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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 Amendment to the Restricted A Share Incentive Scheme for 2020 (Draft) and Its Summary

The proposal in relation to the Restricted A Share Incentive Scheme for 2020 (Draft) of Zijin Mining Group Co., Ltd.* (the “Company”) and its summary and the relevant proposals were approved at the Company’s twenty-fourth extraordinary meeting of the board of directors (the “Board”) in 2020 and the 4th extraordinary meeting of the supervisory committee (the “Supervisory Committee”) in 2020. For details, please refer to the relevant announcements of the Company (the “Announcements”) disclosed on the HKEXnews website (<http://www.hkexnews.hk>) on 17 November 2020. Unless otherwise indicated, capitalised terms used in this announcement shall have the same meanings as defined in the Announcements.

On 20 November 2020, the Company received the Approval in relation to Implementation of the Restricted A Share Incentive Scheme of Zijin Mining Group Co., Ltd.* (Hang Cai Guo Zi [2020] No. 125) issued by the Longyan City Shanghang County Finance Bureau as forwarded by the Company’s substantial shareholder, Minxi Xinghang State-owned Assets Investment Company Limited. Pursuant to the Approval in relation to Implementation of the Restricted A Share Incentive Scheme of Zijin Mining Group Co., Ltd.* of the State-owned Assets Supervision and Administration Commission of Longyan City (Long Guo Zi [2020] No. 147) and the spirit of the special meeting on the relevant work of Shanghang County, the Shanghang County Finance Bureau agrees in principle that the Company implements the Restricted A Share Incentive Scheme.

For better realisation of the incentive purpose, taking into account the Company’s actual situation, amendments are made to the Restricted A Share Incentive Scheme for 2020 (Draft) of Zijin Mining Group Co., Ltd.* and its summary. On 11 December 2020, the proposal in relation to the Restricted A Share Incentive Scheme for 2020 (Revised Draft) of Zijin Mining Group Co., Ltd.* and its summary was considered and approved at the twenty-fifth extraordinary meeting of the seventh term of the Board in 2020 and the fifth extraordinary meeting of the seventh term of the Supervisory Committee in 2020 convened by

the Company. The major amendments are set out below:

I. Number of the Restricted Shares to be granted

Before amendment:

“The number of the Restricted Shares proposed to be granted under the Incentive Scheme shall not exceed 100,000,000 A Shares, accounting for approximately 0.39% of the Company’s total share capital as at the date of the Announcement. Specifically, 95,100,000 A Shares are proposed to be granted under the First Grant, accounting for approximately 0.37% of the Company’s total share capital as at the date of the Announcement, and approximately 95.10% of the total Restricted Shares to be granted; not more than 4,900,000 A Shares shall be reserved, accounting for approximately 0.02% of the Company’s total share capital as at the date of the Announcement, and approximately 4.90% of the total Restricted Shares to be granted.”

After amendment:

“The number of the Restricted Shares proposed to be granted under the Incentive Scheme shall not exceed 100,000,000 A Shares, accounting for approximately 0.39% of the Company’s total share capital as at the date of the Announcement. Specifically, 97,490,000 A Shares are proposed to be granted under the First Grant, accounting for approximately 0.38% of the Company’s total share capital as at the date of the Announcement, and approximately 97.49% of the total Restricted Shares to be granted; not more than 2,510,000 A Shares shall be reserved, accounting for approximately 0.01% of the Company’s total share capital as at the date of the Announcement, and approximately 2.51% of the total Restricted Shares to be granted.”

II. The Participants

Before amendment:

“The number of the Participants under the Incentive Scheme in the First Grant shall be 700 including the Directors, senior and middle-level management, senior technical personnel, outstanding youth talents, highly educated talents and other employees whom the Company considers to have a direct impact on the Company’s operating results and future development.”

After amendment:

“The number of the Participants under the Incentive Scheme in the First Grant shall be 697 including the Directors, senior and middle-level management, senior technical personnel, outstanding youth talents, highly educated talents and other employees whom the Company considers to have a direct impact on the Company’s operating results and future development.”

III. Allocation of the Restricted Shares to be granted among the Participants

Before amendment:

The allocation of the Restricted Shares to be granted among the Participants under the Incentive Scheme is set out in the table below:

Name	Position	Total number of the Restricted Shares to be granted (Million Shares)	Approximate proportion of the total number of the Restricted Shares to be granted under the Incentive Scheme	Approximate proportion of the total share capital
Chen Jinghe	Chairman	1.10	1.10%	0.0043%
Zou Laichang	President	1.10	1.10%	0.0043%
Lan Fusheng	Vice-chairman	0.75	0.75%	0.0030%
Lin Hongfu	Standing vice-president	0.75	0.75%	0.0030%
Lin Hongying	Vice-president	0.75	0.75%	0.0030%
Xie Xionghui	Vice-president	0.75	0.75%	0.0030%
Shen Shaoyang	Vice-president	0.75	0.75%	0.0030%
Long Yi	Vice-president	0.75	0.75%	0.0030%
Que Chaoyang	Vice-president	0.75	0.75%	0.0030%
Wu Honghui	Financial controller	0.75	0.75%	0.0030%
Jiang Kaixi	Chief engineer	0.75	0.75%	0.0030%
Zheng Youcheng	Secretary to the Board	0.75	0.75%	0.0030%
Other senior and middle-level management, core employees, outstanding youth talents, etc. (688 persons in total)		85.40	85.40%	0.34%
Reserved Portion		4.90	4.90%	0.02%
Total		100.00	100.00%	0.39%

After amendment:

The allocation of the Restricted Shares to be granted among the Participants under the Incentive Scheme is set out in the table below:

Name	Position	Total number of the Restricted Shares to be granted (Million Shares)	Approximate proportion of the total number of the Restricted Shares to be granted under the Incentive Scheme	Approximate proportion of the total share capital
Chen Jinghe	Chairman	1.10	1.10%	0.0043%
Zou Laichang	President	1.10	1.10%	0.0043%

Lan Fusheng	Vice-chairman	0.75	0.75%	0.0030%
Lin Hongfu	Standing vice-president	0.75	0.75%	0.0030%
Lin Hongying	Vice-president	0.75	0.75%	0.0030%
Xie Xionghui	Vice-president	0.75	0.75%	0.0030%
Shen Shaoyang	Vice-president	0.75	0.75%	0.0030%
Long Yi	Vice-president	0.75	0.75%	0.0030%
Que Chaoyang	Vice-president	0.75	0.75%	0.0030%
Wu Honghui	Financial controller	0.75	0.75%	0.0030%
Jiang Kaixi	Chief engineer	0.75	0.75%	0.0030%
Zheng Youcheng	Secretary to the Board	0.75	0.75%	0.0030%
Other senior and middle-level management, core employees, outstanding youth talents, etc. (685 persons in total)		87.79	87.79%	0.34%
Reserved Portion		2.51	2.51%	0.01%
Total		100.00	100.00%	0.39%

IV. Methods of determining the Grant Price of the Reserved Shares

Before amendment:

“Before the Reserved Shares are granted, a Board meeting shall be convened to consider and approve the relevant proposal. Details relating to the grant shall be announced accordingly. The Grant Price of the Reserved Shares shall not be lower than the nominal value of the Shares, and shall not be lower than the higher of:

- (1) 60% of the average trading price of the Company’s A Shares on the trading day preceding the date of announcement of the Board’s resolution regarding the grant of the Reserved Shares; and
- (2) 60% of any one of the average prices of the Company’s A Shares in the last 20, 60 or 120 trading days preceding the date of announcement of the Board’s resolution regarding the grant of the Reserved Shares.”

After amendment:

“The Grant Price of the Reserved Shares shall be the same as that of the portion of Restricted Shares granted under the First Grant, i.e., RMB4.95 per A Share. Before the Reserved Shares are granted, a Board meeting shall be convened to consider and approve the relevant proposals. Details relating to the grant shall be announced accordingly.”

V. The estimated impact of the Incentive Scheme on operating results

Before amendment:

The Company measures the fair value of the Restricted Shares based on the difference between the A Share closing price on the Grant Date and the Grant Price and projects the total amortisation expense of the

Restricted Shares to be RMB313.4876 million. Such expense shall be recognised in phases based on the unlocking proportions during the implementation of the Incentive Scheme in recurring profit or loss. The estimated effect of the First Grant of the Restricted Shares under the Incentive Scheme on the accounting costs incurred in each accounting period is as follow:

Number of Restricted Shares to be granted under the First Grant (Million Shares)	Total amortisation expense (RMB million)	2020 (RMB million)	2021 (RMB million)	2022 (RMB million)	2023 (RMB million)	2024 (RMB million)
95.10	313.4876	9.4047	112.8556	108.5451	58.2565	24.4259

After amendment:

The Company measures the fair value of the Restricted Shares based on the difference between the A Share closing price on the Grant Date and the Grant Price and projects the total amortisation expense of the Restricted Shares to be RMB321.3660 million. Such expense shall be recognised in phases based on the unlocking proportions during the implementation of the Incentive Scheme in recurring profit or loss. The estimated effect of the First Grant of the Restricted Shares under the Incentive Scheme on the accounting costs incurred in each accounting period is as follow:

Number of Restricted Shares to be granted under the First Grant (Million Shares)	Total amortisation expense (RMB million)	2020 (RMB million)	2021 (RMB million)	2022 (RMB million)	2023 (RMB million)	2024 (RMB million)
97.49	321.3660	9.6410	115.6918	111.2730	59.7205	25.0398

Please refer to the HKEXnews website (<http://www.hkexnews.hk>) for the Restricted A Share Incentive Scheme for 2020 (Revised Draft) of Zijin Mining Group Co., Ltd.* and its summary after the amendments published on the same date.

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 of directors 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

11 December 2020, Fujian, the PRC

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