

**Chifeng Jilong Gold Mining Co., Ltd.**  
**Announcement on Resolutions of the 26th Meeting of**  
**the 8th Board of Directors**

The Board of Directors and all Directors of the Company warrant that this announcement does not contain any false records, misleading statements or major omissions, and they will bear legal liabilities for the authenticity, accuracy and completeness of its contents.

The 26th meeting of the 8th board of directors of Chifeng Jilong Gold Mining Co., Ltd. (hereinafter referred to as the "Company" or "Chifeng Gold") was held on March 29th, 2024 by means of a combination of on-site voting and voting by correspondence. 10 directors are supposed to attend the meeting, and 10 directors actually attended; the meeting was chaired by Mr. Wang Jianhua, Chairman of the Board. The convening of this meeting complies with the relevant provisions of the Company Law of the People's Republic of China and other relevant laws, administrative regulations, departmental rules, normative documents and the Articles of Association of Chifeng Jilong Gold Mining Co., Ltd., and the convening of this meeting is legal and valid. After deliberation and voting by the directors attending the meeting, the following resolutions were made at this meeting:

**1. Deliberation and adoption of the "2023 Annual Report on the Work of the CEO"**

Voting result: 10 votes in favor (100% of the valid votes), 0 vote against, 0 abstention.

**2. Deliberation and adoption of the "2023 Report on the Performance of Duties of the Audit Committee of the Board of Directors"**

Voting result: 10 votes in favour (100% of valid votes), 0 against, 0 abstentions.

### **3. Deliberation and adoption of the "2023 Annual Report on the Work of the Board of Directors"**

Voting result: 10 votes in favour (100% of valid votes), 0 against, 0 abstention.

This proposal still needs to be submitted to the General Meeting of Shareholders for deliberation.

### **4. Deliberation and adoption of the 2023 Final Account Report**

Voting result: 10 votes in favour (100% of the valid votes), 0 against, 0 abstention.

The proposal will be submitted to the General Meeting of Shareholders for deliberation.

### **5. Deliberation and adoption of the 2024 Financial Budget Plan**

Voting result: 10 votes in favour (100% of valid votes), 0 against, 0 abstention.

The proposal will be submitted to the General Meeting of Shareholders for deliberation.

### **6. Deliberation and adoption of the "2023 Profit Distribution Plan"**

The profit distribution plan for year 2023 is as follows: the company proposes to pay a cash dividend of RMB0.5 (including tax) per 10 shares to all shareholders entitled to participate in the distribution as of the share registration date determined on the date of the announcement of the implementation of the distribution of profit for year 2023, and the actual amount of the cash dividend will be determined on the basis of the shares as of the share registration date. In 2023, the Company will not give away any bonus shares, and will not convert capital reserve into share capital.

This proposal has been deliberated and approved by the auditing committee of the Board of Directors prior to its submission to the Board of Directors.

Voting result: 10 votes in favour (100% of valid votes), 0 against, 0 abstention.

This proposal will be submitted to the General Meeting of Shareholders for consideration.

For details, please refer to the "Announcement on 2023 Annual Profit Distribution Plan" disclosed by the company on the designated media and the website of the Shanghai Stock Exchange ([www.sse.com.cn](http://www.sse.com.cn)) on the same day.

#### **7. Deliberation and adoption of the 2023 Internal Control Evaluation Report**

This proposal has been deliberated and approved by the auditing committee of the Board of Directors prior to its submission to the Board of Directors

Voting result: 10 votes in favour (100% of valid votes), 0 against, 0 abstention.

For details, please refer to the "2023 Annual Internal Control Evaluation Report" disclosed on the website of the Shanghai Stock Exchange ([www.sse.com.cn](http://www.sse.com.cn)) on the same day.

#### **8. Deliberation and adoption of the "Special Report on the Deposit and Actual Use of Raised Funds in 2023"**

This proposal has been deliberated and approved by the auditing committee of the Board of Directors prior to its submission to the Board of Directors

Voting result: 10 votes in favour (100% of valid votes), 0 against, 0 abstention.

For details, please refer to the "Special Report on the Deposit and Actual Use of Raised Funds in 2023" disclosed by the company on the designated media and the website of the Shanghai Stock Exchange ([www.sse.com.cn](http://www.sse.com.cn)) on the same day.

#### **9. Deliberation and adoption of the "Special Report on Self-Inspection on the Independence of the Independent Directors"**

The independent directors recuse themselves from voting on this proposal. Voting results: 5 votes in favour (100% of the valid votes), 0 vote against and 0 abstention.

For details, please refer to the Special Report on the Self-Inspection of the Independence of the Independent Directors” disclosed by the company on the designated media and the website of Shanghai Stock Exchange (www.sse.com.cn) on the same day.

## **10. Deliberation and adoption of the “Proposal on the Confirmation of the Remuneration of Directors and Senior Executives for 2023 and Their Remuneration Plan for 2024”**

This proposal has been deliberated and approved by the Remuneration and Assessment Committee of the Board of Directors prior to its submission to the Board of Directors.

### **10.1 Confirmation of the Remuneration of Independent Directors for 2023 and Their Remuneration Plan for 2024**

The independent directors recuse themselves from voting on this proposal. Voting results: 5 votes in favour (100% of the valid votes), 0 vote against and 0 abstention.

### **10.2 Confirmation of the Allowances of Independent Directors for 2023 and Their Allowances Plan for 2024**

The independent directors recuse themselves from voting on this proposal. Voting results: 5 votes in favour (100% of the valid votes), 0 vote against and 0 abstention

### **10.3 Confirmation of the Remuneration of Non-Director Executives for 2023 and Their Remuneration Plan for 2024**

Voting results: 10 votes in favour (100% of the valid votes), 0 vote against and 0 abstention

The “Proposal on the Confirmation of the Remuneration of Directors and Senior Executives for 2023 and Their Remuneration Plan for 2024” still needs to be submitted to the General Meeting of Shareholders for deliberation.

## **11. Deliberation and adoption of the “2023 Annual Report” and its Summary**

The 2023 Financial Report has been deliberated and approved by the Auditing Committee of the Board of Directors prior to the submission of this proposal to the Board of Directors.

Voting result: 10 votes in favour (100% of the valid votes), 0 vote against, 0 abstention.

For details, please refer to the “2023 Annual Report” and its Summary disclosed by company on designated media and the website of the Shanghai Stock Exchange ([www.sse.com.cn](http://www.sse.com.cn)).

## **12. 2023 ESG Report**

This proposal has been deliberated and approved by the Strategic and Sustainable Development Committee of the Board of Directors prior to its submission to the Board of Directors.

Voting results: 10 votes in favour, 0 vote against and 0 abstention

For details, please refer to the “2023 ESG Report disclosed by the Company on designated media and the website of the Shanghai Stock Exchange ([www.sse.com.cn](http://www.sse.com.cn)) on the same day.

## **13. Proposal on Cancelling the Stock Appreciation Rights Involved in the 2022 Stock Appreciation Rights Incentive Plan**

The 7 people included in the 2022 Stock Appreciation Rights Incentive Plan didn't meet their performance targets in year 2022 and 2023. Therefore, the Company plans to cancel the authorized but unexercised 1.8 million shares in the two exercising periods.

This proposal has been deliberated and adopted by the Remuneration and Assessment Committee of the Board of Directors prior to its submission to the Board of Directors.

Director Yang Yifang recuses herself from the voting. Voting result: 9 votes in favour (100% of the valid votes), 0 vote against and 0 abstention.

For details, please refer to the Proposal on Cancelling the Stock Appreciation Rights Involved in the 2022 Stock Appreciation Rights Incentive Plan disclosed by the company on designated media and the website of the Shanghai Stock Exchange ([www.sse.com.cn](http://www.sse.com.cn)).

#### **14. Deliberation and adoption of the Proposal on the Renewal of the Appointment of the Audit Agency for 2024**

The Board of Directors of the company issued an assessment report over E&Y Huaming's performance of supervisory duties. In view of the good work ethics, professional competence and good cooperative relationship with the Company, in order to maintain the continuity of the Company's audit work, the Company intends to continue to appoint E&Y Huaming Accounting Firm (Special General Partnership) (being referred to as E&Y Huaming) as the Company's financial and internal control auditor for 2024 for a period of one year; The company's management is authorized to negotiate with EY Huaming to determine the relevant business value and sign relevant agreements and documents according to the actual situation of the company's audit business.

Voting result: 10 votes in favour (100% of valid votes), 0 against, 0 abstention.

The proposal will be submitted to the General Meeting of Shareholders for deliberation.

For details, please refer to the "Announcement on Renewing the Appointment of the Audit Agency for Year 2024" disclosed by the company on the designated media and the website of the Shanghai Stock Exchange ([www.sse.com.cn](http://www.sse.com.cn)) on the same day.

#### **15. Deliberation and adoption of the "Proposal on Carrying out Hedging Business in 2024"**

In order to avoid the price risk of gold, electrolytic copper and other major products and the risk of foreign exchange rate fluctuations, ensure the profit margin of product sales, and control the capital cost of gold lease financing and foreign currency loans, the company intends to continue to carry out hedging business in 2024 by using financial tools against main products and foreign exchange risk exposures so as to improve company's risk resilience and ensure stable business operation.

Voting result: 10 votes in favour (100% of valid votes), 0 against, 0 abstention.

For details, please refer to the "Announcement on Carrying out Hedging Business in 2024" disclosed by the company on the designated media and the website of the Shanghai Stock Exchange ([www.sse.com.cn](http://www.sse.com.cn)) on the same day.

#### **16.Deliberation and adoption of the Proposal on Using Part of the Idle Own Funds for Cash Management**

In order to improve the efficiency of the use of its own funds and increase the company's income, on the premise of not affecting the normal turnover of the company's daily funds and controllable risks, the company intends to use part of the idle own funds not exceeding RMB 500,000,000.00 (the highest balance in a single day) for cash management, which is used to purchase wealth management products of banks and non-bank financial institutions with high safety, good liquidity and low risk. The above quota is valid for 12 months from the date of approval by the board of directors of the company and can be used on a rolling basis.

Voting result: 10 votes in favour (100% of valid votes), 0 against, 0 abstention.

For details, please refer to the " Announcement on the Using Part of the Idle Own Funds for Cash Management " disclosed by the company on the designated media and the website of the Shanghai Stock Exchange ([www.sse.com.cn](http://www.sse.com.cn)) on the same day.

#### **17.Deliberation and adoption of the "Proposal on the Total Amount of Financing in 2024"**

Due to the needs of the company's production and operation, and in order to enhance the flexibility of the company's capital use and improve the economic effect of the use of funds, the total amount of financing (referring to the financing balance) of the company and its subsidiaries within the scope of consolidation in 2024 is intended to not exceed RMB5 billion, including working capital loans, project loans, trade financing, M&A loans, etc., excluding equity-based refinancing such as non-public issuance of shares, corporate bonds, and short-term financing in the interbank market, medium-term notes and other debt financing instruments. The financing scope mentioned above includes subsidiaries within the scope of consolidation at the current stage and subsidiaries newly consolidated during the authorization period.

The company's management is authorized to negotiate financing matters, sign contracts and other legal documents related to financing matters within the above amount. Financing matters within the above quota do not need to be deliberated and resolved by the board of directors or shareholders' general meeting.

The validity period of the above authorization is from the date of deliberation and approval by the company's general meeting of shareholders to the date of the company's 2024 annual general meeting of shareholders, and the amount of such authorization can be used on a rolling basis within the scope and validity period of the authorization.

Voting result: 10 votes in favor (100% of the valid votes), 0 vote against, 0 abstention.

The proposal will be submitted to the General Meeting of Shareholders for consideration.

## **18. Deliberation and adoption of the "Proposal on the Total Amount of External Guarantees in 2024"**

In order to ensure the smooth and efficient implementation of financing, investment, project cooperation and other matters between the Company and its subsidiaries within the scope of consolidation in 2024, it is proposed that the Company will



provide guarantees for subsidiaries or mutual guarantees be provided between subsidiaries, including but not limited to joint and several liability guarantees, equity pledges of subsidiaries, asset mortgages, etc., and the total amount of the above guarantees shall not exceed RMB 5 billion. The scope of the above guarantee includes subsidiaries within the scope of consolidation at the moment and subsidiaries newly consolidated during the authorization period.

The company's management is authorized to negotiate the guarantee matters, sign contracts and other legal documents related to the guarantee matters within the above amount. External guarantee matters within the above amount do not need to be deliberated and resolved by the board of directors or shareholders' general meeting.

The above authorization period is from the date of deliberation and approval by the company's general meeting of shareholders to the date of the company's 2024 annual general meeting of shareholders, and the amount of such authorization can be used on a rolling basis within the scope and validity period of the authorization.

Voting result: 10 votes in favor (100% of the valid votes), 0 vote against, 0 abstention.

The proposal will be submitted to the General Meeting of Shareholders for consideration.

For details, please refer to the "Announcement on the Total Amount of External Guarantees in 2024" disclosed by the company on the designated media and the website of the Shanghai Stock Exchange ([www.sse.com.cn](http://www.sse.com.cn)) on the same day.

### **19.Deliberation and adoption of the " Proposal on Convening the 2023 Annual General Meeting of Shareholders"**

The company plan to hold the 2023 annual general meeting of shareholders on April 19, 2023. The Board of Directors will send out a notice on the time, venue and proposals to be deliberated in the meeting.

Voting result: 10 votes in favor (100% of the valid votes), 0 vote against, 0

abstention.

This is hereby announced.

Board of Directors

Chifeng Jilong Gold Mining Co., Ltd.

March 30, 2024