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If you have sold or transferred all your shares in Zijin Mining Group Co., Ltd.*, you should at once pass this circular to the purchaser, the transferee, the bank, the stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.



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)

- (1) PROPOSED ELECTION OF DIRECTORS AND SUPERVISORS;**
- (2) REMUNERATION AND ASSESSMENT PROPOSAL OF DIRECTORS AND SUPERVISORS OF THE EIGHTH TERM;**
- (3) CHANGE IN REGISTERED SHARE CAPITAL AND AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY;**
- (4) AMENDMENTS TO THE INDEPENDENT DIRECTORS' RULES; AND**
- (5) PROVISION FOR GUARANTEES**

A letter from the Board is set out on pages 3 to 7 of this circular.

Notice convening the EGM to be held at the conference room at 21/F., Zijin Headquarters, No. 1 Zijin Road, Shanghang County, Longyan City, Fujian Province, the PRC on Friday, 30 December 2022 at 9 a.m. is set out on pages 48 to 50 of this circular.

The reply slip, proxy form for H Shareholders and ballot for use at the said meeting are enclosed herewith. H Shareholders who intend to attend the EGM shall complete and return the reply slip in accordance with the instructions printed on or before Wednesday, 28 December 2022.

Whether or not you are able to attend the EGM, please complete the proxy form and ballot in accordance with the instructions printed thereon. The proxy form and ballot shall be lodged with the registrar of H Shares of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 24 hours before the time appointed for the holding of the EGM or any adjournment thereof (as the case may be). Completion and return of the proxy form and ballot will not prevent you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

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

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DEFINITIONS

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

“A Share(s)”	the domestic share(s) issued by the Company to domestic investors with a nominal value of RMB0.10 each, which are listed on the Shanghai Stock Exchange;
“A Shareholders(s)”	holder(s) of A Share(s);
“Articles of Association”	the articles of association of the Company, as amended, modified or otherwise supplemented from time to time;
“Associates(s)”	has the meaning ascribed thereto under the Listing Rules;
“Board” or “Board of Directors”	the board of Directors of the Company;
“Company” or “Zijin Mining”	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 PRC with limited liability;
“Controlling Shareholder”	has the meaning ascribed thereto under the Listing Rules;
“CSRC”	China Securities Regulatory Commission;
“Director(s)”	the director(s) of the Company;
“EGM”	the first extraordinary general meeting in 2022 to be held by the Company at the conference room at 21/F., Zijin Headquarters, No. 1 Zijin Road, Shanghang County, Longyan City, Fujian Province, the PRC on Friday, 30 December 2022 at 9 a.m.;
“Group”	the Company and its subsidiaries;
“H Share(s)”	the overseas-listed foreign invested share(s) in the Company’s share capital, with a nominal value of RMB0.10 each, which are listed on the Hong Kong Stock Exchange;
“H Shareholder(s)”	holder(s) of H Share(s);
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;

DEFINITIONS

“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Latest Practicable Date”	6 December 2022, being the latest practicable date prior to the issuance of this circular for ascertaining certain information contained herein;
“Listing Rules”	The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;
“PRC” or “China”	The People’s Republic of China, for the purpose of this circular, excludes Hong Kong SAR, Macau SAR and Taiwan;
“RMB”	Renminbi, the lawful currency of the PRC;
“Securities Law”	the Securities Law of the PRC;
“SFO”	Securities and Futures Ordinance (Cap. 571 of the laws of Hong Kong);
“Shanghai Stock Exchange”	Shanghai Stock Exchange of the PRC;
“Share(s)”	ordinary share(s) with a nominal value of RMB0.10 each in the share capital of the Company including A Share(s) and H Share(s);
“Shareholder(s)”	the shareholder(s) of the Company, including A Shareholder(s) and H Shareholder(s);
“Shenzhen Stock Exchange”	Shenzhen Stock Exchange of the PRC;
“Substantial Shareholder”	has the meaning ascribed thereto under the Listing Rules;
“Supervisor(s)”	the supervisor(s) of the Company;
“Supervisory Committee”	the supervisory committee of the Company;
“%”	per cent.

LETTER FROM THE BOARD



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)

Executive Directors:

Chen Jinghe (*Chairman*)
Lan Fusheng (*Vice-chairman*)
Zou Laichang (*President*)
Lin Hongfu
Lin Hongying
Xie Xionghui

*Registered office and principal
place of business in the PRC:*
No. 1 Zijin Road
Shanghai County
Fujian Province
The PRC

Non-executive Director:

Li Jian

Place of business in Hong Kong:
Unit 7503A, Level 75
International Commerce Centre
1 Austin Road West
Kowloon, Hong Kong

Independent non-executive Directors:

Mao Jingwen
Li Changqing
He Fulong
Suen Man Tak
Bo Shao Chuan

12 December 2022

To the Shareholders

Dear Sir/Madam,

- (1) PROPOSED ELECTION OF DIRECTORS AND SUPERVISORS;**
- (2) REMUNERATION AND ASSESSMENT PROPOSAL OF
DIRECTORS AND SUPERVISORS OF THE EIGHTH TERM;**
- (3) CHANGE IN REGISTERED SHARE CAPITAL AND
AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY;**
- (4) AMENDMENTS TO THE INDEPENDENT DIRECTORS' RULES; AND**
- (5) PROVISION FOR GUARANTEES**

1. INTRODUCTION

The purpose of this circular is to provide you with information in relation to (1) proposed election of Directors and Supervisors; (2) remuneration and assessment proposal of Directors and Supervisors of the eighth term; (3) change in registered share capital and amendments to the Articles of Association; (4) amendments to the Independent Directors' Rules; and (5) provision for guarantees, which are among the proposals to be tabled to the EGM, and other information relevant to the proposals to be tabled to the EGM as required under the Listing Rules, in order to enable you to make an informed decision on whether to vote for or against the proposals at the EGM.

LETTER FROM THE BOARD

2. ELECTION OF DIRECTORS

The Board currently consists of 12 Directors, including 6 executive Directors, namely, Mr. Chen Jinghe, Mr. Lan Fusheng, Mr. Zou Laichang, Mr. Lin Hongfu, Ms. Lin Hongying and Mr. Xie Xionghui, 1 non-executive Director, namely, Mr. Li Jian, and 5 independent non-executive Directors, namely, Mr. Mao Jingwen, Mr. Li Changqing, Mr. He Fulong, Mr. Suen Man Tak and Mr. Bo Shao Chuan.

According to article 111 of the Articles of Association, the term of office of each of the Directors is 3 years. Under the Articles of Association, the appointments of the Directors are subject to the approval by the Shareholders at a shareholders' general meeting and their terms of office shall commence on the date of their appointments. Each Director shall be eligible for re-election by the Shareholders upon the end of the term. The eighth term of the Board will consist of 13 Directors who will be elected at the EGM, including 6 executive Directors, 1 non-executive Director and 6 independent non-executive Directors.

The Board has nominated Mr. Chen Jinghe, Mr. Zou Laichang, Mr. Lin Hongfu, Ms. Lin Hongying, Mr. Xie Xionghui and Mr. Wu Jianhui as the candidates for election as the executive Directors of the eighth term, Mr. Li Jian as the candidate for election as the non-executive Director of the eighth term, and Mr. He Fulong, Mr. Mao Jingwen, Mr. Li Changqing, Mr. Suen Man Tak, Mr. Bo Shao Chuan and Ms. Wu Xiaomin as the candidates for election as the independent non-executive Directors of the eighth term. Among which, the Board proposed to appoint Mr. Wu Jianhui and Ms. Wu Xiaomin as the new Directors.

The proposal in relation to the election of Directors of the eighth term will be tabled to the EGM for consideration and approval. The remuneration and assessment proposal of Directors of the eighth term will also be tabled to the EGM for consideration and approval, details of which are set out in Appendix 1 to this circular.

If the proposals are approved at the EGM, the Company will enter into new service contracts and/or appointment letters with each of the newly elected Directors. The term of office of the eighth term of the Board shall commence on the date of the EGM and expire on 29 December 2025.

The biographical details of the candidates for election as the Directors at the EGM are set out in Appendix 2 to this circular.

3. ELECTION OF SUPERVISORS

The Supervisory Committee currently consists of 5 Supervisors, including 2 Supervisors representing workers and staff, namely, Mr. Liu Wenhong and Mr. Cao Sanxing, and 3 Shareholders' representative Supervisors, namely, Mr. Lin Shuiqing, Mr. Fan Wensheng and Mr. Xu Qiang.

According to article 132 of the Articles of Association, the term of office of each of the Supervisors is 3 years. Under the Articles of Association, the appointments of the Supervisors other than the Supervisors representing workers and staff are subject to the approval by the Shareholders at a shareholders' general meeting and their terms of office shall commence on the date of their appointments. Each Supervisor other than the Supervisors representing workers and staff shall be eligible for re-election by the Shareholders upon the end of the term.

LETTER FROM THE BOARD

The Supervisory Committee has nominated Mr. Lin Shuiqing and Ms. Lin Yan as the candidates for election as the Supervisors of the eighth term, among which, Ms. Lin Yan is a candidate for election as the external Supervisor of the eighth term, and the Supervisory Committee proposed to appoint her as the new Supervisor. There is still 1 candidate for election as the Supervisor, who will be separately nominated to the shareholders' general meeting in accordance with the Articles of Association.

The proposal in relation to the election of Supervisors of the eighth term will be tabled to the EGM for consideration and approval. The remuneration and assessment proposal of Supervisors of the eighth term will also be tabled to the EGM for consideration and approval, details of which are set out in Appendix 1 to this circular.

If the proposals are approved at the EGM, the Company will enter into new service contracts and/or appointment letters with each of the newly elected Supervisors. The term of office of the eighth term of the Supervisory Committee shall commence on the date of the EGM and expire on 29 December 2025.

The biographical details of the candidates for election as the Supervisors at the EGM are set out in Appendix 2 to this circular.

4. REMUNERATION AND ASSESSMENT PROPOSAL OF DIRECTORS AND SUPERVISORS OF THE EIGHTH TERM

In order to ascertain the remunerations of the members of the Board and the Supervisory Committee of the eighth term, establish a scientific, standardised and unified performance assessment system and as a basis for remuneration realisation, implementation of effective incentives and restrictions, management and supervision, so as to improve the Company's operating results, core competitiveness, sustainability and fully motivate the enthusiasm and sense of responsibility of the Directors and the Supervisors, the Board has formulated the remuneration and assessment proposal of Directors and Supervisors of the eighth term. Details of which are set out in Appendix 1 to this circular.

5. CUMULATIVE VOTING

Pursuant to article 112 of the Articles of Association, cumulative voting should be used in the election of the Directors and the Supervisors in a shareholders' general meeting. When the Directors or the Supervisors are elected through cumulative voting at the EGM, the maximum valid voting right of a voter is the product of (1) the number of Shares held by such Shareholder, and (2) the number of the Directors, or the Supervisors to be elected. A voter can cast all of his or her votes to one candidate or distribute his or her votes among several candidates. The Directors or the Supervisors are elected by more than half of valid votes cast via cumulative voting at the EGM.

LETTER FROM THE BOARD

6. CHANGE IN REGISTERED SHARE CAPITAL AND AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

For the purposes of further optimising the corporate governance and standardising the operation of the Company, pursuant to the stipulations of the Company Law of the People's Republic of China, Securities Law of the People's Republic of China, Rules Governing the Listing of Stocks on Shanghai Stock Exchange and other relevant laws, regulations and regulatory documents and taking into account the actual situation of the Company, it was proposed to amend the prevailing articles in the Articles of Association which are relevant to the registered capital, share repurchase and composition of the independent Directors of the Company. Details of which are set out in Appendix 3 to this circular.

7. AMENDMENTS TO THE INDEPENDENT DIRECTORS' RULES

For the purposes of further optimising the corporate governance and standardising the operation of Company, the Company proposes to amend the Independent Directors' Rules pursuant to the Rules for the Independent Directors of Listed Companies issued by the CSRC in 2022, the Guideline for the Exercise of Duties of Independent Directors of Listed Companies issued by the China Association for Public Companies in 2020 and taking into account the actual situation of the Company. The amendments mainly include increasing the qualification requirements for the candidates for independent Directors, adding a new convener of independent Directors, increasing the rights and obligations of the independent Directors, etc. Details of which are set out in Appendix 4 to this circular.

8. PROVISION FOR GUARANTEES

In order to satisfy the funding requirements for project construction, technological upgrade, production and operation, etc. of the subsidiaries and associates of the Company and another company, the Company or its subsidiaries propose to provide guarantees to 6 companies. Details of which are set out in Appendix 5 to this circular.

9. THE EXTRAORDINARY GENERAL MEETING

The Company will hold the EGM at the conference room at 21/F., Zijin Headquarters, No. 1 Zijin Road, Shanghang County, Longyan City, Fujian Province, the PRC on Friday, 30 December 2022 at 9 a.m. for the purpose of, inter alia, considering and approving, by the Shareholders, election of Directors and Supervisors, the remuneration and assessment proposal of Directors and Supervisors of the eighth term, change in registered share capital and amendments to the Articles of Association, amendments to the Independent Directors' Rules and provision for guarantees. Votes for all resolutions at the EGM shall be taken by way of poll.

LETTER FROM THE BOARD

In order to determine the list of H Shareholders who are entitled to attend the EGM, the Company's register of H Shares members will be closed from Wednesday, 21 December 2022 to Friday, 30 December 2022 (both days inclusive), during such period no transfer of H Shares will be registered. H Shareholders who intend to attend the EGM but have not registered the transfer documents are required to deposit the transfer documents together with the relevant share certificates at the registrar of H Shares of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Tuesday, 20 December 2022. H Shareholders whose names appear on the register of H Shares members on Friday, 30 December 2022 are entitled to attend the EGM.

The reply slip, proxy form for H Shareholders and ballot for use at the EGM are enclosed herewith. H Shareholders who intend to attend the EGM shall complete and return the reply slip in accordance with the instructions printed on or before Wednesday, 28 December 2022.

Whether or not you are able to attend the EGM, please complete the proxy form and ballot in accordance with the instructions printed thereon. The proxy form and ballot shall be lodged with the registrar of H Shares of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 24 hours before the time appointed for the holding of the EGM or any adjournment thereof (as the case may be). Completion and return of the proxy form and ballot will not prevent you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

10. RECOMMENDATION

The Directors consider that the proposed election of Directors and Supervisors, the remuneration and assessment proposal of Directors and Supervisors of the eighth term, change in registered share capital and amendments to the Articles of Association, amendments to the Independent Directors' Rules and provision for guarantees are in the best interests of the Company and its Shareholders as a whole, and recommend all Shareholders to vote in favour of the relevant proposals to be tabled to the EGM.

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

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

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

Zijin Mining Group Co., Ltd.*
Remuneration and Assessment Proposal of
Directors and Supervisors of the Eighth Term

To all Shareholders,

In order to ascertain the remunerations of the members of the Board and the Supervisory Committee of the eighth term, establish a scientific, standardised and unified performance assessment system as the basis for remuneration realisation, implementation of effective incentives and restrictions, management and supervision, so as to improve the Company's operating results, core competitiveness, sustainability and fully motivate the enthusiasm and sense of responsibility of the Directors and the Supervisors, the Board has formulated the remuneration and assessment proposal of Directors and Supervisors of the eighth term.

I. PRINCIPLES

- (I) Remunerations shall match the Company's position in the international industry;
- (II) Remunerations shall align with the Company's operating results and returns to the Shareholders;
- (III) Remunerations shall commensurate with individual's duties, contributions and performance;
- (IV) Remunerations shall be linked to the Company's market capitalisation and market performance; and
- (V) Remunerations shall be connected to the Company's sustainable development and ESG indicators.

II. TARGETS

- (I) This remuneration and assessment proposal is applicable to the executive Directors and chairman of the Supervisory Committee;
- (II) Annual allowances and duty subsidies are applicable to the non-executive Director, independent non-executive Directors and other Supervisors.

**III. DETERMINATION OF THE REMUNERATIONS OF THE EXECUTIVE
DIRECTORS AND CHAIRMAN OF THE SUPERVISORY COMMITTEE**

The remunerations of the appraisees shall comprise of basic annual salary and annual incentive salary. Annual incentive salary shall comprise immediate incentives and deferred incentives.

(I) Basic annual salary

According to the different duties and responsibilities of each individual, the basic monthly salary ranges from RMB150,000 to RMB250,000; the specific amount of individual basic annual salary shall be determined by the nomination and remuneration committee of the Board and be explicitly set out in the employment contracts between the Company and the employees.

(II) Annual incentive salary

Annual incentive salary = (the Company's profit after tax for the current year – the Company's net assets as at the end of the previous year x 6%) x duties coefficient x assessment coefficient

(Note: The Company's profit after tax for the current year and net assets refer to the net profit and net assets attributable to owners of the parent in the Group's consolidated financial statements as prepared in accordance with China Accounting Standards. Duties coefficient ranges from 0.06% to 0.1%, which shall be determined by the nomination and remuneration committee of the Board according to individual duties)

(III) Realisation and distribution of remunerations

1. Basic annual salary shall be paid on a monthly basis.
2. Realisation and distribution of annual incentive salary:

The annual incentive salary is divided into immediate incentives and deferred incentives, each of which shall account for 50%.

The immediate incentives shall be paid within one month following the performance of review procedures.

Risk management shall be applied to the deferred incentives, which shall be realised later. The Company shall set up a specific account and convert the deferred incentives into virtual shares based on the audited net asset value per Share as at the end of the previous year. The payment shall be deferred for 3 years, and shall be made reference to the stock price or net assets indicators. The nomination and remuneration committee of the Board shall be authorised to determine the specific realisation method.

(IV) Assessment bodies

1. The nomination and remuneration committee of the Board shall formulate the annual performance and remuneration assessment, which shall be implemented by the nomination and remuneration committee of the Board upon consideration and approval at the Board meeting.
2. Confirmation of operating results shall be based on the audited annual report.
3. The Company shall incorporate ESG indicators into the annual incentive salary assessment (the proportion of which shall not be lower than 20%). Key indicators and corresponding weights shall be set based on environment, safety, social issues, governance, significant ESG events, ESG ratings and other events. The assessment coefficients can be adjusted during the appraisals of the teams and individuals.
4. The nomination and remuneration committee of the Board may determine the assessment coefficient of the incentive salary and the total amount of remunerations within a range of 0.5-1.5 based on operating results, metal prices and market fluctuations, ESG performance and other circumstances.

(V) Shareholding increment scheme

On the premise of compliance with the applicable regulatory requirements, the appraisees are encouraged to increase their holdings in the Company's Shares by means of, including but not limited to employee stock ownership scheme.

IV. ACCOUNTABILITY AND CLAWBACK MECHANISM

If any of the following circumstances occur, the annual incentive salary portion of an appraisee shall be clawed back or forfeited as appropriate:

- (I) In the event of resignation due to breach of contract or improper reasons before the term of service ends, the annual incentive salary for the current year and the accumulated deferred incentives to which the person is entitled may not be realised.
- (II) In the event that an appraisee fails to keep up with corporate development or operating decisions, or has made any mistakes in management which results in a substantial loss of the Company, or has violated laws, regulations, the Articles of Association, or has committed corruption, bribery or made any false statements or engages in any improper conducts for the purpose of obtaining annual incentive salary, he or she will be subject to early termination of employment contract as approved by the shareholders' general meeting. The annual incentive salary for the current year and accumulated deferred incentives to which the person is entitled may be clawed back or forfeited.

- (III) When a person has violated the Company's sustainable development principles, or when his/her act has caused severe environmental or safety incident or significantly impaired the Company's reputation and sustainable development, and such person is a chief officer clearly in a position to be held primarily accountable for the aforesaid incidents, the incentive salary of such person may be vetoed by one vote, and the deferred incentives to which he or she is entitled shall not be realised. Any person who is suspected of having violated the laws or committed a crime shall be transferred to the judiciary authority.

V. ALLOWANCES AND SUBSIDIES FOR THE INDEPENDENT NON-EXECUTIVE DIRECTORS, NON-EXECUTIVE DIRECTOR AND OTHER SUPERVISORS

(I) Standards for allowances and subsidies

A fixed allowance policy is applicable to the Company's independent non-executive Directors, non-executive Director and Supervisors other than the chairman of the Supervisory Committee. A duty subsidy policy is applicable to the independent non-executive Directors, non-executive Director and external Supervisor. The standards for allowances and subsidies shall be linked to job duties and work performance.

1. Annual allowance for each of the independent non-executive Directors and the non-executive Director is RMB200,000 (RMB240,000 for convener of independent directors and independent non-executive Director who is a non-PRC resident), which shall be calculated and distributed on a monthly basis.
2. Annual allowance for the vice-chairman of the Supervisory Committee and the external Supervisor is RMB150,000, which shall be calculated and distributed on a monthly basis; annual allowance for other Supervisors is RMB120,000, which shall be calculated and distributed on a monthly basis.
3. In addition to the above allowances, duty subsidy for each of the independent non-executive Directors and non-executive Director is RMB2,000 (RMB2,500 for convener of independent directors and independent non-executive Director who is a non-PRC resident) respectively per each day of attendance at the Company and daily duty subsidy for the external Supervisor is RMB1,500 per each day of attendance at the Company.

(II) Performance requirements

In addition to participation in the Company's Board meetings, Supervisory Committee meetings, shareholders' general meetings and meetings of specialised committees, the Company's independent non-executive Directors, non-executive Director and external Supervisor shall investigate the Company's production and operation, the establishment and execution of internal control and management as well as ESG performance and implementation

of resolutions according to the Company's actual circumstances on an annual basis, conduct work discussions with the Company's management, participate in on-site investigations on the Company's major investments, production, project construction, etc.

In principle, an independent non-executive Director, non-executive Director and external Supervisor shall work for the Company for not less than 15 effective working days every year, in which not less than 10 working days shall be dedicated to on-site work.

VI. OTHERS

- (I) Full-time Directors and Supervisors are entitled to "five social insurances and two funds" and other statutory benefits provided by the Company in accordance with the provisions of the national laws.
- (II) All annual remunerations and allowances mentioned in this proposal are tax-inclusive, and any tax shall be payable by the salaried personnel; individual income tax shall be withheld and paid by the Company on behalf of the personnel.
- (III) This proposal shall be effective during the term of office of the Board and the Supervisory Committee of the eighth term. The outstanding remuneration of the executive Directors and the chairman of the Supervisory Committee of the seventh term can be implemented with reference to this provision.

VII. The Board proposes the Shareholders to authorise the chairman of the Board at the shareholders' general meeting to enter into service contracts and/or appointment letters with each of the Directors and the Supervisors according to the terms and conditions he thinks fit, and deal with all other necessary and related matters, and authorise the nomination and remuneration committee of the Board to determine the relevant matters of remuneration assessment and management according to this proposal.

VIII. The implementation of this proposal is subject to the approval at the shareholders' general meeting of the Company.

The abovementioned proposal was considered and approved at the twentieth extraordinary meeting in 2022 of the seventh term of the Board, and is hereby tabled to the shareholders' general meeting for the Shareholders' consideration.

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

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

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

Biographical details of the candidates proposed to be elected as the Directors and the Supervisors are set out as follows:

EXECUTIVE DIRECTORS

Mr. Chen Jinghe (陳景河), aged 65 and born in October 1957, graduated from the Fuzhou University majoring in geology and obtained an EMBA degree from the Xiamen University. He is a professor grade senior engineer. He is entitled to special allowance from the State Council, a deputy to the tenth, eleventh, twelfth and thirteenth People's Congress of Fujian Province, the vice-president of the China Mining Association, China Nonferrous Metals Industry Association, China Gold Association, vice-chairman of the China Occupational Safety and Health Association and a board member of the World Gold Council. He is the founder and core leader of the Company, and is also the main discoverer, researcher and development organiser of the Zijinshan Gold and Copper Mine. He has been serving as the chairman of the Board since 2000 (in which, he concurrently served as the president of the Company from August 2006 to November 2009). At the same time, he also serves as the head of the State Key Laboratory of Comprehensive Utilisation of Low-grade Refractory Gold Ores. He has attained high level of accomplishments in geological prospecting, key technological innovations such as comprehensive recovery and utilisation of low-grade refractory resources and large-scale development, and engineering management. He pioneered the "integrating five ore treatment processes into one" mining engineering management model, which is widely promoted and applied at home and abroad, generating significant economic and social benefits. He obtained 1 State Science Progress First Class Award, 18 Provincial Special and First Class Awards as well as 27 invention patents.

Mr. Chen Jinghe currently serves as a non-independent director of Ivanhoe Mines Ltd., a company listed on the Toronto Stock Exchange (stock code: IVN).

Mr. Zou Laichang (鄒來昌), aged 54 and born in August 1968, graduated from the Fujian Forestry College majoring in engineering in chemistry for forestry and obtained an MBA degree from the Xiamen University. He is a professor grade senior engineer. He joined the Company in March 1996, served as a Director and senior vice-president of the Company from August 2006 to November 2009 and served as a Director and standing vice-president of the Company from November 2009 to October 2013. He served as a Director and vice-president of the Company from October 2013 to December 2019. He has been serving as a Director and the president of the Company since December 2019.

Mr. Lin Hongfu (林泓富), aged 48 and born in April 1974, obtained an Executive MBA (EMBA) degree from the Tsinghua University. He is a senior engineer. He joined the Company in August 1997 and held the positions of plant manager of gold refinery plant, deputy chief of the Zijinshan Gold Mine, general manager and chairman of Bayannur Zijin Non-ferrous Metals Co., Ltd., etc. He served as a vice-president of the Company from August 2006 to October 2013. He served as a Director and vice-president of the Company from October 2013 to December 2019. He has been serving as a Director and standing vice-president of the Company since December 2019.

Mr. Lin Hongfu currently serves as the chairman of Fujian Longking Co., Ltd., a subsidiary of the Company listed on the Shanghai Stock Exchange (stock code: 600388).

Ms. Lin Hongying (林紅英), aged 54 and born in October 1968, graduated from the China University of Geosciences majoring in business administration. She is a senior certified public accountant. She joined the Company in 1993 and held the positions of chief accountant, deputy manager and manager of the Finance Department, assistant financial controller, etc. She served as the financial controller of the Company from November 2009 to December 2016. She served as a Director, vice-president and concurrently, the financial controller of the Company from December 2016 to December 2019. She has been serving as a Director and vice-president of the Company since December 2019.

Mr. Xie Xionghui (謝雄輝), aged 48 and born in October 1974, graduated from the Huainan Industrial Institute majoring in geology and mineral resources exploration and obtained an MBA degree from the University of Northern Virginia. He is a lawyer and has the qualifications of certified safety engineer, registered consulting engineer (investment), grade-one constructor, etc. He is an arbitrator of the Shenzhen Court of International Arbitration. He joined the Company in 2001 and served as the geological technician, secretary to the chairman, deputy director of the Board Office and concurrently the legal advisor of the Company; deputy general manager of Hunchun Zijin Mining Co., Ltd., general manager (concurrent) of Inner Mongolia Bulongtu Phosphorite Mining Co., Ltd., general manager of Chongli Zijin Mining Co., Ltd., standing deputy general manager of Heilongjiang Zijin Longxing Mining Co., Ltd., chairman (concurrent) of Russia Longxing Co., Ltd., general manager of Zijin Mining Group Northwest Co., Ltd., chairman of Zijin Mining Group Southern Co., Ltd. and general manager of the Mines Operation Department of the Company. He served as a vice-president of the Company from December 2016 to December 2019. He has been serving as a Director and vice-president of the Company since December 2019.

Mr. Wu Jianhui (吳健輝), aged 48 and born in November 1974, graduated from the Southern Institute of Metallurgy majoring in mineral processing engineering. He also obtained a master's degree in geological engineering from the China University of Geosciences, and a master's degree in business administration from the University of International Business and Economics. He is a professor grade senior engineer. He joined the Company in August 1997, and served as the deputy plant manager of the Zijinshan Gold Mine processing plant, deputy plant manager of the Zijinshan Copper Mine pilot plant, assistant to the chief commander of construction commanding office of the Zijinshan Copper Mine, deputy general manager and general manager of Bayannur Zijin Non-ferrous Metals Co., Ltd., general manager of Zijin Copper Co., Ltd., standing deputy general manager and general manager of the Smelting, Refining and Fabricating Department of the Company, and general manager of Tibet Julong Copper Co., Ltd. and Tibet Zijin Industrial Co., Ltd. He has been serving as a vice-president of the Company since May 2022.

NON-EXECUTIVE DIRECTOR

Mr. Li Jian (李建), aged 46 and born in June 1976, obtained a bachelor's degree in finance. He is a deputy to the fifth and sixth People's Congress of Longyan City. He currently serves as the chairman and general manager of Minxi Xinghang State-owned Assets Investment Company Limited (the Substantial Shareholder of the Company), and concurrently the Director of the Company since October 2013. He is also the chairman of Shanghang County Xingcheng Guarantee Company Limited and the director of Fujian Shanghang Rural Commercial Bank Company Limited.

Save as disclosed in this circular, as at the Latest Practicable Date, Mr. Chen Jinghe, Mr. Zou Laichang, Mr. Lin Hongfu, Ms. Lin Hongying, Mr. Xie Xionghui, Mr. Wu Jianhui and Mr. Li Jian (collectively, the "Non-independent Director Candidates") have not held any directorship in other public companies listed on any securities markets in the PRC, Hong Kong or overseas in the last three years, do not hold any other positions with the Group and are not related to any Directors, Supervisors, senior management, Substantial Shareholders or Controlling Shareholder of the Company.

Save as disclosed as follows, none of the Non-independent Director Candidates have been penalised by the CSRC or other relevant departments and disciplined by stock exchanges:

The Company received the "Decision of Administrative Penalty" ([2012] No. 10) from the CSRC on 9 May 2012, for the Company's failure to timely disclose the 7.3 waste water leakage incident of Zijinshan copper hydrometallurgical plant, in which the Company violated Article 67 of the Securities Law, and constituted an offense described in Article 193 of the Securities Law. According to the stipulations of Article 193 of the Securities Law, the CSRC decided and issued:

1. a warning to and an order on Zijin Mining to correct with a fine of RMB300,000 being imposed;
2. a warning to Chen Jinghe with a fine of RMB100,000 being imposed;
3. a warning to Luo Yingnan and Zou Laichang with a fine of RMB50,000 being imposed on each person;
4. a warning to Lan Fusheng and Huang Xiaodong.

All the above fines were settled.

INTERESTS AND SHORT POSITIONS OF THE NON-INDEPENDENT DIRECTOR
CANDIDATES IN THE ISSUED SHARES OF THE COMPANY

As at the Latest Practicable Date, shareholdings in the Company held by the Non-independent Director Candidates are as follows:

Non-independent Director Candidates	Class of Shares	Long/Short position	Capacity	Number of Shares	Approximate percentage of shareholding in the same class of securities	Approximate percentage of shareholding in the total number of issued Shares
Chen Jinghe	A Share	Long position	Beneficial owner	65,100,000	0.32%	0.25%
	H Share	Long position	Beneficial owner	20,000,000	0.35%	0.08%
	Total	Long position	Beneficial owner	85,100,000		0.32%
Zou Laichang	A Share	Long position	Beneficial owner	2,723,050	0.01%	0.01%
Lin Hongfu	A Share	Long position	Beneficial owner	1,728,938	0.01%	0.01%
Lin Hongying	A Share	Long position	Beneficial owner	977,000	0.01%	0.01%
Xie Xionghui	A Share	Long position	Beneficial owner	905,571	0.01%	0.01%
Wu Jianhui	A Share	Long position	Beneficial owner	510,000	0.01%	0.01%

Save as disclosed above, as at the Latest Practicable Date, none of the Non-independent Director Candidates had an interest or short position in the Shares of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

The Non-independent Director Candidates, once elected as the Directors at the EGM, will enter into new service contracts and/or appointment letters with the Company for a term of three years commencing on the date of the EGM and expiring on 29 December 2025. The remunerations of the non-independent Directors of the eighth term will be determined by the Board in accordance with the remuneration and assessment proposal of Directors and Supervisors of the eighth term which is subject to approval at the EGM, and the terms and conditions of the said service contracts and/or appointment letters having regard to their duties and responsibilities with the Company, the Company's remuneration policy, and the Company's results assessment. The remunerations of the newly elected executive Directors and non-executive Director will be announced separately.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. He Fulong (何福龍), aged 67 and born in October 1955, obtained a master's degree in business administration and is a senior economist entitled to special allowance from the State Council. He is an adjunct professor of the School of Management, the School of Economics and the Wang Yanan Institute for Studies in Economics as well as a master advisor of international economics and business programme of the Xiamen University. From March 1994 to April 1998, Mr. He served as a financial manager of Ta Kung Pao, Hong Kong; from May 1998 to April 2000, he served as the deputy general manager of Xiamen Commerce and Trade State-owned Asset Investment Company Limited; from May 2000 to March 2017, he served as the chairman of Xiamen ITG Group Corp., Ltd.; since May 2017, he has been serving as the chairman of Xiamen City Chenjiageng Education Development Foundation. Mr. He was awarded the honorary titles of National Outstanding Entrepreneur, National Model Worker, one of the Top 40 Most Influential Entrepreneurs in Fujian at the 40th Anniversary of Economic Reform and Opening-up, etc. He has been serving as an independent non-executive Director of the Company since December 2019.

Mr. Mao Jingwen (毛景文), aged 66 and born in December 1956, obtained a doctoral degree from the Graduate School of Chinese Academy of Geological Sciences. He is an academician of the Chinese Academy of Engineering. Mr. Mao has been dedicated to the researches on mineral deposit model and metallogeny as well as mineral prospecting for a long time, and made significant contributions to the breakthroughs in prospecting for concealed orebody in the PRC. He was granted 2 State Natural Science Second Class Awards, 2 State Science and Technology Improvement Second Class Awards, 1 State Science and Technology Improvement Third Class Award, 7 Provincial Science and Technology First Class Awards and 4 Provincial Science and Technology Second Class Awards. He currently serves as a researcher in the Institute of Mineral Resources under the Chinese Academy of Geological Sciences, director in the key laboratory of metallogeny and mineral assessment of the Ministry of Land and Resources, vice-chairman of the Chinese Society for Mineralogy, Petrology and Geochemistry, director of the Commission on Mineral Deposits of the Geological Society of China and director of the Commission on Mineral Exploration of the Chinese Society of Rare Earths. Previously, he served as a vice business director of the Institute of Mineral Resources under the Chinese Academy of Geological Sciences and chairman of the International Association on the Genesis of Ore Deposits. He has been serving as an independent non-executive Director of the Company since December 2019.

In the past 3 years, Mr. Mao Jingwen once served as an independent director of Shenghe Resources Holding Co., Ltd. (stock code: 600392) and Chifeng Jilong Gold Mining Co., Ltd. (stock code: 600988), both of which are companies listed on the Shanghai Stock Exchange.

Mr. Li Changqing (李常青), aged 54 and born in September 1968, obtained a bachelor's degree of engineering in accounting of industrial enterprise from the School of Management Engineering of the Hefei University of Technology, a master's degree in economics (MBA) and a doctoral degree in management (accounting) from the Xiamen University. He is a certified

public accountant of China. He serves as a professor in the School of Management, doctoral advisor and director of EMBA Centre of the Xiamen University, a supervisor in post-doctor workstation of the Shanghai Stock Exchange and a case writer in China Europe International Business School. He was a visiting scholar and studied at the Harvard Business School and other renowned academic institutions, and published over 100 academic theses and 7 books (including co-author). He led more than 10 scientific research projects of the National Natural Science Foundation of China, Humanities and Social Sciences Fund of State Education Commission of the PRC, Sino-Canada University-Industry Collaboration Fund, Joint Research Plan of the Shanghai Stock Exchange, etc. Mr. Li was granted the National Teaching Achievement Award, award of the First Top 100 Case Studies in China, Outstanding Contribution to MBA Education and Management Award of China, Distinctive Academic Theses Award of the Accounting Society of China, etc. He was also selected to the Programme for New Century Excellent Talents of the Ministry of Education. He has been serving as an independent non-executive Director of the Company since December 2019.

In the past 3 years, Mr. Li Changqing once served as an independent director of the Bank of Hangzhou Co., Ltd. (stock code: 600926), a company listed on the Shanghai Stock Exchange; an independent director of China Merchants Port Group Co., Ltd. (stock code: 001872) and Shenzhen Noposion Agrochemicals Co., Ltd. (stock code: 002215), both of which are companies listed on the Shenzhen Stock Exchange.

Mr. Suen Man Tak (孫文德), aged 64 and born in June 1958, is a citizen of Hong Kong. He is a practising barrister-at-law of the Hong Kong High Court. He has been working in the enforcement and related law field for 35 years specialising in securities, futures, financial market, anti-money laundering activities, listing rules, code of conduct, etc., with extensive experience and professional knowledge. Mr. Suen once served as the Director of Enforcement of the Securities and Futures Commission of Hong Kong (the “SFC”), Inspector appointed by the Financial Secretary of Hong Kong, responsible officer of 4 licensed corporations with 7 types of activities regulated by the SFC, executive director and chairman of Compliance and Risk Steering Committee of listed company and Senior Inspector of Commercial Crime Bureau. Mr. Suen is an Honorary Chairman of the Institute of Compliance Officers, member of the Advisory Committee of Hong Kong Insurance Professionals Federation, Honourable President of Hong Kong International Blockchain & Financial Association. Mr. Suen is also a member of the Hong Kong Institute of Certified Public Accountants and Hong Kong Securities and Investment Institute. He has been serving as an independent non-executive Director of the Company since December 2019.

Mr. Suen Man Tak currently serves as an independent non-executive director of China Jinmao Holdings Group Limited (stock code: 0817) and Sino-Ocean Group Holding Limited (stock code: 3377), companies listed in Hong Kong, and also an independent director of Inception Growth Acquisition Limited (stock code: IGTA), a company listed on Nasdaq in the United States of America.

Mr. Bo Shao Chuan (薄少川), aged 57, was born in October 1965. He is a Canadian citizen. Mr. Bo obtained a master's degree and is a senior engineer. He has more than 30 years of investment and practical experience in the mining, oil and gas industries. He once worked for PetroChina and then joined Ivanhoe Capital Corporation in 1996, at which he successively held management positions in Ivanhoe Mines (Canada), Ivanhoe Energy, Jinshan Gold Mines and other joint ventures/cooperative companies of Ivanhoe Capital Corporation. He also served as the general manager for business development of Ivanhoe Capital Corporation. He was a former director and senior management personnel of several mining companies in Canada, Australia and Brazil, as well as a consultant of a number of mining, oil and gas companies at home and abroad. He is currently the president of Oryx Bio-tech Limited. Mr. Bo is a member of the Shenzhen Court of International Arbitration (SCIA) Minerals and Energy Experts Committee and a member of the Mining Arbitration Expert Committee of the Beihai Arbitration Commission/Beihai Court of International Arbitration. He is the author of *Ins and Outs International Mining*. He has been serving as an independent non-executive Director of the Company since December 2020.

Mr. Bo currently serves as an independent director of Sinomine Resource Group Co., Ltd. (stock code: 002738), a company listed on the Shenzhen Stock Exchange.

Ms. Wu Xiaomin (吳小敏), aged 67, was born in January 1955. She graduated from the Shandong University in 1982 with a bachelor's degree in arts. She is a translator and a senior economist. From 1982 to 2018, Ms. Wu served as a staff, the department manager, deputy general manager, standing deputy general manager, general manager, deputy secretary and secretary to the Communist Party Committee and chairman of Xiamen C&D Group Co., Ltd. She currently serves as an external director of Xiamen Iport Group Co., Ltd. and a council member of the Xiamen Renai Medical Foundation. She served as a deputy to the twelfth People's Congress of Fujian Province, a committee member of the eighth term of the Political Consultative Conference of Fujian Province and a deputy to the fourteenth People's Congress of Xiamen City. She was awarded the May 1st Labour Medal of Fujian Province, and the titles of National Model Worker, National Advanced Female Individual, National Outstanding Entrepreneur, and one of the Fortune 50 Most Influential Business Leaders in China and 25 Most Influential Businesswomen in China. She has extensive experience in the management of large-scale state-owned enterprises.

In the past 3 years, Ms. Wu Xiaomin once served as a non-executive director of C&D International Investment Group Limited (stock code: 1908), a company listed on the Hong Kong Stock Exchange.

Save as disclosed in this circular, as at the Latest Practicable Date, Mr. He Fulong, Mr. Mao Jingwen, Mr. Li Changqing, Mr. Suen Man Tak, Mr. Bo Shao Chuan and Ms. Wu Xiaomin (collectively, the "Independent Non-executive Director Candidates") have not held any directorship in other public companies listed on any securities markets in the PRC, Hong Kong or overseas in the last three years, do not hold any other positions with the Group and are not related to any Directors, Supervisors, senior management, Substantial Shareholders or

Controlling Shareholder of the Company. As at the Latest Practicable Date, none of the Independent Non-executive Director Candidates had any interest or short position in the Shares of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

None of the Independent Non-executive Director Candidates have been penalised by the CSRC or other relevant departments and disciplined by stock exchanges.

When the nomination and remuneration committee of the Board nominated the Independent Non-executive Director Candidates, it has obtained information of the nominees, such as their employment history, educational background and work experience, and at the same time considered the potential contribution of the Independent Non-executive Director Candidates to the Company during the performance of their duties (including the time to be devoted, practical skills, knowledge base, work experience, whether they meet the requirements of prevailing board diversity policy, etc.).

The nomination and remuneration committee of the Board is satisfied with the independence of each Independent Non-executive Director Candidate in accordance with, among other things, the factors set out in Rule 3.13 of the Listing Rules and their confirmations of independence.

The nomination and remuneration committee of the Board has reviewed and taken into consideration of the cultural and educational background, professional experience, etc. of the Independent Non-executive Director Candidate. Having regard to the relevant requirements of the Listing Rules and considered that they can bring to the Board the perspectives, skills and experience of their respective professional areas and contribute to the diversity of the Board, the nomination and remuneration committee of the Board believes they are suitable candidates as the Director.

The Independent Non-executive Director Candidates, once elected as the Directors at the EGM, will enter into new service contracts and/or appointment letters with the Company for a term of three years commencing on the date of the EGM and expiring on 29 December 2025. The remunerations of the independent non-executive Directors of the eighth term will be determined by the Board in accordance with the remuneration and assessment proposal of Directors and Supervisors of the eighth term which is subject to approval at the EGM, and the terms and conditions of the said service contracts and/or appointment letters having regard to their duties and responsibilities with the Company, the Company's remuneration policy, and the Company's results assessment. The remunerations of the newly elected independent non-executive Directors will be announced separately.

SUPERVISORS

Mr. Lin Shuiqing (林水清), aged 58 and born in May 1964, is a member of the Communist Party of China. He graduated from the Central Communist Party School. He is a part-time postgraduate. He has held positions including deputy secretary, head of town and secretary of Zhongdu Town of Shanghang County Communist Party Committee, director of Shanghang County Communist Party Committee Office, standing member of the Shanghang County Communist Party Committee, director of Shanghang County Tongzhanbu and secretary of Shanghang County Non State-owned Economic Work Committee. He has been serving as the deputy secretary to the Communist Party Committee and the chairman of the Supervisory Committee of the Company since November 2009.

Ms. Lin Yan (林燕), aged 59, was born in October 1963. She is a university graduate and a senior certified public accountant. She once served as the manager of the finance department and deputy general manager of Fujian Province Metals & Minerals Import & Export (Xiamen) Co., Ltd., the deputy general manager and financial controller of Xiamen Polyase International Trade Co., Ltd., the manager of the treasury department and capital settlement centre, manager of the treasury department and the finance department, financial controller, etc. of Xiamen Seashine Group Co., Ltd. From 2018 to present, she serves as the financial controller of Xiamen Jinchengwan Real Estate Development Co., Ltd.

INTERESTS AND SHORT POSITIONS OF THE SUPERVISOR CANDIDATES IN THE ISSUED SHARES OF THE COMPANY

As at the Latest Practicable Date, shareholding in the Company held by the Supervisor Candidates is as follows:

Supervisor Candidate	Class of Shares	Long/Short position	Capacity	Number of Shares	Approximate percentage of shareholding in the same class of securities	Approximate percentage of shareholding in the total number of issued Shares
Lin Shuiqing	A Share	Long position	Beneficial owner	300,000	0.01%	0.01%

Save as disclosed above, as at the Latest Practicable Date, none of Mr. Lin Shuiqing and Ms. Lin Yan (collectively, the “Supervisor Candidates”) had any interest or short position in the Shares of the Company or any of its associated corporations within the meaning of Part XV of the SFO. The Supervisor Candidates have not held any directorship in other public companies listed on any securities markets in the PRC, Hong Kong or overseas in the last three years, do not hold any other positions with the Group and are not related to any Directors, Supervisors, senior management, Substantial Shareholders or Controlling Shareholder of the Company.

The Supervisor Candidates, once elected as the Supervisors at the EGM, will enter into new service contracts and/or appointment letters with the Company for a term of three years commencing on the date of the EGM and expiring on 29 December 2025. The remunerations of the Supervisors of the eighth term will be determined by the Board in accordance with the remuneration and assessment proposal of Directors and Supervisors of the eighth term to be approved at the EGM, and the terms and conditions of the said service contracts and/or appointment letters having regard to their duties and responsibilities with the Company, the Company's remuneration policy, and the Company's results assessment. The remunerations of the newly elected Supervisors will be announced separately.

The Supervisors to be elected at the EGM and the 2 Supervisors representing workers and staff to be elected at the meeting of the representatives of workers and staff of the Company will together constitute the eighth term of the Supervisory Committee of the Company. There is still 1 candidate for election as the Supervisor, who will be separately nominated to the shareholders' general meeting in accordance with the Articles of Association. The details of the Supervisors representing workers and staff will be announced after the election at the meeting of the representatives of workers and staff of the Company.

POSITIONS HELD BY THE CANDIDATES FOR ELECTION AS THE DIRECTORS IN THE SUBSIDIARIES OF THE GROUP AS AT THE LATEST PRACTICABLE DATE

Name	Company Name	Position
Mr. Zou Laichang	Tibet Zijin Industrial Co., Ltd.	Chairman
Mr. Zou Laichang	Fujian Zijin Copper Foil Technology Co., Ltd.	Chairman
Mr. Zou Laichang	Fuda Zijin Hydrogen Energy Technology Co., Ltd.	Director
Mr. Lin Hongfu	Serbia Zijin Copper Doo	Member of supervisory committee
Mr. Lin Hongfu	Zijin Mining Investment (Shanghai) Co., Ltd.	Director
Mr. Lin Hongfu	Xiamen Zijin New Energy and New Materials Technology Co., Ltd.	Director
Mr. Lin Hongfu	Zijin Mining Group Capital Investment Co., Ltd.	Director
Mr. Lin Hongfu	Zijin International Holdings Co., Ltd.	Chairman
Mr. Lin Hongfu	Zijin Jinhai Logistics (Hainan) Co., Ltd.	Chairman
Mr. Lin Hongfu	Tibet Zijin Industrial Co., Ltd.	Vice-chairman
Mr. Lin Hongfu	Zijin Lithium (Hainan) Co., Ltd.	Chairman
Mr. Lin Hongfu	Liex S.A.	Chief of the management committee
Mr. Lin Hongfu	Fujian Longking Co., Ltd.	Chairman
Ms. Lin Hongying	Gold Mountains Asset Management Limited	Chairman
Ms. Lin Hongying	Gold Mountains Capital Management Limited	Chairman
Ms. Lin Hongying	Zijin Global Fund	Director

Name	Company Name	Position
Ms. Lin Hongying	Zijin Mining Investment (Shanghai) Co., Ltd.	Chairman
Ms. Lin Hongying	Gold Mountains Vision Investment Management Ltd.	Director
Ms. Lin Hongying	Zijin Mining Group Finance Co., Ltd.	Chairman
Mr. Xie Xionghui	Zijin Zhixin (Xiamen) Technology Co., Ltd.	Chairman
Mr. Wu Jianhui	Tibet Zijin Industrial Co., Ltd.	Director
Mr. Wu Jianhui	Tibet Julong Copper Co., Ltd.	Chairman
Mr. Wu Jianhui	Tibet Ngari Lakkor Resources Co., Ltd.	Chairman
Mr. Wu Jianhui	Tibet Zijin Lithium Co., Ltd.	Chairman

Save as disclosed above, as at the Latest Practicable Date, none of the Directors, Supervisors and chief executive of the Company or their Associates have any interest or short position in the Shares, underlying Shares or debentures of the Company or its associated corporations (as defined in the SFO) which were required to be notified to the Company and the Hong Kong Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO, required to be recorded in the register required to be kept under Section 352 of the SFO, or as otherwise notified to the Company and the Hong Kong Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers. None of the Directors, Supervisors and chief executive of the Company or their spouse or children under the age of 18 is holding any option to subscribe the Shares, underlying Shares or debentures of the Company, or has exercised any such option.

Save as disclosed above, no arrangement has been entered into between the Company or its holding company or its subsidiaries, which will allow the Non-independent Director Candidates, Independent Non-executive Director Candidates and Supervisor Candidates of the Company to be benefited by acquiring the Shares, underlying Shares or debentures of the Company or other body corporates.

Save as disclosed above, the Board, to the best of its knowledge, is not aware of any other matters in relation to the Non-independent Director Candidates, Independent Non-executive Director Candidates and Supervisor Candidates that need to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor are there any other matters which need to be brought to the attention of the Shareholders.

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

Zijin Mining Group Co., Ltd.*

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

To all Shareholders,

For the purposes of further optimising the corporate governance and standardising the operation of the Company, pursuant to the stipulations of the Company Law of the People's Republic of China, Securities Law of the People's Republic of China, Rules Governing the Listing of Stocks on Shanghai Stock Exchange and other relevant laws, regulations and regulatory documents and taking into account the actual situation of the Company, it was proposed to amend the prevailing articles in the Articles of Association which are relevant to the registered capital, share repurchase and composition of the independent Directors of the Company. Details are as follows:

I. CHANGE IN REGISTERED SHARE CAPITAL

On 21 November 2022, the Company resolved to repurchase and cancel a total of 1,140,000 restricted A Shares granted but not yet unlocked held by 13 participants under incentive scheme (resigned). Before the repurchase, the total number of Shares and registered share capital of the Company were 26,329,312,240 and RMB2,632,931,224, respectively. After the repurchase, the total number of Shares and registered share capital of the Company will be 26,328,172,240 and RMB2,632,817,224, respectively.

II. AMENDMENTS TO CERTAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION

According to the actual situation of the Company, It is proposed to amend certain contents of the Articles of Association. Details are as follows:

Before amendment	After amendment
Article 4: The legal representative of the Company is the chairman of the Company.	Article 4: The legal representative of the Company is the president of the Company.

Before amendment	After amendment
<p>Article 10: The business tenet of the Company is: to keep strong footing in China and expand horizon across the world, with exploration and mining of gold, copper, zinc and other mineral resources as the main business and appropriately extend associated businesses; to adhere to mineral resources leading and cost-leading strategies, to adhere to the integration of internationalization, project enlargement and assets securitization, to further strengthen innovation as the core competitiveness; to adhere to the integration of market principles and scientific management, to adopt people-oriented approach and promote the effective integration between the outstanding elements of Zijin corporate culture and the international practices; to build up a safe, environmental and ecological friendly brand name and maximize the value for the society, the staff, the shareholders and other associates of the Company. To achieve the ultimate goal of “becoming a green, high-tech, leading global mining company”.</p>	<p>Article 10: The business tenet of the Company is: to adhere to “mining for a better society”, keep strong footing in China and expand horizon across the world, with exploration and mining of gold, copper, zinc, lithium and other mineral resources as the main business and appropriately extend associated businesses, in order to provide low carbon mineral materials for the better life of human beings; to adhere to mineral resources leading and cost-leading strategies, to adhere to the integration of internationalization, project enlargement and assets securitization, to further strengthen innovation as the core competitiveness; to adhere to the integration of market principles and scientific management, to adopt people-oriented approach and promote the effective integration between the outstanding elements of Zijin corporate culture and the international practices; to build up a safe, environmental and ecological friendly brand name; to adhere to the co-development value, maximize the value for the society, the staff, the shareholders and other associates of the Company. To achieve the ultimate goal of “becoming a green, high-tech, leading global mining company”.</p>
<p>Article 17: The current share capital structure of the Company is: the Company’s issued ordinary shares is 26,329,312,240 shares with RMB0.10 of par value per share, among which 20,592,372,240 shares are domestic shares (representing approximately 78.21% of total issued ordinary shares of the Company); 5,736,940,000 shares are H shares (representing approximately 21.79% of total issued ordinary shares of the Company).</p>	<p>Article 17: The current share capital structure of the Company is: the Company’s issued ordinary shares is 26,328,172,240 shares with RMB0.10 of par value per share, among which 20,591,232,240 shares are domestic shares (representing approximately 78.21% of total issued ordinary shares of the Company); 5,736,940,000 shares are H shares (representing approximately 21.79% of total issued ordinary shares of the Company).</p>
<p>Article 20: The Company’s registered share capital is RMB2,632,931,224.</p>	<p>Article 20: The Company’s registered share capital is RMB2,632,817,224.</p>

Before amendment	After amendment
<p>Article 90: The following matters shall be resolved by way of special resolution of a shareholders' general meeting:</p> <p>(2) The repurchase of the Company's shares;</p>	<p>Article 90: The following matters shall be resolved by way of special resolution of a shareholders' general meeting:</p> <p>(2) The repurchase of the Company's shares, except for circumstances specified in clauses (3), (5) and (6) of part one of Article 26 in the Articles;</p>
<p>Article 110: The Company shall establish a board of directors consisting of 13 directors of which at least 5 (5 inclusive) of them are independent directors. The board of directors shall consist of 1 chairman and 1 to 2 vice chairmen as necessary.</p>	<p>Article 110: The Company shall establish a board of directors consisting of 13 directors, including 6 independent directors. The board of directors shall consist of 1 chairman, 1 to 2 vice chairmen as necessary and 1 convener of independent directors.</p>
<p>Article 115: The board of directors shall be accountable to the shareholders' general meeting and shall exercise the following functions and powers:</p> <p>(7) To propose plans for the Company's major acquisitions, the purchase of the Company's stocks or the merger, division or dissolution, change of form of the Company;</p> <p>(8) Subject to the scope of authorization of the shareholders' general meeting, to decide on matters including the Company's overseas investment, purchase and disposal of assets, charging of assets, matters in relation to external guarantee, commissioned wealth management, connected transactions, and external donations;</p>	<p>Article 115: The board of directors shall be accountable to the shareholders' general meeting and shall exercise the following functions and powers:</p> <p>(7) To propose plans for the Company's major acquisitions, the purchase of the Company's stocks or the merger, division or dissolution, change of form of the Company;</p> <p>(8) To determine a repurchase of the Company's shares under the circumstances specified in clauses (3), (5) and (6) of part one of Article 26 in the Articles;</p> <p>(9) Subject to the scope of authorization of the shareholders' general meeting, to decide on matters including the Company's overseas investment, purchase and disposal of assets, charging of assets, matters in relation to external guarantee, commissioned wealth management, connected transactions, and external donations;</p>

Before amendment	After amendment
<p>Article 118: The chairman of the board shall exercise the following functions and powers:</p> <p>(4) To sign the important documents of the board of directors and such other documents which should be signed by the legal representative of the Company;</p> <p>(5) To exercise the functions and powers of a legal representative;</p> <p>(6) To request for the convention of extraordinary board meetings;</p>	<p>Article 118: The chairman of the board shall exercise the following functions and powers:</p> <p>(4) To sign the important documents of the board of directors;</p> <p>(5) To request for the convention of extraordinary board meetings;</p>
<p>Article 124: The Company shall have 1 secretary to the board of directors. The secretary is one of the senior management personnel of the Company. As the Company is dual-listed in the PRC and Hong Kong, the Company shall also have 1 secretary in Hong Kong to assist the secretary to the board of directors to deal with Hong Kong securities matters.</p>	<p>Article 124: The Company shall have 1 secretary to the board of directors, which shall be appointed or dismissed by the board of directors. The secretary to the board of directors is one of the senior management personnel of the Company. As the Company is dual-listed in the PRC and Hong Kong, the Company shall also have company secretary in Hong Kong to assist the secretary to the board of directors to deal with Hong Kong securities matters.</p>
<p>Article 128: The president of the Company shall be accountable to the board of directors and shall exercise the following functions and powers:</p> <p>(10) To organize and lead the daily operation of the Company's internal control;</p> <p>(11) Other functions and powers granted by the Company's Articles of Association and the board of directors.</p>	<p>Article 128: The president of the Company shall be accountable to the board of directors and shall exercise the following functions and powers:</p> <p>(10) To organize and lead the daily operation of the Company's internal control;</p> <p>(11) To exercise the functions and powers of the legal representative and sign the relevant documents which should be signed by the legal representative of the Company;</p> <p>(12) Other functions and powers granted by the Company's Articles of Association and the board of directors.</p>

Before amendment	After amendment
Article 129: The president shall attend meetings of the board of directors, but if he is not a director , he shall not have the right to vote at such meetings. A scope of work of the president shall be defined by the president and such scope of work shall be reported to the board of directors for approval and to be carried out upon approval.	Article 129: The president who is not a director shall attend meetings of the board of directors, but he shall not have the right to vote at such meetings. A scope of work of the president shall be defined by the president and such scope of work shall be reported to the board of directors for approval and to be carried out upon approval.
Article 133: The supervisory committee shall be composed of three shareholders' representatives and two employees' representative. The shareholders' representatives shall be elected and removed by the shareholders in a general meeting, and the employees' representatives shall be elected and removed by the Company's employees on a democratic basis.	Article 133: The supervisory committee shall include 2 supervisors representing workers and staff and 1 external supervisor. The supervisors representing workers and staff shall be elected and removed by the Company's employees on a democratic basis.

Except for the abovementioned amendments on the provisions and adjustments to certain wordings, other contents of the Articles of Association remain unchanged.

The abovementioned matters shall only take effect after they are tabled to and considered and approved at the Company's shareholders' general meeting. At the same time, it is proposed that the Shareholders shall authorise the Board at the shareholders' general meeting to carry out the relevant changes in the industrial and commercial registration.

The abovementioned proposal was considered and approved at the twentieth extraordinary meeting in 2022 of the seventh term of the Board, and is hereby tabled to the shareholders' general meeting for the Shareholders' consideration.

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

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

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

Zijin Mining Group Co., Ltd.***Proposal in relation to Amendments to the Independent Directors' Rules**

To all Shareholders,

For the purposes of further optimising the corporate governance and standardising the operation of the Company, the Company proposes to amend the “Independent Directors’ Rules” (“this Rules”) pursuant to the “Rules for the Independent Directors of Listed Companies” issued by the CSRC in 2022, the “Guideline for the Exercise of Duties of Independent Directors of Listed Companies” issued by the China Association for Public Companies in 2020 and taking into account the actual situation of the Company. The amendments mainly include increasing the qualification requirements for the candidates for independent Directors, adding a new convener of independent Directors, increasing the rights and obligations of the independent Directors, etc.

For specific details of the amendments, please refer to the attachment: Comparison table for the amendments to the Independent Directors’ Rules of Zijin Mining Group Co., Ltd.*

The abovementioned proposal was considered and approved at the twentieth extraordinary meeting in 2022 of the seventh term of the Board, and is hereby tabled to the shareholders’ general meeting for the Shareholders’ consideration.

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

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

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

Attachment: Comparison table for the amendments to the Independent Directors' Rules of Zijin Mining Group Co., Ltd.*

Before amendment	After amendment
<p data-bbox="228 378 794 410">Independent Directors' Rules</p> <p data-bbox="228 410 794 1066">Article 1 To facilitate the normal operation of Zijin Mining Group Co., Ltd. (hereinafter referred to as the "Company"), safeguard the overall interests of the Company and protect the lawful interests of all the shareholders, in particular the minority shareholders, against any harm, this Rules has been formulated in accordance with the "Company Law of the People's Republic of China", laws, regulations, standard documents and the Articles of Association of the Company (the "Articles of Association") and by reference to No. [2001] 102 Zhengjianfa "The Guiding Opinion Concerning the Establishment of an Independent Directors' Rules in Listed Companies" (the "Guiding Opinion") issued by China Securities Regulatory Commission ("CSRC").</p>	<p data-bbox="798 378 1359 410">Rules on Work for Independent Directors</p> <p data-bbox="798 410 1359 1272">Article 1 For the purposes of standardising the acts of Zijin Mining Group Co., Ltd.* (hereinafter referred to as the "Company"), fully leveraging the corporate governance function of the independent directors and promoting the discharge of responsibilities during the work of independent directors of listed company, this Rules has been formulated in accordance with the "Company Law of the People's Republic of China" (the "Company Law"), the Securities Law of the People's Republic of China (the "Securities Law"), the "Rules for the Independent Directors of Listed Companies" issued by the China Securities Regulatory Commission (the "CSRC"), the "Guideline for the Exercise of Duties of Independent Directors of Listed Companies" issued by the China Association for Public Companies, the "Rules Governing the Listing of Stocks on Shanghai Stock Exchange", the "Rules Governing the Listing of Securities on the Hong Kong Stock Exchange Limited" and the articles of association of the Company (the "Articles of Association").</p>
<p data-bbox="228 1272 794 1378">Article 5 The Company shall have four independent directors and at least one of them shall be an accounting professional.</p>	<p data-bbox="798 1272 1359 1442">Article 5 The Company shall establish a board of directors consisting of 13 directors, including 6 independent directors and at least one of them shall be an accounting professional.</p>
<p data-bbox="228 1442 794 1474">Nil</p>	<p data-bbox="798 1442 1359 1902">Article 6 The Company shall have a convener of independent directors, who is selected by negotiation among the independent directors. The convener of independent directors is responsible for coordinating the independent directors to hold the relevant meetings and conduct research activities, reviewing the relevant materials, and communicating and coordinating with the non-independent directors and senior management of the Company on behalf of the independent directors when necessary.</p>

Before amendment	After amendment
<p>Article 6 If there is any circumstance where an independent director is not qualified as an independent director or otherwise unfit for discharging his duties as an independent director, thereby causing the number of independent directors to be below the quorum, the Company shall fill any deficiency in the number of independent directors in accordance with the provisions.</p>	<p>Article 7 If there is any circumstance where an independent director is not qualified as an independent director or otherwise unfit for discharging his duties as an independent director, thereby causing the number of independent directors to be below the quorum, the Company shall fill any deficiency in the number of independent directors in accordance with the provisions within three months after failing to meet the requirement.</p>
<p>Nil</p>	<p>Article 10 Candidates for independent directors shall not have any of the following adverse records:</p> <p>(I) being imposed any administrative penalties by the CSRC in the recent three years;</p> <p>(II) during the period in which a stock exchange has announced that he/she is unsuitable to serve as a director of a listed company;</p> <p>(III) having received a public censure from or public statement of criticism have been circulated by any stock exchanges for more than two times in the recent three years;</p> <p>(IV) failed to attend two consecutive board of directors meetings or failed to attend more than one-third of the board of directors meetings in person within a year during the period serving as an independent director; or</p> <p>(V) provided any independent opinions which are obviously contradictory to the fact during the period serving as an independent director.</p>

Before amendment	After amendment
<p>Article 12 Person nominating a candidate for independent director shall fully understand the occupation, academic qualification, title and detailed working experience including all part-time jobs of the candidate and give opinion on his qualification and independence for acting as an independent director. The candidate for independent directorship shall make an open announcement as to the absence of any relationship between the Company and him which may possibly affect his independent and objective judgment.</p> <p>The board of directors shall disclose the above in accordance with requirements before a general meeting for the election of independent directors.</p>	<p>Article 14 Person nominating a candidate for independent director shall fully understand the occupation, academic qualification, title and detailed working experience including all part-time jobs of the candidate and give opinion on his/her qualification and independence for acting as an independent director. The candidate for independent directorship shall make an open announcement as to the absence of any relationship between the Company and him/her which may possibly affect his/her independent and objective judgment.</p> <p>The board of directors shall disclose the above in accordance with the requirements before a shareholders' general meeting for the election of independent directors.</p> <p>The Company shall submit the materials relating to the candidates for independent directors to the CSRC and its agencies and the stock exchanges which the Company's stocks are listed on. If the board of directors of the Company disagrees with relevant circumstances of the candidates, a written opinion from the board of directors shall be submitted at the same time.</p> <p>If any stock exchanges which the Company's stocks are listed on have any disagreements with a candidate for independent director, such person can be a candidate for director, but cannot be a candidate for independent director. When convening a shareholders' general meeting for election of independent directors, the Company shall explain whether any stock exchanges which the Company's stocks are listed on have any disagreements with the candidates for independent directors.</p>

Before amendment	After amendment
Nil	<p>Article 24 Independent directors, as equal board members as other directors, shall give the board of directors and any specialised committees under the board of directors on which they serve the benefit of their skills, expertise and varied backgrounds and qualifications through regular attendance and active participation. They shall also make a positive contribution to the development of the Company's strategy and policies through independent, constructive and informed comments. At the same time, independent directors shall also attend shareholders' general meetings to gain and develop a balanced understanding of the views of shareholders.</p>
Nil	<p>Article 25 Independent directors shall have the right to participate in the audit and internal control committee, the strategic and sustainable development (ESG) committee and the nomination and remuneration committee which are established under the board of directors. Among which, the audit and internal control committee shall be composed entirely of independent directors and non-executive director, and an independent director shall serve as a convener. The majority of the nomination and remuneration committee shall be independent directors and an independent director shall serve as a convener.</p>

Before amendment	After amendment
Nil	<p>Article 26 In addition to participation in the shareholders' general meetings, board of directors meetings and meetings of specialised committees of the Company, the independent directors of the Company shall investigate the Company's production and operation, the establishment and execution of internal control and management, as well as ESG performance and implementation of resolutions according to the Company's actual circumstances on an annual basis, conduct work discussions with the Company's management, participate in on-site investigations on the Company's major investments, production, project construction, etc.</p> <p>In principle, an independent director of the Company shall work for the Company for not less than 15 effective working days every year, in which not less than 10 working days shall be dedicated to on-site work.</p>
<p>Article 23 To ensure the efficient exercise by the independent directors of their functions and power, the Company shall provide them with necessary conditions.</p>	<p>Article 27 To ensure the efficient exercise by the independent directors of their functions and power, the Company shall provide them with necessary conditions. The chairman of the board of directors shall at least annually hold meetings with the independent directors without the presence of other directors. Management of the Company, in particular the secretary to the board of directors, shall communicate with the independent directors in a timely and adequate manner to ensure that the work of the independent directors is carried out smoothly.</p>

Before amendment	After amendment
<p>Article 26 The Company shall provide the independent directors with the working conditions necessary for the discharge of their duties.</p> <p>The secretary of the board of directors of the Company shall actively coordinate with the independent directors in discharging their duties, and provide assistance for their discharge thereof, such as giving an introduction and provision of information.</p> <p>If there are any independent opinions, motions and written statements of the independent directors that need to be announced, the secretary of the board of directors shall responsively complete the procedures with the stock exchange for an announcement to be issued.</p>	<p>Article 30 The Company shall provide the independent directors with the working conditions necessary for the discharge of their duties:</p> <p>(I) the secretary to the board of directors of the Company shall actively coordinate with the independent directors in discharging their duties, and provide assistance for their discharge thereof, such as giving introduction and provision of information;</p> <p>(II) if there are any independent opinions, motions and written statements of the independent directors that need to be announced, the secretary to the board of directors shall responsively complete the procedures with the stock exchange for an announcement to be issued;</p> <p>(III) providing the independent directors with the newspapers and periodicals for information disclosure in which the Company publishes public information or providing the corresponding electronic materials;</p> <p>(IV) be cooperative when the independent directors conduct investigations relating to the discharge of their duties;</p> <p>(V) providing the independent directors with meeting venues and other assistance when the independent directors consider that it is necessary to convene a meeting that shall be attended by the independent directors only;</p> <p>(VI) actively cooperating with the independent directors in accessing relevant information, and providing the independent directors with necessary supports and assistance in discharging their duties by arranging site visits, organising reports from intermediaries, etc.; and</p> <p>(VII) other facilitations and cooperation that shall be provided by the Company when the independent directors discharge their duties.</p>

Before amendment	After amendment
<p>Article 29 The Company shall provide the independent directors with appropriate allowance and make disclosure thereof in the annual report.</p>	<p>Article 33 The Company shall provide the independent directors with appropriate allowance. The standard of allowance shall be on par with the Company's production, operation and operating results, size and scale, industry status, the responsibilities and obligations of independent directors, etc. The board of directors shall formulate a proposal for independent directors' allowance, which shall be subject to consideration and approval at a shareholders' general meeting, and make disclosure thereof in the annual report.</p>
<p>Article 30 The Company may establish necessary insurance measures for independent directors' liabilities to minimize the risks that may arise from the ordinary discharge of duties by the independent directors.</p>	<p>Article 34 The Company shall establish a necessary system of indemnity insurance for independent directors. Upon the approval obtained at the shareholders' general meeting, the Company shall arrange appropriate insurance cover in respect of potential risks against the independent directors when they discharge their duties in normal manners. The Company shall also review and make necessary updates on the scope of insurance coverage every year. The coverage of the indemnity insurance is stipulated with a contract, except for the liabilities of independent directors caused by violation of laws and regulations and the Articles of Association.</p>

Before amendment	After amendment
Nil	<p data-bbox="810 274 1359 342">Chapter VII Rights and Obligations of Independent Directors</p> <p data-bbox="810 395 1359 583">Article 35 When independent directors are aware of any of the following circumstances in the Company or relevant entities, they shall investigate and understand the situation proactively:</p> <p data-bbox="810 636 1359 783">(I) significant matters which are not submitted to the board of directors meeting or shareholders' general meeting for consideration as required;</p> <p data-bbox="810 836 1359 944">(II) the Company fails to discharge its information disclosure obligations in a timely or appropriate manner;</p> <p data-bbox="810 998 1359 1144">(III) possible existence of false records, misleading statements or material omissions in the information released by the Company;</p> <p data-bbox="810 1198 1359 1344">(IV) possible violations of laws, regulations or the Articles of Association in the Company's production and operation; and</p> <p data-bbox="810 1398 1359 1544">(V) other circumstances which are suspected of violating the laws and regulations or prejudicing the rights and interests of public shareholders.</p> <p data-bbox="810 1598 1359 1744">If the abovementioned circumstances are confirmed to exist, the independent directors shall immediately urge the Company or relevant entities to rectify.</p>

Before amendment	After amendment
Nil	<p data-bbox="810 274 1353 583">Article 36 When independent directors encounter any obstacles when they exercise their powers conferred by laws and regulations, they may explain the situation to the Company's board of directors and request the management or the secretary to the board of directors to cooperate.</p> <p data-bbox="810 634 1353 902">When the following circumstances occur in the Company and seriously hinder independent directors from discharging their duties and exercising their powers, independent directors shall report such matters to the agencies of the CSRC and relevant stock exchanges:</p> <p data-bbox="810 953 1353 1066">(I) being dismissed by the Company for reasons which the dismissed independent director considers inappropriate;</p> <p data-bbox="810 1117 1353 1264">(II) an independent director resigns due to circumstances that prevent him/her from discharging his/her duties in accordance with the laws;</p> <p data-bbox="810 1315 1353 1547">(III) the materials for a board of directors meeting are insufficient, and the written request to postpone the board of directors meeting or consideration of the relevant matters from two or more independent directors is not adopted;</p> <p data-bbox="810 1598 1353 1744">(IV) the board of directors fails to take effective measures upon receiving a report on the Company's suspected violations of laws and regulations; and</p> <p data-bbox="810 1796 1353 1908">(V) other circumstances that seriously hinder independent directors from discharging their duties.</p>

Before amendment	After amendment
Nil	<p data-bbox="810 274 1359 427">Article 37 Independent directors shall submit a work report to the Company's annual general meeting. The work report shall include the following contents:</p> <p data-bbox="810 476 1359 666">(I) attendance at board of directors meetings and shareholders' general meetings in the previous year, including reasons of and the number of times for not attending such meetings in person;</p> <p data-bbox="810 715 1359 904">(II) the situations of expressing opinions and participating in voting at the board of directors meetings, including the situations and reasons for abstention from voting or voting against the proposals;</p> <p data-bbox="810 953 1359 1266">(III) investigations on the Company's production and operation, system development, implementation of board of directors resolutions, etc., discussions with the Company's management, and on-site investigations on the Company's major investments, production and project construction;</p> <p data-bbox="810 1315 1359 1421">(IV) work performed to protect the legitimate rights and interests of public shareholders;</p> <p data-bbox="810 1470 1203 1506">(V) participation in trainings;</p> <p data-bbox="810 1555 1359 1793">(VI) other work performed as independent directors in accordance with the relevant laws, administrative regulations, departmental rules, regulatory documents, self-regulatory rules and the Articles of Association; and</p>

Before amendment	After amendment
	<p>(VII) self-examination conclusions on whether the independence requirements are still met and whether there are any changes in the declarations and undertakings of the candidates of directors.</p> <p>Article 38 Independent directors shall record the situation of discharge of duties in writing in the “Work Records of Independent Directors”, which shall be signed and confirmed by themselves and submitted to the Company for archive together with the materials of the annual general meeting.</p>
Nil	<p>Article 46 After the completion of the annual audit work, the independent directors of the Company shall convene a meeting with the auditor for such year, without the presence of management, to understand in detail the auditor’s risk warnings and recommendations on management to the Company and submit a management recommendation letter to the Company.</p>
	<p>Certain text and expression for this Rules have been adjusted.</p>

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

Zijin Mining Group Co., Ltd.*
Proposal in relation to Provision for Guarantees

To all Shareholders,

In order to satisfy the funding requirements for project construction, technological upgrade, production and operation, etc. of the subsidiaries, associates of Zijin Mining Group Co., Ltd.* (the “Company”) and another company, the Company or its subsidiaries propose to provide guarantees to 6 companies. Details are as follows:

I. OVERVIEW OF THE GUARANTEES

(I) Provision for guarantee to Serbia Zijin Copper Doo, a subsidiary

Serbia Zijin Copper Doo (“Serbia Zijin Copper”), a subsidiary of the Company, proposes to apply for a financing not exceeding an amount equivalent to USD250 million from financial institutions to meet the funding requirements for technological upgrade of its project, production and operation, etc. The Company proposes to provide a guarantee not exceeding an amount equivalent to USD250 million for the abovementioned financing. The period of the guarantee shall be no longer than 6 years.

At the 2021 annual general meeting convened by the Company on 17 May 2022, the Arrangement of Guarantees to the Company’s Subsidiaries for the Year 2022 was considered and approved, among which, the Company shall provide a guarantee not exceeding USD200 million to Serbia Zijin Copper. The proposed guarantee of an amount equivalent to USD250 million to be provided to Serbia Zijin Copper this time is an additional guarantee amount.

As at the date of the announcement in relation to the guarantees (the “Announcement”), the remaining balance of the guarantee provided by the Company to Serbia Zijin Copper amounted to USD546 million.

(II) Provision for guarantee to Zijin International Financial Leasing (Hainan) Co., Ltd., a subsidiary

Zijin International Financial Leasing (Hainan) Co., Ltd. (“Zijin Financial Leasing”), a subsidiary of the Company, proposes to apply for a financing not exceeding RMB500 million from financial institutions to meet the funding requirements for daily operation, etc. The Company proposes to provide a guarantee not exceeding RMB500 million for the abovementioned financing. The period of the guarantee shall be no longer than 10 years.

As at the date of the Announcement, the remaining balance of the guarantee provided by the Company to Zijin Financial Leasing amounted to RMB0.

(III) Provision for guarantee to Xinjiang Zijin Gold Co., Ltd., a subsidiary

Xinjiang Zijin Gold Co., Ltd. (“Xinjiang Zijin Gold”), a subsidiary of the Company, proposes to apply for a financing not exceeding RMB1.1 billion from financial institutions to meet the funding requirements for project construction, etc. The Company proposes to provide a guarantee not exceeding RMB1.1 billion for the abovementioned financing. The period of the guarantee shall be no longer than 7 years.

As at the date of the Announcement, the remaining balance of the guarantee provided by the Company to Xinjiang Zijin Gold amounted to RMB0.

(IV) Provision for guarantee to Fujian Evergreen New Energy Technology Co., Ltd., an associate

Fujian Evergreen New Energy Technology Co., Ltd. (“Evergreen New Energy”), an associate of the Company, proposes to apply for a financing not exceeding RMB700 million from financial institutions to meet the funding requirements for technological upgrade of projects, production and operation, etc. The Company proposes to provide a guarantee not exceeding RMB210 million based on its equity interest proportion in Evergreen New Energy for the abovementioned financing. The period of the guarantee shall be no longer than 9 years.

As at the date of the Announcement, the remaining balance of the guarantee provided by the Company to Evergreen New Energy amounted to RMB39.3272 million.

(V) Provision for guarantee to Laizhou Ruihai Mining Industry Company Limited, an associate

Laizhou Ruihai Mining Industry Company Limited (“Ruihai Mining”), an associate of the Company, proposes to apply for a financing not exceeding RMB1 billion from financial institutions to meet the funding requirements for project construction, etc. Zijin Mining Group South Investment Co., Ltd., a wholly-owned subsidiary of the Company, proposes to provide a guarantee not exceeding RMB300 million based on its equity interest proportion in Ruihai Mining for the abovementioned financing. The period of the guarantee shall be no longer than 3 years.

As at the date of the Announcement, the remaining balance of the guarantee provided by the Company to Ruihai Mining amounted to RMB0.

(VI) Provision for guarantee to Rosebel Gold Mines N.V.

Rosebel Gold Mines N.V. (“Rosebel”) leases equipment from equipment suppliers under finance leases for the daily operation of the Rosebel Gold Mine and the Saramacca Gold Mine. At present, its parent company, IAMGOLD, provides guarantee to Rosebel. On 18 October 2022, the Company issued an announcement regarding the proposed acquisition of 95% of the class A shares and 100% of the class B shares of Rosebel held by IAMGOLD. It is proposed that Gold Mountains (H.K.) International Mining Company Limited, AGM Inc. or Norton Gold Fields Pty Ltd., wholly-owned subsidiaries of the Company, shall provide a guarantee not exceeding USD41 million, which shall start from the completion date of the equity interest transfer. The period of the guarantee shall be no longer than 4 years.

At present, the remaining balance of the guarantee provided by the Company to Rosebel amounted to RMB0.

II. DETAILS OF THE GUARANTEE RECIPIENTS

(I) Serbia Zijin Copper

Company name: Serbia Zijin Copper Doo

Legal representative: Jian Ximing

Registered capital: USD375.9859 million

Business scope: Mining of other ferrous metals, non-ferrous metals, precious metals and other metal ores. The company may conduct any other business activities in accordance with the laws, including foreign trade business activities in compliance with the applicable laws.

Serbia Zijin Copper is a subsidiary of the Company. The Company and the Serbian government hold 63% and 37% of its equity interest, respectively.

As at 30 September 2022, the total assets, total liabilities and net assets of Serbia Zijin Copper amounted to USD2.2380929 billion, USD1.3347453 billion (including current liabilities of USD394.3779 million) and USD903.3476 million, respectively. The debt-to-asset ratio was 59.64%. From January to September 2022, the sales revenue and net profit amounted to USD847.0234 million and USD232.9230 million, respectively. (The abovementioned financial data has not been audited)

(II) Zijin Financial Leasing

Company name: Zijin International Financial Leasing (Hainan) Co., Ltd.

Legal representative: Xu Zhiwei

Registered capital: RMB200 million

Business scope: Approved items: financial leasing business. General items: leasing services (excluding leasing services to be carried out under licences); special equipment leasing; transportation equipment leasing service; container leasing service; construction machinery and equipment leasing; mechanical equipment leasing; financing consulting service; photovoltaic power generation equipment leasing; storage equipment leasing service; office equipment leasing service; investment activities with self-owned funds; asset management service for investment with self-owned funds.

Zijin Financial Leasing is a subsidiary of the Company. The Company and Sanya Development Holding Co., Ltd. hold 90% and 10% of its equity interest, respectively.

As at 30 September 2022, the total assets, total liabilities and net assets of Zijin Financial Leasing amounted to RMB200.8423 million, RMB426.7 thousand (including current liabilities of RMB426.7 thousand) and RMB200.4156 million, respectively. The debt-to-asset ratio was 0.21%. From January to September 2022, the sales revenue and net profit amounted to RMB123.1 thousand and RMB444.2 thousand, respectively. (The abovementioned financial data has not been audited)

(III) Xinjiang Zijin Gold

Company name: Xinjiang Zijin Gold Co., Ltd.

Legal representative: Li Shouye

Registered capital: RMB50 million

Business scope: Gold mining; mineral investment, processing and sales of mineral products.

Xinjiang Zijin Gold is a subsidiary of the Company. The Company holds 70% of its equity interest, while Kashgar Dadi Industrial Geological Exploration Co., Ltd. and Xinjiang Baokai Nonferrous Metals Co., Ltd. each holds 15% of its equity interest. Its main asset is the Sawayaerdun Gold Mine project in Xinjiang.

As at 30 September 2022, the total assets, total liabilities and net assets of Xinjiang Zijin Gold amounted to RMB323.1127 million, RMB274.0716 million (including current liabilities of RMB10.8426 million) and RMB49.0411 million, respectively. The debt-to-asset ratio was 84.82%. From January to September 2022, the sales revenue and net profit amounted to RMB0 and -RMB958.9 thousand, respectively. (The abovementioned financial data has not been audited)

(IV) Evergreen New Energy

Company name: Fujian Evergreen New Energy Technology Co., Ltd.

Legal representative: Yu Wei

Registered capital: RMB200 million

Business scope: Research and development of resource recycling technologies; recycling and echelon utilisation of obsolete power storage battery of new energy vehicles (excluding hazardous waste management); smelting of common non-ferrous metals; research and development of new material technologies; research and development, manufacturing and sales of specialised electronic materials; technical services, development, consultation, exchange, transfer and promotion of technologies; processing of metal waste and debris; recycling, processing and sales of renewable resources (excluding productive scrap metals); import and export of goods; import and export of technologies.

Evergreen New Energy is an associate of the Company. The Company, Geely Maijie Investment Co., Ltd. and BASF Shanshan Battery Materials Co., Ltd. hold 30%, 40% and 30% of its equity interest, respectively.

As at 30 September 2022, the total assets, total liabilities and net assets of Evergreen New Energy amounted to RMB1.6575825 billion, RMB1.2307284 billion (including current liabilities of RMB395.5920 million) and RMB426.8541 million, respectively. The debt-to-asset ratio was 74.2%. From January to September 2022, the sales revenue and net profit amounted to RMB973.0071 million and RMB116.4352 million, respectively. (The abovementioned financial data has not been audited)

(V) Ruihai Mining

Company name: Laizhou Ruihai Mining Industry Company Limited

Legal representative: Li Jianzhi

Registered capital: RMB1.8 billion

Business scope: Technological development and sales of metallic mineral products; geological exploration technological services; sales: stone materials.

Ruihai Mining is an associate of the Company. Zijin Mining Group South Investment Co., Ltd., a wholly-owned subsidiary of the Company, indirectly holds 30% equity interest in Ruihai Mining. Its main asset is the Offshore Gold Mine in northern Sanshandao.

As at 30 September 2022, the total assets, total liabilities and net assets of Ruihai Mining amounted to RMB4.4993958 billion, RMB3.6236450 billion (including current liabilities of RMB334.9749 million) and RMB875.7507 million (including paid-in capital of RMB1.1109302 billion and unrecovered losses of RMB235.1795 million), respectively. The debt-to-asset ratio was 80.54%. At present, the infrastructure of the Offshore Gold Mine project is under construction and there is no sales revenue. It is expected to complete construction and commence production in 2025. From January to September 2022, the net loss was RMB26.8555 million. (The abovementioned financial data has not been audited)

(VI) Rosebel

Company name: Rosebel Gold Mines N.V.

Registered capital: USD40 million

Business scope: Mineral exploration, development, construction and related investments.

The Company proposed to acquire 950 class A shares and 7,999,000 class B shares of Rosebel, accounting for 95% of the issued class A shares and 100% of the class B shares in total.

As at 30 September 2022, the total assets, total liabilities and net assets of Rosebel amounted to RMB4.6296772 billion, RMB2.4558113 billion (including current liabilities of RMB1.3182586 billion) and RMB2.1738659 billion (including paid-in capital of RMB52.1992 million and undistributed profits of RMB1.9595778 billion), respectively. The debt-to-asset ratio was 53.04%. From January to September 2022, the sales revenue and net loss amounted to RMB1.8665760 billion and RMB215.8709 million, respectively. (The abovementioned financial data has been audited)

III. MAJOR CONTENTS OF THE GUARANTEE CONTRACTS

The relevant guarantee contracts for the abovementioned guarantees have not been entered into yet. The actual amount of the guarantees and the guarantee periods shall be determined by the guarantee recipients together with the financial institutions through negotiation within the scope of authorisation to be granted at the shareholders' general meeting. The specific types, methods, amounts and periods of the guarantees shall be subject to the relevant documents to be finally entered into.

IV. OPINION OF THE BOARD

The Board of the Company is of the view that the above guarantees were decided upon comprehensive review of the needs of business development of the guarantee recipients. The guarantees are beneficial to the Company's stable and sustainable development and in line with the actual operation and overall development strategies of the Company. In addition, the guarantee recipients have good credit standings. The overall risks of the guarantees are controllable.

The independent Directors of the Company expressed the following opinions: The guarantees to be provided by the Company to the subsidiaries, associates, etc. are in line with the actual operation and overall development strategies of the Company. Among which, the amounts of guarantees to be provided by the Company to the associates are based on the Company's equity interest proportion in such associates, which are under a fair and reasonable principle, and the risks of the guarantees are controllable. The guarantees will not prejudice the interests of the Company and the Shareholders, especially those of the minority shareholders. The guarantees are in line with the provisions of the relevant laws, regulations, regulatory documents and the Articles of Association, and the voting procedures were lawful and valid. The independent Directors of the Company agreed the Board to table the proposal to the shareholders' general meeting for consideration.

V. THE ACCUMULATED AMOUNT OF GUARANTEES AND AMOUNT OF OVERDUE GUARANTEES PROVIDED BY THE COMPANY

As at 30 November 2022, the accumulated amount of guarantees actually provided by the Company (including the guarantees provided to the Company's wholly-owned and non-wholly owned subsidiaries) was RMB40.119096 billion (including guarantees provided to the Company's wholly-owned and non-wholly owned subsidiaries amounted to RMB38.4926888 billion, accounting for 95.95%), representing approximately 56.48% of the audited net assets attributable to owners of the parent of the Company as at the end of 2021. There was no overdue guarantee.

As the total amount of guarantees provided by the Company has reached or exceeded 50% of the audited net assets for the latest reporting period, the abovementioned guarantees shall be tabled to the shareholders' general meeting of the Company for consideration after being tabled to and considered and approved at the Board meeting of the Company. Ms. Lin Hongying, a Director and vice-president of the Company, will be specifically authorised to handle all the matters relating to the guarantees including but not limited to the determination of financial institutions, handling and signing the contracts and agreement documents in relation to the guarantees after the proposal has been considered and approved at the shareholders' general meeting.

The abovementioned proposal was considered and approved at the twentieth extraordinary meeting in 2022 of the seventh term of the Board, and is hereby tabled to the shareholders' general meeting for Shareholders' consideration.

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

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

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

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING IN 2022

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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 2022

NOTICE IS HEREBY GIVEN THAT the first extraordinary general meeting in 2022 (the "EGM") of Zijin Mining Group Co., Ltd.* (the "Company") will be held at 9 a.m. on Friday, 30 December 2022, at the conference room at 21/F., Zijin Headquarters, No. 1 Zijin Road, Shanghang County, Longyan City, Fujian Province, the People's Republic of China (the "PRC") to consider, approve and authorise the following matters:

SPECIAL RESOLUTIONS

1. To consider and approve the proposal in relation to change in registered share capital and amendments to the articles of association of the Company;
2. To consider and approve the proposal in relation to provision for guarantees;

ORDINARY RESOLUTIONS

3. To consider and approve the proposal in relation to amendments to the Independent Directors' Rules;
4. To consider and approve the remuneration and assessment proposal of Directors and Supervisors of the eighth term;
5. To consider and approve the proposal in relation to the election of non-independent Directors of the eighth term of the Board of Directors of the Company (by way of cumulative voting);
6. To consider and approve the proposal in relation to the election of independent Directors of the eighth term of the Board of Directors of the Company (by way of cumulative voting); and
7. To consider and approve the proposal in relation to the election of Supervisors of the eighth term of the Supervisory Committee of the Company (by way of cumulative voting).

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

12 December 2022, Fujian, the PRC

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING IN 2022

Notes:

- (A) **The Company's register of H Shares members will be closed from 21 December 2022 (Wednesday) to 30 December 2022 (Friday) (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 30 December 2022 (Friday, being the record date) will be entitled to attend and vote at the EGM to be convened on 30 December 2022 (Friday) at the conference room at 21/F., Zijin Headquarters, No. 1 Zijin Road, Shanghang County, Longyan City, Fujian Province, the PRC. In order to be qualified for attending and voting at the 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 20 December 2022 (Tuesday).**

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 on or before 28 December 2022 (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)592-2933650
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 29 December 2022 (Thursday), 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 return 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.

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING IN 2022

EXPECTED TIMETABLE

(Note)

Latest time for lodging documents on transfer of shares	20 December 2022 (Tuesday) 4:30 p.m.
Book closure period (both days inclusive)	21 December 2022 (Wednesday) to 30 December 2022 (Friday)
Record date	30 December 2022 (Friday)
EGM	30 December 2022 (Friday)
Announcement on results of the EGM	30 December 2022 (Friday)
Register of members re-opens	3 January 2023 (Tuesday)

Note: All times refer to Hong Kong local times

As at the date of this notice, the Board of Directors of the Company comprises Messrs. Chen Jinghe (Chairman), Lan Fusheng, Zou Laichang, Lin Hongfu, Ms. Lin Hongying and Mister Xie Xionghui as executive directors, Mister Li Jian as non-executive director, and Messrs. Mao Jingwen, Li Changqing, He Fulong, Suen Man Tak and Bo Shao Chuan as independent non-executive directors.

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