

*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)**

## **Overseas Regulatory Announcement**

This announcement was published on the website of Shanghai Stock Exchange of the People's Republic of China, the China Securities Journal, the Shanghai Securities News and the Securities Times by Zijin Mining Group Co., Ltd.\* (the "Company").

The announcement is written in both Chinese and English. In the case of any discrepancies, the Chinese version shall prevail over its English version.

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, Fang Qixue 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*

9 July 2015, Fujian, the PRC

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

**Zijin Mining Group Co., Ltd.\***

**Announcement in relation to Adjustment of Minimum Subscription Price and Number of Shares to be Issued in the Non-public Issuance of A Shares**

**The board of directors and all directors of the Company warrant that there is no false record, misleading statement or material omission in this announcement, and they are jointly and severally responsible for the authenticity, accuracy and completeness of the content herein.**

**Important notes:**

1. Due to the implementation of the 2014 profit distribution proposal, the minimum subscription price of the non-public issuance of A Shares of the Company (the “Non-public Issuance”) is adjusted from RMB4.13 per share to RMB4.05 per share.
2. The maximum number of shares to be issued in the Non-public Issuance of A Shares is adjusted from 2,421,307,506 shares inclusive to 2,469,135,802 shares inclusive.

**1. Description of the reasons to adjust the minimum subscription price and number of shares to be issued of the Non-public Issuance of A Shares**

According to the “Profit distribution proposal of the Company for the year ended 31 December 2014” which was considered and approved at the 2014 annual general meeting of Zijin Mining Group Co., Ltd.\* (the “Company”) convened on 11 May 2015, cash dividend of RMB0.8 (including tax) for every 10 shares will be distributed. On the basis of 21,572,813,650 shares after deducting the H shares repurchased as at 31 December 2014, the cash dividend to be distributed will amount to RMB1,725,825,092 in total. The remaining balance of undistributed profit will be reserved for further distribution in the coming financial years. No bonus issue and conversion of capital reserve into share capital will be carried out in this profit distribution.

“Resolution in relation to the satisfaction of the conditions for the Non-public Issuance of A Shares of the Company”, “Resolution in relation to the Proposal on the Non-public Issuance of A Shares of the Company” and other resolutions have been considered and approved at the ninth meeting of the fifth term of the board of directors (the “Board”) convened on 26 May 2015. According to the aforesaid proposal for issuance, the minimum subscription price is RMB4.13 per share, the maximum number of shares to be issued shall not exceed 2,421,307,506 shares inclusive. The minimum subscription price and maximum number of shares to be issued will be adjusted correspondingly if any ex-rights or ex-dividends event such as distribution of dividends or bonus shares, conversion of capital reserve into share capital, etc. occurs during the period from the base day for pricing to the date of the issuance.

On 3 July 2015, the Company issued an announcement of implementation of profit distribution proposal of the Company for the year ended 31 December 2014 in A Share market, according to which the record date is 8 July 2015, A Share ex-dividend date is 9 July 2015, and A Share cash dividend distribution date is 9 July 2015.

## **2. Adjustment to the minimum subscription price**

The base day for pricing of the Non-public Issuance, being 27 May 2015, is the announcement date of resolutions of the ninth meeting of the fifth term of the Board. The subscription price shall not be less than 90% of the average trading price of the Company's A Shares 20 business days preceding the base day for pricing. That is, the minimum subscription price is RMB4.13 per share. The profit distribution of the Company for the year of 2014 was a cash dividend of RMB0.08 (including tax) per share. Upon completion of the profit distribution, the minimum subscription price will be adjusted to RMB4.05 per share. The calculation is as follows:

Minimum subscription price after adjustment = Minimum subscription price before adjustment – cash dividend per share (including tax) = RMB4.13/share – RMB0.08/share = RMB4.05/share.

## **3. Adjustment to the number of shares to be issued**

The maximum number of shares to be issued under the Non-Public Issuance shall not exceed 2,421,307,506 shares inclusive. Upon completion of the implementation of the profit distribution of the Company for the year of 2014, the maximum number of A Shares to be issued under the Non-Public Issuance will be adjusted to 2,469,135,802 shares (rounded to the nearest integer, 2,469,135,802 shares inclusive). The calculation is as follows:

Maximum number of shares to be issued after adjustment = Total amount of proceeds planned to be raised ÷ minimum subscription price after adjustment = RMB10,000,000,000 ÷ RMB4.05/share = 2,469,135,802 shares inclusive.

Save for the above adjustments, other matters related to the Proposal for the Non-public Issuance of A Shares of the Company remain unchanged.

Zijin Mining Group Co., Ltd.\*  
Board of Directors  
10 July 2015