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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)**

## **Sixth Indicative Announcement in relation to Implementation of Redemption of “Zijin Convertible Bonds”**

### **Important notes:**

- Record date for redemption: 25 June 2021
- Redemption price: RMB100.129 each
- Redemption payment date: 28 June 2021
- Before the market closes on the record date for redemption, holders of “Zijin Convertible Bonds” may choose to continue trading in the bond market, or convert the bonds into the A Shares of Zijin Mining Group Co., Ltd.\* (the “Company”) at the conversion price of RMB7.00/A Share. After the market closes on the record date for redemption, all of the unconverted “Zijin Convertible Bonds” will be frozen, suspended for trading and share conversion, and mandatorily redeemed at RMB100.129 each. Upon the completion of the redemption, “Zijin Convertible Bonds” will be delisted from the Shanghai Stock Exchange.
- Since a relatively substantial discrepancy exists between the prevailing market price and the redemption price (RMB100.129 each) of “Zijin Convertible Bonds”, the mandatory redemption may result in potential investment losses. A special reminder is hereby given to the holders of “Zijin Convertible Bonds” to complete share conversion or disposal of the bonds before market closes on 25 June 2021 (the record date for redemption).
- Holders of “Zijin Convertible Bonds” that are pledged or frozen are advised to unfreeze or release such bonds from pledge in advance in order to avoid any mandatory redemption as a result of trading failure.

References are made to the announcements of the Company dated 29 October 2020, 28 April 2021, 21 May 2021, 28 May 2021 and 7 June 2021 in relation to public issuance of A Share Convertible Corporate Bonds, commencement of conversion period of A Share Convertible Corporate Bonds, possible satisfaction of the terms of conditional redemption of “Zijin Convertible Bonds”, early redemption of “Zijin Convertible Bonds” and implementation of redemption of “Zijin Convertible Bonds”, respectively (the

“Announcements”). Unless otherwise defined herein, capitalised terms used herein shall have the same meanings as defined in the Announcements.

From 10 May 2021 to 28 May 2021, the closing prices of the Company’s A Shares had been no less than 130% of the prevailing conversion price of “Zijin Convertible Bonds” for 15 consecutive trading days. Pursuant to the terms set out in the Offering Document for Public Issuance of A Share Convertible Corporate Bonds in 2020 (the “Offering Document”), the terms of redemption have been triggered. The third extraordinary meeting in 2021 of the seventh term of the board of directors of the Company (the “Board”) had considered and approved the Proposal in relation to Early Redemption of “Zijin Convertible Bonds”. It was determined that the early redemption right of “Zijin Convertible Bonds” will be exercised to redeem all outstanding “Zijin Convertible Bonds” which appear in the register of bonds on the record date for redemption.

In accordance with the relevant provisions of the Administrative Measures for the Issuance of Securities by Listed Companies, the Rules Governing the Listing of Stocks on Shanghai Stock Exchange, Administrative Measures for Convertible Corporate Bonds and the Offering Document of the Company, matters regarding the redemption are hereby announced to all holders of “Zijin Convertible Bonds”, as follows:

#### **I. Terms of early redemption of the current A Share Convertible Corporate Bonds**

During the conversion period of the current A Share Convertible Corporate Bonds, where either the closing prices of the Company’s A Shares are no less than 130% (130% inclusive) of the prevailing conversion price for at least 15 trading days out of any 30 consecutive trading days, or the total par value of the outstanding A Share Convertible Corporate Bonds is lower than RMB30 million, the Company shall have the right to redeem all or part of the outstanding A Share Convertible Corporate Bonds, at a price equal to the par value of the A Share Convertible Corporate Bonds plus the then accrued interest.

Formula for calculating the accrued interest for the current period is:  $IA=B \times i \times t/365$

In which, IA denotes the accrued interest for the current period;

B denotes the aggregate nominal value of the A Share Convertible Corporate Bonds to be redeemed held by Bondholders;

i denotes the coupon rate of the A Share Convertible Corporate Bonds for the current year;

t denotes the number of days on which interest is accrued, i.e. the actual number of calendar days from the last interest payment date (inclusive) up to the redemption date of the current interest accrual year (excluding the redemption date).

In the event that an adjustment to the conversion price by the Company is made during the aforementioned 30 consecutive trading days, in respect of the trading days prior to the conversion price adjustment date, the calculation shall be based on the unadjusted conversion price and the closing price of the A Shares on each

such day, and in respect of the conversion price adjustment date and the trading days after the conversion price adjustment date, the calculation shall be based on the adjusted conversion price and the closing price of the A Shares on each such day.

## **II. Matters relating to the current redemption of A Share Convertible Corporate Bonds**

### **(1) Satisfaction of the redemption conditions**

From 10 May 2021 to 28 May 2021, the closing prices of the Company's A Shares had been no less than 130% of the prevailing conversion price for 15 consecutive trading days (i.e., RMB9.10 per A Share). The terms of early redemption of "Zijin Convertible Bonds" have been triggered.

### **(2) Record date for redemption**

The target of the current redemption is all holders of "Zijin Convertible Bonds" who appear on the register of bonds at the China Securities Depository Clearing Corporation Limited Shanghai Branch (the "CSDCCL Shanghai Branch") after trading hours of the Shanghai Stock Exchange on 25 June 2021.

### **(3) Redemption price**

Pursuant to the provisions regarding early redemption set out in the Offering Document of the Company, the current redemption price shall be equal to the par value of the A Share Convertible Corporate Bonds plus the then accrued interest, i.e., RMB100.129 each.

The formulae for calculation are as follows:

Formula for calculating the accrued interest for the current period is:  $IA=B \times i \times t/365$

In which, IA denotes the accrued interest for the current period;

B denotes the aggregate nominal value of the A Share Convertible Corporate Bonds to be redeemed held by Bondholders;

i denotes the coupon rate of the A Share Convertible Corporate Bonds for the current year;

t denotes the number of days on which interest is accrued, i.e. the actual number of calendar days from the last interest payment date (inclusive) up to the redemption date of the current interest accrual year (excluding the redemption date).

The coupon rate for the current interest accrual year (from 3 November 2020 to 2 November 2021) shall be 0.2%;

Number of days on which interest is accrued: 235 days in total, from 3 November 2020 to 25 June 2021;

Accrued interest for the current period on each bond= $RMB100 \times 0.2\% \times 235/365=RMB0.129$ ;

Redemption price=par value + then accrued interest= $RMB100+RMB0.129=RMB100.129$  each.

### **(4) Details regarding levy of tax on interest income of bond investors**

1. Pursuant to the provisions under Individual Income Tax Law of the People's Republic of China and other relevant tax regulations and documents, the individual investors of corporate convertible bonds (including

securities investment funds) shall pay individual income tax on the interest arising from the bonds at a tax rate of 20% of the interest amount accrued, i.e., the redemption price of each A Share Convertible Corporate Bond is RMB100.129 (before tax), and the actual redemption payment amount will be RMB100.103 (after tax). The individual income tax on the interest of the convertible bonds will be withheld and paid by respective redemption agencies on a unified basis and paid directly to local tax authorities of the places where such redemption agencies are located. Any branch responsible for such interest payment which fails to perform the abovementioned obligation of withholding and payment of the individual income tax on the interest of such bonds shall be held liable for legal liabilities arising therefrom.

2. According to the provisions under the Law on Corporate Income Tax of the People's Republic of China and other relevant tax laws, regulations and documents, for resident enterprises holding convertible bonds, the actual redemption payment amount for each convertible bond is RMB100.129 (before tax). The interest income taxes of the bonds shall be paid by the resident enterprises themselves.

3. For the non-resident enterprises such as the holders of the current bonds who are qualified foreign institutional investors, according to the requirements under the Circular on the Corporate Income Tax and Value-Added Tax Policy for Foreign Institutions to Invest in the Onshore Bond Market issued by the Ministry of Finance and the State Taxation Administration (Caishui [2018] No. 108), the bond interest income received from foreign institutions' investments in the PRC bond market is temporarily exempted from corporate income tax and value-added tax from 7 November 2018 to 6 November 2021. In respect of the holders of the current bonds who are qualified foreign institutional investors (including QFII and RQFII), the Company will pay the redemption amount based on the redemption amount before tax, i.e., RMB100.129 for each A Share Convertible Corporate Bond.

#### (5) Redemption procedures

Prior to the end of the redemption period, the Company will issue at least three indicative announcements regarding the redemption of "Zijin Convertible Bonds" via Shanghai Securities News, Securities Times and the website of the Shanghai Stock Exchange ([www.sse.com.cn](http://www.sse.com.cn)), notifying the holders of "Zijin Convertible Bonds" various matters of the current redemption.

Once the Company decides to implement a full redemption, all "Zijin Convertible Bonds" registered at the CSDCCL Shanghai Branch will be frozen starting from the trading day (28 June 2021) immediately following the record date for redemption.

Upon the completion of the current redemption, the Company will announce the redemption results and the impact of the redemption on the Company via Shanghai Securities News, Securities Times and the website of the Shanghai Stock Exchange ([www.sse.com.cn](http://www.sse.com.cn)).

(6) Redemption payment date: 28 June 2021

The Company shall appoint CSDCCL Shanghai Branch to distribute, through CSDCCL Shanghai Branch's clearing system, the redemption payment to the holders of "Zijin Convertible Bonds" who appear on the register of bonds on the record date for redemption and have carried out the designated transactions with the member units of the Shanghai Stock Exchange, and to make corresponding reductions in the amount of "Zijin Convertible Bonds" held by such holders. Investors who have carried out comprehensive designated transactions can receive their redemption payments on the redemption payment date at their designated securities business departments. Redemption payment to the investors who have not yet carried out comprehensive designated transactions will be temporarily held by the CSDCCL Shanghai Branch, and will be distributed once the designated transactions have been made.

(7) Trading and share conversion

Starting from the trading day (28 June 2021) immediately following the record date for redemption, "Zijin Convertible Bonds" shall cease for trading and share conversion.

### **III. Risk warning**

(1) Before the market closes on the record date for redemption, holders of "Zijin Convertible Bonds" may choose to continue trading in the bond market, or convert the bonds into the A Shares of the Company at the conversion price of RMB7.00/A Share. After the market closes on the record date for redemption, all of the unconverted "Zijin Convertible Bonds" will be frozen, suspended for trading and share conversion, and mandatorily redeemed at RMB100.129 each. Upon the completion of the redemption, "Zijin Convertible Bonds" will be delisted from the Shanghai Stock Exchange.

(2) Since a relatively substantial discrepancy exists between the prevailing market price and the redemption price (RMB100.129 each) of "Zijin Convertible Bonds", the mandatory redemption may result in potential investment losses. A special reminder is hereby given to the holders of "Zijin Convertible Bonds" to complete share conversion or disposal of the bonds before market closes on 25 June 2021 (the record date for redemption).

(3) Holders of "Zijin Convertible Bonds" that are pledged or frozen are advised to unfreeze or release such bonds from pledge in advance in order to avoid any mandatory redemption as a result of trading failure.

### **IV. Enquiry**

Responsible department: Securities Department

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**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, Suen Man Tak and Bo Shao Chuan as independent non-executive directors.

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

21 June 2021, Fujian, the PRC

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