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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 in relation to Reduction of the Amount of Proceeds to be Raised and Adjustments to the Proposal on the Non-public Issuance of A Shares of the Company

Zijin Mining Group Co., Ltd.* (the "Company") convened the eighteenth meeting of the fifth term of the board of directors of the Company (the "Board") on 8 July 2016, and the second extraordinary general meeting in 2016, the second A/H Shareholders' class meetings in 2016 on 25 August 2016, at which the matters relating to the non-public issuance of A Shares of the Company (the "Non-public Issuance of A Shares" or the "Non-public Issuance") were considered and approved. Taking into account the actual situations of the projects to be invested by the proceeds raised, the Company decided to reduce the amount of proceeds to be raised in the Non-public Issuance from RMB4.8 billion to RMB4.635378 billion, due to deduction of the amount of interest expenses of RMB164.622 million arising from the construction period in the construction of the Kolwezi copper mine project in the Democratic Republic of the Congo (the "DR Congo"), which was originally proposed to be funded by the proceeds raised, as a result the number of shares to be issued is correspondingly reduced based on the above adjustment. Accordingly, the Company, on 27 November 2016, convened the fourteenth extraordinary meeting in 2016 of the fifth term of the Board, at which the proposal in relation to reduction of the amount of proceeds to be raised and adjustments to the proposal on the Non-public Issuance of A Shares of the Company was considered and approved. Details of the adjustments to the proposal on the Non-public Issuance of A Shares of the Company are hereby announced as follows:

1. Number of A Shares to be issued

(1) Before adjustment

The maximum number of A Shares to be issued under the Non-public Issuance will be 1,553,398,058 (1,553,398,058 inclusive). Subject to the maximum number of shares as mentioned above, the Board proposes the shareholders' general meetings grant to the Board such authority as necessary for determining the final number of shares to be issued based on actual situation and negotiations with the sponsor (the lead underwriter). The total 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. As the implementation of the profit distribution proposal of the Company for the year 2015 has been completed, according to the current proposal on the Non-public Issuance of A Shares, the maximum number of shares to be issued is adjusted to 1,584,158,415 shares.

The subscription amount of Minxi Xinghang State-owned Assets Investment Company Limited, the controlling shareholder of the Company, and the employee stock ownership scheme of the Company (the “Employee Stock Ownership Scheme”) are RMB900 million and RMB401.7 million respectively. The specific number of shares to be subscribed will be determined by dividing their subscription amounts by the subscription price in accordance with price inquiry results.

(2) After adjustment

The maximum number of A Shares to be issued under the Non-public Issuance will be 1,529,827,722 (1,529,827,722 inclusive). Subject to the maximum number of shares as mentioned above, the Board proposes the shareholders’ general meetings grant to the Board such authority as necessary for determining the final number of shares to be issued based on actual situation and negotiations with the sponsor (the lead underwriter). The total 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.

The subscription amount of Minxi Xinghang State-owned Assets Investment Company Limited, the controlling shareholder of the Company, and the Employee Stock Ownership Scheme are RMB900 million and RMB401.7 million respectively. The specific number of shares to be subscribed will be determined by dividing their subscription amounts by the subscription price in accordance with price inquiry results.

2. Use of proceeds raised

(1) Before adjustment

The total amount of proceeds to be raised in the Non-public Issuance will not exceed RMB4.8 billion (issuance expenses inclusive) and are proposed to be used in the following projects:

No.	Name of project	Total investment (RMB’000)	Amount of proceeds intended to be used in the project (RMB’000)
1	Construction of the Kolwezi copper mine	3,861,880.90	3,395,804.10

	project in the DR Congo		
2	Zijin Copper Company Limited (“Zijin Copper”)’s capacity expansion project for comprehensive recovery of end materials in production	228,391.40	105,102.20
3	Supplementing working capital of the Company	1,341,316.10	1,299,093.70
Total		5,431,588.50	4,800,000.00

If the proceeds raised in the Non-public Issuance are less than the amount required for projects investment, the Company will seek the required portion through other means of financing. The Company will invest in the projects with other means of financing according to the actual development progress of the projects before the proceeds raised in the Non-public Issuance are in place, and the proceeds raised in the Non-public Issuance will be used to substitute the Company’s funding after they are received into account.

Within the scope of the aforementioned projects to be invested by the proceeds raised, the Board may make appropriate adjustments to the use of proceeds corresponding to the actual needs of the projects and in compliance with procedures as stipulated by relevant rules and regulations.

(2) After adjustment

The total amount of proceeds to be raised in the Non-public Issuance will not exceed RMB4.635378 billion (issuance expenses inclusive) and are proposed to be used in the following projects:

No.	Name of project	Total investment (RMB’000)	Amount of proceeds intended to be used in the project (RMB’000)
1	Construction of the Kolwezi copper mine project in the DR Congo	3,861,880.90	3,231,182.10
2	Zijin Copper’s capacity expansion project for comprehensive recovery of end materials in production	228,391.40	105,102.20
3	Supplementing working capital of the Company	1,681,109.50	1,299,093.70
Total		5,771,381.80	4,635,378.00

If the proceeds raised in the Non-public Issuance are less than the amount required for projects investment, the Company will seek the required portion through other means of financing. The Company will invest in the projects with other means of financing according to the actual development progress of the projects before the proceeds raised in the Non-public Issuance are in place, and the proceeds raised in the Non-public Issuance will be used to substitute the Company's funding after they are received into account.

Within the scope of the aforementioned projects to be invested by the proceeds raised, the Board may make appropriate adjustments to the use of proceeds corresponding to the actual needs of the projects and in compliance with procedures as stipulated by relevant rules and regulations.

Implementation of the matters relating to the adjustments to the proposal on the Non-public Issuance are subject to the approval of the China Securities Regulatory Commission.

In response to the aforesaid adjustments, the Company prepared the "Plan for the Non-public Issuance of A Shares of Zijin Mining Group Co., Ltd.* in 2016 (2nd revision)". Please refer to the relevant announcements published on the same day on the Shanghai Stock Exchange website (<http://www.sse.com.cn>) and the Company's website (<http://www.zjky.cn>) for further details.

The matters in relation to reduction of the amount of proceeds to be raised and adjustments to the proposal on the Non-public Issuance were considered and approved at the fourteenth extraordinary meeting in 2016 of the fifth term of the Board. The Board was already authorised to adjust the above matters in relation to the proposal on the Non-public Issuance by the second extraordinary general meeting in 2016 and the second A/H Shareholders' class meetings in 2016 of the Company. Another submission to the shareholders' general meeting for approval is not required.

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

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, Fang Qixue and Lin Hongfu as executive directors, Mister. Li Jian as non-executive director, and Messrs. Lu Shihua, Ding Shida, Zhu Guang, 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

Fujian, the PRC, 28 November 2016

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