

**Chifeng Jilong Gold Mining Co., Ltd.**  
**Announcement on Resolutions of the 29<sup>th</sup> meeting of the 8<sup>th</sup> 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.

On August 7, 2024, the 29th meeting of the eighth Board of Directors of Chifeng Jilong Gold Mining Co., Ltd. (hereinafter referred to as "**the Company**") was held via on-site in combination of on-line voting. All the 10 eligible board directors were at present on the meeting which was presided over by Chairman Mr. Wang Jianhua. The summoning and organizing of the meeting is in compliance with the Corporate Law of the People's Republic of China (hereinafter referred to as "**the Corporate Law**") and other relevant laws, decrees, regulations, directives and the provision of the Articles of Association of the Company. The meeting is legitimate and valid with the following resolutions adopted after deliberation and voting by the board directors.

**I.      The resolution on the Company's amended Articles of Association and related rules that will take effect after the issuance and listing of H shares**

While the Company intends to publicly issue and list foreign capital shares (H shares) on the main board of the Stock Exchange of Hong Kong Limited (hereinafter referred to as "The Stock Exchange of Hong Kong" or "**HKEX**") (hereinafter referred to as "**the IPO**"), the Board of Directors agrees to amend the existing articles of association and its appendix in compliance with the Incorporation Law, the Guideline on Articles of Association of Listed Companies, the Listing Rules of Stock Exchange of Hong Kong Limited (hereinafter referred to as the "**HKEX Listing Rules**") and other provision to cater to the actual circumstance and the requirement of the IPO in HKEX. The draft Articles of Association of Chifeng Jilong Gold Mining Co., Ltd (hereinafter referred to as the "Draft Articles of Association"), the draft Rules and Procedures of the General Meeting of Shareholders of Chifeng Jilong Gold Mining Co., Ltd (hereinafter referred to as the "Draft Rules and Procedures of the General Meeting of Shareholders ") and the draft Rules and Procedure of the Board of Directors of the Chifeng Jilong Gold Mining Co., Ltd (hereinafter referred to as the "Draft Rules and Procedure of the Board of Directors"), these drafts had been approved by the meeting and will come into effect and be applicable after the completion of IPO.

The Articles of Association (Draft) and the attached the Rules and Procedures of the General Meeting of Shareholders (Draft) and the Rules and Procedure of the Board of Directors (Draft) adopted on this meeting will be submitted forward for further deliberation and discussion by the general meeting of shareholders, which if necessary can authorize the Board of Directors or the authorized persons of the Board of

Directors to adjust or alter such documents as reviewed and approved by the general meeting of shareholders from time to time to reflect the changes in domestic and foreign laws, regulations and legal documents, the requirement and recommendation of domestic and foreign government agencies and regulatory authorities, and the actual situation of the IPO. Such adjustment or alteration solely serve the purpose of successful IPO, including but not limited to the words, chapters, terms, effective conditions, effective time, registered capital, shareholding structure, etc. The amended drafts will be finalized after the success of IPO and the Company will file the change if any with the corporate registration authority (including but not limited to the Hong Kong Companies Registry), the industry authority or other government agency. Please be noted that all the amendment or alteration shall not adversely impact on shareholders' rights and interests, and should comply with relevant Chinese laws and regulations, the Hong Kong Listing Rules and other regulatory authorities.

The Articles of Association (Draft) and its attachment The Rules and Procedure of the General Meeting of Shareholders (Draft) and the Rules and Procedure of the Board of Directors (Draft) shall be submitted forward to the general meeting of shareholders for deliberation and approval and only shall come into force on the date of IPO. Prior to IPO, the existing Articles of Association and its appendix shall remain in force

All the 10 board directors at presence unanimously agreed on the resolution and the submission forward to the approval by the general meeting of shareholders

For details on the amendment of Article of Association, please visit [www.sse.com.cn](http://www.sse.com.cn), the official website of Shanghai Stock Exchange, or the publications on the designated media

## **II. The resolution on the amended corporate governance system that will take effect after the issuance and listing of H shares**

For the success of IPO, the Company had concluded that the governance system shall be amended in compliance with the Corporate Law, the Guideline on Articles of Association of Listed Companies, the Listing Rules of Stock Exchange of Hong Kong Limited.

### **1. The resolution on the amended policy of the connected transaction management of the Company**

All the 10 board directors at presence unanimously concluded that after the approval of the board of Directors and the general meeting of shareholders, this amendment will come into force following the approval of IPO by the China Securities Regulatory Commission (hereinafter referred to as the "CSRC") and IPO success on Hong Kong Stock Exchange. Up till then, the existing corporate governance system will continue to apply.

For details on the amended policy on the connected transactions management of the Company, please visit [www.sse.com.cn](http://www.sse.com.cn), the official website of Shanghai Stock Exchange, or the publications on the designated media

### **2. The resolution on the amended policy of independent board director of the**

## **Company**

All the 10 board directors at presence unanimously concluded that after the approval of the board of Directors and the general meeting of shareholders, this amendment will come into force following the approval of IPO by the China Securities Regulatory Commission (hereinafter referred to as the "CSRC") and IPO success on Hong Kong Stock Exchange. Up till then, the existing corporate governess system will continue to apply.

For details on the amended policy of the independent Board director of the Company , please visit [www.sse.com.cn](http://www.sse.com.cn) , the official website of Shanghai Stock Exchange, or the publications on the designated media.

### **3. The resolution on the amended policy of information disclosure of the Company**

All the 10 board directors at presence unanimously concluded that after the approval of the board of Directors and the general meeting of shareholders, this amendment will come into force following the approval of IPO by the China Securities Regulatory Commission (hereinafter referred to as the "CSRC") and IPO success on Hong Kong Stock Exchange. Up till then, the existing corporate governess system will continue to apply.

For more details on the amended policy of information disclosure of the Company , please visit [www.sse.com.cn](http://www.sse.com.cn) , the official website of Shanghai Stock Exchange, or the publications on the designated media.

### **4. The resolution on the amended rules of Strategy and Sustainable Development Committee of the Board of directors of the Company**

All the 10 board directors at presence unanimously concluded that after the approval of the board of Directors and the general meeting of shareholders, this amendment will come into force following the approval of IPO by the China Securities Regulatory Commission (hereinafter referred to as the "CSRC") and IPO success on Hong Kong Stock Exchange. Up till then, the existing corporate governess system will continue to apply.

For more details on the amended rules of Strategy and Sustainable Development Committee of the Board of directors the Company, please visit [www.sse.com.cn](http://www.sse.com.cn) , the official website of Shanghai Stock Exchange, or the publications on the designated media.

### **5. The resolution on the amended rules of Auditing Committee of the Board of directors of the Company**

All the 10 board directors at presence unanimously concluded that after the approval of the board of Directors and the general meeting of shareholders, this amendment will come into force following the approval of IPO by the China Securities Regulatory Commission (hereinafter referred to as the "CSRC") and the success of IPO on Hong Kong Stock Exchange. Up till then, the existing corporate governess system will

continue to apply.

For more details on the amended rules of Auditing Committee of the Board of directors the Company, please visit [www.sse.com.cn](http://www.sse.com.cn), the official website of Shanghai Stock Exchange, or the publications on the designated media.

#### **6. The resolution on the amended rules of Nomination Committee of the Board of directors of the Company**

All the 10 board directors at presence unanimously concluded that after the approval of the board of Directors and the general meeting of shareholders, this amendment will come into force following the approval of IPO by the China Securities Regulatory Commission (hereinafter referred to as the "CSRC") and the success of IPO on Hong Kong Stock Exchange. Up till then, the existing corporate governess system will continue to apply.

For more details on the amended rules of Nomination Committee of the Board of directors the Company, please visit [www.sse.com.cn](http://www.sse.com.cn), the official website of Shanghai Stock Exchange, or the publications on the designated media.

#### **7. The resolution on the amended rules of Remuneration and Accountability Committee of the Board of directors of the Company**

All the 10 board directors at presence unanimously concluded that after the approval of the board of Directors and the general meeting of shareholders, this amendment will come into force following the approval of IPO by the China Securities Regulatory Commission (hereinafter referred to as the "CSRC") and the success of IPO on Hong Kong Stock Exchange. Up till then, the existing corporate governess system will continue to apply.

For more details on the amended rules of Remuneration and Accountability Committee of the Board of directors the Company, please visit [www.sse.com.cn](http://www.sse.com.cn), the official website of Shanghai Stock Exchange, or the publications on the designated media.

#### **8. The resolution on the amended rules of Board secretary of the Board of directors of the Company**

All the 10 board directors at presence unanimously concluded that after the approval of the board of Directors and the general meeting of shareholders, this amendment will come into force following the approval of IPO by the China Securities Regulatory Commission (hereinafter referred to as the "CSRC") and the success of IPO on Hong Kong Stock Exchange. Up till then, the existing corporate governess system will continue to apply.

For more details on the amended rules of Board Secretary of the Board of directors the Company, please visit [www.sse.com.cn](http://www.sse.com.cn), the official website of Shanghai Stock Exchange, or the publications on the designated media.

#### **9. The resolution on the amended rules of the registration of inside information of the Company**

All the 10 board directors at presence unanimously concluded that after the approval of the board of Directors and the general meeting of shareholders, this amendment will come into force following the approval of IPO by the China Securities Regulatory Commission (hereinafter referred to as the "CSRC") and the success of IPO on Hong Kong Stock Exchange. Up till then, the existing corporate governess system will continue to apply.

For more details on the amended rules of the registration of inside information of the Company , please visit [www.sse.com.cn](http://www.sse.com.cn) , the official website of Shanghai Stock Exchange, or the publications on the designated media.

#### **10. The resolution on the amended rules of the investor relationship management of the Company**

All the 10 board directors at presence unanimously concluded that after the approval of the board of Directors and the general meeting of shareholders, this amendment will come into force following the approval of IPO by the China Securities Regulatory Commission (hereinafter referred to as the "CSRC") and the success of IPO on Hong Kong Stock Exchange. Up till then, the existing corporate governess system will continue to apply.

For more details on the amended rules of investor relationship management of the Company, please visit [www.sse.com.cn](http://www.sse.com.cn) , the official website of Shanghai Stock Exchange, or the publications on the designated media.

#### **III. The resolution on nominating Mr. Wong Yet Ping Ambrose as the independent board director of the Company**

To meet the requirement of international development and improve the corporate governess system, all the 10 board directors at presence unanimously agreed to nominate Mr. Wong Yet Ping Ambrose( refer to CV as appendix) as the independent board director after the reviews by the Nomination Committee of the Board of directors of the company. His term is the same with the tenure of 8<sup>th</sup> board of directors. The resolution is subject to final approval by the general meeting of shareholders.

#### **IV. The resolution on adjusting the annual allowance for the independent Board directors of the Company**

To motivate the independent Board directors for proactively contributing to the improvement of corporate governance and the sustainable development of the Company, the annual allowance for the independent board directors is to be adjusted to better aligned with the industry competitor, the local economy and the situation of the Company, all the 10 board directors at presence unanimously agreed to increase the annual allowance of the independent board director to RMB 220,000 from the current RMB 180,000 after the reviews by the Remuneration and Accountability Committee of the Board of directors. This resolution shall come into force after the approval by the general meeting of shareholders.

#### **V. The resolution on the amended Board of directors**

To facilitate the IPO process and to comply with the relevant provisions of HKEX listing rules, all the 10 board directors at presence unanimously concluded that after the IPO, the composition of the board of Directors will be amended as follows

Executive director: Mr. Wang Jianhua( chairman) , Madam Lydia Yang, Mr. Xiaozhao, Mr. Gao Bo

Non-executive director: Mr.Zhang Xudong

Independent non-executive director:Mr.Mao Jinwen, Mr. Sheng Zhengchang, Mr.Hu Lailian. Mr. Wong Yet Ping Ambrose

The resolution is also subject to the approval by the general meeting of shareholders and this amendment shall come into force following the success of IPO on Hong Kong Stock Exchange.

## **VI. The resolution on the amendment of special committee of Board of directors**

To align with requirements of the proposed IPO and continuously improving corporate governess of the company, all the 10 board directors at presence unanimously agreed that the special committees of Board of director are amened as follow in accordance with relevant provisions of the Corporate Law and the Article of Association:

- Strategy and sustainable development committee  
Mr. Wang Jianhua(chair), Mad. Lydia Yang, Mr.Lv Xiaozhao, Mr.Zhang Xudong, Mr. Wong Yet Ping
- Auditing committee  
Mr. Wong Yet Ping(chair),Mr.Zhang Xudong, Mr.Hu Lailian
- Nomination committee  
Mr. Hu Lailian(chair), Mr. Lv Xiaozhao, Mr.Sheng Zhengchang, Mr. Wong Yet Ping
- Remuneration and accountability committee  
Mr. Hu Lailian(chair),Mad. Lydia Yang, Mr.Mao Jingwen, Mr.Sheng Zheng chang

The new amendment will come into effect after the confirmation of appointment of Mr. Wong Yet Ping as the independent non-executive director by the general meeting of shareholder.

## **VII. The resolution on registration as the non-resident company in Hong Kong**

In conformity with the IPO requirement on Hong Kong Stock Exchange, the Company shall file an application with Hong Kong Corporate Registry for the registration as a "non-resident Company" in accordance with relevant provisions of the Incorporation Ordinance of Hong Kong (Chapter 622 of the Laws of Hong Kong). The following arrangements are made in connection with registration as a non-resident Company

1. To establish a principal business address in Hong Kong and make application to the Hong Kong Business Registry for registration as a "non-resident company" with the Hong Kong Business Registration Office in accordance with the relevant provisions of the Companies Ordinance (Chapter. 622);
2. To appoint Mr. Wong Hok Bun Mario as the authorized representative of the

Company under Part 16 of the Companies Ordinance to be responsible (including but not limited to) for acting on behalf of the Company in Hong Kong to receive the legal document and notice addressed to the Company and delegate necessary authorization (if necessary) to perform such role.

3. To authorize Mad. Lydia Yang, the Board director and the president of the Company, and Mr. Wong Hok Bun Mario, the vice President and chief financial officer of the Company to sign off and submit forms and documents in relation to the registration and filing of non-resident company on behalf of the Company to Hong Kong Corporate Registry (and the Hong Kong Business Registration Office, if necessary), and to pay the processing fees for registration and business certificate.

All the 10 board directors unanimously agreed the arrangements on registration as the non-resident company in Hong Kong

#### **VIII. Resolution on appointing the company secretary and the authorized representatives**

According to the company's IPO and listing plan and relevant provisions of the Hong Kong Listing Rules, the company intends to appoint Mr. Wong Hok Bun Mario as the company secretary, and appoint Mad. Lydia Yang, a board director and the president, and Mr. Wong Hok Bun Mario, a vice president, CFO, and the company secretary (nominee), as the authorized representatives the Company under Rule 3.05 of the Listing Rules (resume see attached).

Upon approval by the board of directors, these appointments will take effect from the date of the listing of the Company's H-shares on the Hong Kong Stock Exchange until the end of the third year after the company's listing on the Hong Kong Stock Exchange.

All the 10 board directors unanimously agreed with the above appointment.

#### **IX. Resolution on convening the first 2024 general meetings of the shareholders**

The Board of directors propose that the first 2024 general meetings of the shareholders is to be held in the corporate headquarter in Beijing ( No.A7, Xiaojin, Wanfeng Road , Fengtai District, Beijing) to discuss and deliberate the issues for the approval by the shareholders. A separate notice will be issued for the meeting.

All the 10 board directors unanimously agreed with the proposal .

For more details on the proposed shareholder meeting, please visit [www.sse.com.cn](http://www.sse.com.cn) , the official website of Shanghai Stock Exchange, or the publications on the designated media.

This is hereby announced.

Board of Directors  
Chifeng Jilong Gold Mining Co., Ltd.  
8 August 2024

## **Appendix . the CVs**

### **1, Mr. Wong Yet Ping Ambrose ( the independent board director)**

Born in April 199, Mr. Wong holds a PhD in business administration from the Hong Kong Polytechnic University. He is a fellow of the Hong Kong Institute of Certified Public Accountants (FCPA) and a member of the Certified Public Accountants Australia. With extensive professional expertise and experience in finance, auditing, and risk management, he had held various positions including the vice president of risk management at the Industrial and Commercial Business Department of Hong Kong and Shanghai Banking Corporation, the deputy director of standard development at the Hong Kong Institute of Certified Public Accountants, the director of quality and risk management at KPMG China, as well as a director of industry policy and regulatory affairs at a financial regulatory body in Hong Kong. He now serves as the director of Lianpei CPA Limited.

### **2. Ms. Lydia Yang ( the authorized representative of the Company)**

Born in January 1977, Ms. Yang holds a bachelor's degree from Tamkang University in Taiwan and an EMBA from Ivey Business School of University of Western Ontario in Canada. With two decades of extensive experience and expertise in global mining industry focusing on corporate development strategy, global M & A, the management of oversea listed company, mine development as well as the sustainable development, she excels particularly in generating added values under challenge.

She had held various roles including the business development manager with Canada Summit Mining, the deputy general manager with Hong Kong Jingshan International Mining, the deputy general manager within Zijin Mining Group's international business department, the general manager on business development of Hong Kong Zhongke Mining Group where she served as the executive director & CEO from 2011 to 2013. She acted as the assistant to Chairman with Zijin Mining Group, the board director & CEO of Jinshan International Mining, the chairwoman of Peru Baihe Copper from 2013 to 2016. She assumed the top leadership role including the executive director & CEO of Hengxing Gold Holding Company from 2018 to 2020.

As of April 2019, she has acted as a board director of Chijin International (Hong Kong) Limited and was appointed as a board director in July 2022 and the president of Chifeng Gold in Jan 2023.

### **3. Mr. Wong Hok Bun Mario( the company secretary)**

Born in March 1979, Mr. Wong holds a Bachelor of Economics and Finance from the University of Hong Kong. He is a chartered financial analyst (CFA), a fellow member of Hong Kong Institute of Certified Public Accountants (FCPA), and a member of the Australian Institute of Mining and Metallurgy (MAusIMM), having more than 20 years of experience in auditing, accounting, finance management, and corporate financing.

From September 2008 to August 2018, he had acted various roles including the deputy manager of finance department at Zijin Mining Group , the CFO at Monterico Metal, the CFO of Zhongke Mining Group, and the CFO and company secretary of Ronghui



International Group. From May 2017 to June 2022, he was a non-independent executive director at Tiancheng International Group and had acted as the CFO, the company Secretary, the authorized representative at Jinchuan International Resources (02362.HK) from August 2018 to June 2023.

As of July 2023, he acts as the chief financial officer at Chifeng Gold and is the vice president as of September 2023.