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# 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.*