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**Zijin Mining Group Co., Ltd.\***

**紫金礦業集團股份有限公司**

*(a joint stock limited company incorporated in the People's Republic of China with limited liability)*

**(Stock code: 2899)**

**Resolutions Passed at the 2023 Annual General Meeting, the First A Shareholders' Class Meeting in 2024 and the First H Shareholders' Class Meeting in 2024**

The Board is pleased to announce that all the resolutions proposed to be approved at the 2023 Annual General Meeting, the First A Shareholders' Class Meeting in 2024 and the First H Shareholders' Class Meeting in 2024 were duly approved by the Shareholders attending the 2023 Annual General Meeting, the First A Shareholders' Class Meeting in 2024 and the First H Shareholders' Class Meeting in 2024, respectively.

References are made to the circular (the "Circular"), the notice of 2023 annual general meeting and the notice of the first H shareholders' class meeting in 2024 of Zijin Mining Group Co., Ltd.\* (the "Company") dated 16 April 2024, respectively. Unless otherwise stated, capitalised terms used in this announcement shall have the same meanings as defined in the Circular.

At the 2023 annual general meeting (the "AGM"), the first A Shareholders' class meeting in 2024 (the "A Shareholders' Class Meeting") and the first H Shareholders' class meeting in 2024 (the "H Shareholders' Class Meeting") of the Company held at 9 a.m., 10 a.m. and 10:30 a.m. on Friday, 17 May 2024, respectively, at the conference room at 21/F., Zijin Headquarters, No. 1 Zijin Road, Shanghang County, Fujian Province, the People's Republic of China (the "PRC"), the following proposed resolutions were voted by poll in accordance with the Company's articles of association (the "Articles of Association") and were duly approved by the Company's shareholders (the "Shareholders") attending the AGM, the A Shareholders' Class Meeting and the H Shareholders' Class Meeting. The board of directors of the Company (the "Board") is pleased to announce the poll results of the resolutions in the respective meetings as follows:

## AGM

Resolutions		Number of valid votes For (% of total number of valid votes cast)	Number of valid votes Against (% of total number of valid votes cast)	Number of valid votes Abstain (% of total number of valid votes cast)	Total number of valid votes
1.	Ordinary Resolution: “To consider and approve the Report of the Board of Directors of the Company for 2023” was approved;	15,589,135,036 (99.843421%)	831,100 (0.005323%)	23,616,522 (0.151256%)	15,613,582,658 (100%)
2.	Ordinary Resolution: “To consider and approve the Report of the Independent Directors of the Company for 2023” was approved;	15,589,135,036 (99.843421%)	831,100 (0.005323%)	23,616,522 (0.151256%)	15,613,582,658 (100%)
3.	Ordinary Resolution: “To consider and approve the Report of the Supervisory Committee of the Company for 2023” was approved;	15,589,130,936 (99.843395%)	835,200 (0.005349%)	23,616,522 (0.151256%)	15,613,582,658 (100%)
4.	Ordinary Resolution: “To consider and approve the Company’s 2023 annual report and its summary” was approved;	15,614,311,771 (99.926102%)	223,100 (0.001428%)	11,324,111 (0.072470%)	15,625,858,982 (100%)
5.	Ordinary Resolution: “To consider and approve the Company’s financial report for the year ended 31 December 2023” was approved;	15,604,789,671 (99.865164%)	9,745,200 (0.062366%)	11,324,111 (0.072470%)	15,625,858,982 (100%)
6.	Special Resolution: “To consider and approve the proposal in relation to the formulation of the Profit Distribution and Return Plan for the Next Three Years (Year 2023 - 2025) of the Company” was approved;	15,608,982,253 (99.891995%)	216,000 (0.001382%)	16,660,729 (0.106623%)	15,625,858,982 (100%)

<b>Resolutions</b>		<b>Number of valid votes For (% of total number of valid votes cast)</b>	<b>Number of valid votes Against (% of total number of valid votes cast)</b>	<b>Number of valid votes Abstain (% of total number of valid votes cast)</b>	<b>Total number of valid votes</b>
7.	Ordinary Resolution: “To consider and approve the profit distribution proposal of the Company for the year ended 31 December 2023” was approved;	15,616,915,871 (99.942767%)	266,300 (0.001704%)	8,676,811 (0.055529%)	15,625,858,982 (100%)
8.	Ordinary Resolution: “To consider and approve the proposal to the shareholders’ general meeting in relation to the authorisation to the Board of Directors to formulate the profit distribution proposal for the six months ending 30 June 2024” was approved;	15,616,966,171 (99.943089%)	216,000 (0.001382%)	8,676,811 (0.055529%)	15,625,858,982 (100%)
9.	Ordinary Resolution: “To consider and approve the calculation and distribution proposal for the remuneration of the Executive Directors and Chairman of the Supervisory Committee for the year ended 31 December 2023” was approved;	15,545,115,164 (99.939077%)	732,348 (0.004709%)	8,743,911 (0.056214%)	15,554,591,423 (100%)
10.	Ordinary Resolution: “To consider and approve the proposal in relation to reappointment of auditor for the year ending 31 December 2024” was approved;	15,492,899,747 (99.149108%)	124,243,024 (0.795111%)	8,716,211 (0.055781%)	15,625,858,982 (100%)
11.	Ordinary Resolution: “To consider and approve the proposal in relation to the arrangement of guarantees for the year ending 31 December 2024” was approved;	14,120,147,065 (90.363973%)	1,488,441,185 (9.525500%)	17,270,732 (0.110527%)	15,625,858,982 (100%)

<b>Resolutions</b>		<b>Number of valid votes For (% of total number of valid votes cast)</b>	<b>Number of valid votes Against (% of total number of valid votes cast)</b>	<b>Number of valid votes Abstain (% of total number of valid votes cast)</b>	<b>Total number of valid votes</b>
12.	Ordinary Resolution: “To consider and approve the proposal in relation to development of futures and derivative trading businesses of subsidiaries” was approved;	15,549,622,735 (99.512115%)	67,522,636 (0.432121%)	8,713,611 (0.055764%)	15,625,858,982 (100%)
13.	Ordinary Resolution: “To consider and approve the Report on the Use of Proceeds Previously Raised of the Company” was approved;	15,616,949,271 (99.942981%)	216,100 (0.001383%)	8,693,611 (0.055636%)	15,625,858,982 (100%)
14.	Special Resolution: “To consider and approve the proposal in relation to a general mandate to issue debt financing instruments of the Company” was approved;	14,046,727,103 (89.894112%)	1,570,450,376 (10.050329%)	8,681,503 (0.055559%)	15,625,858,982 (100%)
15.	Special Resolution: “To consider and approve the proposal to the shareholders’ general meeting in relation to grant of a general mandate to the Board of Directors to issue A Shares and/or H Shares of the Company” was approved;	12,393,291,464 (79.312705%)	3,223,890,818 (20.631767%)	8,676,700 (0.055528%)	15,625,858,982 (100%)
16.	Special Resolution: “To consider and approve the proposal in relation to the extension of the validity period of the resolution of the shareholders’ general meetings on the issuance of A Share convertible corporate bonds of the Company to non-specific investors” was approved; and	9,459,583,158 (99.913157%)	248,211 (0.002622%)	7,973,900 (0.084221%)	9,467,805,269 (100%)

<b>Resolutions</b>		<b>Number of valid votes For (% of total number of valid votes cast)</b>	<b>Number of valid votes Against (% of total number of valid votes cast)</b>	<b>Number of valid votes Abstain (% of total number of valid votes cast)</b>	<b>Total number of valid votes</b>
17.	Special Resolution: “To consider and approve the proposal to the shareholders’ general meetings in relation to the extension of the validity period of the relevant authorisation on the issuance of A Share convertible corporate bonds of the Company to non-specific investors” was approved.	9,459,579,058 (99.913114%)	240,200 (0.002537%)	7,986,011 (0.084349%)	9,467,805,269 (100%)

The above resolutions no. 6 and 14 to 17 were passed as special resolutions and other resolutions were passed as ordinary resolutions.

As at the date of the AGM, the total number of issued shares of the Company (the “Shares”) was 26,325,988,940, comprising 20,589,048,940 A Shares and 5,736,940,000 H Shares. Pursuant to relevant laws and regulations, (i) Messrs. Chen Jinghe (Chairman), Zou Laichang, Lin Hongfu, Ms. Lin Hongying, Messrs. Xie Xionghui and Wu Jianhui, the executive directors of the Company, and Mister Lin Shuiqing, the chairman of the Supervisory Committee of the Company (in aggregate holding 72,244,559 A Shares and 20,000,000 H Shares) shall abstain from voting on resolution no. 9 at the AGM; and (ii) the Substantial Shareholder, Directors, Supervisors, senior management and directors of the Significant Subsidiaries of the Company (in aggregate holding 6,161,926,541 A Shares and 20,010,000 H Shares) shall abstain from voting on resolutions no. 16 and 17 at the AGM. Accordingly, the total number of Shares entitling the Shareholders to attend and vote for or against (i) resolution no. 9; (ii) resolutions no. 16 and 17; and (iii) other resolutions at the AGM was 26,233,744,381, 20,144,052,399 and 26,325,988,940, respectively. The total number of the Shares held by the Shareholders or their proxy(ies) who attended the AGM and were entitled to vote on (i) resolution no. 9; (ii) resolutions no. 16 and 17; and (iii) other resolutions at the AGM was 15,554,591,423 Shares, 9,467,805,269 Shares and 15,625,858,982 Shares, respectively, representing approximately 59.292304%, 47.000500% and 59.355259% of the total number of issued Shares which entitled the Shareholders to vote as at the date of this announcement, respectively. Save as disclosed above, there were no Shares entitling the Shareholders to attend the AGM but whom are required under Rule 13.40 of the Listing Rules to abstain from voting in favour of the resolutions, and no Shareholders were required to abstain from voting at the AGM pursuant to relevant laws and regulations.

## A Shareholders' Class Meeting

Special resolutions		Number of valid votes For (% of total number of valid votes cast)	Number of valid votes Against (% of total number of valid votes cast)	Number of valid votes Abstain (% of total number of valid votes cast)	Total number of valid votes
1.	The proposal in relation to the extension of the validity period of the resolution of the shareholders' general meetings on the issuance of A Share convertible corporate bonds of the Company to non-specific investors was approved; and	5,880,723,366 (99.995883%)	228,211 (0.003881%)	13,900 (0.000236%)	5,880,965,477 (100%)
2.	The proposal to the shareholders' general meetings in relation to the extension of the validity period of the relevant authorisation on the issuance of A Share convertible corporate bonds of the Company to non-specific investors was approved.	5,880,719,266 (99.995813%)	220,200 (0.003745%)	26,011 (0.000442%)	5,880,965,477 (100%)

All of the above resolutions were passed as special resolutions.

As at the date of the A Shareholders' Class Meeting, the total number of issued A Shares of the Company was 20,589,048,940. Pursuant to relevant laws and regulations, the Substantial Shareholders, Directors, Supervisors, senior management and directors of the Significant Subsidiaries of the Company (in aggregate holding 6,161,926,541 A Shares) shall abstain from voting on resolutions no. 1 and 2 at the A Shareholders' Class Meeting. Accordingly, the total number of A Shares entitling the A Shareholders to attend and vote on resolutions no. 1 and 2 was 14,427,122,399. The total number of the A Shares held by the A Shareholders or their proxy(ies) who attended the A Shareholders' Class Meeting and were entitled to vote for or against resolutions no. 1 and 2 at the A Shareholders' Class Meeting was 5,880,965,477, representing approximately 40.763260% of the total number of issued A Shares which entitled the A Shareholders to vote as at the date of this announcement. Save as disclosed above, there were no A Shares entitling the A Shareholders to attend the A Shareholders' Class Meeting but whom are required under Rule 13.40 of the

Listing Rules to abstain from voting in favour of the resolutions, and no A Shareholders were required to abstain from voting at the A Shareholders' Class Meeting pursuant to relevant laws and regulations.

### H Shareholders' Class Meeting

Special resolutions		Number of valid votes For (% of total number of valid votes cast)	Number of valid votes Against (% of total number of valid votes cast)	Number of valid votes Abstain (% of total number of valid votes cast)	Total number of valid votes
1.	The proposal in relation to the extension of the validity period of the resolution of the shareholders' general meetings on the issuance of A Share convertible corporate bonds of the Company to non-specific investors was approved; and	3,547,372,792 (99.776111%)	0 (0.000000%)	7,960,000 (0.223889%)	3,555,332,792 (100%)
2.	The proposal to the shareholders' general meetings in relation to the extension of the validity period of the relevant authorisation on the issuance of A Share convertible corporate bonds of the Company to non-specific investors was approved.	3,547,372,792 (99.776111%)	0 (0.000000%)	7,960,000 (0.223889%)	3,555,332,792 (100%)

All of the above resolutions were passed as special resolutions.

As at the date of the H Shareholders' Class Meeting, the total number of issued H Shares of the Company was 5,736,940,000. Pursuant to relevant laws and regulations, the Substantial Shareholders, Directors, Supervisors, senior management and directors of the Significant Subsidiaries of the Company (in aggregate holding 20,010,000 H Shares) shall abstain from voting on resolutions no. 1 and 2 at the H Shareholders' Class Meeting. Accordingly, the total number of H Shares entitling the H Shareholders to attend and vote on resolutions no. 1 and 2 was 5,716,930,000. The total number of the H Shares held by the H Shareholders or their proxy(ies) who attended the H Shareholders' Class Meeting and were entitled to vote for or against resolutions no. 1 and 2 at the H Shareholders' Class Meeting was 3,555,332,792, representing approximately 62.189546% of the total number of issued H Shares which entitled the H Shareholders to

vote as at the date of this announcement. Save as disclosed above, there were no H Shares entitling the H Shareholders to attend the H Shareholders' Class Meeting but whom are required under Rule 13.40 of the Listing Rules to abstain from voting in favour of the resolutions, and no H Shareholders were required to abstain from voting at the H Shareholders' Class Meeting pursuant to relevant laws and regulations.

The AGM, the A Shareholders' Class Meeting and the H Shareholders' Class Meeting were duly convened and held in compliance with the requirements of relevant laws and regulations of the PRC and the Articles of Association, and the poll results are lawful and valid.

Computershare Hong Kong Investor Services Limited, the registrar of H Shares of the Company, acted as the scrutineer for the vote-taking at the AGM, the A Shareholders' Class Meeting and the H Shareholders' Class Meeting.

Messrs. Chen Jinghe (Chairman), Zou Laichang, Lin Hongfu, Ms. Lin Hongying, Messrs. Xie Xionghui and Wu Jianhui, the executive directors of the Company, Mister Li Jian, the non-executive director of the Company, and Messrs. He Fulong, Mao Jingwen, Li Changqing, Suen Man Tak, Bo Shao Chuan and Ms. Wu Xiaomin, the independent non-executive directors of the Company, attended the AGM, the A Shareholders' Class Meeting and the H Shareholders' Class Meeting in person or via video/telephone conference.

#### **Closure of register of members and expected timetable of the 2023 final dividend**

For details of closure of register of members of H Shares of the Company for the proposed distribution of 2023 final dividend and the expected timetable of the 2023 final dividend, please refer to the Company's announcement dated 7 May 2024. Dates or deadlines specified in the timetable in that announcement for (or otherwise in relation to) the 2023 final dividend distribution are indicative only and may be varied according to the practical circumstances. Any consequential changes to the expected timetable will be published by way of public announcement.

#### **Payment of the 2023 final dividend**

Bank of China (Hong Kong) Trustees Limited has been appointed as the Company's receiving agent in Hong Kong (the "Receiving Agent") and the Company will pay the Receiving Agent the 2023 final dividend declared for payment to the H Shareholders. The 2023 final dividend shall be calculated based on the average central parity rates of the conversion of HK\$ to RMB announced by the People's Bank of China in the week preceding 17 May 2024 (Friday), and that is HK\$1 to RMB0.909342. Accordingly, the amount of the 2023 final dividend payable for each 10 H Shares is HK\$2.199393 (tax included). The 2023 final dividend will be paid by the Receiving Agent by cheque and mailed by Computershare Hong Kong Investor Services Limited to the H Shareholders who are entitled to receive the same by ordinary post at their own risk on 28 June 2024 (Friday).



For details of the withholding and payment of personal income tax and enterprise income tax on behalf of non-resident enterprise shareholders in respect of the 2023 final dividend, please refer to the Company's announcements dated 7 May 2024. Investors should note that the Company has no obligations and will not be responsible for confirming the identities of any Shareholders. The Company will withhold for payment the enterprise income tax and the personal income tax, strictly in accordance with the relevant tax laws and relevant rules and regulations, based on the information contained in the register of members of H Shares on the record date. The Company shall owe no liability whatsoever in respect of and will not entertain any claims arising from any delay in, or inaccurate determination of, the status of the Shareholders or any disputes over the mechanism of withholding.

Dates or deadlines specified in this announcement for (or otherwise in relation to) the 2023 final dividend distribution are indicative only and may be varied according to the practical circumstances.

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

As at the date of this announcement, the Board of Directors of the Company comprises Messrs. Chen Jinghe (Chairman), 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, Mao Jingwen, Li Changqing, Suen Man Tak, Bo Shao Chuan and Ms. Wu Xiaomin as independent non-executive directors.

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

17 May 2024, Fujian, the PRC

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