

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 2017 Annual General Meeting

The Board is pleased to announce that all the resolutions proposed to be approved at the 2017 Annual General Meeting were duly approved by the shareholders attending the 2017 Annual General Meeting.

References are made to the notice of 2017 Annual General Meeting dated 29 March 2018 of Zijin Mining Group Co., Ltd.* (the “Company”). At the 2017 Annual General Meeting (the “AGM”) of the Company held at the conference room at 21/F., Zijin Headquarters, No. 1 Zijin Road, Shanghang County, Fujian Province, the People’s Republic of China (the “PRC”) on 17 May 2018 at 9 a.m., the following resolutions voted by poll in accordance with the Company’s articles of association (the “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 as follows:

	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 of amendments to the articles of association of the Company was approved;	7,465,773,039 (89.888113%)	821,740,387 (9.893777%)	18,115,434 (0.218110%)	8,305,628,860 (100%)
2.	The proposal in relation to granting a general mandate to the Board of Directors for issuance of H Shares was approved;	7,173,114,775 (86.364499%)	1,114,266,751 (13.415803%)	18,247,334 (0.219698%)	8,305,628,860 (100%)
3.	The proposal of a general mandate for the Company to issue debt financing instruments was approved;	8,209,777,226 (98.845944%)	77,794,800 (0.936651%)	18,056,834 (0.217405%)	8,305,628,860 (100%)

4.	The proposal of the Company to provide guarantee to its overseas wholly-owned subsidiaries for the loans was approved;	8,209,756,226 (98.845691%)	77,808,800 (0.936820%)	18,063,834 (0.217489%)	8,305,628,860 (100%)
5.	The proposal of the provision of counter-guarantee for 2018 finance to Makeng Mining was approved;	8,209,755,826 (98.845686%)	77,815,900 (0.936906%)	18,057,134 (0.217408%)	8,305,628,860 (100%)
6.	The proposal of the provision of guarantee to Wengfu Zijin was approved;	8,209,778,526 (98.845959%)	77,793,500 (0.936636%)	18,056,834 (0.217405%)	8,305,628,860 (100%)
Ordinary resolutions					
7.	Report of the Board of Directors of the Company for 2017 was approved;	8,119,124,372 (97.754481%)	4,346,050 (0.052326%)	182,158,438 (2.193193%)	8,305,628,860 (100%)
8.	Report of the Independent Directors of the Company for 2017 was approved;	8,279,907,376 (99.690313%)	4,370,450 (0.052620%)	21,351,034 (0.257067%)	8,305,628,860 (100%)
9.	Report of Supervisory Committee of the Company for 2017 was approved;	8,279,987,676 (99.691279%)	4,276,850 (0.051494%)	21,364,334 (0.257227%)	8,305,628,860 (100%)
10.	The Company's financial report for the year ended 31 December 2017 was approved;	8,279,998,176 (99.691406%)	4,267,350 (0.051379%)	21,363,334 (0.257215%)	8,305,628,860 (100%)
11.	The Company's 2017 annual report and its summary report were approved;	8,280,071,076 (99.692284%)	4,194,450 (0.050501%)	21,363,334 (0.257215%)	8,305,628,860 (100%)
12.	The profit distribution plan of the Company for the year ended 31 December 2017 was approved;	8,284,678,676 (99.747759%)	2,893,350 (0.034836%)	18,056,834 (0.217405%)	8,305,628,860 (100%)
13.	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 2017 was approved;	8,282,892,276 (99.726251%)	4,498,750 (0.054165%)	18,237,834 (0.219584%)	8,305,628,860 (100%)
14.	The reappointment of Ernst &	8,283,259,176	4,292,550	18,077,134	8,305,628,860

	Young Hua Ming LLP as the Company's auditor for the year ended 31 December 2018, and to authorise the chairman of the Board of Directors, president and financial controller to determine the remuneration was approved; and	(99.730668%)	(0.051683%)	(0.217649%)	(100%)
15.	The change in the use of a portion of the proceeds raised in the non-public issuance of A Shares in 2016 was approved.	8,283,418,476 (99.732586%)	4,134,550 (0.049780%)	18,075,834 (0.217634%)	8,305,628,860 (100%)

The above resolutions no. 1 to 6 were passed as special resolutions and resolutions no. 7 to 15 were passed as ordinary resolutions.

As at the date of the AGM, the total number of issued shares of the Company is 23,031,218,891, comprising 17,294,278,891 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 23,031,218,891. 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 8,305,628,860 shares, representing approximately 36.062481% of the total number of issued shares as at the date of this announcement.

The AGM was duly convened and conducted in compliance with the requirements of the relevant laws and regulations of the PRC and the Articles of Association, 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 AGM.

Closure of register of members and expected timetable of the 2017 final dividend

For the details of closure of register of members of H Shares of the Company and expected timetable of 2017 final dividend, please refer to the Company's announcement dated 7 May 2018. Dates or deadlines specified in that announcement for events in the timetable for (or otherwise in relation to) the 2017 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 Thursday, 17 May 2018, and it is RMB0.809882 to HK\$1. Accordingly, the amount of 2017 final dividend payable for each 10 shares of H share is HK\$1.111273 (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 Friday, 29 June 2018.

For the details of withholding and payment of personal income tax and enterprise income tax for non-resident enterprise shareholders in respect of 2017 final dividend, please refer to the Company's announcements dated 4 May 2018. 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 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), Lan Fusheng, Zou Laichang, Lin Hongfu, Fang Qixue, and Ms. Lin Hongying as executive directors, Mister. Li Jian as non-executive director, and Messrs. Lu Shihua, Zhu Guang, Sit Hoi Wah, Kenneth, and Cai Meifeng as independent non-executive directors.

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

Fujian, the PRC, 17 May 2018

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