THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Chifeng Jilong Gold Mining Group Limited** (the "**Company**"), you should at once hand this circular and the enclosed proxy form to the purchaser or transferee or to licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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赤峰黄金
CHIFENG GOLD

Chifeng Jilong Gold Mining Group Limited
赤峰吉隆黃金礦業集團股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(H Shares Stock Code: 6693)

1. PROPOSED CHANGE OF REGISTERED CAPITAL, AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND ITS ANNEXES
2. REMUNERATION AND ASSESSMENT PROPOSAL OF THE DIRECTORS OF THE TENTH SESSION OF THE BOARD FOR 2026
3. PROPOSED EARLY RE-ELECTION OF THE BOARD AND THE ELECTION OF THE NON-INDEPENDENT DIRECTORS OF THE TENTH SESSION OF THE BOARD
4. PROPOSED EARLY RE-ELECTION OF THE BOARD AND THE ELECTION OF THE INDEPENDENT DIRECTORS OF THE TENTH SESSION OF THE BOARD
AND
NOTICE OF THE 2026 SECOND EXTRAORDINARY GENERAL MEETING

Capitalized terms used on this cover page shall have the same meanings as those defined in this circular. A notice convening the 2026 second extraordinary general meeting of the Company (the "**EGM**") to be held at Chifeng Gold, Conference Room, A7 Xiaojing, Wanfeng Road, Fengtai District, Beijing, the PRC at 9:00 a.m. on Monday, 16 November 2026 is set out on pages EGM-1 to EGM-3 of this circular.

The proxy form for use in connection with the EGM is enclosed herewith. The said proxy form is also published on the websites of the Hong Kong Stock Exchange at www.hkexnews.hk and the Company at www.cfgold.com.

Any shareholder(s) entitled to attend and vote at the EGM are entitled to appoint one or more proxies to attend and vote on his behalf. A proxy need not be a Shareholder. If you intend to appoint a proxy to attend the EGM and vote on your behalf, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return it by hand, by post or by facsimile to the H Share registrar of the Company – Computershare Hong Kong Investor Services Limited, at 17M Floor Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for H Shareholders only) as soon as possible and in any event not later than 24 hours before the time appointed for the holding of the EGM or any adjournment thereof (as the case may be) (i.e. before 9:00 a.m. on Sunday, 15 November 2026). Completion and return of the proxy form will not preclude you from attending and voting at the EGM or any adjournment hereof should you so wish.

* *For identification purposes only*

22 October 2026

TABLE OF CONTENTS

Pages

DEFINITIONS 1

LETTER FROM THE BOARD 4

APPENDIX I – DETAILS OF THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION I-1

APPENDIX II – DETAILS OF THE AMENDMENTS TO THE RULES OF PROCEDURE FOR GENERAL MEETINGS OF CHIFENG JILONG GOLD MINING GROUP LIMITED II-1

APPENDIX III – DETAILS OF THE AMENDMENTS TO THE RULES OF PROCEDURE FOR MEETINGS OF THE BOARD OF DIRECTORS OF CHIFENG JILONG GOLD MINING GROUP LIMITED III-1

APPENDIX IV – DETAILS OF REMUNERATION AND ASSESSMENT OF THE DIRECTORS OF THE TENTH SESSION OF THE BOARD FOR 2026 . . . . . IV-1

APPENDIX V – PARTICULARS OF CANDIDATES PROPOSED TO BE ELECTED AS THE DIRECTORS V-1

NOTICE OF 2026 SECOND EXTRAORDINARY GENERAL MEETING EGM-1

DEFINITIONS

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

"2026 Second EGM" or "EGM"	the 2026 Second Extraordinary General Meeting of the Company, or any adjournment thereof, which will be held at 9:00 a.m. on Monday, 16 November 2026, at Chifeng Gold, Conference Room, A7 Xiaojing, Wanfeng Road, Fengtai District, Beijing, the PRC.
"A Share(s)"	domestic ordinary share(s) in the share capital of the Company with nominal value of RMB1.00 each, which are traded in Renminbi and listed on the Shanghai Stock Exchange
"Articles of Association"	the articles of association of the Company
"Audit Committee"	the audit committee of the Board of Directors
"Board" or "Board of Directors"	the board of Directors of the Company
"Chifeng Gold" or "Company"	Chifeng Jilong Gold Mining Group Limited (赤峰吉隆黃金礦業集團股份有限公司), a joint stock company incorporated under the laws of the PRC with limited liability on 22 June 1998, the A Shares and H Shares of which are listed on the Shanghai Stock Exchange (stock code: 600988) and the Main Board of the Hong Kong Stock Exchange (stock code: 6693)
"Company Law"	the Company Law of the PRC
"CSRC"	the China Securities Regulatory Commission (中國證券監督管理委員會)
"Director(s)"	director(s) of the Company
"ESG"	environmental, social and governance
"Group"	the Company and its subsidiaries

"H Share(s)"	overseas listed foreign ordinary shares in the share capital of the Company with nominal value of RMB1.00 each, which are listed on the Hong Kong Stock Exchange
"H Shareholder(s)"	holders of H Shares
"HK$"	Hong Kong dollars, being the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Hong Kong Stock Exchange" or "Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Hong Kong Listing Rules" or "Listing Rules"	the Rules Governing the Listing of Securities on The Hong Kong Stock Exchange
"Latest Practicable Date"	20 October 2026, being the latest practicable date prior to the printing of this circular
"Nomination Committee"	the nomination committee of the Board of Directors
"PRC"	the People's Republic of China
"Remuneration and Appraisal Committee"	the remuneration and appraisal committee of the Board of Directors
"RMB" or "Renminbi"	Renminbi, the lawful currency of the PRC
"Securities Law"	the Securities Law of the People's Republic of China (中華人民共和國證券法)
"Share(s)"	ordinary share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, comprising our A Shares and our H Shares
"Shareholder(s)"	holder(s) of the Share(s)

"Stock Exchanges"	the Shanghai Stock Exchange and the Hong Kong Stock Exchange
"%"	per cent

Words importing the singular number shall, where applicable, include the plural number and vice versa. Words importing the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa, and references to person(s) shall include references to corporation(s).

Any reference in this circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Listing Rules or any modification thereof and used in this circular shall, where applicable, have the meaning assigned to it under the Listing Rules or any modification thereof, as the case may be.

Chifeng Jilong Gold Mining Group Limited
赤峰吉隆黃金礦業集團股份有限公司
(A joint stock company incorporated in the People's Republic of China with limited liability)
(H Shares Stock Code: 6693)

Executive Directors:
Mr. Wang Jianhua *(Chairman)*
Mr. Gao Bo
Ms. Yang Yi-fang
Mr. Lyu Xiaozhao
Mr. Zhao Qiang

Non-executive Directors:
Mr. Zhang Xudong

Independent Non-executive Directors:
Dr. Wong Yet Ping Ambrose
Prof. Hu Nailian
Dr. Li Houmin
Dr. Jiang Qi

Registered office in the PRC:
Fumin Village, Sidaowanzi Town,
Aohan County, Chifeng
Inner Mongolia Autonomous Region
The PRC

Headquarters and principal place of business in the PRC:
A7 Xiaojing, Wanfeng Road
Fengtai District, Beijing
The PRC

Principal place of business in Hong Kong:
Room 1905, 19th Floor
China Resources Building
26 Harbour Road, Wanchai
Hong Kong

Beijing, the PRC
22 October 2026

To the Shareholders

Dear Sir or Madam,

1. PROPOSED CHANGE OF REGISTERED CAPITAL, AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND ITS ANNEXES
2. REMUNERATION AND ASSESSMENT PROPOSAL OF THE DIRECTORS OF THE TENTH SESSION OF THE BOARD FOR 2026
3. PROPOSED EARLY RE-ELECTION OF THE BOARD AND THE ELECTION OF THE NON-INDEPENDENT DIRECTORS OF THE TENTH SESSION OF THE BOARD
4. PROPOSED EARLY RE-ELECTION OF THE BOARD AND THE ELECTION OF THE INDEPENDENT DIRECTORS OF THE TENTH SESSION OF THE BOARD
AND
NOTICE OF THE 2026 SECOND EXTRAORDINARY GENERAL MEETING

INTRODUCTION

On behalf of the Board of Directors, I invite you to attend the EGM to be held at Chifeng Gold, Conference Room, A7 Xiaojing, Wanfeng Road, Fengtai District, Beijing, the PRC, at 9:00 a.m. on Monday, 16 November 2026.

The purpose of this circular is to provide you with all the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the EGM as follows:

Resolution 1. To Consider and Approve the Change of Registered Capital, Amendments to the Articles of Association and its Annexes

References are made to the announcement of the Company dated 22 March 2026 in relation to the share transfer by the single largest shareholder group, the announcements of the Company dated 22 March 2026, 7 May 2026 and 19 May 2026, 28 September 2026 and 22 October 2026 and the circular of the Company dated 20 April 2026, in relation to the issue of new H shares under the specific mandate. Upon completion of both the share transfer and the new H shares issuance, Zijin Mining Group Co., Ltd.*(紫金礦業集團股份有限公司) and its associates are collectively interested in an aggregate of 571,661,877 shares of the Company (comprising 242,085,746 A shares and 329,576,131 H shares), representing approximately 25.85% of the enlarged issued share capital of the Company. Accordingly, Zijin Mining Group Co., Ltd.*(紫金礦業集團股份有限公司) and its associates become the single largest shareholder group of the Company, and Ms. Li Jinyang and Zhejiang Hanfeng Venture Capital Partnership (Limited Partnership)*(浙江瀚豐創業投資合夥企業(有限合夥)) (previously known as Yantai Hanfeng Zhongxing Management Consultancy Center (Limited Partnership)*(煙台瀚豐中興管理諮詢中心(有限合夥)) have ceased to be the single largest shareholder group of the Company.

Accordingly, the total number of Shares of the Company increased from 1,900,411,178 shares to 2,211,313,909 shares, and the registered capital of the Company is proposed to be changed from RMB1,900,411,178 to RMB2,211,313,909.

In order to further improve the corporate governance of the Company and in light of the actual situation of the Company, the Board proposed to change the registered capital, amend the Articles of Association of the Company and its annexes, details of which are set out in Appendix I, Appendix II and Appendix III to this circular.

A special resolution will be proposed at the EGM to consider and approve the change of registered capital, amendments to the Articles of Association and its annexes. The proposed amendments to the Articles of Association and its annexes shall only take effect after being approved by Shareholders as special resolution at the EGM. Upon approval of the above proposal at the EGM, the Company will apply to the relevant registration authority to process the change or filing procedures, and may make necessary and appropriate adjustments to the provisions of the Articles of Association and other contents during the filing and registration process in accordance with the opinions of the market supervision and administration authorities. The amended Articles of Association shall be subject to the final filing and registration.

The legal advisers to the Company as to the laws of Hong Kong and the laws of the PRC have respectively confirmed that the proposed amendments to the Articles of Association and its annexes conform with the requirements of the Hong Kong Listing Rules and applicable laws of the PRC. The Company confirms that there is nothing unusual about the proposed amendments to the Articles of Association for a company incorporated in the PRC and listed on the Stock Exchanges.

The aforesaid resolution was considered and approved by the Board on 22 October 2026 and will be proposed, by way of special resolution, for the Shareholders' consideration and approval at the EGM.

Resolution 2. To Consider and Approve the Remuneration and Assessment Proposal of the Directors of the Tenth Session of the Board For 2026

To further improve the incentive and constraint mechanism and enhance governance effectiveness, and in light of the adjustment to the Company's governance structure following the change in control, while balancing the continuity and compliance of the remuneration scheme and by reference to the resolution on the remuneration scheme for Directors for 2026 approved by the 2025 annual general meeting of the Company, the Remuneration and Appraisal Committee and the Board have considered the remuneration and assessment proposal of the Directors of the tenth session of the Board separately, details of which are set out in Appendix IV to this circular.

An ordinary resolution will be proposed at the EGM to consider and approve the remuneration and assessment proposal of the Directors of the tenth session of the Board for 2026.

Resolution 3. To Consider and Approve the Early Re-Election of the Board and the Election of the Non-Independent Directors of the Tenth Session of the Board

The Board of the Company announces that the ninth session of the Board was originally scheduled to expire in October 2028. Whereas, the change in the Company's de facto controller and controlling shareholder, all Directors of the ninth session of the Board have submitted their resignation reports to the Company, proposing to resign from their positions as Directors of the Company, members of the specialised committees of the Board, and other positions. Following their resignation as Directors of the Company, Mr. Wang Jianhua and Mr. Lyu Xiaozhao will continue to serve as a director of Chijin International (HK) Limited, a wholly owned subsidiary of the Company, and an adviser to the Company, respectively. In order to ensure the effective decision-making and stable development of the Company and to smoothly advance the follow-up matters relating to the change of control of the Company, and pursuant to the provisions of the Company Law, the Securities Law, the Shanghai Stock Exchange Listing Rules, the Shanghai Stock Exchange Self-Regulatory Guidelines for Listed Companies No. 1 – Standardized Operation, and other applicable laws, regulations and regulatory documents, as well as the Articles of Association, the Company hereby proposes to conduct an early election of the Board in accordance with the relevant legal procedures.

The Board is pleased to announce that it has resolved to nominate the members of the tenth session of the Board, namely Mr. Gao Bo ("**Mr. Gao**") has been nominated as a candidate for employee Director and, subject to the proposed amendments to the Articles of Association being approved by the general meeting, will be submitted to the employees' congress for democratic election as executive Director.

The Board has resolved to nominate Mr. Xie Xionghui ("**Mr. Xie**"), Mr. Lai Guihua ("**Mr. Lai**") and Ms. Xiang Zhao ("**Ms. Xiang**") as non-executive Directors of the tenth session of the Board, and to nominate Mr. Wu Guanbin ("**Mr. Wu**") and Mr. Liao Boshou ("**Mr. Liao**") as executive Directors of the tenth session of the Board.

Biographies of Mr. Gao, Mr. Xie, Mr. Lai, Ms. Xiang, Mr. Wu and Mr. Liao are set out in Appendix IV to this circular.

As at the Latest Practicable Date, Mr. Gao is deemed to be interested in 153,500 A Shares of the Company, representing approximately 0.01% of the total issued share capital of the Company (i.e. A Shares and H Shares).

As at the Latest Practicable Date, save as disclosed herein, Mr. Gao, Mr. Xie, Mr. Lai, Ms. Xiang, Mr. Wu and Mr. Liao have confirmed that (i) he/she has no relationship with any directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company; (ii) he/she does not hold any other positions with the Company or its subsidiaries; (iii) he/she did not hold any directorships in any other listed companies the securities of which are listed on any securities markets in Hong Kong or overseas in the last three years; (iv) he/she does not have any other major appointments and professional qualifications; and (v) he/she is not interested in nor is deemed to be interested in any shares or underlying shares of the Company or its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

If re-elected/appointed, the Company will enter into a service contract with Mr. Gao, Mr. Xie, Mr. Lai, Ms. Xiang, Mr. Wu and Mr. Liao (the "**Director Contracts I**"), with a term of office for three years commencing on the date on which the relevant resolutions are passed at the EGM. Subject to the Director Contracts I, Mr. Gao, Mr. Xie, Mr. Lai, Ms. Xiang, Mr. Wu and Mr. Liao will each be entitled to receive emoluments annually during their terms of office, the amount of which will be determined by the Board based on their scope of work and performance and will be proposed to the general meeting for final approval and be disclosed in the annual report of the Company during their terms of office.

Mr. Gao, Mr. Xie, Mr. Lai, Ms. Xiang, Mr. Wu and Mr. Liao has confirmed that, as at the Latest Practicable Date, save as disclosed herein or otherwise disclosed in the 2025 annual report of the Company, there are no other matters relating to his/her appointment that need to be brought to the attention of the Shareholders or the Stock Exchange or to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

The other members of the ninth session of the Board, namely Mr. Wang Jianhua, Ms. Yang Yi-fang, Mr. Lyu Xiaozhao and Mr. Zhao Qiang, as executive Directors, and Mr. Zhang Xudong, as non-executive Director (together, the "**Non-re-elect Directors**"), will retire as Directors of the Company upon the conclusion of the EGM. To the best of the knowledge and belief of the Board after having made all reasonable inquiries and as confirmed by the Non-re-elect Directors, they have no disagreement with the Board, and there are no matters which need to be brought to the attention of the Shareholders and the Stock Exchange regarding their retirement. The Board would like to take this opportunity to express its sincere gratitude to the Non-re-elect Directors for their significant contributions to the development of the Company during their tenure.

In order to ensure the normal operation of the Board, before the Directors of the tenth session of the Board take office, the Directors of the ninth session of the Board will continue to perform the duties and responsibilities of Directors in accordance with requirements of the Listing Rule, the Company Law and the Articles of Association.

The aforesaid resolution was considered and approved by the Board on 22 October 2026 and will be proposed, by way of ordinary resolution (by way of cumulative voting), for the Shareholders' consideration and approval at the EGM.

Resolution 4. To Consider and Approve the Early Re-Election of the Board and the Election of the Independent Directors of the Tenth Session of the Board

The Board is pleased to announce that it has resolved to nominate the members of the ninth session of the Board, namely Dr. Wong Yet Ping Ambrose, Prof. Hu Nailian, Dr. Li Houmin and Dr. Jiang Qi as independent non-executive Directors of the tenth session of the Board. (together, the "**Re-elect independent Directors**"), for re-election at the EGM.

Biographies of each of the Re-elect independent Directors are set out in Appendix V to this circular.

As of the Latest Practicable Date, save as disclosed herein, each of the Re-elect independent Directors has confirmed that (i) he has no relationship with any directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company; (ii) he does not hold any other positions with the Company or its subsidiaries; (iii) he did not hold any directorships in any other listed companies the securities of which are listed on any securities markets in Hong Kong or overseas in the last three years; (iv) he does not have any other major appointments and professional qualifications; and (v) he is not interested in nor is deemed to be interested in any shares or underlying shares of the Company or its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

If re-elected/appointed, the Company will enter into a service contract with each of the Re-elect independent Directors (the "**Director Contracts II**"), with a term of office for three years commencing on the date on which the relevant resolutions are passed at the EGM, except that the term of office of Prof. Hu Nailian shall commence from the date on which the relevant resolutions are passed at the EGM and end on the date when he completes six consecutive years of service as an independent non-executive Director of the Company (i.e., 3 January 2028) (according to the provision in the "Measures for the Management of Independent Directors of Listed Companies" that the continuous term of office shall not exceed six years). Subject to the Director Contracts II, the Re-elect independent Directors will each be entitled to receive emoluments annually during their terms of office, the amount of which will be determined by the Board based on their scope of work and performance and will be proposed to the general meeting for final approval and be disclosed in the annual report of the Company during their terms of office.

Each of the Re-elect independent Directors has confirmed (i) his independence as regards each of the factors referred to in Rule 3.13(1) to (8) of the Listing Rules; (ii) that he had no past or present financial or other interest in the business of the Group or any connection with any core connected persons (as defined in the Listing Rules) of the Company; and (iii) there are no other factors that may affect his independence at the time of the appointment.

Each of the Re-elect independent Directors has confirmed that, as at the Latest Practicable Date, save as disclosed herein, there are no other matters relating to his appointment that need to be brought to the attention of the Shareholders or the Stock Exchange or to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

In order to ensure the normal operation of the Board, before the Directors of the tenth session of the Board take office, the Directors of the ninth session of the Board will continue to perform the duties and responsibilities of Directors in accordance with requirements of the Listing Rules, the Company Law and the Articles of Association.

The aforesaid resolution was considered and approved by the Board on 22 October 2026 and will be proposed, by way of ordinary resolution (by way of cumulative voting), for Shareholders' consideration and approval at the EGM.

In reviewing the structure of the Board, the Nomination Committee has considered Board diversity from a number of aspects, including but not limited to gender, age, cultural and educational background, professional experience, skills and knowledge. All Board candidates were considered against criteria including talents, skills and experience as may be necessary for the operation of the Board as a whole, with a view to maintaining a sound balance of the Board's composition. The Board is of the view that each of the Re-elect independent Directors has good working experience in financial management and/or knowledge in mining and/or legal sectors, are able to devote sufficient time and attention to perform the duties as independent non-executive Directors, and have strong theoretical foundation and profound knowledge of relevant laws and regulations. The election of the Re-elect independent Directors as independent Directors may further replenish the professional knowledge of the Board in financial management, mining and legal matters, and enhance the financial management standard of the Company. As such, the Board nominated each of the Re-elect independent Directors for election at the EGM.

The Board considers that each of the Re-elect independent Directors possesses the knowledge of operations of listed companies, is familiar with the relevant laws, administrative regulations, departmental rules and other regulatory documents and has the relevant working experiences in law, economics, finance, management or other experiences necessary for serving as an independent Director. Moreover, each of the Re-elect independent Directors has confirmed his independence pursuant to Rule 3.13 of the Hong Kong Listing Rules. The Board considers that each of the Re-elect independent Directors meets the independence criteria set out in Rule 3.13 of the Hong Kong Listing Rules and is independent.

The EGM

The EGM is to be held at Chifeng Gold, Conference Room, A7 Xiaojing, Wanfeng Road, Fengtai District, Beijing, the PRC at 9:00 a.m. on Monday, 16 November 2026. The notice of the EGM is set out on pages EGM-1 to EGM-3 of this circular. As of the Latest Practicable Date, Mr. Gao is deemed to be interested in 153,500 A Shares of the Company, representing approximately 0.01% of the total issued share capital of the Company (i.e. A Shares and H Shares). As Mr. Gao is an executive Director (employee Director) of the Company and his remuneration package is part of the subject in Resolution 2 to be proposed at the EGM, namely to consider and approve the Resolution on the Remuneration Plan of Executive Directors (including employee Director). He is deemed to be interested in the subject matter of this Resolution 2 and accordingly, he will abstain from voting on Resolution 2 at the EGM. Save as disclosed above, no Shareholder is required to abstain from voting in relation to the matters to be resolved at the EGM.

The Proxy Form for H Shareholders for the EGM is enclosed with this circular. Any Shareholder entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote on his behalf. A proxy need not be a Shareholder. If you intend to appoint a proxy to attend the EGM and vote on your behalf, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return it, by hand, by post or by facsimile, to the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for H Shareholders only) as soon as possible and in any event not later than 24 hours before the time appointed for the holding of the EGM or any adjournment thereof (as the case may be) (i.e. before 9:00 a.m. on Sunday, 15 November 2026). Completion and return of the proxy form will not preclude you from attending and voting at the EGM or any adjournment thereof should you so wish.

Closure of H Share Register of Members

In order to determine the H Shareholders who are entitled to attend the EGM, the register of members of H Shares of the Company will be closed from 10 November 2026 to 16 November 2026 (both days inclusive), during which period no transfer of H Shares will be registered. H Shareholders who have lodged the duly completed transfer documents accompanied by the relevant share certificates with the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong by 4:30 p.m. on 9 November 2026, the transferee but not the transferor shall be regarded as the holder of the relevant H Shares and will be entitled to attend and vote at the EGM. H Shareholders whose names are recorded in the register of members of the Company on 16 November 2026 (being the record date) are entitled to attend the EGM.

General

The English translation of the appendices to this circular is for Shareholders' reference only. In case there is any inconsistency between the English and Chinese versions, the Chinese version shall prevail.

Voting by Poll

Pursuant to the Hong Kong Listing Rules, all the votes at general meetings must be taken by poll (except where the chairman of the meeting permits a resolution which relates solely to a procedural or administrative matter to be voted on by show of hands). The chairman of the EGM shall request each of the resolutions set out in the notice of the EGM to be voted on by poll. Results of the poll voting will be published on the Company's website at www.cfgold.com and the website of HKExnews at www.hkexnews.hk after the EGM.

Recommendations

The Board considers that the resolutions set out in the notice of the EGM are in the interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the resolutions.

Responsibility Statement

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Hong Kong Listing Rules for the purpose of giving information with regard to the Company. The information contained herein with regard to the Company has been provided by the Directors. 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 any declaration or statement herein or this circular misleading.

By order of the Board
Chifeng Jilong Gold Mining Group Limited
Wang Jianhua
Chairman and Executive Director

Proposed amendments to the Articles of Association

Comparison Chart of Amendments to the Articles of Association

Details of the Proposed Amendments to the Articles of the Association are as follows:

In consideration of the actual change in the Company's registered capital and the changes in the securities regulatory regulations of the places where the Company's Shares are listed, it is necessary to amend certain provisions of the Articles of Association of the Company.

Amendments to the Articles of Association

Before amendments	After amendments
Article 6 The registered capital of the Company is RMB1,900,411,178.	Article 6 The registered capital of the Company is RMB**2,211,313,909**.
Article 8 ~~**The chairman of the board of directors**~~ of the Company shall be the legal representative of the Company. Where ~~**the chairman of the board of directors**~~ resigns, he or she shall be deemed to have resigned as the legal representative at the same time. Where the legal representative resigns, the Company shall appoint a new legal representative within thirty days from the date of the legal representative's resignation.	Article 8 The legal representative of the Company shall be **a director and a co-president** of the Company. Where **the director and co-president serving as the legal representative** resigns, he or she shall be deemed to have resigned as the legal representative at the same time. Where the legal representative resigns, the Company shall appoint a new legal representative within thirty days from the date of the legal representative's resignation.
Article 10 The shareholders are responsible for the Company to the limit of the shares they have subscribed for. The Company is responsible for its debts to the limit of all of its assets.	Article 10 **The entire capital of the Company shall be divided into shares of equal value**. The shareholders are responsible for the Company to the limit of the shares they have subscribed for. The Company is responsible for its debts to the limit of all of its assets.

Before amendments	After amendments
Article 12 For the ~~**purpose**~~ of the Articles of Association, the term "senior management members" shall include the Company's president ~~**(general manager)**~~, vice president ~~**(deputy general manager)**~~, the financial ~~**controller**~~, secretary to the board of directors and other persons determined by the board of directors.	Article 12 For the **purposes** of these Articles of Association, "senior management personnel" shall include the Company's president, **co-president**, vice president, **chief** financial **officer**, secretary of the board of directors and such other persons as determined by the board of directors.
Article 15 The Company's shares shall be in the form of registered share certificates. The share certificates of the Company shall ~~**contain the following major**~~ particulars: ~~**(1) the name of the Company;**~~ ~~**(2) the incorporation date of the Company;**~~ ~~**(3) the class of shares, nominal value thereof and the number of shares represented;**~~ ~~**(4) the serial number of the share certificate;**~~ ~~**(5) other items to be contained as required by the Company Law and the securities regulatory authorities of the place(s) where the Company's shares are listed;**~~ ~~**(6) where the share capital of the Company includes shares which do not carry voting right, the words "non-voting rights" shall appear in the designation of such shares;**~~	Article 15 The Company's shares shall be in the form of registered share certificates. **The Company's shares may be in paper form or in uncertificated form. Where the issuance, trading and registration of the Company's shares involve uncertificated arrangements, the separate provisions of the securities regulatory authorities and stock exchanges of the places where the Company's shares are listed shall apply.** **In addition to the particulars required by the Company Law,** the share certificates of the Company shall **also set out such other** particulars **as may be required by the stock exchanges on which the Company's shares are listed.** The Company may issue overseas listed foreign shares in the form of foreign depository receipts or other derivative means in accordance with the laws and usual practice for securities registration and depository in the place where the Company's shares are listed.

Before amendments	After amendments
~~**(7) where the share capital includes shares with different voting rights, the designation of each class of shares, other than those with the most favorable voting rights, shall include the words "restricted voting" or "limited voting".**~~ The Company may issue overseas listed foreign shares in the form of foreign depository receipts or other derivative means in accordance with the laws and usual practice for securities registration and depository in the place where the Company's shares are listed.	
~~**Article 16 The Company shall have ordinary shares at any time; the Company may have other classes of shares according to its need and upon approval by the authorities that is authorized by the State Council.**~~	**Delete**
Article 21 ~~**Upon the completion of the initial public offering of the H Shares (the Overallotment Option is exercised),**~~ the total share capital of the Company ~~**comprises 1,900,411,178**~~ shares, all of which are ordinary shares, including 1,663,911,378 A ~~**ordinary**~~ shares, representing ~~**87.56**~~% of the total share capital of the Company, and ~~**236,499,800**~~ H ~~**ordinary**~~ shares, representing ~~**12.44**~~% of the total share capital of the Company.	Article **20** The total share capital of the Company **shall be 2,211,313,909** shares, all of which shall be ordinary shares, including 1,663,911,378 A shares, representing **75.25**% of the total share capital of the Company, and **547,402,531** H shares, representing **24.75**% of the total share capital of the Company.

Before amendments	After amendments
Article 22 The Company and its subsidiaries (including the Company's affiliated enterprises) shall not provide financial assistance in the form of gifts, advances, guarantees or borrowings to other people for the acquisition of the Company's shares~~, except for the implementation of the Company's employee stock ownership plan~~. ~~For the interests of the Company, upon a resolution of the general meeting, or a resolution of the board of directors in accordance with the authorization of the general meeting, the Company may provide financial assistance to other people for the acquisition of the Company's shares, provided that the cumulative total amount of the financial assistance shall not exceed ten percent of the total issued share capital. Resolutions made by the board of directors shall be approved by more than two-thirds of all directors.~~	Article **21** The Company and its subsidiaries (including the Company's affiliated enterprises) shall not provide financial assistance in the form of gifts, advances, guarantees or borrowings to other people for the acquisition of the Company's shares.

Before amendments	After amendments
Article 23 The Company may, based on its operating and development needs and in accordance with the laws and regulations and the resolution of any general meeting, increase its registered capital by the following methods: (I) an issue of shares to unspecified persons; (II) an issue of shares to specified persons; (III) offering of bonus shares to existing shareholders; (IV) the conversion of provident funds into share capital; (V) placement of new shares to existing shareholders; and (VI) any other methods governed by laws and administrative regulations and the securities regulatory authorities in the place where the shares of the Company are listed.	Article **22** The Company may, based on its operating and development needs and in accordance with the laws and regulations and the resolution of any general meeting, increase its registered capital by the following methods: (I) an issue of shares to unspecified persons; (II) an issue of shares to specified persons; (III) offering of bonus shares to existing shareholders; (IV) the conversion of provident funds into share capital; (V) placement of new shares to existing shareholders; and (VI) any other methods governed by laws and administrative regulations and the securities regulatory authorities in the place where the shares of the Company are listed.
~~**Any increase in capital of**~~ the Company ~~**by way of issuing**~~ new shares shall be subject to ~~**approval under**~~ the Articles of Association ~~**and completion of the relevant procedures as prescribed by the relevant laws and administrative regulations of the State**~~.	**Where** the Company **issues** new shares, **convertible corporate bonds, depositary receipts or other financial products that are convertible into newly issued shares of the Company, the issuance and conversion (including conversion into shares, redemption/exchange, and exercise) of such products, as well as any resulting change in the Company's share capital,** shall be subject to **the applicable laws and regulations, the securities regulatory rules of the places where the Company's shares are listed,** the Articles of Association, **and the terms of the relevant product documents**.

Before amendments	After amendments
Article 28 Shares of the Company shall be transferred in accordance with the laws. Shares of the Company can be transferred in accordance with the laws. Restriction, reduction and other changes of shares held by shareholders, directors and senior management members of the Company shall comply with the Company Law, the Securities Law, the Rules Governing the Listing of Shares on the SSE, the Hong Kong Listing Rules and relevant requirements on share changes of the CSRC and the stock exchange and regulatory authorities of the place where the shares of the Company are listed. All transfer of H Shares shall be executed with a written instrument of transfer in a general or ordinary form or in other format acceptable to the board of directors (including the standard transfer format or form of transfer that the Stock Exchange may provide from time to time); the instrument of transfer may be signed by hand only or affixed with the Company's valid seal (if the transferor or transferee is a company). If the transferor or transferee is a recognized clearing house (the "Recognized Clearing House") as defined in the relevant ordinances in force from time to time under the laws of Hong Kong, or its agents, the instrument of transfer may be signed by hand or by machine imprinted signatures. All instruments of transfer shall be kept at the legal address of the Company or other place designated by the board of directors from time to time.	Article **27** Shares of the Company shall be transferred in accordance with the laws. Shares of the Company can be transferred in accordance with the laws. Restriction, reduction and other changes of shares held by shareholders, directors and senior management members of the Company shall comply with the Company Law, the Securities Law, the Rules Governing the Listing of Shares on the SSE, the Hong Kong Listing Rules and relevant requirements on share changes of the CSRC and the stock exchange and regulatory authorities of the place where the shares of the Company are listed. All transfer of H Shares shall be executed with a written instrument of transfer in a general or ordinary form or in other format acceptable to the board of directors (including the standard transfer format or form of transfer that the Stock Exchange may provide from time to time); the instrument of transfer may be signed by hand only or affixed with the Company's valid seal (if the transferor or transferee is a company). If the transferor or transferee is a recognized clearing house (the "Recognized Clearing House") as defined in the relevant ordinances in force from time to time under the laws of Hong Kong, or its agents, the instrument of transfer may be signed by hand or by machine imprinted signatures. All instruments of transfer shall be kept at the legal address of the Company or other place designated by the board of directors from time to time. **Subject to and within the scope of application of the rules for a Paperless Securities Market, shares may be evidenced and transferred by electronic means, and no paper documents shall be required for such purpose.**

Before amendments	After amendments
Article 59 The convener shall notify all shareholders by way of announcement ~~**21**~~ days prior to the convening of the annual general meeting, and each shareholder shall be notified by way of announcement 15 days prior to the convening of the extraordinary general meeting. The Company excludes the date of the meeting from the calculation of the starting period.	Article **58** The convener shall notify all shareholders by way of announcement **20** days prior to the convening of an annual general meeting, and each shareholder shall be notified by way of announcement **10 business days or** 15 days prior to the convening of an extraordinary general meeting, **whichever is longer**. The Company excludes the date of the meeting from the calculation of the starting period.
Article 71 The Chairman of the board of directors shall preside over the general meetings. If the Chairman is unable to perform his or her duties or fails to perform his or her duties, ~~**the co-chairman (if any, and in case of two or more co-chairmen in the Company**~~, the ~~**co-**~~chairman elected by more than half of directors ~~**shall preside over the meeting)**~~ shall preside over the meeting; ~~**if the co-chairman is unable to perform his or her duties or fails to perform his or her duties, the vice chairman (if any, and in case of two or more vice chairmen in the Company, the vice chairman elected by more than half of directors shall preside over the meeting) shall preside over the meeting.**~~ If the vice chairman is unable to perform his or her duties or fails to perform his or her duties, more than half of directors shall jointly elect one Director to preside over the meeting.	Article **70** The Chairman of the board of directors shall preside over the general meetings. If the Chairman is unable to perform his or her duties or fails to perform his or her duties, **one** vice chairman elected by more than half of **the remaining** directors shall preside over the meeting; If the vice chairman is unable to perform his or her duties or fails to perform his or her duties, more than half of **the remaining** directors shall jointly elect one Director to preside over the meeting. The convener of the Audit **and Supervision** Committee shall preside over the general meeting convened by the Audit **and Supervision** Committee. If convener of the Audit **and Supervision** Committee cannot or does not fulfill his or her duties, a member of the Audit **and Supervision** Committee jointly elected by a majority of all members of the Audit **and Supervision** Committee shall preside over the meeting.

Before amendments	After amendments
The convener of the Audit Committee shall preside over the general meeting convened by the Audit Committee. If convener of the Audit Committee cannot or does not fulfill his or her duties, a member of the Audit Committee jointly elected by a majority of all members of the Audit Committee shall preside over the meeting. A general meeting convened by the shareholders themselves shall be chaired by a representative or one elected by the convener. Where a general meeting is held and the chairman of the meeting violates the rules of procedure which makes it impossible for the general meeting to continue, a person may be elected at the general meeting to act as chairman and continue the meeting, subject to the approval of more than half of the attending shareholders having the voting rights.	A general meeting convened by the shareholders themselves shall be chaired by a representative or one elected by the convener. Where a general meeting is held and the chairman of the meeting violates the rules of procedure which makes it impossible for the general meeting to continue, a person may be elected at the general meeting to act as chairman and continue the meeting, subject to the approval of more than half of the attending shareholders having the voting rights.

Before amendments	After amendments
Article 80 The following shall be passed by an ordinary resolution of the general meeting: (I) the work report of the board of directors; (II) the profit distribution plan and plans for making up losses drafted by the board of directors; ~~**(III) the connected transactions which are subject to consideration at the general meeting**~~; (~~**IV**~~) the appointment or dismissal and the remuneration of the members of the board of directors and the method of payment of the remuneration; (~~**V**~~) ~~**the resolutions on**~~ the Company's engagement and dismissal of the accounting firms engaged in the audit work of the Company; (~~**VI**~~) matters other than those to be passed by a special resolution under relevant laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.	Article **79** The following shall be passed by an ordinary resolution of the general meeting: (I) the work report of the board of directors; (II) the profit distribution plan and plans for making up losses drafted by the board of directors; (III) the appointment or dismissal and the remuneration of the members of the board of directors and the method of payment of the remuneration; **(IV) issuing corporate bonds and other debt financing instruments;** **(V) employee share ownership plans;** (**VI**) the Company's engagement and dismissal of the accounting firms engaged in the audit work of the Company; **(VII) Changing the use of proceeds raised**; (**VIII**) matters other than those to be passed by a special resolution under relevant laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

Before amendments	After amendments
Article 96 Where a proposed resolution on the election of directors is passed at the general meeting, the time of taking office of the newly-elected directors shall be the time specified in the resolution of the general meeting. If the resolution of the general meeting does not specify the time of taking office, the term of office of the newly-elected directors or supervisors shall commence immediately after the relevant resolution is passed at the general meeting.	Article **95** Where a proposed resolution on the election of directors is passed at the general meeting, the time of taking office of the newly-elected directors shall be the time specified in the resolution of the general meeting. If the resolution of the general meeting does not specify the time of taking office, the term of office of the newly-elected directors or supervisors shall commence immediately after the relevant resolution is passed at the general meeting. **Where an employee director of the new term of the board of directors is democratically elected on a date earlier than the date on which the new term of the board of directors is formed, his/her date of taking office shall be the date on which the new term of the board of directors is formed; except in the aforesaid circumstance, his/her date of taking office shall be the date of such democratic election.**

Before amendments	After amendments
Article 98 The directors of the Company shall include executive directors, non-executive directors and independent directors. The directors of the Company shall be natural persons. ~~**Person**~~ falling under any of the following circumstances may not act as the directors of the Company: (I) a person who is unable or has limited ability to undertake any civil liabilities; (II) a person who has been convicted of an offense of bribery, corruption, embezzlement or misappropriation of property, or the destruction of socialist market economy order; or who has been deprived of his or her political rights due to his or her crimes, where less than five years have lapsed since the date of completion of the sentence or, in the case of a suspended sentence, where less than two years have lapsed since the date of expiration of the probation period;	Article **97** The directors of the Company shall include executive directors **(including an employee director)**, non-executive directors and independent directors. The directors of the Company shall be natural persons. **A person** falling under any of the following circumstances may not act as the directors of the Company: (I) a person who is unable or has limited ability to undertake any civil liabilities; (II) a person who has been convicted of an offense of bribery, corruption, embezzlement or misappropriation of property, or the destruction of socialist market economy order; or who has been deprived of his or her political rights due to his or her crimes, where less than five years have lapsed since the date of completion of the sentence or, in the case of a suspended sentence, where less than two years have lapsed since the date of expiration of the probation period;

Before amendments	After amendments
(III) a person who has been a former director, factory manager or manager of a company or an enterprise that has entered into insolvent liquidation and who was personally liable for the insolvency of such company or enterprise, where less than three years have elapsed since the date of the completion of the bankruptcy and liquidation of the company or enterprise;	(III) a person who has been a former director, factory manager or manager of a company or an enterprise that has entered into insolvent liquidation and who was personally liable for the insolvency of such company or enterprise, where less than three years have elapsed since the date of the completion of the bankruptcy and liquidation of the company or enterprise;
(IV) a person who has been a legal representative of a company or an enterprise that has had its business license revoked due to violations of the law and has been ordered to close down by law and the person was personally responsible, where less than three years have elapsed since the date of such revocation or order for closure;	(IV) a person who has been a legal representative of a company or an enterprise that has had its business license revoked due to violations of the law and has been ordered to close down by law and the person was personally responsible, where less than three years have elapsed since the date of such revocation or order for closure;
(V) a person who is liable for a relatively large amount of debts that are overdue and has been listed as a judgment defaulter by the People's Court;	(V) a person who is liable for a relatively large amount of debts that are overdue and has been listed as a judgment defaulter by the People's Court;
(VI) a person who has been barred from the securities market by the CSRC for a certain period of time and such period has not expired yet;	(VI) a person who has been barred from the securities market by the CSRC for a certain period of time and such period has not expired yet;
(VII) a person who has been publicly declared by any stock exchange to be unsuitable for serving as the directors and senior management of any listed company;	(VII) a person who has been publicly declared by any stock exchange to be unsuitable for serving as the directors and senior management of any listed company;

Before amendments	After amendments
(VIII) any other circumstances as permitted by applicable laws, administrative regulations, regulations of the authorities, or requirements under the listing rules of the place where the shares of the Company are listed. Any election, designation or appointment of directors in violation of this provision shall be invalid. The Company shall dismiss the directors if they are involved in the said circumstances during their respective term of office.	(VIII) any other circumstances as permitted by applicable laws, administrative regulations, regulations of the authorities, or requirements under the listing rules of the place where the shares of the Company are listed. Any election, designation or appointment of directors in violation of this provision shall be invalid. The Company shall dismiss the directors if they are involved in the said circumstances during their respective term of office.
Article 99 Directors shall be elected or replaced by the general meeting, and may further be removed from their office prior to the conclusion of the term thereof by the general meeting. The term of office of a director shall be three years, which is renewable upon reelection. The tenure of a director shall be from the date of appointment to the expiry of tenure of the current board of directors. If a director's tenure expires but a re-elected new director is not elected in time, then before the new director holding office on board, the original outgoing director shall still perform the duties as director, in accordance with applicable laws, administrative regulations, regulations of the authorities and the Articles of Association.	Article **98** **Non-employee** directors shall be elected or replaced by the general meeting, and may be removed from their office prior to the conclusion of the term thereof by the general meeting; **employee director shall be elected or removed through democratic election by the employees' representative congress, the employees' general meeting or other forms.** The term of office of a director shall be three years, which is renewable upon reelection. The tenure of a director shall be from the date of appointment to the expiry of tenure of the current board of directors. If a director's tenure expires but a re-elected new director is not elected in time, then before the new director holding office on board, the original outgoing director shall still perform the duties as director, in accordance with applicable laws, administrative regulations, regulations of the authorities and the Articles of Association.

Before amendments	After amendments
Subject to the relevant laws, regulations, and supervisory rules of the relevant stock exchange where the Company's shares are listed, any person appointed by the board of directors as a director to fill a temporary vacancy of the board or increase the number of board members shall serve such duty until the first annual general meeting of shareholders after their appointment, and shall be eligible for re-election at that time.	Subject to the relevant laws, regulations, and supervisory rules of the relevant stock exchange where the Company's shares are listed, any person appointed by the board of directors as a director to fill a temporary vacancy of the board or increase the number of board members shall serve such duty until the first annual general meeting of shareholders after their appointment, and shall be eligible for re-election at that time.
Article 104 The Company has a system in place to manage the departure of directors, which specifies safeguards for guideline on pursuing and recovering liability for unfulfilled public commitments and other outstanding matters. When a director's resignation takes effect or his term of service expires, the director shall complete all handover procedures with the board of directors. His/her fiduciary duty towards the Company and the shareholders shall not expire after the end of his term of service **~~office and will still be effective for a reasonable period as specified by the Articles of Association. The liability that a director bears during the term of office due to the performance of his/her duties shall not be waived or terminated upon leaving office~~**.	Article **103** The Company has a system in place to manage the departure of directors, which specifies safeguards for guideline on pursuing and recovering liability for unfulfilled public commitments and other outstanding matters. When a director's resignation takes effect or his term of service expires, the director shall complete all handover procedures with the board of directors. His/her fiduciary duty towards the Company and the shareholders shall not expire after the end of his term of service.

Before amendments	After amendments
The director's obligation to maintain the confidentiality of the Company's trade secrets including core technologies shall remain valid until such secrets enter the public domain. Directors shall not use the core technology of the Company that they have mastered in the same or similar businesses after their resignation ~~**and remain loyal to the Company and shareholders within two years after the end of his/her term of service**~~. The terms for which other obligations shall ~~**to**~~ continue shall be decided upon in accordance with the principle of fairness, depending on the time which has elapsed between the termination of tenure and the occurrence of the matter and the circumstances and conditions under which the relationship with the Company is terminated. The responsibilities that a director should bear during his tenure in office for performing his duties shall not be waived or terminated upon his resignation.	The director's obligation to maintain the confidentiality of the Company's trade secrets including core technologies shall remain valid until such secrets enter the public domain. Directors shall not use the core technology of the Company that they have mastered in the same or similar businesses after their resignation. The terms for which other obligations shall continue shall be decided upon in accordance with the principle of fairness, depending on the time which has elapsed between the termination of tenure and the occurrence of the matter and the circumstances and conditions under which the relationship with the Company is terminated. The responsibilities that a director should bear during his tenure in office for performing his duties shall not be waived or terminated upon his resignation.
Article 105 The general meeting may remove any director by ~~**a**~~ resolution, which shall come into effect from the date on which such resolution is made. Where a director is removed from office prior to expiration of his/her term of office without justifiable cause, the director may demand compensation from the Company.	Article **104** The general meeting may remove any **non-employee** director by **an ordinary** resolution, which shall come into effect from the date on which such resolution is made. Where a director is removed from office prior to expiration of his/her term of office without justifiable cause, the director may demand compensation from the Company.

Before amendments	After amendments
Article 108 The Company established a board of directors, who shall comprise **ten** directors and one chairman and may ~~**have co-chairman**~~ and deputy chairman ~~**according to the needs of the work**~~. The chairman, ~~**the co-chairman**~~ and the ~~**deputy**~~ chairman shall be elected ~~**or removed**~~ by more than half of all the directors of the board ~~**and shall be responsible for the general meeting**~~.	Article **107** The Company established a board of directors, who shall comprise **10** directors, **including 3 executive directors (1 of whom shall be an employee director), 3 non-executive directors, and 4 independent directors**. **The board of directors shall have 1** chairman, **2 vice** chairmen, and **1 lead independent director**. The chairman and **vice** chairmen shall be elected by more than half of all the directors of the board.
Article 109 The board of directors shall exercise the following powers and duties: (I) to convene the general meeting and to report on its work to the general meeting; (II) to implement the resolutions adopted by the general meeting; (III) to determine the Company's business plans and investment plans; (IV) to formulate the Company's profit distribution plans and plans to cover losses; (V) to formulate the plans for the increase or reduction of the Company's registered capital and the plans for the issuance of the Company's bonds or other securities and listing plans; (VI) to draft the plans for major acquisitions, repurchases of the Company's shares or merger, division, dissolution or change of the corporate form of the Company;	Article **108** The board of directors shall exercise the following powers and duties: (I) to convene the general meeting and to report on its work to the general meeting; (II) to implement the resolutions adopted by the general meeting; (III) to determine the Company's business plans and investment plans; (IV) to formulate the Company's profit distribution plans and plans to cover losses; (V) to formulate the plans for the increase or reduction of the Company's registered capital and the plans for the issuance of the Company's bonds or other securities and listing plans; (VI) to draft the plans for major acquisitions, repurchases of the Company's shares or merger, division, dissolution or change of the corporate form of the Company;

Before amendments	After amendments
(VII) to decide to repurchase the Company's shares according to the circumstances stated in the item (III), (V) and (VI) of the first paragraph of Article 25 in the Articles of Association;	(VII) to decide to repurchase the Company's shares according to the circumstances stated in the item (III), (V) and (VI) of the first paragraph of Article 25 in the Articles of Association;
(VIII) to determine, within the scope authorized by the general meeting, such matters as the Company's external investments, the purchase and sale of assets, asset mortgages, external guarantees, entrusted wealth management, related-party transactions and external donations;	(VIII) to determine, within the scope authorized by the general meeting, such matters as the Company's external investments, the purchase and sale of assets, asset mortgages, external guarantees, entrusted wealth management, related-party transactions and external donations;
(IX) to decide on the establishment of the Company's internal management organizations;	(IX) to decide on the establishment of the Company's internal management organizations;

Before amendments	After amendments
(X) to decide to appoint or remove the Company's president, the secretary of the board of directors ~~**and other senior management**~~, and, according to the nomination of the president, to decide to appoint or remove the senior management members of the Company, such as the vice president and chief financial officer and decide on matters relating to their remuneration and rewards;	(X) **Upon nomination by the chairman**, to decide to appoint or remove the Company's president, **co-president and** the secretary of the board of directors, and, according to the nomination of the president **and the co-president**, to decide to appoint or remove the senior management members of the Company, such as the vice president and chief financial officer and decide on matters relating to their remuneration and rewards; **and to decide on the appointment or change of the company secretary (H share) and the authorized representative of the Company**;
(XI) to formulate and amend the Company's basic management policy;	(XI) to formulate and amend the Company's basic management policy;
(XII) to formulate the plans for the amendment of the Articles of Association;	(XII) to formulate the plans for the amendment of the Articles of Association;
(XIII) to manage the Company's information disclosure;	(XIII) to manage the Company's information disclosure;
(XIV) to propose to the general meeting the appointment or replacement of an accounting firm that performs audits for the Company;	(XIV) to propose to the general meeting the appointment or replacement of an accounting firm that performs audits for the Company;
(XV) to listen to the work report of the president of the Company and inspect the work of the president;	(XV) to listen to the work report of the president and **co-president** of the Company and inspect the work of the president **and co-president**;
(XVI) other powers and duties conferred by laws, administrative regulations, regulations of the authorities, securities regulatory rules of the place where the shares of the Company are listed, the Articles of Association or general meeting.	(XVI) other powers and duties conferred by laws, administrative regulations, regulations of the authorities, securities regulatory rules of the place where the shares of the Company are listed, the Articles of Association or general meeting.

Before amendments	After amendments
The board of directors may resolve on the matters specified in the above paragraphs by approval of more than half of ~~**the directors**~~ present at the meeting of the board of directors save for the issues specified in (V), (VI) and (XII), for which approval of ~~**two-thirds of the directors present at the meeting of the board of directors is required**~~. Matters beyond the scope of authorization of the general meeting should be submitted to the general meeting for consideration.	The board of directors may resolve on the matters specified in the above paragraphs by approval of more than half of **all the directors and by the affirmative votes of not less than two-thirds of the directors** present at the meeting of the board of directors save for the issues specified in (V), (VI), **(VIII)** and (XII), for which approval of **more than half of all the directors**. Matters beyond the scope of authorization of the general meeting should be submitted to the general meeting for consideration.
Article 111 The board of directors shall formulate the rules of procedures of the meetings of the board of directors to ensure the board of directors' implementation of the resolutions of the general meeting, so as to improve the efficiency of work and ensure scientific decision-making.	Article **110** The board of directors shall formulate the rules of procedures of the meetings of the board of directors to ensure the board of directors' implementation of the resolutions of the general meeting, so as to improve the efficiency of work and ensure scientific decision-making. **The rules of procedure of the board of directors shall be an annex to the Articles of Association, formulated by the board of directors and approved by the general meeting.**

Before amendments	After amendments
~~The board of directors shall have the right to decide to make external investment, purchase and sale of assets, asset mortgages, external guarantees, entrusted wealth management, finance, engage in connected transactions, and make external donations within a certain limit, subject to compliance with the securities regulatory rules of the place where the shares of Company are listed. The board of directors shall abide by the principles of legality, compliance, prudence, and safety when exercising the above-mentioned rights, establish strict review and decision-making procedures, and organize relevant experts and professionals to review major investment projects, and submit them to the general meeting for approval. The specific approval authority of the board of directors is as follows:~~ ~~(I) investments with a total amount not exceeding 30% of the Company's latest audited total assets within a complete accounting year, including external investments, purchase and sale of assets, entrusted wealth management, and other legally compliant corporate investment activities;~~	Except for matters that reach the decision-making threshold of the general meeting in accordance with the relevant provisions of the Company Law, the Securities Law, the securities regulatory rules of the places where the Company's shares are listed and other applicable regulations, all other matters shall be decided by the board of directors of the Company or by such institutions or persons as authorized by the board of directors, and the specific authorities shall be specified in the corresponding rules and regulations of the Company.

Before amendments	After amendments
~~(II) financing that does not exceed 60% of the audited net assets of the previous year within a complete accounting year, which refers to the Company's bond financing to financial institutions and other enterprises (but does not include issuing bonds, which shall be authorized separately by the general meeting resolved by the board of directors);~~ ~~(III) the issues of financial assistance other than those required to be considered by the general meeting as set out in the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange and external guarantees other than those listed in Article 47 of the Articles of Association (including but not limited to asset mortgages, pledges, guarantees, etc.);~~ ~~(IV) connected transactions between the Company and its affiliated natural persons with a transaction amount of over RMB300,000 (excluding external guarantees); and related party transactions with affiliated legal persons (or other organizations) with a transaction amount of over RMB3 million, and accounting for more than 0.5% of the absolute value of the Company's latest audited net assets (excluding external guarantees) within a complete accounting year.~~	

Before amendments	After amendments
~~When exercising the above-mentioned powers and duties, the board of directors shall comply with relevant laws, regulations, rules, and the Rules Governing the Listing of Shares on the SSE and the Hong Kong Listing Rules; where the laws and regulations and securities regulations and rules of the places where the Company's shares are listed have any additional limitations or waivers in respect of the participation, voting and approval authorization by directors in board meetings, the Company shall comply with such provisions.~~ ~~Subject to compliance with the listing rules of the place where the shares of Company are listed, the board of directors may authorize the chairman, the president or the related internal institutions to make decisions and exercise the aforementioned powers and duties of the board of directors as stipulated in the Articles of Association during its closing period. The specific decisionmaking authority shall be clarified by the resolution of the board of directors or relevant rules and regulations of the Company.~~	

Before amendments	After amendments
Article 112 The chairman shall exercise the following powers and duties: (I) presiding over general meeting, convening and presiding over meetings of the board of directors; (II) supervising and inspecting the implementation of resolutions of the board of directors; (III) **~~exercising the powers and duties of the legal representative~~**; (IV) **~~in the event of a force majeure emergency such as a catastrophic natural disaster, exercise the special right to dispose of the Company's affairs in accordance with the laws, regulations, securities regulatory provisions of the place where the shares of the Company are listed and the interests of the Company, and report to the board of directors of the Company and general meeting afterwards~~**; (V) other powers and duties granted by the board of directors.	Article **111** The chairman shall exercise the following powers and duties: (I) presiding over general meeting, convening and presiding over meetings of the board of directors; (II) supervising and inspecting the implementation of resolutions of the board of directors; (III) **proposal of the convening of an interim meeting of the board of directors**; (IV) **nomination of candidates for the president, co-presidents and the secretary of the board of directors of the Company**; (V) other powers and duties granted by the board of directors.

Before amendments	After amendments
Article 113 The ~~**co-chairman and deputy**~~ chairman of the Company assist the chairman in his work. Where the chairman is unable or fails to perform ~~**its**~~ duties, ~~**such duties shall be performed by the co-chairman (if the Company has two or more co-chairmen, such duties shall be performed by the co-chairman jointly elected by a simple majority of directors); if the co-chairman is unable or fails to perform such duties,**~~ such duties shall be performed by ~~**deputy**~~ chairman ~~**(if the Company has two or more deputy chairmen, such duties shall be performed by the deputy chairman jointly elected by a simple majority of directors)**~~; if the ~~**deputy**~~ chairman is unable or fails to perform such duties, such duties shall be performed by a director jointly elected by a simple majority of directors.	Article **112** The **vice** chairman of the Company assist the chairman in his work. Where the chairman is unable or fails to perform **his or her** duties, such duties shall be performed by the **vice** chairman; if the **vice** chairman is unable or fails to perform such duties, such duties shall be performed by a director jointly elected by a simple majority of directors.

Before amendments	After amendments
Article 114 The board of directors shall hold at least one meeting every quarter, convened by the chairman, and notify all directors in writing 14 days before the meeting is held. ~~**A**~~ regular ~~**meeting**~~ of board of directors ~~**does not include the practice of obtaining consent of board of directors through the circulation of written resolutions**~~. Article 115 Shareholders representing more than one tenth of the voting rights, or more than one-third of the board of directors, or more than half of the independent directors, or the audit committee member, may propose to convene an extraordinary general meeting of the board of directors. The chairman shall convene and preside over the meeting of the board of directors within 10 days after receiving the proposal. The chairman may also convene and preside over extraordinary general meetings of the board of directors when deemed necessary.	Article **113 Meetings of the board of directors shall be divided into regular meetings and interim meetings.** The board of directors shall hold at least one **regular** meeting every quarter, convened by the chairman, and notify all directors in writing 14 days before the meeting is held. Shareholders representing more than one tenth of the voting rights, or more than one-third of the board of directors, or more than half of the independent directors, or the audit **and supervision** committee member, may propose to convene an extraordinary general meeting of the board of directors. The chairman shall convene and preside over the meeting of the board of directors within 10 days after receiving the proposal **of extraordinary general meetings by the chairman, the president and the co-president**. The chairman may also convene and preside over extraordinary general meetings of the board of directors when deemed necessary. Regular **meetings** of the board of directors **shall not be held by way of written circulation.**

Before amendments	After amendments
Article 117 The notice of the meeting of the board of directors shall at least include the following: (I) the time and venue of the meeting; (II) the ~~**duration of the meeting**~~; (III) the ~~**purpose and**~~ matters to be discussed; (IV) the date of issuing the notice.	Article **116** The notice of the meeting of the board of directors shall at least include the following: (I) the time, venue and **duration** of the meeting; (II) the **manner in which** the meeting **is to be held**; (III) the matters to be discussed; (IV) the date of issuing the notice; **(V) the written proposal of the proposer of an interim meeting (if any)**. **The resolutions of the meeting of the board of directors may be issued together with the notice of the meeting or after the notice is issued, but shall in any event be issued at least 3 days prior to the date of the meeting. Where issued later, the proposer shall explain the reasons at the meeting and ensure that the directors have sufficient time to review and discuss them. Once issued, the resolutions of the meeting of the board of directors shall in principle not be amended; where supplementation or adjustment is truly necessary, it shall be limited to non-substantive matters, and an updated version shall be sent promptly.**

Before amendments	After amendments
Article 119 If directors have associated relationship with enterprises or individual involved in issues to be determined in the extraordinary general meeting of the board of directors, such directors shall report to the Board in writing promptly. Any Director having affiliated relationship shall not exercise the voting power on the resolution or exercise the voting power on behalf of other directors. The meeting of the board of directors may be held with over one-half directors without associated relationship, and the resolutions of the meeting of the board of directors shall be approved by over one-half directors without associated relationship. If the unassociated directors attending the meeting of the board of directors are less than 3 people, the issues shall be submitted to the general meetings for ~~**examination**~~. ~~**If a substantial shareholder or a director has a conflict of interest in a matter to be considered by the board of directors which the board of directors has determined to be material, the matter shall be dealt with by convening a physical meeting of the board of directors rather than a written resolution. Independent non-executive directors who, and whose close associates, have no material interest in the transaction should be present at that the meeting of the board of directors. If there are any additional restrictions on directors' participation in meeting of the board of directors and voting imposed by laws, regulations and securities regulatory rules of the place where the shares of the Company are listed, such provisions shall prevail.**~~	Article **118** If directors have associated relationship with enterprises or individual involved in issues to be determined in the extraordinary general meeting of the board of directors, such directors shall report to the Board in writing promptly. Any Director having affiliated relationship shall not exercise the voting power on the resolution or exercise the voting power on behalf of other directors. The meeting of the board of directors may be held with over one-half directors without associated relationship, and the resolutions of the meeting of the board of directors shall be approved by over one-half directors without associated relationship. If the unassociated directors attending the meeting of the board of directors are less than 3 people, the issues shall be submitted to the general meetings for **approval**.

Before amendments	After amendments
Article 120 **~~Resolutions to be adopted at the~~** meeting of the board of directors shall be **~~voted by a show of hands or in writing~~**. Unless otherwise provided by the securities regulatory rules of the place where the shares of the Company are listed and the Articles of Association, the extraordinary general meetings of the board of directors may, under the premise that directors will be guaranteed to have their opinions fully and thoroughly expressed, be conducted via **~~facsimile or other communication~~** and resolutions may be passed thereat, to be signed by the directors present at the meeting. The Company shall disclose the relevant voting results to the extent in compliance with the laws, administrative regulations, regulations of the authorities and securities regulatory rules of the place where the shares of the Company are listed.	Article **119** Meetings of the board of directors shall be **held and resolutions voted upon by way of physical attendance, electronic communication, or a combination of both**. Unless otherwise provided by the securities regulatory rules of the place where the shares of the Company are listed and the Articles of Association, the extraordinary general meetings of the board of directors may, under the premise that directors will be guaranteed to have their opinions fully and thoroughly expressed, be conducted via **electronic communication** and resolutions may be passed thereat, to be signed by the directors present at the meeting. The Company shall disclose the relevant voting results to the extent in compliance with the laws, administrative regulations, regulations of the authorities and securities regulatory rules of the place where the shares of the Company are listed.

Before amendments	After amendments
Article 123 The minutes of meetings of the board of directors shall include the following: (I) the ~~**date**~~, venue of the meeting, ~~**the agenda**~~ and ~~**the name of the convener**~~; (II) the names of the chairperson of the meeting and the attendees and observers present at the meeting; (III) remarks made by each director; (IV) the voting method of each resolution and the result (~~**with the voting result to**~~ include the number of polls ~~**that vote for**~~, against or abstaining); (V) Other matters that should be recorded as stipulated in this Articles of Association.	Article **122** The minutes of a meeting of the board of directors shall include the following: (I) the **session number** of the meeting and the **time**, venue and **manner of its convening**; (II) **the circumstances of the issuance of the meeting notice**; (**III**) the names of the **convener** of the meeting, the chairperson of the meeting and the attendees and observers present at the meeting; (**IV**) **the circumstances of directors attending in person and attending by proxy**; (**V**) **a description of the meeting procedures and the convening of the meeting**; (**VI**) **the proposals considered at the meeting, the key points of each director's remarks and principal opinions on the relevant matters, and his/her voting intention on the proposals**; (**VII**) the voting method of each resolution and the result (include the number of polls **in favor**, against and abstaining); (**VIII**) other matters that should be recorded as stipulated in this Articles of Association **or deemed necessary by the attending directors**.

Before amendments	After amendments
Article 135 The board of directors of the Company has established other special committees, including the Strategy and Sustainability Committee, the Nomination Committee ~~and~~ the Remuneration and Appraisal Committee to perform their duties in accordance with the Articles of Association and the authorization of the board of directors, and the proposals of the special committees shall be submitted to the board of directors for deliberation and decision. The board of directors shall be responsible for formulating the terms of reference of the special committees. A majority of the members of the Nomination Committee shall be independent directors, and an independent director shall act as the chairman of the Nomination Committee (convener); and a majority of the members of the Remuneration and Appraisal Committee shall be independent directors, and an independent director shall act as the chairman of the Remuneration and Appraisal Committee (convener). The principal duties of the special committees of the board of directors are identified in the rules of procedures of the meetings of the board of directors and the working rules of the special committees.	Article **134** The board of directors of the Company has established other special committees, including the Strategy and Sustainability Committee, the Nomination Committee, the Remuneration and Appraisal Committee**, the Audit and Supervision Committee and the Execution and Investment Committee** to perform their duties in accordance with the Articles of Association and the authorization of the board of directors, and the proposals of the special committees shall be submitted to the board of directors for deliberation and decision. The board of directors shall be responsible for formulating the terms of reference of the special committees. A majority of the members of the Nomination Committee shall be independent directors, and an independent director shall act as the chairman of the Nomination Committee (convener); and a majority of the members of the Remuneration and Appraisal Committee shall be independent directors, and an independent director shall act as the chairman of the Remuneration and Appraisal Committee (convener). The principal duties of the special committees of the board of directors are identified in the rules of procedures of the meetings of the board of directors and the working rules of the special committees.

Before amendments	After amendments
Add	**Article 137 The Execution and Investment Committee shall be composed of non-independent directors of the Company. During the recess of the board of directors, it shall be responsible for the daily work of the board of directors, oversee the implementation of the resolutions of the general meeting and the board of directors, and handle decision-making and execution matters within the scope authorized by the board of directors, as well as transactions such as external mergers and acquisitions, construction and investment, and disposal of assets. It shall also, on behalf of the board of directors, formulate important rules and regulations.**
Article 138 The Company shall have one president, who shall be decide on the appointment or dismissal by the board of directors. The Company shall have ~~**several**~~ vice presidents, who shall be decide on the appointment or dismissal by the board of directors.	Article 138 The Company shall have one president **and one co-president**, who shall be decide on the appointment or dismissal by the board of directors. The Company shall have vice presidents, **the chief financial officer and other senior management personnel**, who shall be decide on the appointment or dismissal by the board of directors.
Article 141 The president's term of office is three years, and he or she can be re-elected if re-appointed.	Article 141 The president **and co-president's** term of office is three years, and he or she can be re-elected if re-appointed.

Before amendments	After amendments
Article 142 The president of the Company shall be accountable to the board of directors and shall exercise the following powers: (I) to preside over the operation and management of the Company, organize the implementation of the resolutions of the board of directors, and report to the board of directors; (II) to organize the implementation of the Company's annual operation plans and investment plans; (III) to draft the plan for the establishment of the Company's internal management organizations; (IV) to draft the basic management policy of the Company; (V) to formulate specific rules and regulations of the Company; (VI) to propose to the board of directors on the appointment or dismissal of the Company's vice president and chief financial officer;	Article 142 The president **and co-president** of the Company shall be accountable to the board of directors and shall exercise the following powers: (I) to preside over the operation and management of the Company, organize the implementation of the resolutions of the board of directors, and report to the board of directors; (II) to organize the implementation of the Company's annual operation plans and investment plans; (III) to draft the plan for the establishment of the Company's internal management organizations; (IV) to draft the basic management policy of the Company; (V) to formulate specific rules and regulations of the Company; (VI) to propose to the board of directors on the appointment or dismissal of the Company's vice president and chief financial officer;

Before amendments	After amendments
(VII) to determine to appoint or dismiss the management personnel except for those who should be appointed or dismissed by the board of directors; (VIII) such other powers granted by the Articles of Association or the board of directors. The president of the Company shall attend meetings of the board of directors.	(VII) to determine to appoint or dismiss the management personnel except for those who should be appointed or dismissed by the board of directors; (**VIII**) **to propose the convening of an interim meeting of the board of directors**; (**IX**) such other powers granted by the Articles of Association or the board of directors. The president **and co-president** of the Company shall attend meetings of the board of directors. **The specific division of duties between the president and the co-president shall be determined by the board of directors separately.**
Article 144 The working rules of the president shall include the following: (I) conditions for the convening of and the procedure for the meeting of the president, and the personnel to attend the meeting; (II) specific duties and allocation of work of the president and other senior management members; (III) the authority to utilize the Company's funds and assets and to enter into significant contracts, and the reporting system to the board of directors; (IV) other matters which the board of directors considers necessary.	Article 144 The working rules of the president shall include the following: (I) conditions for the convening of and the procedure for the meeting of the president, and the personnel to attend the meeting; (II) specific duties and allocation of work of the president, **co-president** and other senior management members; (III) the authority to utilize the Company's funds and assets and to enter into significant contracts, and the reporting system to the board of directors; (IV) other matters which the board of directors considers necessary.

Before amendments	After amendments
Article 145 The ~~**President**~~ may resign before the end of his term of office. The specific procedures and methods for the ~~**president's**~~ resignation shall be stipulated in the labor contract between the president and the Company.	Article 145 The **president and co-president** may resign before the end of his term of office. The specific procedures and methods for the resignation shall be stipulated in the labor contract between the president, **co-president** and the Company.
Article 146 The vice president shall be nominated by the president, and shall be appointed or dismissed by the board of directors. ~~**The vice president**~~ shall assist the president in working and shall perform the relevant duties according to the work allocation.	Article 146 The vice presidents **and the chief financial officer** shall be nominated by the president **and the co-president**, and shall be appointed or dismissed by the board of directors. **They** shall assist the president **and the co-president** in working and shall perform the relevant duties according to the work allocation.
Article 147 The Company has a board secretary who is responsible for the preparation of the company's general meeting and board, the safekeeping of documents, the management of the company's shareholder information, and the handling of information disclosure matters. The secretary of the board shall abide by the relevant provisions of laws, administrative regulations, departmental regulations and this charter.	Article 147 The Company has a board secretary who is responsible for the preparation of the company's general meeting and board, the safekeeping of documents, the management of the company's shareholder information, and the handling of information disclosure matters. **The Company is listed on both the Shanghai Stock Exchange and The Stock Exchange of Hong Kong Limited. The Company shall have an A share securities affairs representative and an H share company secretary to assist the secretary of the board in performing his/her duties.** The secretary of the board shall abide by the relevant provisions of laws, administrative regulations, departmental regulations and this charter.

Before amendments	After amendments
Article 153 When distributing profits after taxation of the year, the Company shall set aside 10% of its profits for the Company's statutory reserve until the fund has reached 50% or more of the Company's registered capital. If the statutory reserve fund is insufficient to cover losses from previous years, the current year's profits shall first be used for making up such losses before the statutory reserve fund is allocated according to the provisions of the preceding paragraph. After the Company has allocated the statutory reserve fund from the after tax profits, it may allocate a discretionary reserve fund from the after-tax profits, upon a resolution being made by the general meeting. After the Company covers its losses and makes allocations to its reserve, the remaining profits after taxation may be distributed in proportion to the number of shares held by the shareholders, except for those which are not distributed in a proportionate manner as provided by the Articles of Association.	Article 153 When distributing profits after taxation of the year, the Company shall set aside 10% of its profits for the Company's statutory reserve until the fund has reached 50% or more of the Company's registered capital. If the statutory reserve fund is insufficient to cover losses from previous years, the current year's profits shall first be used for making up such losses before the statutory reserve fund is allocated according to the provisions of the preceding paragraph. After the Company has allocated the statutory reserve fund from the after tax profits, it may allocate a discretionary reserve fund from the after-tax profits, upon a resolution being made by the general meeting. After the Company covers its losses and makes allocations to its reserve, the remaining profits after taxation may be distributed in proportion to the number of shares held by the shareholders, except for those which are not distributed in a proportionate manner as provided by the Articles of Association.

Before amendments	After amendments
If the general meeting, in violation of the Company Law, distributes profits to the shareholders, the profits so distributed shall be returned to the Company; in case of losses caused to the Company, shareholders and responsible directors and senior management shall be liable for compensation. The Company shall not distribute any profits in respect of the shares held by it. The Company shall appoint one or more receiving agents in Hong Kong for the holders of the H Shares. A receiving agent shall, on behalf of the relevant shareholders, receive and hold the dividends and other amounts distributed by the Company in respect of the H Shares for further payment to those shareholders. The receiving agents appointed by the Company shall comply with the laws, regulations and the provisions of the securities supervisory rules in the place where the Company's shares are listed.	If the general meeting, in violation of the Company Law, distributes profits to the shareholders, the profits so distributed shall be returned to the Company; in case of losses caused to the Company, shareholders and responsible directors and senior management shall be liable for compensation. The Company shall not distribute any profits in respect of the shares held by it. The Company shall appoint one or more receiving agents in Hong Kong for the holders of the H Shares. A receiving agent shall, on behalf of the relevant shareholders, receive and hold the dividends and other amounts distributed by the Company in respect of the H Shares for further payment to those shareholders. The receiving agents appointed by the Company shall comply with the laws, regulations and the provisions of the securities supervisory rules in the place where the Company's shares are listed. **Subject to compliance with the securities regulatory rules of the places where the Company's shares are listed, the Company may pay dividends and other amounts to shareholders of H Shares by electronic means.**

Before amendments	After amendments
Article 200 Definitions (I) controlling shareholders, as defined in applicable laws, regulations and the securities regulatory rules of the place where the Company's shares are listed. (II) actual controller means natural, legal person or other organizations, who can actually control the activities of the Company through investment relationship, agreement, or other arrangement. (III) affiliated relationships refer to the relationships between the controlling shareholders, de facto controllers, directors and senior management of the Company and the enterprises directly or indirectly controlled by them, as well as other relationships that may result in the transfer of the Company's interests, and also include connected persons as stipulated in the Hong Kong Listing Rules.	Article 200 Definitions (I) controlling shareholders, as defined in applicable laws, regulations and the securities regulatory rules of the place where the Company's shares are listed. (II) actual controller means natural, legal person or other organizations, who can actually control the activities of the Company through investment relationship, agreement, or other arrangement. (III) affiliated relationships refer to the relationships between the controlling shareholders, de facto controllers, directors and senior management of the Company and the enterprises directly or indirectly controlled by them, as well as other relationships that may result in the transfer of the Company's interests, and also include connected persons as stipulated in the Hong Kong Listing Rules.

Before amendments	After amendments
	(IV) President and co-president, i.e. the "manager" as provided in the Company Law, are the highest administrative officers appointed or dismissed by the board of directors and responsible for presiding over the Company's daily production and operation management. **(V) Vice presidents, i.e. the "deputy managers" as provided in the Company Law, are nominated by the president and the co-president and appointed or dismissed by the board of directors. Vice presidents shall assist the president and the co-president in their work and shall be accountable to the president and the co-president.** **(VI) Chief financial officer, i.e. the "person in charge of financial affairs" as provided in the Company Law, is nominated by the president and the co-president and appointed or dismissed by the board of directors.**
Article 203 The terms "not less than" and "within", as stated in the Articles of Association shall ~~**all**~~ include the given figure; the terms "~~**more than**~~", "beyond", "less than" and "over" shall all exclude the given figure.	Article 203 The terms "not less than", "**not more than**", "within" and "**upon expiration**" shall include the given figure; the terms "less than", "**fewer than**", "**exceeding**", "over" and "outside" shall all exclude the given figure.

COMPARISON CHART OF AMENDMENTS TO THE RULES OF PROCEDURE FOR GENERAL MEETINGS OF CHIFENG JILONG GOLD MINING GROUP LIMITED

Details of the Proposed Amendments to the Rules of Procedure for General Meetings of the Company are as follows:

Before Amendments	After Amendments
Add	Article **2 The convening, proposal, notice, holding and other matters of the general meeting of the Company shall be governed by the Rules of Procedure for General Meetings.**
Article 13 The content of the proposals at the general meeting shall fall within the functions and powers of the general meeting. It shall have a clear subject of discussion and a specific resolution, and shall be in compliance with the relevant provisions of laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.	Article **14 The Board, the Audit and Supervision Committee, and Shareholders who individually or collectively hold more than one percent of the Company's Shares shall have the right to submit proposals to the Company when a general meeting is convened.** The content of the proposals at the general meeting shall fall within the functions and powers of the general meeting. **It is submitted or delivered to the Board of the Company in writing.** It shall have a clear subject of discussion and a specific resolution, and shall be in compliance with the relevant provisions of laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

Before Amendments	After Amendments
Article 15 The convener shall notify all shareholders by way of announcement ~~**21**~~ days prior to the convening of the annual general meeting, and each shareholder shall be notified by way of announcement ~~**15**~~ days prior to the convening of the extraordinary general meeting.	Article **16** The convener shall notify all Shareholders by way of public announcement **twenty** days prior to the convening of the annual general meeting, and shall notify all Shareholders by way of public announcement **ten business days** or **fifteen** days prior to the convening of the extraordinary general meeting, **whichever is longer**. **In calculating the commencement of the period, the day of the meeting shall be excluded.**
Article 20 The Company shall convene its general meeting at the place where the Company is domiciled, ~~**or**~~ at a place designated in the notice of the general meeting, or at such other place as stipulated in the Articles of Association of the Company. The general meeting ~~**shall**~~ have a venue and be held in the form of an on-site meeting, ~~**and shall, in accordance with laws, administrative regulations, the provisions of the China Securities Regulatory Commission and the Articles of Association of the Company,**~~ provide the Shareholders with convenience to attend the general meeting through ~~**secure, economical and convenient**~~ online ~~**and other**~~ means. Shareholders may attend the general meeting in person and exercise voting rights, or may entrust another person to attend on his/her behalf and exercise voting rights within the scope of authorization.	Article **21** The Company shall convene its general meeting at the place where the Company is domiciled, at a place designated in the notice of the general meeting, or at such other place as stipulated in the Articles of Association of the Company. The general meeting **will** have a venue and be held in the form of an on-site meeting; **in addition to setting up a venue and being held in the on-site form**, **the general meeting may also** be held **simultaneously by means of the internet, video, telephone or other electronic communication methods with equivalent effects**. **The Company will also provide** the Shareholders with convenience to attend the general meeting through online **voting** means. Shareholders may attend the general meeting in person and exercise voting rights, or may entrust another person to attend on his/her behalf and exercise voting rights within the scope of authorization.

Before Amendments	After Amendments
If such Shareholders are a recognized clearing house (or its proxy), such Shareholders may authorize one or more persons as it thinks fit to act as its proxy(ies) at any general meeting or creditors' meeting; provided that, if more than one person is so authorized, the authorization document shall specify the number and class of shares in respect of which each such person is so authorized, and the authorization document shall be signed by the authorized personnel of the recognized clearing house. A person(s) so authorized may exercise rights on behalf of the recognized clearing house (or its proxy) without producing shareholding certificates, notarized authorizations and/or further evidence proving his/her due authorization, and shall be entitled to the same statutory rights as those enjoyed by other shareholders, including the right to speak and vote, as if such person were an individual Shareholder of the Company.	If such Shareholders are a recognized clearing house (or its proxy), such Shareholders may authorize one or more persons as it thinks fit to act as its proxy(ies) at any general meeting or creditors' meeting; provided that, if more than one person is so authorized, the authorization document shall specify the number and class of shares in respect of which each such person is so authorized, and the authorization document shall be signed by the authorized personnel of the recognized clearing house. A person(s) so authorized may exercise rights on behalf of the recognized clearing house (or its proxy) without producing shareholding certificates, notarized authorizations and/or further evidence proving his/her due authorization, and shall be entitled to the same statutory rights as those enjoyed by other shareholders, including the right to speak and vote, as if such person were an individual Shareholder of the Company.
If the proxy has died, lost capacity, revoked the appointment, revoked the authority to sign the proxy forms, or the relevant shares have been transferred before the vote, the vote cast by the Shareholder's proxy in accordance with the proxy form shall nevertheless be valid, provided that the Company has not received written notice of such matter before the commencement of the relevant meeting.	If the proxy has died, lost capacity, revoked the appointment, revoked the authority to sign the proxy forms, or the relevant shares have been transferred before the vote, the vote cast by the Shareholder's proxy in accordance with the proxy form shall nevertheless be valid, provided that the Company has not received written notice of such matter before the commencement of the relevant meeting.

Before Amendments	After Amendments
Article 25 Where the general meeting requires ~~**Directors,**~~ senior management members to attend the meeting, such ~~**Directors,**~~ senior management members shall attend the meeting and accept questions from Shareholders. To the extent permitted by the securities regulatory rules of the place(s) where the Company's Shares are listed, the aforesaid persons may attend or be present at the meeting by means of the internet, video, telephone or other methods with equivalent effects.	Article 25 **When the Company convenes a general meeting, all directors and the secretary of the Board shall attend the meeting.** Where the general meeting requires senior management members to attend the meeting, such senior management members shall attend the meeting and accept questions from Shareholders. To the extent permitted by the securities regulatory rules of the place(s) where the Company's Shares are listed, the aforesaid persons may attend or be present at the meeting by means of the internet, video, telephone or other methods with equivalent effects.

Before Amendments	After Amendments
Article 26 The Chairman shall preside over the general meeting. If the Chairman is unable to perform his or her duties or fails to perform his or her duties, ~~**the co-chairman (if any, and in case of two or more co-chairmen in the Company, the co-chairman elected by more than half of directors shall preside over the meeting) shall preside over the meeting; if the co-chairman is unable to perform his or her duties or fails to perform his or her duties, the vice chairman (if any, and in case of two or more vice chairmen in the Company,**~~ the vice chairman elected by more than half of directors shall preside over the meeting. If the vice chairman is unable to perform his or her duties or fails to perform his or her duties, more than half of directors shall jointly elect one Director to preside over the meeting. The chairman of the ~~**audit committee**~~ shall preside over the general meeting convened by the audit committee. If the chairman of the ~~**audit committee**~~ cannot or does not fulfill his or her duties, a member of the ~~**audit committee**~~ jointly elected by more than half of the members of the ~~**audit committee**~~ shall preside over the meeting. A general meeting convened by the shareholders themselves shall be chaired by the convener or a proxy elected by the convener. Where a general meeting is held and the chairman of the meeting violates the rules ~~**of procedure**~~ which makes it impossible for the general meeting to continue, a person may be elected at the general meeting to act as chairman and continue the meeting, subject to the approval of more than half of the attending shareholders having the voting rights.	Article 26 The Chairman shall preside over the general meeting. If the Chairman is unable to perform his or her duties or fails to perform his or her duties, the vice chairman elected by more than half of directors shall preside over the meeting. If the vice chairman is unable to perform his or her duties or fails to perform his or her duties, more than half of directors shall jointly elect one Director to preside over the meeting. The chairman of the **Audit and Supervision Committee** shall preside over the general meeting convened by the **Audit and Supervision Committee**. If the chairman of the **Audit and Supervision Committee** cannot or does not fulfill his or her duties, a member of the **Audit and Supervision Committee** jointly elected by more than half of the members of the **Audit and Supervision Committee** shall preside over the meeting. A general meeting convened by the shareholders themselves shall be chaired by the convener or a proxy elected by the convener. Where a general meeting is held and the chairman of the meeting violates the rules which makes it impossible for the general meeting to continue, a person may be elected at the general meeting to act as chairman and continue the meeting, subject to the approval of more than half of the attending shareholders **in person** having the voting rights.

Before Amendments	After Amendments
Article 30 Where a Shareholder has a connected relationship with any matter to be considered by the general meeting, such Shareholder shall abstain from voting, and the Shares carrying voting rights held by such Shareholder shall not be counted in the total number of shares carrying voting rights present at the general meeting. The announcement of the resolution of the general meeting shall fully disclose the voting particulars of the non-connected shareholders. When the general meeting considers major matters affecting the interests of minority investors, the votes of minority investors shall be counted separately. The results of such separate vote counting shall be disclosed to the public in a timely manner. Shares held by the Company itself shall have no voting rights, and such Shares shall not be counted in the total number of shares carrying voting rights present at the general meeting. Pursuant to the applicable laws and regulations and the Hong Kong Listing Rules, if any Shareholder is required to abstain from voting on a certain resolution, or is restricted to voting only in favour of or against a certain resolution, any vote cast by such Shareholder or its proxy in violation of the relevant requirement or restriction shall not be counted in the voting results.	Article 30 Where a Shareholder has a connected relationship with any matter to be considered by the general meeting, such Shareholder shall abstain from voting, and the Shares carrying voting rights held by such Shareholder shall not be counted in the total number of shares carrying voting rights present at the general meeting. **For voting on connected transaction matters, the counting of votes shall be attended by no less than two representatives of non-connected Shareholders and one member of the Audit and Supervision Committee, and the proxies of the vote counters shall announce the voting results on the spot.** The announcement of the resolution of the general meeting shall fully disclose the voting particulars of the non-connected shareholders. When the general meeting considers major matters affecting the interests of minority investors, the votes of minority investors shall be counted separately. The results of such separate vote counting shall be disclosed to the public in a timely manner. Shares held by the Company itself shall have no voting rights, and such Shares shall not be counted in the total number of shares carrying voting rights present at the general meeting. Where a Shareholder's acquisition of voting Shares of the Company violates the provisions of Paragraph 1 and Paragraph 2 of Article 63 of the Securities Law, the Shares in excess of the prescribed proportion shall not be entitled to exercise voting rights within **thirty-six** months after such acquisition, and shall not be counted in the total number of shares carrying voting rights present at the general meeting.

Before Amendments	After Amendments
Where a Shareholder's acquisition of voting Shares of the Company violates the provisions of Paragraph 1 and Paragraph 2 of Article 63 of the Securities Law, the Shares in excess of the prescribed proportion shall not be entitled to exercise voting rights within ~~**36**~~ months after such acquisition, and shall not be counted in the total number of shares carrying voting rights present at the general meeting. The Board of the Company, the independent Directors, Shareholders holding more than ~~**1%**~~ of the voting Shares, or investor protection institutions established in accordance with laws, administrative regulations or the provisions of the China Securities Regulatory Commission may publicly solicit Shareholders' voting rights. A solicitation of Shareholders' voting rights shall fully disclose to the solicited persons such information as the specific voting intentions. It is prohibited to solicit Shareholders' voting rights in a paid or disguised paid manner. Except under statutory conditions, the Company shall not impose a minimum shareholding percentage requirement for soliciting voting rights.	Pursuant to the applicable laws, **the securities regulatory rules of the place(s) where the Company's Shares are listed, the Articles of Association of the Company and the rules of procedure**, if any Shareholder is required to abstain from voting on a certain **proposal**, or is restricted to voting only in favour of or against a certain **proposal**, any vote cast by such Shareholder or its proxy in violation of the **aforesaid** requirement or restriction shall not be counted in the voting results. The Board of the Company, the independent Directors, Shareholders holding more than **one percent** of the voting Shares, or investor protection institutions established in accordance with laws, administrative regulations or the provisions of the China Securities Regulatory Commission may publicly solicit Shareholders' voting rights. A solicitation of Shareholders' voting rights shall fully disclose to the solicited persons such information as the specific voting intentions. It is prohibited to solicit Shareholders' voting rights in a paid or disguised paid manner. Except under statutory conditions, the Company shall not impose a minimum shareholding percentage requirement for soliciting voting rights.

Before Amendments	After Amendments
Article 31 Where the general meeting votes on the election of two or more Directors, the cumulative voting system shall be adopted. ~~**Under the cumulative voting system,**~~ independent Directors and other members of the Board shall be elected separately. The detailed rules for the implementation of the cumulative voting system shall be set out in the Articles of Association of the Company.	Article 31 **Where a single shareholder of the Company and its parties acting in concert hold an equity interest of 30% or more of the shares of the Company, or** where the general meeting votes on the election of two or more **(including two)** Directors (independent directors and other members of the Board shall be elected separately), the cumulative voting system shall be adopted. The detailed rules for the implementation of the cumulative voting system shall be set out in the Articles of Association of the Company.
Article 47 The terms "not less than", "within", as stated in these Rules shall all include the given figure; the terms "exceeding", "less than" and "over" shall all exclude the given figure.	Article 47 The terms "not less than", "**not more than**", "within" and "**upon**"as stated in these Rules shall all include the given figure; the terms "less than", "**below**", "exceeding", "over" and "other than" shall all exclude the given figure.

Notes:

1. The "Audit Committee" shall be uniformly changed to the "Audit and Supervision Committee".

2. Due to addition and removal of certain articles, the serial number of relevant articles and cross references of the rules of procedure for general meetings have been adjusted accordingly without separate explanation.

3. The English version of the proposed amendments to the rules of procedure for general meetings is an unofficial translation of its Chinese version. In case of any discrepancy between the two versions, the Chinese version shall prevail.

COMPARISON CHART OF AMENDMENTS TO THE RULES OF PROCEDURE FOR MEETINGS OF THE BOARD OF DIRECTORS OF CHIFENG JILONG GOLD MINING GROUP LIMITED

Details of the Proposed Amendments to the Rules of Procedure for Meetings of the Board of Directors of the Company are as follows:

Before amendments	After amendments
Article 3 The Board of Directors of the Company ~~**may comprise**~~ executive Directors, non-executive Directors and independent Directors. The Board of Directors shall have one Chairman~~ **and may have a Co-Chairman**~~ and Vice Chairman. The Chairman~~**, Co-Chairman**~~ and Vice Chairman shall be elected and removed by the Board by a majority of all the Directors, shall serve a term of three years, and may stand for re-election upon the expiry of their term.	Article **2** The Board of Directors of the Company **shall be established. The Board shall consist of 10 directors, comprising three** executive Directors (**including one employee Director**), **three** non-executive Directors and **four** independent Directors. The Board of Directors shall have one Chairman, **two** Vice **Chairmen** and **one lead independent Director**. The Chairman and the Vice **Chairmen** shall be elected by the Board by a majority of all the Directors, shall serve a term of three years, and may stand for re-election upon the expiry of their term.

Before amendments	After amendments
~~**Article 4 The Chairman shall exercise the following functions and powers:**~~ ~~**(I) To preside over the general meetings and to convene and preside over the meetings of the Board;**~~ ~~**(II) To supervise and examine the implementation of the resolutions of the Board;**~~ ~~**(III) To exercise the functions and powers of the legal representative;**~~ ~~**(IV) In the event of an emergency such as a major natural disaster or other force majeure, to exercise special powers to handle the Company's affairs in a manner consistent with laws and regulations, the securities regulatory provisions of the place(s) where the Company's Shares are listed and the interests of the Company, and to report to the Board and the general meeting afterwards;**~~ ~~**(V) Other functions and powers granted by the Board of Directors.**~~	**Delete**

Before amendments	After amendments
~~**Article 5 The Co-Chairman and the Vice Chairman of the Company shall assist the Chairman in the performance of his/her duties. Where the Chairman is unable or fails to perform his/her duties, the Co-Chairman shall perform such duties (where the Company has two or more Co-Chairmen, the Co-Chairman jointly nominated by a majority of the Directors shall perform such duties); where the Co-Chairman is unable or fails to perform his/her duties, the Vice Chairman shall perform such duties (where the Company has two or more Vice Chairmen, the Vice Chairman jointly nominated by a majority of the Directors shall perform such duties); where the Vice Chairman is unable or fails to perform his/her duties, a Director jointly nominated by a majority of the Directors shall perform such duties.**~~	**Delete**

Before amendments	After amendments
Article 6 The Company's Board of Directors sets up ~~**four**~~ specialized committees: the Strategy and Sustainability Committee, the Audit Committee, the Nomination Committee, and the Remuneration and Appraisal Committee. The Board of Directors shall separately adopt rules to define the functions, powers and rules of procedure of each specialized committee. The Board of Directors has Board Office as its administrative body, which is responsible for handling the daily affairs of the Board of Directors and is accountable to the Board of Directors. The Board Secretary is in charge of the work of the Board Office.	Article **3** The Board of Directors of the Company shall establish **five** specialized committees, namely the Strategy and Sustainability Committee, the Audit **and Supervision** Committee, the Nomination Committee, the Remuneration and Appraisal Committee, **and the Execution and Investment Committee**. The Board of Directors shall separately adopt rules to define the functions, powers and rules of procedure of each specialized committee. The Board of Directors has Board Office as its administrative body, which is responsible for handling the daily affairs of the Board of Directors and is accountable to the Board of Directors. The Board Secretary is in charge of the work of the Board Office. **The Board Secretary may designate relevant personnel of the Company to assist him/her in handling daily affairs.**

Before amendments	After amendments
Article 8 The following entities have the right to submit proposals to the Board of Directors: (I) Any individual director; (II) Each specialized committee of the Board of Directors; (III) The Chief Executive Officer, Vice Presidents, ~~**Chief Financial Officer, and Board Secretary,**~~ among others, as senior management personnel; (IV) Shareholders holding more than one percent of the Company's shares individually or collectively. The proposals submitted by the entities mentioned in items (2) and (3) shall be limited to matters within their respective areas of responsibility and should fall within ~~**the scope of duties of**~~ the Board of Directors.	Article **5** The following entities have the right to submit proposals to the Board of Directors: (I) Any individual director; (II) Each specialized committee of the Board of Directors; (III) The Chief Executive Officer, **Co-Presidents,** Vice Presidents, ~~**Chief Financial Officer, and Board Secretary,**~~ among others, as senior management personnel; (IV) Shareholders holding more than one percent of the Company's shares individually or collectively. The proposals submitted by the entities mentioned in items (2) and (3) shall be limited to matters within their respective areas of responsibility and should fall within **the matters to be considered by** the Board of Directors.

Before amendments	After amendments
Article 10 In the event that a Board meeting is required to be convened, the Board Secretary shall recommend that the Chairman convene the Board meeting. If the Chairman is unable or fails to convene the meeting, he shall propose to the ~~**Co-Chairmen or**~~ Vice Chairmen to convene the meeting; if the ~~**Co-Chairmen or**~~ Vice Chairmen are also unable to convene or refuses to do so, the other Directors shall be recommended to elect one of their own to convene in accordance with the regulations. ~~**The Board Secretary should promptly collect matters within the purview of the Board's authority and report them to the Board, and propose suggestions for convening the Board meeting**~~.	Article **7** **The Board Secretary should promptly collect matters within the purview of the Board's authority.** In the event that a Board meeting is required to be convened, the Board Secretary shall recommend that the Chairman convene the Board meeting. If the Chairman is unable or fails to convene the meeting, he shall propose to the Vice Chairmen to convene the meeting; if the Vice Chairmen are also unable to convene or refuses to do so, the other Directors shall be recommended to elect one of their own to convene in accordance with the regulations.
Article 11 The Board meetings are divided into regular meetings and temporary meetings. The Board shall hold at least one meeting per quarter. The meeting shall be convened ~~**and presided over**~~ by the Chairman. Shareholders representing more than ~~**1/10**~~ of the voting rights, more than ~~**1/3**~~ of the Directors, more than half of the Independent Directors, or the Audit Committee may propose to convene a temporary meeting of the Board. The Chairman ~~**may also**~~ convene and preside over a ~~**temporary**~~ meeting of the Board ~~**when deemed necessary**~~.	Article **8** The Board meetings are divided into regular meetings and temporary meetings. The Board shall hold at least one meeting per quarter. The meeting shall be convened by the Chairman. Shareholders representing more than **one-tenth** of the voting rights, more than **one-third** of the Directors, more than half of the Independent Directors, the Audit **and Supervision** Committee, **the Chairman, the President or the Co-President** may propose to convene an interim meeting of the Board of Directors. The Chairman shall, **within ten days from receipt of such proposal**, convene and preside over a meeting of the Board.

Before amendments	After amendments
Article 13 ~~**Before**~~ holding a regular meeting or ~~**planning to hold**~~ a temporary meeting, the Board ~~**of Directors**~~ may ~~**send a pre**~~ notification of the Board meeting (~~**the notification methods include, but are not limited to**~~, ~~**written**~~ delivery, fax, ~~**phone call,**~~ email or ~~**text message**~~) ~~**to the Directors and senior management, informing them of the proposed meeting time, agenda, proposals, etc., and soliciting meeting proposals**~~. ~~**The Board of Directors' regular meeting shall notify all Directors 14 days before the meeting. The Board of Directors' regular meeting does not include obtaining Board approval by circulating written resolutions. The Board of Directors' temporary meeting is notified to all Directors 3 days before the meeting. However,**~~ if the situation is urgent and a temporary Board meeting needs to be held immediately, the meeting notice can be issued by phone or other means. Under the condition that all directors are notified and the unanimous consent of all members is obtained to waive the notification time limit, the temporary Board meeting can be held ~~**at any time**~~. However, the convener (president) of the meeting should make an explanation at the meeting and keep corresponding records.	Article **10** Holding a regular meeting or a temporary meeting **of the Board**, the Board **Office** may, **14 days and 3 days in advance respectively,** submit written meeting notices to all Directors, **the President, the Co-President(s) and the Board Secretary** by **direct delivery**, fax, email or **other means**. **Where direct delivery is not made, confirmation shall also be made by telephone**. If the situation is urgent and a temporary Board meeting needs to be held immediately, the meeting notice can be issued **at any time** by phone or other **oral** means; under the condition that all directors are notified and the unanimous consent of all members is obtained to waive the notification time limit, the temporary Board meeting can be held. However, the convener (president) of the meeting should make an explanation at the meeting and keep corresponding records. **Regular meetings of the Board of Directors shall not be held by way of written circulation**.

Before amendments	After amendments
Article 14 A notice of a meeting of the Board of Directors shall at least contain the following particulars: (I) the ~~**date and place**~~ of the meeting; (II) the ~~**duration**~~ of the meeting; (III) ~~**the purpose of, and**~~ the matters to be considered at the meeting; (IV) the date of issue of the notice.	Article **11** A notice of a meeting of the Board of Directors shall at least contain the following particulars: (I) the **time, place and duration** of the meeting; (II) the **manner in which** the meeting **is to be convened**; (III) the matters to be considered at the meeting; (IV) the date of issue of the notice. **(V) the written proposal of the proposer of the interim meeting (if any).** **An oral notice of a meeting shall at least contain the particulars set out in items (I) and (II) above, and a statement that an emergency requires an interim meeting of the Board of Directors to be convened as soon as possible.** **Proposals for a Board meeting may be issued together with the meeting notice or after the meeting notice has been issued, provided that they shall be issued no later than three days before the meeting. Where they are issued late, the proposer shall explain the reasons at the meeting and ensure that the Directors have sufficient time to review and discuss them. Once issued, proposals for a Board meeting shall in principle not be amended; where supplementation or adjustment is truly necessary, it shall be confined to non-substantive matters, and an updated version shall be sent in a timely manner.**

Before amendments	After amendments
Article 16 Board meetings shall be held only when more than half of the Directors are present. If any Director refuses to attend or is absent from the meeting, resulting in failure to meet the minimum number requirement for the meeting, the Chairman and the Board Secretary shall promptly report to the securities regulatory authority. The convener of the meeting may notify other relevant personnel to attend the board meeting if he/she deems it necessary.	Article **13** Board meetings shall be held only when more than half of the Directors are present. If any Director refuses to attend or is absent from the meeting, resulting in failure to meet the minimum number requirement for the meeting, the Chairman and the Board Secretary shall promptly report to the securities regulatory authority. **The President, the Co-President(s) and the Board Secretary shall attend meetings of the Board of Directors as non-voting attendees.** The convener of the meeting may notify **the senior management personnel or** other relevant personnel to attend the board meeting if he/she deems it necessary. **The Board of Directors may invite intermediaries or experts in industry, operations, legal, financial and other fields to attend meetings of the Board of Directors as non-voting attendees and to provide professional opinions. Where attendees present by invitation need to speak at the meeting, they shall obtain the consent of the chairperson of the meeting and comply with the arrangements of the chairperson. Where the chairperson considers that the matters to be considered at the meeting involve Company secrets, he/she may require such attendees to withdraw.**

Before amendments	After amendments
Article 21 Directors shall carefully review the relevant meeting materials and, on the basis of a full understanding of the circumstances, express their opinions independently and prudently. Directors may, prior to the meeting, obtain from the Board Office, the convener of the meeting, the President and other senior management personnel, accounting firms, law firms and other relevant personnel and institutions the information required for decision-making, and may also, during the meeting, propose to the chairperson that representatives of the aforesaid personnel and institutions be invited to attend the meeting to explain the relevant circumstances.	Article **18** Directors shall carefully review the relevant meeting materials and, on the basis of a full understanding of the circumstances, express their opinions independently and prudently. Directors may, prior to the meeting, obtain from the Board Office, the convener of the meeting, the President, **the Co-President(s)** and other senior management personnel, **the specialized committees of the Board of Directors,** accounting firms, law firms and other relevant personnel and institutions the information required for decision-making, and may also, during the meeting, propose to the chairperson that representatives of the aforesaid personnel and institutions be invited to attend the meeting to explain the relevant circumstances.

Before amendments	After amendments
Article 24 Unless otherwise stipulated in these rules, for the approval of meeting proposals and the formation of relevant resolutions by the Board of Directors, more than half of all the Directors must vote in favor of the proposal. If the law, administrative regulations, and the Articles of Association stipulate that more than a certain number of Directors' consent is required for the formation of a resolution by the Board of Directors, such provisions shall prevail. If different resolutions have contradictions in their content and meaning, the resolution that was formed latter shall prevail.	Article **22** Unless otherwise stipulated in these rules, for the approval of meeting proposals and the formation of relevant resolutions by the Board of Directors, more than half of all the Directors must vote in favor of the proposal. If the law, administrative regulations, and the Articles of Association stipulate that more than a certain number of Directors' consent is required for the formation of a resolution by the Board of Directors, such provisions shall prevail. If different resolutions have contradictions in their content and meaning, the resolution that was formed latter shall prevail. **Where a Director has a connected relationship with an enterprise or individual involved in a matter to be resolved by the Board of Directors, such Director shall promptly report the same to the Board of Directors in writing. A Director having a connected relationship shall not vote on such resolution, nor shall he/she vote on behalf of other Directors. A meeting of the Board of Directors may be convened if a majority of the Directors without a connected relationship are present, and resolutions adopted at the meeting shall be passed by a majority of the Directors without a connected relationship. Where fewer than three Directors without a connected relationship are present at the meeting of the Board of Directors, the matter shall be submitted to the general meeting for consideration.**

Before amendments	After amendments
~~**Article 25 If the Board of Directors conducts voting by filling out voting ballots, the Board Secretary is responsible for organizing the preparation of the Board voting ballots. The voting ballots should at least include the following contents:**~~ ~~**(I) The names of the Directors;**~~ ~~**(II) The matters to be deliberated and voted on;**~~ ~~**(III) Instructions on how to cast a vote of approval, opposition, or abstention;**~~ ~~**(IV) The voting opinions on each matter;**~~ ~~**(V) Other matters that need to be recorded.**~~ ~~**Directors who vote on behalf of other Directors on their behalf should, in addition to holding one voting ballot themselves, also hold one voting ballot on behalf of the entrusted Directors.**~~	**Delete**

Before amendments	After amendments
~~**Article 26 If a director has associated relationship with or is materially interested in the subject involved in a resolution to be made at a board meeting, the director shall not vote on the aforesaid resolution, or vote on behalf of other directors. Under the aforesaid circumstances that any director abstains from voting, the board meeting may be held with the attendance of over half of the directors without association relationship. Resolutions made by the board meeting shall be adopted by over half of the directors without association relationship. If the number of the directors without association relationship attending the board meeting is below three, the matter shall be submitted to the general meeting for deliberation.**~~ ~~**The conflict-of-interest recusal procedure for related Directors is as follows: First, the Board Secretary, the related director, or any other Director shall submit a formal recusal request, which shall be duly processed. Second, the related Director shall abstain from participating in the deliberation and discussion of matters involving a conflict of interest. Third, during board voting on such matters, the related Director's voting rights shall be excluded; resolutions shall be adopted solely by the affirmative votes of a majority of the disinterested directors present at the meeting, in accordance with the rules. If there are any additional restrictions on directors' participation in meeting of the board of directors and voting imposed by laws, regulations and securities regulatory rules of the place where the shares of the Company are listed, such provisions shall prevail.**~~	**Delete**

Before amendments	After amendments
Article 29 Where a proposal is not adopted, the Board of Directors shall not, within one month, consider again a proposal with the same content, unless the relevant conditions and factors have undergone material changes.	Article **24** Where a proposal is not adopted, the Board of Directors shall not, within one month, consider again a proposal with the same content, unless the relevant conditions and factors have undergone material changes.
Where more than ~~**1/2**~~ of the Directors ~~**present at the meeting**~~ consider that a proposal is unclear or not specific, or are unable to make a judgment on the relevant matter due to insufficient meeting materials, untimely provision of materials or other reasons, the chairperson of the meeting shall require ~~**the meeting**~~ to defer voting on such matter.	Where more than **one-half** of the Directors **or two or more independent Directors** consider that a proposal is unclear or not specific, or are unable to make a judgment on the relevant matter due to insufficient meeting materials, untimely provision of materials or other reasons, the chairperson of the meeting shall require to defer voting on such matter.
A Director who proposes to defer voting shall set out clear requirements regarding the conditions to be satisfied for the proposal to be submitted for consideration again.	A Director who proposes to defer voting shall set out clear requirements regarding the conditions to be satisfied for the proposal to be submitted for consideration again.

Before amendments	After amendments
Article 31 The Board Secretary shall attend every Board meeting and be responsible for taking meeting minutes. The Board Secretary may authorize the Board Office to record the Board meetings on his behalf, but the Board Secretary shall be responsible for the authenticity and accuracy of the meeting minutes. ~~**The meeting minutes of the Board of Directors shall be properly preserved as an important company archive.**~~	Article **26** The Board Secretary shall attend every Board meeting and be responsible for taking meeting minutes. The Board Secretary may authorize the Board Office to record the Board meetings on his behalf, but the Board Secretary shall be responsible for the authenticity and accuracy of the meeting minutes. **The minutes of a meeting of the Board of Directors shall contain the following particulars:** **(I) the session number of the meeting and the time, place and manner of convening the meeting;** **(II) the circumstances regarding the issuance of the notice of the meeting;** **(III) the names of the convener, the chairperson and the persons attending the meeting by invitation;** **(IV) the circumstances of Directors attending in person and by proxy;** **(V) a description of the meeting procedures and the convening of the meeting;** **(VI) the proposals considered at the meeting, the key points of each Director's remarks and main opinions on the relevant matters, and their voting intentions on the proposals;** **(VII) the voting method and voting results for each proposal (which shall specify the number of votes in favour, against and abstaining);** **(VIII) other matters required by the Articles of Association to be recorded and other matters that the Directors present consider should be recorded.**

Before amendments	After amendments
~~**Article 32 The minutes shall include the following information:**~~ ~~**(I) date of the meeting, venue, agenda and name of the convener;**~~ ~~**(II) the names of the chairperson of the meeting and the attendees and observers of the meeting;**~~ ~~**(III) the speeches made by each director;**~~ ~~**(IV) the voting method and results of each resolution (the voting results should indicate the number of votes in favor, against or abstention);**~~ ~~**(V) other matters that should be recorded as stipulated in the Articles of Association.**~~	**Delete**

Notes:

1. The "Audit Committee" shall be uniformly changed to the "Audit and Supervision Committee".

2. Due to addition and removal of certain articles, the serial number of relevant articles and cross references of the rules of procedure for meetings of the Board have been adjusted accordingly without separate explanation.

3. The English version of the proposed amendments to the rules of procedure for meetings of the Board is an unofficial translation of its Chinese version. In case of any discrepancy between the two versions, the Chinese version shall prevail.

To further improve the incentive and constraint mechanism and enhance governance effectiveness, and in light of the adjustment to the Company's governance structure following the change in control, while balancing the continuity and compliance of the remuneration scheme and by reference to the resolution on the remuneration scheme for Directors for 2026 approved by 2025 annual general meeting of the Company, the Remuneration and Appraisal Committee and the Board have considered the remuneration and assessment proposal of the Directors of the tenth session of the Board separately. The remuneration and assessment proposal of the Directors of the tenth session of the Board is as follows,

I. REMUNERATION SCHEME FOR EXECUTIVE DIRECTORS (INCLUDING EMPLOYEE DIRECTORS)

(1) Basic Annual Salary

Having regard to the duties of the position, the responsibilities assumed and the industry remuneration level, and by reference to the resolution on the remuneration scheme for Directors for 2026 approved by 2025 annual general meeting of the Company, the basic annual salary shall be determined and implemented in accordance with the employment contract and paid monthly from the date of appointment.

(2) Performance-based Remuneration

Performance-based remuneration comprises performance-based annual salary, bonuses and other incentives. The annual performance plan shall be formulated by the Remuneration and Appraisal Committee of the Board and paid out based on the assessment results.

The assessment indicators include core operating indicators such as output, costs and profits, and ESG indicators. The weighting of ESG indicators shall be no less than 20%, and a "one-vote veto" shall apply to safety and environmental protection. The Remuneration and Appraisal Committee may determine the performance-based remuneration assessment coefficient on a comprehensive basis with reference to factors including the Company's overall operating performance, individual performance of duties, product prices and market fluctuations, and ESG performance.

II. ALLOWANCE AND SUBSIDY SCHEME FOR NON-EXECUTIVE DIRECTORS AND INDEPENDENT NON-EXECUTIVE DIRECTORS

(1) Standards of Allowances and Subsidies

Non-executive Directors and Independent non-executive Directors of the Company shall be subject to a fixed allowance and attendance subsidy system, the standards of which shall be linked to their duties and performance of responsibilities.

1. Non-executive Directors: a fixed allowance of RMB320,000 per person per annum, payable monthly.

2. Independent non-executive Directors: a fixed allowance of RMB240,000 per person per annum, payable monthly.

3. Attendance subsidy: Non-executive Directors and Independent non-executive Directors shall be paid based on their actual attendance days at the Company at the rate of RMB2,000 per person per day, settled and paid monthly.

(2) Performance Requirements

In addition to attending the general meetings of the Company, meetings of the Board and its specialized committees, and special meetings of Independent Directors, Non-executive Directors and Independent Directors shall proactively carry out on-site investigations and performance inspections each year, including but not limited to: the Company's production and operating conditions, the implementation of internal control management and ESG systems, the progress of implementing resolutions of the general meetings and the Board, and on-site visits to major investment, production and construction projects.

Non-executive Directors and Independent non-executive Directors of the Company shall spend no less than 15 days per year working on-site at the Company.

III. OTHER MATTERS

(1) The remuneration and allowances set out in this scheme are on a pre-tax basis, and individual income tax shall be withheld and paid by the Company in accordance with the law.

(2) If a Director of the Company ceases to hold office or is adjusted due to a change of term, re-election, resignation during the term of office or other reasons, the remuneration (allowances) shall be calculated and paid based on the Director's actual term of office.

(3) The remuneration scheme for Directors shall take effect upon approval by the general meeting of the Company. The Remuneration and Appraisal Committee shall enter into a service contract with each Director separately on such terms and conditions as it considers appropriate, and shall handle all matters necessary for remuneration assessment and management.

(1) Non-executive Directors

Mr. Xie Xionghui (謝雄輝), aged 52, holds a bachelor's degree in Geology and Mineral Prospecting from Anhui University of Science and Technology, and a doctoral degree in Energy and Environmental Engineering from Kunming University of Science and Technology. He is a professor-grade senior engineer. He holds the qualifications of lawyer, registered safety engineer, grade-one constructor, corporate legal counsel, and registered consulting engineer (investment). He is a member of the Sustainability (ESG) Professional Committee of the China Association for Public Companies. Mr. Xie joined Zijin Mining Group Co., Ltd. ("**Zijin Mining**", SH 601899 | HK 02899) in 2001, and has successively served as geological technician, deputy general manager and general manager of mining subsidiaries, general manager and chairman of regional companies, and general manager of business divisions. From December 2016 to December 2019, he served as vice president of Zijin Mining. Since December 2019, he has served as executive director and vice president of Zijin Mining. Since November 2025, he has concurrently served as chairman of Zijin Longking Co., Ltd. ("**Zijin Longking**", SH 600388), a holding subsidiary of Zijin Mining.

Mr. Lai Guihua (賴桂華), aged 52, holds a bachelor's degree in Surveying and Mapping Engineering from Longyan University and is a senior engineer. He joined Zijin Mining in July 1996, and has successively served as technician at the mining plant of Zijinshan Gold-Copper Mine, team leader of the survey team at the technical transformation headquarters, deputy chief of the production technology section of the open-pit mining plant, assistant and deputy director and director of the production technology department, assistant to the mine manager and deputy mine manager of Zijinshan Gold-Copper Mine, general manager of Heilongjiang Duobaoshan Copper Industry Inc., and mine manager of Zijinshan Gold-Copper Mine. Since April 2026, he has served as CEO of the mining business division of Zijin Mining and concurrently mine manager of the Zijinshan Gold-Copper Mine.

Ms. Xiang Zhao (向釗), aged 38, holds a bachelor's degree in Accounting from Guangdong University of Foreign Studies. She is a Certified Public Accountant (CPA) in China and a Certified Asset Appraiser. She previously served as auditor and audit manager at Ernst & Young Hua Ming LLP. She joined Zijin Mining in December 2020, and has successively served as deputy general manager of the planning and finance department and deputy general manager of the investment and corporate development department of Zijin Mining. Since June 2025, she has served as general manager of the planning and finance department of Zijin Mining, and served as a director of Zijin Mining Group Finance Company Limited, Zijin Copper Co., Ltd., Heilongjiang Zijin Copper Co., Ltd., and Jilin Zijin Copper Co., Ltd..

(2) Executive Directors

Mr. Wu Guanbin (吳冠斌), aged 41, holds a bachelor's degree in Resources Exploration Engineering, and a master's degree in Mineralogy, Petrology and Ore Deposits from China University of Geosciences (Wuhan), and a doctoral degree in Mineralogy, Petrology and Ore Deposits from the Institute of Geology and Geophysics, Chinese Academy of Sciences. He joined Zijin Mining in June 2014, and has successively served as staff member of the international business division of Zijin Mining, deputy director of the mining plant and assistant to the general manager of Xinjiang Habahe Ashele Copper Co., Ltd., deputy director-level specialist of the Board Office of Zijin Mining, general manager of Guizhou Zijin Mining Co., Ltd., general manager and president of AGM Inc., general manager and president of Rosebel Gold Mines N.V., and chief operating officer of the international business division of Zijin Mining. Since March 2025, he has served as chief operating officer of Kamoa Copper S.A.*

Mr. Liao Boshou (廖伯壽), aged 54, holds a bachelor's degree. He joined Zijin Mining in August 1994, and has successively served as deputy director of the supervision and audit office of Zijin Mining, deputy mine manager of Zijinshan Gold-Copper Mine, general manager of Wuping Zijin Mining Co., Ltd., chairman of the supervisory committee of Zijin International Mining Co., Ltd., chairman of the supervisory committee of Fujian Zijin Southern Investment Co., Ltd.*, general manager of Luoyang Kunyu Mining Co., Ltd., and executive deputy director of the supervision and audit office of Zijin Mining. From June 2022 to November 2025, he served as chairman of the supervisory committee of Zijin Longking. Since November 2025, he has served as employee director and chairman of the audit committee of Zijin Longking.

Mr. Gao Bo (高波), aged 57, Mr. Gao joined the Group in December 2012. Mr. Gao worked as a Director and Deputy General Manager of Jilong Mining from December 2010 to August 2013. Mr. Gao was a Director and Deputy General Manager of the Company from December 2012 to February 2016 and served as a Director and General Manager of the Company from February 2016 to January 2020. Mr. Gao then served as a Director and Executive President of the Company from January 2020 to January 2023, then served as a Director and Vice President of the Company from January 2023 to October 2025, then served as Vice-Chairman, executive Director and Chief Executive Officer from October 2025 to September 2026, and has been serving as executive Director and Chief Executive Officer from September 2026 onwards. Mr. Gao is also a Director of Chijin Laos Holdings Limited and Lane Xang Minerals Limited Company, both subsidiaries of the Company. Mr. Gao received a Bachelor of Business Administration degree from the Northeastern University (東北大學) in the PRC by way of online learning in January 2019, and a Master of Business Administration degree from the Jilin University (吉林大學)in the PRC in December 2011. Mr. Gao obtained the qualification as a senior economist from the Bureau of Human Resources and Social Security of Jilin Province (吉林省人力資源和社會保障廳) in January 2013.

(3) Independent non-executive Directors

Dr. Wong Yet Ping, Ambrose (黃一平), aged 47, is the Lead Independent Non-executive Director of the Group and is responsible for supervising and providing independent advice to the Board. Dr. Wong holds a Doctoral Degree in Business Administration from The Hong Kong Polytechnic University. He is a Fellow Member of the Hong Kong Institute of Certified Public Accountants (FCPA) and a Member of CPA Australia. He possesses extensive professional knowledge and experience in finance, auditing, and risk management. He previously served as Vice President of Risk Management in the Commercial Banking Division of The Hongkong and Shanghai Banking Corporation Limited; Associate Director of the Standard Setting Department of the Hong Kong Institute of Certified Public Accountants; Director of Quality and Risk Management at KPMG China; and Director at a financial regulatory authority in Hong Kong, where he was responsible for industry policy and regulatory matters. Since July 2025, he has been a Principal of Ng, Suen & Lau CPA Limited. Since August 2024, he has been serving as an independent non-executive Director of the Company. Dr. Wong received a Bachelor's Degree in Commerce from the University of Melbourne in Australia in December 2001, and completed a Doctoral Degree in Business Administration at the Hong Kong Polytechnic University in October 2023.

Prof. Hu Nailian (胡乃連) (former name: 胡乃聯), aged 71, is an independent non-executive Director of the Group and is responsible for supervising and providing independent advice to the Board. Prof. Hu joined the Group in January 2022. Prof. Hu is a level 2 professor and a doctoral supervisor at the University of Science and Technology Beijing. His primary areas of teaching and research include mining systems engineering, mine informatization and intelligent technologies, and mining technology economics. He has won 1 second prize of the National Science and Technology Progress Award and over 10 provincial/ministerial Science and Technology Progress Awards, comprising 1 special prize, 9 first prizes and 6 second prizes. From 1996 to 2017, he held several leadership positions at the university, including director of the Systems Engineering Research Laboratory, director of the Institute of Mining, head of the Department of Resource Engineering, and deputy dean of the School of Civil and Resource Engineering. He has also served in prominent academic roles, such as deputy director of the Professional Committee on Mine Informatization and Intelligentization under the China Nonferrous Metals Society, and as deputy director of the editorial board of the journal "Gold Science and Technology." Prof. Hu received a Bachelor's Degree in Mining Engineering and a Master's Degree in Engineering from the Beijing Institute of Iron and Steel Engineering in January 1982 and December 1985 respectively in the PRC.

Dr. Li Houmin (李厚民), aged 64, is an independent non-executive Director of the Group and is responsible for supervising and providing independent advice to the Board. Dr. Li has long been engaged in research on metallogenesis, mineralization regularities, and the assessment and prediction of mineral resources. He has served as chief scientist for key national research and development programs and major projects of the China Geological Survey, and has led multiple national initiatives, including those funded by the National Natural Science Foundation of China. He has published numerous scholarly articles in domestic and international academic journals and has been awarded four first prizes for scientific and technological progress at the provincial and ministerial level. His professional experience includes positions as a technical staff member at the Northwest Institute of Nonferrous Metal Geological Research* (西北有色地質研究所), Associate Professor at Xi'an Institute of Geology (now Chang'an University), and Researcher at the Institute of Mineral Resources, Chinese Academy of Geological Sciences. From 2002 to 2004, he conducted postdoctoral research at the Postdoctoral Research Station of China University of Geosciences Beijing. Dr. Li received his Ph.D. in Science from Chinese Academy of Sciences in July 2022. He possesses postgraduate qualifications. He currently serves as a doctoral supervisor at the Institute of Mineral Resources, Chinese Academy of Geological Sciences.

Dr. Jiang Qi (蔣琪), aged 52, is an independent non-executive Director of the Group and is responsible for supervising and providing independent advice to the Board. Dr. Jiang's primary practice areas encompass banking and finance, international trade, and dispute resolution. He previously served as party secretary, president, and senior partner of Beijing DHH Law Firm. From January 2020 to April 2022, he served as an independent director of Shandong Hiking International Co., Ltd.* (山東新華錦國際股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 600735). Since 6 September 2021, he has served as an independent director of Bethel Automotive Safety Systems Co., Ltd.* (蕪湖伯特利汽車安全系統股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 603596). Since 26 June 2023, he has served as an independent non-executive director of Sino-Ocean Group Holding Limited (遠洋集團控股有限公司), a company listed on the Main Board of the Hong Kong Stock Exchange (stock code: 3377). From June 2021 to September 2026, he served as chairman of the Board of Directors of Hylands Law Firm. Since September 2026, he has been serving as Chief Counsel of Beijing Matrix Law Firm. Dr. Jiang received a Bachelor of Laws from Yantai University in July 1995, a Master of Laws from Temple University in the United States in November 2008, and a Ph.D. in Laws from the University of International Business and Economics in June 2018. He is a licensed legal practitioner with formal professional qualifications.

* *for identification purpose only*

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Chifeng Jilong Gold Mining Group Limited
赤峰吉隆黃金礦業集團股份有限公司
(A joint stock company incorporated in the People's Republic of China with limited liability)
(H Shares Stock Code: 6693)

NOTICE OF 2026 SECOND EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 2026 Second Extraordinary General Meeting (the "**EGM**") of Chifeng Jilong Gold Mining Group Limited (the "**Company**") will be held at 9:00 a.m. on Monday, 16 November 2026, at Chifeng Gold, Conference Room, A7 Xiaojing, Wanfeng Road, Fengtai District, Beijing, the People's Republic of China (the "**PRC**") to consider, approve and authorise the following matters:

Special Resolution

1. To Consider and Approve the Change of Registered Capital, Amendments to the Articles of Association of Chifeng Jilong Gold Mining Group Limited And Its Annexes

Ordinary Resolution

2. To Consider and Approve the Remuneration and Assessment Proposal of the Directors of the Tenth Session of the Board for 2026

Ordinary Resolutions (By Way of Cumulative Voting)

3. To Consider and Approve the Early Re-Election of the Board and the Election of the Non-independent Directors of the Tenth Session of the Board

4. To Consider and Approve the Early Re-Election of the Board and the Election of the Independent Directors of the Tenth Session of the Board

By order of the Board
Chifeng Jilong Gold Mining Group Limited
Wang Jianhua
Chairman and Executive Director

Beijing, the PRC
22 October 2026

Notes:

(A) The Company's register of H Shares members will be closed from 10 November 2026 (Tuesday) to 16 November 2026 (Monday) (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 16 November 2026 (Monday, being the record date) will be entitled to attend and vote at the EGM to be convened on 16 November 2026 (Monday) at Chifeng Gold, Conference Room, A7 Xiaojing, Wanfeng Road, Fengtai District, Beijing, the PRC. In order to be qualified for attending and voting at the EGM, all documents on transfers of H Shares must be lodged with the H Share registrar of the Company no later than 4:30 p.m. on 9 November 2026 (Monday).

The address of the H Share registrar of the Company is:
Computershare Hong Kong Investor Services Limited
Shops 1712-1716, 17th Floor, Hopewell Centre
183 Queen's Road East, Wanchai
Hong Kong

(B) Details of the correspondence address of the Company are as follows:
A7 Xiaojing, Wanfeng Road
Fengtai District
Beijing
The PRC
Tel: (86) 010-53232310
Fax: (86) 010-53232310

(C) Holders of H Shares who have the right to attend and vote at the EGM 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 poll. Shareholders or their proxies attending the EGM shall produce their identity documents.

(D) The instrument appointing a proxy must be in writing and signed by the appointer or his/her 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 EGM (i.e., no later than 9:00 a.m. on 15 November 2026 (Sunday), 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 EGM 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 EGM, 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 EGM if he/she so wishes.

(H) H Shareholders or their agents attending 2026 Second EGM must show their own identification documents.

(I) The EGM is expected to last for a half day, and H Shareholders attending the EGM will be responsible for their own travelling and accommodation expenses.

(J) 2026 Second EGM will be voted on by poll. Results of the poll voting will be published on HKEXnews' website (www.hkexnews.hk) and the Company's website (www.cfgold.com).

CLOSURE OF REGISTER OF H SHARE MEMBERS

In order to determine the H Shareholders who are entitled to attend the register of members of H Shares of the Company will be closed from 10 November 2026 to 16 November 2026 (both days inclusive), during which period no transfer of shares will be registered. Holders of H Shares who have lodged the duly completed transfer documents accompanied by the relevant share certificates with the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong by 4:30 p.m. on 9 November 2026, the transferee but not the transferor shall be regarded as holder of the relevant H Shares and will be entitled to attend and vote at 2026 Second EGM. H Shareholders whose names are recorded in the register of members of the Company on 16 November 2026 (being the record date) are entitled to attend the EGM.

As of the date of this notice, the executive Directors are Mr. Wang Jianhua, Mr. Gao Bo, Ms. Yang Yi-fang, Mr. Lyu Xiaozhao and Mr. Zhao Qiang, the non-executive Director is Mr. Zhang Xudong, and the independent non-executive Directors are Dr. Wong Yet Ping Ambrose, Prof. Hu Nailian, Dr. Li Houmin and Dr. Jiang Qi.