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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)**

## **Announcement in relation to Amendments to the Articles of Association of the Company**

For the purpose of further optimising the corporate governance and standardising operation of Zijin Mining Group Co., Ltd.\* (the "Company"), pursuant to the stipulations of the Companies Law of the People's Republic of China, Securities Law of the People's Republic of China, Guidelines for Articles of Association of Listed Companies, Rules Governing the Listing of Stocks on Shanghai Stock Exchange and other relevant laws, regulations and regulatory documents, taking into account the actual situation of the Company, the Company convened the tenth meeting of the seventh term of the board of directors on 18 March 2022, at which the proposal in relation to change of registered capital and amendments to the articles of association of the Company was considered and approved. It was agreed to amend the prevailing articles in the articles of association of the Company (the "Articles of Association") which are relevant to capital structure and registered capital. Details are as follows:

### **I. Changes in the Company's registered capital**

1. The Company publicly issued RMB6 billion of A Share convertible corporate bonds (the "A Share Convertible Corporate Bonds") on 3 November 2020, and the A Share Convertible Corporate Bonds became convertible beginning from 10 May 2021. As the terms of redemption of the A Share Convertible Corporate Bonds had been triggered, the Company implemented early redemption and the A Share Convertible Corporate Bonds had been delisted from the Shanghai Stock Exchange starting from 28 June 2021. The cumulative number of A Shares converted was 854,361,694. Before the conversion of the A Share Convertible Corporate Bonds, the total number of shares of the Company was 25,473,240,546, and the share capital was RMB2,547,324,054.6. After the conversion, the total number of shares was 26,327,602,240, and the share capital was RMB2,632,760,224. For details, please refer to the Company's announcement disclosed on HKEXnews website (<http://www.hkexnews.hk>) dated 28 June 2021.

2. On 15 November 2021, the Company granted 2,510,000 reserved restricted A Shares to 39 participants. Before the grant, the total number of shares of the Company was 26,327,602,240, and the share capital was RMB2,632,760,224. After the grant, the total number of shares was 26,330,112,240, and the share capital

was RMB2,633,011,224. For details, please refer to the Company's announcement disclosed on HKEXnews website (<http://www.hkexnews.hk>) dated 9 December 2021.

3. On 15 November 2021, the Company decided to repurchase a total of 800,000 restricted A Shares granted but not yet unlocked held by 7 participants (resigned) under the incentive scheme. Before the repurchase, the total number of shares of the Company was 26,330,112,240, and the share capital was RMB2,633,011,224. After the repurchase, the total number of shares was 26,329,312,240, and the share capital was RMB2,632,931,224. For details, please refer to the Company's announcement disclosed on HKEXnews website (<http://www.hkexnews.hk>) dated 12 January 2022.

After the abovementioned three changes, the total number of shares of the Company has changed from 25,473,240,546 to 26,329,312,240, and the share capital of the Company has changed from RMB2,547,324,054.6 to RMB2,632,931,224.

## II. Amendments to certain articles of the Articles of Association

Due to the changes in the Guidelines for Articles of Association of Listed Companies and other supervisory regulations, taking into account the Company's actual situation, it is proposed to amend certain contents of the Articles of Association. Details are as follows:

	Before amendment	After amendment
Articles of Association	Article 3: Address of the Company: No. 1, Zijin Road, Shanghang County Postal code: 364200 Tel: <b>86-597-3845701</b> Fax: 86-597-3883997	Article 3: Address of the Company: No. 1, Zijin Road, Shanghang County Postal code: 364200 Tel: <b>86-0597-3833115</b> Fax: 86-597-3883997
	Article 10: The business tenet of the Company is: to keep strong footing in China and expand horizon across the world, with exploration and mining of gold, copper, zinc and other mineral resources as the main business and appropriately extend associated businesses; to adhere to mineral resources-leading and cost-leading strategies, to adhere to the integration of internationalization, project enlargement and assets securitization, to further strengthen innovation as the core competitiveness; to	Article 10: The business tenet of the Company is: to keep strong footing in China and expand horizon across the world, with exploration and mining of gold, copper, zinc and other mineral resources as the main business and appropriately extend associated businesses; to adhere to mineral resources-leading and cost-leading strategies, to adhere to the integration of internationalization, project enlargement and assets securitization, to further strengthen innovation as the core competitiveness; to

	<p>adhere to the integration of market principles and scientific management, to adopt people-oriented approach and promote the effective integration between the outstanding elements of Zijin corporate culture and the international practices; to build up a safe, environmental and ecological friendly brand name and maximize the value for the society, the staff, the shareholders and other associates of the Company. To achieve the ultimate goal of being an “<b>extra-large international mining group with high technology and efficiency</b>”.</p>	<p>adhere to the integration of market principles and scientific management, to adopt people-oriented approach and promote the effective integration between the outstanding elements of Zijin corporate culture and the international practices; to build up a safe, environmental and ecological friendly brand name and maximize the value for the society, the staff, the shareholders and other associates of the Company. To achieve the ultimate goal of “<b>becoming a green, high-tech, leading global mining company</b>”.</p>
	<p>Article 17: The current share capital structure of the Company is: the Company’s issued ordinary shares is <u>25,473,240,546 shares</u> with RMB0.10 of par value per share, among which <u>19,736,300,546 shares</u> are domestic shares (representing approximately <u>77.48%</u> of total issued ordinary shares of the Company); 5,736,940,000 shares are H shares (representing approximately <u>22.52%</u> of total issued ordinary shares of the Company).</p>	<p>Article 17: The current share capital structure of the Company is: the Company’s issued ordinary shares is <b>26,329,312,240 shares</b> with RMB0.10 of par value per share, among which <b>20,592,372,240 shares</b> are domestic shares (representing approximately <b>78.21%</b> of total issued ordinary shares of the Company); 5,736,940,000 shares are H shares (representing approximately <b>21.79%</b> of total issued ordinary shares of the Company).</p>
	<p>Article 20: The Company’s registered share capital is <u>RMB2,547,324,054.60</u>.</p>	<p>Article 20: The Company’s registered share capital is <b>RMB2,632,931,224</b>.</p>
	<p>Article 61: The shareholders’ general meeting shall exercise the following functions and powers: (15) To consider the adoption of share option incentive scheme;</p>	<p>Article 61: The shareholders’ general meeting shall exercise the following functions and powers: (15) To consider the adoption of share option incentive scheme <b>and employee stock ownership scheme;</b></p>
	<p>Article 62: The Company shall obtain shareholders’ approval for the following</p>	<p>Article 62: The Company shall obtain shareholders’ approval for the following</p>

	<p>external guarantee provided by the Company:</p> <p>(1) Any guarantee for any amount greater than the aggregate amount of external guarantee, which is equal to or exceed 50% of the latest audited total assets, provided by the Company and its controlling subsidiaries;</p> <p>(2) Any guarantee for any amount greater than the aggregate amount of external guarantee, which is equal to or exceed 30% of the latest audited total assets provided by the Company;</p> <p>(3) Provision of guarantee for any security which has a gearing ratio for more than 70%;</p> <p>(4) Provision of guarantee for any single transaction for an amount greater than 10% of the latest audited total assets; and</p> <p>(5) Provision of guarantee for shareholder, beneficial shareholder or its connected parties.</p>	<p>external guarantee provided by the Company:</p> <p>(1) Any guarantee for any amount greater than the aggregate amount of external guarantee, which is equal to or exceed 50% of the latest audited total assets, provided by the Company and its controlling subsidiaries;</p> <p>(2) Any guarantee for any amount greater than the aggregate amount of external guarantee, which is equal to or exceed 30% of the latest audited total assets provided by the Company;</p> <p><b>(3) The amount of guarantee provided by the Company within one year exceeds 30% of the Company’s audited total assets for the latest period;</b></p> <p>(4) Provision of guarantee for any single transaction for an amount greater than 10% of the latest audited total assets; and</p> <p>(5) Provision of guarantee for shareholder, beneficial shareholder or its connected parties.</p>
	<p>Article 84: Shareholders (including proxies) who vote at the shareholders’ general meeting shall exercise their voting rights in relation to the amount of voting shares they represent. Each share carries one vote.</p> <p>Any shareholder is abstained to vote or is restricted to vote only “For” or only “Against” on any resolution, the vote will not be counted if this shareholder or its proxy violates this restriction.</p> <p>When material issues affecting the interests</p>	<p>Article 84: Shareholders (including proxies) who vote at the shareholders’ general meeting shall exercise their voting rights in relation to the amount of voting shares they represent. Each share carries one vote.</p> <p>Any shareholder is abstained to vote or is restricted to vote only “For” or only “Against” on any resolution, the vote will not be counted if this shareholder or its proxy violates this restriction.</p> <p>When material issues affecting the interests</p>

	<p>of minority shareholders are considered at the shareholders' general meeting, the votes of minority shareholders shall be counted separately. The separate votes counting results shall be disclosed publicly in a timely manner.</p> <p>The Company's shares held by the Company shall not carry voting rights, and those shares shall not be included in calculating the total number of votes carrying voting rights at a general meeting.</p> <p><b>The soliciting of voting rights can be carried out by board of directors, independent directors, and the shareholders who comply with relevant regulations.</b></p> <p>Information including the specific voting preference shall be fully provided to the shareholders for whom voting rights are being solicited. Consideration or defacto consideration for soliciting shareholders' voting rights is prohibited. The Company shall not impose any minimum shareholding limitation for soliciting voting rights.</p>	<p>of minority shareholders are considered at the shareholders' general meeting, the votes of minority shareholders shall be counted separately. The separate votes counting results shall be disclosed publicly in a timely manner.</p> <p>The Company's shares held by the Company shall not carry voting rights, and those shares shall not be included in calculating the total number of votes carrying voting rights at a general meeting.</p> <p><b>If a shareholder purchases shares carrying voting rights of the Company in violation of the provisions of paragraphs 1 and 2 of Article 63 of the Securities Law, the shares exceeding the prescribed proportion shall not exercise voting rights within 36 months after the purchase, and they shall not be included in the total number of shares carrying voting rights in the general meetings of shareholders.</b></p> <p><b>The board of directors, independent directors, shareholders holding more than 1% of the shares carrying voting rights or investor protection institutions established in accordance with laws, administrative regulations or the provisions of the China Securities Regulatory Commission can publicly solicit shareholders' voting rights.</b></p> <p>Information including the specific voting</p>
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		<p>preference shall be fully provided to the shareholders for whom voting rights are being solicited. Consideration or defacto consideration for soliciting shareholders' voting rights is prohibited. The Company shall not impose any minimum shareholding limitation for soliciting voting rights.</p>
	<p>Article 115: The board of directors shall be accountable to the shareholders' general meeting and shall exercise the following functions and powers:</p> <p>(8) Subject to the scope of authorization of the shareholders' general meeting, to decide on matters including the Company's overseas investment, purchase and disposal of assets, charging of assets, matters in relation to external guarantee, commissioned wealth management, and connected transactions;</p>	<p>Article 115: The board of directors shall be accountable to the shareholders' general meeting and shall exercise the following functions and powers:</p> <p>(8) Subject to the scope of authorization of the shareholders' general meeting, to decide on matters including the Company's overseas investment, purchase and disposal of assets, charging of assets, matters in relation to external guarantee, commissioned wealth management, connected transactions, <b>and external donations;</b></p>
	<p>Article 117: The board of directors shall define the scope of external investment, purchases and sales of assets, assets pledge, external guarantee issue, committed wealth management, connected transaction and set up stringent procedures in review and decision making. In formulating a comprehensive investigation, specialists and professionals should be gathered to assess the major investment project and seek shareholders' approval in general meeting.</p>	<p>Article 117: The board of directors shall define the scope of external investment, purchases and sales of assets, assets pledge, external guarantee issue, committed wealth management, connected transaction, <b>external donation</b> and set up stringent procedures in review and decision making. In formulating a comprehensive investigation, specialists and professionals should be gathered to assess the major investment project and seek shareholders' approval in general meeting.</p>

Except for the abovementioned amendments, the contents of other provisions of the Articles of Association remain unchanged.

The abovementioned matters will only take effect after they are tabled to and considered and approved at

the Company's shareholders' general meeting. The board of directors of the Company will carry out relevant industrial and commercial registration pursuant to the authorisation of the shareholders' general meeting.

**This announcement is written in both Chinese and English. In the case of any discrepancies, the Chinese version shall prevail over its English version.**

**Investors and shareholders are advised by the board of directors 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, Suen Man Tak and Bo Shao Chuan as independent non-executive directors.

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

18 March 2022, Fujian, the PRC

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