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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 2015, the Second A Shareholders' Class Meeting in 2015 and the Second H Shareholders' Class Meeting in 2015

The Board is pleased to announce that all the resolutions proposed to be approved at the First Extraordinary General Meeting in 2015, the Second A Shareholders' Class Meeting in 2015 and the Second H Shareholders' Class Meeting in 2015 were duly approved by the shareholders attending the First Extraordinary General Meeting in 2015, the Second A Shareholders' Class Meeting in 2015 and the Second H Shareholders' Class Meeting in 2015.

Reference is made to the notices of the First Extraordinary General Meeting in 2015 and the Second H Shareholders' Class Meeting in 2015 dated 4 July 2015 and the revised notices of the First Extraordinary General Meeting in 2015 and the Second H Shareholders' Class Meeting in 2015 dated 3 August 2015 of Zijin Mining Group Co., Ltd.* (the "Company"). At the First Extraordinary General Meeting in 2015 (the "EGM"), the Second A Shareholders' Class Meeting in 2015 (the "A Shareholders' Class Meeting") and the Second H Shareholders' Class Meeting in 2015 (the "H Shareholders' Class Meeting") of the Company held at the conference room at 10/F, Airport Hotel of Zijin Mining Group (Xiamen) Investment Co., Ltd., 128 Xiangyun 3rd Road, Huli District, Xiamen City, Fujian Province, the People's Republic of China (the "PRC") on 18 August 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 EGM, the A Shareholders' Class Meeting and the H Shareholders' Class Meeting and the board of directors of the Company (the "Board") is pleased to announce the poll results of the resolutions of the EGM as follows:

Resolutions	No. of valid votes For (% of total valid votes cast)	No. of valid votes Against (% of total valid votes cast)	No. of valid votes Abstain (% of total valid votes cast)	Total valid votes
1. Special Resolution: "To	8,761,989,264	106,202	2,482,300	8,764,577,766

	consider and approve the formulation of “The Profit Distribution and Return Plan for the Next Three Years (Year 2015-2017)” was approved;	(99.970466%)	(0.001212%)	(0.028322%)	(100%)
2.	Ordinary Resolution: “To consider and approve the satisfaction of the conditions for the Non-public Issuance of A Shares of the Company” was approved;	8,761,984,064 (99.970977%)	56,202 (0.000642%)	2,487,500 (0.028381%)	8,764,527,766 (100%)
3.	Special Resolution: “To consider and approve the Proposal on the Non-public Issuance of A Shares of the Company” (the following resolutions to be voted item by item) was approved;				
3.01	Class and nominal value of the shares to be issued were approved;	8,746,912,864 (99.799021%)	15,125,202 (0.172572%)	2,489,700 (0.028407%)	8,764,527,766 (100%)
3.02	Methods and time of issuance were approved;	8,746,915,064 (99.799046%)	15,125,202 (0.172573%)	2,487,500 (0.028381%)	8,764,527,766 (100%)
3.03	Issuing objects and methods of subscription were approved;	8,746,915,064 (99.799046%)	15,125,202 (0.172573%)	2,487,500 (0.028381%)	8,764,527,766 (100%)
3.04	Subscription price and pricing principles were approved;	8,746,915,064 (99.799046%)	15,125,202 (0.172573%)	2,487,500 (0.028381%)	8,764,527,766 (100%)
3.05	Number of shares to be issued was approved;	8,746,915,064 (99.799046%)	15,125,202 (0.172573%)	2,487,500 (0.028381%)	8,764,527,766 (100%)
3.06	Lock-up period was approved;	8,746,915,064 (99.799046%)	15,125,202 (0.172573%)	2,487,500 (0.028381%)	8,764,527,766 (100%)
3.07	Use of proceeds raised was approved;	8,746,915,064 (99.799046%)	15,125,202 (0.172573%)	2,487,500 (0.028381%)	8,764,527,766 (100%)

3.08	Proposal for arrangement of the accumulated distributable profits before the Non-public Issuance of A Shares was approved;	8,746,915,064 (99.799046%)	15,125,202 (0.172573%)	2,487,500 (0.028381%)	8,764,527,766 (100%)
3.09	Listing place of the shares was approved;	8,746,915,064 (99.799046%)	15,125,202 (0.172573%)	2,487,500 (0.028381%)	8,764,527,766 (100%)
3.10	Validity period of the resolution was approved;	8,746,915,064 (99.799046%)	15,125,202 (0.172573%)	2,487,500 (0.028381%)	8,764,527,766 (100%)
4.	Special Resolution: “To consider and approve the Plan for the Non-public Issuance of A Shares of the Company (revised version)” was approved;	8,746,755,064 (99.797220%)	15,285,202 (0.174399%)	2,487,500 (0.028381%)	8,764,527,766 (100%)
5.	Ordinary Resolution: “To consider and approve the Feasibility Report on the Use of Proceeds Raised in the Non-public Issuance of A Shares (revised version)” was approved;	8,746,893,314 (99.798797%)	15,146,952 (0.172822%)	2,487,500 (0.028381%)	8,764,527,766 (100%)
6.	Ordinary Resolution: “To consider and approve not to produce a report on the use of proceeds previously raised” was approved;	8,746,891,114 (99.798772%)	15,149,152 (0.172847%)	2,487,500 (0.028381%)	8,764,527,766 (100%)
7.	Special Resolution: “To consider and approve the dilutive impact of the Non-public Issuance of A Shares on immediate returns and the adoption of recovery measures” was approved;	8,746,891,114 (99.798772%)	15,146,952 (0.172821%)	2,489,700 (0.028407%)	8,764,527,766 (100%)
8.	Special Resolution: “To consider and approve the authorisation to the Board	8,746,593,314 (99.795375%)	15,146,952 (0.172821%)	2,787,500 (0.031804%)	8,764,527,766 (100%)

	to handle all the matters relating to the Non-public Issuance of A Shares (revised)” was approved; and				
9.	Special Resolution: “To consider and approve the absorption and merger of Shanghang Jinshan Mining Co., Ltd., a wholly-owned subsidiary of the Company” was approved.	8,761,984,064 (99.970977%)	56,202 (0.000642%)	2,487,500 (0.028381%)	8,764,527,766 (100%)

The above resolutions no.1, 3, 4, 7, 8 and 9 were passed as special resolutions and resolutions no.2, 5 and 6 were passed as ordinary resolutions.

As at the date of the EGM, 29,570,000 H Shares were repurchased during the period from 9 June 2015 to 30 June 2015, 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 21,543,243,650, comprising 15,803,803,650 domestic shares (A Shares) and 5,739,440,000 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 21,543,243,650. 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 and are entitled to vote is 8,764,577,766 shares, representing approximately 40.683650% of the total issued shares (excluding H Shares repurchased but have not yet been cancelled) as at the date of this announcement.

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

As special resolutions		No. of valid votes For (% of total valid votes cast)	No. of valid votes Against (% of total valid votes cast)	No. of valid votes Abstain (% of total valid votes cast)	Total valid votes
1.	The Proposal on the Non-public Issuance of A Shares of the Company (the following resolutions to be				

	voted item by item) was approved;				
1.01	Class and nominal value of the shares to be issued were approved;	7,396,947,855 (99.998866%)	56,202 (0.000760%)	27,700 (0.000374%)	7,397,031,757 (100%)
1.02	Methods and time of issuance were approved;	7,396,950,055 (99.998895%)	56,202 (0.000760%)	25,500 (0.000345%)	7,397,031,757 (100%)
1.03	Issuing objects and methods of subscription were approved;	7,396,950,055 (99.998895%)	56,202 (0.000760%)	25,500 (0.000345%)	7,397,031,757 (100%)
1.04	Subscription price and pricing principles were approved;	7,396,950,055 (99.998895%)	56,202 (0.000760%)	25,500 (0.000345%)	7,397,031,757 (100%)
1.05	Number of shares to be issued was approved;	7,396,950,055 (99.998895%)	56,202 (0.000760%)	25,500 (0.000345%)	7,397,031,757 (100%)
1.06	Lock-up period was approved;	7,396,950,055 (99.998895%)	56,202 (0.000760%)	25,500 (0.000345%)	7,397,031,757 (100%)
1.07	Use of proceeds raised was approved;	7,396,950,055 (99.998895%)	56,202 (0.000760%)	25,500 (0.000345%)	7,397,031,757 (100%)
1.08	Proposal for arrangement of the accumulated distributable profits before the Non-public Issuance of A Shares was approved;	7,396,950,055 (99.998895%)	56,202 (0.000760%)	25,500 (0.000345%)	7,397,031,757 (100%)
1.09	Listing place of the shares was approved;	7,396,950,055 (99.998895%)	56,202 (0.000760%)	25,500 (0.000345%)	7,397,031,757 (100%)
1.10	Validity period of the resolution was approved;	7,396,950,055 (99.998895%)	56,202 (0.000760%)	25,500 (0.000345%)	7,397,031,757 (100%)
2.	The Plan for the Non-public Issuance of A Shares of the Company (revised version) was approved; and	7,396,790,055 (99.996732%)	216,202 (0.002923%)	25,500 (0.000345%)	7,397,031,757 (100%)
3.	The authorisation to the Board to handle all the matters relating to the Non-public Issuance of A Shares (revised) was approved.	7,396,928,305 (99.998601%)	77,952 (0.001054%)	25,500 (0.000345%)	7,397,031,757 (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 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 resolutions 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 resolutions 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 7,397,031,757 shares, representing approximately 46.805389% of the total number of issued 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:

As special resolutions		No. of valid votes For (% of total valid votes cast)	No. of valid votes Against (% of total valid votes cast)	No. of valid votes Abstain (% of total valid votes cast)	Total valid votes
1.	The Proposal on the Non-public Issuance of A Shares of the Company (the following resolutions to be voted item by item) was approved;				
1.01	Class and nominal value of the shares to be issued were approved;	1,345,950,009 (99.817415%)	0 (0%)	2,462,000 (0.182585%)	1,348,412,009 (100%)
1.02	Methods and time of issuance were approved;	1,345,950,009 (99.817415%)	0 (0%)	2,462,000 (0.182585%)	1,348,412,009 (100%)
1.03	Issuing objects and methods of subscription were approved;	1,345,950,009 (99.817415%)	0 (0%)	2,462,000 (0.182585%)	1,348,412,009 (100%)
1.04	Subscription price and pricing principles were approved;	1,345,950,009 (99.817415%)	0 (0%)	2,462,000 (0.182585%)	1,348,412,009 (100%)
1.05	Number of shares to be issued was approved;	1,345,950,009 (99.817415%)	0 (0%)	2,462,000 (0.182585%)	1,348,412,009 (100%)
1.06	Lock-up period was	1,345,950,009	0	2,462,000	1,348,412,009

	approved;	(99.817415%)	(0%)	(0.182585%)	(100%)
1.07	Use of proceeds raised was approved;	1,345,950,009 (99.817415%)	0 (0%)	2,462,000 (0.182585%)	1,348,412,009 (100%)
1.08	Proposal for arrangement of the accumulated distributable profits before the Non-public Issuance of A Shares was approved;	1,345,950,009 (99.817415%)	0 (0%)	2,462,000 (0.182585%)	1,348,412,009 (100%)
1.09	Listing place of the shares was approved;	1,345,950,009 (99.817415%)	0 (0%)	2,462,000 (0.182585%)	1,348,412,009 (100%)
1.10	Validity period of the resolution was approved;	1,345,950,009 (99.817415%)	0 (0%)	2,462,000 (0.182585%)	1,348,412,009 (100%)
2.	The Plan for the Non-public Issuance of A Shares of the Company (revised version) was approved; and	1,345,950,009 (99.817415%)	0 (0%)	2,462,000 (0.182585%)	1,348,412,009 (100%)
3.	The authorisation to the Board to handle all the matters relating to the Non-public Issuance of A Shares (revised) was approved.	1,345,650,009 (99.795166%)	0 (0%)	2,762,000 (0.204834%)	1,348,412,009 (100%)

All the above resolutions were passed as special resolutions.

As at the date of the H Shareholders' Class Meeting, 29,570,000 H Shares were repurchased during the period from 9 June 2015 to 30 June 2015, 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 H Shares of the Company is 5,739,440,000, 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 resolutions at the H Shareholders' Class Meeting is also 5,739,440,000. The total number of shares entitling the holders to attend and abstain from voting in favour of the resolutions 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 1,348,412,009 shares, representing approximately 23.493790% of the total number of issued 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 EGM, the A Shareholders' Class Meeting and the H Shareholders' Class Meeting.

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, 18 August 2015

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