

*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 Redemption Results of “Zijin Convertible Bonds” and Changes in Shares**

### **Important notes:**

- Amount of redemption: RMB19,432,000 (194,320 bonds)
- Total amount of redemption payment: RMB19,457,067.28
- Record date for redemption: 25 June 2021
- Redemption price: RMB100.129 each
- Redemption payment date: 28 June 2021
- Delisting date of A Share Convertible Corporate Bonds: 28 June 2021

References are made to the announcements of Zijin Mining Group Co., Ltd.\* (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 (collectively, the “Announcements”). Unless otherwise defined herein, capitalised terms used herein shall have the same meanings as defined in the Announcements.

### **I. Announcements in relation to the current redemption of the 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 of “Zijin Convertible Bonds” for 15 consecutive trading days (i.e., RMB9.10 per A Share). Pursuant to the terms set out in the Offering Document for Public Issuance of A Share Convertible Corporate Bonds in 2020 (the “Offering Document”) of the Company, the terms of redemption of the A Share Convertible Corporate Bonds have been triggered.

#### **(2) Implementation of procedures**

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 the A Share Convertible Corporate Bonds will be exercised to redeem all outstanding “Zijin Convertible Bonds” which appear on the register of bonds on the record date for redemption. For details, please refer to the Company’s announcement published on HKEXnews website and the Company’s website dated 28 May 2021.

The Company published the Announcement in relation to Implementation of Redemption of “Zijin Convertible Bonds” on 7 June 2021, and nine indicative announcements in relation to the implementation of redemption of “Zijin Convertible Bonds” on 9 June 2021, 11 June 2021, 16 June 2021, 17 June 2021, 20 June 2021, 21 June 2021, 22 June 2021, 23 June 2021 and 24 June 2021, respectively. Matters regarding the redemption are as follows:

1. Record date for redemption and target of the 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.

2. 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.

3. Redemption payment date: 28 June 2021

## II. Results of the current redemption of the A Share Convertible Corporate Bonds and impact of the redemption on the Company

### (1) Outstanding balance after redemption

As at the record date for redemption (25 June 2021) after market closed, the outstanding balance of “Zijin Convertible Bonds” was RMB19,432,000 (194,320 bonds), accounting for 0.32% of the total issuance amount of “Zijin Convertible Bonds” of RMB6 billion.

### (2) Share conversion

As at the record date for redemption (25 June 2021) after market closed, a cumulative amount of RMB5,980,568,000 “Zijin Convertible Bonds” has been converted into the Company’s A Shares, accounting for 99.68% of the total issuance amount of “Zijin Convertible Bonds”; the cumulative number of shares converted is 854,361,694 A Shares, accounting for 3.35% of the total number of issued shares of the Company before the conversion of “Zijin Convertible Bonds”.

### (3) Changes in share capital

Changes in the Company’s share capital due to conversion of the A Share Convertible Corporate Bonds are as follows:

| Type of shares  | Before the changes<br>(9 May 2021) |               | Number of A Shares converted from the A Share Convertible Corporate Bonds (shares) | After the changes<br>(25 June 2021) |               |
|---|------------------------------------|---------------|--|-------------------------------------|---------------|
|   | Number (shares)                    | Proportion    |  | Number (shares)                     | Proportion    |
| <b>1. Tradable shares subject to trading moratorium</b>     | <b>95,980,600</b>                  | <b>0.38%</b>  | <b>0</b>   | <b>95,980,600</b>                   | <b>0.36%</b>  |
| A Shares  | 95,980,600                         | 0.38%         | 0  | 95,980,600                          | 0.36%         |
| <b>2. Tradable shares not subject to trading moratorium</b> | <b>25,377,259,946</b>              | <b>99.62%</b> | <b>854,361,694</b>   | <b>26,231,621,640</b>               | <b>99.64%</b> |
| A Shares  | 19,640,319,946                     | 77.10%        | 854,361,694  | 20,494,681,640                      | 77.85%        |
| H Shares  | 5,736,940,000                      | 22.52%        | 0  | 5,736,940,000                       | 21.79%        |

|                                  |                       |             |                    |                       |             |
|----------------------------------|-----------------------|-------------|--------------------|-----------------------|-------------|
| <b>3. Total number of shares</b> | <b>25,473,240,546</b> | <b>100%</b> | <b>854,361,694</b> | <b>26,327,602,240</b> | <b>100%</b> |
| A Shares                         | 19,736,300,546        | 77.48%      | 854,361,694        | 20,590,662,240        | 78.21%      |
| H Shares                         | 5,736,940,000         | 22.52%      | 0                  | 5,736,940,000         | 21.79%      |

(4) Cessation of trading and conversion of the A Share Convertible Corporate Bonds

Starting from 28 June 2021, trading and share conversion of “Zijin Convertible Bonds” shall cease. All of the unconverted “Zijin Convertible Bonds” with a total amount of RMB19,432,000 which appear on the register of bonds at the CSDCCL Shanghai Branch will be frozen.

(5) Amount of redemption payment

According to the data provided by the CSDCCL Shanghai Branch, 194,320 A Share Convertible Corporate Bonds have been redeemed by the Company. The total amount of redemption payment is RMB19,457,067.28, and the redemption payment date is 28 June 2021.

(6) Impact of the current redemption on the Company

The total amount of redemption payment for the current A Share Convertible Corporate Bonds is RMB19,457,067.28, which will not have a significant impact on the Company’s cash flows. After the completion of the current conversion of “Zijin Convertible Bonds”, the Company’s total number of shares increased to 26,327,602,240 shares, which enhances the Company’s capital strength and improves the Company’s ability to resist risks. At the same time, due to the increase in share capital, the Company’s earnings per share will be diluted in the short term.

**III. Matters following the current redemption of the A Share Convertible Corporate Bonds**

Starting from 28 June 2021, “Zijin Convertible Bonds” (bond code: 113041) will be delisted from the Shanghai Stock Exchange.

**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*

28 June 2021, Fujian, the PRC

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