

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



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

**紫金礦業集團股份有限公司**

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

**(Stock code: 2899)**

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

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

References are made to the circular (the "Circular"), the notice of the first extraordinary general meeting in 2023 and the notice of the second H shareholders' class meeting in 2023 of Zijin Mining Group Co., Ltd.\* (the "Company") dated 22 November 2023, respectively. Unless otherwise stated, capitalised terms used in this announcement shall have the same meanings as defined in the Circular.

At the first extraordinary general meeting in 2023 (the "EGM"), the second A Shareholders' class meeting in 2023 (the "A Shareholders' Class Meeting") and the second H Shareholders' class meeting in 2023 (the "H Shareholders' Class Meeting") of the Company held at 9:30 a.m., 10:30 a.m. and 11 a.m. on Friday, 8 December 2023, respectively at the conference room at 41/F., Tower B, Zhonghang Zijin Plaza, No. 1811 Huandao Road East, Siming District, Xiamen City, 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 EGM, 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:

## EGM

<b>Special 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>
1.	The proposal in relation to the Share Option Incentive Scheme for 2023 (Draft) and its summary of the Company was approved;	14,406,336,998 (96.898687%)	461,012,590 (3.100824%)	72,692 (0.000489%)	14,867,422,280 (100%)
2.	The proposal in relation to the Administrative Measures for Implementation of Appraisal for the Share Option Incentive Scheme for 2023 of the Company was approved;	14,446,055,924 (97.165841%)	421,293,664 (2.833670%)	72,692 (0.000489%)	14,867,422,280 (100%)
3.	The proposal to the shareholders' general meetings in relation to the authorisation to the board of directors to handle matters relating to the Share Option Incentive Scheme for 2023 of the Company was approved;	14,446,549,619 (97.169162%)	420,799,969 (2.830349%)	72,692 (0.000489%)	14,867,422,280 (100%)
<b>Ordinary resolutions</b>					
4.	The proposal in relation to the Employee Stock Ownership Scheme for 2023 (Draft) and its summary of the Company was approved;	13,950,798,362 (93.834682%)	916,285,146 (6.163039%)	338,772 (0.002279%)	14,867,422,280 (100%)
5.	The proposal in relation to the Administrative Policy of the Employee Stock Ownership Scheme for 2023 of the Company was approved;	13,918,435,192 (93.617003%)	948,648,316 (6.380718%)	338,772 (0.002279%)	14,867,422,280 (100%)
6.	The proposal to the shareholders' general meeting in relation to the authorisation to the board of directors to handle matters relating to the Employee Stock	13,951,266,962 (93.837833%)	915,816,546 (6.159888%)	338,772 (0.002279%)	14,867,422,280 (100%)

	Ownership Scheme for 2023 of the Company was approved;				
7.	The profit distribution proposal of the Company for the six months ended 30 June 2023 was approved;	14,937,069,674 (99.997512%)	45,086 (0.000302%)	326,572 (0.002186%)	14,937,441,332 (100%)
8.	The proposal in relation to amendments to the Rules on Work for Independent Directors was approved;	14,937,057,474 (99.997430%)	45,086 (0.000302%)	338,772 (0.002268%)	14,937,441,332 (100%)
9.	The proposal in relation to adjustments to allowances of independent Directors, non-executive Director and external Supervisor of the eighth term was approved; and	14,937,057,474 (99.997430%)	45,086 (0.000302%)	338,772 (0.002268%)	14,937,441,332 (100%)
10.	The proposal in relation to development of futures and derivative trading businesses of subsidiaries was approved.	14,724,532,771 (98.574665%)	212,539,389 (1.422864%)	369,172 (0.002471%)	14,937,441,332 (100%)

The above resolutions no. 1 to 3 were passed as special resolutions and resolutions no. 4 to 10 were passed as ordinary resolutions.

As at the date of the EGM, the total number of issued shares of the Company (the “Shares”) was 26,326,571,240, comprising 20,589,631,240 A Shares and 5,736,940,000 H Shares. Pursuant to the relevant laws and regulations, any Shareholders who have a material interest in the Incentive Scheme (in aggregate holding 77,958,387 A Shares and 20,000,000 H Shares) shall abstain from voting on resolutions no. 1 to 3 at the EGM, and any Shareholders who have a material interest in the Employee Stock Ownership Scheme (in aggregate holding 151,756,301 A Shares and 20,000,000 H Shares) shall abstain from voting on resolutions no. 4 to 6 at the EGM, respectively. After deducting a total of 42,200,000 A Shares repurchased by the Company through centralised price bidding at the Shanghai Stock Exchange on 31 October 2022, 3 November 2022, 30 October 2023, 1 November 2023, 2 November 2023, 6 November 2023 and 7 November 2023, the total number of Shares entitling the Shareholders to attend and vote on (i) resolutions no. 1 to 3; (ii) resolutions no. 4 to 6; and (iii) other resolutions at the EGM was 26,186,412,853, 26,112,614,939 and 26,284,371,240, respectively. The total number of the Shares held by the Shareholders or their proxy(ies) who attended the EGM and were entitled to vote on (i) resolutions no. 1 to 3; (ii) resolutions no. 4 to 6; and (iii) other resolutions at the EGM was 14,867,422,280 Shares, 14,867,422,280

Shares and 14,937,441,332 Shares, respectively, representing approximately 56.775330%, 56.935785% and 56.830126% 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 EGM but whom are required to abstain from voting in favour of the resolutions under Rule 13.40 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, and no Shareholders were required to abstain from voting at the EGM pursuant to the 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 Share Option Incentive Scheme for 2023 (Draft) and its summary of the Company was approved;	11,173,892,973 (99.276843%)	81,381,140 (0.723049%)	12,200 (0.000108%)	11,255,286,313 (100%)
2.	The proposal in relation to the Administrative Measures for Implementation of Appraisal for the Share Option Incentive Scheme for 2023 of the Company was approved; and	11,174,912,373 (99.285901%)	80,361,740 (0.713991%)	12,200 (0.000108%)	11,255,286,313 (100%)
3.	The proposal to the shareholders' general meetings in relation to the authorisation to the board of directors to handle matters relating to the Share Option Incentive Scheme for 2023 of the Company was approved.	11,175,000,973 (99.286688%)	80,273,140 (0.713204%)	12,200 (0.000108%)	11,255,286,313 (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 20,589,631,240. Pursuant to the relevant laws and regulations, any A Shareholders who have a material

interest in the Incentive Scheme (in aggregate holding 77,958,387 A Shares) shall abstain from voting on resolutions no. 1 to 3 at the A Shareholders' Class Meeting. After deducting the total of 42,200,000 A Shares repurchased by the Company through centralised price bidding at the Shanghai Stock Exchange on 31 October 2022, 3 November 2022, 30 October 2023, 1 November 2023, 2 November 2023, 6 November 2023 and 7 November 2023, the total number of A Shares entitling the A Shareholders to attend and vote on the resolutions no. 1 to 3 at the A Shareholders' Class Meeting was 20,469,472,853. The total number of A Shares held by the A Shareholders or their proxy(ies) who attended the A Shareholders' Class Meeting and were entitled to vote on the resolutions no. 1 to 3 was 11,255,286,313, representing approximately 54.985717% of the total number of issued A Shares 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 and abstain from voting in favour pursuant to the relevant laws and regulations, and no A Shareholders were required to abstain from voting at the A Shareholders' Class Meeting pursuant to the 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 Share Option Incentive Scheme for 2023 (Draft) and its summary of the Company was approved;	3,212,796,078 (88.722618%)	408,312,598 (11.275711%)	60,492 (0.001671%)	3,621,169,168 (100%)
2.	The proposal in relation to the Administrative Measures for Implementation of Appraisal for the Share Option Incentive Scheme for 2023 of the Company was approved; and	3,261,565,248 (90.069397%)	359,543,428 (9.928932%)	60,492 (0.001671%)	3,621,169,168 (100%)
3.	The proposal to the shareholders' general meetings in relation to the authorisation to the board of directors to handle matters relating to the Share Option Incentive Scheme for 2023 of the Company was	3,261,970,343 (90.080584%)	359,138,333 (9.917745%)	60,492 (0.001671%)	3,621,169,168 (100%)

approved.				
-----------	--	--	--	--

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 the relevant laws and regulations, any H Shareholders who have a material interest in the Incentive Scheme (in aggregate holding 20,000,000 H Shares) shall abstain from voting on resolutions no. 1 to 3 at the H Shareholders' Class Meeting. Therefore, the total number of H Shares entitling the H Shareholders to attend and vote on the resolutions at the H Shareholders' Class Meeting was 5,716,940,000. The total number of H Shares held by the H Shareholders or their proxy(ies) who attended the H Shareholders' Class Meeting and were entitled to vote on resolutions no. 1 to 3 was 3,621,169,168, representing approximately 63.341039% of the total number of issued H Shares 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 and abstain from voting in favour pursuant to the relevant laws and regulations, and no H Shareholders were required to abstain from voting at the H Shareholders' Class Meeting pursuant to the relevant laws and regulations.

The EGM, the A Shareholders' Class Meeting and the H Shareholders' Class Meeting were duly convened and held in compliance with the requirements of the 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 EGM, 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 EGM, 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 interim dividend**

For details of closure of register of members of H Shares of the Company for the proposed distribution of 2023 interim dividend and the expected timetable of the 2023 interim dividend, please refer to the Company's announcement dated 23 November 2023. Dates or deadlines specified in that announcement for events in the timetable for (or otherwise in relation to) the 2023 interim 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 interim 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 to the Receiving Agent the 2023 interim dividend declared for payment to the H Shareholders of the Company. Such interim dividend shall be calculated based on the average price of the medium prices of the conversion of RMB to HK\$ announced by the People's Bank of China in the preceding week of 8 December 2023 (Friday), and that is RMB0.910102 to HK\$1. Accordingly, the amount of the 2023 interim dividend payable for each 10 shares of H Share is HK\$0.549389 (tax included). The 2023 interim dividend will be paid by the Receiving Agent by cheque and mailed by Computershare Hong Kong Investor Services Limited to the H Shareholders of the Company who are entitled to receive the same by ordinary post at their own risk on 19 January 2024 (Friday).

For the details of withholding and payment of personal income tax and enterprise income tax for non-resident enterprise shareholders in respect of the 2023 interim dividend, please refer to the Company's announcements dated 23 November 2023. Investors should notice that the Company has no obligation 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 law and relevant rules and regulations, based on the information contained in the register of members of H Shares of the Company 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 events for (or otherwise in relation to) the 2023 interim 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*

8 December 2023, Fujian, the PRC

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