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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 Third H Shareholders' Class Meeting in 2020

NOTICE IS HEREBY GIVEN THAT the third H Shareholders' class meeting in 2020 (the **"Third H Shareholders' Class Meeting"**) of Zijin Mining Group Co., Ltd.* (the **"Company"**) will be held at 10:30 a.m. on Tuesday, 29 December 2020, at the conference room at 41/F., Tower B, Zhonghang Zijin Plaza, No. 1811 Huandao Road East, Siming District, Xiamen 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 the Restricted A Share Incentive Scheme for 2020 (Revised Draft) and its summary of the Company;
2. To consider and approve the proposal in relation to the Administrative Measures for Implementation of Appraisal for the Restricted A Share Incentive Scheme for 2020 of the Company; and
3. To consider and approve the proposal in relation to authorisation to the board of directors to handle all the matters relating to the Restricted A Share Incentive Scheme for 2020 of the Company.

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

11 December 2020, Fujian, the PRC

Notes:

- (A) **The Company's register of H Shares members will be closed from 23 December 2020 (Wednesday) to 29 December 2020 (Tuesday) (both days inclusive), during such period no transfer of H Shares will be registered. Holders of H Shares whose names appear on the H Share register of members on 29 December 2020 (Tuesday, being the record date) will be entitled to attend and vote at the Third H Shareholders' Class Meeting to be convened on 29 December 2020 (Tuesday) at the conference room at 41/F., Tower B, Zhonghang Zijin Plaza, No. 1811 Huandao Road East, Siming District, Xiamen City, Fujian Province, the PRC. In order to be qualified for attending and voting at the Third H Shareholders' Class Meeting, 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 22 December 2020 (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 Third H Shareholders' Class Meeting 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 2020 (Monday).

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)592-2933653
Fax: (86)592-2933580

- (C) Holders of H Shares who have the right to attend and vote at the Third H Shareholders' Class Meeting 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 Third H Shareholders' Class Meeting (i.e. no later than 10:30 a.m. on Monday, 28 December 2020, Hong Kong time). The address is: 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
- (F) In accordance with the relevant provisions of the Measures for the Administration of Equity Incentives of Listed Companies issued by the China Securities Regulatory Commission, Mr. Zhu Guang, an independent non-executive director of the Company, as the soliciting party, solicits voting rights from all shareholders of the Company in connection with the proposals (1) to consider and approve the proposal in relation to the Restricted A Share Incentive Scheme for 2020 (Revised Draft) and its summary of the Company; (2) to consider and approve the proposal in relation to the Administrative Measures for Implementation of Appraisal for the Restricted A Share Incentive Scheme for 2020 of the Company; and (3) to consider and approve the proposal in relation to authorisation to the Board to handle all the matters relating to the Restricted A Share Incentive Scheme for 2020 of the Company to be proposed at the third extraordinary general meeting in 2020 of the Company (the "EGM") and the Third H Shareholders' Class Meeting.

Mr. Zhu Guang has prepared the proxy forms for solicitation (the "**Proxy Form(s) for Solicitation**") for the purposes of the appointment of him as proxy at the EGM and the Third H Shareholders' Class Meeting respectively. If you intend to appoint Mr. Zhu Guang to act as your proxy and vote on your behalf at the Third H Shareholders' Class Meeting, please complete the Proxy Form for Solicitation for the Third H Shareholders'

Class Meeting. To be valid, the Proxy Form for Solicitation for the Third H Shareholders' Class Meeting (and if the Proxy Form for Solicitation for the Third H Shareholders' Class Meeting 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 Third H Shareholders' Class Meeting (i.e. no later than 10:30 a.m. on Monday, 28 December 2020, Hong Kong time). The address is: 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

If a shareholder repeatedly authorises the soliciting party about solicitation of voting rights, but the contents of authorisation are different, the last proxy form for solicitation signed by the shareholder shall be valid. If it is impossible to determine the time of signing, the proxy form for solicitation last received shall be valid. If it is impossible to determine the order of the proxy forms for solicitation which have been received, the soliciting party will seek confirmation of the appointing party by way of enquiry. If it is still impossible to confirm the contents of authorisation, the appointment of proxy will be invalid.

After the shareholder has authorised the solicitation of votes to the soliciting party, the shareholder may attend the meeting in person or by proxy but shall not have voting right over matters for which the solicitation of votes has been authorised to the soliciting party.

If the following circumstances occur after the proxy form for solicitation has been confirmed as valid, the soliciting party can handle as follows:

1. After authorising the solicitation of votes to the soliciting party, if the shareholder expressly revokes the authorisation to the soliciting party in writing before the deadline for on-site registration at the meeting, the authorisation to the soliciting party shall be deemed invalid automatically;
 2. If the shareholder has authorised the solicitation of votes to someone other than the soliciting party to register for and attend the meeting and expressly revokes the authorisation to the soliciting party in writing before the deadline for on-site registration at the meeting, the authorisation to the soliciting party shall be deemed invalid automatically;
 3. Shareholders shall specify their voting instructions in respect of the matters for which the solicitation of votes has been authorised to the soliciting party in the proxy form for solicitation, and choose only one option from "For", "Against" and "Abstain". If more than one option is selected or no option is selected, the proxy form for solicitation shall be deemed invalid.
- (G) If a proxy is appointed to attend the Third H Shareholders' Class Meeting 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 Third H Shareholders' Class Meeting, 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.
- (H) Completion and delivery of the proxy form will not preclude a holder of H Shares from attending and voting in person at the Third H Shareholders' Class Meeting if he/she so wishes.
- (I) The Third H Shareholders' Class Meeting is expected to last for a half day, and shareholders attending the Third H Shareholders' Class Meeting will be responsible for their own travelling and accommodation expenses.

EXPECTED TIMETABLE

	<i>Year 2020 (Note)</i>
Latest time for lodging transfer of shares	22 December (Tuesday) 4:30 p.m.
Book closure period (both days inclusive)	23 December (Wednesday) to 29 December (Tuesday)
Record date	29 December (Tuesday)
Third H Shareholders' Class Meeting	29 December (Tuesday)
Announcement on results of the Third H Shareholders' Class Meeting	29 December (Tuesday)
Register of members re-opens	30 December (Wednesday)

Note: All times refer to Hong Kong local times.

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

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

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