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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)

Revised Notice of 2018 Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the annual general meeting for the year ended 31 December 2018 (the "AGM") of Zijin Mining Group Co., Ltd.* (the "**Company**") will be held at 9 a.m. on Friday, 24 May 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:

SPECIAL RESOLUTIONS

1. to consider and approve the proposal in relation to granting a general mandate to the Board of Directors for issuance of H Shares (details set out in Appendix A of the Notice of 2018 Annual General Meeting dated 9 April 2019);
2. to consider and approve the proposal in relation to a general mandate for the Company to issue debt financing instruments (details set out in Appendix B of the Notice of 2018 Annual General Meeting dated 9 April 2019);
3. to consider and approve the proposal in relation to the arrangement of guarantees to the Company's subsidiaries, joint venture and associate for the year 2019 (details set out in Appendix C of the Notice of 2018 Annual General Meeting dated 9 April 2019);
4. to consider and approve the proposal in relation to the provision of counter-guarantee for finance to Makeng Mining (details set out in Appendix D of the Notice of 2018 Annual General Meeting dated 9 April 2019);
5. to consider and approve the proposal in relation to the connected transaction of provision of guarantee to Fujian Evergreen (details set out in Appendix F);

ORDINARY RESOLUTIONS

6. to consider and approve the Report of the Board of Directors of the Company for 2018;
7. to consider and approve the Report of the Independent Directors of the Company for 2018;
8. to consider and approve the Report of Supervisory Committee of the Company for 2018;
9. to consider and approve the Company's financial report for the year ended 31 December 2018;
10. to consider and approve the Company's 2018 annual report and its summary report;
11. to consider and approve the profit distribution proposal of the Company for the year ended 31 December 2018. The Board of Directors of the Company proposed the profit distribution proposal for the year ended 31 December 2018 as follows: on the basis of 23,031,218,891 shares as at 31 December 2018, to pay the qualified shareholders of the Company the final cash dividend of RMB1 per 10 shares (tax included). The total distribution of cash dividend amounts to RMB2,303,121,889.1. The remaining balance of undistributed profit will be reserved for further distribution in future financial years;
12. to consider and approve the calculation and distribution proposal for the remuneration of the Executive Directors and Chairman of Supervisory Committee of the Company for the year ended 31 December 2018 (details set out in Appendix E of the Notice of 2018 Annual General Meeting dated 9 April 2019); and
13. to consider and approve the reappointment of Ernst & Young Hua Ming LLP as the Company's auditor for the year ended 31 December 2019, and to authorise the chairman of the Board of Directors, president and financial controller to determine the remuneration.

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

Fujian, the PRC, 6 May 2019

Notes:

- (A) **The Company's register of H Shares members will be closed from 24 April 2019 (Wednesday) to 24 May 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 24 May 2019 (Friday, being the record date) will be entitled to attend and vote at the AGM of the Company to be convened on 24 May 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 AGM, all transfers of shares must be lodged with the Registrar of H Shares of the Company no later than 4:30 p.m. on 23 April 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 AGM 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 AGM, that is 3 May 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 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 2018 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) Since the proxy form sent together with the Notice of AGM dated 9 April 2019 (the "Original Proxy Form") does not contain the additional proposal as set out in this revised notice of AGM, a revised proxy form (the "Revised Proxy Form") has been prepared and is enclosed herewith.
- (F) To be valid, the Revised 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 Thursday, 23 May 2019, Hong Kong time). The address is: 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
- (G) 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.
- (H) A holder of H Shares who has not yet lodged the Original Proxy Form in accordance with the instructions printed thereon is requested to lodge the Revised Proxy Form if he or she wishes to appoint proxies to attend the AGM on his/her behalf. In this case, the Original Proxy Form should not be lodged.
- (I) A holder of H Shares who has already lodged the Original Proxy Form in accordance with the instructions printed thereon should note that:
 - (i) If the Revised Proxy Form is not lodged in accordance with the instructions printed thereon, the Original Proxy Form will be treated as a valid proxy form lodged by the holder of H Shares if duly completed. The proxy appointed under the Original Proxy Form will also be entitled to vote in accordance with the instructions previously given by the holder of H Shares or at his/her discretion (if no such instructions are given) on any resolution properly put to the AGM.
 - (ii) If the Revised Proxy Form is lodged in accordance with the instructions printed thereon not later than 24 hours before the specified time for holding the meeting (i.e. no later than 9 a.m. on Thursday, 23 May 2019, Hong Kong time), the Revised Proxy Form will revoke and supersede the Original Proxy Form previously lodged by the holder of H Shares. The Revised Proxy Form will be treated as a valid proxy form lodged by the holder of H Shares if duly completed.
 - (iii) If the Revised Proxy Form is lodged later than 24 hours before the specified time for holding the meeting (i.e. later than 9 a.m. on Thursday, 23 May 2019, Hong Kong time), the Revised Proxy Form will be deemed invalid. It will not revoke and supersede the Original Proxy Form previously lodged by the holder of H Shares. The Original Proxy Form will be treated as a valid proxy form if duly completed. The proxy appointed under the Original Proxy Form will also be entitled to vote in accordance with the instructions previously given by the holder of H Shares or at his/her discretion (if no such instructions are given) on any resolution properly put to the AGM.
- (J) Completion and delivery of the Original Proxy Form and/or the Revised Proxy Form will not preclude a holder of H Shares from attending and voting in person at the AGM if he/she so wishes.
- (K) 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

	<i>Year 2019 (Note)</i>
Latest time for lodging transfer of shares	23 April (Tuesday) 4:30 p.m.
Book closure period (both days inclusive)	24 April (Wednesday) to 24 May (Friday)
Record date	24 May (Friday)
AGM	24 May (Friday)
Announcement on results of the AGM	24 May (Friday)
Register of members re-opens	27 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), Lan Fusheng, Zou Laichang, Lin Hongfu, Fang Qixue, and Ms. Lin Hongying as executive directors, Mister. Li Jian as non-executive director, and Messrs. Lu Shihua, Zhu Guang, Sit Hoi Wah, Kenneth, and Cai Meifeng as independent non-executive directors.

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

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

Appendix F

Proposal in relation to the Connected Transaction of Provision of Guarantee to Fujian Evergreen

To all shareholders,

On 9 April 2019, Zijin Mining Group Co., Ltd.* (the “Company”) published the Notice of 2018 Annual General Meeting. The annual general meeting of the Company for the year ended 31 December 2018 (the “AGM”) will be held on 24 May 2019.

At present, Minxi Xinghang State-owned Assets Investment Company Limited (“Minxi Xinghang”) individually owns 5,960,742,247 shares of the Company, representing 25.88% of the number of total shares of the Company. Pursuant to the provisions of the “Company Law of the PRC”, “Rules on Shareholders’ General Meetings of Listed Companies” and the articles of association of the Company, this additional proposal of Minxi Xinghang is hereby submitted to the AGM for the consideration of the Company’s shareholders.

1. General information of the guarantee

For the purpose of fulfilling the capital needs of research, development, production, etc., Fujian Evergreen New Energy Technology Co., Ltd. (“Fujian Evergreen”), an associate of the Company, intended to apply for financing facilities to financial institutions with expiry period of not exceeding 7 years subject to the total maximum financing amount of RMB250 million. The Company proposed to provide guarantee based on its 30% equity interest in Fujian Evergreen for the abovementioned financing, that is, the guarantee amount will not exceed RMB75 million (the “Guarantee”).

2. Basic information of the guarantee receiver

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

Registered address: Industrial Park, Jiaoyang Town, Shanghang County, Longyan City, Fujian Province

Legal representative: Yu Wei

Registered capital: RMB200 million

Date of incorporation: 12 October 2018

Scope of business: Research, development, production, processing and sales of the main products and accessories of batteries, new material, new energy and related technical services; recycle, reuse

and sales of batteries, used batteries, plastic, wastes containing non-ferrous metals including nickel, cobalt, manganese, lithium, copper and aluminium, etc.

Shareholding structure: Geely Group Limited, Hunan Shanshan Energy Technology Co., Ltd. and the Company hold 40%, 30% and 30% of the equity interest in Fujian Evergreen respectively.

As at 31 December 2018, Fujian Evergreen had total assets of RMB75,949,000, total liabilities of RMB52,582,200 (including the government subsidy of RMB50,000,000 for project construction), net assets of RMB23,366,800 and the debt ratio was 69.23%. The operating income and net profit realised for the year 2018 was RMB2,266,000 and -RMB1,633,300 respectively (audited).

As at 31 March 2019, Fujian Evergreen had total assets of RMB78,441,800, total liabilities of RMB55,491,000 (including the government subsidy of RMB50,000,000 for project construction), net assets of RMB22,950,800 and the debt ratio was 70.74%. The operating income and net profit realised for the period from January to March 2019 was RMB4,131,700 and -RMB415,900 respectively (unaudited).

Connected relationship: Mr. Lin Hongfu, an executive director of the Company, is concurrently a director of Fujian Evergreen. As a result, the Company and Fujian Evergreen have a connected relationship, and the Guarantee constitutes a connected guarantee. Mr. Lin Hongfu shall abstain from voting.

3. Major content of the guarantee agreement

Fujian Evergreen intended to apply for financing facilities to financial institutions with expiry period of not exceeding 7 years subject to the total maximum financing amount of RMB250 million. The Company proposed to provide guarantee based on the proportion of equity interest in Fujian Evergreen for the abovementioned financing.

4. Significance of the Guarantee

The Guarantee will be beneficial to fulfilling the capital needs of Fujian Evergreen in the aspects of research, development, production, etc. The risk of the Guarantee is controllable and the Guarantee will not damage the interests of the Company and its shareholders.

5. The amounts of accumulated guarantees and overdue guarantees provided by the Company

As at the date of the guarantee announcement, i.e., 29 April 2019, the balance of the actual amount of guarantees provided by the Company (including guarantees provided to the Company's subsidiaries) was RMB16.42863 billion, representing 40.47% of the audited net assets of the Company as at the end of 2018. There is no overdue guarantee.

The total accumulated amount of guarantees after adding the amount of the abovementioned Guarantee and the amounts under the arrangement of guarantees to the Company's subsidiaries, joint venture and associate for the year 2019 as stated in proposal number 3 and the counter-guarantee provided to a shareholder of Makeng Mining as stated in proposal number 4 of this shareholders' general meeting is RMB36.05665 billion, representing 89.13% of the audited net assets of the Company as at the end of 2018. Among which, the amount of guarantees provided to subsidiaries represents 82.05% of the audited net assets of the Company as at the end of 2018.

The above proposal was considered and approved at the twelfth meeting of the sixth term of the board of directors of the Company. The proposal is hereby submitted to the Company's shareholders' general meeting for shareholders' consideration.

Minxi Xinghang State-owned Assets Investment Company Limited
29 April 2019

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

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