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If you have sold or transferred all your shares in Zijin Mining Group Co., Ltd.*, you should at once pass this circular to the purchaser, the transferee, the bank, the stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.



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)

- (1) AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY;**
- (2) AMENDMENTS TO THE RULES GOVERNING THE PROCEDURES OF SHAREHOLDERS' MEETINGS;**
- (3) AMENDMENTS TO THE RULES GOVERNING THE PROCEDURES OF BOARD OF DIRECTORS MEETINGS;**
- (4) AMENDMENTS TO THE TERMS OF REFERENCE OF INDEPENDENT DIRECTORS;**
- (5) AMENDMENTS TO THE ADMINISTRATIVE MEASURES FOR CONNECTED TRANSACTIONS;**
- (6) FORMULATION OF THE REMUNERATION MANAGEMENT POLICIES FOR DIRECTORS AND SENIOR MANAGEMENT;**
- (7) REMUNERATION AND ASSESSMENT PROPOSAL OF DIRECTORS AND SENIOR MANAGEMENT OF THE NINTH TERM;**
- (8) APPOINTMENT OF LIFETIME HONOURARY CHAIRMAN OF THE COMPANY; AND**
- (9) PROPOSED ELECTION OF DIRECTORS**

A letter from the Board is set out on pages 4 to 13 of this circular.

Notice convening the EGM to be held at the conference room at 21/F., Zijin Headquarters, No. 1 Zijin Road, Shanghang County, Longyan City, Fujian Province, the PRC on Wednesday, 31 December 2025 at 9 a.m. is set out on pages 142 to 145 of this circular.

The reply slip, proxy form for H Shareholders and ballot for use at the EGM are enclosed herewith. H Shareholders who intend to attend the EGM shall complete and return the reply slip in accordance with the instructions printed hereon on or before Monday, 29 December 2025.

Whether or not you are able to attend the EGM, please complete the proxy form and ballot in accordance with the instructions printed thereon. The proxy form and ballot shall be lodged with the registrar of H Shares of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 24 hours before the time appointed for the holding of the EGM or any adjournment thereof (as the case may be). Completion and return of the proxy form and ballot will not prevent you from attending and voting in person at the EGM or at any adjournment thereof should you so wish.

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

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DEFINITIONS

In this circular, the following expressions have the following meanings unless the context requires otherwise:

“A Share(s)”	the domestic share(s) issued by the Company to domestic investors with a nominal value of RMB0.10 each, which are listed on the Shanghai Stock Exchange;
“A Shareholder(s)”	holder(s) of A Share(s);
“Articles of Association”	the articles of association of the Company, as amended, modified or otherwise supplemented from time to time;
“Associate(s)”	has the meaning ascribed thereto under the Listing Rules;
“Board” or “Board of Directors”	the board of Directors of the Company;
“Companies Law”	the Companies Law of the PRC;
“Company” or “Zijin Mining”	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 PRC with limited liability;
“Controlling Shareholder”	has the meaning ascribed thereto under the Listing Rules;
“CSRC”	the China Securities Regulatory Commission;
“Director(s)”	the director(s) of the Company;
“EGM”	the second extraordinary general meeting in 2025 to be held by the Company at the conference room at 21/F., Zijin Headquarters, No. 1 Zijin Road, Shanghang County, Longyan City, Fujian Province, the PRC on Wednesday, 31 December 2025 at 9 a.m.;
“Group”	the Company and its subsidiaries;
“H Share(s)”	the overseas-listed foreign invested share(s) in the Company’s share capital, with a nominal value of RMB0.10 each, which are listed on the Hong Kong Stock Exchange;
“H Shareholder(s)”	holder(s) of H Share(s);
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited;

DEFINITIONS

“Independent Non-executive Director Candidates”	the candidates for election as the independent non-executive Directors of the Company, including Ms. Wu Xiaomin, Mr. Bo Shao Chuan, Mr. Lin Shoukang, Ms. Qu Xiaohui, Mr. Hong Bo and Mr. Wang Anjian;
“Latest Practicable Date”	9 December 2025, being the latest practicable date prior to the issuance of this circular for ascertaining certain information contained herein;
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;
“Minxi Xinghang”	Minxi Xinghang State-owned Assets Investment Company Limited, a state-owned limited company incorporated in the PRC and the Substantial Shareholder of the Company holding approximately 22.89% of the total number of issued Shares as at the Latest Practicable Date;
“Nomination and Remuneration Committee”	the nomination and remuneration committee of the Board of Directors of the Company;
“Non-independent Director Candidates”	the candidates for election as the executive Directors or non-executive Director of the Company, including Mr. Zou Laichang, Mr. Lin Hongfu, Mr. Xie Xionghui, Mr. Wu Jianhui, Mr. Shen Shaoyang, Mr. Zheng Youcheng, Mr. Wu Honghui and Mr. Li Jian;
“PRC” or “China”	The People’s Republic of China;
“RMB”	Renminbi, the lawful currency of the PRC;
“Securities Law”	the Securities Law of the PRC;
“SFO”	Securities and Futures Ordinance (Cap. 571 of the laws of Hong Kong);
“Shanghai Stock Exchange”	the Shanghai Stock Exchange of the PRC;
“Share(s)”	ordinary share(s) with a nominal value of RMB0.10 each in the share capital of the Company, including A Share(s) and H Share(s);
“Shareholder(s)”	the shareholder(s) of the Company, including A Shareholder(s) and H Shareholder(s);
“Shenzhen Stock Exchange”	the Shenzhen Stock Exchange of the PRC;
“Substantial Shareholder”	has the meaning ascribed thereto under the Listing Rules;

DEFINITIONS

“Supervisor(s)”	the supervisor(s) of the Company;
“Supervisory Committee”	the supervisory committee of the Company;
“USD”	United States dollar, the lawful currency of the United States of America;
“%”	per cent.

LETTER FROM THE BOARD



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)

Executive Directors:

Chen Jinghe (*Chairman*)
Zou Laichang (*Vice-chairman, president*)
Lin Hongfu
Lin Hongying
Xie Xionghui
Wu Jianhui

Non-executive Director:

Li Jian

Independent non-executive Directors:

He Fulong
Li Changqing
Suen Man Tak
Bo Shao Chuan
Wu Xiaomin

*Registered office and principal
place of business in the PRC:*

No. 1 Zijin Road
Shanghang County
Fujian Province
The PRC

Place of business in Hong Kong:

Unit 7503A, Level 75
International Commerce Centre
1 Austin Road West
Kowloon, Hong Kong

12 December 2025

To the Shareholders

Dear Sir/Madam,

- (1) AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY;**
- (2) AMENDMENTS TO THE RULES GOVERNING THE PROCEDURES OF SHAREHOLDERS' MEETINGS;**
- (3) AMENDMENTS TO THE RULES GOVERNING THE PROCEDURES OF BOARD OF DIRECTORS MEETINGS;**
- (4) AMENDMENTS TO THE TERMS OF REFERENCE OF INDEPENDENT DIRECTORS;**
- (5) AMENDMENTS TO THE ADMINISTRATIVE MEASURES FOR CONNECTED TRANSACTIONS;**
- (6) FORMULATION OF THE REMUNERATION MANAGEMENT POLICIES FOR DIRECTORS AND SENIOR MANAGEMENT;**
- (7) REMUNERATION AND ASSESSMENT PROPOSAL OF DIRECTORS AND SENIOR MANAGEMENT OF THE NINTH TERM;**
- (8) APPOINTMENT OF LIFETIME HONOURARY CHAIRMAN OF THE COMPANY; AND**
- (9) PROPOSED ELECTION OF DIRECTORS**

LETTER FROM THE BOARD

1. INTRODUCTION

References are made to the announcement in relation to amendments to the Articles of Association of the Company and the announcement in relation to matters regarding the change of term of the Board of Directors of the Company dated 28 November 2025, and the announcement in relation to nomination of Independent Non-executive Director Candidates of the ninth term of the Board of Directors of the Company dated 9 December 2025.

The purpose of this circular is to provide you with information in relation to (1) amendments to the Articles of Association of the Company; (2) amendments to the Rules Governing the Procedures of Shareholders' Meetings; (3) amendments to the Rules Governing the Procedures of Board of Directors Meetings; (4) amendments to the Terms of Reference of Independent Directors; (5) amendments to the Administrative Measures for Connected Transactions; (6) formulation of the Remuneration Management Policies for Directors and Senior Management; (7) the remuneration and assessment proposal of Directors and senior management of the ninth term; (8) appointment of Mr. Chen Jinghe as the lifetime honorary chairman of the Company; and (9) proposed election of Directors, in order to enable you to make an informed decision on whether to vote for or against the proposals at the EGM.

2. AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

In order to implement the new Companies Law and a series of new regulatory rules issued by the CSRC since 2025 such as the Guidelines for the Articles of Association of Listed Companies and the Relevant Arrangements for the Transition Period in relation to Implementation of Supporting Institutional Rules for the New Companies Law, the Company will abolish the Supervisory Committee and amend the Articles of Association by incorporating the practice with Zijin characteristics.

Since the amendments are based on the Guidelines for the Articles of Association of Listed Companies issued by the CSRC and are extensive, the Company will not prepare a separate proposal for amendments. The full text of the Articles of Association of the Company after amendments is set out in Appendix 1 to this circular.

In addition to the relevant adjustments made in accordance with the latest regulatory rules, the major amendments are set out below:

I. Abolishment of the Supervisory Committee

Pursuant to the new regulatory rules, the Company will abolish the Supervisory Committee. The statutory functions and powers of the Supervisory Committee as stipulated in the Companies Law shall be assumed and exercised by the audit and supervision committee of the Board of Directors.

LETTER FROM THE BOARD

II. Expansion of the Board of Directors and appointment of lifetime honorary chairman

The number of members of the Board of Directors will be increased from 13 to 15: 1 employee Director (executive Director) and 1 independent non-executive Director will be added. The expanded Board of Directors will consist of 7 executive Directors, 1 non-executive Director and 7 independent non-executive Directors, with 1 of the independent non-executive Directors designated as the lead independent Director.

In recognition of the significant contributions to the Company's development made by Mr. Chen Jinghe, the founder of the Company, the Company proposed to appoint Mr. Chen Jinghe as the lifetime honorary chairman.

III. Establishment of new senior management positions

In accordance with the operation and management needs of the Company, new positions including standing vice-president and joint chief financial officer will be established. The senior management of the Company after the adjustment will include: president, standing vice-president, vice-presidents, chief financial officer and joint chief financial officer, secretary to the Board of Directors and chief engineer.

IV. Changes in registered capital stated in the Articles of Association

Due to the repurchase and cancellation of certain restricted A Shares under the Restricted A Share Incentive Scheme for 2020 and the implementation of placement of H Shares by the Company, the total number of Shares of the Company will be changed from 26,328,172,240 to 26,577,533,140, and the registered capital will be changed from RMB2,632,817,224 to RMB2,657,753,314.

H Share announcement date	Change item	Number of Shares	Direction of change
19 February 2023	Repurchase and cancellation of restricted A Shares	-1,601,000	Capital reduction
12 January 2024	Repurchase and cancellation of restricted A Shares	-582,300	Capital reduction
17 November 2024	Repurchase and cancellation of restricted A Shares	-345,600	Capital reduction
25 June 2024	Placing of H Shares of the Company	+ 251,900,000	Capital increase
17 October 2025	Repurchase and cancellation of restricted A Shares	-10,200	Capital reduction

LETTER FROM THE BOARD

The Board proposes to the shareholders' meeting for an authorisation to the management of the Company or its authorised representative(s) to specifically handle the relevant procedures with the industrial and commercial registration authority involved in the abovementioned matters, including the industrial and commercial change registration, the filing of the Articles of Association of the Company, and to sign the relevant documents, and to authorise the management of the Company or its authorised representative(s) to make necessary amendments to the current change registration matters in accordance with the approval opinions or requirements put forward by the industrial and commercial registration authority or other relevant government authorities.

Prior to the consideration and approval of the proposal in relation to the amendments to the Articles of Association of the Company at the EGM, the prevailing Articles of Association shall remain valid.

The legal advisers to the Company as to Hong Kong laws and the PRC laws have respectively confirmed that the proposed amendments to the Articles of Association conform with the applicable requirements of the Listing Rules and the laws of the PRC. The Company also confirms that there is nothing unusual in the proposed amendments from the perspective of a PRC company listed on the Hong Kong Stock Exchange.

3. AMENDMENTS TO THE RULES GOVERNING THE PROCEDURES OF SHAREHOLDERS' MEETINGS

In order to implement the new Companies Law and a series of new regulatory rules issued by the CSRC since 2025 including the Rules Governing Shareholders' Meetings of Listed Companies, and to align with the amendments to the Articles of Association, the Board of Directors agreed to simultaneously amend the Rules Governing the Procedures of Shareholders' Meetings. The amendments focus on refining the mechanism for convening shareholders' meetings, the entities to submit proposals, voting procedures and other matters to ensure the standardised and efficient operation of shareholders' meetings.

The full text of the Rules Governing the Procedures of Shareholders' Meetings after amendments is set out in Appendix 2 to this circular.

4. AMENDMENTS TO THE RULES GOVERNING THE PROCEDURES OF BOARD OF DIRECTORS MEETINGS

In order to implement the new Companies Law and a series of new regulatory rules issued by the CSRC since 2025 including the Code of Corporate Governance of Listed Companies, and to align with the amendments to the Articles of Association, the Board of Directors agreed to simultaneously amend the Rules Governing the Procedures of Board of Directors Meetings. The amendments focus on the composition of the Board of Directors, convening of extraordinary meetings, the entities to submit proposals, standardisation of submission of proposals, notification for Board of Directors meetings, personnel present at the meetings and other matters to ensure the standardised and efficient operation of the Board of Directors.

The full text of the Rules Governing the Procedures of Board of Directors Meetings after amendments is set out in Appendix 3 to this circular.

LETTER FROM THE BOARD

5. AMENDMENTS TO THE TERMS OF REFERENCE OF INDEPENDENT DIRECTORS

In order to implement the new Companies Law and a series of new regulatory rules issued by the CSRC since 2025 including the Code of Corporate Governance of Listed Companies, and to align with the amendments to the Articles of Association, the Board of Directors agreed to make adaptive amendments to the Terms of Reference of Independent Directors. Amendments will only be made correspondingly for the abolishment of the Supervisory Committee, change of the names of the specialised committees and certain textual descriptions. The Company had already completed the policy enhancement pursuant to the Measures for the Management of Independent Directors of Listed Companies in 2023. The amendments do not contain substantive amendments to the existing provisions.

The full text of the Terms of Reference of Independent Directors after amendments is set out in Appendix 4 to this circular.

6. AMENDMENTS TO THE ADMINISTRATIVE MEASURES FOR CONNECTED TRANSACTIONS

In order to implement the new Companies Law and a series of new regulatory rules issued by the CSRC since 2025 including the Code of Corporate Governance of Listed Companies, and to align with the amendments to the Articles of Association, the Board of Directors agreed to make adaptive amendments to the Administrative Measures for Connected Transactions. Amendments will only be made correspondingly for the abolishment of the Supervisory Committee, basic principles which connected transactions shall follow, consideration of discloseable connected transactions by special meeting of independent Directors, etc. The amendments do not contain substantive amendments to the existing provisions.

The full text of the Administrative Measures for Connected Transactions after amendments is set out in Appendix 5 to this circular.

7. FORMULATION OF THE REMUNERATION MANAGEMENT POLICIES FOR DIRECTORS AND SENIOR MANAGEMENT

In order to implement the new Companies Law and a series of new regulatory rules issued by the CSRC since 2025 including the Code of Corporate Governance of Listed Companies, and to align with the amendments to the Articles of Association, the Board of Directors agreed to formulate the new Remuneration Management Policies for Directors and Senior Management pursuant to the new regulatory requirements to clarify the composition of remunerations of the Directors and senior management, determination basis, performance assessments, suspension and clawback mechanisms and other matters.

The full text of the Remuneration Management Policies for Directors and Senior Management is set out in Appendix 6 to this circular.

LETTER FROM THE BOARD

8. REMUNERATION AND ASSESSMENT PROPOSAL OF DIRECTORS AND SENIOR MANAGEMENT OF THE NINTH TERM

In order to ascertain the remunerations of members of the Board and senior management of the ninth term, fully motivate the enthusiasm and sense of responsibility of the Directors, senior management and core managerial and technical personnel of the Company pursuant to the Remuneration Management Policies for Directors and Senior Management, the Board has formulated the remuneration and assessment proposal of Directors and senior management of the ninth term. Details are set out in Appendix 7 to this circular.

9. APPOINTMENT OF MR. CHEN JINGHE AS THE LIFETIME HONOURARY CHAIRMAN OF THE COMPANY

Due to age and family reasons, Mr. Chen Jinghe has proposed and insisted on not accepting the nomination as a Director candidate for the ninth term of the Board of Directors, despite the earnest efforts of the controlling shareholder and the Board of Directors to retain him. He believes that the Company's new core management team has now matured, making this the optimal time to transition from being "founder-driven" to "institution-driven" and to achieve the succession from the old to the new.

Mr. Chen Jinghe, the chairman, is the founder and core visionary leader of Zijin Mining. He has achieved remarkable results in geological prospecting, economic geology research, comprehensive utilisation and development of low-grade refractory ore resources and other areas. He has led the discovery and exploration of a number of world-class, super-large mineral deposits including the Zijinshan Gold-Copper Mine in Fujian, successfully solved a series of key technical and engineering challenges related to low-grade refractory resources. He pioneered the "Five-Pronged Mining Engineering Model" mining engineering management model, which follows ore treatment process and realises coordinated research as well as full process control on 5 procedures including geological prospecting, mining, processing, metallurgy and environmental protection, enabling maximisation of economic and social benefits. This model has been widely promoted and applied in domestic and international mining projects, achieving significant economic and social benefits, having a major and profound influence on both the Chinese and global mining industry.

Since Zijin Mining was established in 1993, under the leadership of Mr. Chen Jinghe, the chairman, the Company has grown through 32 years of arduous entrepreneurship into a multinational mining group with comprehensive indicators ranking among the top 3 global metal mining enterprises and a market capitalisation exceeding USD100 billion. The Company has developed a globally competitive technology and management system, corporate culture and core management team, laying a solid foundation for the sustainable and stable development of the Company.

Mr. Chen Jinghe, the chairman, has made indelible and outstanding contributions to the creation of a legendary growth story for Zijin Mining as a global metal mining enterprise. He holds a prestigious position and receives immense respect in the global mining industry, capital markets and among the employees of Zijin Mining. In recognition of his outstanding contributions to the Company's development, the Nomination and Remuneration Committee of the Board has agreed to appoint Mr. Chen Jinghe as the lifetime honorary chairman and

LETTER FROM THE BOARD

senior advisor of the Company, and to incorporate this arrangement into the Articles of Association. The Company hopes that Mr. Chen Jinghe will continue to pay attention to the development of Zijin Mining, provide guidance and support to the Company in major strategic decisions, resource coordination and other areas, contributing to the long-term development of the Company.

10. PROPOSED ELECTION OF DIRECTORS

The Board currently consists of 12 Directors, including 6 executive Directors, namely, Mr. Chen Jinghe, Mr. Zou Laichang, Mr. Lin Hongfu, Ms. Lin Hongying, Mr. Xie Xionghui and Mr. Wu Jianhui; 1 non-executive Director, namely, Mr. Li Jian; and 5 independent non-executive Directors, namely, Mr. He Fulong, Mr. Li Changqing, Mr. Suen Man Tak, Mr. Bo Shao Chuan and Ms. Wu Xiaomin.

According to article 111 of the prevailing Articles of Association, the term of office of each of the Directors is 3 years. Under the prevailing Articles of Association, the appointments of the Directors are subject to the approval by the Shareholders at a shareholders' meeting and their terms of office shall commence on the date of their appointment. Each Director shall be eligible for re-election by the Shareholders upon the end of the term. The ninth term of the Board will consist of 15 Directors, including 7 executive Directors, 1 non-executive Director and 7 independent non-executive Directors.

The proposal in relation to the election of non-independent Directors of the ninth term of the Board of Directors of the Company

As the term of the eighth term of the Board of Directors is about to expire, pursuant to the relevant provisions of the Companies Law and the Articles of Association, after review by the Nomination and Remuneration Committee of the Board of Directors of the Company and consideration of the Board of Directors, it is proposed that the following persons be the non-independent Directors of the ninth term of the Board of Directors of the Company (including executive Directors and non-executive Director):

- (I) Executive Directors: Mr. Zou Laichang, Mr. Lin Hongfu, Mr. Xie Xionghui, Mr. Wu Jianhui, Mr. Shen Shaoyang, Mr. Zheng Youcheng and Mr. Wu Honghui.
- (II) Non-executive Director: Mr. Li Jian.

Among the abovementioned persons, except for Mr. Xie Xionghui who has been nominated as the employee Director candidate to be elected as the employee Director at the employee representatives meeting separately, all other candidates will be tabled to the shareholders' meeting for election.

Cumulative voting will be adopted for this proposal.

LETTER FROM THE BOARD

The proposal in relation to the election of the independent Directors of the ninth term of the Board of Directors of the Company

As the term of the eighth term of the Board of Directors is about to expire, pursuant to the relevant provisions of the Companies Law and the Articles of Association, after review by the Nomination and Remuneration Committee of the Board of Directors of the Company and consideration of the Board of Directors, it is proposed that the following persons be elected as the independent non-executive Directors of the ninth term of the Board of Directors of the Company:

Ms. Wu Xiaomin, Mr. Bo Shao Chuan, Mr. Lin Shoukang, Ms. Qu Xiaohui, Mr. Hong Bo and Mr. Wang Anjian.

The abovementioned persons meet the qualifications to become the Independent Non-executive Director Candidates and have accepted the nomination.

Cumulative voting will be adopted for this proposal.

Pursuant to the provisions of the Articles of Association after amendments, the ninth term of the Board of Directors of the Company shall have 7 independent non-executive Directors. The Company will complete the by-election as soon as possible.

If the proposals are approved at the EGM, the Company will enter into new service contracts and/or appointment letters with each of the newly elected Directors. The term of office of the ninth term of the Board shall commence on the date of the EGM and expire on 30 December 2028.

The biographical details of the candidates for election as the Directors (including the employee Director) are set out in Appendix 8 to this circular.

11. CUMULATIVE VOTING

Pursuant to article 112 of the prevailing Articles of Association, cumulative voting should be adopted in the election of the Directors in a shareholders' meeting. When the Directors are elected through cumulative voting at the EGM, the maximum valid voting right of a voter is the product of (1) the number of Shares held by such Shareholder, and (2) the number of the Directors to be elected. A voter can cast all of his votes to 1 candidate or distribute his votes among several candidates. The Directors receiving more than half of valid votes cast via cumulative voting at the EGM shall be elected.

12. THE EGM

The Company will hold the EGM at the conference room at 21/F., Zijin Headquarters, No. 1 Zijin Road, Shanghang County, Longyan City, Fujian Province, the PRC on Wednesday, 31 December 2025 at 9 a.m.

LETTER FROM THE BOARD

The EGM will be convened and held for the purpose of, *inter alia*, considering and approving, by the Shareholders, proposed election of Directors, amendments to the Articles of Association of the Company and related matters. Votes for all resolutions at the EGM shall be taken by way of poll. An announcement on the poll vote results will be made by the Company after the EGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

In order to determine the list of H Shareholders who are entitled to attend the EGM, the Company's register of H Share members will be closed from Tuesday, 23 December 2025 to Wednesday, 31 December 2025 (both days inclusive), during such period no transfer of H Shares will be registered. H Shareholders whose names appear on the register of H Share members on Wednesday, 31 December 2025 are entitled to attend the EGM. H Shareholders who intend to attend the EGM but have not registered the transfer documents are required to lodge their respective transfer documents with the relevant share certificates at the registrar of H Shares of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Monday, 22 December 2025.

The reply slip, proxy form for H Shareholders and ballot for use at the EGM are enclosed herewith. H Shareholders who intend to attend the EGM shall complete and return the reply slip in accordance with the instructions printed thereon on or before Monday, 29 December 2025.

Whether or not you are able to attend the EGM, please complete the proxy form and ballot in accordance with the instructions printed thereon. The proxy form and ballot shall be lodged with the registrar of H Shares of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 24 hours before the time appointed for the holding of the EGM or any adjournment thereof (as the case may be). Completion and return of the proxy form and ballot will not prevent you from attending and voting in person at the EGM or at any adjournment thereof should you so wish.

13. RECOMMENDATION

The Directors are of the view that the amendments to the Articles of Association of the Company, amendments to the Rules Governing the Procedures of Shareholders' Meetings, amendments to the Rules Governing the Procedures of Board of Directors Meetings, amendments to the Terms of Reference of Independent Directors, amendments to the Administrative Measures for Connected Transactions, formulation of the Remuneration Management Policies for Directors and Senior Management, the remuneration and assessment proposal of Directors and senior management of the ninth term, appointment of Mr. Chen Jinghe as the lifetime honorary chairman of the Company and the proposed election of Directors are in the interests of the Company and its Shareholders as a whole, and recommend that the Shareholders vote in favour of the relevant proposals to be tabled to the EGM.

LETTER FROM THE BOARD

14. MISCELLANEOUS

The proposal in relation to the election of the independent Directors of the ninth term of the Board of Directors of the Company, which will be tabled to the EGM for consideration, was considered and approved at the nineteenth extraordinary meeting in 2025 of the eighth term of the Board, and other proposals to be tabled to the EGM for consideration were considered and approved at the eighteenth extraordinary meeting in 2025 of the eighth term of the Board. Such proposals are hereby tabled to the shareholders' meeting for the Shareholders' consideration.

Should there be any discrepancies between the Chinese version and the English version of this circular, the Chinese version shall prevail.

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

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

Zijin Mining Group Co., Ltd.*
Articles of Association

Revised on 28 November 2025

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

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Chapter 1 General Provisions

Article 1 To safeguard the lawful rights and interests of Zijin Mining Group Co., Ltd.* (hereinafter referred to as the “Company”), its shareholders, employees, creditors and other stakeholders, and to regulate the structure and behaviours of the Company, this articles of association (hereinafter referred to as the “Articles of Association”) is formulated in accordance with the Companies Law of the People’s Republic of China (hereinafter referred to as the “Companies Law”), the Securities Law of the People’s Republic of China (hereinafter referred to as the “Securities Law”) and other laws, administrative regulations, departmental rules, securities regulatory rules of the places where the Company’s shares are listed and the relevant requirements of the Constitution of the Communist Party of China (hereinafter referred to as the “Party Constitution”).

Article 2 The Company is a joint stock limited company established in accordance with the Companies Law, the Securities Law and other relevant laws and administrative regulations. The Company was approved by the People’s Government of Fujian Province under document Min Zheng Ti Gu [2000] No. 22 “Reply for Approval for the Establishment of Fujian Zijin Mining Industry Company Limited*” and was established by way of promotion on 17 August 2000 and registered on 6 September 2000 with the Fujian Administrative Bureau for Industry and Commerce. The Company’s unified social credit code is 91350000157987632G.

Article 3 As approved by the China Securities Regulatory Commission on 18 November 2003, in the period from 16 December 2003 to 22 December 2003, the Company made an initial offering of 400,544,000 overseas-listed foreign invested shares (par value: RMB0.10 per share) to overseas investors, which were subsequently listed on the Main Board of The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Stock Exchange”) on 23 December 2003. In the 2003 annual general meeting of the Company, the shareholders considered and approved the change of the Company’s name to Zijin Mining Group Co., Ltd.* On 24 March 2008, with the approval from the approving departments authorised by the State Council, the Company further issued 1,400,000,000 domestic shares (par value: RMB0.10 per share), which were listed on the Shanghai Stock Exchange (hereinafter referred to as the “Shanghai Stock Exchange”) on 25 April 2008.

Article 4 Registered name of the Company: 紫金礦業集團股份有限公司
English name of the Company: Zijin Mining Group Co., Ltd.*

Article 5 Registered address of the Company: No. 1, Zijin Road, Shanghang County, Fujian Province, the People’s Republic of China, postal code: 364200.

Article 6 The registered capital of the Company is RMB2,657,753,314.

Article 7 The Company is a permanent existent joint stock limited company.

Article 8 The chairman of the Company is the legal representative of the Company.

Where the chairman serving as the legal representative resigns, such resignation shall be deemed as a simultaneous resignation from the position of legal representative.

Where the legal representative resigns, the Company shall determine a new legal representative within 30 days from the date of resignation of the legal representative.

Article 9 The Company shall bear the legal consequences from the civil activities conducted by the legal representative in the name of the Company.

Limitations on the functions and powers of the legal representative provided in the Articles of Association or by the shareholders' meeting shall not be used against bona fide third parties.

Where the legal representative causes damage to others in the course of discharging his duties, the Company shall bear civil liabilities. After bearing civil liabilities, the Company may seek recourse from the legal representative who is at fault in accordance with provisions of the laws or the Articles of Association.

Article 10 All capital of the Company is divided into shares of equal value. The shareholders shall be liable to the Company to the extent of the shares they subscribed for. The Company shall be liable for its debts to the extent of all its properties.

Article 11 From the date the Articles of Association comes into effect, it shall act as a legally binding document regulating the structure and behaviours of the Company, and also the rights and obligations between the Company and its shareholders and also among shareholders. The Articles of Association shall be legally binding on the Company, its shareholders, directors and senior management. According to the Articles of Association, any shareholders can file lawsuits against other shareholders, any shareholders can file lawsuits against any directors and senior management of the Company, any shareholders can file lawsuits against the Company, the Company can file lawsuits against any shareholders, directors or senior management.

Article 12 The senior management referred to in the Articles of Association refers to the president, standing vice-president, vice-presidents, chief financial officer and joint chief financial officer, secretary to the board of directors, chief engineer, etc. of the Company.

Article 13 The Company shall, in accordance with the provisions of the Party Constitution, establish organisations of the Communist Party and carry out Party activities. The Company shall provide necessary conditions for the activities of Party organisations.

Chapter 2 Business Purpose and Scope

Article 14 The business purpose 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 copper, gold, zinc, silver, lithium, molybdenum and other strategic mineral resources as the main business and appropriately extend associated businesses, to provide the materials that improve standards of living in a low carbon future; to adhere to mineral resources leading and cost-leading strategies, to adhere to the integration of internationalisation, project enlargement and assets securitisation, 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, environmentally and ecologically friendly brand name; to adhere to the common development value, creating greater value for the society, the employees, the shareholders and other stakeholders of the Company, to achieve the ultimate goal of “becoming a green, high-tech, leading global mining company”.

Article 15 Upon registration in accordance with laws, the business scope of the Company includes: exploration of mineral resources, mining and processing of gold ores; gold refining; mining and processing of copper ores; copper refining; integration service on information systems; consultation service on information and technology; sales of jewellery and ornaments, crafts and art products, mineral products, machinery and equipment, chemical products (excluding hazardous chemical products and precursor chemical products of poisons); hydropower generation; investment in mining industry, hotel industry and construction industry; foreign trade; land transportation of general goods; land transportation of hazardous goods. Open pit mining of copper and gold ores, underground mining of copper ores; research and development of mining engineering technology, mining machinery and equipment specifically for use in metallurgy; manufacture of mining machinery and equipment specifically for use in metallurgy; tourist accommodations (only for branches). (Items which require approvals under the laws shall be subject to the approval from relevant departments before the commencement of business). The Company may adjust the business scope and business mode according to the changes of domestic and foreign markets, its business development and own capabilities with approval from relevant government departments.

Chapter 3 Shares

Section 1 Share Issuance

Article 16 The shares of the Company shall take the form of share certificates.

Article 17 The issuance of shares by the Company shall follow the principles of openness, fairness and impartiality. Each share of the same class shall carry equal rights. Shares of the same class issued at the same time shall have identical issuance terms and issuance price per share; the consideration paid by any subscribers for each share subscribed shall be the same. The Company may establish different classes of shares based on its needs.

Article 18 Shares with par value issued by the Company shall have their par value denominated in Renminbi, with a par value of RMB0.10 per share. Shares issued by the Company and listed on the Shanghai Stock Exchange are referred to as “A Shares”, and shares issued by the Company and listed on the Hong Kong Stock Exchange are referred to as “H Shares”.

Article 19 A Shares issued by the Company shall be deposited in centralised custody with China Securities Depository and Clearing Corporation Limited Shanghai Branch. H Shares issued by the Company may, in accordance with the laws of the places where the Company’s shares are listed and customary practice for securities registration and custody, be deposited primarily with nominee companies under Hong Kong Securities Clearing Company Limited, or may be held by shareholders under their own names.

Article 20 As approved by relevant departments, the total number of ordinary shares of the Company was 95,000,000 shares at the time of incorporation with par value of RMB1.00 per share. These shares were all subscribed and held by the promoters, among which:

Minxi Xinghang State-owned Assets Investment Company Limited held 45,600,000 shares, representing 48% of the total issuable ordinary shares at the time of incorporation of the Company, the contribution was made in the form of physical assets on 31 August 2000;

Xinhuadu Industrial Group Company Limited held 17,290,000 shares, representing 18.2% of the total issuable ordinary shares at the time of incorporation of the Company, the contribution was made in cash on 31 August 2000;

Shanghang County Jinshan Trading Company Limited held 17,109,500 shares, representing 18.01% of the total issuable ordinary shares at the time of incorporation of the Company, the contribution was made in cash and in the form of physical assets on 31 August 2000;

Fujian Xinhuadu Engineering Company Limited held 6,650,000 shares, representing 7% of the total issuable ordinary shares at the time of incorporation of the Company, the contribution was made in cash on 31 August 2000;

Xiamen Hengxing Group Company Limited held 4,750,000 shares, representing 5% of the total issuable ordinary shares at the time of incorporation of the Company, the contribution was made in cash on 31 August 2000;

Fujian Xinhuadu Department Store Company Limited held 1,636,850 shares, representing 1.72% of the total issuable ordinary shares at the time of incorporation of the Company, the contribution was made in cash on 31 August 2000;

Fujian Gold Group Company Limited held 1,632,100 shares, representing 1.72% of the total issuable ordinary shares at the time of incorporation of the Company, the contribution was made in cash on 31 August 2000;

Fujian Minxi Geological Team held 331,550 shares, representing 0.35% of the total issuable ordinary shares at the time of incorporation of the Company, the contribution was made in cash on 31 August 2000.

Article 21 The Company's total issued shares are 26,577,533,140 shares, all of which are ordinary shares with a par value of RMB0.10 per share; among which, 20,588,693,140 are A Shares, representing approximately 77.47% of the total shares of the Company; and 5,988,840,000 are H Shares, representing approximately 22.53% of the total shares of the Company.

Article 22 The Company or its subsidiaries (including the affiliated enterprises of the Company) shall not provide financial assistance in any form, including gifts, advances, guarantees or loans, to any persons for the acquisition of shares in the Company.

Section 2 Share Increase, Reduction and Repurchase

Article 23 The Company may, based on its operation and development needs, with the stipulations of laws and regulations and upon resolution by the shareholders' meeting, increase its share capital in the following ways:

- (1) issue shares to non-specific investors;
- (2) issue shares to specific investors;
- (3) allot bonus shares to existing shareholders;
- (4) convert reserves into share capital; and
- (5) any other methods stipulated by laws, administrative regulations and the China Securities Regulatory Commission.

Where the Company issues convertible corporate bonds, matters such as issuance of the convertible corporate bonds, conversion procedures and arrangements and changes in the Company's share capital resulting from conversion shall be handled in accordance with the provisions stipulated in relevant laws, administrative regulations, the China Securities Regulatory Commission, securities regulatory rules of the places where the Company's shares are listed, offering document for the Company's convertible corporate bonds and other documents.

Article 24 The Company may reduce its registered capital. Any reductions of the Company's registered capital shall be carried out in accordance with the procedures stipulated in the Companies Law, other relevant regulations and the Articles of Association.

Article 25 The Company shall not repurchase its own shares. However, it shall not apply to any of the following circumstances:

- (1) to reduce its registered capital;
- (2) to merge with other companies which hold the Company's shares;
- (3) to use the shares for the Company's employee stock ownership schemes or equity incentives;
- (4) for shareholders who object to the resolutions on a merger or division of the Company as approved in the shareholders' meeting and request the Company to repurchase their shares;
- (5) to exchange the shares for corporate bonds which can be converted into shares issued by the Company; and
- (6) to safeguard the Company's value and the rights and interests of shareholders, if necessary.

Article 26 The Company may repurchase its shares through public centralised trading or through other methods recognised by laws, administrative regulations and the China Securities Regulatory Commission (including making a repurchase offer to all shareholders on a pro-rata basis and repurchasing outside stock exchanges by way of agreement).

For repurchases of the Company's shares under the circumstances stipulated in clauses (3), (5) and (6) of Article 25 of the Articles of Association, the Company shall carry out such repurchases through public centralised trading.

Article 27 The Company shall obtain the approval at a shareholders' meeting for repurchase of its shares under the circumstances stipulated in clauses (1) and (2) of Article 25 of the Articles of Association. For repurchases of the Company's shares under the circumstances stipulated in clauses (3), (5) and (6) of Article 25 of the Articles of Association by the Company, approval may be obtained by a resolution of a board of directors meeting attended by not less than two-thirds of directors in accordance with the provisions of the Articles of Association.

The Company shall take the following actions after the repurchase in accordance with Article 25 of the Articles of Association. In case of clause (1), the shares shall be cancelled within 10 days from the date of the repurchase; in the case of clauses (2) or (4), the shares repurchased shall be transferred or cancelled within 6 months; the aggregate shares held by the Company in accordance with clauses (3), (5) and (6) shall not exceed 10% of the Company's total issued shares, and shall be transferred or cancelled within 3 years.

Section 3 Transfer of Shares

Article 28 The Company's shares shall be transferred in accordance with laws.

All transfers of H Shares of the Company shall be effected by written instruments of transfer in general or common form or any other forms acceptable to the board of directors (including the standard transfer form or form of transfer prescribed by the Hong Kong Stock Exchange from time to time); such instruments of transfer can only be signed by hand or by affixing the valid company seal (if the transferor or transferee is a company). If the transferor or transferee is a recognised clearing house as defined under the relevant ordinances in effect from time to time under Hong Kong laws (hereinafter referred to as "Recognised Clearing House") or its agents, the signing of instruments of transfer can be handwritten or machine-printed. All instruments of transfer shall be deposited at the Company's registered address or such address as the board of directors may designate from time to time.

All H Shares that have been fully paid up can be transferred freely according to the Articles of Association; however, unless the following conditions are met, the board of directors can refuse to acknowledge any instruments of transfer without stating any reasons:

- (1) the fees prescribed by the Hong Kong Stock Exchange have been paid to the Company, and the instrument of transfer of the registered shares and other documents that are related to share ownership or may affect the share ownership have been submitted;

- (2) the instrument of transfer only involves H Shares;
- (3) the stamp duty payable on the instrument of transfer has been paid;
- (4) the stock certificates concerned and the evidence reasonably required by the board of directors to prove the transferor's right to transfer the shares shall be provided; and
- (5) the related shares do not have any lien of the Company.

If the Company refuses to register the transfer of shares, it shall give a written notice of registration rejection to the transferor and the transferee within 2 months from the date on which the application of transfer is officially submitted. If the transferor or the transferee is a clearing house recognised under Hong Kong laws or its agents, the signing of instrument of transfer can be machine-printed.

Article 29 The Company will not accept its own shares as the subject of a pledge.

Article 30 Directors and senior management of the Company shall report to the Company their shareholdings in the Company and any changes thereto. Shares transferred during the term of office determined at the time of appointment in each year shall not exceed 25% of the total number of shares of the same class held by such individuals. The aforesaid individuals shall not transfer the Company's shares within 6 months after termination of service with the Company.

Where laws, administrative regulations, departmental rules and securities regulatory rules of the places where the Company's shares are listed have other provisions regarding the transfer of the Company's shares held by shareholders, such provisions shall prevail.

Article 31 Where shareholders holding not less than 5% of the Company's shares, directors and senior management of the Company sell the shares or other securities with equity nature of the Company within 6 months after a purchase or buy shares or other securities with equity nature of the Company within 6 months after those were sold, any profits derived therefrom shall belong to the Company and shall be recovered by the board of directors of the Company. However, this shall not apply to securities companies holding not less than 5% of the Company's shares due to acquiring unsold shares from underwriting and other circumstances stipulated by the departmental rules.

The shares or other securities with equity nature held by directors, senior management and natural person shareholders referred to in the preceding paragraph include those held by their spouses, parents, children and those held through other persons' accounts.

If the board of directors of the Company fails to execute requirements listed out in the first paragraph of this Article, shareholders have the right to request the board of directors to execute within 30 days. If the board of directors of the Company fails to execute within the aforesaid period, shareholders can personally file a lawsuit with the People's Court in their own name in order to protect the interests of the Company.

If the board of directors of the Company fails to execute the requirements listed out in the first paragraph of this Article, the responsible directors shall bear joint and several liabilities according to laws.

Chapter 4 Shareholders and Shareholders' Meeting

Section 1 General provisions of Shareholders

Article 32 The Company shall establish a register of shareholders based on the credentials provided by securities registration and settlement institutions. The register of shareholders constitutes sufficient evidence proving that a shareholder holds shares of the Company. The original register of holders of H Shares shall be kept in Hong Kong for inspection by shareholders. However, the Company may suspend the registration procedures for shareholders in accordance with applicable laws and regulations and securities regulatory rules of the places where the Company's shares are listed. Shareholders have rights and obligations according to the class of shares held by them; shareholders holding the same class of shares shall have the same rights and shall undertake the same obligations.

Article 33 Where the Company convenes a shareholders' meeting, distributes dividends, liquidates or undertakes other actions that need to confirm the identity of shareholders, the board of directors, the person(s) authorised by a resolution of the board of directors meeting or the convenor(s) of the shareholders' meeting shall determine a certain day as a record date for share registration. Shareholders registered on the register of shareholders after the close of trading on the record date shall be the shareholders entitled to the relevant rights and interests.

Article 34 Shareholders of the Company shall enjoy the following rights:

- (1) to receive dividends and other forms of profit distribution in proportion to the number of shares held by them;
- (2) to lawfully request to hold, convene, preside over, attend and appoint a proxy to attend a shareholders' meeting, and exercise the corresponding right to speak and to vote at a shareholders' meeting, except the voting rights shall be waived as required by the provisions of laws, administrative regulations, departmental rules, securities regulatory rules of the places where the Company's shares are listed and the Articles of Association;
- (3) to supervise and make suggestions or enquiries relating to the business operations of the Company;
- (4) to transfer, gift or pledge their shares in accordance with the provisions of laws, administrative regulations and the Articles of Association;
- (5) to inspect and copy the Articles of Association, register of shareholders (for the register of holders of H Shares, the Company may suspend the registration procedures for shareholders in accordance with relevant Hong Kong laws, meeting minutes of

shareholders' meetings, resolutions of the board of directors meetings, financial accounting reports, shareholders who meet the prescribed requirements may inspect the Company's account books and account vouchers;

- (6) in the event of dissolution or liquidation of the Company, to participate in the distribution of remaining assets of the Company according to the number of shares held by them;
- (7) shareholders who object to the resolution on a merger or a division of the Company as approved in the shareholders' meeting may request the Company to repurchase their shares; and
- (8) other rights prescribed by laws, administrative regulations, departmental rules, securities regulatory rules of the places where the Company's shares are listed and the Articles of Association.

Article 35 Shareholders who request to inspect or copy relevant company materials shall comply with the provisions of the Companies Law, the Securities Law and other laws, administrative regulations, departmental rules, securities regulatory rules of the places where the Company's shares are listed and the Articles of Association.

Shareholders who request to inspect the information mentioned in the preceding paragraph or obtain materials shall submit a written request to the Company stating the purpose, and provide written documents proving the class of shares and the number of shares held, as well as other relevant supporting documents as required by the Company. The Company shall provide such materials at its office premises after verifying such shareholders' identity, reviewing the purpose of inspection and other circumstances, but no unauthorised copying, scanning or photographing is permitted. If the contents involve the Company's trade secrets, inside information, personal privacy of relevant personnel or involve violation of the principle of fairness to all shareholders in information disclosure, or the shareholders have other improper purposes, the Company may refuse to provide such materials. Shareholders who request to inspect or copy relevant company documents and materials shall first enter into a confidentiality agreement with the Company. Shareholders and their appointed intermediary institutions shall comply with the provisions of laws and administrative regulations regarding the protection of state secrets, trade secrets, personal privacy and personal information and shall bear legal liabilities for disclosing secrets. The Company shall establish smooth and effective communication channels with shareholders to safeguard shareholders' rights to know, participate in decision-making on and supervise major matters of the Company.

Article 36 Should the contents of the resolutions of shareholders' meetings and board of directors meetings violate the laws and administrative regulations, shareholders have the right to request the People's Court to nullify those resolutions.

Should the procedures for convening shareholders' meetings and board of directors meetings and the voting mechanism violate the laws, administrative regulations or the Articles of Association, or contents of resolutions violate the Articles of Association, shareholders have the right to request the People's Court to revoke such resolutions within 60 days from the date

on which such resolutions are made. However, this does not apply where the procedures for convening shareholders' meetings and board of directors meetings and the voting mechanism have only minor defects that do not have a substantive impact on the resolutions.

If the board of directors, shareholders or other relevant parties have disputes regarding the validity of resolutions of shareholders' meetings, they shall promptly file lawsuits with the People's Court. Before the People's Court makes a judgement or ruling to revoke the resolutions, relevant parties shall implement the resolutions of the shareholders' meeting. The Company, directors and senior management shall earnestly discharge their duties to ensure normal operation of the Company.

When the People's Court makes a judgement or ruling on relevant matters, the Company shall discharge its information disclosure obligations in accordance with the provisions of laws, administrative regulations, the China Securities Regulatory Commission and securities regulatory rules of the places where the Company's shares are listed, fully explain the impacts, and actively cooperate with the implementation after the judgement or ruling takes effect. For matters involving corrections to prior items, they shall be handled promptly and corresponding information disclosure obligations shall be discharged.

Article 37 In any of the following circumstances, resolutions of the shareholders' meetings or board of directors meetings of the Company shall not be established:

- (1) no shareholders' meeting or board of directors meeting was convened to pass the resolution;
- (2) the shareholders' meeting or board of directors meeting did not vote on the matters to be resolved;
- (3) the number of attendees or voting rights represented at the meeting did not reach the number of attendees or the number of voting rights held as required by the Companies Law or the Articles of Association; and
- (4) the number of persons or voting rights voting in favour of the resolution matters did not reach the number of persons or the number of voting rights held as required by the Companies Law or the Articles of Association.

Article 38 Pursuant to the relevant regulations of the China Securities Regulatory Commission, the Company does not establish a supervisory committee. The board of directors of the Company establishes an audit and supervision committee to exercise the functions and powers of a supervisory committee as stipulated in the Companies Law under the authorisation of the board of directors.

Article 39 Should directors and senior management, other than members of the audit and supervision committee, violate the provisions of laws, administrative regulations or the Articles of Association while discharging duties of the Company and result in losses of the Company, shareholders individually or jointly holding not less than 1% shares of the Company for not less than 180 consecutive days have the right to request in writing the audit and supervision

committee to file a lawsuit with the People's Court. Should members of the audit and supervision committee violate the provisions of laws, administrative regulations or the Articles of Association while discharging duties of the Company and result in losses of the Company, the aforesaid shareholders can request in writing the board of directors to file a lawsuit with the People's Court.

If the audit and supervision committee or the board of directors refuses to file a lawsuit upon receiving the written request from shareholders as prescribed in the preceding paragraph or fails to file a lawsuit within 30 days upon receiving the request, or under emergency circumstances where failure to file a lawsuit immediately may result in material irrecoverable loss of the Company, shareholders as prescribed in the preceding paragraph have the right to file a lawsuit directly with the People's Court in their own names for the benefit of the Company.

Should any third parties infringe upon the lawful rights and interests of the Company and result in losses of the Company, shareholders provided in the first paragraph in this Article can file a lawsuit with the People's Court in accordance with the previous two paragraphs of this Article.

Should directors, supervisors and senior management of the Company's wholly-owned subsidiaries violate the provisions of laws, administrative regulations or the Articles of Association while discharging duties and result in losses of the Company, or should any third parties infringe upon the lawful rights and interests of the Company's wholly-owned subsidiaries and result in losses, shareholders individually or jointly holding not less than 1% shares of the Company for not less than 180 consecutive days may request the supervisory committee or board of directors of the wholly-owned subsidiaries in writing to file a lawsuit with the People's Court or file a lawsuit directly with the People's Court in their own names in accordance with the first three paragraphs of Article 189 of the Companies Law. For the Company's wholly-owned subsidiaries that do not have a supervisory committee or supervisors but have an audit committee, the provisions of the first and second paragraphs of this Article shall apply.

Article 40 Should directors and senior management violate the provisions of laws, administrative regulations or the Articles of Association and infringe upon the interests of the shareholders, shareholders can file a lawsuit with the People's Court.

Article 41 Shareholders of the Company undertake the following obligations:

- (1) to abide by laws, administrative regulations and the Articles of Association;
- (2) to pay the subscription amount according to the number of shares subscribed and the method of subscription;
- (3) not to withdraw their share capital, except in circumstances provided by laws and regulations;

- (4) not to abuse the shareholders' rights to prejudice the interests of the Company or other shareholders; not to abuse the independent status of the Company's legal person and the limited liability of the shareholders so as to prejudice the interests of the Company's creditors; and
- (5) other obligations imposed by laws, administrative regulations and the Articles of Association.

Article 42 If shareholders of the Company, by abusing shareholders' rights, cause losses to the Company or other shareholders, such shareholders shall be liable for compensation in accordance with the laws. If the shareholders of the Company, by abusing the independent status of the Company's legal person and the limited liability of the shareholders, evade debts and seriously prejudice the interests of the Company's creditors, such shareholders are jointly and severally liable for the debts of the Company.

Section 2 Controlling Shareholder and Actual Controller

Article 43 The controlling shareholder and actual controller of the Company shall exercise their rights and discharge their obligations in accordance with the provisions of laws, administrative regulations, the China Securities Regulatory Commission, securities regulatory rules of the places where the Company's shares are listed and the Articles of Association, and safeguard the interests of the listed company.

Article 44 The controlling shareholder and actual controller of the Company shall comply with the following provisions:

- (1) to exercise shareholders' rights in accordance with laws, not to abuse controlling power or use connected relationships to infringe upon the lawful rights and interests of the Company or other shareholders;
- (2) to strictly perform public statements and various undertakings made, and not to change or waive them without authorisation;
- (3) to strictly discharge information disclosure obligations in accordance with relevant provisions, actively cooperate with the Company in information disclosure work, and timely inform the Company of major events that have occurred or are intended to occur;
- (4) not to occupy the Company's funds in any manner;
- (5) not to compel, instruct or request the Company and relevant personnel to provide guarantees in violation of laws and regulations;
- (6) not to use the Company's undisclosed material information to seek benefits, not to disclose undisclosed material information related to the Company in any manner, and not to engage in insider trading, short-swing trading, market manipulation and other illegal and non-compliant activities;

- (7) not to infringe upon the lawful rights and interests of the Company and other shareholders through unfair connected transactions, profit distributions, asset restructurings, external investments or any other means;
- (8) to ensure the Company's asset integrity, personnel independence, financial independence, institutional independence and business independence, and not to affect the Company's independence in any manners; and
- (9) other provisions of laws, administrative regulations, departmental rules, securities regulatory rules of the places where the Company's shares are listed and the Articles of Association.

Where the controlling shareholder or actual controller of the Company instruct directors or senior management to engage in acts that infringe upon the interests of the Company or shareholders, they shall bear joint and several liabilities with such directors or senior management.

Article 45 Where the controlling shareholder or actual controller pledge the Company's shares held or actually controlled by them, they shall maintain the Company's control and stability of production and operation.

Article 46 Where the controlling shareholder or actual controller transfer their shares in the Company, they shall comply with the restrictive provisions on share transfer in laws, administrative regulations, departmental rules and securities regulatory rules of the places where the Company's shares are listed, as well as their undertakings regarding restrictions on share transfer.

Section 3 General Provisions of Shareholders' Meeting

Article 47 The shareholders' meeting of the Company comprises all shareholders. The shareholders' meeting is the organ of authority of the Company and exercises the following functions and powers in accordance with laws:

- (1) to elect and replace directors and to determine matters relating to directors' remunerations;
- (2) to consider and approve reports of the board of directors;
- (3) to consider and approve profit distribution plans and loss coverage plans of the Company;
- (4) to resolve on or authorise the issuance of shares, increase or reduction of the Company's registered capital;
- (5) to resolve on the issuance of corporate bonds and other debt financing instruments;
- (6) to resolve on matters such as merger, division, dissolution, liquidation or change in the form of the Company;

- (7) to amend the Articles of Association;
- (8) to resolve on the Company's appointment or removal of the accounting firm that undertakes the Company's audit;
- (9) to consider and approve matters in relation to guarantees as stipulated in Article 48 of the Articles of Association;
- (10) to consider acquisitions or disposals of material assets within 1 year and which exceed 30% of the Company's audited total assets for the most recent period;
- (11) to consider material transactions which shall be tabled to the shareholders' meeting for consideration in accordance with the provisions of laws, regulations and securities regulatory rules of the places where the Company's shares are listed, including external investments, acquisitions or disposals of assets, asset pledges, entrusted wealth management, connected transactions and external donations;
- (12) to consider and approve the changes in the use of proceeds raised;
- (13) to consider the equity incentive schemes and employee stock ownership schemes; and
- (14) to consider any other matters which decisions shall be made by the shareholders' meeting as required by laws, administrative regulations, departmental rules, securities regulatory rules of the places where the Company's shares are listed or the Articles of Association.

The Company may, upon authorisation by the shareholders' meeting to the board of directors by resolution, issue shares, corporate bonds and corporate bonds convertible into shares. The specific implementation shall comply with the provisions of laws, administrative regulations, departmental rules and securities regulatory rules of the places where the Company's shares are listed.

Article 48 The following external guarantee behaviours of the Company shall be subject to consideration and approval at the shareholders' meeting:

- (1) any guarantees to be provided after the total amount of external guarantees provided by the Company and its controlling subsidiaries exceeding 50% of the audited net assets for the most recent period;
- (2) any guarantees to be provided where the total amount of external guarantees provided by the Company exceeding 30% of the audited total assets for the most recent period;
- (3) the amount of guarantees provided by the Company to others within 1 year exceeding 30% of the Company's audited total assets for the most recent period;
- (4) provision of guarantee for guarantee recipients with a debt-to-asset ratio exceeding 70%;

- (5) provision of any single guarantee for an amount exceeding 10% of the audited net assets for the most recent period;
- (6) provision of guarantees for any shareholders, actual controller or their connected parties.

Article 49 Shareholders' meetings shall be classified as annual general meetings or extraordinary general meetings. Annual general meetings shall be held once every year, and shall be held within 6 months after the end of the previous financial year.

Article 50 The Company shall convene an extraordinary general meeting within 2 months from the date of occurrence of any of the following circumstances:

- (1) where the number of directors falls below the number stipulated in the Companies Law or below two-thirds of the number specified in the Articles of Association;
- (2) where the uncovered losses of the Company amount to one-third of its total share capital;
- (3) upon the request of shareholders individually or jointly holding not less than 10% of the Company's shares;
- (4) where the board of directors considers it necessary;
- (5) where the audit and supervision committee proposes to convene such a meeting;
- (6) where over half of all independent directors agreed to propose to the board of directors to convene an extraordinary general meeting; and
- (7) other circumstances as prescribed by provisions of laws, administrative regulations, departmental rules, securities regulatory rules of the places where the Company's shares are listed or the Articles of Association.

Article 51 Shareholders' meetings of the Company shall be held at the registered address of the Company or a place specified in the notice of the shareholders' meeting. An on-site venue shall be set up to hold the shareholders' meetings; in addition to setting up a venue for an on-site meeting, the shareholders' meetings may also be held simultaneously by means of network, video, telephone or other electronic communication methods with equivalent effect. The Company shall also provide online voting for the convenience of shareholders.

Article 52 When convening shareholders' meeting, the Company shall appoint lawyers to provide legal opinions, which shall be announced, on the following issues:

- (1) whether the procedures for convening and holding meeting comply with the provisions of laws, administrative regulations, departmental rules, securities regulatory rules of the places where the Company's shares are listed and the Articles of Association;

- (2) whether the qualifications of the participants and the convenor are lawful and valid;
- (3) whether the voting procedures and voting results of the meeting are lawful and valid; and
- (4) to provide legal opinions on any other issues as requested by the Company.

Section 4 Convening of Shareholders' Meetings

Article 53 The board of directors shall convene shareholders' meetings on time within the prescribed period.

With the consent of over half of all independent directors, independent directors have the right to propose to the board of directors to convene an extraordinary general meeting. For the proposal of independent directors request to convene an extraordinary general meeting, the board of directors shall, pursuant to the provisions of laws, administrative regulations and the Articles of Association, provide written feedback opinion on whether it agrees or disagrees to convene an extraordinary general meeting within 10 days after receiving the proposal. If the board of directors agrees to convene an extraordinary general meeting, it shall issue a notice of convening the shareholders' meeting within 5 days after the resolution of the board of directors meeting has been made; if the board of directors disagrees to convene an extraordinary general meeting, it shall state the reasons and make an announcement.

Article 54 The audit and supervision committee shall propose to the board of directors to convene an extraordinary general meeting in writing. The board of directors shall, pursuant to the provisions of laws, administrative regulations and the Articles of Association, provide written feedback opinion on whether it agrees or disagrees to convene an extraordinary general meeting within 10 days after receiving the proposal.

If the board of directors agrees to convene an extraordinary general meeting, it shall issue a notice of convening the shareholders' meeting within 5 days after the resolution of the board of directors meeting has been made, and any changes to the original proposal in the notice shall obtain the consent of the audit and supervision committee.

If the board of directors disagrees to convene an extraordinary general meeting, or fails to provide feedback within 10 days after receiving the proposal, it shall be deemed that the board of directors is unable to discharge or fails to discharge its duties to convene the shareholders' meeting, and the audit and supervision committee may convene and preside over the meeting on its own.

Article 55 Shareholders individually or jointly holding not less than 10% of the Company's shares requesting the board of directors to convene an extraordinary general meeting shall make the request to the board of directors in writing. The board of directors shall, pursuant to the provisions of laws, administrative regulations and the Articles of Association, provide written feedback opinion on whether it agrees or disagrees to convene an extraordinary general meeting within 10 days after receiving the request.

If the board of directors agrees to convene an extraordinary general meeting, it shall issue a notice of convening the shareholders' meeting within 5 days after the resolution of the board of directors meeting has been made, and any changes to the original request in the notice shall obtain the consent of the relevant shareholders.

If the board of directors disagrees to convene an extraordinary general meeting, or fails to provide feedback within 10 days after receiving the request, shareholders individually or jointly holding not less than 10% of the Company's shares proposing to the audit and supervision committee to convene an extraordinary general meeting shall make the request to the audit and supervision committee in writing.

If the audit and supervision committee agrees to convene an extraordinary general meeting, it shall issue a notice of convening the shareholders' meeting within 5 days after receiving the request, and any changes to the original request in the notice shall obtain the consent of the relevant shareholders.

If the audit and supervision committee fails to issue a notice of shareholders' meeting within the prescribed period, it shall be deemed that the audit and supervision committee does not convene and preside over the shareholders' meeting, and shareholders individually or jointly holding not less than 10% of the Company's shares for not less than 90 consecutive days may convene and preside over the meeting on their own.

Article 56 When the audit and supervision committee or shareholders decide to convene a shareholders' meeting on their own, they shall notify the board of directors in writing and file with the Shanghai Stock Exchange at the same time.

The audit and supervision committee or shareholders who convene the meeting shall submit relevant supporting materials to the Shanghai Stock Exchange when issuing the notice of shareholders' meeting and the announcement of resolutions of the shareholders' meeting.

Before the announcement of resolutions of the shareholders' meeting, the shareholding ratio of the shareholders who convene the meeting shall not be lower than 10%.

Article 57 For shareholders' meetings convened by the audit and supervision committee or shareholders on their own, the board of directors and the secretary to the board of directors shall cooperate. The board of directors shall provide the register of shareholders as at the record date.

Article 58 For shareholders' meetings convened by the audit and supervision committee or shareholders on their own, the necessary expenses of the meetings shall be borne by the Company.

Section 5 Proposals and Notices of Shareholders' Meeting

Article 59 The contents of proposals shall fall within the scope of authority of the shareholders' meeting, have clear topics and specific matters for discussion, and comply with the relevant provisions of laws, administrative regulations, departmental rules, securities regulatory rules of the places where the Company's shares are listed and the Articles of Association.

Article 60 When the Company convenes a shareholders' meeting, the board of directors, the audit and supervision committee and shareholders individually or jointly holding not less than 1% of the shares of the Company have the right to submit proposals to the Company.

Shareholders individually or jointly holding not less than 1% of the shares of the Company may submit additional proposals to the convenor in writing 10 days before the holding of a shareholders' meeting. The convenor shall, within 2 days from the date of receipt of such proposals, issue a supplementary notice of shareholders' meeting, announce the contents of the additional proposals and table such additional proposals to the shareholders' meeting for consideration. However, this excludes additional proposals that violate the provisions of laws, administrative regulations or the Articles of Association, or do not fall within the scope of authority of the shareholders' meeting. If according to the provisions of the securities regulatory rules of the places where the Company's shares are listed, the shareholders' meeting must be postponed due to issuance of a supplementary notice of the shareholders' meeting, the convening of the shareholders' meeting shall be postponed in accordance with the provisions of the securities regulatory rules of the places where the Company's shares are listed. The Company shall not raise the shareholding ratio requirement for shareholders submitting additional proposals.

Except for the aforesaid circumstances in the previous paragraph, after the issuance of the announcement of notice of shareholders' meeting by the convenor, no amendments shall be made on the proposals listed in the notice nor insert new proposal. Where the convenor needs to supplement or correct the contents of proposals according to regulations, the proposals shall not be substantively modified, and the relevant supplementary or correction announcements shall be issued before the commencement of online voting at the shareholders' meeting, and the legal opinion to be disclosed simultaneously with the resolutions of the shareholders' meeting shall include the lawyer's clear opinion on whether the supplements or corrections to the proposal contents constitute substantive modifications to the proposals. Where proposals are substantively modified, such changes shall be deemed as new proposals and shall not be voted on at such shareholders' meeting.

In the shareholders' meeting, the shareholders shall not vote on any resolution which is not listed in the announced notice or not complied with the provisions of the Articles of Association.

Article 61 The convenor shall notify all shareholders by way of announcement 20 days before the convening of the annual general meeting, and 10 business days or 15 days (whichever is longer) before the convening of an extraordinary general meeting by way of announcement.

Article 62 The notice of shareholders' meetings shall include the following contents:

- (1) the time, venue and duration of the meeting;
- (2) the matters and proposals to be tabled to the meeting for consideration;
- (3) an indication with clear text that: all ordinary shareholders have the right to attend the shareholders' meeting and can appoint proxy in writing to attend the meeting and vote on their behalf, and such shareholder proxy need not be a shareholder of the Company;
- (4) the record date for shareholders entitled to attend the shareholders' meeting;
- (5) the name and telephone number of the designated contact person for meeting affairs; and
- (6) the voting time and voting procedures for online or other methods.

The notice and supplementary notice of shareholders' meetings shall fully and completely disclose all specific contents of all proposals, as well as all materials or explanations necessary for shareholders to make reasonable judgements on the matters to be discussed.

The starting time of online voting and other means of voting shall not be earlier than 3:00 p.m. of the day before the on-site meeting and shall not be later than 9:30 a.m. of the day of the on-site meeting. The closing time of such voting shall not be earlier than 3:00 p.m. of the day the on-site meeting end. The interval between the record date and the meeting date shall not be more than 7 working days. Once the record date is confirmed, it shall not be changed.

Article 63 Notices of shareholders' meeting of which matters concerning the election of directors will be considered shall fully disclose detailed information about the director candidates and shall at least include the following information:

- (1) personal information including educational background, work experience, concurrent positions, etc.;
- (2) any connected relationship with the Company, controlling shareholder and actual controller of the Company;
- (3) the number of shares of the Company held; and
- (4) any past record of being penalised by the China Securities Regulatory Commission or other related departments or any disciplinary actions taken by a stock exchange.

Except for the election of directors by cumulative voting, each director candidate shall be proposed as a separate proposal.

Article 64 Shareholders' meetings shall not be postponed or cancelled without a proper reason after the notice of shareholders' meeting is despatched. Proposals listed in the notice of shareholders' meeting shall not be cancelled. Should the meeting be postponed or cancelled, the convenor of the meeting shall publish an announcement at least 2 working days before the originally-scheduled meeting date and disclose the reasons. Where the securities regulatory rules of the places where the Company's shares are listed have special provisions on the procedures for postponing or cancelling shareholders' meetings, such provisions shall be followed provided that they do not violate the relevant regulatory requirements.

Section 6 Holding of Shareholders' Meetings

Article 65 The board of directors of the Company and other convenors shall take necessary measures to ensure the normal order of shareholders' meetings. Measures shall be taken to stop and timely report to the relevant departments for investigation and punishment any behaviours that disrupt the shareholders' meetings, cause disturbances and infringe upon the lawful rights and interests of shareholders.

Participants of the meetings shall strictly comply with venue discipline, shall not disrupt venue order, and shall not interfere with the normal proceeding of the meetings. For those who disrupt venue order and other persons unsuitable to participate in the meetings, the chairman of the meetings has the right to order them to leave the venue. For those who do not obey the order to leave, the chairman of the meetings may appoint security personnel to force them to leave.

Article 66 All holders of ordinary shares registered on the record date or their proxy have the right to attend shareholders' meetings and exercise voting rights in accordance with relevant laws, regulations and the Articles of Association.

Shareholders may attend shareholders' meetings in person or may appoint their proxy to attend and exercise the voting rights within the scope of their authorisation on their behalf.

Each shareholder may appoint a proxy who needs not necessarily be a shareholder of the Company to attend shareholders' meetings and exercise voting rights; if the shareholder is a legal entity, an authorised personnel may sign a power of attorney on behalf of the entity and appoint a proxy to attend and vote at the meetings. The presence of such proxy shall be regarded as the legal entity shareholder being present at the meetings in person.

Article 67 Individual shareholders attending the meetings in person shall present their identity card or other valid documents or proof that can demonstrate their identity; those acting as proxy for others to attend the meetings shall present their valid identity documents and the shareholder's power of attorney.

Legal person shareholders shall be represented by their legal representative or their proxy appointed by the legal representative to attend the meetings. Where the legal representative attends the meetings, he shall present his identity card and valid proof demonstrating his qualification as the legal representative; where a proxy attends the meetings, the proxy shall present his identity card and a written power of attorney lawfully issued by the legal representative of the legal person shareholders (except where the shareholder is a Recognised

Clearing House or its agents as defined by relevant ordinances in effect from time to time under Hong Kong laws or the securities regulatory rules of the places where the Company's shares are listed).

Article 68 The power of attorney issued by shareholders appointing others to attend shareholders' meetings shall specify the following contents:

- (1) the name or entity name of the appointer and the class and number of the Company's shares held;
- (2) the name or entity name of the proxy;
- (3) the specific instructions of the shareholders, including instructions to vote for, against or abstain on each item on the agenda of the shareholders' meetings;
- (4) the date of issuance and period of validity of the power of attorney; and
- (5) the signature (or seal) of the appointer. Where the appointer is a legal person shareholder, the legal person entity's seal shall be affixed (overseas legal person may have the document signed by a legally authorised person).

Article 69 If the proxy form for voting is signed by a person authorised by the appointer, the power of attorney authorising such signing or other authorisation documents shall be notarised. The notarised power of attorney or other authorisation documents and the proxy form shall be placed together at the Company's registered address or other place specified in the notice of the meeting.

If such shareholder is a Recognised Clearing House (including Hong Kong Securities Clearing Company Limited) or its agents, it can authorise 1 or more person(s) or company(ies) to act as its representative(s) to attend any shareholders' meetings, class meetings or creditors' meetings; however, if more than 1 person or company have obtained the aforesaid authorisation, the authorisation letter shall state clearly the quantity and class of the shares held by each person or company. The aforesaid authorised person(s) or company(ies) are entitled to exercise the shareholders' rights on behalf of the Recognised Clearing House (including Hong Kong Securities Clearing Company Limited) or its agents, and shall enjoy the same statutory rights as other shareholders, including the right to speak and to vote.

Article 70 The meeting registration book of attendees shall be prepared by the Company. The meeting registration book shall record the name (or entity name) of meeting participants, identity card number, number of shares with voting rights held or represented, name of the appointer (or entity name) and other matters.

Article 71 The convenor and lawyers engaged by the Company shall jointly verify the legality of shareholders' qualifications based on the register of shareholders provided by the securities registration and settlement institutions, and register the shareholders' names (or entity

names) and the number of shares with voting rights they hold. Meeting registration shall be closed before the chairman of the meeting announces the number of shareholders and proxies attending the meeting in person and the total number of shares with voting rights they hold.

Article 72 When the Company holds a shareholders' meeting, all directors shall attend the meeting, and senior management shall be present at the meeting. Directors and senior management shall accept inquiries from shareholders.

Article 73 Shareholders' meetings shall be presided over by the chairman of the board of directors. If the chairman of the board of directors is unable to discharge his duties or fails to discharge his duties, a vice-chairman (if the Company has 2 or more than 2 vice-chairmen, over half of the directors shall jointly nominate one of them to preside over the meeting) shall preside over the meeting. If the vice-chairman is unable to discharge his duties or fails to discharge his duties, over half of the directors shall jointly nominate a director to preside over the meeting.

For a shareholders' meeting convened by the audit and supervision committee, the convener of the audit and supervision committee shall preside over the meeting. If the convener of the audit and supervision committee is unable to discharge his duties or fails to discharge his duties, over half of the members of the audit and supervision committee may jointly nominate a member of the audit and supervision committee to preside over the meeting.

For a shareholders' meeting convened by shareholders, the convener or a representative nominated by the convener shall preside over the meeting.

If a shareholders' meeting is unable to continue as a result of violations of the Rules Governing the Procedures of Shareholders' Meetings by the chairman of the meeting, upon the consent of over half of the shareholders with voting rights attending the shareholders' meeting, the shareholders' meeting may nominate an individual to be the chairman of the meeting to continue the meeting.

Article 74 The Company shall formulate rules governing the procedures of shareholders' meetings, detailing the procedures for convening, holding and voting at shareholders' meetings, including notice, registration, consideration of proposals, voting, vote counting, announcement of voting results, formation of meeting resolutions, meeting minutes and their signing, announcement and other contents, as well as the principles of authorisation by the shareholders' meeting to the board of directors, and the contents of authorisation shall be clear and specific. The rules governing the procedures for shareholders' meetings shall be an annex to the Articles of Association, drafted by the board of directors and approved by the shareholders' meeting.

Article 75 At the annual general meeting, the board of directors shall report to the shareholders' meeting on its work over the past year. Each independent director shall also make a work report.

Article 76 Directors and senior management shall provide explanations and clarifications on shareholders' inquiries and suggestions at the shareholders' meetings. However, they can refuse to answer an inquiry under any of the following circumstances, but shall explain the reasons to the inquirer:

- (1) such inquiry is unrelated to the agenda;
- (2) the matter inquired about requires investigation;
- (3) it involves the Company's trade secrets, inside information, personal privacy of relevant personnel or involves violation of the principle of fairness to all shareholders in information disclosure, and cannot be disclosed at the shareholders' meeting; and
- (4) answering such inquiry would significantly prejudice the common interests of shareholders.

Article 77 Before voting, the chairman of the meeting shall announce the number of shareholders and proxies attending the meeting in person and the total number of shares with voting rights they hold, and the number of shareholders and proxies attending the meeting in person and the total number of shares with voting rights they hold shall be based on the meeting registration.

Article 78 The shareholders' meetings shall have meeting minutes, which shall be the responsibility of the secretary to the board of directors.

The meeting minutes shall record the following contents:

- (1) the time, venue, agenda and name (or entity name) of the convenor of the meeting;
- (2) the names of the chairman of the meeting and the directors and senior management present at the meeting;
- (3) the number of shareholders and proxies attending the meeting, the total number of shares with voting rights they hold and their proportion to the total number of shares of the Company;
- (4) the consideration process, key points of speeches and voting results for each proposal;
- (5) shareholders' inquiries, opinions or suggestions and the corresponding responses or explanations;
- (6) the names of lawyers, vote counters and scrutineers; and
- (7) other contents that shall be included in the meeting minutes as stipulated in the Articles of Association.

Article 79 The convenor shall ensure that the contents of the meeting minutes are true, accurate and complete. Directors attending or present at the meeting, the secretary to the board of directors, the convenor or his representative and the chairman of the meeting shall sign the meeting minutes. The meeting minutes shall be kept together with the signature book of shareholders attending the meeting in person and the authorisation letters for proxy attendance, and valid materials on voting through online and other methods. The retention period shall be not less than 10 years.

Article 80 Except for intermissions or lunch breaks, the convenor shall ensure that the shareholders' meeting is held continuously until final resolutions are formed. Where a shareholders' meeting is suspended or resolutions cannot be made due to force majeure or other special reasons, necessary measures shall be taken to resume the shareholders' meeting as soon as possible or directly terminate the current shareholders' meeting, and an announcement shall be made in a timely manner. Meanwhile, the convenor shall report to the Fujian Regulatory Bureau of the China Securities Regulatory Commission, where the Company is located, and the stock exchanges where the Company's shares are listed.

Section 7 Voting and Resolutions of Shareholders' Meetings

Article 81 The resolutions of shareholders' meetings shall be divided into ordinary resolutions and special resolutions.

The ordinary resolutions made by the shareholders' meeting shall be passed by over half of the voting rights held by the shareholders attending the meeting.

The special resolutions made by the shareholders' meeting shall be passed by not less than two-thirds of voting rights held by the shareholders attending the meeting.

Shareholders referred to in this Article include shareholders who have appointed a proxy to attend a shareholders' meeting.

Article 82 The following items shall be passed by the shareholders' meeting by an ordinary resolution:

- (1) work reports of the board of directors;
- (2) profit distribution plans and loss coverage plans prepared by the board of directors;
- (3) appointment and dismissal of members of the board of directors and their remuneration and payment method;
- (4) issuance of corporate bonds and other debt financing instruments;
- (5) employee stock ownership schemes;
- (6) appointment and removal of the accounting firm that undertakes the Company's audit;

- (7) changes in the use of proceeds raised; and
- (8) other matters except those that shall be passed by special resolution as required by laws, administrative regulations, securities regulatory rules of the places where the Company's shares are listed or the Articles of Association.

Article 83 The following items shall be passed at the shareholders' meeting by a special resolution:

- (1) issuance of shares by the Company, increase or decrease in the Company's registered capital;
- (2) division, spin-off, merger, dissolution and liquidation of the Company;
- (3) amendments to the Articles of Association;
- (4) the Company, within 1 year, acquires or disposes of material assets or provides guarantees to others in an amount exceeding 30% of the Company's audited total assets for the most recent period;
- (5) repurchase of the Company's shares, except for the circumstances specified in clauses (3), (5) and (6) of Article 25 of the Articles of Association;
- (6) equity incentive schemes; and
- (7) other matters stipulated by laws, administrative regulations or the Articles of Association, and which the shareholders' meeting determines by ordinary resolution may have a significant impact on the Company and require approval by special resolution.

Article 84 Shareholders shall exercise their voting rights based on the number of shares with voting rights they represent. Each share carries 1 vote.

When material issues affecting the interests of minority shareholders are considered at the shareholders' meeting, the votes cast by minority shareholders shall be counted separately. The separate vote counting results shall be disclosed publicly in a timely manner.

The Company's shares held by the Company shall not carry voting rights, and such shares shall not be included in the total number of shares with voting rights attending the shareholders' meeting.

If a shareholder purchases shares with voting rights of the Company in violation of the provisions of paragraphs 1 and 2 of Article 63 of the Securities Law, voting rights attached to the shares exceeding the prescribed proportion shall not be exercised within 36 months after the purchase, and such shares shall not be included in the total number of shares with voting rights attending the shareholders' meeting.

According to the provisions of laws, administrative regulations, departmental rules, securities regulatory rules of the places where the Company's shares are listed and the Articles of Association, if any shareholder is required to abstain from voting on relevant proposals, or is restricted to vote only for or against on specified proposals, any votes cast by such shareholder or his proxy in violation of the aforesaid provisions or restrictions shall not be counted in the voting results.

The board of directors, independent directors, shareholders holding not less than 1% of the shares carrying voting rights of the Company or investor protection institutions established in accordance with laws, administrative regulations or the provisions of the China Securities Regulatory Commission can publicly solicit shareholders' voting rights. Information including the specific voting intentions shall be fully disclosed to the shareholders for whom voting rights are being solicited. Consideration or de facto consideration for soliciting shareholders' voting rights is prohibited. Except for statutory conditions, the Company shall not impose any minimum shareholding ratio requirement for soliciting voting rights.

Article 85 Connected shareholders shall not participate in voting when the shareholders' meeting considers connected transactions matters, and the voting shares represented by them shall not be counted in the total number of valid voting shares. The voting results of non-connected shareholders at the shareholders' meeting shall be fully disclosed in the shareholders' meeting results announcement. Resolutions on connected transaction matters shall be passed by over half of the valid voting rights held by non-connected shareholders attending the shareholders' meeting; if such transaction falls within the scope of special resolution, it shall be passed by not less than two-thirds of the valid voting rights held by non-connected shareholders attending the shareholders' meeting.

Article 86 Except when the Company is in crisis or under other special circumstances, without prior approval by special resolution from the shareholders' meeting, the Company shall not enter into contracts with anyone other than directors and senior management to entrust the management of all or material business of the Company to such persons.

Article 87 The list of director candidates shall be tabled to the shareholders' meeting for voting in the form of a proposal.

When the shareholders' meeting votes on the election of directors, cumulative voting may be implemented according to the provisions of the Articles of Association or resolution reached at the shareholders' meeting. When the shareholders' meeting elects directors, independent directors and non-independent directors shall be elected separately.

When a single shareholder of the Company and his concert parties hold not less than 30% of the shares with rights, or the shareholders' meeting elects 2 or more independent directors, cumulative voting shall be implemented.

The cumulative voting referred to in the preceding paragraph means when a shareholders' meeting elects directors, each share holds the same number of voting rights as the number of directors to be elected, and the voting rights held by shareholders can be used collectively.

Article 88 Except for cumulative voting, the shareholders' meeting shall vote on all proposals item by item. For different proposals on the same matter, voting shall be conducted in the chronological order in which the proposals were submitted. Except when the shareholders' meeting is suspended or resolutions cannot be made due to force majeure or other special reasons, the shareholders' meeting shall not shelve proposals or refrain from voting.

Article 89 When the shareholders' meeting considers proposals, it shall not modify the proposals. If modification is made, it shall be deemed as a new proposal and cannot be voted on at such shareholders' meeting.

Article 90 The same voting right can only choose one of on-site, online or other voting methods. If the same voting right is voted repeatedly, the first voting result shall prevail.

Article 91 Voting at the shareholders' meetings shall be taken by poll.

Article 92 Before the shareholders' meeting votes on proposals, 2 shareholder representatives shall be elected to participate in vote counting and scrutineering. Shareholders and proxies who have connected relationships with the matters under consideration shall not participate in vote counting and scrutineering.

When the shareholders' meeting votes on proposals, lawyers and shareholder representatives shall jointly be responsible for vote counting and scrutineering, and the voting results shall be announced at the venue, the voting results of the resolutions shall be recorded in the meeting minutes.

Shareholders of the Company or their proxies who vote online or by other methods have the right to check their voting results through the corresponding voting system.

Article 93 The ending time of on-site shareholders' meetings shall not be earlier than that of online or other voting methods. The chairman of the meeting or the lawyers shall announce the final voting status and results of each proposal, and shall announce whether each proposal is approved in accordance with the voting results.

Before the voting results are officially announced, all relevant parties involved in the on-site, online and other voting methods of the shareholders' meeting, including the Company, vote counters, scrutineers, shareholders and network service providers, shall be obligated to maintain confidentiality regarding the voting status.

Article 94 Shareholders attending the shareholders' meeting shall express one of the following opinions on the proposals tabled for voting: for, against or abstain. Except where securities registration and settlement institutions, as nominal holders of shares under the Mainland-Hong Kong Stock Connect, declare according to the expressed intentions of the actual holders.

Voting ballots that are unfilled, incorrectly filled, illegible or not cast shall be deemed as the voter waiving voting rights, and the voting results for the number of shares held shall be counted as "abstain".

Article 95 If the chairman of the meeting has any doubt about the voting results of the tabled resolutions, he can organise to count the number of votes cast; if the chairman of the meeting does not count the votes and the shareholders or shareholder proxies attending the meeting have dissidence on the results announced by the chairman of the meeting, they have the right to require counting of votes immediately after the voting results are announced and the chairman of the meeting shall immediately organise to count the votes.

Article 96 Resolutions of the shareholders' meeting shall be announced in a timely manner. The announcement shall list the number of shareholders and proxies attending the meeting, the total number of shares with voting rights held and their proportion to the total shares carrying voting rights of the Company, the voting method, the voting results of each proposal and the detailed contents of each resolution passed.

Article 97 If a proposal is not passed, or if a shareholders' meeting changes resolution of a previous shareholders' meeting, a special reminder shall be made in the announcement of the shareholders' meeting resolutions.

Article 98 When proposals concerning the election of directors are passed at the shareholders' meeting, the commencement time of term of office for new directors shall be the date of announcement of the shareholders' meeting resolutions. For employee director in a new term of the board of directors, if the date of their democratic election is earlier than the date of formation of the new term of the board of directors, the commencement time of term of office shall be the date of formation of the new term of the board of directors; except for the aforesaid circumstances, the commencement time of term of office shall be the date of democratic election.

Article 99 When proposals concerning distribution of cash dividends, bonus shares or conversion of capital reserve into share capital are passed at the shareholders' meeting, the Company shall implement the specific plan within 2 months after the end of the shareholders' meeting. If the specific plan cannot be implemented within 2 months due to the provisions of laws and regulations and the securities regulatory rules of the places where the Company's shares are listed, the implementation date of the specific plan may be adjusted accordingly based on such provisions and actual circumstances.

Chapter 5 Special Procedures for Voting of Class Shareholders

Article 100 Class shareholders referred to in the Articles of Association mean holders of A Shares and holders of H Shares. Class shareholders have rights and obligations according to the provisions of laws, administrative regulations and the Articles of Association.

Article 101 If the Company proposes to alter or cancel the rights of class shareholders, it shall be approved by special resolution approved by the shareholders' meeting, and approved by the shareholders' meeting convened respectively by affected class shareholders according to Articles 103 to 107 of the Articles of Association.

Article 102 The following circumstances shall be deemed as alteration or cancellation of the rights of a certain class of shareholders:

- (1) to increase or decrease the number of such class of shares, or increase or decrease the number of a class of shares with equal or more voting rights, distribution rights and other privileges than such class of shares;
- (2) to convert all or part of such class of shares into another class, or convert all or part of another class of shares into such class or to grant such conversion rights;
- (3) to cancel or decrease the rights attached to such class of shares, the rights to receive dividends already generated or accumulative dividends;
- (4) to decrease or cancel the preferential rights attached to such class of shares to receive dividends or to receive property distribution in liquidation of the Company;
- (5) to increase, cancel or decrease the share conversion rights, option rights, voting rights, transfer rights, preemptive rights to placements and rights to acquire the Company's securities attached to such class of shares;
- (6) to cancel or decrease the right attached to such class of shares to receive the Company's payables in a specific currency;
- (7) to set up a new class of shares enjoying equal or more voting rights, distribution rights or other privileges as such class of shares;
- (8) to restrict transfer or ownership of such class of shares or increase such restriction;
- (9) to issue share subscription rights or share conversion rights of such class of shares or another class of shares;
- (10) to increase rights and privileges of other classes of shares;
- (11) the Company's restructuring plan which will cause the shareholders of different classes of shares to undertake responsibilities disproportionately during restructuring;
and
- (12) to modify or abolish provisions contained in this chapter.

Article 103 The affected class shareholders shall have voting rights at class meetings no matter whether they have voting rights originally at the shareholders' meeting when clauses (2) to (8) and clauses (11) to (12) of Article 102 are involved, but those interested shareholders shall not have voting rights at class meetings.

The meaning of an interested shareholder in the preceding paragraph is as follows:

- (1) when the Company makes a repurchase offer at the same proportion to all shareholders according to Article 26 of the Articles of Association or repurchases its own shares by means of open transaction at a stock exchange, an “interested shareholder” refers to the controlling shareholder;
- (2) when the Company repurchases its own shares outside a stock exchange by way of agreement according to Article 26 of the Articles of Association, an “interested shareholder” refers to the shareholders related to such agreement; and
- (3) in the restructuring plan of the Company, an “interested shareholder” refers to a shareholder assuming responsibilities in a lower proportion than other shareholders of the same class or having different interests from other shareholders of such class.

Article 104 Resolutions of a class meeting shall be passed through voting by not less than two-thirds of the shareholders with voting rights attending the class meeting according to Article 103 of the Articles of Association.

Article 105 When the Company convenes a class meeting, a notice shall be issued pursuant to Article 61 of the Articles of Association with respect to the notice period of convening an extraordinary general meeting so as to inform all registered shareholders of such class of shares of the matters to be considered and the date and venue of the meeting.

Article 106 The notice of class meeting shall be sent to the shareholders with voting rights at such meeting only.

Class meetings shall be held with the same procedures as the shareholders’ meeting as far as possible. The articles concerning procedures of shareholders’ meetings in the Articles of Association shall apply to class meetings.

Article 107 The special procedures for voting of class shareholders do not apply to the following cases: as approved at a shareholders’ meeting by a special resolution, the Company separately or simultaneously issues A Shares, H Shares or convertible corporate bonds at interval of 12 months and the number of A Shares and H Shares to be issued or the maximum number of the Company’s A Shares and H Shares convertible from the convertible corporate bonds does not exceed 20% of the issued and outstanding shares of the respective classes.

Chapter 6 Party Committee of the Company

Article 108 Pursuant to the provisions of the Companies Law and the Party Constitution, the Company shall establish the Communist Party Committee of Zijin Mining Group Co., Ltd.* (hereinafter referred to as the “Party Committee”). The Company shall establish the Party’s work organisations, which shall be equipped with sufficient number of personnel to handle Party’s affairs and provided with adequate funds for operation.

Article 109 The Party Committee of the Company shall play a leading role in setting direction, overseeing the overall situation, and ensuring implementation. In addition, it shall actively support the Company's operation in compliance with laws. The Party Committee shall discharge its duties and obligations in accordance with the Party Constitution and other internal regulations of the Party:

- (1) to ensure and supervise the thorough implementation of the Party's and the state's principles and policies in the Company;
- (2) to support the shareholders' meeting, the board of directors and the management to discharge their duties according to laws;
- (3) to assume the main responsibility for establishing the Party's conduct and integrity in the Company, to lead and support the Company's disciplinary inspection committee to discharge its duties on supervision, disciplinary enforcement and accountability; and
- (4) to strengthen the development of organisations and team members of the Party at the base level, lead the development of ideological and political work, corporate culture, ideology and culture, and lead organisations such as the trade union, Communist Youth League, etc. of the Company.

Article 110 The Company shall consult the Party Committee for decisions on material matters.

Article 111 The Party Committee of the Company shall establish a disciplinary inspection committee to support the Party Committee of the Company in strengthening the establishment of the Party's conduct and integrity, and organise and coordinate anti-corruption tasks.

Article 112 The Company adheres to a leadership mechanism of "Dual Entry and Cross Appointment". Eligible members of the Party Committee may be appointed to the board of directors and the management through statutory procedures; whilst eligible Party members of the board of directors and the management may be appointed to the Party Committee of the Company in accordance with relevant regulations and procedures.

Chapter 7 Directors and Board of Directors

Section 1 General Provisions of Directors

Article 113 The Company shall establish a board of directors consisting of 15 directors, including 7 executive directors (including 1 employee director), 1 non-executive director and 7 independent directors.

The board of directors shall consist of 1 chairman, 1 to 2 vice-chairmen as necessary and 1 lead independent director.

An executive director is a director who is in full-time employment in the Company and participates in the production and operation of the Company. A non-executive director is a director, other than an independent director, who is not in full-time employment in the Company and merely discharges the duties of directors according to laws.

An independent director is a director who does not assume other positions in the Company other than director and is free from any relationship with the Company and with a substantial shareholder of the Company which may impede him from exercising impartial and objective judgement.

Article 114 Mr. Chen Jinghe, the founder of the Company, has been the core leader of the Company since its establishment. He has led the discovery, exploration and successful development of a batch of world-class, super-large mineral deposits including the Zijinshan Gold-Copper Mine. He has established the “Five-Pronged Mining Engineering Model” mining engineering management model, successfully solved key technological and engineering challenges related to low-grade and refractory resources, leading the Company to gradually grow into a globally-leading multinational mining group, forming an innovative concept and corporate culture with Zijin characteristics. In recognition of his significant contributions, the Company has appointed Mr. Chen Jinghe as the lifetime honorary chairman.

The lifetime honorary chairman is the highest honorary position established by the Company. The lifetime honorary chairman shall also serve as a senior advisor to the Company, and the relevant remuneration shall be separately determined by the nomination and remuneration committee of the board of directors.

Article 115 Directors of the Company shall be natural persons. None of the following persons may serve as a director of the Company:

- (1) a person without capacity for civil conduct or with limited capacity for civil conduct;
- (2) a person who was punished for the crime of corruption, bribery, expropriation or misappropriation of property or disrupting the socialist market economic order, or who was deprived of his political rights as punishment for a criminal offence, and within a period of 5 years after the completion of the punishment, or a person who has been sentenced to probation, and within a period of 2 years from the date of completion of the probation period;
- (3) a person who was a director or a factory manager or a manager of a company or enterprise which became insolvent and liquidated, and who was personally liable for the insolvency of that company or enterprise, and within a period of 3 years from the date of completion of the liquidation proceedings of that company or enterprise;
- (4) a person who was a legal representative of a company or an enterprise which has its business licence revoked for violating the laws or being ordered to close down, and who was personally liable for that revocation, and within a period of 3 years from the date of revocation of the business licence or receipt of the order to close down;

- (5) a person with a relatively large amount of personal debts that have fallen due but have not been settled and who has been listed by the People's Court as a dishonest person subject to enforcement;
- (6) a person who has been subject to securities market access ban measures by the China Securities Regulatory Commission, where the period has not expired;
- (7) a person who has been publicly recognised by the stock exchanges as unsuitable to serve as a director or senior management of a listed company, where the period has not expired; and
- (8) other circumstances stipulated by laws, administrative regulations or departmental rules.

Where directors are elected or appointed in violation of the provisions of this Article, such election, appointment or engagement shall be invalid. Where a director falls under any of the circumstances set out in this Article during his term of office, the Company shall remove him from office and suspend his duties.

Article 116 Non-employee directors shall be elected or replaced by the shareholders' meeting, and may be removed from their office by the shareholders' meeting by ordinary resolution before the expiry of their term of office. Employee director shall be elected or replaced by the employee representatives meeting. The term of office of directors is 3 years, and they may be re-elected and re-appointed upon the expiry of their term of office.

The term of office of the directors shall be calculated from the date of assuming office until the end of the term of office of the current board of directors. If the term of office of the directors is due and the new board of directors has not been elected, the existing directors shall discharge their directorship according to the provisions of laws, administrative regulations, departmental rules, securities regulatory rules of the places where the Company's shares are listed and the Articles of Association.

Without violating the relevant laws, regulations and securities regulatory rules of the places where the Company's shares are listed, any persons appointed by the board of directors as a director to fill a temporary vacancy of the board of directors or to increase the number of directors shall serve only until the first annual general meeting following their appointment, and shall be eligible for re-election and re-appointment at such time.

Directors may concurrently serve as senior management, but the directors who concurrently serve as senior management and the directors who are employee representatives, in aggregate, shall not exceed half of the total number of directors of the Company.

The Company shall enter into appointment contracts with the directors to clarify the rights and obligations between the Company and the directors, the term of office for directors, the responsibilities of directors for violations of laws, regulations and the Articles of Association, as well as compensation for the Company in the event of early termination of the contract, the obligations of directors after leaving office, accountability and recovery matters, etc.

Article 117 Directors shall abide by the provisions of laws, administrative regulations and the Articles of Association, and owe fiduciary duties to the Company, shall take measures to avoid conflicts between their own interests and the interests of the Company, and shall not use their functions and powers to seek improper benefits.

Directors owe the following fiduciary duties to the Company:

- (1) not to misappropriate the Company's property or embezzle the Company's funds;
- (2) not to deposit the Company's funds in accounts opened in their own name or in the name of other individuals;
- (3) not to use his functions and powers to bribe others or to accept other forms of illegal income;
- (4) not to directly or indirectly enter into contracts or conduct transactions with the Company without reporting to the board of directors and obtaining the approval by resolution of the board of directors or the shareholders' meeting in accordance with the approval authority for connected transactions under the securities regulatory rules of the places where the Company's shares are listed;
- (5) not to use their positions to obtain for themselves or others business opportunities that belong to the Company, except where they report to the board of directors and obtain approval by resolution of the shareholders' meeting, or where the Company cannot utilise such business opportunities according to the provisions of laws, administrative regulations or the Articles of Association;
- (6) not to operate on their own account or for other businesses of the same type as the Company without reporting to the board of directors and obtaining approval by resolution of the shareholders' meeting;
- (7) not to accept for their own benefit commissions from others in connection with the Company's transactions;
- (8) not to disclose the Company's secrets without authorisation;
- (9) not to use their connected relationships to prejudice the interests of the Company; and
- (10) other fiduciary duties stipulated by laws, administrative regulations, departmental rules, securities regulatory rules of the places where the Company's shares are listed and the Articles of Association.

Income obtained by directors in violation of the provisions of this Article shall belong to the Company; where losses are caused to the Company, they shall be liable for compensation.

Close relatives of directors and senior management, enterprises directly or indirectly controlled by directors, senior management or their close relatives, and other connected persons who have connected relationships with directors and senior management, when entering into contracts or conducting transactions with the Company, shall be subject to the provisions of clause (4) of paragraph 2 of this Article.

Article 118 Directors shall comply with the provisions of laws, administrative regulations and the Articles of Association, owe duties of diligence to the Company, and shall exercise reasonable care that is normally expected of managers to act in the best interests of the Company in discharging their duties.

Directors owe the following duties of diligence to the Company:

- (1) to exercise the rights granted by the Company with prudence, care and diligence to ensure that the Company's commercial conduct complies with the requirements of national laws, administrative regulations and various national economic policies, and that commercial activities do not exceed the business scope stipulated in the business licence;
- (2) to treat all shareholders fairly;
- (3) to keep informed in a timely manner of the Company's business operation and management status;
- (4) to sign written confirmation opinions on the Company's periodic reports and ensure that the information disclosed by the Company is true, accurate and complete;
- (5) to truthfully provide relevant information and materials to the audit and supervision committee and not to obstruct the audit and supervision committee in discharging its functions and powers; and
- (6) other duties of diligence stipulated by laws, administrative regulations, departmental rules, securities regulatory rules of the places where the Company's shares are listed and the Articles of Association.

Article 119 If a director fails to attend 2 consecutive board of directors meetings in person and does not appoint another director to attend the meetings on his behalf, the director concerned would be deemed unable to discharge his duties. The board of directors shall table a request to shareholders' meeting to replace such director. Any director who attends a board of directors meeting via internet, video, telephone, or by other means with equivalent effect shall also be deemed to be present in person.

Article 120 Directors may resign before the expiry of their term of office. In this case, they shall submit a written resignation report to the Company. The resignation shall take effect on the day the Company receives the resignation report. The Company shall disclose the details within 2 trading days. If the number of directors is lower than the statutory requirements caused by directors' resignations, before the re-election of the board of directors, the resigning director

shall discharge his directorship pursuant to provisions of laws, administrative regulations, departmental rules, securities regulatory rules of the places where the Company's shares are listed and the Articles of Association.

Article 121 The Company shall establish a departure management system for directors, specifying safeguard measures for pursuing liability and compensation for unfulfilled public undertakings and other unfinished matters. When a director's resignation takes effect or the term of office expires, he shall complete all handover procedures with the board of directors, and his fiduciary duties to the Company and shareholders shall not be automatically discharged upon the end of his term of office; his obligation to keep confidential the Company's trade secrets shall remain effective after the end of his term of office until such secrets become public information; the duration of other obligations shall be determined according to the principle of fairness, depending on the length of time between the occurrence of the event and the departure from office, and the circumstances and conditions under which the relationship with the Company is terminated. The liabilities that directors shall assume for discharging their duties during their term of office shall not be exempted or terminated due to their departure from office.

Article 122 The shareholders' meeting may remove non-employee directors by ordinary resolution, and such removal shall take effect on the date when the resolution is made.

If a director is removed before the expiry of his term of office without justifiable reasons, the director may request the Company to provide compensation.

Article 123 Without provisions in the Articles of Association or the lawful authorisation of the board of directors, no directors shall act on behalf of the Company or the board of directors in their individual name. When a director acts in his individual name in circumstances where a third party reasonably assume that such director is acting on behalf of the Company or the board of directors, such director shall declare his position and identity in advance.

Article 124 Where a director causes damage to others in the course of discharging the Company's duties, the Company shall be liable for compensation; where the director has acted with intent or gross negligence, he shall also be liable for compensation.

Where a director violates the provisions of laws, administrative regulations, departmental rules, securities regulatory rules of the places where the Company's shares are listed or the Articles of Association in the course of discharging the Company's duties and causes losses to the Company, he shall be liable for compensation.

Section 2 Board of Directors

Article 125 The board of directors shall exercise the following functions and powers:

- (1) to convene shareholders' meetings and report on its work to the shareholders' meeting;
- (2) to execute the resolutions of the shareholders' meeting;

- (3) to decide on the business plans and investment proposals of the Company;
- (4) to formulate profit distribution plans and loss coverage plans of the Company;
- (5) to formulate plans for the increase or reduction in the registered capital of the Company and for the issue of Company's debentures or other securities, and listing schemes;
- (6) to propose plans for the Company's major acquisitions, repurchase of the Company's shares due to the circumstances stipulated in the clauses (1) and (2) of Article 25 of the Articles of Association or merger, division or dissolution, change of form of the Company;
- (7) to consider major transactions of the Company, including external investments, acquisitions and disposals of assets, asset pledges, external guarantee matters, entrusted wealth management, connected transactions, external donations and other matters that do not meet the thresholds for consideration by the shareholders' meeting;
- (8) to determine a repurchase of the Company's shares under the circumstances specified in clauses (3), (5) and (6) of Article 25 of the Articles of Association;
- (9) to determine the establishment of the Company's internal management organisations;
- (10) to determine to appoint or dismiss the president of the Company or secretary to the board of directors according to the nomination of the chairman, and determine matters in relation to their remunerations, rewards and punishments; to determine to appoint or dismiss senior management, including the standing vice-president, vice-presidents, chief financial officer, joint chief financial officer and chief engineer of the Company according to the nomination of the president, and determine matters in relation to their remunerations, rewards and punishments;
- (11) to formulate the basic management system of the Company;
- (12) to formulate proposals for amendments to the Articles of Association of the Company;
- (13) to manage the information disclosure matters of the Company;
- (14) to seek shareholders' approval in the shareholders' meeting for the appointment or replacement of the accounting firm for the Company's audit;
- (15) to listen to work report of the president and review the work of the president of the Company; and
- (16) other functions and powers conferred by laws, administrative regulations, departmental rules, securities regulatory rules of the places where the Company's shares are listed and the Articles of Association, or the shareholders' meeting.

Article 126 The board of directors of the Company shall explain to the shareholders' meeting the modified audit opinion issued by the certified public accountant on the Company's financial report.

Article 127 The board of directors shall formulate rules governing the procedures of board of directors meetings to ensure implementation of resolutions of shareholders' meetings by the board of directors, improve work efficiency and ensure scientific decision-making. The rules governing the procedures of board of directors meetings shall be an annex to the Articles of Association, drafted by the board of directors and approved by the shareholders' meeting.

Article 128 The board of directors shall set up stringent review and decision-making procedures for external investments, acquisitions and disposals of assets, asset pledges, external guarantee matters, entrusted wealth management, connected transactions, external donations and other matters. Significant investment projects shall be reviewed by relevant experts and professionals, and tabled to the shareholders' meeting for approval.

Other than the matters reaching the decision-making thresholds of the shareholders' meeting under the Companies Law, the Securities Law, securities regulatory rules of the places where the Company's shares are listed and other relevant provisions, all other matters shall be made by the board of directors or the organisation(s) or person(s) authorised by the board of directors. The specific authority shall be specified in the Company's corresponding rules and policies.

Article 129 The chairman of the board of directors shall exercise the following functions and powers:

- (1) to preside over shareholders' meetings and to convene and preside over board of directors meetings;
- (2) to determine whether to include a proposal in the agenda of board of directors meetings;
- (3) to supervise and monitor the execution of resolutions of the board of directors; to listen to regular or non-periodic work reports from the Company's senior management, and to provide guiding opinions on the execution of the resolutions of the board of directors;
- (4) to sign important documents of the board of directors;
- (5) to request for convention of extraordinary board of directors meetings;
- (6) to nominate candidates for the president and secretary to the board of directors of the Company; and
- (7) other functions and powers conferred by the board of directors.

Article 130 Vice-chairman of the Company shall assist the work of the chairman. Where the chairman is unable to discharge his duties or fails to discharge his duties, a vice-chairman shall take up and discharge the duties (if the Company has 2 or more than 2 vice-chairmen, a vice-chairman jointly nominated by over half of the directors shall discharge such duties); if the vice-chairman is unable to discharge his duties or fails to discharge his duties, a director jointly nominated by over half of the directors shall discharge the duties.

Article 131 The board of directors meetings are divided into regular meetings and extraordinary meetings. Regular meetings of the board of directors shall be convened at least 4 times every year. Such meetings shall be convened by the chairman by giving notice in writing to all the directors at least 14 days prior to the meetings.

Article 132 An extraordinary board of directors meeting may be convened at the request of shareholders representing not less than one-tenth of the voting rights, not less than one-third of the directors, not less than half of the independent directors, the chairman, the president or the audit and supervision committee. The chairman of the board of directors shall convene and preside over a board of directors meeting within 10 days after receipt of such request.

Article 133 The notice for convening an extraordinary board of directors meeting shall be made by the issuance of a written notice to all directors not less than 5 days before such meetings. If there is any emergency situation which requires an extraordinary board of directors meeting to be convened as soon as possible, the meeting notice can be made any time by phone or by other verbal means (not subject to the aforesaid time constraint of giving notice not less than 5 days before such meeting). However, the convenor shall explain such matter at the meeting.

Article 134 The meeting notice of a board of directors meeting shall include the following:

- (1) the time, venue and duration of the meeting;
- (2) the method of convening the meeting;
- (3) the matters proposed for consideration;
- (4) the convenor and chairman of the meeting, the proposer of an extraordinary meeting and his written proposal; and
- (5) the date of the notice.

An oral meeting notice shall at least include the contents of the clauses (1) and (2) above.

Proposals of the board of directors meeting may be despatched simultaneously with the meeting notice, or despatched after the meeting notice is issued, but shall be despatched no later than 3 days prior to the meeting. If there is a delay in despatch, the proposer shall explain the reasons at the meeting, ensuring that directors have ample time to review and discuss. Once the

proposals of the meeting are despatched, in principle, they shall not be modified; any necessary supplements or adjustments shall be limited to non-essential contents and an updated version shall be despatched in a timely manner.

Article 135 Board of directors meetings can only be convened with the presence of over half of the total directors. Except for matters specified in clauses (5) to (7) and (12) of Article 125 of the Articles of Association which must be passed by over half of all directors and the affirmative votes of not less than two-thirds of the directors present at the meeting, other matters may be passed by over half of all directors.

Each director shall have one vote in the voting on resolutions of the board of directors meetings.

Article 136 Where a director has a connected relationship with the enterprise or individual involved in the matters to be resolved at a board of directors meeting, such director shall promptly submit a written report to the board of directors. A director with a connected relationship shall not exercise voting rights on such resolution, nor shall such director exercise voting rights on behalf of other directors. Such board of directors meeting may be held with a quorum of over half of the non-connected directors, and the resolutions passed at the board of directors meeting shall be approved by over half of the non-connected directors. If there are fewer than 3 non-connected directors attend the board of directors meeting, such matter shall be submitted to the shareholders' meeting for consideration.

Article 137 Meetings and voting of the board of directors shall be conducted by means of on-site meetings, electronic communications or a combination of both.

Article 138 Directors shall attend board of directors meetings in person. If a director is unable to attend a board of directors meeting for any reasons, the director shall appoint another director in writing to attend the meeting on his behalf. The appointment letter shall contain the appointee's name, matters delegated, scope of authorisation, valid time limit and other information, and shall be signed or chopped by the appointer. The director attending as a representative shall exercise the director's rights within the scope of authorisation. If a director is absent from a board of directors meeting without appointing a representative to attend the meeting, the director shall be regarded as giving up his voting rights at such board of directors meeting.

Article 139 The board of directors shall keep minutes of its decisions on the matters discussed at the board of directors meetings. The directors attending the meeting shall sign the minutes of that meeting.

The board minutes shall be archived as the Company's record and shall be kept for not less than 10 years.

Article 140 Minutes of a board of directors meeting shall include the following:

(1) the date, venue and name of the convenor of the meeting;

- (2) the names of the directors present and the names of the appointed directors (representative) attending the board of directors meeting on behalf of other directors;
- (3) the agenda of the meeting;
- (4) the key points of directors' speeches; and
- (5) the voting method and results for each resolution item (the voting results shall specify the number of votes for, against and abstain).

Section 3 Independent Directors

Article 141 Independent directors shall, in accordance with the provisions of laws, administrative regulations, departmental rules, securities regulatory rules of the places where the Company's shares are listed and the Articles of Association, earnestly discharge their duties, play the role of participating in decision-making, monitoring and balancing, and providing professional consultation in the board of directors, safeguard the overall interests of the Company, and protect the lawful rights and interests of minority shareholders.

Article 142 Independent directors shall maintain independence. The following persons shall not be appointed as independent directors of the Company:

- (1) employees of the Company or its subsidiaries, their spouses, parents, children and major social associates;
- (2) natural person shareholders who directly or indirectly hold more than 1% of the issued shares of the Company or who rank in the top 10 shareholders of the Company, as well as their spouses, parents and children;
- (3) employees of shareholders who directly or indirectly hold more than 5% of the issued shares of the Company or who rank in the top 5 shareholders of the Company, as well as their spouses, parents and children;
- (4) employees of the subsidiaries of the Company's controlling shareholder or actual controller, as well as their spouses, parents and children;
- (5) personnel who have significant business relations with the Company, its controlling shareholder, actual controller or their respective subsidiaries or personnel serving in units with significant business relations and their controlling shareholder or actual controller;
- (6) personnel who provide financial, legal, consulting, underwriting and other services to the Company, its controlling shareholder, actual controller or their respective subsidiaries, including but not limited to all members of project teams, personnel involved in reviewing at various levels, signatories thereon, partners, directors, senior management and key responsible individuals of the intermediary institutions which provide services;

- (7) persons who fall within the above clauses (1) to (6) within the recent 12 months; and
- (8) other individuals who do not meet the independence requirements as specified by laws, administrative regulations, departmental rules, the securities regulatory rules of the places where the Company's shares are listed and the Articles of Association.

The subsidiaries of the Company's controlling shareholder and actual controller referred to in clauses (4) to (6) of the preceding paragraph do not include enterprises that are controlled by the same state-owned asset management institution as the Company but do not have any connected relationships with the Company in accordance with the relevant regulations.

Independent directors shall conduct a self-assessment of their independence every year and submit the self-assessment results to the board of directors. The board of directors shall conduct an annual assessment of the independence of the current independent directors and provide specific opinions, which shall be disclosed simultaneously with the annual report.

Article 143 Persons serving as independent directors of the Company shall meet the following conditions:

- (1) being qualified to serve as a director of a listed company in accordance with laws, administrative regulations and other relevant provisions;
- (2) meeting the independence requirements stipulated in the Articles of Association;
- (3) possessing basic knowledge of the operation of a listed company, being familiar with the relevant laws, regulations and rules;
- (4) possessing not less than 5 years of work experience in laws, accounting, economics, etc. necessary to discharge his duties as an independent director;
- (5) possessing good personal character and no adverse records of major dishonesty; and
- (6) meeting other requirements stipulated in the laws, administrative regulations, departmental rules, the securities regulatory rules of the places where the Company's shares are listed and the Articles of Association.

Article 144 As members of the board of directors, independent directors shall owe fiduciary duties and duties of diligence to the Company and all shareholders, and shall prudently discharge the following duties:

- (1) to participate in decision-making of the board of directors and express clear opinions on matters under consideration;
- (2) to supervise potential material conflict of interest matters between the Company and its controlling shareholder, actual controller, directors and senior management, and protect the lawful rights and interests of minority shareholders;

- (3) to provide professional and objective advice on the Company's operation and development, and promote the improvement of the decision-making level of the board of directors; and
- (4) other duties stipulated by laws, administrative regulations, departmental rules, securities regulatory rules of the places where the Company's shares are listed and the Articles of Association.

Article 145 Independent directors shall exercise the following special functions and powers:

- (1) to independently engage intermediary institutions to carry out audit, consultation or verification on the specific matters of the Company;
- (2) to propose to the board of directors to convene an extraordinary general meeting;
- (3) to propose the convening of a board of directors meeting;
- (4) to publicly solicit shareholders' rights from shareholders in accordance with laws;
- (5) to express independent opinions on matters that may prejudice the interests of the Company or minority shareholders; and
- (6) other functions and powers stipulated by laws, administrative regulations, departmental rules, securities regulatory rules of the places where the Company's shares are listed and the Articles of Association.

The independent directors shall obtain the consent of more than half of all the independent directors in exercising their functions and powers under clauses (1) to (3) of the preceding paragraph.

If the independent directors exercise the functions and powers stipulated in paragraph 1, the Company shall disclose such matter in a timely manner. If the aforesaid functions and powers cannot be exercised in a normal manner, the Company shall disclose the specific circumstances and reasons.

Article 146 The following matters shall be tabled to the board of directors for consideration after the consent of more than half of all the independent directors of the Company is obtained:

- (1) discloseable connected transactions;
- (2) proposals for modifying or waiving the undertakings by the Company and the relevant parties;
- (3) decisions made and measures taken regarding the acquisition by the board of directors of a listed company being acquired; and

- (4) other matters stipulated in the laws, administrative regulations, departmental rules, the securities regulatory rules of the places where the Company's shares are listed and the Articles of Association.

Article 147 The Company shall establish a special meeting mechanism attended by solely independent directors. When the board of directors considers connected transactions and other matters, they shall be approved in advance by the special meeting of independent directors.

The Company shall convene special meetings of independent directors regularly or from time to time. Matters listed in clauses (1) to (3) of the first paragraph of Article 145 and Article 146 of the Articles of Association shall be considered by special meetings of independent directors.

Special meetings of independent directors may study and discuss other matters of the Company as needed.

Special meetings of independent directors shall be convened and presided over by the lead independent director; when the convenor fails to discharge or is unable to discharge his duties, 2 or more independent directors may convene the meeting on their own and nominate a representative to preside over the meeting.

Meeting minutes of the special meetings of independent directors shall be prepared pursuant to the regulations. The opinions of the independent directors shall be recorded in the meeting minutes. Independent directors shall sign to confirm the meeting minutes.

The Company shall provide convenience and support for the holding of the special meetings of independent directors.

Section 4 Specialised Committees of the Board of Directors

Article 148 The board of directors of the Company shall establish 4 specialised committees, namely a strategic and sustainable development (ESG) committee, an execution and investment committee, an audit and supervision committee and a nomination and remuneration committee. The board of directors shall formulate separate rules to clarify the functions, responsibilities, powers, restrictions and rules governing the procedures of meetings of each specialised committee.

Article 149 The strategic and sustainable development (ESG) committee of the board of directors is responsible for analysing the global economy and industry conditions, studying the Company's development strategies by making reference to the enterprise's actual situation, providing opinions and suggestions on the board of directors' formulation of medium- and long-term development strategies, external public policies, sustainable development and ESG policies; drafting the Company's medium- and long-term development strategies, and relevant work related to strategic development and research required by the board of directors.

Article 150 The execution and investment committee of the board of directors shall consist of the Company's executive directors. It is responsible for the daily operations of the board of directors when no board of directors meetings are held, and is responsible for inspecting and implementing the execution of resolutions of the shareholders' meeting and the board of directors, making decisions and execution within the scope of authorisation of the board of directors, external acquisitions, construction and investments, asset disposals and other transactions, and formulating of key rules and regulations and determining establishment of key organisations on behalf of the board of directors.

Article 151 The audit and supervision committee of the board of directors shall be responsible for reviewing the Company's financial information and its disclosure, supervising and evaluating internal and external audit work and internal control, enhancing the corporate governance level of the Company's global operations and exercising the functions and powers of a supervisory committee as stipulated in the Companies Law. The audit and supervision committee shall consist of 6 members, including 5 independent directors. The chief officer and concurrently the convenor of the committee shall be served by an independent director who is an accounting professional.

The following matters shall be submitted to the board of directors for consideration after being approved by over half of all members of the audit and supervision committee:

- (1) disclosure of financial statements and financial information in periodic reports, and internal control evaluation reports;
- (2) appointment or removal of the accounting firm that undertakes the listed company's audit;
- (3) appointment or dismissal of the listed company's chief financial officer;
- (4) changes in accounting policies or accounting estimates for reasons other than changes in accounting standards, or corrections of material accounting errors;
- (5) exercising the statutory functions and powers of the original supervisory committee as stipulated in the Companies Law:
 1. to inspect on the financial affairs of the Company;
 2. to supervise the discharge of duties by the directors and senior management, and make recommendations on the removal of directors and senior management who have violated laws, administrative regulations, the Articles of Association or resolutions of the shareholders' meeting;
 3. to require the directors or senior management whose conduct causes any harm to the interests of the Company to rectify such conduct;

4. to propose the convening of an extraordinary general meeting, and convene and preside over a shareholders' meeting when the board of directors fails to perform the duty of convening and presiding over a shareholders' meeting as prescribed in the Companies Law;
 5. to submit proposals to the shareholders' meeting; and
 6. to file lawsuits against directors and senior management pursuant to the provisions of the Companies Law;
- (6) to guide the establishment of the Company's compliance and governance systems for its globalised operations, provide professional consulting opinions on matters involving material compliance risk, promote the entire process of project development and operation to align with international best practices, and facilitate the coordination and integration of compliance requirements across various fields, such as law, finance, taxation and environmental protection, with local laws, regulations and international treaties.
- (7) other matters stipulated by laws, administrative regulations, departmental rules, securities regulatory rules of the places where the Company's shares are listed and the Articles of Association.

The audit and supervision committee shall convene meetings at least once every quarter. When 2 or more members propose, or when the convenor deems necessary, an extraordinary meeting may be convened. Meetings of the audit and supervision committee shall require the attendance of not less than two-thirds of the members to be held.

Resolutions of the audit and supervision committee shall be passed by over half of the members of the audit and supervision committee.

Voting on resolutions of the audit and supervision committee shall be one vote per person.

Meeting minutes shall be prepared for resolutions of the audit and supervision committee pursuant to regulations, and members of the audit and supervision committee attending the meeting shall sign the meeting minutes.

Article 152 The nomination and remuneration committee of the board of directors shall be responsible for developing selection criteria and procedures for directors and senior management, and selecting and reviewing the candidates and qualifications of directors and senior management; responsible for developing assessment standards for directors and senior management and conducting assessments, developing and reviewing remuneration policies and proposals for directors and senior management, including remuneration determination mechanisms, decision-making processes, payment and suspension and clawback arrangements. The nomination and remuneration committee shall make recommendations to the board of directors on the following matters:

- (1) nomination and removal of directors;

- (2) appointment or dismissal of senior management;
- (3) remunerations of directors and senior management;
- (4) formulation or modification of equity incentive schemes and employee stock ownership schemes, and the satisfaction of conditions for the participants to be granted rights and exercise rights;
- (5) shareholding plans of directors and senior management in subsidiaries proposed to be spun off; and
- (6) other matters stipulated by laws, administrative regulations, departmental rules, securities regulatory rules of the places where the Company's shares are listed and the Articles of Association.

Where the board of directors does not adopt or does not fully adopt the recommendations of the nomination and remuneration committee, it shall record the opinions of the nomination and remuneration committee and the specific reasons for not adopting in the resolution of the board of directors and make disclosure.

Chapter 8 President and Other Senior Management

Article 153 The Company shall have 1 president and 1 secretary to the board of directors, who shall be nominated by the chairman of the board of directors and whose appointments or dismissals shall be determined by the board of directors.

The Company shall have other senior management, including the standing vice-president, vice-presidents, chief financial officer and joint chief financial officer and chief engineer. They shall be nominated by the president and their appointments and dismissals shall be determined by the board of directors.

Article 154 The provisions in the Articles of Association regarding circumstances under which a person shall not serve as a director and the departure management system shall also apply to senior management.

The provisions in the Articles of Association regarding the fiduciary duties and duties of diligence of directors shall also apply to senior management.

Article 155 Personnel who hold administrative positions other than director or supervisor in the controlling shareholder's units shall not serve as senior management of the Company.

Senior management of the Company shall only receive remunerations from the Company and shall not have their remuneration paid by the controlling shareholder.

Article 156 The president shall serve a term of 3 years for each term. The president may serve consecutive terms upon re-appointment.

Article 157 The president shall be accountable to the board of directors and shall exercise the following functions and powers:

- (1) to be in charge of the production, operation and management of the Company, organise the implementation of the resolutions of the board of directors, and to report work to the board of directors;
- (2) to organise the implementation of the Company's annual business plans and investment plans;
- (3) to draft the plan for establishment of the Company's internal management organisation;
- (4) to draft the Company's basic management system;
- (5) to formulate the specific rules and regulations of the Company;
- (6) to propose the appointment and dismissal of the standing vice-president, vice-presidents, chief financial officer and joint chief financial officer, chief engineer of the Company, etc. to the board of directors;
- (7) to determine the appointment or dismissal of the management personnel other than those whose appointment or dismissal shall be determined by the board of directors;
- (8) to propose the convening of extraordinary board of directors meetings;
- (9) to be responsible for organising and leading the daily operation of the Company's internal control;
- (10) to exercise the functions and powers of the legal representative and sign the relevant documents which shall be signed by the legal representative of the Company; and
- (11) other functions and powers conferred by the Articles of Association or the board of directors.

The president who is not a director shall be present at the board of directors meetings.

Article 158 The president shall formulate the terms of reference of the president, which shall be implemented after approval by the board of directors.

Article 159 The terms of reference of the president shall include the following contents:

- (1) the conditions, procedures for convening president's office meetings and the personnel to attend;
- (2) the specific duties and division of work of the president and other senior management;

- (3) the authority for utilisation of the Company's funds and assets, signing of major contracts and the reporting system to the board of directors; and
- (4) other matters deemed necessary by the board of directors.

Article 160 The president may resign before his term of office expires. The specific procedures and methods for the resignation of the president shall be stated in the service contract between the president and the Company.

Article 161 The Company's standing vice-president, vice-presidents, chief financial officer and joint chief financial officer and chief engineer shall assist the president in handling the Company's affairs. They shall be nominated by the president and their appointments or removals shall be determined by the board of directors.

Article 162 The Company shall have a secretary to the board of directors who shall be responsible for the preparation of shareholders' meetings and board of directors meetings, document custody and management of the Company's shareholder information, handling information disclosure matters and other matters. As the Company is dual-listed in the PRC and Hong Kong, the Company shall have an A Share securities affairs representative and H Share company secretary(ies) to assist the secretary to the board of directors in discharging duties.

The secretary to the board of directors shall comply with the relevant provisions of laws, administrative regulations, departmental rules, securities regulatory rules of the places where the Company's shares are listed and the Articles of Association.

Article 163 Where senior management cause damage to others in the course of discharging the Company's duties, the Company shall be liable for compensation; where senior management have acted with intent or gross negligence, they shall be liable for compensation.

Where senior management violate the provisions of laws, administrative regulations, departmental rules, securities regulatory rules of the places where the Company's shares are listed or the Articles of Association in the course of discharging the Company's duties and cause losses to the Company, they shall be liable for compensation.

The Company shall enter into appointment contract with senior management to clarify the rights and obligations of both parties, the liabilities of senior management for violations of laws, regulations and the Articles of Association, as well as obligations after departure and matters related to accountability and recovery.

Article 164 Senior management of the Company shall faithfully discharge their duties and safeguard the best interests of the Company and all shareholders.

Where senior management of the Company fail to faithfully discharge their duties or breach their duty to act in good faith and cause prejudice to the interests of the Company and public shareholders, they shall be liable for compensation in accordance with laws.

Chapter 9 Financial and Accounting Systems, Profit Distributions and Audit**Section 1 Financial and Accounting Systems**

Article 165 The Company shall formulate its own financial and accounting systems in accordance with the provisions of laws, administrative regulations and the relevant departments of the state.

Article 166 The Company shall submit and disclose the Company's annual report, within 4 months after the end of a financial year, to the Fujian Regulatory Bureau of the China Securities Regulatory Commission and the stock exchanges. The Company shall submit and disclose the Company's interim report, within 2 months from the end of the first half of each financial year, to the Fujian Regulatory Bureau of the China Securities Regulatory Commission and the stock exchanges.

The aforesaid annual and interim reports shall be prepared in accordance with the provisions of relevant laws, administrative regulations, departmental rules and securities regulatory rules of the places where the Company's shares are listed.

Article 167 The Company shall not establish any account books other than the statutory account books. The Company's funds shall not be deposited in any accounts opened in the name of any individuals.

Article 168 During distribution of after-tax profits for the current year, the Company shall make provision for statutory surplus reserve at the amount of 10% of the profit. Provision for statutory surplus reserve is optional if the aggregate balance of the statutory surplus reserve is not less than 50% of the Company's registered capital.

Where the Company's statutory surplus reserve is insufficient to cover losses of previous years, the current year's profits shall first be used to cover losses before being allocated to the statutory surplus reserve in accordance with the preceding paragraph.

After the Company has allocated after-tax profits to the statutory surplus reserve, it may, upon a resolution of the shareholders' meeting, also allocate after-tax profits to the discretionary surplus reserve.

The remaining after-tax profits after the Company has covered losses and made allocations to the reserves shall be distributed in proportion to the shareholdings of the shareholders.

Where the shareholders' meeting distributes profits to shareholders in violation of the Companies Law, the shareholders shall return to the Company the profits distributed in violation of the provisions; where losses are caused to the Company, the shareholders and the directors and senior management who are responsible shall be liable for compensation.

Shares of the Company held by the Company shall not participate in the profit distributions.

The Company shall appoint 1 or more collection agents in Hong Kong to be responsible for collecting dividends declared by the Company on its securities listed on the Hong Kong Stock Exchange, as well as other amounts payable. The collection agents shall hold such amounts on behalf of the holders of such securities until they are paid to the holders.

Article 169 The Company adopts the following profit distribution policy:

(1) Principles of profit distributions

The Company shall attach great importance to the reasonable returns to investors in the distribution of its profit, while taking into account the sustainable development of the Company, and maintaining the continuity and stability of the profit distribution policy which shall comply with the provisions of relevant laws and regulations. The profits distributed by the Company shall not exceed the amount of the accumulated distributable profits, and shall not damage the Company's capacity in sustainable operation. The Company shall actively promote the distribution of cash dividends.

(2) Form of profit distributions

The Company may distribute dividends in cash, shares or other means as permitted by laws and regulations. Among the above means of profit distributions, the Company takes distribution of cash dividends as the preferential mean.

(3) Conditions of distribution of cash dividends

In accordance with the provisions of relevant laws, regulations and the Articles of Association, when the distributable profit of current year's net realised profit of the Company after covering losses, full provisions of statutory reserve and discretionary surplus reserve is positive, and the audit institution has issued a standard unqualified audit report on the Company's annual financial report (financial report in relation to interim profit distribution in cash can be unaudited), the Company shall propose a cash distribution plan except under special circumstances (such as material investment plans or material cash expenditures, etc.).

When the Company meets the above conditions of profit distribution in cash but does not distribute cash dividends for special reasons, the board of directors shall provide specific reasons for not distributing cash dividends, and the usage of non-distributed retained profits, and after the independent directors have expressed their opinions, it shall be tabled to the shareholders' meeting for consideration.

(4) The board of directors of the Company shall comprehensively take into account factors including the characteristics of the industry in which the Company operates, the Company's development stage, its own business model, profitability, any substantial capital expenditure arrangements, etc., to identify the Company's situation into the following circumstances and propose a differentiated cash distribution policy according to the procedures as stated in the Articles of Association: 1. When the Company's development is in maturity stage without a

substantial capital expenditure arrangements, during profit distribution process, the proportion of cash dividends in the profit distribution shall not be less than 80%; 2. When the Company's development is in maturity stage with substantial capital expenditure arrangements, during profit distribution process, the proportion of cash dividend in the profit distribution shall not be less than 40%; 3. When the Company's development is in growth stage with substantial capital expenditure arrangements, during profit distribution process, the proportion of cash dividends in the profit distribution shall not be less than 20%; if the development stage of the Company cannot be easily identified but there are substantial capital expenditure arrangements, it can be handled in accordance with the preceding paragraph.

(5) Interval and proportion of profit distributions

Subject to the premise of fulfilling the profit distribution conditions under the provision of the Articles of Association, the Company shall carry out profit distribution at least once a year. The board of directors of the Company can propose to distribute interim cash dividends depending on the operating results and capital requirements of the Company.

On satisfaction of the aforesaid conditions to distribute dividends in cash, the Company's cumulative distribution of cash dividends for the last 3 years shall not be less than 60% of the average annual distributable profits realised for the last 3 years. In principle, the Company's annual distribution of cash dividends shall not be less than 15% of the realised distributable profits for the year (excluding the accumulated undistributed profits of last year).

(6) Conditions for the distribution bonus shares

On the premise of satisfying the above cash dividend ratio, the board of directors of the Company may consider adopting methods such as distribution of bonus shares and conversion of reserves into share capital for distribution. The Company shall consider the scale of the existing share capital during the distribution of bonus shares, and pay attention to the simultaneous growth in share capital and operating performance.

(7) Formulation procedures of profit distribution plans

According to the provisions of the Articles of Association, the board of directors of the Company may, after fully considering a variety of factors such as the Company's profitability, cash flows, repeat production by the Company, investment needs and taking into account the requests of shareholders (especially minority shareholders) and the opinions of independent directors, propose the annual or interim profit distribution proposal and table it to the board of directors for consideration.

The profit distribution proposal shall be approved by voting by over half of all directors of the board of directors at the board of directors meeting. The profit distribution plan shall be approved by voting by over half of the voting rights held by shareholders attending the shareholders' meeting. If the shareholders' meeting considers the proposal of

distributing dividends by bonus shares or conversion of reserves into share capital for distribution, the proposal shall be approved by over two-thirds of the voting rights held by shareholders attending the shareholders' meeting.

When formulating the cash dividend distribution proposal, the board of directors of the Company shall actively communicate and exchange views with shareholders, especially minority shareholders through a variety of channels (including but not limited to telephone, fax and e-mail communication), to fully listen to their views and requests, and provide timely responses to minority shareholders' concerns. Where the independent directors are of the view that the specific cash dividend distribution proposal may prejudice the rights and interests of the Company or minority shareholders, they shall have the right to express independent opinion.

(8) Amendment procedures of profit distribution policy

If there are major changes in the external environment or the Company's own operating conditions which require the adjustment of the profit distribution policy, the Company shall fully consider the protection of the interests of the minority shareholders. The amended profit distribution policy shall not violate the provisions of relevant laws, regulations and regulatory documents. The proposal to amend the profit distribution policy shall be submitted to the board of directors and shareholders' meeting for consideration.

When the board of directors considers a proposal for amendment of the profit distribution policy, it shall be approved by voting by over half of all the members of the audit and supervision committee and not less than two-thirds of all directors of the board of directors. When the shareholders' meeting considers a proposal for amendment of the profit distribution policy, it shall be approved by not less than two-thirds of the voting rights held by shareholders attending the shareholders' meeting.

The board of directors shall fully listen to the opinions of shareholders (especially minority shareholders) and independent directors of the Company when considering the amendment of profit distribution policy, especially the distribution of cash dividends.

(9) The Company's shareholders and independent directors shall supervise the execution progress and decision-making procedures of the Company's profit distribution policy executed by the board of directors and management.

(10) During the implementation of the profit distribution plan, if there are any shareholders illegally occupying the Company's funds, the Company shall deduct the cash dividends allocated to such shareholders to repay the amount of funds occupied.

(11) The power to forfeit the unclaimed dividends shall be exercised after the relevant validity period expired.

- (12) The board of directors of the Company shall comply with the provisions of applicable laws, administrative regulations, departmental rules, securities regulatory rules of the places where the Company's shares are listed and the profit distribution policy set out in the Articles of Association when formulating, considering and executing the specific profit distribution plan.
- (13) The Company shall disclose in the periodic reports the execution progress of distribution plan and cash dividend distribution policy during the reporting period, and explain whether they have complied with relevant laws and regulations.

Article 170 The objective of the Company's cash dividend policy is stable and growing dividends.

Where the Company has, in the most recent year, an audit report that is not unqualified or an unqualified opinion with a paragraph on material uncertainty related to going concern, or where the year-end debt-to-asset ratio exceeds 70%, or where the net cash flows from operating activities for the year are negative, or where the Company has a material investment plan or material capital expenditure plan within the next 12 months such that cash dividends may result in the Company's cash flows being unable to meet the Company's investment or operating needs, or where other circumstances as provided in laws, regulations, the China Securities Regulatory Commission and the securities regulatory rules of the places where the Company's shares are listed arise, profit distribution may not be conducted.

Article 171 After the shareholders' meeting of the Company has made a resolution on the profit distribution plan, or after the board of directors of the Company has, based on the conditions and upper limit for interim dividends for the next year as considered and approved by the annual general meeting, formulated a specific plan, the distribution of dividends (or shares) shall be completed within 2 months.

Article 172 Dividends and other amounts paid by the Company to holders of A Shares shall be denominated and declared in Renminbi and paid in Renminbi. Dividends or other amounts paid by the Company to holders of H Shares shall be denominated and declared in Renminbi and paid in Hong Kong dollars.

Subject to the relevant laws, regulations, rules and regulatory documents, the Company may exercise the right to forfeit unclaimed H Share dividends, provided that such right may only be exercised after the relevant validity period expired.

The Company shall have the right to cease sending dividend warrants by post to holders of H Shares, provided that such right shall not be exercised until such warrants have been left unrepresented on 2 consecutive occasions. If the dividend warrant fails to reach the recipient and is returned when first sent by post, the Company may immediately exercise such right.

The Company shall have the right to sell, in such manner as the board of directors thinks fit, the shares of holders of H Shares who cannot be traced, provided that the following conditions are complied with:

- (1) the Company has distributed at least 3 dividend payments in respect of such shares within 12 years, and no dividend has been claimed during such period;
- (2) upon expiry of the 12-year period, the Company has published an announcement in 1 or more newspapers in the places where the Company's shares are listed, stating its intention to sell the shares and has notified the securities supervisory and regulatory authority in Hong Kong.

Where the Company forfeits unclaimed dividends pursuant to the authorisation of the board of directors, such power may only be exercised 6 years after, or on and after the date falling 6 years from, the date of declaration of the dividends.

Article 173 The Company's reserves can be used to cover the Company's losses, expand the production and operation scale, or convert into the Company's registered capital.

When the Company uses its reserves to cover its losses, discretionary surplus reserve and statutory surplus reserve shall be first used. If the losses still cannot be covered, capital reserve can be used in accordance with the provisions.

When statutory reserve is converted to increase the registered capital, the residual amount of such reserve shall not be less than 25% of the registered capital of the Company prior to the conversion.

Section 2 Internal Audit

Article 174 The Company shall implement an internal audit system. The audit and supervision department of the Company shall be responsible for formulating the annual audit plan, allocating audit resources, and implementing internal audit on the Company and its subsidiaries. The Company's internal audit system shall be implemented after approval by the board of directors and shall be disclosed to the public.

Article 175 The Company's internal audit institution shall conduct supervision and inspection over matters such as the Company's business activities, risk management, internal control and financial information. It shall be accountable to the board of directors and the audit and supervision committee of the board of directors. It shall report the previous year's work summary and the current year's audit and supervision work plan to the committee at the beginning of each year. The board of directors shall issue an annual internal control evaluation report based on the evaluation report and related materials prepared by the audit and supervision department and reviewed by the audit and supervision committee.

Article 176 When the audit and supervision committee communicates with external audit units such as accounting firms and state audit authorities, the audit and supervision department shall actively cooperate and provide the necessary support and assistance.

Article 177 The assessment of the audit and supervision department and its person-in-charge shall be organised and implemented by the audit and supervision committee.

Section 3 Appointment of an Accounting Firm

Article 178 The Company shall engage an accounting firm that complies with the stipulations of the Securities Law to conduct audits of financial statements, verification of net assets and other related consulting services, with a term of 1 year, which may be re-appointed.

Article 179 The appointment or removal of the accounting firm by the Company shall be determined by the shareholders' meeting. The board of directors shall not appoint an accounting firm prior to the decision of the shareholders' meeting.

Article 180 The Company shall ensure that it has provided the appointed accounting firm with authentic and complete account vouchers, account books, financial accounting reports and other accounting information, and shall not refuse to provide, conceal or make false reports.

Article 181 The audit fees of the accounting firm shall be determined by the shareholders' meeting.

Article 182 Where the Company determines to remove or not to re-appoint an accounting firm, it shall give a 30-day notice to such accounting firm. When the shareholders' meeting votes on the removal of the accounting firm, the accounting firm shall have the right to make representations.

Where the accounting firm resigns, it shall inform the shareholders' meeting as to whether there are any irregularities in the Company.

Chapter 10 Notices and Announcements

Section 1 Notices

Article 183 Notices of the Company shall be delivered with the following methods:

- (1) delivery by designated persons;
- (2) by mail or other electronic communication means;
- (3) by way of announcement; and
- (4) other forms as provided in the Articles of Association.

Article 184 Notices issued by the Company in the form of announcements shall be deemed received by all relevant parties upon their publication.

Article 185 Notices of convening shareholders' meetings of the Company shall be given by way of announcement.

Unless the context otherwise requires, “announcement” as referred to in the Articles of Association, in respect of announcements to holders of A Shares or announcements required to be made within China in accordance with the relevant provisions and the Articles of Association, means the publication of information on the website of the Shanghai Stock Exchange, the Company’s website and media meeting the regulatory requirements of departmental rules (collectively, the “statutory disclosure media”); in respect of announcements to holders of H Shares or announcements required to be made in Hong Kong in accordance with the relevant provisions and the Articles of Association, such announcements shall be published on the Company’s website, the website of the Hong Kong Stock Exchange and other websites as required under the relevant rules of the Hong Kong Stock Exchange in accordance with the relevant rules of the Hong Kong Stock Exchange.

For the purpose of the Company providing and/or despatching “corporate communications” to holders of H Shares as required under the securities regulatory rules of the places where the Company’s shares are listed, and subject to compliance with the requirements of such rules, the Company may send or provide corporate communications to the holders of H Shares of the Company by electronic means, or by publishing information on the Company’s website, or on the website of the stock exchanges of the places where the Company’s shares are listed, in lieu of despatching corporate communications to holders of H Shares by delivery by designated persons or by prepaid mail.

“Corporate communications” as referred to in the preceding paragraph means any documents issued or to be issued by the Company for reference or action by any holders of H Shares of the Company or other persons as required under the Hong Kong Listing Rules, including but not limited to:

- (1) the Company’s periodic reports (including annual reports, interim reports, audit reports and summaries of periodic reports, etc.);
- (2) notices of meetings;
- (3) listing documents;
- (4) circulars; and
- (5) proxy forms (proxy forms shall have the meaning ascribed to them under the listing rules of the stock exchanges of the places where the Company’s shares are listed).

Article 186 The notices of board of directors meeting of the Company shall be given in the manner prescribed in Article 183 of the Articles of Association.

Article 187 For notices delivered by designated persons, the recipient shall sign (or stamp) the delivery receipt, and the date on which the recipient signs for receipt shall be deemed the date of receipt. For notices delivered by mail, the notices shall be deemed received on the fifth working day after it has been delivered to the post office. For notices sent by email, the notices

shall be deemed received when the email is first successfully sent to the recipient's designated email address. For notices made in the form of announcement, the first date of publication of the announcement shall be deemed the date of receipt.

Article 188 If, due to an accidental omission, a notice of meeting is not sent to a person entitled to receive such notice, or if such person does not receive the notice of meeting, the meeting and the resolutions passed at the meeting shall not be invalid solely for that reason.

Section 2 Announcements

Article 189 The Company shall designate at least one statutory disclosure media as the media for publishing the Company's announcements and other information required to be disclosed.

Where an announcement is required to be issued to holders of H Shares pursuant to the Articles of Association, such announcement shall be published simultaneously in the manner prescribed under the relevant rules of the Hong Kong Stock Exchange.

Chapter 11 Merger, Division, Increase and Reduction of Registered Capital, Dissolution and Liquidation

Section 1 Merger, Division, Increase and Reduction of Registered Capital

Article 190 Merger of the Company may take the form of merger by absorption and merger by new establishment.

Where a company absorbs other companies, it shall be an absorption merger and the absorbed companies shall be dissolved. Where 2 or more companies merge to establish a new company, it shall be a new establishment merger and all merging parties shall be dissolved.

Article 191 Where the Company merges with a wholly-owned subsidiary or where the consideration paid for the merger does not exceed 10% of the Company's net assets, it may be exempted from a resolution of the shareholders' meeting, unless otherwise provided in the Articles of Association.

Where the Company carries out a merger without a resolution of the shareholders' meeting in accordance with the preceding paragraph, it shall be subject to a resolution of the board of directors.

Article 192 Where there is a merger of the Company, all parties to the merger shall enter into a merger agreement and prepare a statement of financial position and a list of assets. The Company shall notify its creditors within 10 days from the date of the resolution approving the merger and shall make an announcement within 30 days on the statutory disclosure media or the National Enterprise Credit Information Publicity System.

The creditors may request the Company to settle the debts or provide corresponding guarantees either within 30 days upon receiving the notice or within 45 days after the date of the announcement if no notice is received.

Article 193 After the merger, the surviving company or the newly established company shall assume the claims and debts of all the parties to the merger.

Article 194 Where there is a division of the Company, its assets shall be divided accordingly.

Where there is a division of the Company, a statement of financial position and a list of assets shall be prepared. The Company shall notify its creditors within 10 days from the date of the resolution approving the division and shall make an announcement within 30 days on the statutory disclosure media or the National Enterprise Credit Information Publicity System.

Article 195 Debts of the Company before the division shall be borne jointly and severally by the companies after the division, unless a written agreement to the contrary in relation to the settlement of debts has been reached between the Company and creditors before division.

Article 196 When the Company reduces its registered capital, it shall prepare a statement of financial position and a list of assets.

The Company shall notify the creditors within 10 days from the date on which the shareholders' meeting passes a resolution on reducing the registered capital and shall make an announcement within 30 days on the statutory disclosure media or the National Enterprise Credit Information Publicity System. The creditors have the right to request the Company to settle the debts or provide corresponding guarantees either within 30 days upon receiving the notice or within 45 days after the date of the announcement if no notice is received.

Where the Company reduces its registered capital, the amount of capital contribution or shares shall be reduced in proportion to the shareholdings of the shareholders, unless otherwise provided by laws or the Articles of Association.

Article 197 Where, after covering losses in accordance with paragraph 2 of Article 173 of the Articles of Association, the Company still has losses, it may reduce its registered capital to cover the losses. Where the registered capital is reduced to cover the losses, the Company shall not make distribution to shareholders, nor shall it exempt shareholders from their obligations to pay in capital contributions or share payments.

Where the registered capital is reduced in accordance with the preceding paragraph, paragraph 2 of Article 196 of the Articles of Association shall not apply, but an announcement shall be made within 30 days from the date on which the shareholders' meeting passes the resolution on reducing the registered capital on the statutory disclosure media or the National Enterprise Credit Information Publicity System.

After the Company reduces its registered capital in accordance with the preceding two paragraphs, no profits shall be distributed until the accumulated amount of the statutory surplus reserve and the discretionary surplus reserve reaches 50% of the Company's registered capital.

Article 198 Where the registered capital is reduced in violation of the Companies Law and other relevant provisions, the shareholders shall return the funds they have received, and any reduction or exemption of shareholders' capital contributions shall be restored to the original state; where losses are caused to the Company, the shareholders and the responsible directors and senior management shall be liable for compensation.

Article 199 Where the Company issues new shares to increase its registered capital, shareholders shall not have pre-emptive rights, unless otherwise provided in the Articles of Association or it is resolved at the shareholders' meeting that shareholders shall have pre-emptive rights.

Article 200 Where the Company is merged or divided and there is a change in the registration particulars, it shall apply to the company registration authority for change of registration in accordance with laws; where the Company is dissolved, it shall apply for deregistration in accordance with laws; where a new company is established, it shall apply for company establishment registration in accordance with laws.

Where the Company increases or reduces its registered capital, it shall apply to the company registration authority for change of registration in accordance with laws.

Section 2 Dissolution and Liquidation

Article 201 The Company shall be dissolved under any of the following circumstances:

- (1) the expiration of the business term as provided in the Articles of Association or the occurrence of other dissolution events as provided in the Articles of Association;
- (2) the shareholders' meeting has resolved to dissolve the Company;
- (3) dissolution is necessary as a result of a merger or division of the Company;
- (4) the business licence is revoked; the Company is ordered to close down or is deregistered in accordance with laws;
- (5) if the Company has experienced serious difficulties in operation and management, and that the continuation of the operation will bring material loss to the interests of the shareholders, and there is no other solution to solve the problems, shareholders holding not less than 10% voting rights of the Company can request the People's Court to dissolve the Company.

Where any of the dissolution events stipulated in the preceding paragraph occurs to the Company, the Company shall, within 10 days, make a public announcement of the dissolution event through the National Enterprise Credit Information Publicity System.

Article 202 Where the Company falls under clause (1) or clause (2) of Article 201 of the Articles of Association and has not yet distributed property to the shareholders, it may continue to exist by amending the Articles of Association or by a resolution of the shareholders' meeting.

The amendment to the Articles of Association or the resolution of the shareholders' meeting made in accordance with the preceding paragraph shall be passed by shareholders attending the shareholders' meeting holding not less than two-thirds of the voting rights.

Article 203 Where the Company is dissolved pursuant to clause (1), clause (2), clause (4) or clause (5) of Article 201 of the Articles of Association, liquidation shall be carried out. Directors shall be the liquidation obligors of the Company and shall, within 15 days from the date of occurrence of the dissolution event, form a liquidation committee to carry out the liquidation.

The liquidation committee shall be composed of directors, unless otherwise provided in the Articles of Association or otherwise resolved by the shareholders' meeting to elect other persons.

Where the liquidation obligors fail to discharge the liquidation obligations in a timely manner and cause losses to the Company or creditors, they shall be liable for compensation.

Article 204 The liquidation committee shall exercise the following functions and powers during the course of liquidation:

- (1) to sort out the assets of the Company and prepare a statement of financial position and a list of assets respectively;
- (2) to notify creditors by notice or announcement;
- (3) to dispose of and liquidate relevant unfinished business of the Company;
- (4) to pay all outstanding taxes and taxes incurred during the liquidation;
- (5) to settle claims and debts;
- (6) to distribute the remaining assets after the debts of the Company are repaid; and
- (7) to represent the Company in civil litigation proceedings.

Article 205 The liquidation committee shall notify creditors within 10 days of its establishment, and make an announcement on the statutory disclosure media or the National Enterprise Credit Information Publicity System within 60 days of its establishment. Creditors

shall declare their claims to the liquidation committee within 30 days of receiving the notification of liquidation, or in case not receiving the notification, within 45 days the announcement is made.

The creditors' declaration of claims shall state information related to the claims and provide related proof. The liquidation committee shall register the claims.

In the period of creditors' declaration, liquidation committee shall not repay the claims to creditors.

Article 206 After the liquidation committee has sorted out the Company's assets and prepared a statement of financial position and a list of assets, it shall formulate a liquidation proposal and submit it to the shareholders' meeting or the People's Court for confirmation.

After the Company's assets have been used to pay, in the following order, the liquidation expenses, accrued wages, social insurance premiums and statutory compensation for employees of the Company and after payment of outstanding taxes and settlement of the Company's debts, the remaining assets shall be distributed by the Company in proportion to the shareholdings of the shareholders.

During the liquidation period, the Company shall continue to exist, but shall not conduct any business activities unrelated to the liquidation.

No distribution shall be made to the shareholders with the Company's assets before the settlement has been completed in accordance with the preceding paragraphs.

Article 207 After the liquidation committee has sorted out the Company's assets and prepared a statement of financial position and a list of assets, if it discovers that the Company's assets are insufficient for settling debts, it shall apply to the People's Court for bankruptcy liquidation of the Company in accordance with laws.

After the People's Court accepts the bankruptcy application, the liquidation committee shall hand over the liquidation matters to the bankruptcy administrator designated by the People's Court.

Article 208 Upon the end of the liquidation, the liquidation committee shall prepare a liquidation report, table it to the shareholders' meeting or the People's Court for confirmation, and file it to the company registration authority to apply for deregistration of the Company.

Article 209 Members of the liquidation committee, in discharging liquidation duties, shall owe the fiduciary duties and the duties of diligence.

Where a member of the liquidation committee neglects to discharge liquidation duties and causes losses to the Company, such member shall be liable for compensation; where the member has acted in intent or gross negligence and causes losses to creditors, such member shall be liable for compensation.

Article 210 Where the Company is declared bankrupt in accordance with laws, bankruptcy liquidation shall be carried out in accordance with the relevant laws on enterprise bankruptcy.

Chapter 12 Amendment to the Articles of Association

Article 211 The Company shall amend the Articles of Association under any of the following circumstances:

- (1) upon amendments of the Companies Law or the relevant laws and administrative regulations, where matters stipulated in the Articles of Association are inconsistent with the amended laws and the administrative regulations;
- (2) where there are changes in the conditions of the Company and they are inconsistent with the matters stated in the Articles of Association; and
- (3) where the shareholders' meeting resolves to amend the Articles of Association.

Article 212 Should any amendments to the Articles of Association approved by the shareholders' meeting require review and approval of the relevant administrative authorities, it shall be submitted to such administrative authorities for approval; should it involve any matters requiring company registration, the change of registration shall be carried out according to laws.

Article 213 The board of directors shall amend the Articles of Association in accordance with the resolutions approved at the shareholders' meeting and the approval opinions of the relevant administrative authorities.

Article 214 Where the amendments to the Articles of Association are required to be disclosed pursuant to laws and regulations, they shall be announced pursuant to the regulations.

Chapter 13 Supplementary Provisions

Article 215 Interpretations:

- (1) controlling shareholder refers to a shareholder whose shareholding exceeds 50% of the total share capital of a joint stock limited company; or a shareholder whose shareholding percentage does not exceed 50% but the voting rights attached to the shares it holds are sufficient to have a significant impact on the resolutions of the shareholders' meeting.
- (2) actual controller refers to a natural person, a legal person or other organisation that is able to actually control the Company's behaviours through investment relationships, agreements or other arrangements.
- (3) connected relationship refers to the relationship between the Company's controlling shareholder, actual controller, directors, senior management and the enterprises directly or indirectly controlled by them, as well as other relationships that may lead

to the transfer of the Company's interests. However, enterprises controlled by the State shall not be regarded as having a connected relationship merely because they are commonly controlled by the State.

- (4) the term "president" in the Articles of Association has the same meaning as "manager" in the Companies Law; the term "accounting firm" has the same meaning as "auditor" in the Hong Kong Listing Rules; and the term "independent director" has the same meaning as "independent non-executive director" in the Hong Kong Listing Rules.

Article 216 The board of directors can formulate the detailed rules in accordance with the Articles of Association. The detailed rules shall not be inconsistent with the provisions of the Articles of Association.

Article 217 The Articles of Association are written in Chinese, if any other editions or languages of the Articles of Association have different meanings from the Chinese edition, the latest Chinese version of the Articles of Association approved and registered by the Fujian Provincial Administration for Market Regulation shall prevail.

Article 218 In the Articles of Association, the terms "not less than" and "within" shall include the given figure; the terms "over", "beyond", "lower than" and "more than" shall not include the given figure.

Article 219 If there are matters not covered by the Articles of Association or inconsistent with relevant laws, administrative regulations, departmental rules and the securities regulatory rules of the places where the Company's shares are listed, the relevant laws, administrative regulations, departmental rules and securities regulatory rules of the places where the Company's shares are listed shall prevail for the implementation.

Article 220 The Articles of Association and its amendments shall take effect from the date of consideration and approval by the shareholders' meeting.

Article 221 The Articles of Association shall be interpreted by the board of directors of the Company.

Article 222 The annexes to the Articles of Association include the Rules Governing the Procedures of Shareholders' Meetings and the Rules Governing the Procedures of Board of Directors Meetings.

Zijin Mining Group Co., Ltd.*
28 November 2025

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

Should there be any discrepancies, the Chinese version of this appendix shall prevail.

Zijin Mining Group Co., Ltd.*
Rules Governing the Procedures of Shareholders' Meetings

Chapter 1 General Provisions

Article 1 In order to regulate the behaviours of Zijin Mining Group Co., Ltd.* (hereinafter referred to as the “Company”) and ensure that the shareholders’ meeting exercises its functions and powers according to laws, these rules (hereinafter referred to as the “Rules”) are formulated in accordance with the relevant provisions of the Companies Law of the People’s Republic of China (hereinafter referred to as the “Companies Law”), the Securities Law of the People’s Republic of China (hereinafter referred to as the “Securities Law”) and other laws, administrative regulations, departmental rules, securities regulatory rules of the places where the Company’s shares are listed, the articles of association of the Company (hereinafter referred to as the “Articles of Association”), etc.

Article 2 The Rules are applicable to the convening, proposal, notification, holding, etc. of the shareholders’ meetings of the Company.

Article 3 The Company shall hold shareholders’ meetings in strict compliance with the relevant provisions of laws, administrative regulations, departmental rules, securities regulatory rules of the places where the Company’s shares are listed, the Articles of Association and the Rules to ensure that shareholders can exercise their rights according to laws.

The board of directors of the Company shall earnestly discharge its duties and organise shareholders’ meetings in a conscientious and timely manner. All directors of the Company shall act diligently and responsibly to ensure the normal holding of shareholders’ meetings and their exercise of functions and powers according to laws.

Article 4 The shareholders’ meeting shall exercise its functions and powers within the scope prescribed by the Companies Law and the Articles of Association.

Article 5 Shareholders’ meetings shall be classified as annual general meetings or extraordinary general meetings. Annual general meetings shall be held once every year, and shall be held within 6 months after the end of the previous financial year. Extraordinary general meetings shall be held from time to time. Where an extraordinary general meeting is required to be held under circumstances stipulated in the provisions of Article 113 of the Companies Law or the Articles of Association, an extraordinary general meeting shall be convened within 2 months.

If the Company fails to hold a shareholders’ meeting within the aforesaid period, it shall report to the Fujian Regulatory Bureau of the China Securities Regulatory Commission (hereinafter referred to as the “CSRC”), where the Company is located, and the stock exchanges where the Company’s shares are listed (hereinafter referred to as the “stock exchanges”), explain the reasons and issue an announcement.

Article 6 When convening shareholders' meeting, the Company shall appoint lawyers to provide legal opinions, which shall be announced, on the following issues:

- (1) whether the procedures for convening and holding meeting comply with the provisions of laws, administrative regulations, departmental rules, securities regulatory rules of the places where the Company's shares are listed, the Articles of Association and the Rules;
- (2) whether the qualifications of the participants and the convenor are lawful and valid;
- (3) whether the voting procedures and voting results of the meeting are lawful and valid; and
- (4) to provide legal opinions on any other issues as requested by the Company.

Chapter 2 Convening of Shareholders' Meetings

Article 7 The board of directors shall convene shareholders' meetings on time within the period prescribed in Article 5 of the Rules.

Article 8 With the consent of over half of all independent directors, independent directors have the right to propose to the board of directors requesting to convene an extraordinary general meeting. For the proposal of independent directors to convene an extraordinary general meeting, the board of directors shall, pursuant to the provisions of laws, administrative regulations, the Articles of Association and the Rules, provide written feedback opinion on whether it agrees or disagrees to convene an extraordinary general meeting within 10 days after receiving the proposal.

If the board of directors agrees to convene an extraordinary general meeting, it shall issue a notice of convening the shareholders' meeting within 5 days after the resolution of the board of directors meeting has been made; if the board of directors disagrees to convene an extraordinary general meeting, it shall state the reasons and make an announcement.

Article 9 The audit and supervision committee shall propose to the board of directors to convene an extraordinary general meeting in writing. The board of directors shall, pursuant to the provisions of laws, administrative regulations and the Articles of Association, provide written feedback opinion on whether it agrees or disagrees to convene an extraordinary general meeting within 10 days after receiving the proposal.

If the board of directors agrees to convene an extraordinary general meeting, it shall issue a notice of convening the shareholders' meeting within 5 days after the resolution of the board of directors meeting has been made, and any changes to the original proposal in the notice shall obtain the consent of the audit and supervision committee.

If the board of directors disagrees to convene an extraordinary general meeting, or fails to provide written feedback within 10 days after receiving the proposal, it shall be deemed that the board of directors is unable to discharge or fails to discharge its duties to convene the shareholders' meeting, and the audit and supervision committee may convene and preside over the meeting on its own.

Article 10 Shareholders individually or jointly holding not less than 10% of the Company's shares requesting the board of directors to convene an extraordinary general meeting shall make the request to the board of directors in writing.

The board of directors shall, pursuant to the provisions of laws, administrative regulations and the Articles of Association, provide written feedback opinion on whether it agrees or disagrees to convene an extraordinary general meeting within 10 days after receiving the request.

If the board of directors agrees to convene an extraordinary general meeting, it shall issue a notice of convening the shareholders' meeting within 5 days after the resolution of the board of directors meeting has been made, and any changes to the original request in the notice shall obtain the consent of the relevant shareholders. If the board of directors disagrees to convene an extraordinary general meeting, or fails to provide feedback within 10 days after receiving the request, shareholders individually or jointly holding not less than 10% of the Company's shares proposing to the audit and supervision committee to convene an extraordinary general meeting shall make the request to the audit and supervision committee in writing.

If the audit and supervision committee agrees to convene an extraordinary general meeting, it shall issue a notice of convening the shareholders' meeting within 5 days after receiving the request, and any changes to the original request in the notice shall obtain the consent of the relevant shareholders.

If the audit and supervision committee fails to issue a notice of shareholders' meeting within the prescribed period, it shall be deemed that the audit and supervision committee does not convene and preside over the shareholders' meeting, and shareholders individually or jointly holding not less than 10% of the Company's shares for not less than 90 consecutive days may convene and preside over the meeting on their own.

Article 11 When the audit and supervision committee or shareholders decide to convene a shareholders' meeting on their own, they shall notify the board of directors in writing and file with the Shanghai Stock Exchange at the same time.

The audit and supervision committee or shareholders who convene the meeting shall submit relevant supporting materials to the Shanghai Stock Exchange when issuing the notice of shareholders' meeting and the announcement of resolutions of the shareholders' meeting.

Before the announcement of resolutions of the shareholders' meeting, the shareholding ratio of the shareholders who convene the meeting shall not be lower than 10%.

Article 12 For shareholders' meetings convened by the audit and supervision committee or shareholders on their own, the board of directors and the secretary to the board of directors shall cooperate.

The board of directors shall provide the register of shareholders as at the record date. If the board of directors does not provide the register of shareholders, the convenor may apply to the securities registration and settlement institutions for the register with the relevant announcements of notice of the shareholders' meeting. The register of shareholders obtained by the convenor shall not be used for any purposes other than convening shareholders' meetings.

Article 13 For shareholders' meetings convened by the audit and supervision committee or shareholders on their own, the necessary expenses of the meetings shall be borne by the Company.

Chapter 3 Proposals and Notices of Shareholders' Meeting

Article 14 When the Company convenes a shareholders' meeting, the board of directors, the audit and supervision committee and shareholders individually or jointly holding not less than 1% of the shares of the Company have the right to submit proposals to the Company. The contents of proposals shall fall within the scope of functions and powers of the shareholders' meeting, be submitted or delivered to the board of directors in writing, have clear topics and specific matters for discussion, and comply with the relevant provisions of laws, administrative regulations, departmental rules, securities regulatory rules of the places where the Company's shares are listed and the Articles of Association.

Article 15 Shareholders individually or jointly holding not less than 1% of the shares of the Company may submit additional proposals to the convenor in writing 10 days before the holding of a shareholders' meeting. The convenor shall, within 2 days from the date of receipt of such proposals, issue a supplementary notice of shareholders' meeting, announce the contents of the additional proposals and table such additional proposals to the shareholders' meeting for consideration. However, this excludes additional proposals that violate the provisions of laws, administrative regulations, departmental rules, the securities regulatory rules of the places where the Company's shares are listed and the Articles of Association, or do not fall within the scope of authority of the shareholders' meeting. If according to the provisions of the securities regulatory rules of the places where the Company's shares are listed, the shareholders' meeting must be postponed due to issuance of a supplementary notice of the shareholders' meeting, the convening of the shareholders' meeting shall be postponed in accordance with the provisions of the securities regulatory rules of the places where the Company's shares are listed. The Company shall not raise the shareholding ratio requirement for shareholders submitting additional proposals.

Except for the aforesaid circumstances in the previous paragraph, after the issuance of the announcement of notice of shareholders' meeting by the convenor, no amendments shall be made on the proposals listed in the notice nor insert new proposal. Where the convenor needs to supplement or correct the contents of proposals according to regulations, the proposals shall not be substantively modified, and the relevant supplementary or correction announcements

shall be issued before the commencement of online voting at the shareholders' meeting, and the legal opinion to be disclosed simultaneously with the resolutions of the shareholders' meeting shall include the lawyer's clear opinion on whether the supplements or corrections to the proposal contents constitute substantive modifications to the proposals. Where proposals are substantively modified, such changes shall be deemed as new proposals and shall not be voted on at such shareholders' meeting.

In the shareholders' meeting, the shareholders shall not vote on any resolution which is not listed in the announced notice or not complied with the provisions of Article 14 of the Rules.

Article 16 The convenor shall notify all shareholders by way of announcement 20 days before the convening of the annual general meeting, and 10 business days or 15 days (whichever is longer) before the convening of an extraordinary general meeting by way of announcement.

Article 17 The notice and supplementary notice of shareholders' meetings shall fully and completely disclose all specific contents of all proposals, as well as all materials or explanations necessary for shareholders to make reasonable judgements on the matters to be discussed.

Article 18 Notices of shareholders' meeting of which matters concerning the election of directors will be considered shall fully disclose detailed information about the director candidates and shall at least include the following information:

- (1) personal information including educational background, work experience, concurrent positions, etc.;
- (2) any connected relationship with the Company, controlling shareholder and actual controller of the Company;
- (3) the number of shares of the Company held; and
- (4) any past record of being penalised by the China Securities Regulatory Commission or other related departments or any disciplinary actions taken by a stock exchange.

Except for the election of directors by cumulative voting, each director candidate shall be proposed as a separate proposal.

Article 19 The notices of shareholders' meeting shall state the time and venue of the meeting, and the record date shall be specified. The interval between the record date and the meeting date shall not be more than 7 working days. Once the record date is confirmed, it shall not be changed.

Article 20 Shareholders' meetings shall not be postponed or cancelled without a proper reason after the notice of shareholders' meeting is despatched. Proposals listed in the notice of shareholders' meeting shall not be cancelled. Should the meeting be postponed or cancelled, convenor of the meeting shall publish an announcement at least 2 working days before the originally-scheduled meeting date and disclose the reasons. Where the securities regulatory rules

of the places where the Company's shares are listed have special provisions on the procedures for postponing or cancelling shareholders' meetings, such provisions shall be followed provided that they do not violate the relevant regulatory requirements.

Chapter 4 Holding of Shareholders' Meetings

Article 21 Shareholders' meetings of the Company shall be held at the registered address of the Company or a place specified in the notice of the shareholders' meeting.

An on-site venue shall be set up to hold the shareholders' meetings in the form of on-site meeting; in addition to setting up a venue for an on-site meeting, the shareholders' meetings may also be held simultaneously by means of network, video, telephone or other electronic communication methods with equivalent effect. The Company shall also provide online voting for the convenience of shareholders.

Shareholders may attend shareholders' meetings in person or appoint their proxy to attend the meetings and exercise voting rights within the scope of authorisation on their behalf.

If such shareholder is a Recognised Clearing House (including Hong Kong Securities Clearing Company Limited) or its agents, it can authorise 1 or more person(s) or company(ies) to act as its representative(s) to attend any shareholders' meetings, class meetings or creditors' meetings; however, if more than 1 person or company have obtained the aforesaid authorisation, the authorisation letter shall state clearly the quantity and class of the shares held by each person or company. The aforesaid authorised person(s) or company(ies) are entitled to exercise the shareholders' rights on behalf of the Recognised Clearing House (including Hong Kong Securities Clearing Company Limited) or its agents, and shall enjoy the same statutory rights as other shareholders, including the right to speak and to vote.

Article 22 The Company shall clearly specify the voting time and voting procedures for online or other methods in the notices of the shareholders' meeting.

The starting time of online voting and other means of voting shall not be earlier than 3:00 p.m. of the day before the on-site meeting and shall not be later than 9:30 a.m. of the day of the on-site meeting. The closing time of such voting shall not be earlier than 3:00 p.m. of the day the on-site meeting end.

Article 23 The board of directors and other convenors shall take necessary measures to ensure the normal order of shareholders' meetings. Measures shall be taken to stop and timely report to the relevant departments for investigation and punishment any behaviours that disrupt the shareholders' meetings, cause disturbances and infringe upon the lawful rights and interests of shareholders.

Participants of the meetings shall strictly comply with venue discipline, shall not disrupt venue order, and shall not interfere with the normal proceeding of the meetings. For those who disrupt venue order and other persons unsuitable to participate in the meetings, the chairman of the meetings has the right to order them to leave the venue. For those who do not obey the order to leave, the chairman of the meetings may appoint security personnel to force them to leave.

Article 24 All shareholders registered on the register of shareholders on the record date or their proxy shall be entitled to attend shareholders' meetings. The Company and the convenor shall not deny such right on any ground. Each share held by shareholders attending the shareholder's meetings shall carry 1 vote. The Company's shares held by the Company shall not carry voting rights.

Where the Company issues different classes of shares, including domestic shares listed domestically on the Shanghai Stock Exchange ("A Shares") and overseas-listed foreign invested shares on The Stock Exchange of Hong Kong Limited ("H Shares"), if any matters which may affect the rights of class shareholders as stipulated in paragraph 3 of Article 116 of the Companies Law, the CSRC and the Articles of Association arise, in addition to approval by a special resolution at a shareholders' meeting, such matters shall also be approved by not less than two-thirds of the voting rights held by shareholders attending the class meeting.

The resolved matters and voting rights of class shareholders shall comply with the provisions of laws, administrative regulations, departmental rules, the securities regulatory rules of the places where the Company's shares are listed and the Articles of Association.

Article 25 Shareholders attending the meetings shall present identity card or other valid documents or proof which can demonstrate their identity; those acting as proxy shall also present shareholder's power of attorney and their individual valid identity documents.

Article 26 The convenor and lawyers shall jointly verify the legality of shareholders' qualifications based on the register of shareholders provided by the securities registration and settlement institutions, and register the shareholders' names (or entity names) and the number of shares with voting rights they hold. Meeting registration shall be closed before the chairman of the meeting announces the number of shareholders and proxies attending the meeting in person and the total number of shares with voting rights they hold.

Article 27 When the Company holds a shareholders' meeting, all directors shall attend the meeting, and senior management shall be present at the meeting. Directors and senior management shall accept inquiries from shareholders.

Article 28 Shareholders' meetings shall be presided over by the chairman of the board of directors. If the chairman of the board of directors is unable to discharge his duties or fails to discharge his duties, a vice-chairman shall preside over the meeting. If the Company has 2 or more than 2 vice-chairmen, over half of the directors shall jointly nominate 1 of them to preside over the meeting. If the vice-chairman is unable to discharge his duties or fails to discharge his duties, over half of the directors shall jointly nominate a director to preside over the meeting.

For a shareholders' meeting convened by the audit and supervision committee, the convenor of the audit and supervision committee shall preside over the meeting. If the convenor of the audit and supervision committee is unable to discharge his duties or fails to discharge his duties, over half of the members of the audit and supervision committee may jointly nominate a member of the audit and supervision committee to preside over the meeting.

For a shareholders' meeting convened by shareholders, the convenor or a representative nominated by the convenor shall preside over the meeting.

If a shareholders' meeting is unable to continue as a result of violations of the Rules by the chairman of the meeting, the meeting may continue upon the election of an individual to be the chairman of the meeting by over half of the shareholders with voting rights attending the meeting.

Article 29 At the annual general meetings, the board of directors shall report to the shareholders' meeting on its work over the past year. Each independent director shall also make a work report.

Article 30 Directors and senior management shall provide explanations and clarifications on shareholders' inquiries at the shareholders' meetings. However, they can refuse to answer an inquiry under any of the following circumstances, but shall explain the reasons to the inquirer:

- (1) such inquiry is unrelated to the agenda;
- (2) the matter inquired about requires investigation;
- (3) it involves the Company's trade secrets, inside information, personal privacy of relevant personnel or involves violation of the principle of fairness to all shareholders in information disclosure, and cannot be disclosed at the shareholders' meeting; and
- (4) answering such inquiry would significantly prejudice the common interests of shareholders.

Article 31 Before voting, the chairman of the meeting shall announce the number of shareholders and proxies attending the meeting in person and the total number of shares with voting rights they hold, and the number of shareholders and proxies attending the meeting in person and the total number of shares with voting rights they hold shall be based on the meeting registration.

Article 32 Where a shareholder has a connected relationship with the matters proposed to be considered at a shareholders' meeting, he shall abstain from voting, and the number of shares with voting rights he holds shall not be included in the total number of shares with voting rights attending the shareholders' meeting. For voting related to connected transactions, the vote counting shall involve not less than 2 non-connected shareholder representatives and 1 member of the audit and supervision committee, and the vote counter shall publicly announce the voting results on-site. The announcement of the resolutions of the shareholders' meeting shall fully disclose the voting situation of the non-connected shareholders.

When material issues affecting the interests of minority shareholders are considered at the shareholders' meeting, the votes cast by minority shareholders shall be counted separately. The separate vote counting results shall be disclosed publicly in a timely manner.

The Company's shares held by the Company shall not carry voting rights, and such shares shall not be included in the total number of shares with voting rights attending the shareholders' meeting.

According to the provisions of laws, administrative regulations, departmental rules, securities regulatory rules of the places where the Company's shares are listed, the Articles of Association and the Rules, if any shareholder is required to abstain from voting on relevant proposals, or is restricted to vote only for or against on specified proposals, any votes cast by such shareholder or his proxy in violation of the aforesaid provisions or restrictions shall not be counted in the voting results.

If a shareholder purchases shares with voting rights of the Company in violation of the provisions of paragraphs 1 and 2 of Article 63 of the Securities Law, voting rights attached to the shares exceeding the prescribed proportion shall not be exercised within 36 months after the purchase, and such shares shall not be included in the total number of shares with voting rights attending the shareholders' meeting.

The board of directors, independent directors, shareholders holding not less than 1% of the shares with voting rights of the Company or investor protection institutions established in accordance with laws, administrative regulations or the provisions of the China Securities Regulatory Commission can publicly solicit shareholders' voting rights. Information including the specific voting intentions shall be fully disclosed to the shareholders for whom voting rights are being solicited. Consideration or de facto consideration for soliciting shareholders' voting rights is prohibited. Except for statutory conditions, the Company shall not impose any minimum shareholding ratio requirement for soliciting voting rights.

Article 33 When the shareholders' meeting votes on the election of directors, cumulative voting may be used according to the provisions of the Articles of Association or resolution reached at the shareholders' meeting. When a single shareholder and his concert parties hold not less than 30% of the shares with rights, or the shareholders' meeting elects 2 or more independent directors, cumulative voting shall be implemented. When the shareholders' meeting elects directors, independent directors and non-independent directors shall be elected separately.

The cumulative voting referred to in the preceding paragraph means when a shareholders' meeting elects directors, each share holds the same number of voting rights as the number of directors to be elected, and the voting rights held by shareholders can be used collectively.

Article 34 Except for cumulative voting, the shareholders' meeting shall vote on all proposals item by item. For different proposals on the same matter, voting shall be conducted in the chronological order in which the proposals were submitted. Except when the shareholders' meeting is suspended or resolutions cannot be made due to force majeure or other special reasons, the shareholders' meeting shall not shelve proposals or refrain from voting.

Article 35 When the shareholders' meeting considers proposals, it shall not modify the proposals. If modification is made, it shall be deemed as a new proposal and cannot be voted on at such shareholders' meeting.

Article 36 The same voting right can only choose one of on-site, online or other voting methods. If the same voting right is voted repeatedly, the first voting result shall prevail. During voting, shareholders (including their proxies) with 2 or not less than 2 shares with voting rights need not cast all their votes as either for or against.

Article 37 Shareholders attending the shareholders' meeting shall express one of the following opinions on the proposals tabled for voting: for, against or abstain. Except where securities registration and settlement institutions, as nominal holders of shares under the Mainland-Hong Kong Stock Connect, declare according to the expressed intentions of the actual holders.

Voting ballots that are unfilled, incorrectly filled, illegible or not cast shall be deemed as the voter waiving voting rights, and the voting results for the number of shares held shall be counted as "abstain".

Article 38 If a shareholder attending the shareholders' meeting (or his proxy) requires to speak at the shareholders' meeting, he shall abide by the following regulations:

- (1) completing a speaking request form in advance, setting out the name, shareholders' code, the number of shares represented (including the number of shares represented by the proxies) of the speaker and other contents. The sequence for speaking of the shareholder representatives shall be determined by the chairman of the meeting;
- (2) each speaker shall, in principle, speak for no more than 5 minutes in each case, but can be appropriately extended subject to the consent of the chairman of the meeting; and
- (3) each speaker shall not speak more than twice on the same proposal.

During the discussion of proposals at a shareholders' meeting, the chairman of the meeting may decide whether to terminate the discussion based on the circumstances.

Article 39 Before the shareholders' meeting votes on proposals, shareholder representatives shall be elected to participate in vote counting and scrutineering. Shareholders and proxies who have connected relationships with the matters under consideration shall not participate in vote counting and scrutineering.

When the shareholders' meeting votes on proposals, lawyers and shareholder representatives shall jointly be responsible for vote counting and scrutineering, and the voting results shall be announced at the venue.

Shareholders of the Company or their proxies who vote online or by other methods have the right to check their voting results through the corresponding voting system.

Article 40 The ending time of the on-site shareholders' meeting shall not be earlier than that of online or other voting methods. The on-site shareholders' meeting of the Company shall be completed on the same day. After the morning agenda concludes, the chairman of the meeting may delegate a lawyer to announce the on-site voting status and results on-site, and decide on intermissions or lunch breaks. However, the chairman of the meeting shall inform the shareholders attending the on-site meeting of the time at which the afternoon session will resume after the break ends. In the afternoon of such day, after obtaining all voting results including online voting, the chairman of the meeting shall personally or delegate a lawyer to announce the final voting status and results for each proposal on-site, and shall announce whether each proposal is approved in accordance with the voting results.

Before the voting results are officially announced, all relevant parties involved in the on-site, online and other voting methods of the shareholders' meeting, including the Company, vote counters, scrutineers, shareholders and network service providers, shall be obligated to maintain confidentiality regarding the voting status.

If the chairman of the meeting has any doubt about the voting results of the tabled resolutions, he can organise to count the number of votes cast; if the chairman of the meeting does not count the votes and the attending shareholders or shareholder proxies have dissidence on the results announced by the chairman of the meeting, they have the right to require counting of votes immediately after the voting results are announced and the chairman of the meeting shall immediately organise to count the votes. After the vote counting at the shareholders' meeting, the vote counting results shall be recorded in the meeting minutes.

Article 41 Resolutions of the shareholders' meeting shall be announced in a timely manner. The announcement shall list the number of shareholders and proxies attending the meeting, the total number of shares with voting rights held and their proportion to the total shares with voting rights of the Company, the voting method, the voting results of each proposal and the detailed contents of each resolution passed.

The Company shall separately count and announce the attendance of the meetings and voting status of A Shareholders and H Shareholders.

Article 42 If a proposal is not passed, or if a shareholders' meeting changes resolution of a previous shareholders' meeting, a special reminder shall be made in the announcement of the shareholders' meeting resolutions.

Article 43 Meeting minutes of shareholders' meetings shall be the responsibility of the secretary to the board of directors. The meeting minutes shall record the following contents:

- (1) the time, venue, agenda and name (or entity name) of the convenor of the meeting;
- (2) the names of the chairman of the meeting and the directors and senior management present at the meeting;

- (3) the number of shareholders and proxies attending the meeting, the total number of shares with voting rights they hold and their proportion to the total number of shares of the Company;
- (4) the consideration process, key points of speeches and voting results for each proposal;
- (5) shareholders' inquiries, opinions or suggestions and the corresponding responses or explanations;
- (6) the names of lawyers, vote counters and scrutineers; and
- (7) other contents that shall be included in the meeting minutes as stipulated in the Articles of Association.

Directors attending or present at the meeting, the secretary to the board of directors, the convenor or his representative and the chairman of the meeting shall sign the meeting minutes, and ensure that the contents of the meeting minutes are true, accurate and complete. The meeting minutes shall be kept together with the signature book of shareholders attending the meeting in person and the authorisation letters for proxy attendance, and valid materials on voting through online and other methods. The retention period shall be not less than 10 years. Matters such as the number of shareholders attending the meeting, number of shares held by the shareholders attending the meeting, power of attorney, voting results on each item resolved, meeting minutes, the legality of the procedures of the meeting and other matters may be notarised.

Article 44 Except for intermissions or lunch breaks, the convenor shall ensure that the shareholders' meeting is held continuously until final resolutions are formed. Where a shareholders' meeting is suspended or resolutions cannot be made due to force majeure or other special reasons, necessary measures shall be taken to resume the shareholders' meeting as soon as possible or directly terminate the current shareholders' meeting, and an announcement shall be made in a timely manner. Meanwhile, the convenor shall report to the Fujian Regulatory Bureau of the China Securities Regulatory Commission, where the Company is located, and the stock exchanges.

Article 45 Where proposals related to the election of directors are passed at a shareholders' meeting, the newly elected directors shall assume their positions in accordance with the provisions of the Articles of Association.

Article 46 When proposals concerning distribution of cash dividends, bonus shares or conversion of capital reserve into share capital are passed at the shareholders' meeting, the Company shall implement the specific plan within 2 months after the end of the shareholders' meeting.

Article 47 If the contents of the resolutions of the shareholders' meetings of the Company violate laws and administrative regulations, they shall be invalid.

The controlling shareholder and actual controller of the Company shall not restrict or obstruct minority shareholders from exercising their voting rights in accordance with laws and shall not infringe upon the lawful rights and interests of the Company and the minority shareholders.

Should the procedures for convening shareholders' meetings and the voting mechanism violate the laws, administrative regulations or the Articles of Association, or contents of resolutions violate the Articles of Association, shareholders have the right to request the People's Court to revoke such resolutions within 60 days from the date on which such resolutions are made. However, this does not apply where the procedures for convening shareholders' meetings and the voting mechanism have only minor defects that do not have a substantive impact on the resolutions.

If the board of directors, shareholders or other relevant parties have disputes regarding the legality of the qualifications of the convenor, the convening procedures, contents of the proposals, the validity of resolutions of shareholders' meetings, etc., they shall promptly file lawsuits with the People's Court. Before the People's Court makes a judgement or ruling to revoke the resolutions, relevant parties shall implement the resolutions of the shareholders' meeting. The Company, directors and senior management shall earnestly discharge their duties, promptly implement resolution of the shareholders' meeting, and ensure normal operation of the Company.

When the People's Court makes a judgement or ruling on relevant matters, the Company shall discharge its information disclosure obligations in accordance with the provisions of laws, administrative regulations, the China Securities Regulatory Commission and the stock exchanges, fully explain the impacts, and actively cooperate with implementation after the judgement or ruling takes effect. For matters involving corrections to prior items, they shall be handled promptly and corresponding information disclosure obligations shall be discharged.

Chapter 5 Supplementary Provisions

Article 48 If there are matters not covered by the Rules or matters inconsistent with relevant laws, administrative regulations, departmental rules, the securities regulatory rules of the places where the Company's shares are listed and the Articles of Association, the relevant laws, administrative regulations, departmental rules, securities regulatory rules of the places where the Company's shares are listed and the Articles of Association shall prevail for the implementation.

Article 49 When the Company formulates or amends the Articles of Association, it shall specify the relevant provisions concerning shareholders' meetings in accordance with the Rules.

Article 50 The announcements, notices or supplementary notices of the shareholders' meetings referred to in the Rules are the contents of information disclosure published on media that meet the disclosure requirements set by the CSRC and the websites of stock exchanges.

Article 51 In the Rules, the terms "not less than" and "within" shall include the given figure; the terms "over", "lower than" and "more than" shall not include the given figure.

Article 52 The Rules, as an annex of the Articles of Association, shall be formulated by the board of directors. The Rules and its amendments shall take effect from the date of approval by the shareholders' meeting.

Article 53 The Rules shall be interpreted by the board of directors of the Company.

Zijin Mining Group Co., Ltd.*
12 December 2025

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

Should there be any discrepancies, the Chinese version of this appendix shall prevail.

Zijin Mining Group Co., Ltd.*
Rules Governing the Procedures of Board of Directors Meetings

Chapter 1 General Provisions

Article 1 In order to further regulate the discussion methods and decision-making procedures of the board of directors of Zijin Mining Group Co., Ltd.* (hereinafter referred to as the “Company”), enable directors and the board of directors to effectively discharge their duties and enhance the level of standardised operation and scientific decision-making of the board of directors, these rules (hereinafter referred to as the “Rules”) are formulated in accordance with the relevant provisions of the Companies Law of the People’s Republic of China (hereinafter referred to as the “Companies Law”), the Securities Law of the People’s Republic of China (hereinafter referred to as the “Securities Law”) and other laws, administrative regulations, departmental rules, securities regulatory rules of the places where the Company’s shares are listed, the articles of association of the Company (hereinafter referred to as the “Articles of Association”), etc.

Article 2 The Rules shall serve as the binding institutional document regulating the internal organisation establishment, convening, holding, considering and voting procedures of the board of directors of the Company from its effective date.

Chapter 2 Composition and Administrative Organisation of the Board of Directors

Article 3 The Company shall establish a board of directors consisting of 15 directors, including 7 executive directors (including 1 employee director), 1 non-executive director and 7 independent directors.

The board of directors shall consist of 1 chairman, 1 to 2 vice-chairmen as necessary, and 1 lead independent director.

Article 4 The board of directors of the Company shall establish 4 specialised committees, namely a strategic and sustainable development (ESG) committee, an execution and investment committee, an audit and supervision committee and a nomination and remuneration committee. The board of directors shall formulate separate rules to clarify the functions, responsibilities, powers, restrictions and rules governing the procedures of meetings of each specialised committee.

Article 5 The board of directors shall set up a board office as its administrative organisation, which shall be responsible for the daily affairs of the board of directors. The secretary to the board of directors shall manage the work of the board office, and may designate relevant personnel of the Company to assist him in handling daily affairs.

Chapter 3 Convening and Notice of the Board of Directors Meetings

Article 6 In the Rules, a resolution refers to issues pending consideration that are formally included in the agenda of a board of directors meeting. Issues pending consideration that have been submitted by a proposer but have not yet been included in the agenda of a board

of directors meeting are referred to as proposals, and the individuals or entities that submit such proposals are called proposers. The contents of a proposal shall include, but are not limited to, the title, contents, necessary justification and analysis of the proposal, etc.

Article 7 The following parties shall have the right to submit a proposal to the board of directors:

- (I) any directors;
- (II) specialised committees of the board of directors;
- (III) president, standing vice-president, vice-presidents, chief financial officer and joint chief financial officer, secretary to the board of directors, chief engineer and other senior management; and
- (IV) shareholders individually or jointly holding not less than 1% of the shares of the Company.

Proposals submitted by the parties referred to in (II) and (III) above shall be limited to matters within their scope of duties and responsibilities and shall fall within the matters to be considered by the board of directors.

Article 8 The proposals to the board of directors shall satisfy the following requirements:

- (I) the contents shall not conflict with the provisions of laws, administrative regulations, departmental rules and the Articles of Association, and shall fall within the scope of the board of directors' duties and responsibilities;
- (II) have clear topics and specific matters for discussion, the contents shall be sufficient and complete, with clear justification and standardised format, follow the relevant requirements of the Management Regulations on Proposals of the Board of Directors Meetings of the Company; and
- (III) shall be in the interests of the Company and shareholders.

Article 9 The proposals for the meeting shall be collected, organised and summarised by the secretary to the board of directors, and submitted to the chairman of the board of directors for review, who shall decide whether to include them in the agenda.

Article 10 The board of directors meetings are divided into regular meetings and extraordinary meetings. Regular meetings of the board of directors shall be convened at least 4 times every year. An extraordinary board of directors meeting may be convened at the request of shareholders representing not less than one-tenth of the voting rights, not less than one-third of the directors, not less than half of the independent directors, the chairman, the president or the audit and supervision committee.

Article 11 For proposing to convene an extraordinary board of directors meeting following the preceding Article, a written proposal signed or stamped by the proposer shall be submitted to the secretary to the board of directors. The written proposal shall specify the following matters:

- (I) the name or entity name of the proposer;
- (II) the reasons for the proposal or the objective grounds on which the proposal is based;
- (III) the proposed time or timeframe for the meeting, the venue and the method;
- (IV) clear and specific proposals; and
- (V) contact information of the proposer, the date of the proposal, etc.

The contents of the proposals shall fall within the scope of the functions and powers of the board of directors as stipulated in the Articles of Association, and relevant materials related to the proposals shall be submitted together.

Upon receiving the aforesaid written proposal and relevant materials, the secretary to the board of directors shall forward them to the chairman of the board of directors on the same day. If the chairman of the board of directors considers the contents of the proposal are unclear, unspecific or the relevant materials are inadequate, he may request the proposer to amend or supplement the proposal; if none of the aforesaid situations exist, the chairman of the board of directors shall convene and preside over a board of directors meeting within 10 days after receipt of such proposal.

Article 12 Board of directors meetings shall be convened and presided over by the chairman of the board of directors. Where the chairman of the board of directors is unable to discharge his duties or fails to discharge his duties, a vice-chairman (if the Company has 2 or more than 2 vice-chairmen, a vice-chairman jointly nominated by over half of the directors shall convene and preside over the meeting) shall convene and preside over the meeting. If the vice-chairman is unable to discharge his duties or fails to discharge his duties, a director jointly nominated by over half of the directors shall convene and preside over the meeting.

Article 13 For convening regular and extraordinary board of directors meetings, the board office shall send a written meeting notice to all directors, the president and the secretary to the board of directors 14 days and 5 days in advance, respectively, through direct delivery, facsimile, email or other methods. For notices not delivered directly, confirmation by phone shall also be made and recorded accordingly. If there is any emergency situation which requires an extraordinary board of directors meeting to be convened as soon as possible, the meeting notice can be made any time by phone or by other verbal means. However, the convenor shall explain such matter at the meeting.

Article 14 The meeting notice of a board of directors meeting shall at least include the following:

- (I) the time, venue and duration of the meeting;
- (II) the method of convening the meeting;
- (III) the matters proposed for consideration;
- (IV) the convenor and chairman of the meeting, the proposer of an extraordinary meeting and his written proposal; and
- (V) the date of the notice.

An oral meeting notice shall at least include the contents of the clauses (I) and (II) above. If there is any emergency situation which requires an extraordinary board of directors meeting to be convened as soon as possible, explanations shall be given.

Proposals of the board of directors meeting may be despatched simultaneously with the meeting notice, or despatched after the meeting notice is issued, but shall be despatched no later than 3 days prior to the meeting. If there is a delay in despatch, the proposer shall explain the reasons at the meeting, ensuring that the directors have ample time to review and discuss. Once the proposals of the board of directors meeting are despatched, in principle, they shall not be modified; any necessary supplements or adjustments shall be limited to non-essential contents and an updated version shall be despatched in a timely manner.

Article 15 After the written notice of a regular board of directors meeting has been despatched, if there is a need to change the meeting time, venue or other matters, or to add, modify or cancel a proposal, a written change notice shall be sent 3 days before the originally scheduled meeting date, explaining the situation and the relevant contents and materials of the new proposal. If there are less than 3 days remaining, the meeting date shall be postponed accordingly, or the meeting shall be held on the original scheduled meeting date after obtaining the written consent of all directors attending the meeting.

For an extraordinary board of directors meeting, after the meeting notice has been despatched, if there is a need to change the meeting time, venue or other matters, or to add, modify or cancel a proposal, prior approval shall be obtained from all directors attending the meeting, and appropriate records shall be kept.

Chapter 4 Holding and Voting of the Board of Directors Meetings

Article 16 Board of directors meetings shall only be convened with the presence of over half of the total directors. In the event that the relevant directors refuse or neglect to attend a meeting and resulting in the failure to meet the minimum quorum requirement for convening the meeting, the chairman and the secretary to the board of directors shall promptly report to the securities regulatory authorities.

Senior management who are not serving as directors shall be present at board of directors meetings. If the convenor of the meeting deems it necessary, he may notify other relevant personnel to be present at the board of directors meeting.

Article 17 In principle, directors shall attend the board of directors meetings in person. If a director is unable to attend a board of directors meeting for any reasons, he shall review the meeting materials in advance and form a clear opinion and appoint another director in writing to attend the meeting on his behalf.

The appointment letter shall contain:

- (I) the names and identity card numbers of the appointer and the appointee;
- (II) the reasons for the appointer's inability to attend the meeting;
- (III) matters delegated, scope of authorisation and valid time limit;
- (IV) brief opinions on each resolution of the appointer;
- (V) scope of authorisation of the appointer and instructions regarding their voting intentions on the resolutions; and
- (VI) Signatures of the appointer and the appointee, the date, etc.

The appointed director shall submit a written appointment letter to the chairman of the meeting, and indicate situation of attending the meeting under the appointment in the sign-in register.

Article 18 Directors appointing and being appointed to attend the board of directors meetings shall follow the following principles:

- (I) directors shall not appoint other individuals who are not directors to attend board of directors meetings;
- (II) when reviewing connected transactions, non-connected directors shall not appoint connected directors to attend and vote on their behalf, and connected directors shall not accept appointment from non-connected directors;
- (III) independent directors shall not appoint non-independent directors to attend and vote on their behalf, and non-independent directors shall not accept appointment from independent directors;
- (IV) directors shall not fully appoint other directors to attend board of directors meetings without stating their personal opinions and voting intentions on the resolutions; the relevant directors shall not accept full appointment and unclear appointment; and

- (V) each director shall not accept appointments from more than 2 directors, and directors shall not appoint directors who have already accepted appointments from another 2 directors to attend and vote at the meeting.

Article 19 The board of directors may invite intermediary institutions or experts in industry, operations, law, finance and other areas to be present at board of directors meetings and provide professional opinions. If the persons who are present at the meeting wish to speak at the meeting, they shall obtain the consent of the chairman of the meeting and comply with his arrangements. If the chairman of the meeting believes that the matters under discussion involve company secrets, he may request the persons who are present at the meeting to abstain.

Article 20 In principle, board of directors meetings shall be held on-site. If necessary, on the premise of ensuring all directors attending the meetings can fully communicate and express their opinions and with the consent of the convenor (chairman of the meeting) and the proposer, meetings may be held via video, telephone, facsimile or email voting. Board of directors meetings may also be convened in a combination of on-site meeting and other methods simultaneously.

For meetings not held on-site, the number of directors attending the meeting shall be counted based on the number of directors visible via video display, number of directors providing opinions in the teleconference, number of effective ballots actually received by facsimile or email within the specified period or number of written confirmation of the attendance of meeting submitted by directors after the meeting.

Article 21 The chairman of the meeting shall invite each director attending the board of directors meeting to express their clear opinions on each resolution.

For proposals that require prior review by a special meeting of independent directors or by a specialised committee of the board of directors, the chairman of the meeting shall designate an independent director or a member of specialised committee of the board of directors to read out the opinion before considering the relevant proposals.

Unless unanimous consent of all directors attending the meeting is obtained, proposals which are not included in the meeting notice shall not be voted on at the board of directors meeting. A director who has accepted the appointment of another director to attend the board of directors meeting on his behalf shall not vote on proposals which are not included in the meeting notice.

Article 22 Directors shall carefully read the relevant meeting materials and independently and prudently express their opinions based on a full understanding of the situation.

Directors may seek information necessary for decision-making from relevant personnel and institutions, such as the board office, the convenor of the meeting, the president and other senior management, specialised committees of the board of directors, accounting firms and law firms, before the meeting. They may also suggest to the chairman of the meeting during the meeting to invite the aforesaid personnel and representatives of such institutions to join the meeting to explain relevant situations.

Article 23 After full discussion of the proposals, the chairman of the meeting shall invite the directors attending the meeting to vote on each proposal one by one in a timely manner.

Each director shall have one vote in the voting on resolutions of the board of directors meetings. Resolutions of the board of directors meetings shall be made by recorded voting. For board of directors meetings not held on-site, the directors attending the meetings may submit their voting opinions to the secretary to the board of directors within the voting timeframe through written methods such as video display, delivery by designated persons, facsimile, letter, email, etc.

The voting intentions of directors shall be divided into for, against or abstain. Directors attending the meetings shall select one of these options. If no selection is made or if 2 or more options are selected, the chairman of the meeting shall require the relevant director to make a new selection; refusal to select shall be considered an abstention. Leaving the meeting midway without returning and not making a selection shall also be considered an abstention.

Article 24 After the directors attending the meeting have completed their voting, relevant staff from the board office shall promptly collect the directors' ballots and present them to the secretary to the board of directors for counting under the supervision of an independent director.

For meetings held on-site, the chairman of the meeting shall announce the counting results on-site; in other cases, the chairman of the meeting shall require the secretary to the board of directors to notify the directors of the voting results before the next working day following the end of the voting timeframe.

Votes cast by directors after the chairman of the meeting has announced the voting results or after the specified voting timeframe has ended shall not be counted.

Article 25 Unless otherwise specified in the Rules, for a resolution considered and approved at the board of directors meeting to form a resolution, over half of all directors shall vote in favour of the proposal. For a resolution which shall obtain more directors to vote in favour of the proposal to form a resolution pursuant to the provisions in laws, administrative regulations and the Articles of Association, such provisions shall prevail.

If different resolutions contradict each other in content and meaning, the resolution formed later in time shall prevail.

Article 26 Where a director has a connected relationship with the enterprise or individual involved in the matters to be resolved at a board of directors meeting, such director shall not exercise voting rights on such resolution, nor shall such director exercise voting rights on behalf of other directors. Such board of directors meeting may be held with a quorum of over half of the non-connected directors, and the resolutions passed at the board of directors meeting shall be approved by over half of the non-connected directors. If there are fewer than 3 non-connected directors attend the board of directors meeting, such matter shall be submitted to the shareholders' meeting for consideration.

The procedures for abstention of connected directors are as follows: first, the secretary to the board of directors, connected directors or other directors shall propose the abstention of the connected directors and such connected directors shall abstain in accordance with the relevant provisions; second, the connected directors shall not participate in the consideration of the relevant connected matters; finally, when the board of directors votes on the connected matters, the voting rights represented by the connected directors shall be deducted, and the non-connected directors attending the board of directors meeting shall vote in accordance with the provisions of the Rules.

Article 27 The board of directors shall act in strict accordance with the authorisation granted by the shareholders' meeting and the Articles of Association, and shall not exceed its authorisation in forming resolutions.

Article 28 If a proposal is not approved, the board of directors shall not re-consider any resolutions with the same contents within 1 month if there are no significant changes in the relevant conditions and factors.

Article 29 If not less than half of the directors attending the meeting or not less than 2 independent directors consider that it is unable to make a judgement on the relevant matters due to unclear or unspecific proposal, incomplete meeting materials, insufficient justification, failure to provide information in a timely manner or other causes, the chairman of the meeting shall request the meeting to postpone the voting on such matters.

The directors proposing the postponement of voting shall clearly specify the conditions to be met for the resolution to be re-submitted for consideration.

Chapter 5 Meeting Minutes of the Board of Directors Meetings

Article 30 The secretary to the board of directors of the Company shall be present at every board of directors meeting and be responsible for the meeting minutes. The secretary to the board of directors may authorise the board office to prepare meeting minutes on his behalf, however, the secretary to the board of directors shall be responsible for the authenticity and accuracy of the meeting minutes. The meeting minutes shall include the following contents:

- (I) the session of the meeting and the time, venue and method of convening the meeting;
- (II) the despatch status of the meeting notice;
- (III) the names of the convenor and the chairman of the meeting;
- (IV) the attendance of directors in person or by appointment;
- (V) explanation on the procedures and convention of the meeting;
- (VI) the resolutions considered at the meeting, key points and main opinions of each director regarding the matters and their voting intentions on the resolutions;

(VII) the voting methods and results for each resolution (indicating the specific numbers of votes for, against and abstentions); and

(VIII) other matters that the directors attending the meeting consider shall be recorded.

Article 31 In addition to the meeting minutes, the secretary to the board of directors may arrange for staff from the board office to prepare a concise meeting summary for the convention situation of the meeting, and prepare a separate resolution record for the resolutions formed in the meeting based on counting of the voting results.

Article 32 Meeting minutes, meeting summary and resolution record shall be signed for confirmation by the directors attending the meeting for himself and on behalf of the directors appointing such directors to attend the meeting, and the secretary to the board of directors and the recorder. If a director has different opinions on the meeting minutes, meeting summary or resolutions, he may provide a written explanation at the time of signing. If necessary, they shall promptly report to the regulatory authorities, and may issue a public statement.

If a director fails to sign the confirmation as stipulated in the preceding paragraph, does not provide a written explanation of their differing opinions, report to the regulatory authorities or issue a public statement, it shall be deemed to be in full agreement with the contents of the meeting minutes, meeting summary and resolution record.

Article 33 Before the Company publicly discloses the resolutions of the board of directors according to statutory procedures, directors attending the meeting and persons present at the meeting, the recording and service personnel shall have the obligation to keep the contents of the resolutions confidential.

Article 34 The chairman of the board of directors shall oversee the relevant personnel to implement the resolutions of the board of directors, check the implementation status of the resolutions and report on the execution of the resolutions that have been formed at the subsequent board of directors meetings.

Article 35 The secretary to the board of directors shall be responsible for keeping the files of the board of directors meetings, including meeting notices, meeting materials, sign-in registers, appointment letters for directors to attend meetings on behalf, meeting audio recordings, ballots, meeting minutes, meeting summary, resolution record signed and confirmed by the directors attending the meetings, etc.

Article 36 The files of board of directors meetings shall be kept for 10 years.

Chapter 6 Supplementary Provisions

Article 37 If there are matters not covered by the Rules or matters inconsistent with relevant laws, administrative regulations, departmental rules, the securities regulatory rules of the places where the Company's shares are listed and the Articles of Association, the relevant

laws, administrative regulations, departmental rules, securities regulatory rules of the places where the Company's shares are listed and the Articles of Association shall prevail for the implementation.

Article 38 In the Rules, the terms “not less than” and “within” shall include the given figure; the terms “over” and “exceeding” shall not include the given figure.

Article 39 The Rules, as an annex of the Articles of Association, shall be formulated by the board of directors. The Rules and its amendments shall take effect from the date of approval by the shareholders' meeting.

Article 40 The Rules shall be interpreted by the board of directors of the Company.

Zijin Mining Group Co., Ltd.*
12 December 2025

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

Should there be any discrepancies, the Chinese version of this appendix shall prevail.

**Zijin Mining Group Co., Ltd.*
Terms of Reference of Independent Directors**

Chapter 1 General Provisions

Article 1 In order to fully leverage the role of independent directors of Zijin Mining Group Co., Ltd.* (hereinafter referred to as the “Company”) in corporate governance and promote the diligent discharge of responsibilities and duties by the independent directors of the Company, these terms of reference (hereinafter referred to as the “Terms of Reference”) are formulated in accordance with the relevant provisions of the Companies Law of the People’s Republic of China (hereinafter referred to as the “Companies Law”), the Securities Law of the People’s Republic of China (hereinafter referred to as the “Securities Law”), the Measures for the Management of Independent Directors of Listed Companies, the securities regulatory rules of the places where the Company’s shares are listed, the articles of association of the Company (hereinafter referred to as the “Articles of Association”), etc.

Article 2 Independent directors are directors who do not assume other positions in the Company other than director, and have no direct or indirect conflict of interests with the Company, its substantial shareholders and actual controllers, or other relationships that may impede them from exercising impartial and objective judgements.

Independent directors shall possess the independence required by the securities regulatory authorities and stock exchanges of the places where the Company’s shares are listed. Independent directors shall discharge their duties independently, without being influenced by the Company, its substantial shareholders, actual controllers or entities or individuals who have conflict of interest in the aforesaid parties.

Article 3 Independent directors owe fiduciary and due diligence duties to the Company and all shareholders.

Independent directors shall, in accordance with relevant laws, administrative regulations, the regulations of the China Securities Regulatory Commission (hereinafter referred to as the “CSRC”), the securities regulatory rules of the places where the Company’s shares are listed, the Articles of Association, etc., earnestly discharge their duties, play the role of participating in decision-making, monitoring and balancing, and providing professional consultation in the board of directors, safeguard the overall interests of the Company, and protect the lawful rights and interests of minority shareholders.

Article 4 In principle, an independent director appointed by the Company shall not concurrently serve as an independent director of more than 3 listed companies in the PRC, and shall ensure that he has sufficient time and energy to be devoted to efficiently discharging his duties as an independent director.

Article 5 The Company shall establish a board of directors consisting of 15 directors, including 7 independent directors and at least 1 of them shall be an accounting professional.

APPENDIX 4 TERMS OF REFERENCE OF INDEPENDENT DIRECTORS (AFTER AMENDMENTS)

The accounting professional referred to in the preceding paragraph shall mean a person who has rich accounting knowledge and experience and meets at least one of the following conditions:

- (I) being qualified as a certified public accountant;
- (II) holding a senior professional title, associate professor or above title, or a doctoral degree in accounting, auditing or financial management professional; and
- (III) holding a senior title in economic management and having not less than 5 years of full-time work experience in professional positions such as accounting, auditing or financial management.

Article 6 The Company shall have 1 lead independent director, who shall be selected by negotiation among independent directors. The lead independent director shall be responsible for coordinating independent directors to hold the relevant meetings and conduct investigation and research activities, reviewing the relevant materials, and communicating and coordinating with the non-independent directors and senior management of the Company on behalf of the independent directors when necessary.

Article 7 Independent directors, as board members having an equal position as other directors, shall regularly attend the board of directors meetings and meetings of specialised committees of the board of directors in which they serve, and actively participate in the affairs. They shall contribute to the formulation of strategies and policies for the Company through providing independent, constructive and informed opinions by utilising their skills, professional knowledge, diverse backgrounds and qualifications. At the same time, independent directors shall attend shareholders' meetings to gain a comprehensive and fair understanding of the views of shareholders of the Company.

Article 8 Independent directors shall have the right to participate in the audit and supervision committee, the nomination and remuneration committee and the strategic and sustainable development (ESG) committee, which are established under the board of directors. Among which, members of the audit and supervision committee shall be the directors who do not hold senior management positions in the Company, and independent directors shall account for more than half of the committee members, with an accounting professional among independent directors serving as the convenor; independent directors shall account for more than half of the members of the nomination and remuneration committee and serve as the convenor.

Chapter 2 Qualifications of Independent Directors

Article 9 Any person serving as an independent director of the Company shall have the qualifications that are suitable for discharging his duties and powers:

- (I) being qualified to serve as a director of a listed company in accordance with laws, administrative regulations and other relevant provisions;

**APPENDIX 4 TERMS OF REFERENCE OF INDEPENDENT DIRECTORS
(AFTER AMENDMENTS)**

- (II) meeting the independence requirements stipulated in the Measures for the Management of Independent Directors of Listed Companies;
- (III) possessing basic knowledge of the operation of a listed company, being familiar with the relevant laws, regulations and rules;
- (IV) possessing not less than 5 years of work experience in laws, accounting, economics, etc. necessary to discharge his duties as an independent director;
- (V) possessing good personal character and no adverse records of major dishonesty; and
- (VI) meeting other requirements stipulated in the laws, administrative regulations, the regulations of the CSRC, the securities regulatory rules of the places where the Company's shares are listed and the Articles of Association.

Article 10 Independent director candidates shall have good personal characters and shall not have any circumstances stipulated in the laws, administrative regulations and the securities regulatory rules of the places where the Company's shares are listed under which one shall not be nominated as a director of a listed company, and shall not have the following adverse records:

- (I) being imposed any administrative penalties by the CSRC or criminal penalties from judicial authorities due to violations of securities and futures laws within the recent 36 months;
- (II) being investigated by the CSRC or judicial authorities for alleged violations of securities and futures laws and no definitive conclusions or opinions have been reached;
- (III) having received a public censure or a public statement of criticism being circulated by stock exchanges for more than 3 times within the recent 36 months;
- (IV) having records of major dishonesty or other adverse records;
- (V) within 12 months where a board of directors proposed to convene a shareholders' meeting to remove his directorship due to his failure to attend 2 consecutive board of directors meetings in person and failure to appoint another independent director to attend the meetings on his behalf during his previous tenure as an independent director; and
- (VI) other circumstances recognised by the securities regulatory institutions and stock exchanges of the places where the Company's shares are listed.

Article 11 Independent directors shall maintain independence. The following persons shall not be appointed as independent directors of the Company:

- (I) employees of the Company or its subsidiaries, their spouses, parents, children and major social associates;

**APPENDIX 4 TERMS OF REFERENCE OF INDEPENDENT DIRECTORS
(AFTER AMENDMENTS)**

- (II) natural person shareholders who directly or indirectly hold more than 1% of the issued shares of the Company or who rank in the top 10 shareholders of the Company, as well as their spouses, parents and children;
- (III) employees of shareholders who directly or indirectly hold more than 5% of the issued shares of the Company or who rank in the top 5 shareholders of the Company, as well as their spouses, parents and children;
- (IV) employees of the subsidiaries of the Company's controlling shareholders or actual controllers, as well as their spouses, parents and children;
- (V) personnel who have significant business relations with the Company, its controlling shareholders, actual controllers or their respective subsidiaries or personnel serving in units with significant business relations and their controlling shareholders or actual controllers;
- (VI) personnel who provide financial, legal, consulting, underwriting and other services to the Company, its controlling shareholders, actual controllers or their respective subsidiaries, including but not limited to all members of project teams, personnel involved in reviewing at various levels, signatories thereon, partners, directors, senior management and key responsible individuals of the intermediary institutions which provide services;
- (VII) persons who fall within the above 6 categories within the recent 12 months; and
- (VIII) other individuals who do not meet the independence requirements as specified by laws, administrative regulations, regulations of the CSRC, business rules of stock exchanges and the Articles of Association.

Major social associates in the preceding paragraph refer to siblings, spouses of siblings, parents-in-law, brothers and sisters-in-law, sons and daughters-in-law, parents of sons and daughters-in-law and so on. Significant business relations refer to matters that need to be tabled to the shareholders' meeting for consideration according to the business rules of stock exchanges on which the Company's shares are listed or the Articles of Association, or other major matters recognised by the stock exchanges on which the Company's shares are listed.

Subsidiaries of the controlling shareholders or the actual controllers of the Company do not include enterprises that are controlled by the same state-owned asset management institution as the Company but do not have any connected relationships with the Company in accordance with the relevant regulations.

Independent directors shall conduct a self-assessment of their independence every year and submit the self-assessment results to the board of directors. The board of directors shall conduct an annual assessment of the independence of the current independent directors and provide specific opinions, which shall be disclosed simultaneously with the annual report.

Chapter 3 Nomination, Election and Replacement of Independent Directors

Article 12 The board of directors and shareholders individually or jointly holding not less than 1% of the issued shares of the Company may nominate independent director candidates, their appointment is subject to election at the shareholders' meeting.

Investor protection institutions established in accordance with laws can publicly request shareholders to entrust them with the right to nominate independent directors.

The nominators specified in the first paragraph shall not nominate individuals who have any conflicts of interest with them or individuals who may have other close relationships that may potentially affect the independent discharge of duties of independent director candidates.

Article 13 The nominator of an independent director shall seek the consent of the nominee before the nomination.

Article 14 The nominator shall fully understand the occupation, academic qualifications, titles, detailed work experience, all concurrent positions of the nominee, any adverse records of major dishonesty, etc., and provide opinion on his qualification of independence and other conditions for acting as an independent director. The nominee shall make a public statement as to his qualification of independence and other conditions for serving as an independent director.

The nomination and remuneration committee of the board of directors of the Company shall conduct a review of the nominee's qualifications and form a clear review opinion.

The board of directors of the Company shall disclose the aforesaid information in accordance with the requirements before a shareholders' meeting for the election of independent directors.

The Company shall submit the materials relating to the nominee to the stock exchanges on which the Company's shares are listed. The relevant submitted materials shall be true, accurate and complete. If the board of directors of the Company disagrees with relevant circumstances of the nominee, a written opinion from the board of directors shall be submitted at the same time.

If any stock exchanges on which the Company's shares are listed have any objections to the nominee, such person shall not be tabled to the shareholders' meeting for election. When convening a shareholders' meeting for election of independent directors, the board of directors of the Company shall explain whether any stock exchanges on which the Company's shares are listed have any objections to the independent director candidates.

If 2 or more independent directors are proposed to be elected at a shareholders' meeting of the Company, cumulative voting shall be implemented. The voting results of minority shareholders shall be individually counted and disclosed.

**APPENDIX 4 TERMS OF REFERENCE OF INDEPENDENT DIRECTORS
(AFTER AMENDMENTS)**

Article 15 The term of office for independent directors is the same as other directors, and the term of office is renewable upon re-election when it expires, but the consecutive service shall not exceed 6 years. If an independent director has served the Company continuously for 6 years, he shall not be nominated as an independent director candidate of the Company within 36 months from the occurrence of such fact.

Article 16 If an independent director fails to attend two consecutive board of directors meetings in person and does not appoint another independent director to attend the meetings on his behalf, the board of directors shall propose to convene a shareholders' meeting to remove his independent directorship within 30 days from the occurrence of such fact.

Unless in the above circumstances and in circumstances as specified by the Companies Law where a person is prohibited from acting as a director, no independent director shall be removed before his term of office expires without cause. In case of early removal, the Company shall timely disclose the specific reasons and grounds. If the independent director disagrees with the decision, the Company shall disclose in a timely manner.

Article 17 An independent director may resign before his term of office expires. In resigning his duties, an independent director shall submit a written resignation report to the board of directors and specify any matters which are related to his resignation or which he considers necessary to bring to the attention of the Company's shareholders and creditors. The Company shall disclose the reasons for the resignation of an independent director and the relevant matters of concern.

If the resignation of an independent director results in the number or proportion of independent directors in the board of directors of the Company or its specialised committees to fall below the minimum requirements of the Measures for the Management of Independent Directors of Listed Companies or there will be a lack of accounting professional among the independent directors, the independent director who proposes to resign shall continue to discharge his duties until the appointment date of a new independent director. The Company shall complete the by-election process within 60 days from the date on which the independent director submits his resignation.

Article 18 Independent directors who fail to meet the stipulations in clauses (I) or (II) of Article 9 of the Terms of Reference shall immediately cease to discharge their duties and resign from their positions. If they fail to submit their resignation, the board of directors shall immediately remove the independent directors from their positions in accordance with the regulations after it becomes aware or shall have become aware of such fact.

If the resignation or removal from position of an independent director due to circumstances specified in the preceding paragraph will result in the number or the proportion of independent directors in the board of directors or its specialised committees failing to meet the requirements of the Measures for the Management of Independent Directors of Listed Companies or the Articles of Association, or there will be a lack of accounting professional among the independent directors, the Company shall complete the by-election process within 60 days from the date on which the abovementioned events occur.

Chapter 4 Functions and Powers of Independent Directors

Article 19 Independent directors shall discharge the following duties:

- (I) to participate in the board decision-making and express clear opinions on matters under consideration;
- (II) to supervise potential material conflicts of interest between the Company and its controlling shareholder, actual controller, directors and senior management, promote the decision-making of the board of directors to meet the overall interests of the listed company and protect the lawful rights and interests of minority shareholders;
- (III) to provide professional and objective advice on the Company's operation and development, and promote the improvement of the board's decision-making level; and
- (IV) other duties stipulated by laws, administrative regulations, securities regulatory rules of the places where the Company's shares are listed and the Articles of Association.

Article 20 An independent director shall exercise the following special functions and powers:

- (I) to propose to the board of directors to convene an extraordinary general meeting;
- (II) to propose the convening of a board of directors meeting;
- (III) to independently engage intermediary institutions to carry out audit, consultation or verification on specific matters of the Company;
- (IV) to publicly solicit shareholders' rights from shareholders in accordance with laws;
- (V) to express independent opinions on matters that may prejudice the interests of the Company or minority shareholders; and
- (VI) other functions and powers stipulated by the laws, administrative regulations, securities regulatory rules of the places where the Company's shares are listed and the Articles of Association.

The independent directors shall obtain the consent of more than half of all the independent directors in exercising their functions and powers under clauses (I), (II) and (III) of the preceding paragraph.

If the independent directors exercise the functions and powers stipulated in paragraph 1, the Company shall disclose such matter in a timely manner. If the aforesaid functions and powers cannot be exercised in a normal manner, the Company shall disclose the specific circumstances and reasons.

**APPENDIX 4 TERMS OF REFERENCE OF INDEPENDENT DIRECTORS
(AFTER AMENDMENTS)**

Article 21 The following matters shall be tabled to the board of directors for consideration after the consent of more than half of all the independent directors of the Company is obtained:

- (I) discloseable connected transactions;
- (II) proposals for modifying or waiving the undertakings by the Company and the relevant parties;
- (III) decisions made and measures taken regarding the acquisition by the board of directors of a listed company being acquired; and
- (IV) other matters stipulated in the laws, administrative regulations, the securities regulatory rules of the places where the Company's shares are listed and the Articles of Association.

Article 22 If an independent director votes against or abstains from voting on a proposal of the board of directors, he shall explain the specific reasons and basis, the legality and compliance of the matters involved in the proposal, the potential risks and the impact on the rights and interests of the Company and minority shareholders. When disclosing the resolutions of the board of directors, the Company shall simultaneously disclose the dissenting opinions of the independent directors and record them in the resolutions and minutes of the board of directors meeting.

Article 23 The Company shall regularly or from time to time convene meetings which are attended solely by independent directors (hereinafter referred to as the "special meetings of independent directors"). The matters set forth in clauses (I) to (III) of Article 20 and Article 21 of the Terms of Reference shall be considered at the special meetings of independent directors.

The special meetings of independent directors may study and discuss other matters of the Company if necessary.

Meeting minutes of the special meetings of independent directors shall be prepared pursuant to the regulations. The opinions of the independent directors shall be recorded in the meeting minutes, and the meeting minutes shall be confirmed.

The special meetings of independent directors shall be convened and presided over by the lead independent director. If the lead independent director fails to discharge or is unable to discharge his duties, two or more independent directors may convene the meeting on their own and nominate a representative to preside over the meeting.

The Company shall provide convenience and support for the holding of the special meetings of independent directors.

APPENDIX 4 TERMS OF REFERENCE OF INDEPENDENT DIRECTORS (AFTER AMENDMENTS)

If the independent directors notice major matters of the Company within the scope of duties of specialised committees during the discharge of their duties, they may propose to the specialised committees for discussion and consideration in a timely manner in accordance with procedures.

Article 24 Prior to the convening of a board of directors meeting, independent directors may communicate with the secretary to the board of directors and inquire about the matters to be considered, request supplementary materials, provide opinions and suggestions, etc. The board of directors and the relevant personnel shall carefully study the issues, requests and opinions raised by independent directors and provide timely feedback on the implementation of amendments to the proposals, etc.

Article 25 Independent directors shall attend the board of directors meetings and the special meetings of independent directors in person. If an independent director is unable to attend a meeting in person for any reasons, he shall review the meeting materials in advance, form a clear opinion and appoint another independent director in writing to attend the meeting on his behalf.

Article 26 Independent directors shall continuously monitor the implementation of board of directors resolutions concerning matters stipulated in the Measures for the Management of Independent Directors of Listed Companies. If there are any violations of the provisions of laws, administrative regulations, rules of the CSRC, business rules of the stock exchanges on which the Company's shares are listed or the Articles of Association, or there are any violations of the resolutions of the shareholders' meetings and the board of directors meeting, they shall report to the board of directors in a timely manner, and may request the Company to provide a written explanation. If there are any discloseable matters, the Company shall make disclosure in a timely manner. If the Company fails to make an explanation or disclose in a timely manner as stipulated in the preceding paragraph, independent directors may report to the CSRC and the stock exchanges on which the Company's shares are listed.

Chapter 5 Necessary Conditions Provided to Independent Directors by the Company

Article 27 In addition to participation in the shareholders' meetings, board of directors meetings, meetings of specialised committees and special meetings of independent directors of the Company, the independent directors of the Company may discharge their duties through various methods such as regularly obtaining information on the Company's operation, investigating the development and implementation of systems relating to the Company's production and operation status, internal control management and ESG performance; execution of resolutions; conducting work discussions with the Company's management; conducting on-site researches and investigations on the Company's major investments, production and construction projects; communicating with the person-in-charge of the internal audit institution; the accounting firm that undertakes the Company's audit and other intermediary institutions; and communicating with minority shareholders.

The on-site working time of the Company's independent directors at the Company shall be not less than 15 working days per year.

**APPENDIX 4 TERMS OF REFERENCE OF INDEPENDENT DIRECTORS
(AFTER AMENDMENTS)**

Article 28 The chairman of the board of directors of the Company shall hold at least 1 meeting with the independent directors every year without the presence of other directors. Management of the Company, in particular the secretary to the board of directors, shall communicate with the independent directors in a timely and adequate manner to ensure the smooth flow of information between independent directors and other directors, senior management and other relevant personnel, and to ensure that independent directors can obtain sufficient resources and necessary professional advice when discharging their duties.

Article 29 The Company shall ensure that the independent directors enjoy the same right to information as other directors. The Company shall provide the independent directors with the relevant materials and information in a timely manner, report to them the operation of the Company on a regular basis and organise on-site inspections for them if necessary.

Before the board of directors considers major and complex matters, the Company may organise independent directors to participate in research and justification session, fully listen to the opinions of independent directors, and timely report the adoption of opinions to independent directors.

For matters requiring decision-making by the board of directors, the Company must notify independent directors in advance and provide relevant meeting materials in accordance with the time stipulated in the Articles of Association and the Rules Governing the Procedures of the Board of Directors Meetings, and provide effective communication channels for independent directors.

If not less than 2 independent directors consider that the meeting materials are incomplete, justification is insufficient or the provision is untimely, they may propose to the board of directors in writing to postpone the convening of the meeting or postpone the consideration of the matter, and the board of directors shall adopt such proposal.

In principle, board of directors meetings and meetings of specialised committees shall be held on-site. On the premise of ensuring that all directors attending the meetings can fully communicate and express their opinions, meetings may be held via video, telephone or other means in accordance with procedures when necessary.

Article 30 The Company shall provide the working conditions and personnel support necessary for independent directors to discharge their duties, and designate specialised departments and personnel such as the board office and the secretary to the board of directors to assist independent directors in discharging their duties.

- (I) the secretary to the board of directors of the Company shall actively cooperate with the independent directors in discharging their duties, and provide assistance for their discharge thereof, such as introducing the situation and providing materials, etc.;
- (II) if there are any independent opinions, proposals and written statements of the independent directors that need to be announced, the secretary to the board of directors shall handle the announcement matters in a timely manner;

**APPENDIX 4 TERMS OF REFERENCE OF INDEPENDENT DIRECTORS
(AFTER AMENDMENTS)**

- (III) providing the independent directors with the information disclosure materials for the Company's publicly released information;
- (IV) cooperating with the independent directors in conducting investigations relating to the discharge of their duties;
- (V) providing the independent directors with meeting venues and other conveniences when the independent directors consider that it is necessary to convene a meeting only attended by independent directors;
- (VI) actively cooperating with the independent directors in accessing relevant information, and providing the independent directors with necessary support and conveniences in discharging their duties by arranging site visits, organising reports from intermediary institutions, etc.; and
- (VII) other conveniences and cooperation that shall be provided by the Company when the independent directors discharge their duties.

Article 31 Relevant persons of the Company shall actively cooperate with the independent directors in discharging their duties, shall neither refuse, hinder or conceal, nor interfere with the independent directors in discharging their duties.

Article 32 All fees such as travel and communication expenses incurred from the engagement of intermediary institutions or the exercise of their functions and powers by independent directors shall be borne by the Company.

Article 33 The Company shall provide the independent directors with appropriate allowances. The standard of allowances shall be commensurate with the Company's production, operation and operating results, size and scale, industry status, the responsibilities and obligations borne by independent directors, etc. The board of directors shall formulate a proposal for independent directors' allowances, which shall be subject to consideration and approval at a shareholders' meeting, and make disclosure thereof in the annual report.

Except for the abovementioned allowances, the independent directors shall not receive any other additional and undisclosed benefits from the Company, its substantial shareholders or any institutions and persons in which they are interested.

Article 34 The Company shall establish a necessary system of indemnity insurance for independent directors. Upon the approval obtained at the shareholders' meeting, the Company shall arrange appropriate insurance cover in respect of potential risks against the independent directors when they discharge their duties in normal manners. The Company shall also review and make necessary updates on the scope of insurance coverage every year. The coverage of the indemnity insurance is stipulated with a contract, except for the liabilities of independent directors caused by violation of provisions of the laws, regulations and the Articles of Association.

Chapter 6 Rights and Obligations of Independent Directors

Article 35 When independent directors are aware of any of the following circumstances in the Company or relevant entities, they shall investigate and understand the situation proactively:

- (I) significant matters which are not submitted to the board of directors meeting or shareholders' meeting for consideration as required under regulations;
- (II) the Company fails to discharge its information disclosure obligations in a timely or appropriate manner;
- (III) possible existence of false records, misleading statements or material omissions in the information released by the Company;
- (IV) possible violations of laws, regulations or the Articles of Association in the Company's production and operation; and
- (V) other circumstances which are suspected of violating the laws and regulations or prejudicing the rights and interests of public shareholders.

If the abovementioned circumstances are confirmed to exist, the independent directors shall immediately urge the Company or relevant entities to make rectifications.

Article 36 When independent directors encounter any obstacles when they exercise their powers conferred by laws and regulations, they may explain the situation to the Company's board of directors and request the directors, senior management or other relevant personnel of the Company to cooperate. The specific circumstances of the obstacles and the resolution status shall be recorded in the work records.

When the following circumstances occur in the Company and seriously hinder independent directors from discharging their duties and exercising their powers, independent directors may report such matters to the CSRC and the stock exchanges on which the Company's shares are listed:

- (I) being dismissed by the Company for reasons which the dismissed independent director considers inappropriate;
- (II) an independent director resigns due to circumstances that prevent him from discharging his duties in accordance with laws;
- (III) the materials for a board of directors meeting are insufficient, and the written request to postpone the board of directors meeting or consideration of the relevant matters from 2 or more independent directors is not adopted;
- (IV) the board of directors fails to take effective measures upon receiving a report on the Company's suspected violations of laws and regulations;

**APPENDIX 4 TERMS OF REFERENCE OF INDEPENDENT DIRECTORS
(AFTER AMENDMENTS)**

- (V) the discharge of duties by independent directors involves matters requiring disclosure of information, and the Company fails to timely handle the disclosure matters; and
- (VI) other circumstances that seriously hinder independent directors from discharging their functions and duties.

Article 37 Independent directors shall submit a work report to the Company's annual general meeting. The work report shall include the following contents:

- (I) attendance at board of directors meetings and shareholders' meetings in the previous year, including reasons of and the number of times for not attending such meetings in person;
- (II) the situations of expressing opinions and participating in voting at the board of directors meetings, including the situations and reasons for abstention from voting or voting against the proposals;
- (III) the situations of participation in the meetings of specialised committees of the board of directors and the special meetings of independent directors;
- (IV) the exercise of special powers by independent directors as stipulated in the Measures for the Management of Independent Directors of Listed Companies;
- (V) significant matters, methods and results of communication with the internal audit institution and the accounting firm that undertakes the Company's audit regarding the financial and business conditions of the Company;
- (VI) communication and interaction with minority shareholders;
- (VII) time and contents of the on-site work at the Company;
- (VIII) investigations on the Company's production and operation, system development, implementation of resolutions of the board of directors meetings, etc., discussions with the Company's management, and on-site researches and investigations on the Company's major investments, production and project construction;
- (IX) work performed to protect the lawful rights and interests of public shareholders;
- (X) participation in training;
- (XI) other work performed in discharging the duties of independent directors in accordance with the relevant laws, administrative regulations, departmental rules, regulatory documents, self-regulatory rules and the Articles of Association; and
- (XII) self-examination conclusions on whether they still meet the independence requirements and whether there are any changes in the declarations and undertakings of the director candidates.

**APPENDIX 4 TERMS OF REFERENCE OF INDEPENDENT DIRECTORS
(AFTER AMENDMENTS)**

The annual work report of independent directors shall be disclosed no later than the time the Company issues a notice of annual general meeting.

Article 38 Independent directors shall prepare work records to record in detail the discharge of their duties. Information obtained during the discharge of duties, relevant meeting minutes and communication records with the personnel of the Company and intermediary institutions shall form part of the work records, which shall be signed and confirmed by themselves and submitted to the Company for archive together with the materials of the annual general meeting. For important contents in the work records, independent directors may request the secretary to the board of directors and other relevant personnel to sign for confirmation, and the listed company and relevant personnel shall cooperate. The work records of independent directors and any data and information provided to the independent directors by the Company shall be kept for at least 10 years.

Article 39 The Company shall improve the communication mechanism between the independent directors and minority shareholders. Independent directors may verify with the listed company in a timely manner regarding questions raised by investors.

Article 40 Independent directors shall continuously enhance their understanding of securities laws, regulations and rules, and constantly improve their ability to discharge duties.

Chapter 7 Rules of Works in Annual Report

Article 41 During the formulation and disclosure of the annual report of the Company, the independent directors shall discharge their duties and obligations as an independent director in a diligent and faithful manner.

Article 42 After the end of each financial year, the management of the Company shall comprehensively report the operation and progress of major matters of the Company in the previous year to the independent directors. Meanwhile, the Company may arrange for independent directors to conduct on-site inspections with respect to the relevant matters. The aforesaid matters shall be recorded in writing and necessary documents shall be signed by the parties involved.

Article 43 Independent directors shall pay close attention to the situation of maintaining the confidentiality of information during the course of annual report compilation. Independent directors shall strictly prevent the leakage of inside information, the occurrence of insider trading and other illegal activities.

Article 44 Independent directors shall express independent opinions on material matters such as connected transactions of the Company during the year in the annual report.

Article 45 After the completion of the annual audit, the independent directors of the Company shall convene a meeting with the auditor for such year, without the presence of management, to understand in detail the auditor's risk warnings and management recommendations to the Company and submit a management recommendation letter to the Company.

Chapter 8 Supplementary Provisions

Article 46 If there are matters not covered by the Terms of Reference or matters inconsistent with relevant laws, administrative regulations, departmental rules and the securities regulatory rules of the places where the Company's shares are listed and the Articles of Association, the relevant laws, administrative regulations, departmental rules and securities regulatory rules of the places where the Company's shares are listed and the Articles of Association shall prevail for the implementation.

Article 47 In the Terms of Reference, the terms "not less than" shall include the given figure; the terms "exceed" and "lower than" shall not include the given figure.

Article 48 The Terms of Reference and its amendments shall take effect from the date of consideration and approval by the shareholders' meeting.

Article 49 The Terms of Reference shall be interpreted by the board of directors of the Company.

Zijin Mining Group Co., Ltd.*
12 December 2025

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

Should there be any discrepancies, the Chinese version of this appendix shall prevail.

Zijin Mining Group Co., Ltd.*
Administrative Measures for Connected Transactions

Chapter 1 General Provisions

Article 1 To further enhance the management of connected transactions of Zijin Mining Group Co., Ltd.* (hereinafter referred to as the “Company”), clearly define management duties and the allocation thereof, safeguard the lawful rights and interests of the shareholders and creditors of the Company, and in particular, those of the minority investors of the Company, and to ensure that the connected transactions between the Company and the connected parties are in line with the principles of fairness, openness and impartiality, these measures (hereinafter referred to as the “Measures”) are formulated in accordance with the relevant provisions of the Companies Law of the People’s Republic of China (hereinafter referred to as the “Companies Law”), the Securities Law of the People’s Republic of China (hereinafter referred to as the “Securities Law”), the Rules Governing the Listing of Stocks on Shanghai Stock Exchange (hereinafter referred to as the “Shanghai Listing Rules”), Guidelines No. 1 of the Shanghai Stock Exchange for Self-regulation of Listed Companies — Standard Operation (hereinafter referred to as the “Guidelines No. 1 of the Shanghai Stock Exchange”), Guidelines No. 5 of the Shanghai Stock Exchange for Self-regulation of Listed Companies — Transactions and Connected Transactions (hereinafter referred to as the “Guidelines No. 5 of the Shanghai Stock Exchange”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Listing Rules”), the articles of association of the Company (hereinafter referred to as the “Articles of Association”), etc.

Article 2 The formation, amendment, termination and performance of connected transaction contracts shall form part of the corporate management of the Company, and shall be handled stringently pursuant to the relevant regulatory provisions and the Measures.

Article 3 The board office of the Company shall be responsible for formulating and enhancing the relevant management policies of connected transactions of the Company and regulating connected transaction management in accordance with the relevant regulations. It shall also be responsible for compiling the proposals in relation to connected transactions and tabling them to the board of directors meeting and the shareholders’ meeting for consideration, and discharging the information disclosure obligations.

Chapter 2 Connected Parties and Connected Transactions

Article 4 In the Measures, connected parties refer to the connected persons and/or connected parties as defined in the Shanghai Listing Rules, the Hong Kong Listing Rules and the relevant supervisory rules and regulations of the PRC and Hong Kong.

Article 5 In the Measures, connected transactions refer to the transfer of resources or obligations or other matters which may cause a transfer of resources or obligations by way of agreement as defined in the relevant provisions of the China Securities Regulatory Commission (hereinafter referred to as the “CSRC”), the Shanghai Stock Exchange (hereinafter referred to

as the “Shanghai Stock Exchange”) and the Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Stock Exchange”) between the Company, its subsidiaries and the entities controlled by them and the Company’s connected parties.

Chapter 3 Principles and Price Determination of Connected Transactions

Article 6 The connected transactions of the Company shall be conducted in accordance with the following basic principles:

- (I) the principle of compliance with laws and regulations;
- (II) the principle of good faith;
- (III) the principle of fairness, openness and impartiality;
- (IV) the principle of rigorous decision-making procedures; and
- (V) the principle of standardised information disclosure.

Article 7 The price of connected transactions of the Company refers to the transaction price of the goods, services, etc. in the connected transactions entered into between the Company and the connected parties. A written agreement which clearly sets out the pricing policy shall be entered into whenever the Company engages in connected transactions. In the course of execution of connected transactions, if there are any material changes in transaction price or other main clauses in the agreement, the Company shall re-fulfill relevant approval procedures based on the transaction amount after such changes.

Article 8 Price determination of the Company’s connected transactions:

Price determination of the Company’s connected transactions shall be fair, in the interests of the Company’s shareholders as a whole and shall be conducted with reference to the following principles:

- (I) if the government has set prices for the transaction matters, such prices may be directly adopted;
- (II) if the government has set guiding prices for the transaction matters, transaction prices may be determined reasonably within the range of the guiding prices of the government;
- (III) in addition to adopting prices or guiding prices set by the government, if there are market prices or pricing standards of comparable independent third parties for the transaction matters, such prices or pricing standard may be used as a priority reference for determining the transaction prices;

- (IV) if there are no market prices of comparable independent third parties for the connected transactions, transaction prices may be determined with reference to the non-connected transaction prices between the connected parties and third parties independent from the connected parties; and
- (V) if there are no market prices of independent third parties nor transaction prices of independent non-connected transactions for reference, prices may be determined by a reasonable price composition, which shall be reasonable costs and expenses plus reasonable profit.

Chapter 4 Consideration, Approval and Disclosure of Connected Transactions

Article 9 If the Company, its subsidiaries and other entities controlled by them propose to conduct a transaction with a connected party during the course of operation and management, relevant departments and divisions shall submit a written report to the board office to provide information on the connected transaction (including but not limited to background of the transaction, advantageous position of the counterparty, purpose and necessity of the transaction, impacts to the Company, quantity, price and price determination principles of the transaction, total amount, payment arrangements, etc.) in advance.

Article 10 After receiving the materials, the board office of the Company shall conduct a preliminary review on the proposed connected transaction together with the relevant departments. It shall perform calculation on the transaction amount and provide feedback opinion based on the approval authority for connected transactions set out in the Shanghai Listing Rules and the Hong Kong Listing Rules. The relevant departments or divisions proposing the connected transaction shall submit the matters relating to the connected transaction, together with the feedback opinion from the board office, to the appropriate level of authority of the Company for decision-making based on the approval authority set out in the relevant rules and policies of the Company.

Article 11 For a discloseable connected transaction, the relevant departments or divisions proposing the connected transaction shall prepare the relevant proposals under the guidance of the board office, and table them to the board of directors for consideration.

When a transaction between the Company and connected parties reaches the disclosure thresholds set out in the Shanghai Listing Rules and the Hong Kong Listing Rules, it shall be considered by the special meeting of independent directors. After obtaining the approval of more than half of all independent directors, it shall be tabled to the board of directors for consideration, and disclosure shall be made in a timely manner. Before making their judgements, the independent directors may engage lawyers, accountants, financial advisers and other intermediary institutions to provide relevant consultations or opinions pursuant to the relevant regulations as the bases of their judgements.

Article 12 Where the connected transaction exceeds the decision-making authority of the board of directors, the board of directors shall submit such connected transaction to the shareholders' meeting of the Company for consideration. Such connected transaction may only be implemented upon the approval by the shareholders' meeting. For a guarantee to be given by

the Company to its connected party, in addition to the consideration and approval of more than half of all non-connected directors, not less than two-thirds of the non-connected directors attending the board of directors meeting shall consider and approve the guarantee and form a resolution, which shall be tabled to the shareholders' meeting for consideration.

The relevant information disclosure procedures shall be performed in accordance with the provisions of the Shanghai Listing Rules and the Hong Kong Listing Rules.

Article 13 When the cumulative amount of connected transactions between the Company and different connected parties involving subjects of the same category or between the Company and the same connected party within a continuous 12-month period reaches the standards for submission to the board of directors meeting or the shareholders' meeting for consideration, the Company shall make decisions in accordance with the procedures set out in the Measures.

Article 14 The Company shall strictly control the approval authority for connected transactions, adhering to the more stringent disclosure and approval authority defined in the Shanghai Listing Rules and the Hong Kong Listing Rules.

Article 15 The board office of the Company shall comply with the relevant regulations of the Shanghai Listing Rules and the Hong Kong Listing Rules to compile announcement documents for connected transactions in a timely manner, and carry out the relevant work for information disclosure earnestly.

Chapter 5 Abstention and Decision-making Procedures for Connected Transactions

Article 16 The connected parties of the Company shall adopt the following necessary abstention measures as necessary when they enter into connected transaction agreements with the Company:

- (I) any individual may only enter into an agreement on behalf of one of the parties;
- (II) connected parties shall not interfere with the decisions of the Company by any means;
- (III) when the board of directors of the Company considers matters relating to a connected transaction, connected directors shall abstain from voting, shall not exercise their voting rights on such resolutions, nor shall they exercise voting rights on behalf of other directors on such resolutions. Their voting rights shall not be counted in the total number of voting rights. The board of directors meeting can be held by not less than half of the non-connected directors, and the resolutions of the board of directors meeting shall be passed by not less than half of the non-connected directors. If the number of non-connected directors attending the board of directors meeting is less than 3, the Company shall table the connected transaction to shareholders' meeting for consideration. The aforesaid "connected directors" has the same meanings with those in the Shanghai Listing Rules and the Hong Kong Listing Rules.

(IV) when a connected transaction is being considered at a shareholders' meeting, connected shareholders shall abstain from voting and shall not exercise the voting rights of other shareholders as a proxy. The number of shares with voting rights represented by them shall not be counted in the total number of valid votes. When the shareholders' meeting votes on resolutions relating to connected transactions, ordinary resolutions and special resolutions shall be distinguished and shall be passed by more than half and two-thirds of the votes held by non-connected shareholders attending the shareholders' meeting, respectively. The voting status of the non-connected shareholders shall be fully disclosed in the resolutions of the shareholders' meeting.

Article 17 The audit and supervision committee of the board of directors shall proactively discharge its duties and responsibilities in controlling the Company's connected transactions and exercising day-to-day supervision. The audit and supervision committee of the board of directors shall have the authority to decide to conduct audit of material connected transactions, and shall report any issues discovered during the audit to the board of directors.

Chapter 6 Supplementary Provisions

Article 18 If there are matters not covered by the Measures or matters inconsistent with relevant laws, administrative regulations, departmental rules, the securities regulatory rules of the places where the Company's shares are listed and the Articles of Association, the relevant laws, administrative regulations, departmental rules, securities regulatory rules of the places where the Company's shares are listed and the Articles of Association shall prevail for the implementation.

Article 19 The Measures and its amendments shall take effect from the date of consideration and approval by the shareholders' meeting.

Article 20 The Measures shall be interpreted by the board of directors of the Company.

Zijin Mining Group Co., Ltd.*
12 December 2025

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

Should there be any discrepancies, the Chinese version of this appendix shall prevail.

Zijin Mining Group Co., Ltd.*
Remuneration Management Policies for
Directors and Senior Management

Chapter 1 General Provisions

Article 1 In order to regulate the remuneration management of the directors and senior management of Zijin Mining Group Co., Ltd.* (hereinafter referred to as the “Company”), establish scientific and effective incentive and restraint mechanisms, improve the Company’s operational management level and promote stable operations and sustainable development of the Company, these Policies (hereinafter referred to as the “Policies”) are formulated in accordance with the relevant provisions of the Companies Law of the People’s Republic of China (hereinafter referred to as the “Companies Law”), the Securities Law of the People’s Republic of China (hereinafter referred to as the “Securities Law”), the Code of Corporate Governance of Listed Companies, securities regulatory rules of the places where the Company’s shares are listed, the articles of association of the Company (hereinafter referred to as the “Articles of Association”), etc.

Article 2 The Policies apply to the directors of the Company, including executive directors (including employee director), non-executive director and independent directors, and senior management.

Article 3 The remuneration management of the Company shall adhere to the following principles:

- (I) remunerations shall be aligned with the Company’s position in the international industry and the actual situation of Chinese mining enterprises;
- (II) remunerations shall be aligned with the Company’s operating results and returns to the shareholders;
- (III) remunerations shall be commensurate with individuals’ duties, contributions and performance;
- (IV) remunerations shall be linked to the Company’s market capitalisation and market performance;
- (V) remunerations shall be aligned with the overall remuneration system of the Company and the remunerations of other key management and technical talents of the Company; and
- (VI) remunerations shall be connected to the Company’s sustainable development and ESG indicators.

Chapter 2 Proposal for and Composition of Remunerations

Article 4 The nomination and remuneration committee shall be responsible for formulating the remuneration proposal for each term of directors and senior management in accordance with the requirements of the Policies. Among which, the remuneration proposal for directors shall take effect after being reviewed by the board of directors and subsequently approved by the shareholders' meeting. The remuneration proposal for senior management shall take effect after being considered and approved by the board of directors.

The factors that the nomination and remuneration committee shall consider in the formulation of the remuneration proposal include the levels of remunerations and benefits paid to directors and senior management by mining companies worldwide that have comparable profit scale, market capitalisation and industry rankings to the Company and other factors.

Article 5 The remunerations for executive directors and senior management of the Company shall consist of basic annual salary and performance-based remuneration:

(I) basic annual salary

The remuneration proposal shall specify the range of basic annual salary for executive directors and senior management, which shall be specifically determined in the appointment contract based on the differences in individual duties and responsibilities.

(II) performance-based remuneration

The assessment of performance-based remuneration shall focus on key indicators such as return on net assets and net profit of the Company. Among which, in principle, the proportion of performance-based remuneration to the total remunerations shall be no less than 50%. Performance-based remuneration includes immediate incentives and deferred incentives, the specific proportions of which shall be determined separately in the remuneration proposal.

Article 6 The Company's non-executive director and independent directors shall be subject to fixed allowance policy and duty subsidy policy:

(I) fixed allowances

The remuneration proposal shall specify the standard for fixed allowances for non-executive director and independent directors.

(II) duty subsidies

The remuneration proposal shall specify the standard for duty subsidies for non-executive director and independent directors. The aforesaid attendance includes, but is not limited to, participation in shareholders' meetings, board of directors meetings and

meetings of various specialised committees of the board of directors, special meetings of independent directors, on-site researches and investigations at the departments of the Company's headquarters or subsidiaries and other activities.

Chapter 3 Determination and Payment of Remunerations

Article 7 The basic annual salary for executive directors and senior management, as well as the fixed allowances and duty subsidies for non-executive director and independent directors, shall be paid on a monthly basis.

Article 8 After the end of each year, the nomination and remuneration committee shall formulate the total amount of performance-based remunerations for executive directors and senior management for such year based on the provisions of the remuneration proposal, taking into account the difficulty of achieving annual performance targets, ESG performance, safety and environmental protection, risk incidents, market capitalisation performance, fluctuations in the market prices of main mineral products, taxes and fees, effects of inflation on costs and other factors. After being considered and approved by the shareholders' meeting and the board of directors meeting and making reference to relevant opinions from the chairman of the board of directors and president, the specific amount of performance-based remunerations for each individual director and senior management shall be determined based on individual performance assessment results. Immediate incentives of performance-based remuneration shall be paid within 1 month after being considered and approved, while deferred incentives may be used to subscribe for share options, restricted shares and employee stock ownership schemes of the Company, or converted into virtual shares linked to the Company's market capitalisation performance for deferred realisation.

Chapter 4 Suspension and Clawback

Article 9 If the Company is found to have been involved in financial fraud, fund misappropriation by shareholders, non-compliant guarantees or other illegal or non-compliant activities, the Company shall reduce or suspend the payment of any unpaid performance-based remunerations to the responsible executive directors and senior management based on the severity of the situation, and fully or partially reclaim any performance-based remunerations that have already been paid for the period when the relevant activities occurred.

If there are errors in the Company's financial reports and retrospective restatements are necessary, the performance-based remunerations for the executive directors and senior management shall be reassessed in a timely manner, and any excess amounts shall be reclaimed accordingly.

Article 10 If any of the following circumstances arise concerning directors or senior management, the board of directors shall have the right to pass a resolution to reduce, suspend or terminate the remuneration payments to such persons:

- (I) being publicly censured or declared as inappropriate candidates by stock exchanges;

- (II) being imposed with administrative penalties by the securities regulatory authorities of the places where the Company's shares are listed due to material illegal or non-compliant acts;
- (III) bearing individual primary responsibility for causing material economic or reputational losses to the Company due to decision-making errors;
- (IV) other circumstances stipulated in the remuneration proposal for directors and senior management of the Company; and
- (V) other circumstances violating the relevant regulations of the Company and causing material negative impacts on the Company.

Chapter 5 Supplementary Provisions

Article 11 If there are matters not covered by the Policies or matters inconsistent with relevant laws, administrative regulations, departmental rules, the securities regulatory rules of the places where the Company's shares are listed and the Articles of Association, the relevant laws, administrative regulations, departmental rules, securities regulatory rules of the places where the Company's shares are listed and the Articles of Association shall prevail for the implementation.

Article 12 The Policies and its amendments shall take effect from the date of consideration and approval by the shareholders' meeting.

Article 13 The Policies shall be interpreted by the board of directors of the Company.

Zijin Mining Group Co., Ltd.*
12 December 2025

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

Should there be any discrepancies, the Chinese version of this appendix shall prevail.

Zijin Mining Group Co., Ltd.*
Remuneration and Assessment Proposal of
Directors and Senior Management of the Ninth Term

To all Shareholders,

In order to ascertain the remunerations of members of the Board and senior management (“Senior Management”) of the ninth term, fully motivate the enthusiasm and sense of responsibility of the Directors, Senior Management and core managerial and technical personnel of the Company pursuant to the Remuneration Management Policies for Directors and Senior Management, the Board has formulated the remuneration and assessment proposal of Directors and Senior Management of the ninth term, and hereby tabled it to the shareholders’ meeting for consideration:

I. COMPOSITION OF REMUNERATIONS

The remunerations of the executive Directors and Senior Management shall comprise basic annual salary and performance-based remuneration. Among which, performance-based remuneration is divided into immediate incentives and deferred incentives.

(I) Basic annual salary

According to the different duties and responsibilities undertaken by each individual, the basic monthly salary of executive Directors and Senior Management ranges from RMB150,000 to RMB250,000; with the specific amount to be determined in the appointment contract.

(II) Performance-based remuneration

The Company’s annual performance-based remuneration uses a 9% return on net assets based on consolidated financial statements as the benchmark indicator. The portion of net profit after tax exceeding the benchmark is accrued at a certain coefficient, and the distribution scope covers executive Directors, senior management and core managerial and technical personnel (including persons-in-charge of the departments of the Company’s headquarters, executive team of the Group’s subsidiaries, other important technical and managerial personnel, etc.).

1. Immediate incentives

Executive Directors of the Board and Senior Management of the ninth term consist of 14 persons in total.

Total amount of immediate incentives for executive Directors and Senior Management = (the Company’s net profit after tax for the current year – the Company’s net assets as at the end of the previous year × 9%) × 0.175% × assessment coefficient

APPENDIX 7 REMUNERATION AND ASSESSMENT PROPOSAL OF DIRECTORS AND SENIOR MANAGEMENT OF THE NINTH TERM

2. Deferred incentives

Total amount of deferred incentives for executive Directors, Senior Management and core managerial and technical personnel = (the Company's net profit after tax for the current year – the Company's net assets as at the end of the previous year × 9%) × (1%~2%) × assessment coefficient

Note 1: The Company's net profit after tax for the current year and net assets shall be calculated based on the net profit and net assets in the Group's audited consolidated financial statements.

Note 2: The assessment coefficient is 1 under usual situation. The Nomination and Remuneration Committee may make appropriate adjustments to the assessment coefficient based on comprehensive consideration of factors, including the difficulty of achieving annual performance targets, ESG performance, safety and environmental protection, risk events, market capitalisation performance, fluctuations in market prices of main mineral products, and the impact of taxes and inflation on costs.

Note 3: The accrual coefficient for deferred incentives shall be based on the Company's operating results and the number of core managerial and technical personnel participating in each year, the total amount shall be separately determined within a range of 1%–2%.

II. METHODS OF ALLOCATION AND REALISATION OF REMUNERATIONS

(I) Basic annual salary shall be paid on a monthly basis.

(II) Allocation, realisation and distribution of performance-based remuneration:

1. Immediate incentives

After the total amount of immediate incentives for executive Directors and Senior Management is considered based on the approval authority, the amount shall be determined by the Nomination and Remuneration Committee of the Board based on individual duty coefficient, performance situation and with reference to the opinions of the chairman of the Board and the president, and shall be distributed within 1 month upon consideration and approval.

2. Deferred incentives

After the total amount of deferred incentives is considered based on the approval authority and with reference to the opinions of the chairman of the Board and the president, the allocation plan for executive Directors and Senior Management shall be formulated by the Nomination and Remuneration Committee of the Board and submitted to the Board for consideration. The allocation plan for core managerial and technical personnel shall be formulated by the execution and investment committee of the Board and submitted to the Board for consideration.

APPENDIX 7 REMUNERATION AND ASSESSMENT PROPOSAL OF DIRECTORS AND SENIOR MANAGEMENT OF THE NINTH TERM

Deferred incentives shall be realised and distributed in the following manner:

- (1) If restricted shares, share options or employee stock ownership schemes (hereinafter collectively referred to as “equity incentives”) are implemented in the current year, subject to the permission of relevant regulatory rules, the deferred incentives may be used to subscribe for equity incentives, or subscribe for equity incentives on the condition of giving up the deferred incentives. The specific methods shall be implemented according to the equity incentive plan considered and approved at such time.
- (2) If no equity incentives are implemented in the current year, risk management shall be applied to the deferred incentives, which shall be realised on a deferred basis. The Company shall set up a specific account and convert the deferred incentives into virtual shares with reference to the Company’s average share price in December of the previous year. The payment shall be deferred for 3 years and shall be paid in a lump sum (if the value is lower than the original share conversion price, payment shall be made at the original deferred incentive amount). The specific realisation method shall be formulated by the Nomination and Remuneration Committee of the Board as authorised.

(III) Assessment bodies

1. The annual performance assessment proposals shall be proposed by the Nomination and Remuneration Committee and, upon consideration and approval by the Board, shall be implemented by the Nomination and Remuneration Committee.
2. The Company shall incorporate ESG indicators into performance assessment (the proportion of which shall not be lower than 20%). Key indicators and corresponding weights shall be set for matters such as environment, safety, social issues, governance, significant ESG events, ESG ratings and other matters, which shall be reflected in the assessment coefficients for collective and individual appraisals.

(IV) Shareholding increment scheme

On the premise of compliance with the applicable regulatory requirements, the Company encourages the Directors and Senior Management to increase their holdings of the Company’s Shares by means of, including but not limited to, purchase on the secondary market and subscription to employee stock ownership schemes. In particular, the Company encourages the chairman and president of the Company to hold the Company’s Shares and employee stock ownership scheme interests with a market value equivalent to 5–10 times their annual salary.

**III. ALLOWANCES AND SUBSIDIES FOR INDEPENDENT DIRECTORS AND
NON-EXECUTIVE DIRECTOR**

(I) Standards for allowances and subsidies

The Company's independent Directors and non-executive Director shall be subject to the fixed allowance policy and duty subsidy policy. The standards for allowances and subsidies shall be linked to job duties and discharge of duties.

1. Annual allowance for each independent Director and non-executive Director is RMB420,000 (RMB504,000 for the lead independent Director and independent Director who is a non-PRC resident), which shall be calculated and distributed on a monthly basis.
2. In addition to the abovementioned allowances, independent Directors and non-executive Director shall receive a daily duty subsidy of RMB2,400 (RMB3,000 for the lead independent Director and independent Director who is a non-PRC resident) for each day of attendance at the Company, which shall be calculated and distributed on a monthly basis.

(II) Requirements for discharge of duties

In addition to participation in the Company's shareholders' meetings, Board of Directors meetings, meetings of specialised committees of the Board of Directors and special meetings of independent Directors, the Company's independent Directors and non-executive Director shall investigate the Company's production and operation, establishment and execution of systems such as internal control management as well as ESG performance and the implementation of resolutions of the shareholders' meeting and the Board of Directors meeting according to the Company's actual circumstances on an annual basis, conduct work discussions with the Company's management, carry out on-site researches and investigations on the Company's major investments, production, project construction, etc.

The on-site working time of the Company's independent Directors and non-executive Director at the Company shall be not less than 15 days per year.

IV. OTHER MATTERS

- (I) Directors and Senior Management of the Company who concurrently serve as directors of subsidiaries may receive director allowances, but shall report and file with the Board, and such allowances shall be included in the assessment together with their annual salary income.
- (II) Full-time Directors and Senior Management are entitled to "five social insurances and two funds" and other welfare and benefits provided by the Company in accordance with national regulations.

**APPENDIX 7 REMUNERATION AND ASSESSMENT PROPOSAL OF DIRECTORS
AND SENIOR MANAGEMENT OF THE NINTH TERM**

- (III) All annual salaries and allowances mentioned in this proposal are tax-inclusive and shall be payable by the salaried personnel; individual income tax shall be withheld and paid by the Company on behalf of the personnel.
- (IV) This proposal shall be effective during the term of office of the ninth term of the Board. The outstanding remunerations of the Directors and Senior Management of the eighth term shall be implemented in accordance with the original remuneration proposal.
- (V) The Board proposes to the shareholders' meeting for an authorisation to the chairman of the Board or the president to enter into service contracts with each of the Directors and Senior Management according to the terms and conditions he thinks fit, and to deal with all other necessary and related matters, and to authorise the Nomination and Remuneration Committee to determine the relevant matters of remuneration assessment and management in accordance with this proposal.
- (VI) The implementation of this proposal is subject to the approval at the shareholders' meeting of the Company. The Board shall, in accordance with the Remuneration Management Policies for Directors and Senior Management and the requirements of this proposal, separately formulate detailed implementation rules. The implementation rules shall specify the suspension and clawback mechanisms of performance-based remuneration and the accountability procedures.

The abovementioned proposal was considered and approved at the eighteenth extraordinary meeting in 2025 of the eighth term of the Board, and is hereby tabled to the shareholders' meeting for the Shareholders' consideration.

Zijin Mining Group Co., Ltd.*
Board of Directors
12 December 2025

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

Should there be any discrepancies, the Chinese version of this appendix shall prevail.

Biographical details of the candidates for election as the Directors are set out as follows:

Brief biography of the Non-independent Director Candidates (including the employee Director)

Mr. Zou Laichang (鄒來昌), aged 57, was born in August 1968. He graduated from the Fujian Forestry College majoring in chemistry for forestry, and obtained an MBA degree from the Xiamen University. He is a professor-grade senior engineer and an expert entitled to special government allowance from the State Council. He joined the Company in March 1996. He served as the chief engineer of the Company from May 2003 to August 2006, a Director and senior vice-president of the Company from August 2006 to November 2009, a Director and standing vice-president of the Company from November 2009 to October 2013, a Director and vice-president of the Company from October 2013 to December 2019, and a Director and the president of the Company from December 2019 to December 2022. He has been serving as the vice-chairman and president of the Company since December 2022.

Mr. Lin Hongfu (林泓富), aged 51, was born in April 1974. He obtained an executive master of business administration (EMBA) degree from the Tsinghua University. He is a senior engineer. He joined the Company in August 1997 and held the positions of plant manager of gold refinery plant, deputy chief of the Zijinshan Gold Mine, general manager and chairman of Bayannur Zijin Non-ferrous Metals Co., Ltd., etc. He served as a vice-president of the Company from August 2006 to October 2013, a Director and vice-president of the Company from October 2013 to December 2019. He has been serving as a Director and standing vice-president of the Company since December 2019. He concurrently served as the chairman of Fujian Longking Co., Ltd. (stock code at the Shanghai Stock Exchange: 600388), a subsidiary of the Company, from June 2022 to October 2025. He has been concurrently serving as a non-executive director and the chairman of Zijin Gold International Company Limited (stock code at the Hong Kong Stock Exchange: 02259), a subsidiary of the Company, since May 2025.

Mr. Xie Xionghui (謝雄輝), aged 51, was born in October 1974. He graduated from the Huainan Industrial Institute majoring in geology and mineral prospecting. He is a senior engineer and has the qualifications of lawyer, certified safety engineer, registered consulting engineer (investment), grade-one constructor, etc. He joined the Company in 2001, and has successively served as a geological technician, the secretary to the chairman of the Board of Directors, deputy director of the Board Office and concurrently the legal advisor, the deputy general manager of Hunchun Zijin Mining Co., Ltd., general manager (concurrent) of Inner Mongolia Bulongtu Phosphorite Mining Co., Ltd., general manager of Chongli Zijin Mining Co., Ltd., standing deputy general manager of Heilongjiang Zijin Longxing Mining Co., Ltd., chairman (concurrent) of Russia Longxing Co., Ltd., general manager of Zijin Mining Group Northwest Co., Ltd., chairman of Zijin Mining Group Southern Co., Ltd. and general manager of the Mines Operation Department of the Company. He served as a vice-president of the Company from December 2016 to December 2019. He has been serving as an executive Director and a vice-president of the Company since December 2019. He concurrently serves as the chairman of Fujian Longking Co., Ltd. (stock code at the Shanghai Stock Exchange: 600388), a subsidiary of the Company, since November 2025.

Mr. Wu Jianhui (吳健輝), aged 51, was born in November 1974. He graduated from the Southern Institute of Metallurgy majoring in mineral processing engineering. He also obtained a master's degree in geological engineering from the China University of Geosciences, and a master's degree in business administration from the University of International Business and Economics. He is a professor-grade senior engineer. He joined the Company in August 1997, and successively served as the deputy plant manager of the Zijinshan Gold Mine processing plant, deputy plant manager of the Zijinshan Copper Mine pilot plant, assistant to the chief commander of construction commanding office of the Zijinshan Copper Mine, deputy general manager and general manager of Bayannur Zijin Non-ferrous Metals Co., Ltd., general manager of Zijin Copper Co., Ltd., standing deputy general manager and general manager of the Smelting, Refining and Fabricating Department of the Company, general manager of Tibet Julong Copper Co., Ltd. and Tibet Zijin Mining Co., Ltd. He served as a vice-president of the Company from May 2022 to December 2022. He has been serving as a Director and vice-president of the Company since December 2022, and concurrently the chief engineer of the Company since March 2025. He has been concurrently serving as the chairman of Zangge Mining Co., Ltd. (stock code at the Shenzhen Stock Exchange: 000408), a subsidiary of the Company, since May 2025.

Mr. Shen Shaoyang (沈紹陽), aged 56, was born in July 1969. He graduated from the Xiamen University majoring in international trading. He obtained an MBA from the National University of Singapore and a Master of Management & Professional Accounting from the University of Toronto. He is a chartered professional accountant of Canada. He previously served as the manager of a subsidiary of Xiamen Special Economic Zone Trade Co., Ltd., general manager of Xiamen Far East International Trading Corporation, senior analyst of Grant Thornton LLP in Canada, vice-president and chief operating officer of Silvercorp Metals Inc., a mining company in Canada. He joined the Company in May 2014 and served as the general manager of the Company's Overseas Operations Department. He served as the managing director of Barrick (Niugini) Limited, a joint operation of the Company, from November 2015 to December 2019. He has been serving as a vice-president of the Company since December 2019.

In the past 3 years, Mr. Shen Shaoyang once served as a non-executive director of Xanadu Mines Ltd (former stock code at the Australian Securities Exchange and the Toronto Stock Exchange: XAM, delisted).

Mr. Zheng Youcheng (鄭友誠), aged 57, was born in August 1968. He graduated from the Fuzhou University majoring in geology and mineral prospecting, and obtained a master's degree in public administration from the Xiamen University. He had worked in media and government agencies since 1990. He joined the Company in August 2005. He held several positions including the deputy general manager and general manager of Bayannur Zijin Non-ferrous Metals Co., Ltd., deputy general manager of Zijin Copper Co., Ltd., general manager of Jinshan Gold Metallurgy Co., Ltd., director of the Company's Party Affairs and Corporate Culture Department, assistant to the chairman of the Board of Directors and director of the Board Office (concurrent) of the Company. He has been serving as the secretary to the Board of Directors of the Company since December 2019.

Mr. Wu Honghui (吳紅輝), aged 49, was born in August 1976. He has obtained an MBA degree. He is a certified public accountant, tax agent and senior certified public accountant. He joined the Company in August 2007. He successively served as the deputy manager and manager of the Treasury and Finance Department, assistant to general manager and financial controller of Bayannur Zijin Non-ferrous Metals Co., Ltd., and general manager of the Treasury and Finance Department of the Company. He has been serving as the chief financial officer of the Company since December 2019.

Mr. Li Jian (李建), aged 49, was born in June 1976. He obtained a bachelor's degree in finance. He was a deputy to the fifth and sixth People's Congress of Longyan City, and a member of the thirteenth Fujian Provincial Committee of the Chinese People's Political Consultative Conference. He currently serves as the chairman and general manager of Minxi Xinghang State-owned Assets Investment Company Limited (a Substantial Shareholder of the Company), and concurrently the Director of the Company since October 2013. He is also the chairman of Shanghang County Xingcheng Guarantee Co., Ltd. and a director of Fujian Shanghang Rural Commercial Bank Co., Ltd.

Save as disclosed in this circular, as at the Latest Practicable Date, the Non-independent Director Candidates have not held any directorship in other public companies listed on any securities markets in the PRC, Hong Kong or overseas in the last three years, do not hold any other positions with the Group and are not related to any Directors, Supervisors, senior management, Substantial Shareholders or Controlling Shareholder of the Company.

INTERESTS AND SHORT POSITIONS OF THE NON-INDEPENDENT DIRECTOR CANDIDATES IN THE ISSUED SHARES OF THE COMPANY

As at the Latest Practicable Date, shareholdings in the Company held by the Non-independent Director Candidates are as follows:

Non-independent Director Candidates	Class of Shares	Capacity	Long position/ Short position	Number of Shares	Number of underlying Shares	Approximate percentage of shareholding in the same class of Shares	Approximate percentage of shareholding in the total number of issued Shares
Zou Laichang	A Share	Beneficial owner	Long position	2,723,050	6,825,000	0.03%	0.03%
Lin Hongfu	A Share	Beneficial owner	Long position	1,728,938	3,950,000	0.02%	0.01%
Xie Xionghui	A Share	Beneficial owner	Long position	905,571	3,950,000	0.02%	0.01%
Wu Jianhui	A Share	Beneficial owner	Long position	510,000	3,950,000	0.02%	0.01%
Shen Shaoyang	A Share	Beneficial owner	Long position	751,000	3,550,000	0.02%	0.01%
Zheng Youcheng	A Share	Beneficial owner	Long position	1,070,000	3,550,000	0.02%	0.01%
Wu Honghui	A Share	Beneficial owner	Long position	1,032,714	3,690,000	0.02%	0.01%

Save as disclosed above, as at the Latest Practicable Date, none of the Non-independent Director Candidates had an interest or short position in the Shares of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

The Non-independent Director Candidates, once elected as the Directors, will enter into new service contracts and/or appointment letters with the Company for a term of three years commencing on the date of the EGM and expiring on 30 December 2028. The remunerations of the non-independent Directors of the ninth term will be determined by the Board in accordance with the remuneration and assessment proposal of Directors and senior management of the ninth term which is subject to consideration and approval at the EGM, and the terms and conditions of the said service contracts and/or appointment letters having regard to their duties and responsibilities with the Company, the Company's remuneration policy, and the Company's results assessment. The remunerations of the newly elected executive Directors and non-executive Director will be announced separately.

Brief biography of the Independent Non-executive Director Candidates

Ms. Wu Xiaomin (吳小敏), aged 70, was born in January 1955. She graduated from the Shandong University in 1982 with a bachelor of arts. She is a translator and a senior economist. From 1982 to 2018, she served as a staff member, the department manager, deputy general manager, standing deputy general manager, general manager, deputy secretary and secretary to the Party Committee and chairman of Xiamen C&D Group Co., Ltd. She previously served as a deputy to the twelfth People's Congress of Fujian Province, a member of the eighth Fujian Provincial Committee of the Chinese People's Political Consultative Conference and a deputy to the fourteenth People's Congress of Xiamen City. She was awarded the May 1st Labour Medal of Fujian Province, and received the titles of National Model Worker, National Advanced Female Individual, National Outstanding Entrepreneur, one of the Fortune 50 Most Influential Business Leaders in China and 25 Most Influential Businesswomen in China. She has extensive experience in management of large-scale state-owned enterprises. She has been serving as an independent non-executive Director of the Company since December 2022.

Mr. Bo Shao Chuan (薄少川), aged 60, was born in October 1965. He is a Canadian citizen. He obtained a master's degree and is a senior engineer. He has more than 30 years of investment and practical experience in the mining, oil and gas industries. He previously worked at PetroChina and joined the Ivanhoe Capital Corporation in 1996, at which he successively held management positions in Ivanhoe Mines (Canada), Ivanhoe Energy, Jinshan Gold Mines and other joint ventures/cooperative companies of Ivanhoe Capital Corporation. He also served as the general manager for business development of Ivanhoe Capital Corporation. He previously served as a director and senior executive of several mining companies in Canada, Australia and Brazil, as well as a consultant of a number of mining, oil and gas companies at home and abroad. Mr. Bo is a member of the academic committee of the Minmetals Economic Research Institute (Minmetals Industrial Finance Research Institute). He is the author of *Ins and Outs International Mining*. Mr. Bo currently serves as an independent non-executive director of Lingbao Gold Group Company Ltd. (stock code at the Hong Kong Stock Exchange: 03330). Mr. Bo has been serving as an independent non-executive Director of the Company since December 2020.

In the past 3 years, Mr. Bo Shao Chuan once served as an independent director of Sinomine Resource Group Co., Ltd. (stock code at the Shenzhen Stock Exchange: 002738).

Mr. Lin Shoukang (林壽康), aged 62, was born in August 1963. He is a citizen of Hong Kong, China. He obtained a bachelor's degree in mathematics from the Xiamen University, and master's and doctoral degrees in economics from the Brown University in the United States. He previously held a teaching position at the York University in Canada. He has extensive experience in financial industry management and practical experience in capital markets. He has successively served as an economist at the International Monetary Fund, a senior manager of the Monetary Operations Division in the Hong Kong Monetary Authority and the chief of Greater China economic research in DMG & Partners Securities Pte Ltd. In 1999, he joined the China Construction Bank, participated in the establishment of China Cinda Asset Management Co., Ltd. and served as the deputy director of its Overseas Department. Mr. Lin joined China International Capital Corporation Limited in 2000, and held several positions including the head of the Capital Markets Department, head of investment management business (concurrently the chairman of CICC Fund Management Company Limited), managing director, member of the management committee, chief operating officer and acting president. Mr. Lin currently serves as the licensed representative of Octo Rivers Asset Management (HK) Limited and an independent non-executive director of Jenscare Scientific Co., Ltd. (stock code at the Hong Kong Stock Exchange: 09877).

Ms. Qu Xiaohui (曲曉輝), aged 71, was born in November 1954. She is China's first female PhD in economics (accounting), an honorary retired professor of accounting and a doctoral advisor at the Xiamen University, and an expert entitled to special government allowance from the State Council. She has extensive experience in accounting research, financial management and corporate governance. Ms. Qu is the promoter of accreditation of master of professional accounting (MPAcc) in China, the drafting person of accreditation of doctor of professional accounting (DPAcc) in China, the founding editor-in-chief of the Contemporary Accounting Review and a Fulbright Research Scholar of the United States. She previously served as a consulting expert for the Accounting Standards Committee of the Ministry of Finance, a member of the Social Sciences Committee of the Ministry of Education, a vice-dean of the Graduate School of the Xiamen University, a director of the Center for Accounting Studies of the Xiamen University (a key research base in Humanities and Social Sciences of the Ministry of Education), the dean of the Institute for Financial & Accounting Studies of the Xiamen University (an innovation base for philosophy and social science in China) and other positions. She has received 16 national and provincial scientific research awards, Ge Jiashu Award, ACCA Accounting Excellence Award, National Advanced Female Employee, Outstanding Expert of Fujian Province and other honorary titles. Ms. Qu currently serves as the director of the Academic Committee of the Center for Accounting Studies of the Xiamen University, an expert in the Academic Assessment Panel of the National Social Science Fund of China, vice-chairwoman of the Cost Research Society of China and an independent director of Taikang Pension & Insurance Co., Ltd.

In the past 3 years, Ms. Qu Xiaohui once served as an independent non-executive director of PICC Property and Casualty Company Limited (stock code at the Hong Kong Stock Exchange: 02328) and an independent director of Qingdao Doublestar Co., Ltd. (stock code at the Shenzhen Stock Exchange: 000599).

Mr. Hong Bo (洪波), aged 66, was born in November 1959. He obtained a bachelor of laws from the China University of Political Science and Law and a master of world economics from the Xiamen University. He has the qualifications of practising lawyer and the senior professional title of first-class lawyer. Mr. Hong has been engaged in legal practice and legal profession management for a long time. He successively served as a deputy to the 13th National People's Congress, a vice-president of the All China Lawyers Association, the president of the Fujian Province Lawyers Association, a special supervisor of the Supreme People's Court, a special supervisor of the Supreme People's Procuratorate, a supervisor of Party conduct, government conduct and police conduct of the Ministry of Public Security, a supervisor of the Fujian Provincial High People's Court, a special supervisor of the Fujian Provincial Public Security Department and other positions. He has also, in succession, served as an independent director of several listed companies, including Contemporary Amperex Technology Co., Limited, Fujian Dongbai (Group) Co., Ltd., Fujian Star-Net Communication Co., Ltd., Ruijie Networks Co., Ltd., Zhongmin Energy Co., Ltd. and Fujian Snowman Group Co., Ltd. Mr. Hong currently serves as the chief partner of Fujian New-Stone Law Firm, and concurrently a legislative expert consultant for the Standing Committee of the Fujian Provincial People's Congress, a consultant for the Fuzhou Municipal People's Government, an arbitrator of the China International Economic and Trade Arbitration Commission, a member of the Fuzhou Arbitration Commission, an arbitrator of the Xiamen Arbitration Commission and other positions.

In the past 3 years, Mr. Hong Bo once served as an independent director of Contemporary Amperex Technology Co., Limited (stock code at the Shenzhen Stock Exchange: 300750, stock code at the Hong Kong Stock Exchange: 03750) and Ruijie Networks Co., Ltd. (stock code at the Shenzhen Stock Exchange: 301165).

Mr. Wang Anjian (王安建), aged 72, was born in April 1953. He is a doctor of science, a professor and the chief scientist for global mineral resources strategy research of the Chinese Academy of Geological Sciences. He has been engaging in research in regional metallogeny, resource industry economics and global mineral resources strategy research for a long time. He previously served as the director of the Mineralisation Prospecting Division and the Research Center for Strategy of Global Mineral Resources at the Chinese Academy of Geological Sciences, successively leading and managing over 40 projects, including 973 Program of China, scientific and technological breakthrough projects of the Ministry of Science and Technology, science and technology supporting scheme (topic), significant projects of the National Natural Science Foundation of China, the National Development and Reform Commission, the National Strategic Reserves Administration, the National People's Congress, the Ministry of Environmental Protection, the Chinese Academy of Engineering, national land surveys, etc. He led the national survey of China's mineral resources (2007–2012) and the new round of evaluation on the mineral resources security level (2013–2017). He has published 4 monographs and more than 220 papers in domestic and international academic journals. He led the publication of 114 series and thematic strategic research reports, obtained 3 national invention patents and won 8 national land resources science and technology awards. Mr. Wang currently serves as an independent non-executive director of China Hanking Holdings Limited (stock code at the Hong Kong Stock Exchange: 03788).

In the past 3 years, Mr. Wang Anjian once served as an independent director of Chongyi Zhangyuan Tungsten Co., Ltd. (stock code at the Shenzhen Stock Exchange: 002378).

Save as disclosed above, as at the Latest Practicable Date, the Independent Non-executive Director Candidates have not held any directorship in other public companies listed on any securities markets in the PRC, Hong Kong or overseas in the last three years, do not hold any other positions with the Group and are not related to any Directors, Supervisors, senior management, Substantial Shareholders or Controlling Shareholder of the Company. As at the Latest Practicable Date, none of the Independent Non-executive Director Candidates had any interest or short position in the Shares of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Each of the Independent Non-executive Director Candidates confirmed that (i) he/she met each of the independence criteria as set out in Rules 3.13(1) to (8) of the Listing Rules; and (ii) that there are no other factors that may affect his/her independence at the time of his/her appointment.

When the Nomination and Remuneration Committee nominated the Independent Non-executive Director Candidates, it has obtained information of the nominees, such as their employment history, educational background and work experience, and at the same time considered the potential contribution of the Independent Non-executive Director Candidates to the Company during the performance of their duties (including the time to be devoted, practical skills, knowledge base, work experience, whether they meet the requirements of prevailing Board diversity policy, etc.).

The Nomination and Remuneration Committee is satisfied with the independence of each Independent Non-executive Director Candidate in accordance with, among other things, the factors set out in Rule 3.13 of the Listing Rules and their confirmations of independence.

The Nomination and Remuneration Committee has reviewed and taken into consideration of the cultural and educational background, professional experience, etc. of the Independent Non-executive Director Candidates. Having regard to the relevant requirements of the Listing Rules and considered that they can bring to the Board the perspectives, skills and experience of their respective professional areas and contribute to the diversity of the Board, the Nomination and Remuneration Committee believes they are suitable candidates as the Directors.

The Independent Non-executive Director Candidates, once elected as the Directors, will enter into new service contracts and/or appointment letters with the Company for a term of three years commencing on the date of the EGM and expiring on 30 December 2028. The remunerations of the independent non-executive Directors of the ninth term will be determined by the Board in accordance with the remuneration and assessment proposal of Directors and senior management of the ninth term which is subject to consideration and approval at the EGM, and the terms and conditions of the said service contracts and/or appointment letters having regard to their duties and responsibilities with the Company, the Company's remuneration policy, etc. The remunerations of the newly elected independent non-executive Directors will be announced separately.

POSITIONS HELD BY THE CANDIDATES FOR ELECTION AS THE DIRECTORS IN
THE SUBSIDIARIES OF THE GROUP AS AT THE LATEST PRACTICABLE DATE

Name	Company name	Position
Mr. Zou Laichang	FZU Zijin Hydrogen Power Technology Co., Ltd.	Director
Mr. Lin Hongfu	Zijin International Holdings Co., Ltd. Zijin Gold International Company Limited	Chairman Chairman and non-executive director
Mr. Xie Xionghui	Zijin Lithium (Hainan) Co., Ltd. Fujian Longking Co., Ltd.	Chairman Chairman
Mr. Wu Jianhui	Zijin (Xiamen) Engineering Co., Ltd. Xiamen Zijin Mining and Metallurgy Technology Co., Ltd. Xiamen Zijin Renewable Energy and Advanced Materials Technology Co., Ltd. Zijin Mining Renewable Energy and Advanced Materials (Changsha) Co., Ltd. Tibet Zijin Mining Co., Ltd. Tibet Julong Copper Co., Ltd. Zijin Zhixin Zhikong (Xiamen) Technology Co., Ltd. Tibet Zijin Lithium Co., Ltd. Zangge Mining Co., Ltd.	Chairman Chairman Chairman Chairman Chairman Chairman Chairman Chairman Chairman Chairman
Mr. Shen Shaoyang	Zijin International Holdings Co., Ltd. Gold Mountains (H.K.) International Mining Company Limited Zijin (Africa) International Mining Company Limited Golden Spring (H.K.) International Mining Company Limited Golden Star Mining (BVI) Limited Gold Mountains Asset Management Limited Best Ground Group Limited China Gold Development Group (H.K.) Limited Zijin (America) Gold Mining Company Limited Zijin (Europe) International Mining Company Limited Gold Mountains Vision Investment Management Ltd. Continental Gold Inc. Continental Gold Limited Zijin Gold Technology (Hainan) Co., Ltd.	Director Director Director Chairman Director Director Director Director Director Director Director Director Director Director Director Director Director Director Director Director

Name	Company name	Position
Mr. Wu Honghui	Zijin Mining Group Finance Co., Ltd.	Chairman
	Tibet Zijin Mining Co., Ltd.	Director
	Zijin (Singapore) International Capital Pte. Ltd.	Chairman

Save as disclosed above, as at the Latest Practicable Date, none of the Directors, Supervisors and chief executive of the Company or their Associates have any interest or short position in the Shares, underlying Shares or debentures of the Company or its associated corporations (as defined in the SFO) which were required to be notified to the Company and the Hong Kong Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO, required to be recorded in the register pursuant to section 352 of the SFO, or as otherwise notified to the Company and the Hong Kong Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers. None of the Directors, Supervisors and chief executive of the Company or their spouse or children under the age of 18 is holding any option to subscribe the Shares, underlying Shares or debentures of the Company, or has exercised any such option.

Except for the matters in relation to the administrative penalty for the “7.3 Incident” in 2010 from the CSRC as set out in appendix 2 to the circular dated 12 December 2022 of the Company and save as disclosed above, the Board, to the best of its knowledge, is not aware of any other matters in relation to the Non-independent Director Candidates and Independent Non-executive Director Candidates that need to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor are there any other matters which need to be brought to the attention of the Shareholders.

Should there be any discrepancies, the Chinese version of this appendix shall prevail.

NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING IN 2025

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(a joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock code: 2899)

Notice of the Second Extraordinary General Meeting in 2025

NOTICE IS HEREBY GIVEN THAT the second extraordinary general meeting in 2025 (the “EGM”) of Zijin Mining Group Co., Ltd.* (the “Company”) will be held at 9 a.m. on Wednesday, 31 December 2025, 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 RESOLUTION

1. To consider and approve the proposal in relation to the amendments to the Articles of Association of the Company;

ORDINARY RESOLUTIONS

2. To consider and approve the proposal in relation to the amendments to the Rules Governing the Procedures of Shareholders’ Meetings;
3. To consider and approve the proposal in relation to the amendments to the Rules Governing the Procedures of Board of Directors Meetings;
4. To consider and approve the proposal in relation to the amendments to the Terms of Reference of Independent Directors;
5. To consider and approve the proposal in relation to the amendments to the Administrative Measures for Connected Transactions;
6. To consider and approve the proposal in relation to the formulation of the Remuneration Management Policies for Directors and Senior Management;
7. To consider and approve the remuneration and assessment proposal of Directors and senior management of the ninth term;

NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING IN 2025

8. To consider and approve the proposal in relation to the appointment of Mr. Chen Jinghe as the lifetime honorary chairman of the Company;
9. To consider and approve the proposal in relation to the election of non-independent Directors of the ninth term of the Board of Directors of the Company (by way of cumulative voting); and
10. To consider and approve the proposal in relation to the election of independent Directors of the ninth term of the Board of Directors of the Company (by way of cumulative voting).

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

12 December 2025, Fujian, the PRC

Notes:

- (A) The Company's register of H Share members will be closed from 23 December 2025 (Tuesday) to 31 December 2025 (Wednesday) (both days inclusive), during such period no transfer of H Shares will be registered. Holders of H Shares whose names appear on the register of H Share members on 31 December 2025 (Wednesday, being the record date) will be entitled to attend and vote at the EGM to be convened on 31 December 2025 (Wednesday) 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 transfer documents 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 2025 (Monday).

The address of the Registrar of H Shares of the Company 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 for the EGM 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 29 December 2025 (Monday).

Details of the office of the Secretariat of the Board of Directors of the Company 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)592–2933058

NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING IN 2025

- (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 shareholder) 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/her 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 EGM (i.e., no later than 9 a.m. on 30 December 2025 (Tuesday), 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 present his/her identification document and the authorisation instrument with the date of issue and duly signed by the appointer or its legal representative, and in the case of legal representative of legal person shareholders, such legal representative must present his/her own identification document and valid document to prove his/her 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 present his/her own identification document and the authorisation instrument bearing the company seal 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 EGM if he/she so wishes.
- (H) The EGM is expected to last for half a day, and shareholders attending the EGM will be responsible for their own travelling and accommodation expenses.

EXPECTED TIMETABLE

(Note)

Latest time for lodging documents on transfer of shares	4:30 p.m. on 22 December 2025 (Monday)
Book closure period (both days inclusive)	23 December 2025 (Tuesday) to 31 December 2025 (Wednesday)
Record date	31 December 2025 (Wednesday)
EGM.	31 December 2025 (Wednesday)
Announcement on results of the EGM	31 December 2025 (Wednesday)
Register of members re-opens	2 January 2026 (Friday)

Note: All times refer to Hong Kong local times

NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING IN 2025

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, 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 discrepancies, the Chinese version of this notice shall prevail.