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Zijin Mining Group Co., Ltd.*

紫金礦業集團股份有限公司

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

(Stock code: 2899)

Notice of the First Extraordinary General Meeting in 2020

NOTICE IS HEREBY GIVEN THAT the first extraordinary general meeting in 2020 (the “**EGM**”) of Zijin Mining Group Co., Ltd.* (the “**Company**”) will be held at 9 a.m. on Tuesday, 4 February 2020, at the conference room at 21/F., Zijin Headquarters, No. 1 Zijin Road, Shanghang County, Fujian Province, the People's Republic of China (the “**PRC**”) to consider, approve and authorise the following matters:

SPECIAL RESOLUTIONS

1. to consider and approve the proposal in relation to change of registered capital and amendments to the articles of association of the Company (details set out in Appendix A to this notice); and
2. to consider and approve the proposal in relation to amendments to article 102 of the articles of association of the Company (details set out in Appendix B to this notice).

By order of the Board of Directors

Zijin Mining Group Co., Ltd.*

Chen Jinghe

Chairman

Fujian, the PRC, 20 December 2019

Notes:

- (A) **The Company's register of H Shares members will be closed from 4 January 2020 (Saturday) to 4 February 2020 (Tuesday) (both days inclusive), during such period no transfer of H Shares will be registered. Holders of H Shares whose names appear on the H Share register of members on 4 February 2020 (Tuesday, being the record date) will be entitled to attend and vote at the EGM to be convened on 4 February 2020 (Tuesday) at the conference room at 21/F., Zijin Headquarters, No. 1 Zijin Road, Shanghang County, Fujian Province, 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 Registrar of H Shares of the Company no later than 4:30 p.m. on 3 January 2020 (Friday).**

The address of the Hong Kong Registrar of H Shares is:

Computershare Hong Kong Investor Services Limited
Shops 1712-1716,
17th Floor, Hopewell Centre,
183 Queen's Road East,
Wanchai,
Hong Kong

- (B) Holders of H Shares who intend to attend the EGM must complete and return the reply slip in writing to the Secretariat of the Board of Directors or Registrar of H Shares of the Company – Computershare Hong Kong Investor Services Limited, the address is: 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong twenty days before the EGM, that is 15 January 2020 (Wednesday).

Details of the office of the Secretariat of the Board of Directors are as follows:

41/F., Tower B, Zhonghang Zijin Plaza,
No. 1811 Huandao Road East, Siming District,
Xiamen City, Fujian Province,
People's Republic of China
Tel: (86)592-2933652
Fax: (86)592-2933580

- (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 polls.
- (D) The instrument appointing a proxy must be in writing and signed by the appointer or his attorney duly authorised in writing. In the event that such instrument is signed by an attorney of the appointer, an authorisation instrument that authorises such signatory shall be notarised.
- (E) To be valid, the proxy form (and if the proxy form is signed by a person under a power of attorney or other authority on behalf of the appointer, then together with such power of attorney or other authority) must be deposited at the Registrar of H Shares of the Company – Computershare Hong Kong Investor Services Limited no later than 24 hours before the specified time for the holding of the EGM (i.e. no later than 9 a.m. on Monday, 3 February 2020, 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) The EGM is expected to last for a half day, and shareholders attending the EGM will be responsible for their own travelling and accommodation expenses.

EXPECTED TIMETABLE

	<i>Year 2020 (Note)</i>
Latest time for lodging transfer of shares	3 January (Friday) 4:30 p.m.
Book closure period (both days inclusive)	4 January (Saturday) to 4 February (Tuesday)
Record date	4 February (Tuesday)
EGM	4 February (Tuesday)
Announcement on results of the EGM	4 February (Tuesday)
Register of members re-opens	5 February (Wednesday)

Note: All times refer to Hong Kong local times.

As at the date of this notice, the Board of Directors of the Company comprises Messrs. Chen Jinghe (Chairman), Lan Fusheng, Zou Laichang, Lin Hongfu, Fang Qixue, and Ms. Lin Hongying as executive directors, Mister. Li Jian as non-executive director, and Messrs. Lu Shihua, Zhu Guang, Sit Hoi Wah, Kenneth, and Cai Meifeng as independent non-executive directors.

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

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

Appendix A

Zijin Mining Group Co., Ltd.* Proposal in relation to Change of Registered Capital and Amendments to the Articles of Association of the Company

To all shareholders,

Pursuant to the Approval for Public Issuance of A Shares of Zijin Mining Group Co., Ltd.* (Zhengjian Xuke [2019] No. 1942) issued by the China Securities Regulatory Commission, the Company publicly issued 2,346,041,055 A Shares. After completion of the public issuance, the Company's total number of shares increased from 23,031,218,891 to 25,377,259,946; the Company's registered share capital will change from RMB2,303,121,889.10 to RMB2,537,725,994.60.

Ernst & Young Hua Ming LLP verified the receipt of funds from the public issuance on 21 November 2019, issued the Capital Verification Report of Zijin Mining Group Co., Ltd.* (Ernst & Young Hua Ming (2019) Yan Zi No. 60468092_H01) and confirmed the capital verification. China Securities Depository and Clearing Corporation Limited Shanghai Branch issued the certificate on change of share registration on 22 November 2019.

In accordance with the abovementioned amendments, the board of directors of the Company (the “Board”) agreed that amendments shall be made to articles relating to share capital structure and registered capital in the current articles of association of the Company (the “Articles of Association”). Details of the proposed amendments are as follows:

	Before amendments	After amendments
Articles of Association	Article 17: The current share capital structure of the Company is: the Company’s issued ordinary shares is <u>23,031,218,891 shares</u> with RMB0.10 of par value per share, among which <u>17,294,278,891 shares</u> are domestic shares (representing approximately <u>75.09%</u> of total issued ordinary shares of the Company); <u>5,736,940,000 shares</u> are H shares (representing approximately <u>24.91%</u> of total issued ordinary shares of the Company).	Article 17: The current share capital structure of the Company is: the Company’s issued ordinary shares is 25,377,259,946 shares with RMB0.10 of par value per share, among which 19,640,319,946 shares are domestic shares (representing approximately 77.39% of total issued ordinary shares of the Company); 5,736,940,000 shares are H shares (representing approximately 22.61% of total issued ordinary shares of the Company).
	Article 20: The Company’s registered share capital is <u>RMB2,303,121,889.10</u> .	Article 20: The Company’s registered share capital is RMB2,537,725,994.60 .

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

The abovementioned proposal was considered and approved at the 15th extraordinary meeting in 2019 of the sixth term of the Board, and is hereby tabled to the extraordinary general meeting for shareholders’ consideration. At the same time, it is proposed that the shareholders’ general meeting authorises the Board to carry out matters in relation to changes in business registration due to change in registered capital of the Company and amendments to the relevant articles of the Articles of Association.

Zijin Mining Group Co., Ltd.*
Board of Directors
20 December 2019

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

Appendix B

Zijin Mining Group Co., Ltd.* **Proposal in relation to Amendments to Article 102 of the** **Articles of Association of the Company**

To all shareholders,

Pursuant to the Company Law of the People's Republic of China, Guidelines for Articles of Association of Listed Companies issued by the China Securities Regulatory Commission, the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange, etc., the 13th extraordinary meeting of the sixth term of the Board considered and approved the Proposal on Amendments to the Articles of Association of the Company. In which, the amendments to Article 102 of the Articles of Association relating to the notice period of classified shareholders' meeting are concerned with amendments to the rights of classified shareholders. Hence, the proposed amendments shall be tabled to the A Shareholders' and H Shareholders' class meetings of the Company for consideration and approval after being considered and approved at the extraordinary general meeting of the Company before coming into effect.

Hence, the Board agreed to table the proposed amendments to Article 102 of the Articles of Association to the extraordinary general meeting, A Shareholders' and H Shareholders' class meetings of the Company for consideration.

Details of the proposed amendments to Article 102 are as follows:

	Before amendments	After amendments
Articles of Association	Article 102: When the Company plans to hold a classified shareholders' meeting, <u>a written notice shall be issued 45 days before the meeting is held</u> so as to inform the shareholders of a class of shares on record of the matters to be discussed and the date and place of the meeting. <u>The shareholders intended to attend the meeting shall send a written reply on appearance at the meeting to the Company 20 days before the meeting is held.</u> <u>If the number of voting shares of the attending shareholders reaches over half of the total voting shares of the class at the meeting, the Company can hold the classified shareholders' meeting; if not, the Company shall inform the shareholders of the discussion items, meeting date and place again in the form of announcement within 5 days. After the announcement, the Company can hold the classified shareholders' meeting.</u>	Article 102: When the Company plans to hold a classified shareholders' meeting, a notice shall be issued pursuant to Article 67 with respect to the notice period of convening an extraordinary general meeting so as to inform the shareholders of a class of shares on record of the matters to be discussed and the date and place of the meeting.

The abovementioned proposal was considered and approved at the 15th extraordinary meeting in 2019 of the sixth term of the Board, and is hereby tabled to the extraordinary general meeting, A Shareholders' and H Shareholders' class meetings for shareholders' consideration.

Zijin Mining Group Co., Ltd.*
Board of Directors
20 December 2019

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