

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



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)

Announcement in relation to Amendments to the Articles of Association of the Company

For the purposes of further optimising the corporate governance and standardising the operation of Zijin Mining Group Co., Ltd.* (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, on 9 December 2022, the Company convened the twentieth extraordinary meeting in 2022 of the seventh term of the board of directors (the "Board"), at which the proposal in relation to change in registered share capital and amendments to the articles of association of the Company was considered and approved. It was agreed to amend the prevailing provisions in the articles of association of the Company (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 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. For details, please refer to the Company's announcement disclosed on HKEXnews website dated 21 November 2022.

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.

<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>
<p>Article 90: The following matters shall be resolved by way of special resolution of a shareholders’ general meeting:</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;</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>
<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</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>representative;</p> <p>(6) 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>
<p>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.</p>	<p>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.</p>
<p>Article 133: The supervisory committee shall be composed of three shareholders' representatives and two employees' representative. The shareholders'</p>	<p>Article 133: The supervisory committee shall include 2 supervisors representing workers and staff and 1 external supervisor. The supervisors</p>

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.	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. The Board of the Company will carry out the relevant changes in the industrial and commercial registration pursuant to the authorisation to be granted at the shareholders' general meeting.

This announcement is published in both Chinese and English. In the case of any discrepancies, the Chinese version shall prevail.

Investors and shareholders are advised by the Board to exercise caution when dealing in the securities of the Company.

As at the date of this announcement, 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.

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

11 December 2022, Fujian, the PRC

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