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If you have sold or transferred all your shares in Zijin Gold International Company Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or the transferee(s) or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

紫金黃金國際
ZIJIN GOLD INTERNATIONAL

Zijin Gold International Company Limited
紫金黃金國際有限公司

(Incorporated in Hong Kong with limited liability)

(Stock code: 2259)

(1) PROPOSED GRANT OF GENERAL MANDATES TO BUY BACK AND ISSUE SHARES; (2) PROPOSED RE-ELECTION OF DIRECTORS; (3) PROPOSED RE-APPOINTMENT OF AUDITOR; AND (4) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the AGM of Zijin Gold International Company Limited to be held at Salon 4 of JW Marriott Ballroom (Level 3), JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Friday, 29 May 2026 at 10:00 a.m. is set out in this circular. Whether or not you intend to attend the AGM in person, please complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours (excluding any part of a day that is a public holiday) before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

7 May 2026

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In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

"AGM"	the annual general meeting of the Company to be convened on Friday, 29 May 2026 at 10:00 a.m.
"Articles of Association"	the articles of association of the Company
"Audit Committee"	the audit committee of the Company
"Board"	the board of Directors of the Company
"Buy-back Mandate"	the general and unconditional mandate proposed to be granted to the Directors to authorise the Directors to exercise the Company's power to buy back not exceeding 10% of the total number of issued Shares (excluding treasury shares, if any) as at the date of the passing of the resolution
"CCASS"	Central Clearing and Settlement System, established and operated by HKSCC
"close associate(s)"	has the meaning ascribed thereto under the Listing Rules
"Company"	Zijin Gold International Company Limited, a company incorporated in Hong Kong with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 2259)
"Controlling Shareholder(s)"	has the meaning ascribed thereto under the Listing Rules
"core connected person(s)"	has the meaning ascribed thereto under the Listing Rules
"Director(s)"	the director(s) of the Company
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"HKSCC"	Hong Kong Securities Clearing Company Limited
"Hong Kong"	The Hong Kong Special Administrative Region of the PRC
"Latest Practicable Date"	27 April 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained therein

"Listing Date"	30 September 2025, being the date on which the Shares were listed on the Stock Exchange
"Listing Rules"	The Rules Governing the Listing of Securities on the Stock Exchange, as amended or supplemented from time to time
"Nomination Committee"	the nomination committee of the Company
"PRC"	The People's Republic of China
"Remuneration Committee"	the remuneration committee of the Company
"SFO"	The Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended or supplemented from time to time
"Share(s)"	share(s) in the share capital of the Company
"Share Issuance Mandate"	the general and unconditional mandate proposed to be granted to the Directors to allot, issue and deal with additional Shares not exceeding 20% of the total number of issued Shares (excluding treasury shares, if any) as at the date of the passing of the resolution (including the sale or transfer of treasury shares, if any)
"Shareholder(s)"	holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Substantial Shareholder"	has the meaning ascribed thereto under the Listing Rules
"Takeovers Code"	The Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong, as amended or supplemented from time to time
"treasury shares"	has the meaning ascribed thereto under the Listing Rules
"United States"	The United States of America
"US$"	United States dollar, the lawful currency of the United States

"Zijin Mining"	Zijin Mining Group Co., Ltd. (紫金礦業集團股份有限公司), a joint stock company incorporated in the PRC with limited liability, the shares of which are listed on the Shanghai Stock Exchange (stock code: 601899) and the Main Board of the Stock Exchange (stock code: 2899), being the Controlling Shareholder of the Company
"%"	per cent

Zijin Gold International Company Limited
紫金黃金國際有限公司

(Incorporated in Hong Kong with limited liability)

(Stock code: 2259)

Executive Directors:
Guo Xian Jian
Huang Zhihua
Yiu Kai

Non-executive Directors:
Lin Hongfu *(Chairman)*
Wang Chun
Jian Ximing

Independent non-executive Directors:
Xie Shaobo
Chan Hon
Hui Lai Kwan

Registered office:
Unit 7508, Level 75
International Commerce Centre
1 Austin Road West
Kowloon
Hong Kong

7 May 2026

To the Shareholders

Dear Sir or Madam,

(1) PROPOSED GRANT OF GENERAL MANDATES TO BUY BACK AND ISSUE SHARES; (2) PROPOSED RE-ELECTION OF DIRECTORS; (3) PROPOSED RE-APPOINTMENT OF AUDITOR; AND (4) NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the AGM for, *inter alia*, (1) the granting of the Buy-back Mandate and the Share Issuance Mandate to the Directors; (2) the re-election of Directors; and (3) the re-appointment of auditor, and to give you notice of the AGM relating to, among other matters, these matters.

BUY-BACK MANDATE

The Company will propose an ordinary resolution at the AGM to grant to the Directors a general and unconditional mandate to buy back Shares not exceeding 10% of the total issued Shares (excluding treasury shares, if any) as at the date of passing of the resolution.

An explanatory statement in connection with the Buy-back Mandate is set out in Appendix I to this circular.

SHARE ISSUANCE MANDATE

The Company will propose an ordinary resolution at the AGM to grant to the Directors a general and unconditional mandate to allot, issue and deal with additional Shares (including the sale or transfer of treasury shares, if any) not exceeding 20% of the total issued Shares (excluding treasury shares, if any) as at the date of passing of the resolution and to extend the general mandate to allot and issue further Shares up to the aggregate number of Shares which may have been bought back by the Company (if any) pursuant to the Buy-back Mandate.

RE-ELECTION OF DIRECTORS

In accordance with Article 78 of the Articles of Association, Mr. Xie Shaobo, Mr. Chan Hon and Ms. Hui Lai Kwan, each of whom being Directors appointed by the Board, will retire from office as Directors at the AGM and being eligible, offer themselves for re-election.

The Nomination Committee has reviewed the structure, size and composition of the Board and assessed the suitability of the retiring Directors from various aspects, including but not limited to their skills, knowledge and experience in accordance with the board diversity policy and the nomination policy of the Company. The Nomination Committee recommended (with Mr. Xie Shaobo and Ms. Hui Lai Kwan abstaining from voting on their respective resolutions) the re-election of the retiring Directors who are willing to stand for re-election at the AGM. Accordingly, the Board, upon the recommendation of the Nomination Committee, proposes (with Mr. Xie Shaobo, Mr. Chan Hon and Ms. Hui Lai Kwan abstaining from voting on their respective resolutions) that the retiring Directors be re-elected by the Shareholders at the AGM.

The Nomination Committee has reviewed the written confirmations regarding the independence of Mr. Xie Shaobo, Mr. Chan Hon and Ms. Hui Lai Kwan and considers that they meet all the independence criteria set out in Rule 3.13 of the Listing Rules. The Board considers that Mr. Xie Shaobo, Mr. Chan Hon and Ms. Hui Lai Kwan will continue to bring valuable business experience, knowledge and professionalism to the effective operation and diversity of the Board, as well as provide independent, impartial and objective insights into the Company's business.

The Nomination Committee is of the view that (i) Mr. Xie Shaobo has over 20 years of experience in investment banking, and the re-election of Mr. Xie Shaobo may replenish the knowledge of the Board in capital market operations; (ii) Mr. Chan Hon is qualified as a solicitor in England and Wales and Hong Kong, and the re-election of Mr. Chan Hon may replenish the professional knowledge of the Board in laws and regulations; and (iii) Ms. Hui Lai Kwan has a strong background in various fields including audit, consulting, business transformation, crisis management, financial and IT control and risk management, and the re-election of Ms. Hui Lai Kwan Hon may improve the business administration and corporate governance of the Company. The Nomination Committee is of the view that each of Mr. Xie Shaobo, Mr. Chan Hon and Ms. Hui Lai Kwan would bring to the Board his or her own perspectives, skills and experience and continue to contribute to the diversity of the Board.

Details of the Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

RE-APPOINTMENT OF AUDITOR

Ernst & Young will retire as the auditor of the Company at the AGM and, being eligible, offer for re-appointment. At the AGM, an ordinary resolution will be proposed to re-appoint Ernst & Young as the auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix its remuneration.

The estimated audit fee payable to Ernst & Young for the audit of the consolidated financial statements of the Company and its subsidiaries for the financial year ending 31 December 2026 is expected to be in the range of approximately US$700,000 to US$800,000 (exclusive of out-of-pocket expenses).

The estimated audit fee has been determined after due consideration and arm's length negotiations between the Company and Ernst & Young, taking into account, among other things, the size, nature and complexity of the Group's business operations, and the expected scope of the audit (covering the consolidated financial statements prepared in accordance with International Financial Reporting Standards based on the existing structure and business operations, but excluding any acquisitions that have been announced but not yet completed, as well as any potential acquisitions that may occur in the future).

AGM

Ordinary resolutions will be proposed at the AGM to approve, among others, the Buy-back Mandate, the Share Issuance Mandate, the re-election of retiring Directors and the re-appointment of auditor.

A form of proxy for use at the AGM is enclosed with this circular and despatched to the Shareholders. Whether or not you intend to attend the AGM in person, please complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as

soon as possible but in any event not less than 48 hours (excluding any part of a day that is a public holiday) before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all votes at the AGM shall be voted by poll. Holders of treasury shares, if any, shall abstain from voting on matters requiring approval of the Shareholders at the AGM.

The register of members of the Company will be closed from Tuesday, 26 May 2026 to Friday, 29 May 2026, both days inclusive, during which period, no transfer of Shares will be registered. In order to qualify for attending and voting at the AGM, all duly completed transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Friday, 22 May 2026.

The notice of the AGM is set out in Appendix III to this circular.

RECOMMENDATION

The Directors consider the ordinary resolutions to be proposed at the AGM are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make this circular or any statement herein misleading.

Yours faithfully
By order of the Board
Zijin Gold International Company Limited
Lin Hongfu
Chairman

This explanatory statement contains details required to be made to the Shareholders pursuant to Rule 10.06(1)(b) of the Listing Rules, which provides requisite information for the Shareholders to consider the resolution on the Buy-back Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the number of issued Shares of the Company was 2,676,339,300, and the Company had no treasury shares. Subject to the passing of the ordinary resolution approving the Buy-back Mandate, and assuming that no further Shares are issued or bought back and cancelled or no treasury shares are held prior to the date of the AGM, the Company would be allowed under the Buy-back Mandate to buy back up to 267,633,930 Shares (representing 10% of the total number of issued Shares (excluding treasury shares, if any) as at the Latest Practicable Date).

If the Company buys back any Shares under the Buy-back Mandate, the Company may, depending on the market conditions at the time of the Share buy-back and the Company's capital management needs, cancel any Shares bought back, and/or hold any such Shares as treasury shares and/or subsequently apply any such treasury shares to satisfy share grants under the Company's share schemes (if any), and/or use any such treasury shares for any other purposes permitted by applicable laws and regulations, the Listing Rules and the Articles of Association from time to time (including but not limited to reselling or transferring treasury shares on the market, subject to compliance with relevant regulatory requirements).

For any treasury shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to HKSCC to vote at general meetings of the Company for the treasury shares deposited with CCASS; and (ii) in the case of dividends paid or distributions made, withdraw the treasury shares from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any Shareholders' rights which would otherwise be suspended under the applicable laws if those Shares were registered in the Company's name as treasury shares.

2. REASONS FOR BUY-BACK

The Directors believe that the Buy-back Mandate provides additional flexibility for the Company and is in the best interests of the Company and the Shareholders. Buy-back of Shares may, depending on prevailing market conditions and funding arrangements, lead to an enhancement of the net asset value per Share of the Company and/or earnings per Share and will only be made if the Directors believe that such buy-back is in the best interests of the Company and the Shareholders.

3. FUNDING OF BUY-BACKS

Under the Buy-back Mandate, the Company may only fund a buy-back using funds legally available for the buy-back under the laws of Hong Kong and the Articles of Association. Buy-backs would be funded entirely by the Company's available cash flow or working capital.

If the Buy-back Mandate were to be exercised in full at any time during which the Buy-back Mandate is in effect, it might have a material adverse impact on the Company's working capital or gearing position when compared to the financial position disclosed in the Company's latest published audited consolidated financial statements. However, the Directors do not intend to exercise the Buy-back Mandate should such buy-back have a material adverse impact on the working capital requirements or gearing levels which the Directors consider to be suitable for the Company from time to time.

4. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the months preceding and up to the Latest Practicable Date were as follows:

	Price per Share	
	Highest	**Lowest**
	HK$	*HK$*
2025		
September (since 30 September 2025*)	123.00	111.00
October	158.90	121.40
November	148.30	122.00
December	158.80	135.30
2026		
January	268.00	143.30
February	239.40	194.50
March	248.00	165.00
April (up to and including the Latest Practicable Date)	191.60	153.50

* Shares of the Company are listed on the Main Board of the Stock Exchange since 30 September 2025.

5. SHARE BUY-BACKS MADE BY THE COMPANY

The Company did not buy back any Shares (whether on the Stock Exchange or otherwise) during the period from the Listing Date to the Latest Practicable Date.

6. GENERAL

Neither this explanatory statement nor the Buy-back Mandate has any unusual features.

The Buy-back Mandate shall have effect from the date of the passing of the relevant ordinary resolution at the AGM until the earliest of the conclusion of the next annual general meeting of the Company, or the expiration of the period within which the next annual general meeting of the Company is required to be held, or the date when such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting.

The Directors will exercise the Buy-back Mandate in accordance with the Listing Rules, the Articles of Association and relevant laws of Hong Kong applicable to the Company.

As at the Latest Practicable Date, none of the Directors and, after having made all reasonable enquiries, to the best of their knowledge, none of their respective close associates has any present intention to sell any Shares held by them to the Company if the Buy-back Mandate is granted with the approval of the Shareholders.

As at the Latest Practicable Date, the Company has not received any notification from any core connected persons that they intend to sell the Shares held by them to the Company, or that they have undertaken not to sell such Shares to the Company, if the Buy-back Mandate is granted with the approval of the Shareholders.

7. IMPLICATIONS UNDER THE TAKEOVERS CODE

If the exercise of the power to buy back Shares pursuant to the Buy-back Mandate results in a Shareholder increasing its proportional interest in the voting rights of the Company, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, depending on the level of increase in shareholding, a Shareholder, or a group of Shareholders acting in concert (as defined in the Takeovers Code), who thereby obtains or consolidates control of the Company, may be required to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the Company's knowledge, Zijin Mining, through its wholly-owned subsidiaries, Gold Mountains (H.K.) International Mining Company Limited and Zijin Mining Group Northwest Co., Ltd. (紫金礦業集團西北有限公司), held an aggregate of approximately 85% of the total issued Shares. If the Directors were to exercise the power to buy back Shares proposed to be granted under the Buy-back Mandate in full, and assuming no change in circumstances, the full exercise of the Buy-back Mandate by the Company would result in Zijin Mining's interest in the Company increasing to approximately 94%. Such increase in the interest of Zijin Mining in the Company would not give rise to an obligation on Zijin Mining to make a mandatory offer under Rules 26 and 32 of the Takeovers Code. The Directors do not intend to exercise the Buy-back Mandate in circumstances which would result in an obligation to make an offer arising under the Takeovers Code.

The Directors also do not intend to exercise the Buy-back Mandate should the buy-back of Shares result in the public float falling below the prescribed minimum percentage specified in the Listing Rules.

Details of Directors proposed to be re-elected at the AGM are as follows:

Mr. Xie Shaobo (謝少波), aged 52, has been serving as an independent non-executive Director, the chairman of the Remuneration Committee and a member of the Audit Committee and the Nomination Committee of the Company since September 2025. Mr. Xie Shaobo is a seasoned professional in the banking and finance sectors, and has over 20 years of experience in investment banking and the mining industry. He currently mainly acts as a consultant. He previously managed major acquisition projects and financial analysis for large-scale operations at Alcoa Asia Pacific, and led a team in the metal and mining resources and energy group at HSBC. He also served as the director of Asian Industrials Investment Banking Division of Citi, managing director and head of metals and mining for North Asia and Greater China at Standard Chartered Bank, etc. Mr. Xie Shaobo holds a bachelor's degree in applied chemistry from the East China University of Science and Technology.

Mr. Chan Hon (陳漢), aged 66, has been serving as an independent non-executive Director and a member of the Audit Committee and the Remuneration Committee of the Company since September 2025. Mr. Chan Hon specialises in financial law across various international markets. He currently serves as an international arbitrator in Hong Kong, Singapore and China. He previously held several senior legal and compliance positions at Allen & Overy London and Hong Kong offices, ING Group Singapore and Hong Kong offices, Credit Suisse Hong Kong office, Deutsche Bank, etc. Mr. Chan Hon is qualified as a solicitor in England and Wales and Hong Kong, and holds a bachelor of laws from the University of Leeds in the United Kingdom.

Mr. Chan Hon has been serving as an independent non-executive director of 東方證券股份有限公司 (DFZQ, stock code at the Stock Exchange: 03958) since November 2022.

Ms. Hui Lai Kwan (許麗君), aged 55, has been serving as an independent non-executive Director, the chairwoman of the Audit Committee and a member of the Nomination Committee of the Company since September 2025. Ms. Hui Lai Kwan has a strong background in audit, consulting, business transformation, crisis management, financial and IT control and risk management. Since 2024, she has been working as a self-employed consultant providing advisory services. Ms. Hui Lai Kwan previously worked at KPMG for nearly 18 years, held several senior finance positions at Manulife Financial Asia Limited, Aviva Life Insurance Company Limited, etc., and served as the corporate governance and strategy director at i-CABLE Network Operations Limited (part of the i-CABLE Communications Limited Group). Ms. Hui Lai Kwan is a certified public accountant in Hong Kong. She holds a bachelor's degree in social sciences from the University of Hong Kong, a postgraduate diploma in early childhood education and a kindergarten principal certificate from Hong Kong Baptist University.

Ms. Hui Lai Kwan has been serving as an independent non-executive director of Yuexiu Services Group Limited (stock code at the Stock Exchange: 06626) since February 2021.

Each of Mr. Xie Shaobo, Mr. Chan Hon and Ms. Hui Lai Kwan has entered into a letter of appointment with the Company for a term of three years commencing from the Listing Date (i.e., 30 September 2025), which may be terminated by either party giving not less than one month's prior written notice. In accordance with the provisions of the Articles of Association, they shall retire as Directors at the AGM and, being eligible, offer themselves for re-appointment at the AGM. If re-elected, they will be subject to retirement by rotation and be eligible for re-election at future annual general meetings of the Company every three years. Pursuant to the letters of appointment, each of Mr. Xie Shaobo, Mr. Chan Hon and Ms. Hui Lai Kwan is entitled to a director's fee of HK$300,000 per annum. The fee was determined by reference to respective duties of Mr. Xie Shaobo, Mr. Chan Hon and Ms. Hui Lai Kwan, as well as industry remuneration benchmarks and prevailing market conditions.

Save as disclosed above, as at the Latest Practicable Date, each of Mr. Xie Shaobo, Mr. Chan Hon and Ms. Hui Lai Kwan did not hold any other position in the Company and its subsidiaries, did not have any relationship with any other Director, senior management or the Substantial Shareholder or the Controlling Shareholder of the Company, and did not hold any other directorship in other public companies the securities of which are listed in Hong Kong or overseas in the past three years. As at the Latest Practicable Date, none of Mr. Xie Shaobo, Mr. Chan Hon and Ms. Hui Lai Kwan had any interests in the Shares within the meaning of Part XV of the SFO.

In respect of the re-election of the above Directors, save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders and no other information is required to be disclosed pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules.

紫金黃金國際
ZIJIN GOLD INTERNATIONAL

Zijin Gold International Company Limited
紫金黃金國際有限公司

(Incorporated in Hong Kong with limited liability)

(Stock code: 2259)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the "**AGM**") of Zijin Gold International Company Limited (the "**Company**") will be held at Salon 4 of JW Marriott Ballroom (Level 3), JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Friday, 29 May 2026 at 10:00 a.m. for the following purposes:

1. To consider and adopt the audited consolidated financial statements and the reports of the directors (the "**Director(s)**") of the Company and the independent auditor for the year ended 31 December 2025.

2. To declare a final dividend of HK$1.5 per share for the year ended 31 December 2025.

3. (a) To re-elect Mr. Xie Shaobo as an independent non-executive Director;

   (b) To re-elect Mr. Chan Hon as an independent non-executive Director; and

   (c) To re-elect Ms. Hui Lai Kwan as an independent non-executive Director.

4. To authorise the board of Directors to fix the remuneration of the Directors.

5. To re-appoint Ernst & Young as the auditor of the Company and to authorise the board of Directors to fix its remuneration.

As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions of the Company:

6. "**THAT:**

   (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as defined in paragraph (c) of this resolution) of all the powers of the Company to buy back shares of the Company (the "**Shares**") on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") or on any other stock exchanges on which the Shares may be

listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, subject to and in accordance with all applicable laws of Hong Kong and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or any other stock exchanges as amended from time to time, be and is hereby generally and unconditionally approved;

(b) the aggregate number of Shares of which the Company is authorised to buy back pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the total number of issued Shares (excluding treasury shares, if any) as at the date of passing this resolution, and the said approval shall be limited accordingly; and

(c) for the purpose of this resolution:

"Relevant Period" means the period from the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the articles of association of the Company (the "**Articles of Association**") or any applicable laws to be held; and

(iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company (the "**Shareholders**") in a general meeting."

7. "**THAT:**

(a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as defined in paragraph (d) of this resolution) of all the powers of the Company to allot, issue and deal with additional Shares (including the sale or transfer of treasury shares, if any) and to make or grant offers, agreements and options (including warrants, bonds, debentures, notes or other securities of the Company which carry rights to subscribe for or are exchangeable or convertible into the Shares) which might or would require the exercise of such powers be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) of this resolution shall authorise the Directors to make or grant offers, agreements and options during the Relevant Period which might or would require the exercise of such powers after the conclusion of the Relevant Period;

(c) the aggregate number of the Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors and the treasury shares (if any) sold and/or transferred or agreed conditionally and unconditionally to be sold and/or transferred by the Directors pursuant to the approval in paragraph (a) above, other than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) any share scheme or similar arrangement for the grant or issue of Shares to participants eligible thereunder; (iii) any exercise of rights of subscription or exchange or conversion under the terms of any warrants, bonds, debentures, notes or other securities of the Company which carry rights to subscribe for or are exchangeable or convertible into the Shares; or (iv) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on the Shares in accordance with the Articles of Association, shall not exceed 20% of the total number of issued Shares (excluding treasury shares, if any) as at the date of passing this resolution, and the said approval shall be limited accordingly; and

(d) for the purpose of this resolution:

"Relevant Period" means the period from the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles of Association or any applicable laws to be held; and

(iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the Shareholders in a general meeting.

"Rights Issue" means an offer of the Shares open for a period fixed by the Directors to holders of the Shares on the register of members of the Company on a fixed record date in proportion to their holdings (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any relevant jurisdiction applicable to the Company outside Hong Kong)."

8. "**THAT**

conditional upon the passing of resolutions 6 and 7 above, the general mandate granted pursuant to resolution 7 above be and is hereby extended by the addition thereto of an amount representing the number of the Shares bought back by the Company since the grant of the relevant general mandate pursuant to the exercise by the Directors of the power of the Company to buy back such Shares, provided that such amount shall not exceed 10% of the total number of the issued Shares (excluding treasury shares, if any) as at the date of passing this resolution."

Yours faithfully
By order of the Board
Zijin Gold International Company Limited
Lin Hongfu
Chairman

Hong Kong, 7 May 2026

Notes:

1. Any Shareholder entitled to attend and vote at the AGM convened by the above notice is entitled to appoint one (or, if he/she holds two or more Shares, more than one) proxy to attend and vote on his/her behalf at the AGM. A proxy need not be a Shareholder of the Company. Where a Shareholder appoints more than one proxy, the Shareholder shall specify the proportion of his/her Shares to be represented by each such proxy, failing which the nomination shall be deemed to be alternative.

2. In the case of joint registered holders of any Share, any one of such joint registered holders may vote, either in person or by proxy, in respect of such Shares as if he/she were solely entitled thereto. If more than one of such joint registered holder is present at the AGM either in person or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Shares shall alone be entitled to vote in respect thereof.

3. The form of proxy for use at the AGM has been despatched to the Shareholders together with the circular of the Company dated 7 May 2026 and is also published on the websites of Hong Kong Exchanges and Clearing Limited and the Company respectively.

4. To be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of attorney or authority, must be lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours (excluding any part of a day that is a public holiday) before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude a Shareholder from attending and voting in person at the AGM or any adjournment thereof should he/she so wish.

5. The register of members of the Company will be closed from Tuesday, 26 May 2026 to Friday, 29 May 2026, both days inclusive, during which period, no transfer of Shares will be registered. In order to qualify for attending and voting at the AGM, all duly completed transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Friday, 22 May 2026.

6. Subject to the approval of the proposed final dividend by the Shareholders at the AGM, the final dividend will be paid on or around Friday, 26 June 2026 to the Shareholders whose names appear on the register of members of the Company on Friday, 5 June 2026. To determine the Shareholders entitled to the proposed final dividend, the register of members of the Company will be closed on Friday, 5 June 2026, on which no transfer of Shares will be effected. In order to qualify for the proposed final dividend, all duly completed transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Thursday, 4 June 2026.

As at the date of this notice, the Board of Directors of the Company comprises Mr. Guo Xian Jian, Mr. Huang Zhihua and Mr. Yiu Kai as executive directors, Mr. Lin Hongfu (Chairman), Mr. Wang Chun and Mr. Jian Ximing as non-executive directors, and Mr. Xie Shaobo, Mr. Chan Hon and Ms. Hui Lai Kwan as independent non-executive directors.