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.



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, 31 December 2013 and 7 March 2014, in relation to Jin Jiang Mining Limited ("Jin Jiang"), a wholly-owned subsidiary of the Company investing in the fully paid ordinary shares and convertible bonds of NKWE Platinum Limited ("NKWE") (a company incorporated in Bermuda and listed on the Australian Securities Exchange "ASX", stock code "NKP"). Unless otherwise indicated, capitalised terms used in this announcement shall have the same meanings as defined in the Announcements.

As at the date of this announcement, the Company holds 236,152,760 NKWE shares in total (including those in the secondary market), which represents a 26.35% equity interest in NKWE. The Company has appointed 3 NKWE directors, one of them acting as the managing director of NKWE.

NKWE owns a diversified Platinum Group Metals (PGM) mining rights in South Africa.

On 20 July 2015, Jin Jiang, Genorah Resources (Pty) Limited (a company incorporated in South Africa, "Genorah"), Genorah Resources Australia Proprietary Limited (a wholly-owned subsidiary of Genorah incorporated in Australia, "Genorah Australia"), NKWE and NKWE Platinum (South Africa) (Pty) Limited (a subsidiary of NKWE incorporated in South Africa) entered into a sale of shares agreement (the "Agreement"). Jin Jiang agreed to acquire 305,833,120 fully paid ordinary shares in NKWE which are held by Genorah and Genorah Australia and free of all encumbrances with a cash consideration of A\$0.10 per share (the "Transaction"). The total consideration will be A\$30,583,312.

After the completion of the Transaction, the Company, Jin Jiang and other wholly-owned subsidiaries of the Company will own 541,985,880 fully paid ordinary shares of NKWE in aggregate, representing

approximately 60.47% of the issued fully paid ordinary shares of NKWE. Jin Jiang will have a right to

nominate one more NKWE director. NKWE will become a subsidiary of the Company.

The completion of the Transaction is subject to the fulfillment or waivers of a number of conditions

precedent including but not limited to the approval of the Financial Surveillance Department of the South

African Reserve Bank, the approval of or filing to the PRC regulatory authorities, the approval of the

Competition Commission of South Africa, etc. The long stop date of the Transaction will be 30 September

2015.

The acquisition will be mainly funded by Jin Jiang's internal resources and bank facilities.

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

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, Fang Qixue and Lin Hongfu as executive directors, Mister. Li Jian as non-executive director, and Messrs. Lu Shihua, Ding Shida, Qiu Guanzhou, 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

21 July 2015, Fujian, the PRC

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

2