd.* (the “**Company**”) will be held at 9 a.m. on Friday, 28 May 2021, at the conference room at 21/F., Zijin Headquarters, No. 1 Zijin Road, Shanghang County, Longyan 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 amendments to the articles of association of the Company (details set out in Appendix A);
2. to consider and approve the proposal in relation to a general mandate to issue debt financing instruments (details set out in Appendix B);
3. to consider and approve the proposal to the shareholders’ general meeting in relation to grant of a general mandate to the Board of Directors to issue A Shares and/or H Shares of the Company (details set out in Appendix C);
4. to consider and approve the proposal in relation to the arrangement of guarantees to the Company’s subsidiaries, associates and other party for the year 2021 (details set out in Appendix D);

ORDINARY RESOLUTIONS

5. to consider and approve the Report of the Board of Directors of the Company for 2020;
6. to consider and approve the Report of the Independent Directors of the Company for 2020;

7. to consider and approve the Report of the Supervisory Committee of the Company for 2020;
8. to consider and approve the Company's financial report for the year ended 31 December 2020;
9. to consider and approve the Company's 2020 annual report and its summary report;
10. to consider and approve the profit distribution proposal of the Company for the year ended 31 December 2020 (details set out in Appendix E);
11. to consider and approve the calculation and distribution proposal for the remuneration of the Executive Directors and Chairman of the Supervisory Committee of the seventh term of the Company for the year ended 31 December 2020 (details set out in Appendix F);
12. to consider and approve the reappointment of Ernst & Young Hua Ming LLP as the Company's auditor for the year ended 31 December 2021, and to authorise the chairman of the Board of Directors, president and financial controller to determine the remuneration; and
13. to consider and approve the proposal in relation to purchase of liability insurance for the Company and its Directors, Supervisors and senior management (details set out in Appendix G).

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

28 April 2021, Fujian, the PRC

Notes:

- (A) **The Company's register of H Shares members will be closed from 25 May 2021 (Tuesday) to 28 May 2021 (Friday) (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 28 May 2021 (Friday, being the record date) will be entitled to attend and vote at the AGM to be convened on 28 May 2021 (Friday) at the conference room at 21/F., Zijin Headquarters, No. 1 Zijin Road, Shanghang County, Longyan City, Fujian Province, the PRC. In order to be qualified for attending and voting at the AGM, 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 24 May 2021 (Monday).**

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 AGM 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 26 May 2021 (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)592-2933650
Fax: (86)592-2933580

- (C) Holders of H Shares who have the right to attend and vote at the AGM 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. Shareholders who intend to appoint one or more proxies should first read the Company's 2020 annual report.
- (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 AGM (i.e. no later than 9 a.m. on Thursday, 27 May 2021, 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 AGM 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 AGM, 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 AGM if he/she so wishes.
- (H) The AGM is expected to last for a half day, and shareholders attending the AGM will be responsible for their own travelling and accommodation expenses.

EXPECTED TIMETABLE

	Year 2021 <i>(Note)</i>
Latest time for lodging documents on transfer of shares	24 May (Monday) 4:30 p.m.
Book closure period (both days inclusive)	25 May (Tuesday) to 28 May (Friday)
Record date	28 May (Friday)
AGM	28 May (Friday)
Announcement on results of the AGM	28 May (Friday)
Register of members re-opens	31 May (Monday)
Cum-rights date, ex-rights date, book closure period and delivery of dividends	To be announced

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, Suen Man Tak and Bo Shao Chuan 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.

Appendix A

Zijin Mining Group Co., Ltd.*

Proposal in relation to Amendments to the Articles of Association of the Company

To all shareholders,

Pursuant to the matters and authorisation in relation to restricted A Share incentive scheme for 2020 as considered and approved 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 of Zijin Mining Group Co., Ltd.* (the "Company"), the Company convened the first extraordinary meeting in 2021 of the board of directors of the seventh term (the "Board") on 13 January 2021, at which the Proposal in relation to the First Grant of Restricted A Shares to the Participants under the Restricted A Share Incentive Scheme was considered and approved. The Company completed the registration of shares at the China Securities Depository and Clearing Company Limited Shanghai Branch on 28 January 2021, and received the Change of Securities Registration Certificate issued by the China Securities Depository and Clearing Company Limited Shanghai Branch on 29 January 2021.

Grant Thornton Certified Public Accountants LLP verified the Company's newly registered share capital and its share capital up to 18 January 2021 and issued the Capital Verification Report of Zijin Mining Group Co., Ltd.* (Zhi Tong Yan Zi [2021] No. 351ZC00010) on 21 January 2021. The Company's registered share capital and share capital before the capital increment was RMB2,537,725,994.60 and RMB2,537,725,994.60 respectively. As at 18 January 2021, the accumulated registered share capital and share capital after the change was RMB2,547,324,054.60 and RMB2,547,324,054.60 respectively.

For the purpose of meeting the requirements of the Company's strategic needs and sustainability, optimising corporate governance structure and enhancing environmental, social and governance (ESG) performance of the Company, the Proposal in relation to Renaming of the Strategic Committee of the Board of Directors and Amendments to its Articles of Operation was considered and approved at the twenty-fifth extraordinary meeting in 2020 of the Board of the seventh term, which approved the renaming of the Strategic Committee of the Board to "Strategic and Sustainable Development (ESG) Committee".

In view of the abovementioned changes, the Board approved the amendments to the articles in relation to the capital structure, registered share capital and the specialised committees of the Board in the prevailing articles of association of the Company (the "Articles of Association"). Details of the amendments are as follows:

	Before amendment	After amendment
Articles of Association	Article 17: The current share capital structure of the Company is: the Company's issued ordinary shares is <u>25,377,259,946 shares</u> with RMB0.10 of par value per share, among which <u>19,640,319,946 shares</u> are domestic shares (representing approximately <u>77.39%</u> of total issued ordinary shares of the Company); 5,736,940,000 shares are H shares (representing approximately <u>22.61%</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 25,473,240,546 shares with RMB0.10 of par value per share, among which 19,736,300,546 shares are domestic shares (representing approximately 77.48% of total issued ordinary shares of the Company); 5,736,940,000 shares are H shares (representing approximately 22.52% of total issued ordinary shares of the Company).
	Article 20: The Company's registered share capital is RMB2,537,725,994.60.	Article 20: The Company's registered share capital is RMB2,547,324,054.60 .
	Article 115: The board of directors has the following committees under its control, namely <u>Strategic Committee</u> , Audit and Internal Control Committee, Nomination and Remuneration Committee and Execution and Investment Committee, in which Execution and Investment Committee is the standing executive and investment organization as authorized by the board of directors, and their duties, powers and functions are authorized by the board of directors according to relevant regulations and the Articles of Association of the Company.	Article 115: The board of directors has the following committees under its control, namely Strategic and Sustainable Development (ESG) Committee , Audit and Internal Control Committee, Nomination and Remuneration Committee and Execution and Investment Committee, in which Execution and Investment Committee is the standing executive and investment organization as authorized by the board of directors, and their duties, powers and functions are authorized by the board of directors according to relevant regulations and the Articles of Association of the Company.

Except for the abovementioned amendments, the contents of other provisions of the Articles of Association remain unchanged.

The abovementioned matters will only take effect upon consideration and approval at the Company's shareholders' general meeting. The Company will carry out relevant industrial and commercial registration pursuant to the authorisation of the shareholders' general meeting.

The abovementioned proposal was considered and approved at the sixth meeting of the seventh term of the Board, and is hereby tabled to the shareholders' general meeting for shareholders' consideration.

Zijin Mining Group Co., Ltd.*
Board of Directors
28 April 2021

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

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

Appendix B

Zijin Mining Group Co., Ltd.* Proposal in relation to a General Mandate to Issue Debt Financing Instruments

To all shareholders,

In order to meet the needs for domestic and overseas production and operation, projects' infrastructure development and investment, supplementing working capital, lowering capital costs and adjusting debt structure of Zijin Mining Group Co., Ltd.* (the "Company"), the Company proposes to issue debt financing instruments on a one-off basis or by tranches within and outside the PRC. In order to grasp the favourable market opportunities in a timely manner, a general mandate to the board of directors (the "Board") to issue debt financing instruments will be proposed and submitted to the shareholders' general meeting for consideration. Details are as follows:

I. ISSUANCE AMOUNT, BODY AND TYPE

It is proposed that the shareholders' general meeting unconditionally authorises the Board with a general mandate to make specific arrangements for the issuance of debt financing instruments. The Company or its subsidiaries would be the issuance body of onshore debt financing instruments, while the Company or its overseas subsidiaries would be the issuance body of offshore debt financing instruments. The debt financing instruments include but not limited to enterprise bonds, corporate bonds, renewable corporate bonds, shelf offering of corporate bonds, offshore bonds, ultra short-term financing bonds, short-term financing bonds, mid-term notes, perpetual mid-term notes, private placement of debt financing instruments, and other onshore or offshore debt financing instruments denominated in Renminbi or foreign currencies approved by regulatory authorities for issuance.

As at 16 March 2021, the total outstanding balance of the Company's debt financing instruments was equivalent to RMB19.019 billion, of which, debt financing instruments denominated in Renminbi amounted to RMB16.744 billion, including mid-term notes amounted to RMB10 billion, ultra-short term financing bonds amounted to RMB1 billion, corporate bonds amounted to RMB1.244 billion, renewable corporate bonds amounted to RMB4.5 billion; offshore bonds denominated in US dollars amounted to USD350 million.

The Company intends to apply for issuing onshore and offshore debt financing instruments with an aggregate outstanding balance of not exceeding RMB35 billion (including the existing outstanding balance of the Company's debt financing instruments) or the equivalent amount in foreign currencies (based on the outstanding balance to be repaid after issuance; for issuance denominated in foreign currencies, based on the middle exchange rate as announced by the People's Bank of China on the issuance date).

II. MAJOR TERMS OF THE ISSUANCE

- (1) Size of issuance: the accumulated outstanding balance of the issued debt financing instruments shall not exceed RMB35 billion (RMB35 billion inclusive) or the equivalent amount in foreign currencies within the authorisation period.
- (2) Maturities and types: 10 years at maximum, can be for a single maturity or a combination of various maturities. The specific composition of the maturities and the size of issuance and type of each maturity shall be determined by the Board with reference to the relevant regulations and market conditions.
- (3) Use of proceeds raised: the proceeds raised from the newly issued debt financing instruments are expected to be used for satisfying production and operational needs, domestic and overseas projects' infrastructure development, supplementing working capital and project investment, etc. The specific use of the proceeds raised shall be determined by the Board according to the Company's capital needs.

III. ISSUANCE AUTHORISATION

- (1) It is proposed that the shareholders' general meeting unconditionally authorises the Board with a general mandate to decide and deal with the specific matters regarding the issuance of debt financing instruments according to the Company's particular needs and other market conditions.
 1. Determine to issue debt financing instruments, the issuance types, specific types, specific terms, conditions and other matters (including but not limited to specific issuance amount, actual amount in total, currency, issuance price, interest rate or its determination method, issuance location, timing of issuance, maturity, whether to issue in tranches and number of tranches to be issued, whether to set sell-back terms and redemption terms, rating arrangements, guarantee matters (if necessary), repayment terms of principal and interests, and determination of the specific arrangements of raising proceeds, specific placing arrangements, underwriting arrangements and all other matters regarding the issuance).
 2. Take all necessary and supplementary actions and steps for the issuance of debt financing instruments (including but not limited to engaging intermediary institutions, applying to the relevant regulatory authorities and handling the relevant approvals, registrations, filing procedures, etc. for the issuance on behalf of the Company, executing all necessary legal documents relating to the issuance, selecting bond trustees for the issuance, formulating bondholders meeting rules and handling all other matters regarding the issuance and trading of the bonds).

3. In the case that the Board has taken any of the above actions and steps for the issuance of debt financing instruments, approve, confirm and ratify those actions and steps.
 4. If there are any changes in the regulatory policies or market conditions, except for the matters for which re-voting at a shareholders' general meeting is necessary as stipulated by the relevant laws, regulations and the articles of association of the Company, within the scope of authorisation granted by a shareholders' general meeting, corresponding adjustments can be made to the relevant matters of the specific proposal of issuance according to the advice from regulatory authorities or market conditions.
 5. After completion of the issuance, determine and handle the relevant matters for listing the debt financing instruments issued.
- (2) Agree that at the same time when approval and authorisation are granted by a shareholders' general meeting for the above matters, Ms. Lin Hongying, a vice-president of the Company, and Mr. Zheng Youcheng, the secretary to the Board, be further authorised by the Board to execute issuance matters for debt financing instruments according to the Company's particular needs and other market conditions.
 - (3) Authorise Ms. Lin Hongying, a vice-president of the Company, and Mr. Zheng Youcheng, the secretary to the Board, to approve, sign and distribute relevant documents and make announcements, and make relevant information disclosures according to applicable regulatory rules at the listing places of the Company.

IV. DETERMINATION OF THE EFFECTIVE PERIOD OF THE AUTHORISATION TO BE GRANTED BY SHAREHOLDERS' GENERAL MEETING

The authorisation for matters relating to the issuance of debt financing instruments will be effective from the date of approval at the 2020 annual general meeting to the convention date of the 2021 annual general meeting.

The abovementioned proposal was considered and approved at the sixth meeting of the seventh term of the Board, and is hereby tabled to the shareholders' general meeting for shareholders' consideration.

Zijin Mining Group Co., Ltd.*
Board of Directors
28 April 2021

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

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

Appendix C

Zijin Mining Group Co., Ltd*

Proposal to the Shareholders' General Meeting in relation to Grant of a General Mandate to the Board of Directors to Issue A Shares and/or H Shares of the Company

To all shareholders:

Pursuant to the provisions of the articles of association of Zijin Mining Group Co., Ltd.* (the "Company") as well as the laws and regulations governing listed companies in the A Share and H Share markets, in order to meet the Company's development needs and maintain flexibility for capturing favourable market opportunities, it is hereby proposed that the Company's 2020 annual general meeting, by way of a special resolution, grants to the board of directors of the Company (the "Board") a general mandate (the "General Mandate") to separately or concurrently allot, issue and deal with the Company's A Shares and/or H Shares or securities, share options and warrants which are convertible into the Company's A Shares or H Shares, or other similar rights for subscription of the Company's A Shares or H Shares (the "Similar Rights"), in a quantity not exceeding 20% of the respective number of outstanding A Shares or H Shares issued by the Company, based on the Board's assessment of market conditions and the needs of the Company. It is also proposed that the Board be authorised to correspondingly amend the articles of association of the Company as it sees fit to reflect the impact of any allotment, or issuance of shares or Similar Rights, on the new share capital or share structure. Details of the aforesaid authorisations include but are not limited to:

- (1) Decide on the method of issuance, including but not limited to one-off or multiple allotments and issuance of, and dealing with the new shares and Similar Rights, as well as other methods permitted by the articles of association of the Company and laws and regulations.
- (2) Formulate and implement specific issuance plans, including but not limited to the types, pricing methods and/or issuance prices (including price ranges), size of issuance, quantity to be issued, target subscribers, and use of the proceeds raised, etc. of the new shares or Similar Rights to be issued; and decide on the timing and period of issuance as well as whether to allocate to existing shareholders, etc.
- (3) Engage intermediary agencies in relation to the issuance, approve all the acts and execute all the deeds, documents and other related matters as necessary, appropriate, desirable or related to the issuance, and publish various announcements related to the issuance; consider, approve and execute issuance-related agreements on behalf of the Company, including but not limited to placing and underwriting agreements, and the retainers for engaging intermediary agencies.
- (4) Consider, approve and execute issuance-related statutory documents which are required to be submitted to the relevant regulatory authorities on behalf of the Company; perform the relevant approval procedures in accordance with the requirements of the regulatory authorities and the places where the Company is listed.

- (5) Amend the relevant agreements and statutory documents as stated in clauses (3) and (4) above based on the requirements of the regulatory authorities within and outside China.
- (6) Decide to affix the Company's stamp to the issuance-related agreements and statutory documents.
- (7) Arrange for opening of the relevant bank accounts for the Company.
- (8) After new shares are issued, approve the Company's increase of registered share capital and amendments to the Company's articles of association, including contents relating to total share capital, shareholding structure and so on, and comply with registration, filing and other statutory procedures as required by the laws both within and outside China.
- (9) The Board may delegate the Company's chairman or other persons authorised by the Board to handle and execute all the specific matters related to the issuance on behalf of the Company in accordance with the relevant laws, regulations, regulatory documents and requirements of the regulatory authorities which are necessary or desirable for the issuance.

The aforesaid authorisation shall not exceed the relevant period otherwise than in the circumstance where the Board has entered into or granted offering proposals, agreements, options, warrants, convertible bonds or Similar Rights for the issuance of A Shares and/or H Shares within the relevant period, and that the Company, if applicable, has also obtained relevant approvals, permits or registrations from the regulatory authorities within the effective period of the authorisation, and that it is likely for such offering proposals, agreements, options, warrants, convertible bonds or Similar Rights to be carried on or continued to be implemented beyond the relevant period. The relevant period refers to the date of passing the relevant resolution at the 2020 annual general meeting until the earliest of:

- (1) the conclusion of the 2021 annual general meeting of the Company; or
- (2) the date falling the expiration of 12 months following the passing of the special resolution at a shareholders' general meeting; or
- (3) the date on which the shareholders at any shareholders' general meeting by way of special resolution revoke or amend the abovementioned authorisation.

The abovementioned proposal was considered and approved at the seventh meeting of the seventh term of the Board, and is hereby tabled to the shareholders' general meeting for shareholders' consideration.

Zijin Mining Group Co., Ltd*
Board of Directors
28 April 2021

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

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

Appendix D

Zijin Mining Group Co., Ltd.* Proposal in relation to the Arrangement of Guarantees to the Company's Subsidiaries, Associates and Other Party for the Year 2021

To all shareholders,

For the purpose of satisfying the capital needs of project construction, production and operation and mergers and acquisitions of the subsidiaries and associates of Zijin Mining Group Co., Ltd.* (the "Company") and Fujian Makeng Mining Co., Ltd. ("Makeng Mining"), providing replacement of funding for the existing loans as they fall due and improving the efficiency of decision-making, the Company and its subsidiaries propose to provide guarantees of not more than RMB19.24018 billion in total (the "Guarantee(s)") to the Company's subsidiaries, associates and Fujian Rare Earth (Group) Co., Ltd. (collectively, the "Guarantee Recipient(s)") for the year 2021. Details are as follows:

I. OVERVIEW OF THE GUARANTEES

(1) Details of the guarantees

Unit: million

Number	Guarantee Recipient	Relationship with the Company	Currency	Amount of guarantee	Proportion to the total amount of the Guarantees
1	Gold Mountains (H.K.) International Mining Company Limited and its wholly-owned subsidiaries held directly or indirectly	Wholly-owned subsidiary	USD	1,500	Approximately equivalent to RMB15.002 billion, representing 77.97% of the total amount of the Guarantees
2	Zijin International Capital Company Limited and its wholly-owned subsidiaries held directly or indirectly		USD	500	
3	Xinjiang Zijin Non-ferrous Metals Co., Ltd.		RMB	500	
4	Heilongjiang Zijin Copper Co., Ltd.		RMB	500	
5	Xinjiang Zijin Zinc Co., Ltd.		RMB	400	
6	Jilin Zijin Copper Co., Ltd.		RMB	600	
7	Serbia Zijin Copper Doo Bor	Non-wholly owned subsidiary	USD	332	Approximately equivalent to RMB2.90833 billion, representing 15.12% of the total amount of the Guarantees
8	Wenshan Malipo Zijin Tungsten Group Co., Ltd.		RMB	500	
9	Longnan Zijin Mining Co., Ltd.		RMB	250	
10	Wengfu Zijin Chemical Co., Ltd.	Associate	RMB	292.35	Representing 1.52% of the total amount of the Guarantees

Note: The abovementioned proportions are calculated based on the middle rate of foreign exchange rate quotation of USD1:RMB6.501 as announced by China Foreign Exchange Trade System on 15 March 2021.

(2) Details of counter-guarantee

Unit: billion

Principal debtor	Relationship with the Company	Guarantee Recipient	Currency	Amount of counter-guarantee	Proportion to the total amount of the Guarantees
Fujian Makeng Mining Co., Ltd.	Associate	Fujian Rare Earth (Group) Co., Ltd.	RMB	1.03750 (based on percentage of shareholding)	Representing 5.39% of the total amount of the Guarantees

It is proposed that Makeng Mining, an associate of the Company, applies for credit facilities not exceeding RMB2.5 billion from banks in 2021, which will be guaranteed by its controlling shareholder, Fujian Rare Earth (Group) Co., Ltd. (or its holding company, Fujian Yejin (Holding) Co., Ltd.). Two other shareholders of Makeng Mining will provide counter-guarantees with their shareholdings in Makeng Mining, that is, the Company will provide counter-guarantee with its 41.5% shareholding in Makeng Mining and all of the interests derived therefrom as collaterals for the guarantee provided by Fujian Rare Earth (Group) Co., Ltd. The amount of the counter-guarantee will be RMB1.03750 billion.

The abovementioned Guarantee arrangement are based on the estimation of the current operation. Subject to any possible change and in accordance with the actual business requirements, within the amounts and scope of the Guarantees as approved at the shareholders' general meeting, the amounts of guarantees to be provided to the wholly-owned subsidiaries (including their wholly-owned subsidiaries directly or indirectly held) can be adjusted among themselves; the amount of guarantees or counter-guarantee to be provided to the associates shall be based on the shareholding of the Company or its subsidiaries in such associates.

Consideration and approval at the shareholders' general meeting of the Company are required for the Guarantee arrangement. The effective period of the Guarantee arrangement is from the date of approval at the 2020 annual general meeting to the convention date of the annual general meeting for the next year. A director and vice-president of the Company, Ms. Lin Hongying, will be authorised to handle all the matters relating to the Guarantee arrangement after the shareholders' general meeting considers and approves the proposal.

II. BASIC INFORMATION OF THE GUARANTEE RECIPIENTS

Please refer to the attachment.

III. MAJOR CONTENT OF THE GUARANTEES

The total amount of the Guarantees for 2021 will not exceed RMB19.24018 billion. The Company has not yet entered into any guarantee contract or letter of intent to date.

The abovementioned amounts of the Guarantees do not represent the actual amount of the credit facilities. The actual amount of the credit facilities shall be subject to the amounts of the Guarantees as approved at the shareholders' general meeting and negotiations with financial institutions. The specific type, method, amount and period of the Guarantees are subject to the relevant documents finally executed. The Company will review the Guarantee matters in strict accordance with the relevant laws, regulations and policy documents to control the operational risk and guarantee risk.

The abovementioned Guarantees include the following circumstances:

- (1) The amount of a single guarantee exceeds 10% of the audited net assets for the latest reporting period;
- (2) The guarantee(s) provided after the total amount of the guarantees reaches or exceeds 50% of the audited net assets for the latest reporting period;
- (3) Any guarantee(s) provided after the total amount of the guarantees reaches or exceeds 30% of the audited total assets for the latest reporting period;
- (4) The guarantee(s) provided to a Guarantee Recipient with debt ratio exceeding 70%;
- (5) The amount of guarantees exceeds 30% of the Company's audited total assets for the latest reporting period for 12 consecutive months; and
- (6) The amount of guarantees exceeds 50% of the Company's audited net assets for the latest reporting period for 12 consecutive months.

IV. OPINION OF THE BOARD

The sixth and seventh meetings of the seventh term of the Board considered and approved matters relating to the abovementioned Guarantees and considered that the matters of the Guarantees were decided upon comprehensive review of the needs of business development of the Guarantee Recipients and are beneficial to the Company's stable and sustainable development. The Guarantees are in line with the actual operation and overall development strategies of the Company. The Guarantee Recipients also have good credit standing. The overall risk of the Guarantees is controllable.

The independent directors of the Company expressed the following opinion: the consideration and authorisation of the Company's estimated amount of the Guarantees follow the provisions of the relevant laws, regulations, regulatory documents and the articles of association of the Company. The Guarantees are in line with the actual operation and overall development strategies of the Company, and will not prejudice the interests of the Company and the shareholders. The independent directors of the Company agreed that the Board submits the proposal to the shareholders' general meeting for consideration.

V. THE ACCUMULATED AMOUNT OF GUARANTEES AND AMOUNT OF OVERDUE GUARANTEES PROVIDED BY THE COMPANY

As at the date of the announcement in relation to the adjustments to the guarantees, the accumulated total amount of guarantees actually provided by the Company (including guarantees provided to the Company's non-wholly owned subsidiaries) was RMB29.221857 billion, representing approximately 51.68% of the audited net assets of the Company as at the end of 2020. There is no overdue guarantee.

The abovementioned proposal was considered and approved at the sixth and seventh meetings of the seventh term of the Board, and is hereby tabled to the shareholders' general meeting for shareholders' consideration.

Zijin Mining Group Co., Ltd.*
Board of Directors
28 April 2021

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

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

Attachment: Basic information of the Guarantee Recipients and principal debtor

Unit: RMB billion

Number	Guarantee Recipient	Relationship with the Company	Place of registration	Legal representative	Scope of business	As at 31 December 2020/Year 2020						Note
						Total assets	Total liabilities	Net assets	Net profit	Debt ratio		
1	Gold Mountains (H.K.) International Mining Company Limited		Hong Kong, China	Qiu Guozhu	Investment and trading	78,343,7324	41,647,8749	36,695,8575	2,505,1170	53.16%		
2	Zijin International Capital Company Limited		Hong Kong, China	Liu Zhizhou	Capital management platform	6,081,7595	5,935,4862	0,146,2733	0,057,2384	97.59%		
3	Xinjiang Zijin Non-ferrous Metals Co., Ltd.	Wholly-owned subsidiary	Kashgar Economic Development Zone, Kizilsu Kyrgyz Autonomous Prefecture, Xinjiang	Zhong Shuiping	Refining and sales of zinc and commonly used non-ferrous metals, ferrous metals and precious metals, etc.	2,016,8514	1,639,1662	0,377,6853	-0,011,3061	81.27%		
4	Heilongjiang Zijin Copper Co., Ltd.		Qiqihar City, Heilongjiang Province	Chen Chenghu	Selection, refining, processing and sales of copper, gold, silver and other non-ferrous metals (excluding rare and precious metals) and non-metallic products	4,334,2584	3,242,4803	1,091,7781	0,066,6530	74.81%		

Unit: RMB billion

Number	Guarantee Recipient	Relationship with the Company	Place of registration	Legal representative	Scope of business	As at 31 December 2020/Year 2020					Note
						Total assets	Total liabilities	Net assets	Net profit	Debt ratio	
5	Xinjiang Zijin Zinc Co., Ltd.		Wuqia County, Kizilsu Kyrgyz Autonomous Prefecture, Xinjiang	Li Shouye	Development of non-ferrous metals, precious metals and non-metallic mineral products, prospecting and development of geological mineral resources, production, processing and sales of mineral products, geological and mining technological services, refining of copper, lead, zinc, non-ferrous metals and precious metals, etc.	3,925,216.2	1,846,384.1	2,078,832.1	0.4266297	47.04%	
6	Jilin Zijin Copper Co., Ltd.	Wholly-owned subsidiary	Hunchun City, Yanbian Prefecture, Jilin Province	Liu Changdong	Refining, processing and sales of gold, copper, silver and other non-ferrous metals and non-metallic mineral products; production and sales of sulphuric acid, nickel sulphate, fuming sulphuric acid (for the by-products produced by the entity only), copper sulphate, oxygen (with auxiliary nitrogen); sales of lead filter cake, arsenic filter cake, white smoke and dust, smoke and dust from refining pipes, anode sludge, copper telluride slag, water granulated slag and tailings slag from processing, gypsum and neutralised slag, etc.	3,720,307.0	2,719,749.5	1,000,557.4	-0.0849615	73.11%	

Unit: RMB billion

Number	Guarantee Recipient	Relationship with the Company	Place of registration	Legal representative	Scope of business	As at 31 December 2020/Year 2020					Note
						Total assets	Total liabilities	Net assets	Net profit	Debt ratio	
7	Serbia Zijin Copper Doo Bor		Serbia	Jian Ximing	Mining of ferrous metals, non-ferrous metals, precious metals and other metallic ores, etc.	8.5175833	4.4327376	4.0848457	0.6042445	52.04%	The Company holds 63% of equity interest
8	Wenshan Malipo Zijin Tungsten Group Co., Ltd.	Non-wholly owned subsidiary	Malipo County, Wenshan Prefecture, Yunnan Province	Zhang Jianqiang	Investment in mines; open-pit mining and underground mining of tungsten mine; selection and metallurgy of tungsten ore; purchase, processing, refining and sales of tungsten ore; research, manufacturing and sales of mineral products, general machinery and equipment; investment in industrial production data, mine engineering and construction, etc.	1.4501078	0.6848625	0.7652453	-0.0271485	47.23%	The Company holds 76.92% of equity interest
9	Longnan Zijin Mining Co., Ltd.		Li County, Longnan City, Gansu Province	Shen Quansheng	Prospecting, mining, processing, extraction and refining of non-ferrous metallic mineral resources, sales of mineral products and their by-products, etc.	1.3306197	0.9894856	0.3411341	0.0612332	74.36%	The Company holds 84.22% of equity interest

Unit: RMB billion

Number	Guarantee Recipient	Relationship with the Company	Place of registration	Legal representative	Scope of business	As at 31 December 2020/Year 2020					Note
						Total assets	Total liabilities	Net assets	Net profit	Debt ratio	
10	Wengfu Zijin Chemical Co., Ltd.	Associate	Longyan City, Fujian Province	Qiu Zijun	Production of chemical engineering products, manufacturing of lime and gypsum, light construction materials and blocks for construction, production of food additives, feed additives and fertilisers; sales of fertilisers and chemical engineering products, etc.	2.6758159	1.4301806	1.2456353	0.2598245	53.45%	The Company holds 38.98% of equity interest
11	Fujian Makeng Mining Co., Ltd.		Longyan City, Fujian Province	Yan Ming	Mining of iron ore, tungsten and molybdenum ores, limestone and gypsum; manufacture and sales of jewelleryes and ornaments; leasing of machinery and equipment	4.6697182	3.2094792	1.4602389	0.2877329	68.73%	The Company holds 41.5% of equity interest
12	Fujian Rare Earth (Group) Co., Ltd.	Nil	Fuzhou City, Fujian Province	Zheng Zhen	Investment in rare metals (tungsten, molybdenum, etc.), rare earth and new materials for energy; metallic materials, non-ferrous metals (excluding precious metals), ferrous metals and their calendared products, non-metallic ores and their products; metallurgical technology services and their relevant information consulting services, etc.	34.2597411	21.6060545	12.6536867	1.2055396	63.07%	

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

Appendix E

Zijin Mining Group Co., Ltd.* Profit Distribution Proposal for the Year Ended 31 December 2020

To all shareholders,

As audited by Ernst & Young Hua Ming LLP, the Company's consolidated net profit attributable to owners of the parent for the year ended 31 December 2020 prepared in accordance with China Accounting Standards for Business Enterprises was RMB6,508,553,913. Net profit realised by the parent company for the year ended 31 December 2020 was RMB1,578,989,727. Adding the undistributed profits of the previous periods of RMB9,274,868,866 and subtracting dividend distribution as well as interest payments for renewable corporate bonds made by the parent company in the year 2020, the accumulated distributable profits of the parent company as at 31 December 2020 was RMB8,057,693,409.

It is suggested that the Company's profit distribution proposal for the year ended 31 December 2020 is as follows: on the basis of the Company's total number of shares (25,473,240,546 shares) at present, to pay the qualified shareholders of the Company the final cash dividend of RMB1.20 per 10 shares (tax included). The total distribution of cash dividend amounts to RMB3,056,788,865.52 (tax included). The amount of cash dividend represents 46.97% of the consolidated net profit attributable to owners of the parent for the current year. The remaining balance of undistributed profit will be reserved for future financial years.

If, before the record date for implementing distribution of entitlement, the Company's total share capital changes as a result of conversion of the convertible corporate bonds into shares or repurchase and cancellation of the A Shares granted under the restricted A Share incentive scheme, the Company proposed that the amount of dividend per share shall remain unchanged and that the total amount of distribution shall be adjusted accordingly.

The abovementioned proposal was considered and approved at the sixth meeting of the seventh term of the Board, and is hereby tabled to the shareholders' general meeting for shareholders' consideration.

Zijin Mining Group Co., Ltd.*
Board of Directors
28 April 2021

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

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

Appendix F

Zijin Mining Group Co., Ltd.*
The Calculation and Distribution Proposal for the Remuneration of the Executive Directors and Chairman of the Supervisory Committee of the Seventh Term of the Company for the Year Ended 31 December 2020

To all shareholders,

Pursuant to the “Remuneration and Assessment Proposal of Directors and Supervisors of the Seventh Term” passed at the second extraordinary general meeting in 2019 of the Company, upon calculation based on the external business environment and realisation of operating results of the Company in 2020, the Nomination and Remuneration Committee of the Board proposes the calculation and distribution proposal for the remuneration of the following executive directors and chairman of the supervisory committee for the year ended 31 December 2020, which has been considered and approved by the Board and is hereby submitted to the 2020 annual general meeting for approval.

I. THE SCOPE OF APPLICATION OF THE REMUNERATION AND ASSESSMENT PROPOSAL

Chairman: Chen Jinghe; President and executive director: Zou Laichang

Vice-chairman: Lan Fusheng

Executive directors: Lin Hongfu, Lin Hongying, Xie Xionghui

Chairman of the supervisory committee: Lin Shuiqing

II. CALCULATION PARAMETERS

Net assets attributable to owners of the parent for 2019: RMB51,185,965,026;

Net profit attributable to owners of the parent for the year 2020: RMB6,508,553,913.

III. THE TOTAL AMOUNT OF REMUNERATION OF THE EXECUTIVE DIRECTORS AND THE CHAIRMAN OF THE SUPERVISORY COMMITTEE FOR THE YEAR 2020 (IN RMB) (FOR 7 PERSONS)

Basic annual salary: RMB17,040,000;

Incentive salary: RMB21,720,906 (the assessment coefficient is 1);

Total annual salary for the year 2020: RMB38,760,906.

The abovementioned proposal was considered and approved at the sixth meeting of the seventh term of the Board, and is hereby tabled to the shareholders’ general meeting for shareholders’ consideration.

Zijin Mining Group Co., Ltd.*

Board of Directors

28 April 2021

* *The Company’s English name is for identification purpose only*

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

Appendix G

Zijin Mining Group Co., Ltd.* **Proposal in relation to Purchase of Liability Insurance for the Company and its Directors, Supervisors and Senior Management**

To all shareholders,

For the purposes of further improving the risk management mechanism of Zijin Mining Group Co., Ltd.* (the “Company”), reducing the Company’s operation risks and facilitating the full exercise of power and discharge of duties of the directors, supervisors and senior management of the Company, pursuant to the relevant requirements of the regulatory authorities of the A Share and H Share markets, it is proposed to purchase liability insurance for the Company and the entirety of its directors, supervisors and senior management. The detailed proposal of which is set out below:

- (1) Policyholder: Zijin Mining Group Co., Ltd.*
- (2) Insured persons: Zijin Mining Group Co., Ltd.* and the entirety of its directors, supervisors and senior management
- (3) Insured amount: RMB100 million or above annually (subject to the final terms of the insurance policy to be entered into)
- (4) Premium: Not exceeding RMB1 million annually (subject to the final terms of the insurance policy to be entered into)
- (5) Insurance policy period: 12 months/period (the insurance policy shall be renewed or a new insurance policy shall be entered into upon or before expiry of the existing insurance policy)

It is proposed that, subject to the aforesaid scope of authorisation, the shareholders’ general meeting authorises the management of the Company to handle all the matters relating to the purchase of liability insurance for the Company’s directors, supervisors and senior management, and to renew the insurance policy upon or before the expiry of the existing liability insurance for the Company’s directors, supervisors and senior management, or to enter into new insurance policy and handle all other relevant matters for any newly appointed directors, supervisors and senior management.

The abovementioned proposal was considered and approved at the second extraordinary meeting in 2021 of the seventh term of the Board, and is hereby tabled to the shareholders’ general meeting for shareholders’ consideration.

Zijin Mining Group Co., Ltd.*
Board of Directors
28 April 2021

* *The Company’s English name is for identification purpose only*

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