

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.*

*This announcement is for information purposes only and does not constitute an invitation or solicitation of an offer to acquire, purchase or subscribe for securities or an invitation to enter into an agreement to do any such things, nor is it calculated to invite any offer to acquire, purchase or subscribe for any securities.*

*This announcement is not for distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia). This announcement and the information herein do not constitute or form a part of any offer or solicitation to purchase, subscribe or sell securities in the United States. The securities referred to herein have not been and will not be registered under the United States Securities Act of 1933, as amended (the “**Securities Act**”), or the securities laws of any state of the United States or other jurisdiction. The securities referred to herein may not be offered or sold in the United States, except pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirements of the United States Securities Act of 1933, as amended, and applicable state or local securities laws. No public offering of the securities referred to herein is being or will be made in the United States or in any other jurisdiction where such an offering is restricted or prohibited. No money, securities or other consideration is being solicited by this announcement or the information contained herein and, if sent in response to this announcement or the information contained herein, will not be accepted.*

## **GOLD POLE CAPITAL COMPANY LIMITED**

**金極資本有限公司**

*(incorporated in Hong Kong with limited liability)*



**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)**

## **COMPLETION OF THE ISSUE OF US\$2,000,000,000 1.0 PER CENT. GUARANTEED CONVERTIBLE BONDS DUE 2029; AND COMPLETION OF THE PLACING OF NEW H SHARES UNDER GENERAL MANDATE**

*Joint Global Coordinators, Joint Bookrunners and Joint Lead Managers*

**Morgan Stanley**

**CITIC Securities**

*Joint Bookrunner and Joint Lead Manager*

**UBS AG Hong Kong Branch**

*Joint Lead Manager*

**GF Securities (Hong Kong) Brokerage Limited**

We refer to the announcement of Zijin Mining Group Co., Ltd.\* (紫金礦業集團股份有限公司) (the “**Company**”) dated 18 June 2024 in respect of the issue of the Bonds and the Placing under General Mandate (the “**Announcement**”). Unless otherwise defined, all terms used herein shall have the same meanings as those defined in the Announcement.

## **COMPLETION OF THE ISSUE OF THE BONDS**

The Board is pleased to announce that all the conditions precedent under the Subscription Agreement have been fulfilled and the issue of the Bonds in an aggregate principal amount of US\$2,000,000,000 was completed on 25 June 2024. The net proceeds from the issue of the Bonds, after the deduction of fees, commissions and expenses payable, will be approximately US\$1,979 million. The Company intends to use the proceeds from the issue of the Bonds for refinancing the Group’s offshore indebtedness.

The listing of and permission to deal in the Bonds on the Hong Kong Stock Exchange is expected to become effective on 26 June 2024.

The Company will subsequently fulfil the corresponding filing procedures in respect of the issue of the Bonds timely in accordance with the relevant rules of the CSRC.

## **COMPLETION OF THE PLACING OF NEW H SHARES UNDER GENERAL MANDATE**

The Board is pleased to announce that all the conditions set out in the Placing Agreement have been fulfilled and the completion of the Placing took place on 25 June 2024 in accordance with the terms and conditions of the Placing Agreement.

A total of 251,900,000 Placing Shares have been successfully placed by the Placing Agents to not less than six Placees at the Placing Price of HK\$15.50 per Placing Share pursuant to the terms and conditions of the Placing Agreement, representing approximately 4.39% of the number of issued H Shares and approximately 0.96% of the number of issued Shares immediately before the completion of the Placing, and approximately 4.21% of the number of issued H Shares and approximately 0.95% of the number of issued Shares as enlarged by the allotment and issue of the Placing Shares immediately upon the completion of the Placing.

To the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, (i) each of the Placees and their respective ultimate beneficial owners(s) (where applicable) is an Independent Third Party, and (ii) none of the Placees has become a Substantial Shareholder of the Company immediately after the completion of the Placing.

The net proceeds from the Placing, after deducting the commission and other relevant costs and expenses of the Placing, will be approximately HK\$3,881 million. The Company intends to use such proceeds for business operation and development (including, among other things, mergers and acquisitions, working capital and general corporate purposes) in the overseas market.

The Company will subsequently fulfil the corresponding filing procedures in respect of the Placing timely in accordance with the relevant rules of the CSRC.

### **Effects of the Placing on Shareholding Structure of the Company**

The number of total issued Shares of the Company has increased from 26,325,988,940 Shares to 26,577,888,940 Shares upon the completion of the Placing. The number of the total issued H Shares has increased from 5,736,940,000 H Shares to 5,988,840,000 H Shares upon the completion of the Placing, and the number of A Shares remains unchanged as to 20,589,048,940 A Shares.

The table below sets out a summary of the shareholding structure of the Company immediately before and after the completion of the Placing:

	<b>Immediately before the completion of the Placing</b>		<b>Immediately after the completion of the Placing</b>	
	<i>Number of Shares</i>	<i>Approximate percentage of total issued Shares (%)</i>	<i>Number of Shares</i>	<i>Approximate percentage of total issued Shares (%)</i>
Minxi Xinghang State-owned Assets Investment Company Limited (Note 1)	6,083,517,704	23.11	6,083,517,704	22.89
Placees	—	—	251,900,000	0.95
Other holders of A Shares	14,505,531,236	55.10	14,505,531,236	54.58
Other holders of H Shares	<u>5,736,940,000</u>	<u>21.79</u>	<u>5,736,940,000</u>	<u>21.59</u>
<b>Total issued Shares</b>	<b><u>26,325,988,940</u></b>	<b><u>100.00</u></b>	<b><u>26,577,888,940</u></b>	<b><u>100.00</u></b>

*Note:*

1. As of the date of this announcement, Minxi Xinghang State-owned Assets Investment Company Limited holds 6,083,517,704 A Shares, representing approximately 22.89% of the total number of issued Shares as enlarged by the allotment and issue of the Placing Shares immediately after the completion of the Placing. Minxi Xinghang State-owned Assets Investment Company Limited is a Substantial Shareholder of the Company.

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

Fujian, the PRC, 25 June 2024

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

\* *For identification purposes only*