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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)

**THE PROPOSED SPIN-OFF AND LISTING OF
ZIJIN GOLD INTERNATIONAL COMPANY LIMITED
ON THE MAIN BOARD OF THE STOCK EXCHANGE
OF HONG KONG LIMITED**

**PUBLICATION OF PROSPECTUS BY
ZIJIN GOLD INTERNATIONAL COMPANY LIMITED
AND EXPECTED SIZE OF THE GLOBAL OFFERING AND
OFFER PRICE**

The Board is pleased to announce that in connection with the Overseas Listing of Zijin Gold International and the Global Offering, Zijin Gold International has published the Prospectus on 19 September 2025. The Prospectus is available for viewing and downloading from the website of Zijin Gold International at www.zijingoldintl.com or the Hong Kong Stock Exchange at www.hkexnews.hk from 19 September 2025.

As disclosed in the Prospectus, the total number of Zijin Gold International Shares to be offered pursuant to the Global Offering will be 348,990,700 Zijin Gold International Shares (assuming the Over-allotment Option is not exercised), representing approximately 13.30% of the total number of Zijin Gold International Shares in issue immediately upon completion of the Global Offering, and 401,339,300 Zijin Gold International Shares (assuming the Over-allotment Option is exercised in full), representing approximately 15.00% of the total number of the Zijin Gold International Shares in issue immediately upon completion of the Global Offering and the full exercise of the Over-allotment Option. Zijin Gold International will remain a subsidiary of the Group after the completion of the Global Offering.

The offer price for the Zijin Gold International Shares in the Global Offering unless otherwise announced will be HK\$71.59 per Zijin Gold International Share (exclusive of brokerage of 1.0%, SFC transaction levy of 0.0027%, AFRC transaction levy of 0.00015% and the Hong Kong Stock Exchange trading fee of 0.005%).

Qualifying H Shareholders of the Company will be provided with the Assured Entitlement to an aggregate of 17,449,600 Reserved Shares in the Preferential Offering (representing 5.0% of the Zijin Gold International Shares initially available under the Global Offering (before any exercise of the Over-allotment Option)) and the basis of the Assured Entitlement is one (1) Reserved Share for every integral multiple of 344 H Shares of the Company held by Qualifying H Shareholders of the Company on the Record Date, being Thursday, 18 September 2025. The Reserved Shares will be offered out of the Zijin Gold International Shares initially being offered for subscription and purchase under the International Offering and will not be subject to reallocation between the Hong Kong Public Offering and the International Offering.

Shareholders and potential investors of the Company should be aware that there is no assurance from the Company that the Overseas Listing of Zijin Gold International will take place or as to when it may take place. If the Overseas Listing of Zijin Gold International does not proceed for any reason, the Preferential Offering will not proceed. Shareholders and potential investors of the Company should therefore exercise caution when dealing in or investing in the shares or other securities of the Company. Any person who is in doubt about his/her/its position or any action to be taken is recommended to consult his/her/its own professional advisers.

INTRODUCTION

References are made to the announcements of the Company dated 30 April 2025, 30 June 2025, 26 August 2025, 5 September 2025, 14 September 2025 and 17 September 2025, and the circular dated 10 June 2025 (the “**Previous Announcements**”) in relation to the proposed spin-off and listing of Zijin Gold International Company Limited (“**Zijin Gold International**”), on the Main Board of the Hong Kong Stock Exchange (the “**Overseas Listing of Zijin Gold International**”). Unless otherwise specified, capitalised terms used in this announcement shall have the same meanings as those defined in the Previous Announcements.

PUBLICATION OF THE PROSPECTUS

The Board is pleased to announce that in connection with the Overseas Listing of Zijin Gold International and the Global Offering, Zijin Gold International has published the Prospectus on 19 September 2025. The Prospectus contains, among others things, (a) details of the number of the Zijin Gold International Shares to be offered in the Global Offering, the offer price, other details of the Global Offering; and (b) certain business and financial information in relation to Zijin Gold International and its subsidiaries.

Zijin Gold International has adopted a fully electronic application process for the Hong Kong Public Offering. Zijin Gold International will not provide printed copies of the Prospectus or printed copies of any application forms to the public in relation to the Hong Kong Public Offering. The Prospectus is available for viewing and downloading from the website of Zijin Gold International at www.zijingoldintl.com or the Hong Kong Stock Exchange at www.hkexnews.hk from 19 September 2025.

PREFERENTIAL OFFERING

Qualifying H Shareholders of the Company will be provided with the Assured Entitlement to an aggregate of 17,449,600 Reserved Shares in the Preferential Offering (representing 5.0% of the Zijin Gold International Shares initially available under the Global Offering (before any exercise of the Over-allotment Option)) and the basis of the Assured Entitlement is one (1) Reserved Share for every integral multiple of 344 H Shares of the Company held by Qualifying H Shareholders of the Company on the Record Date, being Thursday, 18 September 2025. The Reserved Shares will be offered out of the Zijin Gold International Shares initially being offered for subscription and purchase under the International Offering and will not be subject to reallocation between the Hong Kong Public Offering and the International Offering.

Qualifying H Shareholders of the Company will receive a copy of the Prospectus in the manner in which they have elected, or are deemed to have elected, to receive corporate communications under the Company’s corporate communications policy. The procedures for applying for the Reserved Shares pursuant to the Preferential Offering are set out in the Prospectus and on the designated website of **Blue Form eIPO** service provider, www.eipo.com.hk.

EXPECTED SIZE OF THE GLOBAL OFFERING AND OFFER PRICE

As disclosed in the Prospectus, the total number of Zijin Gold International Shares to be offered pursuant to the Global Offering will be 348,990,700 (assuming the Over-allotment Option is not exercised), representing approximately 13.30% of the total number of Zijin Gold International Shares in issue immediately upon completion of the Global Offering, and 401,339,300 (assuming the Over-allotment Option is exercised in full), representing approximately 15.00% of the total number of the Zijin Gold International Shares in issue immediately upon completion of the Global Offering and the full exercise of the Over-allotment Option.

The offer price for the Zijin Gold International Shares in the Global Offering unless otherwise announced will be HK\$71.59 per Zijin Gold International Share (exclusive of brokerage of 1.0%, SFC transaction levy of 0.0027%, AFRC transaction levy of 0.00015% and the Hong Kong Stock Exchange trading fee of 0.005%).

On the basis of the number of the Zijin Gold International Shares to be offered pursuant to the Global Offering and the offer price as stated above, if the Global Offering proceeds:

- (a) the market capitalization of Zijin Gold International will be approximately HK\$187.9 billion (assuming the Over-allotment Option is not exercised); and
- (b) the Group will hold approximately 86.70% of the total issued share capital of Zijin Gold International immediately upon completion of the Global Offering (assuming the Over-allotment Option is not exercised). Zijin Gold International will remain a subsidiary of the Group after the completion of the Global Offering.

GENERAL

In connection with the Global Offering, the price of Zijin Gold International Shares may be stabilized in accordance with the Securities and Futures (Price Stabilizing) Rules (Chapter 571W of the Laws of Hong Kong). Details of any intended stabilization and how it will be regulated under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) will be contained in the Prospectus.

The Global Offering (including the Preferential Offering) is subject to, among other things, (i) the Listing Committee of the Hong Kong Stock Exchange granting approval for the listing of, and permission to deal in, the Zijin Gold International Shares; (ii) the final offer price for the Zijin Gold International Shares in the Global Offering having been duly agreed among Zijin Gold International and the Overall Coordinators (for themselves and on behalf of the Underwriters); and (iii) the obligations of the Underwriters under the Hong Kong Underwriting Agreement and the International Underwriting Agreement becoming unconditional and not having been terminated in accordance with the terms of the respective agreements.

Shareholders and potential investors of the Company should be aware that there is no assurance from the Company that the Overseas Listing of Zijin Gold International will take place or as to when it may take place. If the Overseas Listing of Zijin Gold International does not proceed for any reason, the Preferential Offering will not proceed. Shareholders and potential investors of the Company should therefore exercise caution when dealing in or investing in the shares or other securities of the Company. Any person who is in doubt about his/her/its position or any action to be taken is recommended to consult his/her/its own professional advisers. The Company will exercise the duty of timely information disclosure in accordance with the requirements of relevant laws and regulations, along with the progress of Overseas Listing of Zijin Gold International.

This announcement is not intended to, and does not, constitute an offer to sell or a solicitation of an offer to subscribe for or purchase any Zijin Gold International Shares in connection with the Global Offering or otherwise. Any such offer or solicitation is made solely through the Prospectus or other offering documents that may be issued in compliance with applicable laws and any decision to subscribe for or purchase the Zijin Gold International Shares in connection with the Global Offering or otherwise should be made solely on the basis of the information contained in the Prospectus and such other offering documents. No action has been or will be taken in any jurisdiction (other than in Hong Kong) that would permit a public offering of the Zijin Gold International Shares to be offered in the Global Offering in any jurisdiction where action for that purpose is required.

Further announcement(s) will be made by the Company in relation to the Overseas Listing of Zijin Gold International as and when appropriate in accordance with the Listing Rules.

DEFINITION

“AFRC”	Accounting and Financial Reporting Council of Hong Kong
“Hong Kong Underwriters”	the underwriters of the Hong Kong Public Offering
“Hong Kong Underwriting Agreement”	the underwriting agreement entered into by, among others, Zijin Gold International, the Company, the Overall Coordinators, and the Hong Kong Underwriters relating to the Hong Kong Public Offering
“International Underwriters”	the underwriters of the International Offering
“International Underwriting Agreement”	the underwriting agreement to be entered into by, among others, Zijin Gold International, the Company, the Overall Coordinators, and the International Underwriters in relation to the International Offering

“Over-allotment Option”	the option expected to be granted by Zijin Gold International under the International Underwriting Agreement to the International Underwriters, exercisable by the Overall Coordinators (on behalf of the International Underwriters), pursuant to which Zijin Gold International may be required to allot and issue up to an aggregate of 52,348,600 additional Zijin Gold International Shares at the final offer price to, among other things, cover over-allocations in the International Offering, if any
“Overall Coordinators”	Morgan Stanley Asia Limited and CLSA Limited
“Prospectus”	prospectus published by Zijin Gold International dated 19 September 2025
“SFC”	the Securities and Futures Commission of Hong Kong
“Underwriters”	the Hong Kong Underwriters and the International Underwriters
“Zijin Gold International Shares”	Ordinary shares of Zijin Gold International

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, Li Changqing, Suen Man Tak, Bo Shao Chuan and Ms. Wu Xiaomin as independent non-executive directors.

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

19 September 2025, Fujian, the PRC

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