

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liabilities whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.*



**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 2019**

**NOTICE IS HEREBY GIVEN THAT** the first extraordinary general meeting in 2019 (the "EGM") of Zijin Mining Group Co., Ltd.\* (the "Company") will be held at 9 a.m. on Friday, 12 April 2019, 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:

**RESOLUTIONS**

1. Ordinary Resolution: "To consider and approve the satisfaction of the conditions for the public issuance of A Shares of the Company";
2. Special Resolution: "To consider and approve the Proposal on the Public Issuance of A Shares of the Company for the year 2018 (revised version)" (the following resolutions to be voted item by item);
  - 2.01 Class of the shares to be issued;
  - 2.02 Nominal value of the shares to be issued;
  - 2.03 Number of shares to be issued;
  - 2.04 Amount of proceeds to be raised and the project to be invested by the proceeds raised;
  - 2.05 Methods of issuance;
  - 2.06 Issuing objects and methods of subscription;
  - 2.07 Subscription arrangement for the existing A Shareholders;
  - 2.08 Pricing principles and issuance price;

- 2.09 Time of issuance;
- 2.10 Place of listing;
- 2.11 Lock-up period of the issued A Shares;
- 2.12 Arrangement of the accumulated distributable profits before the public issuance of A Shares;
- 2.13 Effective period of the resolutions;
3. Special Resolution: “To consider and approve the Plan for the Public Issuance of A Shares of the Company for the year 2018 (revised version)”;
  4. Ordinary Resolution: “To consider and approve the Feasibility Report on the Use of Proceeds Raised in the Public Issuance of A Shares of the Company (revised version)”;
  5. Ordinary Resolution: “To consider and approve the Specific Report on the Use of Proceeds Previously Raised”;
  6. Ordinary Resolution: “To consider and approve the Recovery Measures and the Undertakings on the Dilutive Impact of the Public Issuance of A Shares on Immediate Returns of the Company (revised version)”;
  7. Special Resolution: “To consider and approve the Profit Distribution and Return Plan for the Next Three Years (Year 2018-2020) of the Company”;
  8. Special Resolution: “To consider and approve the possible connected transactions of subscription of A Shares under the public issuance by the controlling shareholder, directors and supervisors of the Company and/or the directors under Phase 1 of the Employee Stock Ownership Scheme of the Company”;
  9. Special Resolution: “To consider and approve the authorisation to the board of directors of the Company or its authorised persons to handle all the matters relating to the public issuance of A Shares of the Company”; and
  10. Ordinary Resolution: “To consider and approve Zhuoxin Investments’ purchase of gold and silver bullion from BNL, which constitutes a continuing connected transaction”.

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

Fujian, the PRC, 26 February 2019

Notes:

- (A) **The Company's register of H Shares members will be closed from 13 March 2019 (Wednesday) to 12 April 2019 (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 12 April 2019 (Friday, being the record date) will be entitled to attend and vote at the EGM of the Company to be convened on 12 April 2019 (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 transfers of shares must be lodged with the Registrar of H Shares of the Company no later than 4:30 p.m. on 12 March 2019 (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 twenty days before the EGM, that is 22 March 2019 (Friday).

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

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

- (C) Holders of H Shares who have the right to attend and vote at the EGM are entitled to appoint one or more proxies (whether or not a member) in writing to attend and vote on their behalf. For those shareholders who appoint more than one proxy, such proxies can only exercise their voting rights by way of polls.
- (D) The instrument appointing a proxy must be in writing and signed by the appointer or his attorney duly authorised in writing. In the event that such instrument is signed by an attorney of the appointer, an authorisation that authorises such signatory shall be notarised.
- (E) To be valid, the form of proxy (and if the form of proxy 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 Thursday, 11 April 2019, 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) The EGM is expected to last for a half day, and shareholders attending the EGM will be responsible for their own travelling and accommodation expenses.

### **EXPECTED TIMETABLE**

	<i>Year 2019 (Note)</i>
Latest time for lodging transfer of shares	12 March (Tuesday) 4:30 p.m.
Book closure period (both days inclusive)	13 March (Wednesday) to 12 April (Friday)
Record date	12 April (Friday)
EGM	12 April (Friday)
Announcement on results of the EGM	12 April (Friday)
Register of members re-opens	15 April (Monday)

*Note: All times refer to Hong Kong local times.*

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

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

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