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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 2015 Annual General Meeting**

The Board is pleased to announce that all the resolutions proposed to be approved at the 2015 annual general meeting were duly approved by the shareholders attending the 2015 annual general meeting.

Reference is made to the Notice of 2015 Annual General Meeting of Zijin Mining Group Co., Ltd.\* (the “Company”) dated 6 May 2016. At the 2015 Annual General Meeting (the “AGM”) of the Company held at the conference room at 21/F., Zijin Headquarters, No. 1 Zijin Road, Shanghang County, Longyan City, Fujian Province, the People’s Republic of China (the “PRC”) at 9 a.m. on 20 June 2016, the following resolutions voted by poll in accordance with the Company’s articles of association were duly approved by the shareholders attending the AGM, and the board of directors of the Company (the “Board”) is pleased to announce the poll results of the resolutions of the AGM as follows:

<b>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 executing progress of repurchase of H shares and the change of registered capital of the Company was approved;	8,750,705,021 (99.963581%)	580,053 (0.006627%)	2,608,000 (0.029792%)	8,753,893,074 (100%)
2.	The proposal of amendments to the articles of association of the Company was approved;	8,750,732,821 (99.963899%)	552,253 (0.006309%)	2,608,000 (0.029792%)	8,753,893,074 (100%)
3.	The proposal of a general mandate for the Company to issue debt financing instruments was	8,750,608,621 (99.962480%)	676,453 (0.007728%)	2,608,000 (0.029792%)	8,753,893,074 (100%)

	approved;				
4.	The proposal of the Company to provide guarantee to its overseas wholly-owned subsidiaries for the loans was approved;	8,750,636,421 (99.962798%)	648,653 (0.007410%)	2,608,000 (0.029792%)	8,753,893,074 (100%)
5.	The proposal of provision of counter-guarantee for 2016 finance of Fujian Makeng Mining Co., Ltd. was approved;	8,750,636,421 (99.962798%)	648,653 (0.007410%)	2,608,000 (0.029792%)	8,753,893,074 (100%)
<b>Ordinary resolutions</b>					
6.	Report of the Board of Directors of the Company for 2015 was approved;	8,743,766,744 (99.884322%)	6,738,330 (0.076975%)	3,388,000 (0.038703%)	8,753,893,074 (100%)
7.	Report of the Independent Directors of the Company for 2015 was approved;	8,743,749,744 (99.884128%)	6,755,330 (0.077169%)	3,388,000 (0.038703%)	8,753,893,074 (100%)
8.	Report of Supervisory Committee of the Company for 2015 was approved;	8,743,749,744 (99.884128%)	6,755,330 (0.077169%)	3,388,000 (0.038703%)	8,753,893,074 (100%)
9.	The Company's financial report for the year ended 31 December 2015 was approved;	8,743,846,144 (99.885229%)	6,658,930 (0.076068%)	3,388,000 (0.038703%)	8,753,893,074 (100%)
10.	The Company's 2015 annual report and its summary report were approved;	8,743,846,144 (99.885229%)	6,658,930 (0.076068%)	3,388,000 (0.038703%)	8,753,893,074 (100%)
11.	The profit distribution plan of the Company for the year ended 31 December 2015 was approved;	8,750,653,421 (99.962992%)	631,653 (0.007216%)	2,608,000 (0.029792%)	8,753,893,074 (100%)
12.	The calculation and distribution proposal for the remuneration of the Executive Directors and Chairman of Supervisory Committee of the Company for the year ended 31 December 2015 was approved;	8,749,616,421 (99.951146%)	1,668,653 (0.019062%)	2,608,000 (0.029792%)	8,753,893,074 (100%)
13.	The reappointment of Ernst & Young Hua Ming (LLP) as the Company's auditor for the year	8,749,712,821 (99.952247%)	1,572,253 (0.017961%)	2,608,000 (0.029792%)	8,753,893,074 (100%)

	ended 31 December 2016 was approved, and the chairman of the Board of Directors, president and financial controller were authorised to determine the remuneration; and				
14.	The proposal of electing Mr. Zhu Guang (朱光先生) as an independent non-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.	8,750,713,821 (99.963682%)	571,253 (0.006526%)	2,608,000 (0.029792%)	8,753,893,074 (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, the cancellation of the 32,070,000 H Shares repurchased from 9 June 2015 to 13 January 2016 was completed in Hong Kong but is pending the approval of the relevant PRC authorities. After deduction of the repurchased shares, the total number of issued shares of the Company is 21,540,743,650, comprising 15,803,803,650 domestic shares (A Shares) and 5,736,940,000 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 21,540,743,650. 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 8,753,893,074 shares, representing approximately 40.638769% of the total issued shares (excluding the aforementioned H Shares repurchased) as at the date of this announcement.

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

Computershare Hong Kong Investor Services Limited, the registrar of H Shares of the Company, has acted as the scrutineer for the vote-taking at the AGM.

### **Closure of register of members and expected timetable of the 2015 final dividend**

For the details of closure of register of members of H Shares of the Company and expected timetable of 2015 final dividend, please refer to the Company's announcement dated 8 June 2016. Dates or deadlines specified in that announcement for events in the timetable for (or otherwise in relation to) the 2015 final dividend distribution are indicative only and may be varied with reference to the practical circumstances. Any consequential changes to the expected timetable will be published by way of public announcement.

### **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 the H Shareholders 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, 20 June 2016, and it is RMB0.848136 to HK\$1. Accordingly, the amount of 2015 final dividend payable for each 10 shares of H share is HK\$0.707434 (tax included). The final dividend will be paid by the Receiving Agent 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 22 July 2016.

For the details of withholding and payment of personal income tax and enterprise income tax for non-resident enterprise shareholders in respect of 2015 final dividend, please refer to the Company's announcements dated 14 June 2016. 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 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, Zhu Guang, 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, 20 June 2016

*\*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. Zhu Guang

Mr. Zhu Guang (朱光), male, aged 59, Chinese, was born in 1957 with Heilongjiang ancestry. He is a member of the Chinese Communist Party. He graduated from the University of International Business and Economics in 1987 and obtained a Master degree in International Economy; in 2003, he was granted a Doctoral degree in Economics by the Central University of Finance and Economics. He currently serves as the vice-chairman of HOPU Jinghua (Beijing) Investment Consultancy Co., Ltd. (“HOPU Investment”). At the same time, he is a visiting professor of the Central South University and the Central University of Finance and Economics.

Mr. Zhu joined China Minmetals Corporation since 1987. He served as the general manager of Minmetals Trading Co., Ltd. in 1994 to oversee the businesses of iron and steel raw materials (iron ores, scrap steel, scrap vessel businesses) and iron and steel products; in 1995, he served as the general manager of Minmetals International Non-ferrous Metals Co., Ltd.; in 1999, he served as the senior vice-president and Party Member of China Minmetals Corporation to oversee the non-ferrous metals business segment. From 2009 to the present, he has been working with HOPU Investment and has been serving as the president of Longming iron mine on behalf of HOPU Investment.

Previously, Mr. Zhu has also held a number of other positions namely the vice-chairman of Xiamen Tungsten Co., Ltd., vice-president of China Tungsten Industry Association, chairman of International Tungsten Industry Association, and the chairman of Jiangxi Tungsten Industry Group Co. Ltd., China United Copper Co., Ltd., Minmetals Aluminium Company Limited and Sherwin Alumina L.P. of the United States, respectively, and vice-chairman of Guangxi Huayin Aluminium Co., Ltd., etc.

Mr. Zhu 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 being 24 October 2016.

As at the date of this announcement, Mr. Zhu does not have any interest and/or is not deemed to have, any interests or short positions in any shares, underlying shares or debentures of the Company or its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Mr. Zhu does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company. Save as disclosed herein, Mr. Zhu 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. Zhu’s appointment 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.