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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 Results of the Grant of the Reserved Portion under the Restricted A Share Incentive Scheme for 2020

Important notes:

- Registration date of the Reserved Restricted A Shares granted: 8 December 2021
- Registered number of the Reserved Restricted A Shares granted: 2,510,000 A Shares

References are made to (i) the Announcement in relation to Proposed Adoption of the Restricted A Share Incentive Scheme and the Connected Transaction in relation to Grant of Restricted A Shares to the Connected Participants under the Incentive Scheme dated 17 November 2020; (ii) the Announcement in relation to Amendment to the Restricted A Share Incentive Scheme for 2020 (Draft) and Its Summary dated 11 December 2020; (iii) the announcements in relation to the poll results of the relevant resolutions in respect of the approval of the Restricted A Share Incentive Scheme at the extraordinary general meeting and the class meetings dated 29 December 2020 and 11 January 2021, respectively; (iv) the Announcement in relation to the Grant of Restricted A Shares to the Participants of the Incentive Scheme dated 13 January 2021; (v) the Announcement in relation to Results of the Grant under the Restricted A Share Incentive Scheme for 2020 dated 1 February 2021 and (vi) the Announcement in relation to the Grant of Reserved Restricted A Shares to the Participants under the Incentive Scheme dated 15 November 2021 (the "Announcements"); and (vii) the circular dated 11 December 2020 (the "Circular") of Zijin Mining Group Co., Ltd.* (the "Company"). Unless otherwise indicated, capitalised terms used in this announcement shall have the same meanings as defined in the Announcements and the Circular.

On 15 November 2021, the Company convened the eleventh extraordinary meeting in 2021 of the seventh term of the Board, at which the proposal in relation to the grant of the Reserved Restricted A Shares to the Participants under the Restricted A Share Incentive Scheme was considered and approved. Pursuant to the stipulations in the Company's Restricted A Share Incentive Scheme for 2020 (Revised Draft) (the "Incentive Scheme") and the authorisation granted at the third extraordinary general meeting in 2020, the third A Shareholders' class meeting in 2020 and the third H Shareholders' class meeting in 2020 of the Company, the Company has currently completed the registration of the Reserved Portion granted under the Incentive Scheme. Details are as follows:

I. Details of the grant of the Reserved Portion under the Restricted A Share Incentive Scheme

Details of the actual grant of the Reserved Portion under the Incentive Scheme of the Company are as follows:

1. Grant Date of the Restricted A Shares: 15 November 2021;
2. Number of the Restricted A Shares granted: 2,510,000 A Shares;
3. Number of the Participants granted the Restricted A Shares: 39;
4. Grant Price of the Restricted A Shares: RMB4.83 per A Share;
5. Source of the Restricted A Shares: the ordinary shares (A Shares) denominated in Renminbi issued specifically by the Company to the Participants;
6. The specific allocation of the Restricted A Shares is as follows:

Participants under the Incentive Scheme	Total number of the Reserved Restricted A Shares granted (Million Shares)	Approximate proportion to the total number of the Restricted A Shares under the Incentive Scheme	Approximate proportion to the total share capital
Senior and middle-level management and core employees	2.51	2.51%	0.01%
Total	2.51	2.51%	0.01%

II. Validity period, Lock-Up Periods and unlocking arrangement of the Incentive Scheme

The validity period of the Incentive Scheme is from the completion date of registration of the Restricted Shares under the First Grant to the date when all the Restricted Shares which have been granted to the Participants are unlocked or repurchased and cancelled, and shall not exceed 72 months in any event.

The Lock-up Period of the Restricted A Shares granted under the reserved grant of the Incentive Scheme shall be 24 months from the completion date of registration of the Restricted Shares under the reserved grant. The Restricted Shares granted to the Participants under the Incentive Scheme shall not be transferred, pledged or used for repayment of debt during the Lock-up Periods.

The Unlocking Periods of the Restricted A Shares under reserved grant of the Incentive Scheme and the arrangement for each Unlocking Period are set out in the table below:

Phase of unlocking	Unlocking Period	Percentage of Restricted Shares to be unlocked
The first Unlocking Period	Commencing from the first trading day after the expiry of the 24-month period from the date of completion of registration of the Restricted Shares being granted respectively and ending on the last trading day of the 36-month period from the date of completion of registration of the Restricted Shares being granted respectively	33%
The second Unlocking Period	Commencing from the first trading day after the expiry of the 36-month period from the date of completion of registration of the Restricted Shares being granted	33%

	respectively and ending on the last trading day of the 48-month period from the date of completion of registration of the Restricted Shares being granted respectively	
The third Unlocking Period	Commencing from the first trading day after the expiry of the 48-month period from the date of completion of registration of the Restricted Shares being granted respectively and ending on the last trading day of the 60-month period from the date of completion of registration of the Restricted Shares being granted respectively	34%

III. Capital verification on the subscription funds of the Restricted A Shares

On 30 November 2021, Grant Thornton Accounting Firm (Special General Partnership) issued the Capital Verification Report of Zijin Mining Group Co., Ltd.* (Grant Thornton Yan Zi [2021] No. 351C000827) in respect of its verification for the newly-added registered capital and share capital of the Company as at 29 November 2021. As at 29 November 2021, the Company had received subscription funds in an aggregate amount of RMB12,123,300 from a total of 39 Participants under the Incentive Scheme. After deducting intermediary fee of RMB50,000, the net amount of subscription funds actually received by the Company was RMB12,073,300, among which the newly-added registered capital was RMB251,000, and the remaining balance of RMB11,822,300 was transferred to capital reserve. The registered capital and share capital of the Company before the capital increment were RMB2,632,760,224 and RMB2,632,760,224, respectively. As at 29 November 2021, the accumulated registered capital and share capital of the Company after the change were RMB2,633,011,224 and RMB2,633,011,224, respectively.

IV. Registration of the Restricted A Shares

The total number of the Reserved Restricted A Shares granted under the Incentive Scheme was 2,510,000 A Shares. The Company completed the share registration with China Securities Depository and Clearing Company Limited Shanghai Branch on 8 December 2021, and received the Change of Securities Registration Certificate issued by the China Securities Depository and Clearing Company Limited Shanghai Branch on 9 December 2021.

V. Impact on the status of the Company's substantial shareholder before and after the grant of the Restricted A Shares

Prior to the grant, Minxi Xinghang State-owned Assets Investment Co., Ltd. was the substantial shareholder of the Company with a shareholding proportion of 23.11%. After the completion of the grant, Minxi Xinghang State-owned Assets Investment Co., Ltd. remains as the substantial shareholder of the Company, which retains a shareholding proportion of 23.11%. The grant of the Restricted A Shares did not result in a change in the controlling right of the Company's substantial shareholder.

VI. Change of share capital structure

The Company's share capital structure before and after the grant of the Reserved Portion under the Restricted A Share Incentive Scheme is set out below:

Category	Before the change		Change (+, -)		After the change	
	Number of Shares	Proportion	Increase (Shares)	Decrease (Shares)	Number of Shares	Proportion
I. Shares subject to trading moratorium	95,980,600	0.36%	+2,510,000	-	98,490,600	0.37%
1. A Share	95,980,600	0.36%	+2,510,000	-	98,490,600	0.37%
II. Shares not subject to trading moratorium	26,231,621,640	99.64%	-	-	26,231,621,640	99.63%
1. A Share	20,494,681,640	77.85%	-	-	20,494,681,640	77.84%
2. H Share	5,736,940,000	21.79%	-	-	5,736,940,000	21.79%
III. Total number of Shares	26,327,602,240	100.00%	+2,510,000	-	26,330,112,240	100.00%
1. A Share	20,590,662,240	78.21%	+2,510,000	-	20,593,172,240	78.21%
2. H Share	5,736,940,000	21.79%	-	-	5,736,940,000	21.79%

Note: The repurchase and cancellation of the Restricted A Shares granted to certain Participants under the Restricted A Share Incentive Scheme for 2020 are in progress, which have no effect on the Company's share capital structure up to the date of this announcement.

VII. Plan for use of the proceeds raised from the Issuance

The proceeds raised from the ordinary shares (A Shares) denominated in Renminbi of the Company issued specifically to the Participants under the Incentive Scheme this time will be entirely used for supplementing working capital of the Company.

VIII. Impact of the newly-added A Shares on the Company's financial statements after the grant

In accordance with the provisions of the Accounting Standard for Business Enterprises No. 11 - Share-based Payments and the relevant provisions regarding fair value measurement in the Accounting Standard for Business Enterprises No. 22 - Recognition and Measurement of Financial Instruments, the grant of the Restricted A Shares under the Incentive Scheme by the Company will cause certain impact on the Company's financial positions and operating results for the relevant financial years. The Board has determined the Grant Date of the Reserved Restricted A Shares under the Incentive Scheme to be 15 November 2021. The incentive costs shall be recognised at the fair value of the Restricted A Shares on the Grant Date. Such costs shall be recognised in phases based on the unlocking proportions during the implementation of the Incentive Scheme in recurring profit or loss. The estimated impact of the Reserved Restricted A Shares granted under the Incentive Scheme on the accounting costs incurred in each accounting period is as follows:

Number of the Reserved Restricted A Shares granted (Million Shares)	Total costs to be amortised (RMB)	2021 (RMB)	2022 (RMB)	2023 (RMB)	2024 (RMB)	2025 (RMB)
2.51	14,382,300	862,938	5,177,628	4,782,115	2,540,873	1,018,746

Note: The above results do not represent the final accounting costs. In addition to the Grant Date, the Grant Price and the number of Shares granted, accounting costs are affected by the actual number of effective and expired equity instruments. The final results of the abovementioned effect on the Company's operating results are subject to the amounts disclosed in the annual report audited by the accounting firm.

The Participants under the Incentive Scheme granted the Reserved Restricted A Shares are not the Connected Persons as defined under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") of the Company. Accordingly, the grant of the Reserved Restricted A Shares to the Participants does not constitute a connected transaction of the Company under Chapter 14A of the Listing Rules.

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, 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

9 December 2021, Fujian, the PRC

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