

*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)**

## **Announcement in relation to a Proposal to Acquire All the Issued Shares from Norton Gold Fields Limited's Other Shareholders**

Reference is made to the announcement of Zijin Mining Group Co., Ltd.\* (the "Company") dated 13 January 2015 (the "Announcement"), in relation to the Company's indicative, conditional and non-binding proposal to acquire all of the issued securities of the Company's subsidiary, Norton Gold Fields Limited ("Norton", stock code "NGF" on the Australian Securities Exchange ("ASX")) which the Company does not already own. Unless otherwise indicated, capitalised terms used in this announcement shall have the same meanings as defined in the Announcement.

The Company has entered into a binding scheme implementation agreement (the "SIA") with Norton on 6 February 2015. The SIA provides that the Company will acquire all of the issued securities that it does not already own, by way of a court approved scheme of arrangement for an offer consideration of A\$0.20 per share (the "Proposal").

The Company, together with its wholly owned subsidiary, currently hold approximately 82.43% of Norton shares. If the scheme of arrangement is approved, the Company will have to pay a total consideration of approximately A\$33,000,000 to acquire all of the remaining 17.57% of Norton shares.

In the absence of a superior proposal and subject to an independent expert concluding that the Proposal is in the best interests of Norton shareholders, 3 Norton directors who are independent from the Company (the "Independent Directors") unanimously support the Proposal and recommend that Norton shareholders vote in favour of the Proposal. Subject to the same qualifications, the Independent Directors intend to vote, or cause the voting of any shares in which he or she has a relevant interests, in favour of the Proposal.

### **OFFER PRICE**

The offer price of A\$0.20 per Norton share represents a substantial premium to the historical trading price of

Norton shares prior to Norton receiving an indicative non-binding proposal from the Company on 12 January 2015, as set out below:

- 42.9% premium to the closing share price of A\$0.140 on 9 January 2015 (being the last trading day prior to the date on which Norton received an indicative non-binding proposal from the Company).
- 54.7% premium to 1 month volume weighted average price of A\$0.129 up to 9 January 2015.
- 56.0% premium to 3 month volume weighted average price of A\$0.128 up to 9 January 2015.
- 53.6% premium to 12 month volume weighted average price of A\$0.130 up to 9 January 2015.

#### **KEY CONDITIONS FOR IMPLEMENTATION**

- Minority shareholder approval (requiring approval by at least 50% in number of minority shareholders voting (in person or by proxy), and who represent at least 75% of the total votes cast);
- Australian Foreign Investment Review Board (FIRB) approval;
- ASX and Australian Securities and Investments Commission (ASIC) approval;
- Chinese regulatory approvals;
- Deloitte Corporate Finance Pty Limited (as the independent expert) concluding that the Proposal is in the best interests of minority shareholders;
- Court approval; and
- No material adverse change, prescribed occurrence or regulatory restraint.

#### **TIMETABLE**

<b>Action</b>	<b>Date</b>
First court hearing	Late March 2015
Norton to dispatch scheme booklet to Norton shareholders	Early April 2015
Scheme meeting	Early May 2015
Second court hearing	Mid-May 2015
Effective date	Mid-May 2015
Record date	Late May 2015
Implementation date	Late May 2015

The above timetable is indicative only and is subject to variation by agreement of the parties. Any changes to the timetable will be notified by ASX announcement.

## **ADVISERS**

Norton is being advised by financial adviser RFC Ambrian Limited and legal adviser HopgoodGanim. The Company is being advised by financial adviser GMP Securities and legal adviser Corrs Chambers Westgarth.

The Company will make further announcement regarding the Proposal as and when required.

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

This announcement is made on a voluntary basis.

**Investors and shareholders are advised by the board of directors 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), Wang Jianhua, Qiu Xiaohua, Lan Fusheng, Zou Laichang, and Lin Hongfu as executive directors, Mister. Li Jian as non-executive director, and Messrs. Lu Shihua, Ding Shida, Qiu Guanzhou, and Sit Hoi Wah, Kenneth as independent non-executive directors.

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

6 February 2015, Fujian, PRC

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