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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**

The eighteenth extraordinary meeting in 2025 of the eighth term of the board of directors (the "Board of Directors") of Zijin Mining Group Co., Ltd.\* (the "Company") was convened on 28 November 2025, at which the proposal in relation to amendments to the articles of association (the "Articles of Association") of the Company was considered and approved. The relevant circumstances are hereby announced as follows:

### **I. Abolishment of the supervisory committee (the "Supervisory Committee") of the Company**

Pursuant to the provisions of the Companies Law of the People's Republic of China (the "Companies Law"), the Guidelines for the Articles of Association of Listed Companies, the Relevant Arrangements for the Transition Period in relation to Implementation of Supporting Institutional Rules for the New Companies Law and other relevant laws, regulations and regulatory documents, and taking into account the actual circumstances of the Company, the Company proposed not to maintain the Supervisory Committee. The statutory functions and powers of the Supervisory Committee as stipulated in the Companies Law shall be exercised by the audit and supervision committee of the Board of Directors.

The duties of the current supervisors of the Company will be automatically terminated from the date on which such proposal is considered and approved at the shareholders' meeting. Prior to such date, the eighth term of the Supervisory Committee of the Company will continue to discharge its functions and duties in accordance with the relevant provisions of laws and regulations.

## **II. Changes in registered capital stated in the Articles of Association**

The Company decided to repurchase and cancel a total of 2,539,100 restricted A Shares granted but not yet unlocked held by certain participants under the Restricted A Share Incentive Scheme for 2020 on 17 February 2023, 12 January 2024, 17 November 2024 and 17 October 2025, respectively. For details, please refer to the Company's announcements published on the HKEXnews website (<http://www.hkexnews.hk>) dated 19 February 2023, 12 January 2024, 17 November 2024, 17 October 2025 and 30 October 2025, respectively. In addition, the Company completed a placement of 251,900,000 new H Shares on 25 June 2024. For details, please refer to the Company's announcement published on the HKEXnews website (<http://www.hkexnews.hk>) dated 25 June 2024.

Following the completion of the abovementioned changes in shares, the total number of shares of the Company will be changed from 26,328,172,240 to 26,577,533,140, and the registered capital will be changed from RMB2,632,817,224 to RMB2,657,753,314.

## **III. Amendments to the Articles of Association**

Pursuant to the relevant laws, administrative regulations, departmental rules of the China Securities Regulatory Commission (the "CSRC"), the Guidelines for the Articles of Association of Listed Companies, the Rules for Shareholders' Meetings of Listed Companies and other regulatory documents as well as relevant rules of the stock exchanges of the places where the Company's shares are listed, and in order to incorporate the Company's outstanding practice with Zijin characteristics, the Company proposed to amend the Articles of Association.

Since the amendments are based on the Guidelines for the Articles of Association of Listed Companies issued by the CSRC and are extensive, the Company proposed to table the full text of the Articles of Association after amendments to the shareholders' meeting for consideration, and will not prepare a separate proposal for amendments. In addition to the adaptive amendments to be made in accordance with the latest regulatory rules, the key points of core amendments relating to the corporate governance structure are set out below:

### **(I) Abolishment of the Supervisory Committee**

Pursuant to new regulatory rules, the Company will abolish the Supervisory Committee, and its statutory functions and powers will be assumed and exercised by the audit and supervision committee of the Board of Directors.

(II) Expansion of the Board of Directors and appointment of lifetime honorary chairman

The number of members of the Board of Directors will be increased from 13 to 15: 1 employee director (executive director) and 1 independent non-executive director will be added. The expanded Board of Directors will consist of 7 executive directors, 1 non-executive director and 7 independent non-executive directors, with 1 of the independent non-executive directors designated as the lead independent director. In recognition of the significant contributions to the Company's development made by Mr. Chen Jinghe, the founder of the Company, the Company proposed to appoint Mr. Chen Jinghe as the lifetime honorary chairman.

(III) Establishment of new senior management positions

In accordance with the management needs of the Company, new positions including standing vice-president and joint chief financial officer will be established. The senior management after the adjustment will include: president, standing vice-president, vice-presidents, chief financial officer and joint chief financial officer, secretary to the Board of Directors and chief engineer.

A circular containing, inter alia, further details of the proposed amendments to the Articles of Association will be issued by the Company and despatched to the H Shareholders in due course.

**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 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), 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, 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 November 2025, Fujian, the PRC

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