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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 2014 Annual General Meeting, the First A Shareholders' Class Meeting in 2015 and the First H Shareholders' Class Meeting in 2015**

The Board is pleased to announce that all the resolutions proposed to be approved at the 2014 annual general meeting, the first A Shareholders' class meeting in 2015 and the first H Shareholders' class meeting in 2015 were duly approved by the shareholders attending the 2014 annual general meeting, the first A Shareholders' class meeting in 2015 and the first H Shareholders' class meeting in 2015.

Reference is made to the notices of 2014 Annual General Meeting, the First A Shareholders' Class Meeting in 2015 and the First H Shareholders' Class Meeting in 2015 dated 21 March 2015 and the revised notice of 2014 Annual General Meeting of Zijin Mining Group Co., Ltd.\* (the "Company") dated 23 April 2015. At the 2014 annual general meeting (the "AGM"), the first A Shareholders' class meeting in 2015 (the "A Shareholders' Class Meeting") and the first H Shareholders' class meeting in 2015 (the "H Shareholders' Class Meeting") of the Company held at the Company's office building at No.1 Zijin Road, Shanghang County, Fujian Province, the People's Republic of China (the "PRC") on 11 May 2015 at 9:00 a.m., 11:00 a.m. and 11:30 a.m. respectively, the following resolutions voted by poll in accordance with the Company's articles of association were duly approved by the shareholders attending the AGM, the A Shareholders' Class Meeting and the H Shareholders' Class Meeting and the board of directors (the "Board") of the Company is pleased to announce the poll results of the resolutions of the AGM 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 completion of repurchase of H shares and its change of registered	9,467,493,775 (99.983238%)	108,803 (0.001149%)	1,478,450 (0.015613%)	9,469,081,028 (100%)

	capital of the Company was approved;				
2.	The proposal of amendments on the articles of association of the Company was approved;	9,467,129,675 (99.979392%)	502,603 (0.005308%)	1,448,750 (0.015300%)	9,469,081,028 (100%)
3.	The proposal of a general mandate of the Company to repurchase H shares was approved;	9,467,477,575 (99.983066%)	122,003 (0.001289%)	1,481,450 (0.015645%)	9,469,081,028 (100%)
4.	The proposal of a general mandate to issue debt financing instruments was approved;	9,401,229,641 (99.283443%)	66,372,437 (0.700938%)	1,478,950 (0.015619%)	9,469,081,028 (100%)
5.	The proposal of the Company to provide guarantee to its overseas subsidiaries for the loans was approved;	8,730,293,362 (92.197895%)	731,237,516 (7.722370%)	7,550,150 (0.079735%)	9,469,081,028 (100%)
<b>As ordinary resolutions</b>					
6.	Report of the Board of Directors of the Company for 2014 was approved;	9,461,111,925 (99.915841%)	6,127,953 (0.064715%)	1,841,150 (0.019444%)	9,469,081,028 (100%)
7.	Report of the Independent Directors of the Company for 2014 was approved;	9,461,105,025 (99.915768%)	6,134,453 (0.064784%)	1,841,550 (0.019448%)	9,469,081,028 (100%)
8.	Report of Supervisory Committee of the Company for 2014 was approved;	9,461,108,825 (99.915808%)	6,130,953 (0.064747%)	1,841,250 (0.019445%)	9,469,081,028 (100%)
9.	The Company's financial report for the year ended 31 December 2014 was approved;	9,461,115,325 (99.915877%)	6,125,953 (0.064694%)	1,839,750 (0.019429%)	9,469,081,028 (100%)
10.	The Company's 2014 annual report and its summary report were approved;	9,461,115,025 (99.915874%)	6,125,953 (0.064694%)	1,840,050 (0.019432%)	9,469,081,028 (100%)
11.	The profit distribution	9,467,548,275	86,203	1,446,550	9,469,081,028

	proposal of the Company for the year ended 31 December 2014 was approved;	(99.983813%)	(0.000910%)	(0.015277%)	(100%)
12.	The remunerations of the Executive Directors and Chairman of Supervisory Committee of the Company for the year ended 31 December 2014 were approved;	9,467,530,375 (99.983624%)	67,503 (0.000713%)	1,483,150 (0.015663%)	9,469,081,028 (100%)
13.	The reappointment of Ernst & Young Hua Ming (LLP) as the Company's auditor for the year ended 31 December 2015 was approved, and the Board of Directors was authorized to determine the remuneration; and	8,956,178,285 (94.583395%)	8,666,785 (0.091527%)	504,235,958 (5.325078%)	9,469,081,028 (100%)
14.	The proposal of electing Mr. Fang Qixue (方啟學先生) as an executive director of the fifth Board of Directors of the Company and authorising 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.	9,455,803,778 (99.859783%)	11,823,400 (0.124863%)	1,453,850 (0.015354%)	9,469,081,028 (100%)

The above resolutions no. 1 to 5 were passed as special resolutions and resolutions no. 6 to 14 were passed as ordinary resolutions.

As at the date of the AGM, 73,042,000 H Shares were repurchased during the period from 15 September 2014 to 18 November 2014, but have not yet been cancelled pending completion of the change of business registration with the relevant PRC authorities. After deduction of the repurchased shares, the total number of issued shares of the Company is 21,572,813,650, comprising 15,803,803,650 domestic shares (A shares) and 5,769,010,000 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 AGM is also 21,572,813,650. The total number of shares entitling the holders to attend and abstain from voting in favour of the resolutions at the AGM only is nil. No shareholders are required to abstain from voting at the AGM. The total number of shares held by the shareholders or their proxy(ies) who have attended the AGM and are entitled to vote is 9,469,081,028 shares, representing approximately 43.893584% of the total issued shares (excluding H Shares repurchased but have not yet been cancelled) as at the date of this announcement.

Particulars of the newly appointed director, Mr. Fang Qixue have been set out in Appendix 1.

The poll results of the resolution of the A Shareholders' Class Meeting were as follows:

<b>As special resolution</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 a general mandate of the Company to repurchase H shares was approved.	8,183,756,199 (99.957922%)	122,003 (0.001490%)	3,323,050 (0.040588%)	8,187,201,252 (100%)

The above resolution was passed as special resolution.

As at the date of the A Shareholders' Class Meeting, the total number of domestic shares (A shares) of the Company is 15,803,803,650. The total number of shares entitling the holders to attend and vote on the resolution at the A Shareholders' Class Meeting is also 15,803,803,650. The total number of shares entitling the holders to attend and abstain from voting in favour of the resolution at the A Shareholders' Class Meeting only is nil. No shareholders are required to abstain from voting at the A Shareholders' Class Meeting. The total number of shares held by the shareholders or their proxy(ies) who have attended the A Shareholders' Class Meeting and are entitled to vote is 8,187,201,252 shares, representing approximately 51.805258% of the total number of domestic shares (A shares) as at the date of this announcement.

The poll results of the resolution of the H Shareholders' Class Meeting were as follows:

<b>As special resolution</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 a general mandate of the Company to repurchase H shares was approved.	1,311,815,874 (99.909368%)	0 (0%)	1,190,000 (0.090632%)	1,313,005,874 (100%)

The above resolution was passed as special resolution.

As at the date of the H Shareholders' Class Meeting, 73,042,000 H Shares were repurchased during the period from 15 September 2014 to 18 November 2014, but have not yet been cancelled pending completion of the change of business registration with the relevant PRC authorities. After deduction of the repurchased shares, the total number of H Shares of the Company is 5,769,010,000, which are listed on The Stock Exchange of Hong Kong Limited. The total number of shares entitling the holders to attend and vote on the resolution at the H Shareholders' Class Meeting is also 5,769,010,000. The total number of shares entitling the holders to attend and abstain from voting in favour of the resolution at the H Shareholders' Class Meeting only is nil. No shareholders are required to abstain from voting at the H Shareholders' Class Meeting. The total number of shares held by the shareholders or their proxy(ies) who have attended the H Shareholders' Class Meeting and are entitled to vote is 1,313,005,874 shares, representing approximately 22.759639% of the total number of H shares (excluding H Shares repurchased but have not yet been cancelled) as at the date of this announcement.

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

#### **Closure of Register of Members and Expected timetable of the 2014 Final Dividend**

The details of closure of register of members and expected timetable of 2014 final dividend will be further announced.

#### **Payment of 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 to the Receiving Agent the final dividend declared for payment to holders of the H shares of the Company. Such final dividend shall be calculated on the average price of the medium prices of the conversion of RMB into HK\$ announced by The People’s Bank of China a week preceding Monday, 11 May 2015, and it is RMB0.788836 to HK\$1. Accordingly, the amount of final dividend payable for each 10 shares of H share is HK\$1.014153 (tax included). The payment date of the final dividend will be further announced.

The details of withholding and payment of personal income tax and enterprise income tax for non-resident enterprise shareholders in respect of 2014 final dividend will be further announced. 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 on the record date. The Company will 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.

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

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, Fang Qixue 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*

Fujian, the PRC, 11 May 2015

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

## **Appendix 1 Particulars of the Newly Appointed Executive Director**

### Biographical details of Dr. Fang Qixue

Dr. George Fang Qixue, aged 52, male, Chinese, was born in October 1962 with Hubei Huangmei ancestry. He is a professor level senior metallurgist, a PhD in Mineral Processing, and a license holder authorized by the Securities and Futures Commission of Hong Kong.

Dr. Fang graduated from Wuhan University of Science and Technology in 1982 with a bachelor degree in Mineral Processing Engineering profession. In 1996, he graduated from the Central South University and obtained a PhD in Mineral Processing from the Mineral Processing Engineering profession.

Dr. Fang worked with the Northwest Research Institute of Mining and Metallurgy from August 1982 to August 1992. He was with Beijing General Research Institute of Mining and Metallurgy (the “BGRIMM”) between August 1996 and August 2002 and served a number of roles namely the Section Team Leader, Senior Metallurgist, Director of the Ore Processing Research Office, Professor Level Senior Metallurgist, and Head of the Research Institute of Mineral Engineering of BGRIMM. From September 2002 to July 2010, he was with China Minmetals Nonferrous Metals Co., Ltd., and took various positions as Deputy General Manager of China United Copper Co., Ltd., Director and General Manager of Minmetals JCCL Mining Investment Co., Ltd., Executive Director and Chairman of Lumina Copper SAC, and the Chief Technology Officer of China Minmetals Non-ferrous Metals Co., Ltd. and General Manager of its Investment Department, and served as board members of several Minmetals’ overseas joint ventures. Dr. Fang has been serving at the Standard Bank (its Headquarters located at Johannesburg, South Africa) as the Managing Director, Head of Mining and Metals / Investment Banking / China; Vice Chairman, Head of Mining and Metals Coverage Asia of Standard Bank Plc, Hong Kong Branch; member of Asia Exco, member of Manco of Standard Advisory (China) Limited; and the Vice Chairman and Head of Mining and Metals Coverage Asia of Standard Advisory Asia Limited from July 2010 to April 2015.

Dr. Fang Qixue will enter into a service contract and/or appointment letter with the Company for the period from the date of the AGM to the expiry of the fifth term of the Board of Directors being 24 October 2016.

As at the date of this announcement, Dr. Fang Qixue 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). Dr. Fang Qixue does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company. Save as disclosed herein, Dr. Fang Qixue 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 Dr. Fang Qixue 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 of Hong Kong Limited 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.