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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 First Extraordinary General Meeting in 2014**

The Board is pleased to announce that all the resolutions proposed to be approved at the First Extraordinary General Meeting in 2014 were duly approved by the shareholders attending the First Extraordinary General Meeting in 2014.

Reference is made to the notice of the First Extraordinary General Meeting in 2014 of Zijin Mining Group Co., Ltd.\* (the “Company”) dated 6 September 2014. At the First Extraordinary General Meeting in 2014 (the “EGM”) of the Company held at the conference room at 20/F., Block B, Haifu Centre, 599 Sishui Road, Huli District, Xiamen, Fujian, the People’s Republic of China (the “PRC”) on 23 October 2014 (Thursday) at 9:00 a.m., the following resolutions voted by poll in accordance with the Company’s articles of association were duly approved by the shareholders attending the EGM and the board of directors (the “Board”) of the Company is pleased to announce the poll results of the resolutions of the EGM as follows:

	<b>As special resolutions</b>	<b>No. of valid votes For (% of total valid votes cast)</b>	<b>No. of valid votes Against (% of total valid votes cast)</b>	<b>No. of valid votes Abstain (% of total valid votes cast)</b>	<b>Total valid votes</b>
1.	The proposal of amendments to the articles of association of the Company was approved;	10,419,281,296 (99.984609%)	413,900 (0.003972%)	1,190,000 (0.011419%)	10,420,885,196 (100%)
2.	The proposal of amendments to the rules governing the procedures of the shareholders’ general meeting of the Company was approved; and	10,419,683,296 (99.988466%)	5,900 (0.000057%)	1,196,000 (0.011477%)	10,420,885,196 (100%)
	<b>As ordinary resolution</b>				

3.	The proposal of electing Mr. Qiu Guanzhou (邱冠周先生) as an independent non-executive director of the fifth Board of Directors of the Company and authorize the Board of Directors to enter into service contract and/or appointment letter with the newly elected director subject to such terms and conditions as the Board of Directors shall think fit and to do all such acts and things and handle all other related matters as necessary was approved.	10,419,678,096 (99.988417%)	10,900 (0.000104%)	1,196,200 (0.011479%)	10,420,885,196 (100%)
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The above resolutions no. 1 to 2 were passed as special resolutions and resolution no.3 was passed as ordinary resolution.

As at the date of the EGM, 17,972,000 H Shares were repurchased during the period from 15 September 2014 to 22 September 2014, but have not yet been cancelled pending completion of the change of business registration with relevant PRC authorities. After deduction of the repurchased shares, the total number of issued shares of the Company is 21,627,883,650, comprising 15,803,803,650 domestic shares (A shares) and 5,824,080,000 H shares listed on The Stock Exchange of Hong Kong Limited. The total number of shares entitling the holders to attend and vote on the resolutions at the EGM is also 21,627,883,650. The total number of shares entitling the holders to attend and abstain from voting in favour of the resolutions at the EGM only is nil. No shareholders are required to abstain from voting at the EGM. The total number of shares held by the shareholders or their proxy(ies) who have attended the EGM (including shareholders voted via internet) and are entitled to vote is 10,420,885,196 shares, representing approximately 48.142634% of the total issued shares as at the date of this announcement.

Computershare Hong Kong Investor Services Limited, being the H shares registrar of the Company, has acted as the scrutineer for the vote-taking in the EGM of the Company.

Particulars of the newly appointed director, Mr. Qiu Guanzhou have been set out in Appendix 1. The resigned director, Mr. Jiang Yuzhi (independent non-executive director of the Company before the EGM) confirmed that he has no disagreement with the Board and there is nothing which needs to be brought to the attention of the shareholders of the Company in relation to his resignation.

The Board would like to express its appreciation to Mr. Jiang Yuzhi for his valuable contributions to the Company during his tenure of services.

As at the date of this announcement, the Board of Directors of the Company comprises Messrs. Chen Jinghe (Chairman), Wang Jianhua, Qiu Xiaohua, Lan Fusheng, Zou Laichang, and Lin Hongfu as executive directors, Mister. Li Jian as non-executive director, and Messrs. Lu Shihua, Ding Shida, Qiu Guanzhou, and Sit Hoi Wah, Kenneth as independent non-executive directors.

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

23 October 2014, Fujian, the PRC

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

## **Appendix 1 Particulars of the Newly Appointed Independent Non-executive Director**

### Biographical details of Mr. Qiu Guanzhou

Mr. Qiu Guanzhou (邱冠周先生), aged 65, Chinese, was born in 1949 with Guangdong Meizhou ancestry. He is a member of the Chinese Communist Party. He graduated from Central South University of Technology majoring in mineral processing engineering in September 1987 with a doctoral degree. He is the first PhD student with mineral processing engineering specialization trained in China.

Mr. Qiu is a famous mineral engineer. He has previously served as the vice-principal of Central South University of Technology and Central South University. He currently serves as a professor and tutor of doctoral students in Central South University. He was elected as an academician of Chinese Academy of Engineering in December 2011.

Mr. Qiu has dedicated himself to the research of processing and utilizing low-grade, complex and refractory metallic mineral resources in China for a long time, and has obtained significant achievements in flotation separation of fine and sulphide minerals and direct reduction of iron ore, especially the outstanding contributions made in the aspect of biohydrometallurgy in low-grade sulphuric ores. He was awarded as a national science and technology expert with outstanding contributions. He has published more than 90 science theses and 5 treatises, and obtained 2 State Technological Invention Second Class Awards, 1 State Scientific and Technological Advancement Second Class Award, 1 State Scientific and Technological Advancement First Class Award and 2 of the 10 Scientific and Technological Advancements of Chinese Institutions. He served as the academic leader of the innovative research group under National Natural Science Foundation of China in 2003. In 2004 and 2009, he served as the chief scientist for biometallurgy project of the State 973 Project twice. He was the president of the 19th International Biohydrometallurgy Symposium in 2011 and was elected as the vice president of International Biohydrometallurgy Society.

Mr. Qiu is also serving as an independent non-executive director of Jiangxi Copper Company Limited (stock code: 358) and non-executive director of L'sea Resources International Holdings Limited (stock code: 195). He also served as an independent non-executive director of China Daye Non-Ferrous Metals Mining Limited (stock code: 661) from May 2009 to July 2014.

Mr. Qiu Guanzhou will enter into a service contract and/or appointment letter with the Company for a period from the date of the EGM to the expiry of the fifth term of the Board of Directors being 24 October 2016.

As at the date of this announcement, Mr. Qiu Guanzhou does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Mr. Qiu Guanzhou does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company. Save as disclosed herein, Mr. Qiu Guanzhou has not held any directorship in other public companies the securities of which are listed on any securities markets in Hong Kong or overseas in the last three years preceding the date of his appointment and does not hold any other position with the Company or any of its subsidiaries.

Save as disclosed herein, there is no other information related to Mr. Qiu Guanzhou that needs to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on the Stock Exchange and there are no other matters that need to be brought to the attention of the shareholders of the Company.

This appendix is written in both Chinese and English. In case of any discrepancy, the Chinese text shall prevail over its English text.