

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 Second Extraordinary General Meeting in 2016, the Second A Shareholders' Class Meeting in 2016 and the Second H Shareholders' Class Meeting in 2016**

The Board is pleased to announce that all the resolutions proposed to be approved at the Second Extraordinary General Meeting in 2016, the Second A Shareholders' Class Meeting in 2016 and the Second H Shareholders' Class Meeting in 2016 were duly approved by the independent shareholders attending the Second Extraordinary General Meeting in 2016, the Second A Shareholders' Class Meeting in 2016 and the Second H Shareholders' Class Meeting in 2016.

Reference is made to the notices of the Second Extraordinary General Meeting in 2016 and the Second H Shareholders' Class Meeting in 2016 dated 11 July 2016 and the revised notice of the Second Extraordinary General Meeting in 2016 dated 10 August 2016 of Zijin Mining Group Co., Ltd.\* (the "Company"). At the Second Extraordinary General Meeting in 2016 (the "EGM"), the Second A Shareholders' Class Meeting in 2016 (the "A Shareholders' Class Meeting") and the Second H Shareholders' Class Meeting in 2016 (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 25 August 2016 at 9 a.m., 11 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 independent 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 as follows:

**EGM**

<b>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.	Special Resolution: "To consider	8,127,110,855	2,386,850	2,228,000	8,131,725,705

	and approve Phase 1 of the Employee Stock Ownership Scheme of the Company (Draft) and its summary” was approved;	(99.943249%)	(0.029352%)	(0.027399%)	(100%)
2.	Special Resolution: “To consider and approve the formulation of the Administrative Policy of the Employee Stock Ownership Scheme of the Company” was approved;	8,127,120,955 (99.943373%)	2,376,750 (0.029228%)	2,228,000 (0.027399%)	8,131,725,705 (100%)
3.	Special Resolution: “To consider and approve the authorisation to the Board to handle all the matters relating to the current Employee Stock Ownership Scheme” was approved;	8,240,872,315 (99.944132%)	2,378,550 (0.028847%)	2,228,000 (0.027021%)	8,245,478,865 (100%)
4.	Special Resolution: “To consider and approve the satisfaction of the conditions for the Non-public Issuance of A Shares of the Company” was approved;	8,240,153,765 (99.935418%)	3,097,100 (0.037561%)	2,228,000 (0.027021%)	8,245,478,865 (100%)
5.	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;				
5.01	Class and nominal value of the shares to be issued were approved;	2,454,981,625 (99.780891%)	3,162,900 (0.128554%)	2,228,000 (0.090555%)	2,460,372,525 (100%)
5.02	Methods and time of issuance were approved;	2,454,981,625 (99.780891%)	3,162,900 (0.128554%)	2,228,000 (0.090555%)	2,460,372,525 (100%)
5.03	Issuing objects and methods of subscription were approved;	2,454,981,625 (99.780891%)	3,162,900 (0.128554%)	2,228,000 (0.090555%)	2,460,372,525 (100%)
5.04	Subscription price and pricing principles were approved;	2,454,981,625 (99.780891%)	3,162,900 (0.128554%)	2,228,000 (0.090555%)	2,460,372,525 (100%)
5.05	Number of shares to be issued was approved;	2,454,981,625 (99.780891%)	3,162,900 (0.128554%)	2,228,000 (0.090555%)	2,460,372,525 (100%)
5.06	Lock-up period was approved;	2,454,981,625	3,162,900	2,228,000	2,460,372,525

		(99.780891%)	(0.128554%)	(0.090555%)	(100%)
5.07	Use of proceeds raised was approved;	2,454,981,625 (99.780891%)	3,162,900 (0.128554%)	2,228,000 (0.090555%)	2,460,372,525 (100%)
5.08	Proposal for arrangement of the accumulated distributable profits before the Non-public Issuance of A Shares was approved;	2,454,981,625 (99.780891%)	3,162,900 (0.128554%)	2,228,000 (0.090555%)	2,460,372,525 (100%)
5.09	Listing place of the shares was approved;	2,454,981,625 (99.780891%)	3,162,900 (0.128554%)	2,228,000 (0.090555%)	2,460,372,525 (100%)
5.10	Validity period of the resolutions was approved;	2,454,981,625 (99.780891%)	3,162,900 (0.128554%)	2,228,000 (0.090555%)	2,460,372,525 (100%)
6.	Special Resolution: “To consider and approve the Plan for the Non-public Issuance of A Shares of the Company” was approved;	2,455,047,425 (99.783565%)	3,097,100 (0.125880%)	2,228,000 (0.090555%)	2,460,372,525 (100%)
7.	Ordinary Resolution: “To consider and approve the Feasibility Report on the Use of Proceeds Raised in the Non-public Issuance of A Shares” was approved;	8,240,153,765 (99.935418%)	3,097,100 (0.037561%)	2,228,000 (0.027021%)	8,245,478,865 (100%)
8.	Ordinary Resolution: “To consider and approve not to produce a report on the use of proceeds previously raised” was approved;	8,213,725,965 (99.614905%)	29,516,500 (0.357972%)	2,236,400 (0.027123%)	8,245,478,865 (100%)
9.	Special Resolution: “To consider and approve the connected transactions under the Non-public Issuance of A Shares” was approved;	2,455,046,625 (99.783533%)	3,078,600 (0.125127%)	2,247,300 (0.091340%)	2,460,372,525 (100%)
10.	Special Resolution: “To consider and approve the Company to enter into a “Conditional Share Subscription Agreement for the Non-public Issuance of A Shares” with its controlling shareholder” was approved;	2,456,538,275 (99.783664%)	3,078,600 (0.125052%)	2,247,300 (0.091284%)	2,461,864,175 (100%)
11.	Special Resolution: “To consider and approve the Company to enter	8,126,540,355 (99.936233%)	2,938,850 (0.036141%)	2,246,500 (0.027626%)	8,131,725,705 (100%)

	into a “Conditional Share Subscription Agreement for the Non-public Issuance of A Shares” with Phase 1 of the Employee Stock Ownership Scheme of the Company” was approved;				
12.	Ordinary 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;	8,240,152,965 (99.935408%)	3,079,400 (0.037347%)	2,246,500 (0.027245%)	8,245,478,865 (100%)
13.	Ordinary Resolution: “To consider and approve the undertakings of the Directors and senior management of the Company in relation to the recovery measures for returns” was approved;	8,240,294,615 (99.937126%)	2,937,750 (0.035629%)	2,246,500 (0.027245%)	8,245,478,865 (100%)
14.	Special Resolution: “To consider and approve the authorisation to the Board to handle all the matters relating to the Non-public Issuance of A Shares” was approved;	8,240,152,965 (99.935408%)	3,079,400 (0.037347%)	2,246,500 (0.027245%)	8,245,478,865 (100%)
15.	Ordinary Resolution: “To consider and approve the satisfaction of the conditions for issuance of the Renewable Corporate Bonds of the Company” was approved; and	8,241,319,415 (99.949555%)	1,912,950 (0.023200%)	2,246,500 (0.027245%)	8,245,478,865 (100%)
16.	Special Resolution: “To consider and approve issuance of the Renewable Corporate Bonds” (the following resolutions to be voted item by item) was approved;				
16.01	Size of issuance and face value were approved;	8,241,319,415 (99.949555%)	1,931,450 (0.023424%)	2,228,000 (0.027021%)	8,245,478,865 (100%)
16.02	Maturity was approved;	8,241,329,515 (99.949677%)	1,921,350 (0.023302%)	2,228,000 (0.027021%)	8,245,478,865 (100%)

16.03	Coupon rate and determination method were approved;	8,241,329,515 (99.949677%)	1,921,350 (0.023302%)	2,228,000 (0.027021%)	8,245,478,865 (100%)
16.04	Method of issuance was approved;	8,241,329,515 (99.949677%)	1,921,350 (0.023302%)	2,228,000 (0.027021%)	8,245,478,865 (100%)
16.05	Guarantee arrangement was approved;	8,241,328,715 (99.949668%)	1,922,150 (0.023311%)	2,228,000 (0.027021%)	8,245,478,865 (100%)
16.06	Redemption terms or repurchase terms was approved;	8,241,329,515 (99.949677%)	1,921,350 (0.023302%)	2,228,000 (0.027021%)	8,245,478,865 (100%)
16.07	Terms for deferring interest payment were approved;	8,241,329,515 (99.949677%)	1,921,350 (0.023302%)	2,228,000 (0.027021%)	8,245,478,865 (100%)
16.08	Restrictions on deferring interest payment were approved;	8,241,329,515 (99.949677%)	1,921,350 (0.023302%)	2,228,000 (0.027021%)	8,245,478,865 (100%)
16.09	Use of proceeds raised was approved;	8,241,319,415 (99.949555%)	1,931,450 (0.023424%)	2,228,000 (0.027021%)	8,245,478,865 (100%)
16.10	Issuing objects and placement arrangements for shareholders of the Company were approved;	8,241,319,415 (99.949555%)	1,931,450 (0.023424%)	2,228,000 (0.027021%)	8,245,478,865 (100%)
16.11	Underwriting method and listing arrangement were approved;	8,241,329,515 (99.949677%)	1,921,350 (0.023302%)	2,228,000 (0.027021%)	8,245,478,865 (100%)
16.12	Creditworthiness of the Company and the guarantee measures of repayment were approved;	8,241,329,515 (99.949677%)	1,921,350 (0.023302%)	2,228,000 (0.027021%)	8,245,478,865 (100%)
16.13	Validity period of the resolutions was approved;	8,241,329,515 (99.949677%)	1,921,350 (0.023302%)	2,228,000 (0.027021%)	8,245,478,865 (100%)
16.14	Matters to be authorised in relation to issuance of the Renewable Corporate Bonds were approved.	8,241,263,715 (99.948879%)	1,921,350 (0.023302%)	2,293,800 (0.027819%)	8,245,478,865 (100%)

The above resolution nos. 1, 2, 3, 4, 5, 6, 9, 10, 11, 14 and 16 were passed as special resolutions and resolution nos. 7, 8, 12, 13 and 15 were passed as ordinary resolutions.

As at the date of the EGM, 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. Pursuant to the relevant laws and regulations, (i) Minxi Xinghang State-owned Assets Investment Company Limited (“Minxi Xinghang”, holding 5,671,353,180 A Shares of the Company as at the date of this announcement) abstained from voting in respect of the resolutions relating to subscription of A Shares by Minxi Xinghang (i.e., resolution nos. 5, 6, 9 and 10) at the EGM; (ii) directors, supervisors and

senior management who have a connected relationship with subscription of A Shares by Minxi Xinghang and subscription of A Shares pursuant to Phase 1 of the Employee Stock Ownership Scheme of the Company (the “Employee Stock Ownership Scheme”) abstained from voting on resolution nos. 1, 2, 5, 6, 9, 10 and 11 at the EGM; and (iii) directors, supervisors and senior management who have a connected relationship with subscription of A Shares pursuant to the Employee Stock Ownership Scheme but do not have a material interest in transactions and arrangements under subscription of A Shares by Minxi Xinghang abstained from voting on resolution nos. 1, 2, 5, 6, 9 and 11 at the EGM. Therefore, the total number of shares entitling the holders to attend and vote on (i) resolution nos. 1, 2 and 11; (ii) resolution nos. 5, 6 and 9; (iii) resolution no. 10; and (iv) other resolutions at the EGM is 21,424,980,490, 15,753,627,310, 15,755,128,960 and 21,540,743,650 respectively. The total number of shares held by the shareholders or their proxy(ies) who have attended the EGM and are entitled to vote on (i) resolution nos. 1, 2 and 11; (ii) resolution nos. 5, 6 and 9; (iii) resolution no. 10; and (iv) other resolutions at the EGM is 8,131,725,705 shares, 2,460,372,525 shares, 2,461,864,175 shares and 8,245,478,865 shares respectively, representing approximately 37.750441%, 11.421948%, 11.428873% and 38.278525% of the total issued shares respectively as at the date of this announcement. Save as disclosed above, there were no shares entitling the shareholders to attend the EGM but required under Rule 13.40 of the Listing Rules to abstain from voting in favor, 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		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;	914,087,913 (99.655176%)	3,162,900 (0.344824%)	0 (0%)	917,250,813 (100%)
1.02	Methods and time of issuance were approved;	914,087,913 (99.655176%)	3,162,900 (0.344824%)	0 (0%)	917,250,813 (100%)
1.03	Issuing objects and methods of subscription were approved;	914,087,913 (99.655176%)	3,162,900 (0.344824%)	0 (0%)	917,250,813 (100%)
1.04	Subscription price and pricing principles were approved;	914,087,913 (99.655176%)	3,162,900 (0.344824%)	0 (0%)	917,250,813 (100%)
1.05	Number of shares to be issued was	914,087,913	3,162,900	0	917,250,813

	approved;	(99.655176%)	(0.344824%)	(0%)	(100%)
1.06	Lock-up period was approved;	914,087,913 (99.655176%)	3,162,900 (0.344824%)	0 (0%)	917,250,813 (100%)
1.07	Use of proceeds raised was approved;	914,087,913 (99.655176%)	3,162,900 (0.344824%)	0 (0%)	917,250,813 (100%)
1.08	Proposal for arrangement of the accumulated distributable profits before the Non-public Issuance of A Shares was approved;	914,087,913 (99.655176%)	3,162,900 (0.344824%)	0 (0%)	917,250,813 (100%)
1.09	Listing place of the shares was approved;	914,087,913 (99.655176%)	3,162,900 (0.344824%)	0 (0%)	917,250,813 (100%)
1.10	Validity period of the resolutions was approved;	914,087,913 (99.655176%)	3,162,900 (0.344824%)	0 (0%)	917,250,813 (100%)
2.	The Plan for the Non-public Issuance of A Shares of the Company was approved; and	914,153,713 (99.662350%)	3,097,100 (0.337650%)	0 (0%)	917,250,813 (100%)
3.	The authorisation to the Board to handle all the matters relating to the Non-public Issuance of A Shares was approved.	6,699,259,253 (99.953779%)	3,079,400 (0.045945%)	18,500 (0.000276%)	6,702,357,153 (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. Pursuant to the relevant laws and regulations, (i) Minxi Xinghang (holding 5,671,353,180 A Shares of the Company as at the date of this announcement) abstained from voting in respect of the resolutions relating to subscription of A Shares by Minxi Xinghang (i.e., resolution nos. 1 and 2) at the A Shareholders' Class Meeting; and (ii) directors, supervisors and senior management who have a connected relationship with subscription of A Shares by Minxi Xinghang and subscription of A Shares pursuant to the Employee Stock Ownership Scheme abstained from voting on resolution nos. 1 and 2 at the A Shareholders' Class Meeting. Therefore, the total number of shares entitling the holders to attend and vote on (i) resolution nos. 1 and 2; and (ii) resolution no. 3 at the A Shareholders' Class Meeting is 10,018,697,310 and 15,803,803,650 respectively. 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 on (i) resolution nos. 1 and 2; and (ii) resolution no. 3 is 917,250,813 shares and 6,702,357,153 shares respectively, representing approximately 5.803988% and 42.409772% of the total number of issued domestic shares (A Shares) as at the date of this announcement. Save as disclosed above, there were no shares entitling the shareholders to attend the A Shareholders' Class Meeting and abstain from voting in favor and no 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		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;	1,568,866,055 (99.858188%)	0 (0%)	2,228,000 (0.141812%)	1,571,094,055 (100%)
1.02	Methods and time of issuance were approved;	1,568,866,055 (99.858188%)	0 (0%)	2,228,000 (0.141812%)	1,571,094,055 (100%)
1.03	Issuing objects and methods of subscription were approved;	1,568,866,055 (99.858188%)	0 (0%)	2,228,000 (0.141812%)	1,571,094,055 (100%)
1.04	Subscription price and pricing principles were approved;	1,568,866,055 (99.858188%)	0 (0%)	2,228,000 (0.141812%)	1,571,094,055 (100%)
1.05	Number of shares to be issued was approved;	1,568,866,055 (99.858188%)	0 (0%)	2,228,000 (0.141812%)	1,571,094,055 (100%)
1.06	Lock-up period was approved;	1,568,866,055 (99.858188%)	0 (0%)	2,228,000 (0.141812%)	1,571,094,055 (100%)
1.07	Use of proceeds raised was approved;	1,568,866,055 (99.858188%)	0 (0%)	2,228,000 (0.141812%)	1,571,094,055 (100%)
1.08	Proposal for arrangement of the accumulated distributable profits before the Non-public Issuance of A Shares was approved;	1,568,866,055 (99.858188%)	0 (0%)	2,228,000 (0.141812%)	1,571,094,055 (100%)
1.09	Listing place of the shares was approved;	1,568,866,055 (99.858188%)	0 (0%)	2,228,000 (0.141812%)	1,571,094,055 (100%)
1.10	Validity period of the resolutions was approved;	1,568,866,055 (99.858188%)	0 (0%)	2,228,000 (0.141812%)	1,571,094,055 (100%)
2.	The Plan for the Non-public Issuance of A Shares of the Company was approved; and	1,568,866,055 (99.858188%)	0 (0%)	2,228,000 (0.141812%)	1,571,094,055 (100%)
3.	The authorisation to the Board to	1,568,866,055	0	2,228,000	1,571,094,055



handle all the matters relating to the Non-public Issuance of A Shares was approved.	(99.858188%)	(0%)	(0.141812%)	(100%)
--------------------------------------------------------------------------------------	--------------	------	-------------	--------

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 is 5,736,940,000, which are listed on The Stock Exchange of Hong Kong Limited. Pursuant to the relevant laws and regulations, a director and a supervisor who have a connected relationship with subscription of A Shares by Minxi Xinghang and subscription of A Shares pursuant to the Employee Stock Ownership Scheme abstained from voting on resolution nos. 1 and 2 at the H Shareholders' Class Meeting. Therefore, the total number of shares entitling the holders to attend and vote on (i) resolution nos. 1 and 2; and (ii) resolution no. 3 at the H Shareholders' Class Meeting is 5,734,930,000 and 5,736,940,000 respectively. 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 on (i) resolution nos. 1 and 2; and (ii) resolution no. 3 is 1,571,094,055 shares and 1,571,094,055 shares respectively, representing approximately 27.385576% and 27.385576% of the total number of issued H Shares as at the date of this announcement. Save as disclosed above, there were no shares entitling the shareholders to attend the H Shareholders' Class Meeting but required under Rule 13.40 of the Listing Rules to abstain from voting in favor, and no 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 conducted in compliance with the requirements of the relevant laws and regulations of the PRC and the articles of association of the Company, and the poll results are lawful and valid.

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 EGM, the A Shareholders' Class Meeting and the H Shareholders' Class Meeting.

**Investors and shareholders are advised by the board of directors 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, 25 August 2016

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