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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 2022 Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the annual general meeting for the year ended 31 December 2022 (the “AGM”) of Zijin Mining Group Co., Ltd.* (the “Company”) will be held at 9 a.m. on Thursday, 25 May 2023, at the conference room at 21/F., Zijin Headquarters, No. 1 Zijin Road, Shanghang County, Fujian Province, the People’s Republic of China (the “PRC”) to consider, approve and authorise the following matters:

RESOLUTIONS

1. Ordinary Resolution: “To consider and approve the Report of the Board of Directors of the Company for 2022”;
2. Ordinary Resolution: “To consider and approve the Report of the Independent Directors of the Company for 2022”;
3. Ordinary Resolution: “To consider and approve the Report of the Supervisory Committee of the Company for 2022”;
4. Ordinary Resolution: “To consider and approve the Company’s 2022 annual report and its summary report”;
5. Ordinary Resolution: “To consider and approve the Company’s financial report for the year ended 31 December 2022”;
6. Ordinary Resolution: “To consider and approve the profit distribution proposal of the Company for the year ended 31 December 2022”;

7. Ordinary Resolution: “To consider and approve the calculation and distribution proposal for the remuneration of the Executive Directors and Chairman of the Supervisory Committee of the seventh term for the year ended 31 December 2022”;
8. Ordinary Resolution: “To consider and approve the proposal in relation to reappointment of auditor for the year ending 31 December 2023”;
9. Special Resolution: “To consider and approve the proposal in relation to a general mandate to issue debt financing instruments”;
10. Special Resolution: “To consider and approve the proposal in relation to the arrangement of guarantees for the year 2023”;
11. Ordinary Resolution: “To consider and approve the proposal in relation to the satisfaction of the conditions for the public issuance of A Share Convertible Corporate Bonds of the Company”;
12. Special Resolution: “To consider and approve the Proposal on the Public Issuance of A Share Convertible Corporate Bonds for the Year 2022 of the Company” (the following resolutions to be voted item by item);
 - 12.01 Type of securities to be issued;
 - 12.02 Size of the issuance;
 - 12.03 Par value and issue price;
 - 12.04 Term of the A Share Convertible Corporate Bonds;
 - 12.05 Coupon rate of the A Share Convertible Corporate Bonds;
 - 12.06 Timing and method of principal repayment and interest payment;
 - 12.07 Conversion period;
 - 12.08 Determination and adjustment of the conversion price;
 - 12.09 Terms of downward adjustment to conversion price;
 - 12.10 Method for determining the number of A Shares to be converted and treatment for remaining balance of the A Share Convertible Corporate Bonds which is insufficient to be converted into one A Share;

- 12.11 Terms of redemption;
 - 12.12 Terms of sale back;
 - 12.13 Entitlement to dividend in the year of conversion;
 - 12.14 Method of the issuance and target subscribers;
 - 12.15 Subscription arrangement for the existing A Shareholders;
 - 12.16 Relevant matters of the bondholders' meetings;
 - 12.17 Use of proceeds raised;
 - 12.18 Rating;
 - 12.19 Management and deposit for the proceeds raised;
 - 12.20 Guarantee and security;
 - 12.21 Validity period of the resolution of the issuance;
- 13. Special Resolution: "To consider and approve the Demonstration and Analysis Report in relation to the Proposal on the Public Issuance of A Share Convertible Corporate Bonds of the Company";
 - 14. Special Resolution: "To consider and approve the Plan of the Public Issuance of A Share Convertible Corporate Bonds of the Company (Revised Draft)";
 - 15. Ordinary Resolution: "To consider and approve the Feasibility Report on the Use of Proceeds Raised in the Public Issuance of A Share Convertible Corporate Bonds of the Company (Revised Draft)";
 - 16. Ordinary Resolution: "To consider and approve the Report on the Use of Proceeds Previously Raised of the Company";
 - 17. Ordinary Resolution: "To consider and approve the Recovery Measures and Undertakings by Relevant Parties in relation to Dilutive Impact on Immediate Returns of the Public Issuance of A Share Convertible Corporate Bonds of the Company (Revised Draft)";

18. Ordinary Resolution: “To consider and approve the proposal in relation to formulation of Rules for A Share Convertible Corporate Bondholders’ Meetings of the Company”;
19. Special Resolution: “To consider and approve the proposal in relation to the possible connected transactions of subscriptions of A Share Convertible Corporate Bonds under the public issuance by the Company’s connected persons”; and
20. Special Resolution: “To consider and approve the proposal to the shareholders’ general meetings in relation to the authorisation to the board of directors or its authorised persons to handle all the matters relating to the public issuance of A Share Convertible Corporate Bonds of the Company”.

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

25 April 2023, Fujian, the PRC

Notes:

- (A) **The Company's register of H Shares members will be closed from 19 May 2023 (Friday) to 25 May 2023 (Thursday) (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 25 May 2023 (Thursday, being the record date) will be entitled to attend and vote at the AGM to be convened on 25 May 2023 (Thursday) at the conference room at 21/F., Zijin Headquarters, No. 1 Zijin Road, Shanghang County, Fujian Province, the PRC. In order to be qualified for attending and voting at the AGM, 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 18 May 2023 (Thursday).**

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 AGM must complete and return the reply slip for the AGM 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 23 May 2023 (Tuesday).

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,
the 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 AGM 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. Shareholders who intend to appoint one or more proxies should first read the Company's 2022 annual report.
- (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 AGM (i.e., no later than 9 a.m. on 24 May 2023 (Wednesday), 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 AGM 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 AGM, such representative must show its own identification document and the authorisation instrument bearing the company chop of the legal person shareholder and duly signed by its legal representative.
- (G) Completion and delivery of the proxy form will not preclude a holder of H Shares from attending and voting in person at the AGM if he/she so wishes.
- (H) The AGM is expected to last for a half day, and shareholders attending the AGM will be responsible for their own travelling and accommodation expenses.

EXPECTED TIMETABLE

Year 2023 (*Note*)

Latest time for lodging documents on transfer of shares	18 May (Thursday) 4:30 p.m.
Book closure period (both days inclusive)	19 May (Friday) to 25 May (Thursday)
Record date	25 May (Thursday)
AGM	25 May (Thursday)
Announcement on results of the AGM	25 May (Thursday)
Register of members re-opens	29 May (Monday)
Cum-rights date, ex-rights date, book closure period and delivery of dividends	To be announced

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), Zou Laichang, Lin Hongfu, Ms. Lin Hongying, Messrs. Xie Xionghui and Wu Jianhui as executive directors, Mister Li Jian as non-executive director, and Messrs. He Fulong, Mao Jingwen, Li Changqing, Suen Man Tak, Bo Shao Chuan and Ms. Wu Xiaomin as independent non-executive directors.

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

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