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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**

### **Subscription of Convertible Bonds in NKWE Platinum Limited**

Jin Jiang Mining Limited (“Jin Jiang”), a wholly-owned subsidiary of Zijin Mining Group Co., Ltd.\* (the “Company”) entered into a convertible bond subscription agreement (“CBS Agreement”) with NKWE Platinum Limited (“NKWE”) (a company incorporated in Bermuda and listed on the Australian Securities Exchange “ASX”, stock code “NKP”) on 25 April 2013, pursuant to which Jin Jiang will invest A\$20 million in NKWE by a placement of convertible bonds which, subject to adjustment for certain events, are convertible into 200 million NKWE shares.

Jin Jiang also entered into a deed (“Deed”) with NKWE and Genorah Resources (Pty) Limited (a company incorporated in South Africa, “Genorah”), directly or indirectly holds approximately 51.5% of NKWE's shares on 25 April 2013 in relation to the CBS Agreement. Under the Deed, Genorah irrevocably undertook to vote the shares in NKWE it holds in favour of the NKWE shareholders’ approval, provided a number of representations and warranties to Jin Jiang and granted Jin Jiang rights including the right of first refusal in relation to the purchase of Genorah’s shares in NKWE shares and Genorah’s interest in the development rights of NKWE’s projects under certain conditions.

The convertible bonds have a term of 3 years. Interest is payable at the rate of 10% per annum during the term, and such interest is capitalised. The convertible bonds may not be converted into new NKWE shares in the first 12 months after their issue, unless an event of default or a trigger event occurs (including change of control in NKWE, bankruptcy of NKWE and permanent loss the mining right of Garatau project), in which case Jin Jiang may elect to convert or redeem its convertible bonds.

The Company currently holds 10,576,760 shares in NKWE representing an approximate 1.57% interest in NKWE’s shares and after a full exercise of all convertible bonds, the

Company and Jin Jiang will hold approximately 210,576,760 shares representing an approximate 24.16% interest in NKWE's shares in aggregate (taking into account the issue of new NKWE shares on the conversion of Jin Jiang's convertible bonds, but not the issue of any additional NKWE shares to third parties or the utilization of the capitalized interest of the convertible bonds).

NKWE is an exploration company incorporated in Bermuda and which owns a diversified Platinum Group Metals (PGM) portfolio in South Africa. As at 31 December 2012 (NKWE 2013 interim report), NKWE's Garatau project contains 3PGE+Au resource of 23.3 million ounces (4.9g/t) and Tubatse project contains 3PGE+Au resource of 16.8 million ounces (4.55g/t), in which the mining right of Garatau project has been granted.

As at 30 June 2012 (2012 annual report), NKWE's loss after tax was A\$9.442 million, total assets were A\$161.704 million, total liabilities were A\$4.292 million and its net asset was A\$157.412 million.

As at 31 December 2012, NKWE issued 671,427,773 shares and no options in total.

For details of NKWE's information, please refer to the relevant announcements as published on the ASX website (<http://www.asx.com.au>) by NKWE.

Pursuant to the CBS Agreement, the Company can nominate one nominee to be appointed to the board of directors of NKWE as an executive director. During the period of 18 months after the issue date (Exclusivity Period), NKWE must consult with Jin Jiang to consider, optimise and design a project development plan, and provide Jin Jiang with the exclusive right to solely negotiate the terms of Jin Jiang's participation in the proposed projects. Such participation, if Jin Jiang so elects, will include the financing of the project and the offtake supply to Jin Jiang of the mineral products produced from the projects.

Completion of the subscription for the convertible bonds is subject to the satisfaction or waiver of a number of conditions precedent on or before 30 June 2013 (or such later date as agreed between Jin Jiang and NKWE), including but not limited to: (1) NKWE's shareholders have approved the transactions contemplated by the parties (Transactions), including the issue of the convertible bonds and the issue of new NKWE shares on the conversion of the convertible bonds, for the purposes of ASX Listing Rules; (2) all necessary Chinese and South African regulatory consents, permits and approvals are obtained; (3) Genorah has obtained the approval of the South African Reserve Bank (SARB) in respect of the Transactions; (4) security has been granted by NKWE and its subsidiaries in favour of, and

acceptable to, Jin Jiang; (5) Jin Jiang 's nominee has been appointed to the board of directors of NKWE as an executive director and one of NKWE's existing directors has resigned; and (6) Jin Jiang being satisfied with the outcome of its due diligence investigations in respect of NKWE and its subsidiaries.

The board of directors of the Company considers that the subscription of NKWE convertible bonds is relatively safe, NKWE has a big resource in platinum group metals in South Africa and a definitive feasibility study of Garatau project has been released to the market by NKWE. This transaction is an opportunity to allow the Company to invest in platinum group metals mines in South Africa. Therefore, the board of directors considers that the subscription is fair and reasonable and in the interests of the Company and its shareholders as a whole.

Please refer to the relevant announcement(s) as published on the ASX website (<http://www.asx.com.au>) by NKWE for further details.

This announcement is made on a voluntary basis.

**Investors and shareholders are advised by the Board to exercise caution when dealing in the shares of the Company.**

As at the date of this announcement, the Board of Directors of the Company comprises Messrs. Chen Jinghe (Chairman), Luo Yingnan, Qiu Xiaohua, Lan Fusheng, Huang Xiaodong, and Zou Laichang as executive directors, Mister. Peng Jiaqing as non-executive director, and Messrs. Su Congfu, Chen Yuchuan, Lin Yongjing, and Wang Xiaojun as independent non-executive directors.

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

29 April 2013, Fujian, the PRC

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