

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 Public Issuance of A Share Convertible Corporate Bonds

References are made to the announcements of Zijin Mining Group Co., Ltd.* (the "Company") dated 12 June 2020, 16 July 2020, 28 July 2020, 27 August 2020, 27 September 2020 and 22 October 2020, the announcement in relation to the resolutions passed at the second extraordinary general meeting in 2020, the second A Shareholders' class meeting in 2020 and the second H Shareholders' class meeting in 2020 dated 20 July 2020 (the "Announcements") and the Company's circular dated 4 July 2020 (the "Circular") in relation to, among others, the Company's proposed public issuance of A Share convertible corporate bonds (the "Public Issuance of A Share Convertible Corporate Bonds"). Unless otherwise indicated, capitalised terms used in this announcement shall have the same meanings as defined in the Announcements and the Circular.

The Public Issuance of A Share Convertible Corporate Bonds has been approved by the China Securities Regulatory Commission (Zhengjian Xuke [2020] No. 2613). The abbreviation of the A Share Convertible Corporate Bonds to be issued this time is "Zijin Convertible Bonds", the code of which is 113041. The aggregate principal amount of the A Share Convertible Corporate Bonds proposed to be issued is RMB6 billion, with a nominal value of RMB100 each. An aggregate of 6,000,000 lots of the A Share Convertible Corporate Bonds is proposed to be issued (total number of the A Share Convertible Corporate Bonds proposed to be issued: 60,000,000) at the par value. The A Share Convertible Corporate Bonds have a term of five years from the date of the issuance, which commences from 3 November 2020 to 2 November 2025. The coupon rates will be 0.2%, 0.4%, 0.6%, 0.8% and 1.5% for the first, second, third, fourth and fifth year respectively. Within five trading days upon the maturity of the A Share Convertible Corporate Bonds, the Company will redeem all outstanding A Share Convertible Corporate Bonds that are not converted into shares at 106% (including the interest for the final interest accrual year) of the par value of the A Share Convertible Corporate Bonds.

The initial conversion price of the A Share Convertible Corporate Bonds is RMB7.01 per A Share, which is not lower than the average trading price of A Shares for the 20 trading days preceding the date of

publication of the offering document (in the event that the A Share price was adjusted due to ex-right and ex-dividend in the preceding 20 trading days, the average trading price of A Shares on the trading days prior to the adjustment shall be calculated based on the price after such ex-right and ex-dividend) and the average trading price of the preceding trading day. The conversion period of the A Share Convertible Corporate Bonds will start from the first trading day immediately following the expiry of the six-month period after the date of the issuance of the A Share Convertible Corporate Bonds (being 9 November 2020), and end on the maturity date of the A Share Convertible Corporate Bonds (being 10 May 2021 to 2 November 2025).

Based on the current issuance schedule, the total number of existing A Shares of the Company is 19,640,319,946, all of which are shares not subject to trading moratorium. On the basis of the proportion of subscription by the existing A Shareholders in priority, a maximum of 5,990,297 lots of Zijin Convertible Bonds may be subscribed by the existing A Shareholders which are not subject to trading moratorium in priority. The existing A Shareholders may at most subscribe for approximately 5,990,297 lots of Zijin Convertible Bonds in priority, representing approximately 99.84% of the 6,000,000 lots of Zijin Convertible Bonds to be issued in aggregate.

For details of the terms and conditions and the arrangement regarding issuance of Zijin Convertible Bonds, please refer to the “Announcement in relation to Public Issuance of A Share Convertible Corporate Bonds”, “Announcement in relation to Online Roadshow for Public Issuance of A Share Convertible Corporate Bonds”, “Offering Document for Public Issuance of A Share Convertible Corporate Bonds in 2020” and “Summary of the Offering Document for Public Issuance of A Share Convertible Corporate Bonds in 2020” on the website of the Shanghai Stock Exchange (www.sse.com.cn) and the corresponding overseas regulatory announcements on the HKEXnews website (www.hkexnews.hk) of the Hong Kong Stock Exchange published by the Company on the same date of this announcement.

This 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 to exercise caution when dealing in the securities of the Company.

As at the date of this announcement, the Board of Directors of the Company comprises Messrs. Chen Jinghe (Chairman), Lan Fusheng, Zou Laichang, Lin Hongfu, Ms. Lin Hongying and Mister Xie Xionghui as executive directors, Mister Li Jian as non-executive director, and Messrs. Zhu Guang, Mao Jingwen, Li Changqing, He Fulong and Suen Man Tak as independent non-executive directors.

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

29 October 2020, Fujian, the PRC

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