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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 Second Extraordinary General Meeting in 2020, the Second A Shareholders' Class Meeting in 2020 and the Second H Shareholders' Class Meeting in 2020**

The Board is pleased to announce that all the resolutions proposed to be approved at the Second Extraordinary General Meeting in 2020, the Second A Shareholders' Class Meeting in 2020 and the Second H Shareholders' Class Meeting in 2020 were duly approved by the shareholders attending the Second Extraordinary General Meeting in 2020, the Second A Shareholders' Class Meeting in 2020 and the Second H Shareholders' Class Meeting in 2020, respectively.

References are made to the Notice of the Second Extraordinary General Meeting in 2020, the Second H Shareholders' Class Meeting in 2020 and the circular dated 4 July 2020 and the clarification announcement dated 7 July 2020 of Zijin Mining Group Co., Ltd.\* (the "Company"). At the second extraordinary general meeting in 2020 (the "EGM"), the second A Shareholders' class meeting in 2020 (the "A Shareholders' Class Meeting") and the second H Shareholders' class meeting in 2020 (the "H Shareholders' Class Meeting") of the Company held at 9 a.m., 10 a.m. and 10:30 a.m. on Monday, 20 July 2020 respectively at the conference room at 41/F., Tower B, Zhonghang Zijin Plaza, No. 1811 Huandao Road East, Siming District, Xiamen City, Fujian Province, the People's Republic of China (the "PRC"), 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 EGM, the A Shareholders' Class Meeting and the H Shareholders' Class Meeting. The board of directors of the Company (the "Board") is pleased to announce the poll results of the resolutions in the respective meetings as follows:

**EGM**

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.	Ordinary Resolution: "To	10,657,663,288	27,485,955	63,143	10,685,212,386

	consider and approve the proposal in relation to the satisfaction of the conditions for the public issuance of A Share Convertible Corporate Bonds of the Company” was approved;	(99.742175%)	(0.257234%)	(0.000591%)	(100%)
2.	Special Resolution: “To consider and approve the Proposal on the Public Issuance of A Share Convertible Corporate Bonds for the Year 2020 of the Company” (the following resolutions to be voted item by item) was approved;				
2.01	Type of securities to be issued was approved;	10,657,726,131 (99.742764%)	27,485,955 (0.257233%)	300 (0.000003%)	10,685,212,386 (100%)
2.02	Size of the issuance was approved;	10,657,726,131 (99.742764%)	27,485,955 (0.257233%)	300 (0.000003%)	10,685,212,386 (100%)
2.03	Par value and issue price were approved;	10,657,726,131 (99.742764%)	27,485,955 (0.257233%)	300 (0.000003%)	10,685,212,386 (100%)
2.04	Term of the A Share Convertible Corporate Bonds was approved;	10,657,726,131 (99.742764%)	27,485,955 (0.257233%)	300 (0.000003%)	10,685,212,386 (100%)
2.05	Coupon rate of the A Share Convertible Corporate Bonds was approved;	10,657,726,131 (99.742764%)	27,485,955 (0.257233%)	300 (0.000003%)	10,685,212,386 (100%)
2.06	Timing and method of repayment of principal and interest payment were approved;	10,657,726,131 (99.742764%)	27,485,955 (0.257233%)	300 (0.000003%)	10,685,212,386 (100%)
2.07	Conversion period was approved;	10,657,708,931 (99.742603%)	27,503,155 (0.257394%)	300 (0.000003%)	10,685,212,386 (100%)
2.08	Determination and adjustment of the conversion price were approved;	10,657,708,931 (99.742603%)	27,503,155 (0.257394%)	300 (0.000003%)	10,685,212,386 (100%)
2.09	Terms of downward adjustment to conversion price were approved;	10,657,708,931 (99.742603%)	27,503,155 (0.257394%)	300 (0.000003%)	10,685,212,386 (100%)
2.10	Method for determining the number of A Shares for	10,648,708,931 (99.742386%)	27,503,155 (0.257611%)	300 (0.000003%)	10,676,212,386 (100%)

	conversion and treatment for remaining balance of the A Share Convertible Corporate Bonds which is insufficient to be converted into one A Share were approved;				
2.11	Terms of redemption were approved;	10,657,708,931 (99.742603%)	27,485,955 (0.257233%)	17,500 (0.000164%)	10,685,212,386 (100%)
2.12	Terms of sale back were approved;	10,657,708,931 (99.742603%)	27,485,955 (0.257233%)	17,500 (0.000164%)	10,685,212,386 (100%)
2.13	Entitlement to dividend in the year of conversion was approved;	10,657,708,931 (99.742603%)	27,503,155 (0.257394%)	300 (0.000003%)	10,685,212,386 (100%)
2.14	Method of the issuance and target subscribers were approved;	10,657,708,931 (99.742603%)	27,485,955 (0.257233%)	17,500 (0.000164%)	10,685,212,386 (100%)
2.15	Subscription arrangement for the existing A Shareholders was approved;	10,657,708,931 (99.742603%)	27,485,955 (0.257233%)	17,500 (0.000164%)	10,685,212,386 (100%)
2.16	Relevant matters of bondholders' meetings were approved;	10,657,708,931 (99.742603%)	27,485,955 (0.257233%)	17,500 (0.000164%)	10,685,212,386 (100%)
2.17	Use of proceeds was approved;	10,685,199,986 (99.999884%)	12,100 (0.000113%)	300 (0.000003%)	10,685,212,386 (100%)
2.18	Rating was approved;	10,657,708,931 (99.742603%)	27,485,955 (0.257233%)	17,500 (0.000164%)	10,685,212,386 (100%)
2.19	Management and deposit for proceeds raised were approved;	10,657,708,931 (99.742603%)	27,485,955 (0.257233%)	17,500 (0.000164%)	10,685,212,386 (100%)
2.20	Guarantee and security were approved;	10,648,708,031 (99.742377%)	27,486,855 (0.257459%)	17,500 (0.000164%)	10,676,212,386 (100%)
2.21	Validity period of the resolution of the issuance was approved;	10,657,708,931 (99.742603%)	27,485,955 (0.257233%)	17,500 (0.000164%)	10,685,212,386 (100%)
3.	Special Resolution: "To consider and approve the Plan of the Public Issuance of A Share Convertible Corporate Bonds of the Company" was approved;	10,657,708,931 (99.742603%)	27,503,155 (0.257394%)	300 (0.000003%)	10,685,212,386 (100%)
4.	Ordinary Resolution: "To	10,685,119,943	12,100	80,343	10,685,212,386

	consider and approve the Feasibility Report on the Use of Proceeds Raised in the Public Issuance of A Share Convertible Corporate Bonds of the Company” was approved;	(99.999135%)	(0.000113%)	(0.000752%)	(100%)
5.	Ordinary Resolution: “To consider and approve the proposal in relation to reports on the use of proceeds previously raised” (the following resolutions to be voted item by item) was approved;				
5.01	Specific report on the use of proceeds previously raised of the Company (as at 31 December 2019) was approved;	10,685,137,143 (99.999296%)	12,100 (0.000113%)	63,143 (0.000591%)	10,685,212,386 (100%)
5.02	Specific report on the use of proceeds previously raised of the Company (as at 31 March 2020) was approved;	10,685,137,143 (99.999296%)	12,100 (0.000113%)	63,143 (0.000591%)	10,685,212,386 (100%)
6.	Ordinary Resolution: “To consider and approve the proposal in relation to recovery measures and undertakings by relevant parties in relation to dilutive impact on immediate returns of the public issuance of A Share Convertible Corporate Bonds of the Company” was approved;	10,657,646,088 (99.742015%)	27,485,955 (0.257233%)	80,343 (0.000752%)	10,685,212,386 (100%)
7.	Special Resolution: “To consider and approve the Profit Distribution and Return Plan for the Next Three Years (Year 2020-2022) of the Company” was approved;	10,685,119,343 (99.999129%)	12,100 (0.000113%)	80,943 (0.000758%)	10,685,212,386 (100%)
8.	Ordinary Resolution: “To	10,657,646,088	27,503,155	63,143	10,685,212,386

	consider and approve the proposal in relation to formulation of Rules for A Share Convertible Corporate Bondholders' Meetings of the Company" was approved;	(99.742015%)	(0.257394%)	(0.000591%)	(100%)
9.	Special Resolution: "To consider and approve the proposal in relation to the possible connected transactions of subscriptions of A Share Convertible Corporate Bonds under the public issuance by the substantial shareholder, directors and supervisors and/or the directors under the Employee Stock Ownership Scheme" was approved;	4,450,921,136 (99.384466%)	27,486,255 (0.613740%)	80,343 (0.001794%)	4,478,487,734 (100%)
10.	Special Resolution: "To consider and approve the proposal in relation to the authorisation to the board of directors or its authorised persons to handle all the matters relating to the public issuance of A Share Convertible Corporate Bonds of the Company" was approved;	10,657,708,631 (99.742600%)	27,486,255 (0.257236%)	17,500 (0.000164%)	10,685,212,386 (100%)
11.	Special Resolution: "To consider and approve the proposal in relation to provision of guarantee for financing to Gold Mountains (H.K.) International Mining Company Limited" was approved; and	10,685,136,843 (99.999293%)	12,400 (0.000116%)	63,143 (0.000591%)	10,685,212,386 (100%)
12.	Special Resolution: "To consider and approve the proposal in relation to provision of guarantees for financing for	10,111,915,579 (94.634671%)	29,600 (0.000277%)	573,267,207 (5.365052%)	10,685,212,386 (100%)

acquisition and construction of Julong Copper” was approved.				
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The above resolutions no. 2, 3, 7, 9, 10, 11 and 12 were passed as special resolutions and resolutions no. 1, 4, 5, 6 and 8 were passed as ordinary resolutions.

As at the date of the EGM, the total number of issued shares of the Company (“Shares”) was 25,377,259,946, comprising 19,640,319,946 domestic shares (A Shares) and 5,736,940,000 H Shares listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). Pursuant to the relevant laws and regulations, Minxi Xinghang State-owned Assets Investment Company Limited, a substantial shareholder of the Company, and the directors and supervisors of the Company who are holding interest in the A Shares of the Company abstained from voting on resolution no. 9 at the EGM. Therefore, the total number of Shares entitling the holders to attend and vote on (i) resolution no. 9 and (ii) other resolutions at the EGM was 19,155,523,294 and 25,377,259,946 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 no. 9; (ii) other resolutions at the EGM was 4,478,487,734 Shares and 10,685,212,386 Shares respectively, representing approximately 17.647641% and 42.105461% of the total issued Shares as at the date of this announcement respectively. Save as disclosed above, there were no Shares entitling the shareholders to attend the EGM but whom are required under Rule 13.40 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited to abstain from voting in favour, 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 Public Issuance of A Share Convertible Corporate Bonds for the Year 2020 of the Company (the following resolutions to be voted item by item) was approved;				
1.01	Type of securities to be issued was approved;	8,521,249,321 (99.986059%)	1,187,800 (0.013937%)	300 (0.000004%)	8,522,437,421 (100%)
1.02	Size of the issuance was approved;	8,521,249,321 (99.986059%)	1,187,800 (0.013937%)	300 (0.000004%)	8,522,437,421 (100%)
1.03	Par value and issue price were	8,521,249,321	1,187,800	300	8,522,437,421

	approved;	(99.986059%)	(0.013937%)	(0.000004%)	(100%)
1.04	Term of the A Share Convertible Corporate Bonds was approved;	8,521,249,321 (99.986059%)	1,187,800 (0.013937%)	300 (0.000004%)	8,522,437,421 (100%)
1.05	Coupon rate of the A Share Convertible Corporate Bonds was approved;	8,521,249,321 (99.986059%)	1,187,800 (0.013937%)	300 (0.000004%)	8,522,437,421 (100%)
1.06	Timing and method of repayment of principal and interest payment were approved;	8,521,249,321 (99.986059%)	1,187,800 (0.013937%)	300 (0.000004%)	8,522,437,421 (100%)
1.07	Conversion period was approved;	8,521,232,121 (99.985857%)	1,205,000 (0.014139%)	300 (0.000004%)	8,522,437,421 (100%)
1.08	Determination and adjustment of the conversion price were approved;	8,521,232,121 (99.985857%)	1,205,000 (0.014139%)	300 (0.000004%)	8,522,437,421 (100%)
1.09	Terms of downward adjustment to conversion price were approved;	8,521,232,121 (99.985857%)	1,205,000 (0.014139%)	300 (0.000004%)	8,522,437,421 (100%)
1.10	Method for determining the number of A Shares for conversion and treatment for remaining balance of the A Share Convertible Corporate Bonds which is insufficient to be converted into one A Share were approved;	8,521,232,121 (99.985857%)	1,205,000 (0.014139%)	300 (0.000004%)	8,522,437,421 (100%)
1.11	Terms of redemption were approved;	8,521,232,121 (99.985857%)	1,187,800 (0.013938%)	17,500 (0.000205%)	8,522,437,421 (100%)
1.12	Terms of sale back were approved;	8,521,232,121 (99.985857%)	1,187,800 (0.013938%)	17,500 (0.000205%)	8,522,437,421 (100%)
1.13	Entitlement to dividend in the year of conversion was approved;	8,521,232,121 (99.985857%)	1,205,000 (0.014139%)	300 (0.000004%)	8,522,437,421 (100%)
1.14	Method of the issuance and target subscribers were approved;	8,521,232,121 (99.985857%)	1,187,800 (0.013938%)	17,500 (0.000205%)	8,522,437,421 (100%)
1.15	Subscription arrangement for the existing A Shareholders was approved;	8,521,232,121 (99.985857%)	1,187,800 (0.013938%)	17,500 (0.000205%)	8,522,437,421 (100%)

1.16	Relevant matters of bondholders' meetings were approved;	8,521,232,121 (99.985857%)	1,187,800 (0.013938%)	17,500 (0.000205%)	8,522,437,421 (100%)
1.17	Use of proceeds was approved;	8,522,425,021 (99.999855%)	12,100 (0.000141%)	300 (0.000004%)	8,522,437,421 (100%)
1.18	Rating was approved;	8,521,232,121 (99.985857%)	1,187,800 (0.013938%)	17,500 (0.000205%)	8,522,437,421 (100%)
1.19	Management and deposit for proceeds raised were approved;	8,521,232,121 (99.985857%)	1,187,800 (0.013938%)	17,500 (0.000205%)	8,522,437,421 (100%)
1.20	Guarantee and security were approved;	8,521,231,221 (99.985847%)	1,188,700 (0.013948%)	17,500 (0.000205%)	8,522,437,421 (100%)
1.21	Validity period of the resolution of the issuance was approved;	8,521,232,121 (99.985857%)	1,187,800 (0.013938%)	17,500 (0.000205%)	8,522,437,421 (100%)
2.	The Plan of the Public Issuance of A Share Convertible Corporate Bonds of the Company was approved; and	8,521,232,121 (99.985857%)	1,205,000 (0.014139%)	300 (0.000004%)	8,522,437,421 (100%)
3.	The proposal in relation to the authorisation to the board of directors or its authorised persons to handle all the matters relating to the public issuance of A Share Convertible Corporate Bonds of the Company was approved.	8,521,231,821 (99.985854%)	1,188,100 (0.013941%)	17,500 (0.000205%)	8,522,437,421 (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 was 19,640,319,946. The total number of A Shares entitling the holders to attend and vote on the resolutions at the A Shareholders' Class Meeting was also 19,640,319,946. The total number of A Shares entitling the holders to attend and abstain from voting in favour of the resolutions at the A Shareholders' Class Meeting only was nil. No A Shareholder was required to abstain from voting at the A Shareholders' Class Meeting. The total number of A Shares held by the shareholders or their proxy(ies) who attended the A Shareholders' Class Meeting and were entitled to vote was 8,522,437,421, representing approximately 43.392559% of the total number of issued A Shares as at the date of this announcement.

### **H Shareholders' Class Meeting**



<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 on the Public Issuance of A Share Convertible Corporate Bonds for the Year 2020 of the Company (the following resolutions to be voted item by item) was approved;				
1.01	Type of securities to be issued was approved;	2,145,351,005 (98.789024%)	26,298,155 (1.210976%)	0 (0.000000%)	2,171,649,160 (100%)
1.02	Size of the issuance was approved;	2,145,351,005 (98.789024%)	26,298,155 (1.210976%)	0 (0.000000%)	2,171,649,160 (100%)
1.03	Par value and issue price were approved;	2,145,351,005 (98.789024%)	26,298,155 (1.210976%)	0 (0.000000%)	2,171,649,160 (100%)
1.04	Term of the A Share Convertible Corporate Bonds was approved;	2,145,351,005 (98.789024%)	26,298,155 (1.210976%)	0 (0.000000%)	2,171,649,160 (100%)
1.05	Coupon rate of the A Share Convertible Corporate Bonds was approved;	2,145,351,005 (98.789024%)	26,298,155 (1.210976%)	0 (0.000000%)	2,171,649,160 (100%)
1.06	Timing and method of repayment of principal and interest payment were approved;	2,145,351,005 (98.789024%)	26,298,155 (1.210976%)	0 (0.000000%)	2,171,649,160 (100%)
1.07	Conversion period was approved;	2,145,351,005 (98.789024%)	26,298,155 (1.210976%)	0 (0.000000%)	2,171,649,160 (100%)
1.08	Determination and adjustment of the conversion price were approved;	2,145,351,005 (98.789024%)	26,298,155 (1.210976%)	0 (0.000000%)	2,171,649,160 (100%)
1.09	Terms of downward adjustment to conversion price were approved;	2,145,351,005 (98.789024%)	26,298,155 (1.210976%)	0 (0.000000%)	2,171,649,160 (100%)
1.10	Method for determining the number of A Shares for conversion and treatment for remaining balance of the A Share Convertible Corporate Bonds which is insufficient to be	2,145,351,005 (98.789024%)	26,298,155 (1.210976%)	0 (0.000000%)	2,171,649,160 (100%)

	converted into one A Share were approved;				
1.11	Terms of redemption were approved;	2,145,351,005 (98.789024%)	26,298,155 (1.210976%)	0 (0.000000%)	2,171,649,160 (100%)
1.12	Terms of sale back were approved;	2,145,351,005 (98.789024%)	26,298,155 (1.210976%)	0 (0.000000%)	2,171,649,160 (100%)
1.13	Entitlement to dividend in the year of conversion was approved;	2,145,351,005 (98.789024%)	26,298,155 (1.210976%)	0 (0.000000%)	2,171,649,160 (100%)
1.14	Method of the issuance and target subscribers were approved;	2,145,351,005 (98.789024%)	26,298,155 (1.210976%)	0 (0.000000%)	2,171,649,160 (100%)
1.15	Subscription arrangement for the existing A Shareholders was approved;	2,145,351,005 (98.789024%)	26,298,155 (1.210976%)	0 (0.000000%)	2,171,649,160 (100%)
1.16	Relevant matters of bondholders' meetings were approved;	2,145,351,005 (98.789024%)	26,298,155 (1.210976%)	0 (0.000000%)	2,171,649,160 (100%)
1.17	Use of proceeds was approved;	2,171,649,160 (100.000000%)	0 (0.000000%)	0 (0.000000%)	2,171,649,160 (100%)
1.18	Rating was approved;	2,145,351,005 (98.789024%)	26,298,155 (1.210976%)	0 (0.000000%)	2,171,649,160 (100%)
1.19	Management and deposit for proceeds raised were approved;	2,145,351,005 (98.789024%)	26,298,155 (1.210976%)	0 (0.000000%)	2,171,649,160 (100%)
1.20	Guarantee and security were approved;	2,145,351,005 (98.789024%)	26,298,155 (1.210976%)	0 (0.000000%)	2,171,649,160 (100%)
1.21	Validity period of the resolution of the issuance was approved;	2,145,351,005 (98.789024%)	26,298,155 (1.210976%)	0 (0.000000%)	2,171,649,160 (100%)
2.	The Plan of the Public Issuance of A Share Convertible Corporate Bonds of the Company was approved; and	2,145,351,005 (98.789024%)	26,298,155 (1.210976%)	0 (0.000000%)	2,171,649,160 (100%)
3.	The proposal in relation to the authorisation to the board of directors or its authorised persons to handle all the matters relating to the public issuance of A Share Convertible Corporate	2,145,351,005 (98.789024%)	26,298,155 (1.210976%)	0 (0.000000%)	2,171,649,160 (100%)

	Bonds of the Company was approved.				
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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 was 5,736,940,000, which are listed on the Stock Exchange. The total number of H Shares entitling the holders to attend and vote on the resolutions at the H Shareholders' Class Meeting was also 5,736,940,000. The total number of H Shares entitling the holders to attend and abstain from voting in favour of the resolutions at the H Shareholders' Class Meeting only was nil. No H shareholder was required to abstain from voting at the H Shareholders' Class Meeting. The total number of H Shares held by the shareholders or their proxy(ies) who attended the H Shareholders' Class Meeting and were entitled to vote was 2,171,649,160, representing approximately 37.853789% of the total number of issued H Shares as at the date of this announcement.

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, and the poll results are lawful and valid.

Computershare Hong Kong Investor Services Limited, the registrar of H Shares of the Company, 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 securities 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, Ms. Lin Hongying and Mister Xie Xionghui as executive directors, Mister Li Jian as non-executive director, and Messrs. Zhu Guang, Mao Jingwen, Li Changqing, He Fulong and Suen Man Tak as independent non-executive directors.

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

20 July 2020, Fujian, the PRC

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