

*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)**

## **Proposed Adoption of the Employee Stock Ownership Scheme for 2026**

On 8 May 2026, the Board resolved to propose the adoption of the Employee Stock Ownership Scheme for 2026. The implementation of the Employee Stock Ownership Scheme will be subject to the consideration and approval of the Shareholders at the AGM. Prior to the convening of the AGM for approving the Employee Stock Ownership Scheme, the Company may make amendments to the Draft of the Employee Stock Ownership Scheme upon the requests of the regulatory authorities in the PRC and/or Hong Kong.

### **Implications under the Listing Rules**

The source of the Underlying Shares under the Employee Stock Ownership Scheme is solely the repurchased A Shares placed in the Company's specific securities account for repurchase. Such A Shares are not listed on the Hong Kong Stock Exchange. The Employee Stock Ownership Scheme does not involve the Company (or any of its subsidiaries) granting new Shares or options for new Shares, nor does it involve the issuance of new Shares, or the transfer of Treasury Shares of H Shares. Accordingly, the Employee Stock Ownership Scheme constitutes a share scheme involving existing shares or treasury shares not listed on the Hong Kong Stock Exchange for the purposes of Rule 17.12 and Rule 19A.39E of the Listing Rules, and is subject to the applicable disclosure requirements under Rule 17.12 of the Listing Rules. The adoption of the Employee Stock Ownership Scheme is not subject to Shareholders' approval under Chapter 17 of the Listing Rules. Nevertheless, pursuant to the PRC laws and regulations and the Articles of Association, the Employee Stock Ownership Scheme is subject to the consideration and approval of the Shareholders at the Shareholders' meeting.

As the Holders of the Employee Stock Ownership Scheme involve the executive Directors and the directors of the Significant Subsidiaries of the Company, the participation of the abovementioned persons in the Employee Stock Ownership Scheme constitutes Connected Transactions under Chapter 14A of the Listing Rules. The terms of participation by the Connected Participants are the same as those applicable to other Holders under the Employee Stock Ownership Scheme.

During the 12-month period up to and including the date of this announcement, the Company allocated units involving A Shares to the Connected Participants under the employee stock ownership scheme for 2025 of the Company on 11 September 2025. After taking into account (i) the number of A Shares corresponding to the units allocated to each Connected Participant under the employee stock ownership scheme for 2025 of the Company; and (ii) the maximum number of A Shares corresponding to the units proposed to be subscribed by each Connected Participant under the Employee Stock Ownership Scheme, no Connected Participant has been granted, and is proposed to be granted, Shares under the share schemes of the Company which, in aggregate during the 12-month period up to and including the date of this announcement, would amount to 0.1% or more of the relevant class of Shares in issue.

After aggregation with the grants under the employee stock ownership scheme for 2025 of the Company pursuant to Rule 14A.81 of the Listing Rules, all applicable percentage ratios, other than the profits ratio, in respect of the participation by each Connected Participant in the Employee Stock Ownership Scheme are less than 0.1% on an individual basis. Accordingly, the participation by each Connected Participant in the Employee Stock Ownership Scheme is fully exempt from Shareholders' approval, annual review and all disclosure requirements. Save for the above fully exempt Connected Transactions, the participation of other Holders in the Employee Stock Ownership Scheme does not constitute Connected Transactions under Chapter 14A of the Listing Rules. In case of reallocation of any units of the Employee Stock Ownership Scheme to any Connected Persons and such reallocation constitutes a Connected Transaction under Chapter 14A of the Listing Rules, the Company will comply with the relevant requirements under Chapter 14A of the Listing Rules.

Zou Laichang, Lin Hongfu, Xie Xionghui, Wu Jianhui, Shen Shaoyang, Zheng Youcheng and Wu Honghui, the Directors who are the Target Holders of the Employee Stock Ownership Scheme, are considered to have material interests in the Employee Stock Ownership Scheme, and accordingly each of them abstained from voting in respect of the relevant resolutions to approve the proposed adoption of the Employee Stock Ownership Scheme for 2026 at the Board meeting. All remaining Directors (including all independent non-executive Directors) who were entitled to vote unanimously approved the relevant resolutions. The format and procedure for passing the resolutions were in compliance with the Companies Law and the Articles of Association. Save for the above, no other Directors have or are deemed to have material interests in the above transaction. In addition, no Directors abstained from voting on other relevant resolutions at the abovementioned Board meeting.

### **The AGM**

The AGM will be convened and held for the purpose of, inter alia, considering and approving, by the Shareholders, the proposed adoption of the Employee Stock Ownership Scheme for 2026 and related matters. Votes for all resolutions at the AGM shall be taken by way of poll. An announcement on the poll vote results will be made by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

Pursuant to Rule 2.15 of the Listing Rules, all Shareholders who have a material interest in the Employee Stock Ownership Scheme shall abstain from voting on the resolutions to approve the adoption of the Employee Stock Ownership Scheme at the AGM. As at the date of this announcement, to the best of the knowledge of the Directors after making all reasonable enquiries, Zou Laichang, Lin Hongfu, Xie Xionghui, Wu Jianhui, Shen Shaoyang, Zheng Youcheng and Wu Honghui, the executive Directors, and Wang Chun, Liao Yuanhang and Jian Ximing, the directors of the Significant Subsidiaries, and other Target Holders and their respective Associates have material interests in the resolutions relating to the adoption of the Employee Stock Ownership Scheme to be proposed at the AGM. Accordingly, the Target Holders and their Associates shall abstain from voting on the resolutions relating to the adoption of the Employee Stock Ownership Scheme at the AGM. Pursuant to the relevant regulations of the PRC, the executive Directors and senior management of the Company who will participate in the Employee Stock Ownership Scheme, being the connected persons, shall abstain from voting on the resolutions relating to the adoption of the Employee Stock Ownership Scheme at the AGM.

Save as disclosed above, no other Shareholders have to abstain from voting on the relevant resolutions to be proposed at the AGM.

A circular containing further details of the proposed adoption of the Employee Stock Ownership Scheme will be issued by the Company and dispatched to the H Shareholders in due course.

On 8 May 2026, the Board resolved to propose the adoption of the Employee Stock Ownership Scheme for 2026. The implementation of the Employee Stock Ownership Scheme will be subject to the consideration and approval of the Shareholders at the AGM. Prior to the convening of the AGM for approving the Employee Stock Ownership Scheme, the Company may make amendments to the Draft of the Employee Stock Ownership Scheme upon the requests of the regulatory authorities in the PRC and/or Hong Kong.

The principal terms of the Employee Stock Ownership Scheme are set out below:

### **Purposes of the Employee Stock Ownership Scheme**

Pursuant to the provisions of relevant laws, regulations, regulatory documents including the Companies Law, Securities Law, Guiding Opinions, Guidelines No. 1 as well as the Articles of Association, the Company formulated the Employee Stock Ownership Scheme for 2026 (Draft) of Zijin Mining Group Co., Ltd.\*, and sought the employees' opinions through the workers' representatives meetings. Certain Directors, senior management and employees of the Company who satisfy the conditions can participate in the Employee Stock Ownership Scheme in a voluntary, lawful and compliant manner and hold the Shares of the Company, which is for the following purposes:

- (I) establishing and improving the coordination mechanism for risk and benefit sharing between the employees, the Company, the Shareholders and other various stakeholders;
- (II) enhancing the cohesion of the Company's employees, advocating the concept of common sustainable development for the Company and individuals, and effectively motivating the enthusiasm of the management and employees of the Company; and
- (III) attracting, incentivising and retaining outstanding management talents and key business personnel, balancing the Company's short-term operational objectives and long-term strategic planning, consolidating the foundation for development through a flexible talent incentive mechanism, and promoting the long-term, sustainable and healthy development of the Company.

### **Basis for determination and scope of the Holders of the Employee Stock Ownership Scheme**

#### **I. Basis for determination of the Holders**

Pursuant to the provisions of relevant laws, regulations, regulatory documents including the Companies Law, Securities Law, Guiding Opinions, Guidelines No. 1 as well as the Articles of Association, and taking into account the actual situation, the Company determined the list of Target Holders of the Employee Stock Ownership Scheme.

The Target Holders of the Employee Stock Ownership Scheme shall be the employees who have entered into a formal labour contract or an appointment contract with the Company or its subsidiaries which are under the scope of the Group's consolidated financial statements (including branches, wholly and non-wholly owned subsidiaries).

In the event of any of the following circumstances, employees shall not be eligible for the Employee Stock Ownership Scheme:

- (1) being subject to criminal liabilities due to violation of relevant national laws and administrative regulations;

- (2) being subject to disciplinary actions or penalties due to violation of the Company's policies or disciplines, or conduct that is detrimental to the Company's interests, which has caused significant losses to the Company's production and operation;
- (3) causing severe impairment to the Company's interests, reputation and image due to leakage of national or corporate secrets, corruption, theft, misappropriation, bribe accepting, bribe offering, negligence of duty, malfeasance or other acts in violation of national laws and regulations, or violating public order, professional morals and ethics;
- (4) being deemed by the Board as employees who shall not be eligible for the Employee Stock Ownership Scheme; or
- (5) any other circumstances as stipulated in relevant laws, regulations or regulatory documents that such employees shall not be eligible for the Employee Stock Ownership Scheme.

## **II. Scope of the Holders**

### **(I) The Holders of the Employee Stock Ownership Scheme shall be:**

- (1) the executive Directors and senior management of the Company;
- (2) the core technical personnel and key personnel of the Company; and
- (3) other personnel that the Board considers necessary to be incentivised.

### **(II) Specific details of the allocation of the units of the Employee Stock Ownership Scheme**

The total number of employees participating in the Employee Stock Ownership Scheme shall not exceed 4,500. Among which, the total number of the executive Directors and senior management of the Company proposed to subscribe for the Employee Stock Ownership Scheme is 14, and the proposed total number of units of the Employee Stock Ownership Scheme to be subscribed by them shall not exceed 182.9520 million, accounting for 12.20% of the total units of the Employee Stock Ownership Scheme. The total number of other employees proposed to subscribe for the Employee Stock Ownership Scheme shall not exceed 4,486, and the proposed total number of units of the Employee Stock Ownership Scheme to be subscribed by them shall not exceed 1,316.9562 million, accounting for 87.80% of the total units of the Employee Stock Ownership Scheme. The number of Shares corresponding to the units of the Employee Stock Ownership Scheme subscribed by any individual Holders shall not exceed 1 million, representing approximately 0.004% of the current total share capital of the Company.

The list of Holders of the Employee Stock Ownership Scheme and allocation of the units are set out in the table below:

<b>Name</b>	<b>Position</b>	<b>Maximum number of units to be subscribed and held (million)</b>	<b>Proportion to the total number of units of the Employee Stock Ownership Scheme</b>
Zou Laichang	Executive Director and chairman	19.3600	1.29%
Lin Hongfu	Executive Director, vice-chairman and president	19.3600	1.29%
Xie Xionghui	Executive Director, employee Director and vice-president	12.5840	0.84%
Wu Jianhui	Executive Director, standing vice-president and chief engineer	12.5840	0.84%
Shen Shaoyang	Executive Director and vice-president	12.5840	0.84%
Zheng Youcheng	Executive Director	12.5840	0.84%
Wu Honghui	Executive Director, vice-president and chief financial officer	12.5840	0.84%
Long Yi	Vice-president	11.6160	0.77%
Wang Chun	Vice-president	11.6160	0.77%
Liao Yuanhang	Vice-president	11.6160	0.77%
Qiu Guozhu	Vice-president	11.6160	0.77%
Jian Ximing	Vice-president	11.6160	0.77%
Gao Wenlong	Vice-president and secretary to the Board	11.6160	0.77%
Cai Xuelin	Joint chief financial officer	11.6160	0.77%
Other senior and middle-level management, core and key personnel, etc. (not exceeding 4,486 persons)		1,316.9562	87.80%
<b>Total</b>		<b>1,499.9082</b>	<b>100.00%</b>

Note: Any discrepancies between the last digit of the totals and the sum of individual items are due to rounding.

The Board of the Company can adjust the list of Target Holders and their respective units of subscription based on the actual subscription status of the employees. The final Holders of the Employee Stock Ownership Scheme and the number of units held by them shall be subject to the number of units corresponding to the actual subscription status of and the actual subscription amount paid by the employees.

### **Source of funds of the Employee Stock Ownership Scheme**

The total amount of funds proposed to be raised under the Employee Stock Ownership Scheme shall not exceed RMB1,499.9082 million. Each RMB1 is equivalent to one unit. The source of funds for the Company's employees to participate in the Employee Stock Ownership Scheme shall be derived from their lawful salary, as well as their self-raised funds and other means permitted by laws and regulations. The Company shall not grant any Shares to the Holders without consideration, or provide any kind of financial assistance to the Holders including payment on behalf, provision of guarantees and loans. The Holders shall not accept any loans or financial assistance from other enterprises which have a business relationship with the Company's production and operation.

The Holders shall pay the subscription amount based on the number of units to be subscribed for in full before the Underlying Shares are transferred to the Employee Stock Ownership Scheme, and the specific payment schedule shall be uniformly notified and arranged by the Company. If the Holders fail to pay their subscription amount on time and in full, it shall be deemed as voluntarily giving up their respective subscription rights. The Board of the Company can adjust the list of Target Holders and their respective units of subscription based on the actual subscription status of employees. The final number and list of the Target Holders and the number of units of the Employee Stock Ownership Scheme to be subscribed for shall be determined based on the actual subscription status of the employees.

### **Source of Shares of the Employee Stock Ownership Scheme**

The source of Shares of the Employee Stock Ownership Scheme shall be the repurchased ordinary A Shares of the Company placed in the specific securities account for repurchase of the Company. Details of the repurchased Shares in the specific securities account for repurchase of the Company are as follows:

On 20 March 2026, the Company convened the second meeting of the ninth term of the Board, at which the proposal in relation to the repurchase plan of the A Shares through centralised price bidding was considered and approved. It was agreed that the Company can use its self-owned funds to repurchase A Shares through centralised price bidding. The implementation period of the repurchase is within 12 months from the date on which the repurchase plan was considered and approved at the Board meeting. As at 14 April 2026, the Company had cumulatively repurchased 77,474,592 A Shares through centralised price bidding, representing approximately 0.29% of the Company's total share capital. The maximum and minimum repurchase prices were RMB34.72 per A Share and RMB29.82 per A Share, respectively. The average repurchase price was RMB32.265 per A Share. As at the date of the announcement of the Draft of the Employee Stock Ownership Scheme, the abovementioned repurchase plan had been fully implemented.

### **Scale of the Employee Stock Ownership Scheme**

The number of Underlying Shares involved in the Employee Stock Ownership Scheme shall not exceed 77,474,592 A Shares, accounting for approximately 0.29% of the Company's total share capital. After implementation of the Employee Stock Ownership Scheme, the total number of Shares under all effective employee stock ownership schemes of the Company shall not exceed 10% of the total share capital of the Company. The total cumulative number of the Shares corresponding to all equity interests obtained by all employee stock ownership schemes of the Company held by any individual employees within the duration period shall not exceed 1% of the total share capital of the Company. The total number of the Shares held by the Employee Stock Ownership Scheme does not include the Shares acquired by the employees before the initial public offering of the Company, purchased in the secondary market on their own and obtained from other equity incentives.

During the period from the date of announcement of the Draft of the Employee Stock Ownership Scheme to the completion of the non-trading transfer of Shares under the Employee Stock Ownership Scheme, if the Company carries out any conversion of capital reserve into share capital, bonus issue, share split and other such events, corresponding adjustments shall be made to the number of the Underlying Shares.

### **Purchase price and basis for price determination**

After the Employee Stock Ownership Scheme is considered and approved at the Shareholders' meeting, the Employee Stock Ownership Scheme shall obtain and hold the Company's Shares in the specific securities account for repurchase of the Company through non-trading transfer or other means permitted by laws and regulations. The transfer price under the Employee Stock Ownership Scheme is 60% of the average trading price of the repurchased Shares of the Company, which is RMB19.36 per A Share, and not lower than the par value of the Shares and not lower than the higher of: (1) 50% of the average trading price of the Company's A Shares on the trading day preceding the date of announcement of the Draft of the Employee Stock Ownership Scheme, i.e., RMB17.21 per A Share; and (2) 50% of the average trading price of the Company's A Shares for the 20 trading days preceding the date of announcement of the Draft of the Employee Stock Ownership Scheme, i.e., RMB17.20 per A Share.

## **Duration period, appraisal period and appraisal setting under the Employee Stock Ownership Scheme**

### **I. Duration period of the Employee Stock Ownership Scheme**

The duration period of the Employee Stock Ownership Scheme shall be 60 months, commencing from the date on which the Employee Stock Ownership Scheme is considered and approved at the Shareholders' meeting and the date on which the Company announces that the Underlying Shares have been transferred to the Employee Stock Ownership Scheme.

If the Company's Shares held by the Employee Stock Ownership Scheme have not been fully sold or transferred to the securities accounts of the Holders before the expiry of the duration period, or if the sale of the Underlying Shares is restricted due to relevant laws, administrative regulations, departmental rules and regulatory documents which results in the failure of full realisation of the Underlying Shares before the expiry of the duration period, the duration period of the Employee Stock Ownership Scheme can be extended accordingly, as agreed by the Holders holding more than two-thirds of the total units present at the Holders' Meeting, and as considered and approved by the Board.

### **II. Appraisal period of the Employee Stock Ownership Scheme**

The appraisal period of the Underlying Shares obtained by the Employee Stock Ownership Scheme shall be 36 months, commencing from the date on which the Employee Stock Ownership Scheme is considered and approved at the Shareholders' meeting and the date on which the Company announces that the Underlying Shares have been transferred to the Employee Stock Ownership Scheme. Upon the expiry of the appraisal period, the Management Committee shall distribute the units determined in accordance with the annual performance indicators of the Company and the individual performance appraisal results within the appraisal period to the Holders.

The Underlying Shares obtained by the Employee Stock Ownership Scheme and the Shares derived from distribution of bonus issue, conversion of capital reserve into share capital, etc. of the Company shall also comply with the abovementioned arrangement for the appraisal period.

### **III. Appraisal requirements under the Employee Stock Ownership Scheme**

The actual number of the Shares under the Employee Stock Ownership Scheme which can be vested of the Holders shall be linked to annual performance indicators of the Company and the individual performance appraisal results within the appraisal period. The appraisal requirements and the corresponding vesting proportion are as follows:

<b>Appraisal requirements</b>	(1) Three-year average return on net assets of the Company for 2026, 2027 and 2028 shall not be lower than 15%; (2) Performance appraisal results of the Holders for the years 2026, 2027 and 2028 shall be grade B or above.	
<b>Individual performance appraisal results</b>	Pass	Fail
<b>Vesting proportion</b>	100%	0%

If the performance indicators of the Employee Stock Ownership Scheme at the company level have not been satisfied, the interests in the Underlying Shares corresponding to the Holders shall not be vested and shall be retrieved by the Management Committee. The Shares corresponding to the relevant units shall be sold in due course within the duration period after the expiry of the appraisal period. The lower of the subscription amount and the sale amount shall be returned to the Holders after sale in due course. If there are profits after returning the amount to the Holders, such part of profits shall belong to the Company.

If the interests in the Underlying Shares, which are planned to be vested by the Holders, cannot be vested due to the reason of individual performance appraisal, the Management Committee shall retrieve such units. The Management Committee can allocate the retrieved units to other employees who are eligible to participate in the Employee Stock Ownership Scheme; if there are no suitable candidates, the Underlying Shares corresponding to the relevant units shall be sold in due course after the expiry of the appraisal period. The lower of the subscription amount and the sale amount shall be returned to the Holders after sale in due course. If there are profits after returning the amount to the Holders, such part of profits shall belong to the Company.

### **Management model for the Employee Stock Ownership Scheme**

The Employee Stock Ownership Scheme shall be self-managed by the Company. The highest internal management authority of the Employee Stock Ownership Scheme shall be the Holders' Meeting. The Holders' Meeting shall be constituted by the entirety of the Holders of the Employee Stock Ownership Scheme. The Holders' Meeting shall elect the Management Committee, and shall authorise the Management Committee as the management and execution body of the Employee Stock Ownership Scheme to be responsible for the day-to-day management affairs of the Employee Stock Ownership Scheme (including but not limited to reducing the number of the Company's Shares held by the Employee Stock Ownership Scheme after the expiry of the appraisal period and distribution of income and cash assets to the Holders on behalf of the Employee Stock Ownership Scheme), exercising shareholder rights on behalf of the Employee Stock Ownership Scheme, etc. The Board shall be responsible for compiling and amending the Draft of the Employee Stock Ownership Scheme and handling other relevant matters regarding the Employee Stock Ownership Scheme within the scope authorised at the Shareholders' meeting.

### **Implications under the Listing Rules**

The source of the Underlying Shares under the Employee Stock Ownership Scheme is solely the repurchased A Shares placed in the Company's specific securities account for repurchase. Such A Shares are not listed on the Hong Kong Stock Exchange. The Employee Stock Ownership Scheme does not involve the Company (or any of its subsidiaries) granting new Shares or options for new Shares, nor does it involve the issuance of new Shares, or the transfer of Treasury Shares of H Shares. Accordingly, the Employee Stock Ownership Scheme constitutes a share scheme involving existing shares or treasury shares not listed on the Hong Kong Stock Exchange for the purposes of Rule 17.12 and Rule 19A.39E of the Listing Rules, and is subject to the applicable disclosure requirements under Rule 17.12 of the Listing Rules. The adoption of the Employee Stock Ownership Scheme is not subject to Shareholders' approval under Chapter 17 of the Listing Rules. Nevertheless, pursuant to the PRC laws and regulations and the Articles of Association, the Employee Stock Ownership Scheme is subject to the consideration and approval of the Shareholders at the Shareholders' meeting.

As the Holders of the Employee Stock Ownership Scheme involve the executive Directors and the directors of the Significant Subsidiaries of the Company, the participation of the abovementioned persons in the Employee Stock Ownership Scheme constitutes Connected Transactions under Chapter 14A of the Listing Rules. The terms of participation by the Connected Participants are the same as those applicable to other Holders under the Employee Stock Ownership Scheme.

During the 12-month period up to and including the date of this announcement, the Company allocated units involving A Shares to the Connected Participants under the employee stock ownership scheme for 2025 of the Company on 11 September 2025. After taking into account (i) the number of A Shares corresponding to the units allocated to each Connected Participant under the employee stock ownership scheme for 2025 of the Company; and (ii) the maximum number of A Shares corresponding to the units proposed to be subscribed by each Connected Participant under the Employee Stock Ownership Scheme, no Connected Participant has been granted, and is proposed to be granted, Shares under the share schemes of the Company which, in aggregate during the 12-month period up to and including the date of this announcement, would amount to 0.1% or more of the relevant class of Shares in issue.

After aggregation with the grants under the employee stock ownership scheme for 2025 of the Company pursuant to Rule 14A.81 of the Listing Rules, all applicable percentage ratios, other than the profits ratio, in respect of the participation by each Connected Participant in the Employee Stock Ownership Scheme are less than 0.1% on an individual basis. Accordingly, the participation by each Connected Participant in the Employee Stock Ownership Scheme is fully exempt from Shareholders' approval, annual review and all disclosure requirements. Save for the above fully exempt Connected Transactions, the participation of other Holders in the Employee Stock Ownership Scheme does not constitute Connected Transactions under Chapter 14A of the Listing Rules. In case of reallocation of any units of the Employee Stock Ownership Scheme to any Connected Persons and such reallocation constitutes a Connected Transaction under Chapter 14A of the Listing Rules, the Company will comply with the relevant requirements under Chapter 14A of the Listing Rules.

Zou Laichang, Lin Hongfu, Xie Xionghui, Wu Jianhui, Shen Shaoyang, Zheng Youcheng and Wu Honghui, the Directors who are the Target Holders of the Employee Stock Ownership Scheme, are considered to have material interests in the Employee Stock Ownership Scheme, and accordingly each of them abstained from voting in respect of the relevant resolutions to approve the proposed adoption of the Employee Stock Ownership Scheme for 2026 at the Board meeting. All remaining Directors (including all independent non-executive Directors) who were entitled to vote unanimously approved the relevant resolutions. The format and procedure for passing the resolutions were in compliance with the Companies Law and the Articles of Association. Save for the above, no other Directors have or are deemed to have material interests in the above transaction. In addition, no Directors abstained from voting on other relevant resolutions at the abovementioned Board meeting.

### **The AGM**

The AGM will be convened and held for the purpose of, inter alia, considering and approving, by the Shareholders, the proposed adoption of the Employee Stock Ownership Scheme for 2026 and related matters. Votes for all resolutions at the AGM shall be taken by way of poll. An announcement on the poll vote results will be made by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

Pursuant to Rule 2.15 of the Listing Rules, all Shareholders who have a material interest in the Employee Stock Ownership Scheme shall abstain from voting on the resolutions to approve the adoption of the Employee Stock Ownership Scheme at the AGM. As at the date of this announcement, to the best of the knowledge of the Directors after making all reasonable enquiries, Zou Laichang, Lin Hongfu, Xie Xionghui, Wu Jianhui, Shen Shaoyang, Zheng Youcheng and Wu Honghui, the executive Directors, and Wang Chun, Liao Yuanhang and Jian Ximing, the directors of the Significant Subsidiaries, and other Target Holders and their respective Associates have material interests in the resolutions relating to the adoption of the Employee Stock Ownership Scheme to be proposed at the AGM. Accordingly, the Target Holders and their Associates shall abstain from voting on the resolutions relating to the adoption of the Employee Stock Ownership

Scheme at the AGM. Pursuant to the relevant regulations of the PRC, the executive Directors and senior management of the Company who will participate in the Employee Stock Ownership Scheme, being the connected persons, shall abstain from voting on the resolutions relating to the adoption of the Employee Stock Ownership Scheme at the AGM.

Save as disclosed above, no other Shareholders have to abstain from voting on the relevant resolutions to be proposed at the AGM.

A circular containing further details of the proposed adoption of the Employee Stock Ownership Scheme will be issued by the Company and dispatched to the H Shareholders in due course.

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

## **Definitions**

In this announcement, unless otherwise indicated in the context, the following expressions have the meanings set out below:

“A Share(s)”	the domestic share(s) issued by the Company to domestic investors with a nominal value of RMB0.10 each, which are listed on the Shanghai Stock Exchange
“A Shareholder(s)”	holder(s) of A Share(s)
“AGM”	the annual general meeting proposed to be convened by the Company to consider and, if thought fit, approve, among other things, adoption of the Employee Stock Ownership Scheme and the related matters
“Articles of Association”	the articles of association of the Company, as amended, modified or otherwise supplemented from time to time
“Associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Board” or “Board of Directors”	the board of Directors of the Company
“Companies Law”	The Companies Law of the PRC
“Company”	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 PRC with limited liability
“Connected Participant(s)”	the Target Holder(s) who is/are the Connected Person(s) of the Group;
“Connected Person(s)”	has the meaning ascribed thereto under the Listing Rules
“Connected Transaction(s)”	has the meaning ascribed thereto under the Listing Rules

“Director(s)”	the director(s) of the Company
“Draft of the Employee Stock Ownership Scheme”	the Employee Stock Ownership Scheme for 2026 (Draft) of Zijin Mining Group Co., Ltd.*
“Employee Stock Ownership Scheme” or “Employee Stock Ownership Scheme for 2026”	the Employee Stock Ownership Scheme for 2026 of Zijin Mining Group Co., Ltd.*
“Group”	the Company and its subsidiaries
“Guidelines No. 1”	Guidelines No. 1 of the Shanghai Stock Exchange for Self-regulation of Listed Companies - Standard Operation
“Guiding Opinions”	Guiding Opinions on the Implementation of Employee Stock Ownership Scheme by Listed Companies on a Pilot Basis
“H Share(s)”	the overseas-listed foreign invested share(s) in the Company’s share capital, with a nominal value of RMB0.10 each, which are listed on the Hong Kong Stock Exchange
“H Shareholder(s)”	holder(s) of H Share(s)
“Holders’ Meeting(s)”	the Holders’ meeting(s) of the Employee Stock Ownership Scheme for 2026 of the Company
“Hong Kong”	The Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Listing Rules”	The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Management Committee”	the management committee of the Employee Stock Ownership Scheme for 2026 of the Company
“PRC”	The People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“Securities Law”	The Securities Law of the PRC
“Shanghai Stock Exchange”	The Shanghai Stock Exchange of the PRC
“Share(s)”	ordinary share(s) with a nominal value of RMB0.10 each in the share capital of the Company, including A Share(s) and H Share(s)

“Shareholder(s)”	the shareholder(s) of the Company, including A Shareholder(s) and H Shareholder(s)
“Significant Subsidiaries”	all subsidiaries of the Company excluding any insignificant subsidiaries (as defined under the Listing Rules)
“Target Holder(s)” or “Holder(s)”	target participant(s) who participate(s) in the subscription of the Employee Stock Ownership Scheme
“Treasury Share(s)”	has the meaning ascribed thereto under the Listing Rules
“Underlying Share(s)”	the ordinary A Share(s) of the Company being transferred and held under lawful means by the Employee Stock Ownership Scheme
“%”	per cent

**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 Mr. Zou Laichang (Chairman), Mr. Lin Hongfu, Mr. Xie Xionghui, Mr. Wu Jianhui, Mr. Shen Shaoyang, Mr. Zheng Youcheng and Mr. Wu Honghui as executive directors, Mr. Li Jian as non-executive director, and Ms. Wu Xiaomin, Mr. Bo Shao Chuan, Mr. Lin Shoukang, Ms. Qu Xiaohui, Mr. Hong Bo and Mr. Wang Anjian as independent non-executive directors.

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

8 May 2026, Fujian, the PRC

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