

*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**

### **Progress of Investment in Convertible Bonds and Shares in NKWE Platinum Limited**

Reference is made to the announcements (the "Announcements") of Zijin Mining Group Co., Ltd.\* (the "Company") dated 29 April 2013, 24 June 2013, 15 August 2013, 27 September 2013, 17 December 2013 and 31 December 2013, in relation to Jin Jiang Mining Limited ("Jin Jiang"), a wholly-owned subsidiary of the Company entered into a convertible bond subscription agreement ("CBS Agreement") with NKWE Platinum Limited ("NKWE") (a company incorporated in Bermuda and listed on the Australian Securities Exchange "ASX", stock code "NKP" ) on 25 April 2013 and Jin Jiang also entered into a deed ("Deed") with NKWE and Genorah Resources (Pty) Limited (a company incorporated in South Africa, "Genorah"), which directly or indirectly holds approximately 50.04% of NKWE's shares on 25 April 2013, and amended by variation deeds entered on 24 June 2013 and 27 September 2013, pursuant to which Jin Jiang will invest A\$20 million in NKWE by a placement of 3-year convertible bonds which, subject to satisfaction of certain conditions precedent, are convertible into 200 million NKWE shares, a conditional heads of agreement was entered by Jin Jiang, Genorah, NKWE and other parties (the "Sale Transaction") on 16 December 2013, under the terms of the Sale Transaction, Jin Jiang will purchase 145,880,907 ordinary shares in NKWE from Genorah for a total purchase price of A\$18,364,518 and on 31 December 2013, Jin Jiang made a further investment in NKWE through a placement of 19,000,000 fully paid ordinary shares in NKWE (at an issue price of A\$0.10 per share, for a total consideration of A\$1,900,000). Unless otherwise indicated, capitalised terms used in this announcement shall have the same meanings as defined in the Announcements.

On 7 March 2014, Jin Jiang and NKWE entered a deed of variation to make variations and supplements to some terms of the CBS Agreement, the major varied terms are as

the following:

1. The transaction end date has been extended to 30 June 2014 or as otherwise agreed by the parties in writing;
2. To allow Jin Jiang to immediately convert the Bonds (of A\$20,000,000) into 200,000,000 fully paid ordinary shares in NKWE, subject to completion of the final tranche of A\$13,000,000 of Bonds and regulatory confirmations or approvals being obtained;
3. An additional condition precedent (among others): ASX grants all necessary waivers for the early conversion of the Bonds, or if any such waivers are not given or are given by ASX subject to conditions and requirements, unacceptable to the Company, NKWE's shareholders approve the early conversion of the Bonds;
4. On completion of the final tranche, the Company's nominated NKWE director, Mr. Abraham Li will commence his position as Managing Director of NKWE and one additional representative of the Company will be appointed to the board of NKWE. Mr. Maredi Mphahlele, NKWE's current Managing Director, will remain as an executive director of NKWE, and Mr. Sharif Pandor (a current non-executive director of NKWE) will become non-executive Chairman of NKWE.

The Company will make further announcement in accordance with the progress of the transactions.

Please refer to the relevant announcement as published on the ASX website (<http://www.asx.com.au>) by NKWE for further details.

This announcement is made on a voluntary basis.

**Investors and shareholders are advised by the Board 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), Wang Jianhua, Qiu Xiaohua, Lan Fusheng, Zou Laichang, and Lin Hongfu as executive directors, Mister. Li Jian as non-executive director, and Messrs. Lu Shihua, Ding Shida, Jiang Yuzhi, and Sit Hoi Wah, Kenneth as independent non-executive directors.

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

7 March 2014, Fujian, the PRC

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