

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 Change of Registered Capital of the Company and Amendments to the Articles of Association

Pursuant to the Approval for Non-public Issuance of A Shares of Zijin Mining Group Co., Ltd.* (Zhengjian Xuke [2017] No. 289) issued by the China Securities Regulatory Commission, the number of Renminbi-denominated ordinary shares (A Shares) issued by Zijin Mining Group Co., Ltd.* (the "Company") under the non-public issuance of A Shares (the "Non-public Issuance") is 1,490,475,241 shares. After completion of the Non-public Issuance, the number of shares and registered capital of the Company increased by 1,490,475,241 shares and RMB149,047,524.10 respectively. The total number of shares and registered capital of the Company after the change are 23,031,218,891 shares and RMB2,303,121,889.10 respectively.

On 24 May 2017, Ernst & Young Hua Ming LLP verified the proceeds raised from the Non-public Issuance, and issued the Capital Verification Report of Zijin Mining Group Co., Ltd.* (Ernst & Young Hua Ming (2017) Yanzi No. 60468092_H02) to confirm the verification results. Registration, custody and other matters relating to the additional A Shares issued under the Non-public Issuance were completed at China Securities Depository and Clearing Corporation Limited (Shanghai Branch) on 7 June 2017.

Pursuant to the "Resolution in relation to the authorisation to the Board to handle all the matters relating to the Non-public Issuance of A Shares" considered and approved at "the Second Extraordinary General Meeting in 2016, the Second A Shareholders' Class Meeting in 2016 and the Second H Shareholders' Class Meeting in 2016 of the Company" convened on 25 August 2016, the shareholders' general meeting of the Company authorised the board of directors of the Company (the "Board") to handle the amendments to the relevant clauses in the articles of association of the Company and the respective change of business registration based on the results of the Non-public Issuance.

On 30 June 2017, the tenth extraordinary meeting in 2017 of the sixth term of the Board considered and approved the "Resolution in relation to change of registered capital of the Company and amendments to the

articles of association”, pursuant to which it was resolved that amendments be made to the clauses relating to share capital structure and registered capital in the articles of association of the Company, and the Chairman of the Board be authorised to sign relevant documents and the personnel that the Chairman delegated be authorised to handle the change of business registration and other formalities. Details of the amendments are as below:

Before the amendment:

Article 17: The current share capital structure of the Company is: the Company’s issued ordinary shares is 21,540,743,650 shares with RMB0.10 of par value per share, among which 15,803,803,650 shares are domestic shares (representing approximately 73.37% of total issued ordinary shares of the Company); 5,736,940,000 shares are H shares (representing approximately 26.63% of total issued ordinary shares of the Company).

After the amendment:

Article 17: The current share capital structure of the Company is: the Company’s issued ordinary shares is 23,031,218,891 shares with RMB0.10 of par value per share, among which 17,294,278,891 shares are domestic shares (representing approximately 75.09% of total issued ordinary shares of the Company); 5,736,940,000 shares are H shares (representing approximately 24.91% of total issued ordinary shares of the Company).

Before the amendment:

Article 20: The Company’s registered share capital is RMB2,154,074,365.

After the amendment:

Article 20: The Company’s registered share capital is RMB2,303,121,889.10.

Except for the above amendments, other contents of the articles of association of the Company remain unchanged.

Please refer to the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) for the amended “Articles of Association (Revised on 30 June 2017)”.

The 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 shares 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, Fang Qixue, and Ms. Lin Hongying as executive directors, Mister. Li Jian as non-executive director, and Messrs. Lu Shihua, Zhu Guang, Sit Hoi Wah, Kenneth, and Cai Meifeng as independent non-executive directors.

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

Fujian, the PRC, 30 June 2017

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