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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)**

## **Profit Distribution and Return Plan for the Next Three Years (Year 2023-2025)**

Pursuant to requirements of relevant laws, regulations and regulatory documents including “Notice in relation to Further Implementing Cash Dividend Distribution of Listed Companies” (Zheng Jian Fa [2012] No. 37) and “Regulatory Guidelines of Listed Companies No. 3 - Distribution of Cash Dividends of Listed Companies (2022 revised)” issued by the China Securities Regulatory Commission and provisions of the articles of association of Zijin Mining Group Co., Ltd.\* (the “Articles of Association”), in order to improve and enhance the decision making and supervisory mechanism of profit distribution of Zijin Mining Group Co., Ltd.\* (the “Company”), while taking into consideration the Company’s production and operation, sustainable development and providing reasonable returns to investors, the Company formulated the “Profit Distribution and Return Plan for the Next Three Years (Year 2023-2025) of Zijin Mining Group Co., Ltd.\*” (the “Profit Distribution and Return Plan”). The details are as follows:

### **I. Factors to be considered during the formulation of the Profit Distribution and Return Plan**

During the formulation of the Profit Distribution and Return Plan, the Company intends to distribute profits systematically and establish a sustainable, stable and scientific return mechanism for investors, by paying attention to the long-term and sustainable development of the Company, while comprehensively analysing the Company’s actual operating conditions, shareholders’ views, capital cost of the society, external financing environment, etc., and giving full consideration to the Company’s current and future profit scale, cash flow conditions, development stage, capital demand for project investment, bank credit facilities, debt financing environment, etc.

### **II. Principles of the formulation of the Profit Distribution and Return Plan**

The Company shall fully regard reasonable returns to the investment of investors as an important matter in profit distribution, while taking into account the sustainable development of the Company and maintaining the continuity and stability of the profit distribution policies, which shall comply with the provisions of the relevant laws and regulations. The profits distributed by the Company shall not exceed the amount of accumulated distributable profits, and shall not damage the Company’s capacity in sustainable operation. The

Company shall actively promote the distribution of cash dividends.

During the decision making and verification process of profit distribution policies of the board of directors (the “Board”) and shareholders’ general meetings of the Company, communication and exchange shall be made with independent directors, supervisors and shareholders (especially the minority shareholders) and their views and requests shall be fully listened. The concerns of the minority shareholders shall be addressed in a timely manner.

### **III. Details of the Profit Distribution and Return Plan for the next three years of the Company**

#### **(1) Forms of profit distribution**

The Company may distribute dividends in cash, bonus shares or by other means as allowed by laws and regulations. Among the above means of profit distribution, the Company shall take distribution of cash dividends as the preferential means.

#### **(2) Conditions of profit distribution in cash**

In accordance with the provisions of the Company Law of the People’s Republic of China and other relevant laws and regulations, when the distributable profit of the Company which includes the current year’s net realised profit after deducting losses, full provisions of statutory reserve and discretionary reserve is positive, and the audit body has issued a standard and unqualified auditor’s report for the Company’s annual financial report (financial report in relation to interim profit distribution in cash can be unaudited), the Company shall make a cash dividend distribution plan except in special circumstances (such as material investment plans, material cash expenditures, etc.).

When the Company meets the above conditions of profit distribution in cash but does not distribute cash dividends for special reasons or the cash dividend ratio does not meet the stipulations of the Articles of Association or the Profit Distribution and Return Plan, the Board shall give specific explanation for the matters including detailed reasons for not distributing cash dividends, the relatively low cash dividend ratio and the use of undistributed profits. After the independent directors have provided their opinion, it shall be tabled to the shareholders’ general meeting for consideration.

#### **(3) Intervals and proportion of profit distribution**

Subject to the premise of fulfilling the profit distribution conditions under the provisions of the Articles of Association, the Company shall carry out profit distribution at least once a year. The Board can propose to distribute interim cash dividends according to the operating conditions and capital requirements of the Company.

Subject to the premise of fulfilling the abovementioned conditions of profit distribution in cash, the Company’s accumulative profit distribution in cash for the last 3 years shall, in principle, not be less than 30%

of the total amount of accumulative distributable profits realised for the last 3 years.

(4) Conditions for the distribution of bonus shares

The Board may consider adopting methods such as distribution of bonus shares and conversion of capital reserves into issued share capital for distribution. The Company shall consider the scale of the existing share capital before distribution of bonus shares, and pay attention to the simultaneous growth in share capital and operating performance.

(5) Formulation procedures of profit distribution plan

The Board may, after fully considering a variety of factors such as the Company's profitability, cash flow conditions, reproduction and investment needs of the Company together with the requests of shareholders (especially minority shareholders), and the opinion of independent directors and supervisors, propose an annual or interim profit distribution plan for the Board's consideration.

The profit distribution plan shall be considered by the Board and approved by more than half of the Board members at the Board meeting. The profit distribution proposal shall be approved by more than half of the voting rights held by the shareholders attending the shareholders' general meeting. If the shareholders' general meeting considers the proposal of distribution of bonus shares or conversion of capital reserves into issued capital for distribution, the proposal shall be approved by more than two-thirds of the voting rights held by the shareholders attending the shareholders' general meeting.

When formulating cash dividend distribution proposal, the Board shall actively communicate and exchange views with shareholders, especially minority shareholders through various channels (including but not limited to telephone, fax, mail communication, etc.), fully listen to their views and requests, and provide timely responses to minority shareholders' concerns. Independent directors shall provide independent opinion on the dividend distribution proposal.

(6) Amendment procedures of profit distribution policies

If there are material changes in the external environment or the Company's own operating's conditions, where amendments to the profit distribution policies are necessary, protection for the interest of minority shareholders of the Company shall be fully taken into account. The amended profit distribution policies shall not violate the requirements of relevant laws, regulations and regulatory documents. The proposal for amendment of profit distribution policies shall be considered at the Board meeting and the shareholders' general meeting. The proposal for amendment of profit distribution policies shall be approved by more than two-thirds of the Board members at the Board meeting, and independent directors shall provide independent opinion. The proposal for amendment of profit distribution policies shall be approved by more than two-thirds of the voting rights held by the shareholders attending the shareholders' general meeting.

When considering amendment of profit distribution policies, especially profit distribution in cash, the Board shall fully listen to the opinion of shareholders (especially minority shareholders), independent directors and supervisors.

(7) The Company's shareholders, independent directors and supervisory committee shall supervise the progress and decision-making procedures of the Company's profit distribution policies executed by the Board and management.

(8) During the implementation of profit distribution proposal, if there is any misappropriation of the Company's capital by any shareholder of the Company, the Company shall deduct the cash dividends allocated to such shareholder in order to repay the amount of misappropriated capital.

(9) With respect to executing the right to confiscating unclaimed dividends, the right cannot be executed until the relevant effective period expires.

(10) When formulating, considering and executing a specific profit distribution proposal, the Board shall comply with profit distribution policies as stipulated in the provisions of applicable laws, administrative regulations, departmental rules and regulatory documents.

(11) The Company shall disclose the execution status of distribution proposal and cash dividend distribution policies during the reporting period in its regular reports and indicate if it is compliant with laws and regulations.

#### **IV. Others**

The Profit Distribution and Return Plan shall be interpreted by the Board and become effective after being considered and approved at the shareholders' general meeting.

(1) Any matters not stated in the Profit Distribution and Return Plan shall be executed pursuant to the relevant laws, regulations, rules, regulatory documents and the Articles of Association.

(2) The Profit Distribution and Return Plan and its amendments shall become effective after being considered and approved at the shareholders' general meeting of the Company.

(3) The Profit Distribution and Return Plan shall be interpreted by the Board.

**The Profit Distribution and Return Plan for the Next Three Years (Year 2023-2025) is subject to the consideration at the shareholders' general meeting of the Company.**

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

**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), Zou Laichang, Lin Hongfu, Ms. Lin Hongying, Messrs. Xie Xionghui and Wu Jianhui as executive directors, Mister Li Jian as non-executive director, and Messrs. He Fulong, Mao Jingwen, Li Changqing, Suen Man Tak, Bo Shao Chuan and Ms. Wu Xiaomin as independent non-executive directors.

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

28 May 2023, Fujian, the PRC

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