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(a joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock code: 2899)

Notice of 2021 Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the annual general meeting for the year ended 31 December 2021 (the "AGM") of Zijin Mining Group Co., Ltd.* (the "Company") will be held at 9 a.m. on Tuesday, 17 May 2022, 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:

ORDINARY RESOLUTIONS

1. to consider and approve the Report of the Board of Directors of the Company for 2021;
2. to consider and approve the Report of the Independent Directors of the Company for 2021;
3. to consider and approve the Report of the Supervisory Committee of the Company for 2021;
4. to consider and approve the Company's 2021 annual report and its summary report;
5. to consider and approve the Company's financial report for the year ended 31 December 2021;
6. to consider and approve the profit distribution proposal of the Company for the year ended 31 December 2021 (details set out in Appendix A);
7. 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 for the year ended 31 December 2021 (details set out in Appendix B);

8. to consider and approve the proposal in relation to reappointment of auditor for the year ending 31 December 2022 (details set out in Appendix C);
9. to consider and approve the proposal to the shareholders' general meeting of the Company to authorise the Board of Directors to approve the Company's external donations (details set out in Appendix D);
10. to consider and approve the proposal in relation to change in one of the projects to be invested by the proceeds raised (details set out in Appendix E);

SPECIAL RESOLUTIONS

11. to consider and approve the proposal in relation to changes in registered share capital and amendments to the articles of association of the Company (details set out in Appendix F);
12. to consider and approve the proposal in relation to a general mandate to issue debt financing instruments (details set out in Appendix G); and
13. to consider and approve the proposal in relation to the arrangement of guarantees to the Company's subsidiaries for the year 2022 (details set out in Appendix H).

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

12 April 2022, Fujian, the PRC

Notes:

- (A) **The Company's register of H Shares members will be closed from 12 May 2022 (Thursday) to 17 May 2022 (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 17 May 2022 (Tuesday, being the record date) will be entitled to attend and vote at the AGM to be convened on 17 May 2022 (Tuesday) 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 11 May 2022 (Wednesday).**

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 13 May 2022 (Friday).

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

In order to cooperate with the relevant arrangements of the government and the Company on the prevention and control of the COVID-19 pandemic, protect the health and safety of the shareholders or shareholders' proxies and participants who attend the meeting, and reduce the risk of public health and personal infection, the reception capacity of the on-site meeting will be adjusted reasonably according to the pandemic prevention and control requirements of Longyan City and Shanghang County, Fujian Province, and the venue conditions of the Company. It is recommended that holders of H Shares exercise their voting rights by appointing the chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM. Shareholders or shareholders' proxies who attend the meeting in person must pay attention in advance and abide by the regulations and requirements of Longyan City and Shanghang County, Fujian Province on health status declaration, quarantine, and observation during the pandemic prevention and control period; 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, and confirm with the Secretariat of the Board of Directors of the Company by telephone on or before 13 May 2022. On the day of the meeting, shareholders or shareholders' proxies shall arrive at the venue half an hour before the start of the meeting, and actively cooperate with the Company for relevant work on pandemic prevention arrangement. If there are other arrangements for the work on pandemic prevention at the meeting venue, the Company's shareholders or shareholders' proxies shall understand, support and cooperate.

- (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 2021 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 Monday, 16 May 2022, 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 2022 (<i>Note</i>)
Latest time for lodging documents on transfer of shares	11 May (Wednesday) 4:30 p.m.
Book closure period (both days inclusive)	12 May (Thursday) to 17 May (Tuesday)
Record date	17 May (Tuesday)
AGM	17 May (Tuesday)
Announcement on results of the AGM	17 May (Tuesday)
Register of members re-opens	18 May (Wednesday)
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.

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Appendix A

Zijin Mining Group Co., Ltd.* Profit Distribution Proposal for the Year Ended 31 December 2021

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 2021 prepared in accordance with China Accounting Standards for Business Enterprises was RMB15,672,870,591. Net profit realised by the parent company for the year ended 31 December 2021 was RMB3,350,881,756. Adding the undistributed profits of the previous periods of RMB8,057,693,409 and deducting dividend distribution, interest payments for renewable corporate bonds and appropriation to surplus reserve by the parent company in the year 2021, the accumulated distributable profits of the parent company as at 31 December 2021 was RMB7,969,010,281.

It is suggested that the Company's profit distribution proposal for the year ended 31 December 2021 is as follows: on the basis of the Company's total number of shares (26,329,312,240 shares) at present, to pay the qualified shareholders of the Company the final cash dividend of RMB2 per 10 shares (tax included). The total distribution of cash dividend amounts to RMB5,265,862,448 (tax included). The amount of cash dividend represents 33.60% 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, the Company proposes that the amount of dividend per share shall remain unchanged, and the total amount of distribution shall be adjusted accordingly.

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

Zijin Mining Group Co., Ltd.*
Board of Directors
12 April 2022

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Appendix B

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 for the Year Ended 31 December 2021

To all shareholders,

Pursuant to the “Proposal in relation to Amendment to the Remuneration and Assessment Proposal of Directors and Supervisors of the Seventh Term” passed at the third extraordinary general meeting in 2020 of the Company, upon calculation based on the external business environment and the operating results, safety and environmental protection, development and performance of the ESG system, sustainable development and other aspects of the Company in 2021, 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 2021, which was approved at the tenth meeting of the seventh term of the Board of Directors, and is hereby tabled to the shareholders’ 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. REMUNERATION OF THE EXECUTIVE DIRECTORS AND CHAIRMAN OF THE SUPERVISORY COMMITTEE FOR THE YEAR ENDED 31 DECEMBER 2021

(I) Basic annual salary: RMB17,040,000 (for 7 persons);

(II) Incentive salary:

1. The total amount of annual incentive salary of the Chairman and President = (Profit after tax of the Group for the current year – net assets of the Group as at the end of the previous year × 5%) × 0.1% × 2 × assessment coefficient
2. The total amount of annual incentive salary of the Executive Directors and Chairman of the Supervisory Committee = (Profit after tax of the Group for the current year – net assets of the Group as at the end of the previous year × 5%) × 0.07% × 5 × assessment coefficient
3. The assessment coefficient for the year 2021 is 1

III. REALISATION AND DISTRIBUTION OF REMUNERATION

- (I) Basic annual salary shall be paid on a monthly basis.
- (II) Among the incentive salary, 50% shall be paid within one month following the approval and confirmation at a shareholders' general meeting; the remaining 50% shall be converted to virtual shares, which are entitled to share dividends and stock appreciation attributable to the year of conversion and will be fully realised and paid in the year following the conversion.

The abovementioned proposal was considered and approved at the tenth 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
12 April 2022

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Appendix C

Zijin Mining Group Co., Ltd.*
Proposal in relation to Reappointment of Auditor
for the Year Ending 31 December 2022

To all shareholders,

In view of the good practice of Ernst & Young Hua Ming LLP (“Ernst & Young Hua Ming”), in accordance with the relevant provisions of the articles of association of the Company, it is proposed that the shareholders’ general meeting reappoints Ernst & Young Hua Ming as the Company’s auditor to audit the Company’s financial statements for the year ending 31 December 2022 in accordance with the China Standards on Auditing, and undertake the responsibilities as the Company’s overseas auditor in accordance with The Rules Governing the Listing of Securities on the Hong Kong Stock Exchange Limited. It is proposed that the shareholders’ general meeting authorises the chairman, president and financial controller to determine the remuneration of the auditor for the year ending 31 December 2022.

The abovementioned proposal was considered and approved at the tenth 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
12 April 2022

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Appendix D

Zijin Mining Group Co., Ltd.*

Proposal to the Shareholders' General Meeting of the Company to Authorise the Board of Directors to Approve the Company's External Donations

To all shareholders,

Pursuant to the stipulations of article 107 of the Guidelines for Articles of Association of Listed Companies (Revised in 2022), the Board of Directors exercises the following functions and powers: (8) Subject to the scope of authorisation of the shareholders' general meeting, to decide on matters including the company's external investment, purchase and sales of assets, pledge of assets, external guarantees, entrusted wealth management, connected transactions and external donations. The 2009 annual general meeting of the Company authorised the Board of Directors "to make the donation decisions with a total aggregate annual amount not exceeding 6% of the Company's total net profit of the year, and to report the execution of the donation in the annual general meeting".

Pursuant to the relevant stipulations of the Guidelines for Articles of Association of Listed Companies and taking into account the Company's performance and the estimation of the total annual external donations of the Group in recent years, it is hereby proposed that the shareholders' general meeting reconsiders matters in relation to the authorisation of annual donations, that is, to authorise the Board of Directors "to make the donation decisions with a total aggregate annual amount not exceeding 3% of the Company's profit before tax of the year (except for special circumstances), and to report the execution of the donation in the annual general meeting. The authorisation will be effective from the date of approval at the shareholders' general meeting to the date of revocation or amendment of the authorisation at the shareholders' general meeting".

The abovementioned proposal was considered and approved at the tenth 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
12 April 2022

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Appendix E

Zijin Mining Group Co., Ltd.* Proposal in relation to Change in One of the Projects to be Invested by the Proceeds Raised

To all shareholders,

Pursuant to the approval of the China Securities Regulatory Commission, the Company publicly issued A Share convertible corporate bonds with a total face value of RMB6,000,000,000 to the public in 2020. After deducting the issuance fees, the actual net proceeds raised was RMB5,970,285,067.25. The proceeds raised are invested in three projects, namely “The Kamo-a-Kakula Copper Mine project of Kamo-a Holding Limited in the DR Congo”, “Mining and processing project in the Upper Zone of the Timok Copper and Gold Mine of Rakita Exploration d.o.o. Bor in Serbia” and “Mining project in the Tongshan Mine of Heilongjiang Tongshan Mining Co., Ltd.”.

As the phase 1, 3.8 million-tonne-per-annum (Mtpa) concentrator plant of the Kamo-a-Kakula Copper Mine project started to produce copper concentrate in May 2021 and the phase 2, 3.8 Mtpa concentrator plant commenced hot commissioning after completion of construction in March 2022, the project has reached the intended usable condition and achieved decent results. There is no need for shareholders to continue to invest. In order to improve the efficiency of the use of proceeds raised and maximise the interests of the Company’s shareholders, the Company proposes to change the use of the unutilised proceeds raised of “The Kamo-a-Kakula Copper Mine project of Kamo-a Holding Limited in the DR Congo”.

The amount of proceeds raised committed for investment of “The Kamo-a-Kakula Copper Mine project of Kamo-a Holding Limited in the DR Congo” was RMB3.1102851 billion. As at 31 March 2022, the actual accumulated amount of proceeds raised invested was RMB2.3487866 billion, and the outstanding balance of the unutilised proceeds raised was RMB0.770453 billion (including interest). After thorough study, the Company proposes to change the investment of the unutilised proceeds raised to “First phase of underground mining project of the Aurora Gold Mine in Guyana” held by AGM Inc., a wholly-owned subsidiary of the Company.

The abovementioned proposal was considered and approved at the eleventh meeting of the seventh term of the Board and the eleventh meeting of the seventh term of the Supervisory Committee of the Company. For details, please refer to the relevant announcement of the Company disclosed on the Shanghai Stock Exchange website (www.sse.com.cn) dated 12 April 2022. The proposal is hereby tabled to the shareholders’ general meeting for shareholders’ consideration.

Zijin Mining Group Co., Ltd.*
Board of Directors
12 April 2022

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Appendix F

Zijin Mining Group Co., Ltd.*

Proposal in relation to Changes in Registered Share Capital and Amendments to the Articles of Association of the Company

To all shareholders,

For the purpose of further optimising the corporate governance and standardising operation of the Company, pursuant to the stipulations of the Companies Law of the People's Republic of China, Securities Law of the People's Republic of China, Guidelines for Articles of Association of Listed Companies, Rules Governing the Listing of Stocks on Shanghai Stock Exchange and other relevant laws, regulations and regulatory documents, taking into account the actual situation of the Company, it is proposed that the shareholders' general meeting amends the prevailing articles in the articles of association of the Company (the "Articles of Association") which are relevant to capital structure and registered share capital. Details of the changes are as follows:

I. CHANGES IN THE COMPANY'S REGISTERED SHARE CAPITAL

1. The Company publicly issued RMB6 billion of A Share convertible corporate bonds (the "A Share Convertible Corporate Bonds") on 3 November 2020, and the A Share Convertible Corporate Bonds became convertible beginning from 10 May 2021. As the terms of redemption of the A Share Convertible Corporate Bonds had been triggered, the Company implemented early redemption and the A Share Convertible Corporate Bonds were delisted from the Shanghai Stock Exchange starting from 28 June 2021. The cumulative number of A Shares converted was 854,361,694. Before the conversion of the A Share Convertible Corporate Bonds, the total number of shares of the Company was 25,473,240,546, and the share capital was RMB2,547,324,054.6. After the conversion, the total number of shares was 26,327,602,240, and the share capital was RMB2,632,760,224.
2. On 15 November 2021, the Company granted 2,510,000 reserved restricted A Shares to 39 participants under the incentive scheme. Before the grant, the total number of shares of the Company was 26,327,602,240, and the share capital was RMB2,632,760,224. After the grant, the total number of shares was 26,330,112,240, and the share capital was RMB2,633,011,224.
3. On 15 November 2021, the Company decided to repurchase a total of 800,000 restricted A Shares granted but not yet unlocked held by 7 participants (resigned) under the incentive scheme. Before the repurchase, the total number of shares of the Company was 26,330,112,240, and the share capital was RMB2,633,011,224. After the repurchase, the total number of shares was 26,329,312,240, and the share capital was RMB2,632,931,224.

After the abovementioned three changes, the total number of shares of the Company has changed from 25,473,240,546 to 26,329,312,240, and the share capital of the Company has changed from RMB2,547,324,054.6 to RMB2,632,931,224.

II. AMENDMENTS TO CERTAIN ARTICLES OF THE ARTICLES OF ASSOCIATION

Due to the changes in the Guidelines for Articles of Association of Listed Companies and other supervisory regulations, taking into account the Company’s actual situation, it is proposed to amend certain contents of the Articles of Association. Details are as follows:

	Before amendment	After amendment
Articles of Association	<p>Article 3: Address of the Company: No. 1, Zijin Road, Shanghang County</p> <p>Postal code: 364200</p> <p>Tel: 86-597-3845701</p> <p>Fax: 86-597-3883997</p>	<p>Article 3: Address of the Company: No. 1, Zijin Road, Shanghang County</p> <p>Postal code: 364200</p> <p>Tel: 86-0597-3833115</p> <p>Fax: 86-597-3883997</p>
	<p>Article 10: The business tenet of the Company is: to keep strong footing in China and expand horizon across the world, with exploration and mining of gold, copper, zinc and other mineral resources as the main business and appropriately extend associated businesses; to adhere to mineral resources-leading and cost-leading strategies, to adhere to the integration of internationalization, project enlargement and assets securitization, to further strengthen innovation as the core competitiveness; to adhere to the integration of market principles and scientific management, to adopt people-oriented approach and promote the effective integration between the outstanding elements of Zijin corporate culture and the international practices; to build up a safe, environmental and ecological friendly brand name and maximize the value for the society, the staff, the shareholders and other associates of the Company. To achieve the ultimate goal of being an “extra-large international mining group with high technology and efficiency”.</p>	<p>Article 10: The business tenet of the Company is: to keep strong footing in China and expand horizon across the world, with exploration and mining of gold, copper, zinc and other mineral resources as the main business and appropriately extend associated businesses; to adhere to mineral resources-leading and cost-leading strategies, to adhere to the integration of internationalization, project enlargement and assets securitization, to further strengthen innovation as the core competitiveness; to adhere to the integration of market principles and scientific management, to adopt people-oriented approach and promote the effective integration between the outstanding elements of Zijin corporate culture and the international practices; to build up a safe, environmental and ecological friendly brand name and maximize the value for the society, the staff, the shareholders and other associates of the Company. To achieve the ultimate goal of “becoming a green, high-tech, leading global mining company”.</p>

	Before amendment	After amendment
	<p>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).</p>	<p>Article 17: The current share capital structure of the Company is: the Company's issued ordinary shares is 26,329,312,240 shares with RMB0.10 of par value per share, among which 20,592,372,240 shares are domestic shares (representing approximately 78.21% of total issued ordinary shares of the Company); 5,736,940,000 shares are H shares (representing approximately 21.79% of total issued ordinary shares of the Company).</p>
	<p>Article 20: The Company's registered share capital is RMB2,547,324,054.60.</p>	<p>Article 20: The Company's registered share capital is RMB2,632,931,224.</p>
	<p>Article 61: The shareholders' general meeting shall exercise the following functions and powers:</p> <p>(15) To consider the adoption of share option incentive scheme;</p>	<p>Article 61: The shareholders' general meeting shall exercise the following functions and powers:</p> <p>(15) To consider the adoption of share option incentive scheme and employee stock ownership scheme;</p>
	<p>Article 62: The Company shall obtain shareholders' approval for the following external guarantee provided by the Company:</p> <p>(1) Any guarantee for any amount greater than the aggregate amount of external guarantee, which is equal to or exceed 50% of the latest audited total assets, provided by the Company and its controlling subsidiaries;</p> <p>(2) Any guarantee for any amount greater than the aggregate amount of external guarantee, which is equal to or exceed 30% of the latest audited total assets provided by the Company;</p>	<p>Article 62: The Company shall obtain shareholders' approval for the following external guarantee provided by the Company:</p> <p>(1) Any guarantee for any amount greater than the aggregate amount of external guarantee, which is equal to or exceed 50% of the latest audited total assets, provided by the Company and its controlling subsidiaries;</p> <p>(2) Any guarantee for any amount greater than the aggregate amount of external guarantee, which is equal to or exceed 30% of the latest audited total assets provided by the Company;</p>

	Before amendment	After amendment
	<p>(3) Provision of guarantee for any security which has a gearing ratio for more than 70%;</p> <p>(4) Provision of guarantee for any single transaction for an amount greater than 10% of the latest audited total assets; and</p> <p>(5) Provision of guarantee for shareholder, beneficial shareholder or its connected parties.</p>	<p>(3) The amount of guarantee provided by the Company within one year exceeds 30% of the Company's audited total assets for the latest period;</p> <p>(4) Provision of guarantee for any security which has a gearing ratio for more than 70%;</p> <p>(5) Provision of guarantee for any single transaction for an amount greater than 10% of the latest audited total assets; and</p> <p>(6) Provision of guarantee for shareholder, beneficial shareholder or its connected parties.</p>
	<p>Article 84: Shareholders (including proxies) who vote at the shareholders' general meeting shall exercise their voting rights in relation to the amount of voting shares they represent. Each share carries one vote.</p> <p>Any shareholder is abstained to vote or is restricted to vote only "For" or only "Against" on any resolution, the vote will not be counted if this shareholder or its proxy violates this restriction.</p> <p>When material issues affecting the interests of minority shareholders are considered at the shareholders' general meeting, the votes of minority shareholders shall be counted separately. The separate votes counting results shall be disclosed publicly in a timely manner.</p> <p>The Company's shares held by the Company shall not carry voting rights, and those shares shall not be included in calculating the total number of votes carrying voting rights at a general meeting.</p>	<p>Article 84: Shareholders (including proxies) who vote at the shareholders' general meeting shall exercise their voting rights in relation to the amount of voting shares they represent. Each share carries one vote.</p> <p>Any shareholder is abstained to vote or is restricted to vote only "For" or only "Against" on any resolution, the vote will not be counted if this shareholder or its proxy violates this restriction.</p> <p>When material issues affecting the interests of minority shareholders are considered at the shareholders' general meeting, the votes of minority shareholders shall be counted separately. The separate votes counting results shall be disclosed publicly in a timely manner.</p> <p>The Company's shares held by the Company shall not carry voting rights, and those shares shall not be included in calculating the total number of votes carrying voting rights at a general meeting.</p>

	Before amendment	After amendment
	<p>The soliciting of voting rights can be carried out by board of directors, independent directors, and the shareholders who comply with relevant regulations.</p> <p>Information including the specific voting preference shall be fully provided to the shareholders for whom voting rights are being solicited. Consideration or defacto consideration for soliciting shareholders' voting rights is prohibited. The Company shall not impose any minimum shareholding limitation for soliciting voting rights.</p>	<p>If a shareholder purchases shares carrying voting rights of the Company in violation of the provisions of paragraphs 1 and 2 of Article 63 of the Securities Law, the shares exceeding the prescribed proportion shall not exercise voting rights within 36 months after the purchase, and they shall not be included in the total number of shares carrying voting rights in the general meetings of shareholders.</p> <p>The board of directors, independent directors, shareholders holding more than 1% of the shares carrying voting rights or investor protection institutions established in accordance with laws, administrative regulations or the provisions of the China Securities Regulatory Commission can publicly solicit shareholders' voting rights.</p> <p>Information including the specific voting preference shall be fully provided to the shareholders for whom voting rights are being solicited. Consideration or defacto consideration for soliciting shareholders' voting rights is prohibited. The Company shall not impose any minimum shareholding limitation for soliciting voting rights.</p>

	Before amendment	After amendment
	<p>Article 115: The board of directors shall be accountable to the shareholders' general meeting and shall exercise the following functions and powers:</p> <p>(8) Subject to the scope of authorization of the shareholders' general meeting, to decide on matters including the Company's overseas investment, purchase and disposal of assets, charging of assets, matters in relation to external guarantee, commissioned wealth management, and connected transactions;</p>	<p>Article 115: The board of directors shall be accountable to the shareholders' general meeting and shall exercise the following functions and powers:</p> <p>(8) Subject to the scope of authorization of the shareholders' general meeting, to decide on matters including the Company's overseas investment, purchase and disposal of assets, charging of assets, matters in relation to external guarantee, commissioned wealth management, connected transactions, and external donations;</p>
	<p>Article 117: The board of directors shall define the scope of external investment, purchases and sales of assets, assets pledge, external guarantee issue, committed wealth management, connected transaction and set up stringent procedures in review and decision making. In formulating a comprehensive investigation, specialists and professionals should be gathered to assess the major investment project and seek shareholders' approval in general meeting.</p>	<p>Article 117: The board of directors shall define the scope of external investment, purchases and sales of assets, assets pledge, external guarantee issue, committed wealth management, connected transaction, external donation and set up stringent procedures in review and decision making. In formulating a comprehensive investigation, specialists and professionals should be gathered to assess the major investment project and seek shareholders' approval in general meeting.</p>

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

The abovementioned proposal was considered and approved at the tenth meeting of the seventh term of the Board, and is hereby tabled to the shareholders' general meeting for shareholders' consideration. Meanwhile, it is proposed that the shareholders' general meeting authorises the Board of Directors to carry out relevant modification of industrial and commercial registration.

Zijin Mining Group Co., Ltd.*
Board of Directors
12 April 2022

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Appendix G

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 investment, supplementing working capital, replacement of due loans, lowering capital costs and adjusting the debt structure of 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, it is proposed that the shareholders' general meeting considers to grant a general mandate to the Board of Directors in relation to the Company's issuance of debt financing instruments. Details are as follows:

I. ISSUANCE AMOUNT, BODY AND TYPE

It is proposed that the shareholders' general meeting unconditionally authorises the Board of Directors with a general mandate to make specific arrangements for the issuance of debt financing instruments of the Company. 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, shelf offering of corporate bonds, offshore bonds, super short-term commercial papers, commercial papers, mid-term notes, perpetual mid-term notes, asset-back 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 31 March 2022, the total outstanding balance of the Company's debt financing instruments was equivalent to RMB22.8 billion, including mid-term notes amounted to RMB10 billion, super-short term commercial papers amounted to RMB2 billion, corporate bonds amounted to RMB5.5 billion, carbon neutral bonds amounted to RMB0.3 billion and asset-back notes amounted to RMB5 billion.

The Company intends to apply for issuing onshore and offshore debt financing instruments with an aggregate outstanding balance (including the outstanding balance of the Company's existing debt financing instruments) of not exceeding RMB35 billion 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 effective period of the authorisation.

- (2) Maturities and types: 10 years at maximum, can be 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 of Directors 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, project investment, replacement of due loans, etc.

III. ISSUANCE AUTHORISATION

- (I) It is proposed that the shareholders' general meeting unconditionally authorises Ms. Lin Hongying, a director and vice-president of the Company, 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 number, 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. 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.

4. After completion of the issuance, determine and handle the relevant matters for listing the debt financing instruments issued.
5. Implement specific matters in relation to issuance of debt financing instruments in accordance with the Company's special needs, other market conditions, etc.

(II) Authorises Mr. Zheng Youcheng, the secretary to the Board, to approve, sign and distribute relevant documents and publish announcements, and make relevant information disclosures according to the 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 2021 annual general meeting to the convention date of the 2022 annual general meeting.

The abovementioned proposal was considered and approved at the tenth 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
12 April 2022

* *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 H

Zijin Mining Group Co., Ltd.*

Proposal in relation to the Arrangement of Guarantees to the Company's Subsidiaries for the Year 2022

To all shareholders,

For the purpose of satisfying the capital needs of project construction, production and operation and mergers and acquisitions, providing replacement of funding for the existing loans as they fall due of the subsidiaries and non-wholly owned subsidiaries (collectively, the “Guarantee Recipient(s)”) of Zijin Mining Group Co., Ltd.* (the “Company”) and improving the efficiency of decision-making, the Company and its subsidiaries propose to provide new guarantees in 2022, including: a total amount of guarantees of USD3.314 billion to be provided to overseas wholly-owned subsidiaries; a total amount of guarantees of RMB4.810 billion to be provided to domestic wholly-owned subsidiaries; guarantees of USD200 million to be provided to overseas non-wholly owned subsidiaries; and guarantees of RMB13.9 billion guarantee to be provided to domestic non-wholly owned subsidiaries. Based on the middle rate of foreign exchange rate quotation of USD1:RMB6.3425 as announced by China Foreign Exchange Trade System on 18 March 2022, the total amount of new guarantees is expected to be no more than RMB40.99755 billion (the “Guarantee(s)”). 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
1	Gold Mountains (H.K.) International Mining Company Limited	Wholly-owned subsidiary	USD	2,000
2	Zijin International Capital Company Limited		USD	300
3	Zijin (Singapore) International Capital Pte. Ltd.		USD	200
4	Liex S.A.		USD	350
5	Gold Leader Holdings Limited		USD	464
6	Zijin International Holdings Co., Ltd.		RMB	3,500
7	Xinjiang Zijin Non-ferrous Metals Co., Ltd.		RMB	150
8	Jilin Zijin Copper Co., Ltd.		RMB	500
9	Tibet Zijin Industrial Co., Ltd.		RMB	660
10	Serbia Zijin Copper Doo	Non-wholly owned subsidiary	USD	200
11	Tibet Julong Copper Co., Ltd.	Non-wholly owned subsidiary	RMB	13,900

The abovementioned Guarantee arrangement is 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 effective period of the Guarantee arrangement is from the date of approval at the 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 abovementioned amounts of the Guarantees will not exceed RMB40.99755 billion in total. 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 strictly 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;

- (6) The amount of guarantees exceeds 50% of the Company's audited net assets for the latest reporting period for 12 consecutive months; and
- (7) Other guarantee(s) stipulated by laws and regulations, stock exchanges or the articles of association of the Company.

IV. OPINION OF THE BOARD

The tenth meeting 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 are in accordance with 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 19 March 2022, the accumulated total amount of guarantees actually provided by the Company (including guarantees provided to the Company's wholly-owned subsidiaries and non-wholly owned subsidiaries) was RMB31.6848064 billion, representing approximately 44.6% of the audited net assets of the Company as at the end of 2021. There was no overdue guarantee.

The abovementioned proposal was considered and approved at the tenth 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
12 April 2022

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

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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 2021/Year 2021 (Unit: RMB billion)			Debt ratio	Note (equity interest held by the Company)	
						Total assets	Total liabilities	Net assets			
1	Gold Mountains (H.K.) International Mining Company Limited		Hong Kong	Chen Yong	Investment holding, product trading	92,22474	43,04727	49,17746	2,66971	46.68%	
2	Zijin International Capital Company Limited		Hong Kong	Liu Zhizhou	Treasury centre	3,19278	3,02585	0,16693	0,02400	94.77%	
3	Zijin (Singapore) International Capital Pte. Ltd.		Singapore	Wang Chao	Treasury centre	0,00666	0	0,00666	-0,00004	0%	
4	Liex S.A.		Mendoza, Argentina	Tomas de Pablos Souza	Lithium mine development	0,60586	0,38472	0,22114	-0,01769	63.50%	
5	Gold Leader Holdings Limited	Wholly-owned subsidiary	Hong Kong	Huang Xiaohong	Investment holding	0,0000074	0,0000074	-	-	100.00%	
6	Zijin International Holdings Co., Ltd.		Sanya City, Hainan Province	Lan Jianming	Import and export agency, engaging in investing activities with self-owned funds, etc.	3,44692	1,47348	1,97344	0,00477	42.75%	
7	Xinjiang Zijin Non-ferrous Metals Co., Ltd.		Kashgar Economic Development Zone, Kizilsu Kyrgyz Autonomous Prefecture, Xinjiang	Che Xian	Refining of commonly used non-ferrous metals and precious metals; casting of ferrous metals, etc.	2,28571	1,34931	0,93640	0,05837	59.03%	

Number	Guarantee Recipient	Relationship with the Company	Place of registration	Legal representative	Scope of business	As at 31 December 2021/Year 2021 (Unit: RMB billion)				Note (equity interest held by the Company)	
						Total assets	Total liabilities	Net assets	Net profit		Debt ratio
8	Jilin Zijin Copper Co., Ltd.	Wholly-owned subsidiary	Border Economic Cooperation Zone, Hunchun City, Yanbian Prefecture, Jilin Province	Zhou Anliang	Refining and processing of gold, copper, silver and other non-ferrous metals and non-metallic mineral products	3,26828	1,98478	1,28350	0.03900	61%	
9	Tibet Zijin Industrial Co., Ltd.	Wholly-owned subsidiary	Lhasa Economic and Technological Development Zone	Wu Jianhui	Geotechnical services for mines; sales, import and export trading of mineral products, etc.	8,33752	6,58670	1,75082	-0.19267	79.00%	
10	Serbia Zijin Copper Doo		Bor District, Serbia	Jian Ximing	Mining of ferrous metals, non-ferrous metals, precious metals and other metallic ores	13,07277	7,73439	5,33838	1,87124	59.16%	The Company holds 63% of equity interest
11	Tibet Julong Copper Co., Ltd.	Non-wholly owned subsidiary	Maizhokunggar County, Lhasa City, Tibet Autonomous Region	Wu Jianhui	Sales of mineral products; mining, milling, refining, processing, product sales and services of non-ferrous metals, rare and precious metals, non-metals, etc.	18,87781	15,18062	3,69718	0,89958	80.42%	The Company holds 50.1% of equity interest

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