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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 the Revision of the Plan for the Non-public Issuance of A Shares**

Matters relating to the non-public issuance of A shares (the “Non-public Issuance” or the “Non-public Issuance of A Shares”) of Zijin Mining Group Co., Ltd.\* (the “Company”) were considered and approved at the eighteenth meeting of the fifth term of the board of directors of the Company (“the “Board”), the second extraordinary general meeting in 2016 and the second A/H Shareholders’ class meetings in 2016 of the Company. Taking into account the actual situations of the projects to be invested by the proceeds raised, the fourteenth extraordinary meeting in 2016 of the fifth term of the Board was convened by the Company on 27 November 2016, at which it was resolved 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. Based on the abovementioned adjustments, the Company once again revised the “Plan for the Non-public Issuance of A Shares of Zijin Mining Group Co., Ltd.\* in 2016 (revision)”. The major contents in respect of the adjustments are set out below:

<b>Items</b>	<b>Before adjustment</b>	<b>After adjustment</b>
<b>Definitions</b>	“ <b>Non-public Issuance</b> ” means “the act of a non-public issuance of not more than 1,584,158,415 Renminbi-denominated ordinary shares (A Shares) of Zijin Mining Group Co., Ltd.*”	“ <b>Non-public Issuance</b> ” means “the act of a non-public issuance of not more than 1,529,827,722 Renminbi-denominated ordinary shares (A Shares) of Zijin Mining Group Co., Ltd.*”
<b>Number of shares to be issued in the Non-public Issuance</b>	The maximum number of A Shares to be issued in the Non-public Issuance will be 1,553,398,058 shares (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	The maximum number of A Shares to be issued in the Non-public Issuance will be 1,529,827,722 shares (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.

	issuance. As the implementation of the profit distribution proposal of the Company for the year 2015 has been completed, the number of A Shares to be issued in the Non-public Issuance is adjusted to 1,584,158,415.					
<b>Amount and use of proceeds raised</b>	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:			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:		
	<b>Name of project</b>	<b>Total investment (RMB'000)</b>	<b>Amount of proceeds intended to be used in the project (RMB'000)</b>	<b>Name of project</b>	<b>Total investment (RMB'000)</b>	<b>Amount of proceeds intended to be used in the project (RMB'000)</b>
	Construction of the Kolwezi copper mine project in the DR Congo	3,861,880.90	3,395,804.10	Construction of the Kolwezi copper mine project in the DR Congo	3,861,880.90	3,231,182.10
	Zijin Copper Company Limited's capacity expansion project for comprehensive recovery of end materials in production	228,391.40	105,102.20	Zijin Copper Company Limited's capacity expansion project for comprehensive recovery of end materials in production	228,391.40	105,102.20
	Supplementing working capital of the Company	1,341,316.10	1,299,093.70	Supplementing working capital of the Company	1,681,109.50	1,299,093.70
	<b>Total</b>	<b>5,431,588.50</b>	<b>4,800,000.00</b>	<b>Total</b>	<b>5,771,381.80</b>	<b>4,635,378.00</b>
<b>Whether the Non-public Issuance leads to changes in the right of control of the Company</b>	The total number of shares to be issued in the Non-public Issuance will not exceed 1,584,158,415 shares. As at the date of the plan, the controlling shareholder of the Company, Minxi Xinghang State-owned Assets Investment Company Limited holds 5,671,353,180 shares, representing approximately 26.33% of the total shares in issue. Based on the maximum number of shares to be issued in the Non-public Issuance, Minxi Xinghang will hold approximately 25.81% of the shares after completion of the Non-public Issuance, and is still the controlling shareholder of the Company.			The total number of shares to be issued in the Non-public Issuance will not exceed 1,529,827,722 shares. As at the date of the plan, the controlling shareholder of the Company, Minxi Xinghang State-owned Assets Investment Company Limited holds 5,671,353,180 shares, representing approximately 26.33% of the total shares in issue. Based on the maximum number of shares to be issued in the Non-public Issuance, Minxi Xinghang will hold approximately 25.87% of the shares after completion of the Non-public Issuance, and is still the controlling shareholder of the Company.		

For 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 on the Shanghai Stock Exchange website (<http://www.sse.com.cn>) and the Company's website (<http://www.zjky.cn>) for further details.

**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*