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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)**

- (1) Proposed Public Issuance of A Share Convertible Corporate Bonds;**
- (2) Possible Connected Transaction - Subscription of A Share Convertible Corporate Bonds by Minxi Xinghang; and**
- (3) Possible Connected Transaction - Subscription of A Share Convertible Corporate Bonds by the Relevant Connected Persons**

**Proposed Public Issuance of A Share Convertible Corporate Bonds**

The Company proposed to apply to the CSRC for public issuance of A Share Convertible Corporate Bonds to non-specific investors in the PRC with a total amount not exceeding RMB10 billion (RMB10 billion inclusive). The proposed Public Issuance of A Share Convertible Corporate Bonds is subject to the approvals of the Shareholders at the EGM and the Class Meetings and the approval of the CSRC.

**Possible subscription of A Share Convertible Corporate Bonds by Minxi Xinghang**

As at the date of this announcement, Minxi Xinghang holds 6,083,517,704 A Shares and shall have the right to subscribe for the A Share Convertible Corporate Bonds in priority and the right to surrender such right of subscription. Minxi Xinghang may subscribe for the A Share Convertible Corporate Bonds with a maximum subscription amount of RMB2,954,257,800.

Minxi Xinghang, the Substantial Shareholder of the Company, intends to subscribe for the A Share Convertible Corporate Bonds.

**Possible subscription of A Share Convertible Corporate Bonds by the Relevant Connected Persons**

As at the date of this announcement, the Relevant Connected Persons directly hold an aggregate of 84,074,633 A Shares, and indirectly hold an aggregate of 13,786,091 A Shares through their interests in the Employee Stock Ownership Scheme. Each of the Relevant Connected Persons shall have the right to

subscribe for the A Share Convertible Corporate Bonds directly and/or through their interests in the Employee Stock Ownership Scheme in priority, and the right to surrender such right of subscription.

The Relevant Connected Persons may directly subscribe for the A Share Convertible Corporate Bonds with a maximum subscription amount of RMB40,827,500 based on their shareholding proportion of A Shares. The Relevant Connected Persons may also subscribe for the A Share Convertible Corporate Bonds through their interests in the Employee Stock Ownership Scheme with a maximum subscription amount of RMB6,694,400.

The terms and conditions for Minxi Xinghang and the Relevant Connected Persons to subscribe for the A Share Convertible Corporate Bonds directly and/or through their interests in the Employee Stock Ownership Scheme will be the same as the terms and conditions set out in the proposal on the Public Issuance of A Share Convertible Corporate Bonds.

#### **Implications under the Listing Rules**

Pursuant to Rule 19A.38 of the Listing Rules, the proposed Public Issuance of A Share Convertible Corporate Bonds is subject to the approvals of the Shareholders at the EGM and the Class Meetings.

As at the date of this announcement, Minxi Xinghang holds 6,083,517,704 A Shares, representing approximately 23.11% of the total number of issued Shares. Minxi Xinghang is the Substantial Shareholder of the Company and a Connected Person of the Company. Under Chapter 14A of the Listing Rules, if Minxi Xinghang subscribes for the A Share Convertible Corporate Bonds, it will constitute a Connected Transaction of the Company and is subject to the reporting, announcement and Independent Shareholders' approval requirements under the Listing Rules.

As at the date of this announcement, the Relevant Connected Persons directly hold an aggregate of 84,074,633 A Shares, representing approximately 0.32% of the total number of issued Shares. The Relevant Connected Persons indirectly hold an aggregate of 13,786,091 A Shares through their interests in the Employee Stock Ownership Scheme, representing approximately 0.05% of the total number of issued Shares. Under Chapter 14A of the Listing Rules, if any Relevant Connected Persons subscribe for the A Share Convertible Corporate Bonds directly and/or through their interests in the Employee Stock Ownership Scheme, it will constitute a Connected Transaction of the Company and is subject to the reporting, announcement and Independent Shareholders' approval requirements under the Listing Rules.

The Relevant Directors and Mister. Li Jian (a Director who is also the chairman of Minxi Xinghang) were required to abstain from voting in the Board meeting in respect of the resolution to approve the Subscriptions. All remaining Directors who were entitled to vote unanimously approved the above resolution. The format and procedure for passing the resolution complied with the Company Law of the

PRC and the Articles of Association. Save for the above, no other Directors have or are deemed to have material interests in the above transactions. In addition, no Directors have abstained from voting on other Board resolutions at the abovementioned Board meeting.

An Independent Board Committee will be established by the Company to give recommendations to the Independent Shareholders in respect of the Subscriptions and the transactions contemplated thereunder. An Independent Financial Adviser will also be appointed by the Company to advise the Independent Board Committee and the Independent Shareholders as to whether or not the terms of the Subscriptions are fair and reasonable, on normal commercial terms, in the ordinary and usual course of business of the Group so far as the Independent Shareholders are concerned and are in the interest of the Company and the Shareholders as a whole.

The Board expects that the Company will maintain sufficient public float to meet the applicable minimum requirement under the Listing Rules.

#### **The EGM and the Class Meetings**

The EGM will be convened and held for the purpose of, inter alia, considering and approving, by the Shareholders, the Public Issuance of A Share Convertible Corporate Bonds and the related matters, and by the Independent Shareholders, the possible Connected Transactions of Subscriptions of A Share Convertible Corporate Bonds by Minxi Xinghang and the Relevant Connected Persons directly and/or through their interests in the Employee Stock Ownership Scheme and the related matters. The A Shareholders' Class Meeting will be convened and held for the purpose of, inter alia, considering and approving, by the A Shareholders, the Public Issuance of A Share Convertible Corporate Bonds and the related matters. The H Shareholders' Class Meeting will be convened and held for the purpose of, inter alia, considering and approving, by the H Shareholders, the Public Issuance of A Share Convertible Corporate Bonds and the related matters. Votes for all resolution(s) at the EGM, the A Shareholders' Class Meeting and the H Shareholders' Class Meeting shall be taken by way of poll.

Pursuant to Rule 19A.39A of the Listing Rules, a Circular containing further details of the proposed Public Issuance of A Share Convertible Corporate Bonds will be issued by the Company and dispatched to the H Shareholders in due course.

**Investors should be aware that the proposed Public Issuance of A Share Convertible Corporate Bonds is subject to the approvals of the Shareholders at the EGM and the Class Meetings, the approval of the CSRC, etc. As the proposed Public Issuance of A Share Convertible Corporate Bonds is still subject to the fulfilment of various conditions, the Public Issuance of A Share Convertible Corporate Bonds may not proceed, become unconditional or effective. Minxi Xinghang and the Relevant Connected Persons directly and/or through their interests in the Employee Stock Ownership**

**Scheme may or may not subscribe for the A Share Convertible Corporate Bonds. Investors and Shareholders are advised by the Board to exercise caution when dealing in the securities of the Company.**

### **Proposed Public Issuance of A Share Convertible Corporate Bonds**

The Company proposed to apply to the CSRC for public issuance of A Share Convertible Corporate Bonds to non-specific investors in the PRC with a total amount not exceeding RMB10 billion (RMB10 billion inclusive). The proposed Public Issuance of A Share Convertible Corporate Bonds is subject to the approvals of the Shareholders at the EGM and the Class Meetings and the approval of the CSRC.

### **Summary of the proposal on the Public Issuance of A Share Convertible Corporate Bonds**

#### **(I) Type of securities to be issued**

The type of securities to be issued is convertible corporate bonds which can be converted into the A Shares of the Company. The A Share Convertible Corporate Bonds and the A Shares of the Company to be converted in the future will be listed on the Shanghai Stock Exchange.

#### **(II) Size of the Issuance**

In accordance with the stipulations of the relevant laws and regulations and with reference to the financial status and investment plan of the Company, the total amount of proceeds proposed to be raised from the Issuance of A Share Convertible Corporate Bonds will not exceed RMB10 billion (RMB10 billion inclusive). Such amount is based on the total amount of proceeds originally proposed to be raised (i.e., RMB13.3945 billion), and factors including deduction of new and potential financial investments between the six months before the date of the Board resolution in relation to the Issuance to the date of the Issuance are also taken into account. The specific amount of proceeds to be raised will be determined by the Board or its authorised persons within the abovementioned range pursuant to the authorisation from the Shareholders at the Shareholders' General Meetings.

#### **(III) Par value and issue price**

The A Share Convertible Corporate Bonds under the Issuance will be issued at par with a nominal value of RMB100 each.

#### **(IV) Term of the A Share Convertible Corporate Bonds**

The term of the A Share Convertible Corporate Bonds under the Issuance will be six years from the date of the Issuance.

#### **(V) Coupon rate of the A Share Convertible Corporate Bonds**

It is proposed that the Shareholders to authorise the Board or its authorised persons at the Shareholders' General Meetings to determine the determination method of coupon rate of the A Share Convertible

Corporate Bonds and the final interest rate for every interest accrual year upon negotiation with the sponsor (the lead underwriter) in accordance with national policies, market conditions and the actual conditions of the Company, prior to the Issuance.

## **(VI) Timing and method of principal repayment and interest payment**

The A Share Convertible Corporate Bonds under the Issuance adopts the payment method that interest shall be paid on an annual basis. When the A Share Convertible Corporate Bonds mature, the principal shall be repaid together with the interest for the last year.

### **1. Calculation of annual interest**

Annual interest means the interest accrued to a Bondholder on each anniversary of the date of Issuance of A Share Convertible Corporate Bonds, which is calculated based on the aggregate nominal value of the A Share Convertible Corporate Bonds held by such Bondholder.

The formula for calculating the annual interest is:  $I=B \times i$

In which, “I” denotes the annual interest;

“B” denotes the aggregate nominal value of the A Share Convertible Corporate Bonds under the Issuance held by a Bondholder as at the record date for interest payment in that interest accrual year (“that year” or “each year”);

“i” denotes the coupon rate of the A Share Convertible Corporate Bonds under the Issuance of that year.

### **2. Method of principal repayment and interest payment**

- (1) Interest of the A Share Convertible Corporate Bonds under the Issuance shall be paid annually, accruing from the date of the Issuance of A Share Convertible Corporate Bonds.
- (2) Interest payment date: the interest payment date in each year is the anniversary of the date of the Issuance of A Share Convertible Corporate Bonds. If such date falls on a statutory holiday or rest day, the interest payment date shall be postponed to the first trading day immediately thereafter. No additional interest will be accrued during the period of postponement. The period between an interest payment date and the immediately following interest payment date shall be an interest accrual year. Matters in relation to interest and the ownership of share dividends in the year of conversion shall be determined by the Board or its authorised persons according to the relevant laws, regulations and provisions of the Shanghai Stock Exchange.
- (3) Record date for interest payment: the record date for interest payment in each year shall be the last trading day preceding the interest payment date. The Company shall pay the interest accrued for that

year within five trading days from the interest payment date. The Company shall not pay any interest for that year and subsequent interest accrual years to the Bondholders whose A Share Convertible Corporate Bonds have been applied to be converted into A Shares on or before the record date.

- (4) Within five trading days from the maturity date of the A Share Convertible Corporate Bonds under the Issuance, the Company shall repay all the principal and the interest for the last year of the unconverted A Share Convertible Corporate Bonds in maturity.
- (5) Tax payable on the interest income of a Bondholder under the Issuance shall be borne by the Bondholder.

### **(VII) Conversion period**

The conversion period of the A Share Convertible Corporate Bonds shall commence on the first trading day immediately following the expiry of the six-month period after the date of the Issuance of A Share Convertible Corporate Bonds, and end on the maturity date of the A Share Convertible Corporate Bonds.

### **(VIII) Determination and adjustment of the conversion price**

#### **1. Basis for determining the initial conversion price**

Pursuant to the stipulations in the Administrative Measures, the initial conversion price shall not be lower than the average trading price of A Shares for the 20 trading days preceding the date of publication of the Offering Document (in the event that the A Share price was adjusted due to ex-right and ex-dividend in the preceding 20 trading days, the average trading price of A Shares for the trading days prior to the adjustment shall be calculated based on the price after such ex-right and ex-dividend) and the average trading price for the preceding trading day. That is, initial conversion price shall not be lower than the higher of the average trading price of A Shares for the 20 trading days preceding the date of publication of the Offering Document and the average trading price for the preceding trading day. The actual initial conversion price shall be determined by the Board or its authorised persons upon negotiation with the sponsor (the lead underwriter) prior to the Issuance in accordance with the market conditions pursuant to the authorisation from the Shareholders at the Shareholders' General Meetings. At the same time, the initial conversion price shall not be lower than the audited net asset value per Share and face value of the Share of the Company for the latest period.

In which, the average trading price of A Shares for the preceding 20 trading days = total trading amount of A Shares for the preceding 20 trading days/total trading volume of A Shares for such 20 trading days; the average trading price of A Shares for the preceding trading day = total trading amount of A Shares for the preceding trading day/total trading volume of A Shares for such trading day.

#### **2. Method of adjustments and calculation formula to the conversion price**

The conversion price is subject to adjustment upon the Issuance in case of certain events which affect the Shares of the Company, such as distribution of share dividends, conversion or increase of share capital, issuance of new shares, rights issue or distribution of cash dividends (excluding any increase in the share capital as a result of conversion of the A Share Convertible Corporate Bonds). The Company shall adjust the conversion price accumulatively based on the sequence of occurrence of the abovementioned scenarios (round off to two decimal places). The details of the adjustment are as follows:

Distribution of share dividends or conversion or increase of share capital:  $P_1 = P_0 / (1 + n)$ ;

Issuance of new shares or rights issue:  $P_1 = (P_0 + A \times k) / (1 + k)$ ;

The above two events occur concurrently:  $P_1 = (P_0 + A \times k) / (1 + n + k)$ ;

Distribution of cash dividends:  $P_1 = P_0 - D$ ;

The above three events occur concurrently:  $P_1 = (P_0 - D + A \times k) / (1 + n + k)$ .

Where: “ $P_0$ ” denotes the conversion price before adjustment; “ $n$ ” denotes the rate of distribution of share dividends or conversion or increase of share capital this time; “ $k$ ” denotes the rate of issuance of new shares or rights issue this time; “ $A$ ” denotes the price of issuance of new shares or rights issue this time; “ $D$ ” denotes the cash dividend per Share this time; “ $P_1$ ” denotes the adjusted effective conversion price.

Upon the occurrence of any of the abovementioned changes in the Shares and/or Shareholder’s interests, the Company shall adjust the conversion price based on the order of the occurrence, and publish an announcement in relation to the adjustment of the conversion price on the media designated by the CSRC for information disclosure of listed companies. Such announcement shall indicate the date of adjustment to the conversion price, adjustment method and suspension period of share conversion (if necessary). If the conversion price adjustment date is on or after the date on which a Bondholder applies for conversion of its/his/her A Share Convertible Corporate Bonds but before the record date of the A Shares to be issued upon conversion, such conversion shall then be executed based on the conversion price adjusted by the Company.

In the event that the creditor’s interests or the interests derived from the share conversion of the Bondholders are affected by the change in the Company’s share class, quantity and/or Shareholders’ interests due to any possible share repurchase, consolidation, division or any other circumstances, the Company shall adjust the conversion price based on the actual situations and in accordance with the principles of fairness, justice and equality so as to fully protect the interests of the Bondholders. The details of adjustment to the conversion price and its implementation measures shall be determined in accordance

with the relevant PRC laws, regulations, rules and the relevant requirements of the securities regulatory authorities.

## **(IX) Terms of downward adjustment to conversion price**

### **1. Authorisation and magnitude of adjustment**

If, during the term of the A Share Convertible Corporate Bonds, the closing prices of A Shares of the Company on at least 15 trading days out of any 30 consecutive trading days are lower than 75% of the prevailing conversion price, the Board is entitled to propose a downward adjustment to the conversion price and submit it to the Shareholders' General Meetings for the Shareholders' consideration and approval.

The abovementioned proposal is subject to approval of more than two-thirds of the Shareholders with voting rights who attend the Shareholders' General Meetings. Shareholders who hold the A Share Convertible Corporate Bonds shall abstain from voting at the Shareholders' General Meetings. The adjusted conversion price shall be no less than the higher of the average trading price of the A Shares of the Company for 20 trading days preceding the date of such Shareholders' General Meetings for consideration and approval of the aforementioned proposals and the average trading price of the A Shares on the trading day preceding the date of such meetings. At the same time, the adjusted conversion price shall not be lower than the audited net asset value per Share and face value of the Share of the Company for the latest period.

In the event that there is an adjustment to the conversion price during the aforementioned 30 consecutive trading days, in respect of the trading days prior to the adjustment to the conversion price, the calculation shall be based on the unadjusted conversion price and the closing price of the A Shares on each such day, and in respect of the days on which adjustment to the conversion price is made and the trading days afterwards, the calculation shall be based on the adjusted conversion price and the closing price of the A Shares on each such day.

### **2. Procedures of adjustment**

In the event that the Company decides to adjust the conversion price downwards, the Company shall publish an announcement on media designated by the CSRC for information disclosure of listed companies. Such announcement shall include information including the magnitude of the adjustment, the record date of shares, the suspension period of share conversion and other relevant information. Application for conversion at adjusted conversion price shall be resumed upon the first trading day after the record date, i.e., the conversion price adjustment date. If the conversion price adjustment date is on or after the date on which a Bondholder applies for conversion of its/his/her A Share Convertible Corporate Bonds but before the record date of the A Shares to be issued upon conversion, then such conversion shall be executed based on the adjusted conversion price.

## **(X) Method for determining the number of A Shares for conversion and treatment for remaining**



## **balance of the A Share Convertible Corporate Bonds which is insufficient to be converted into one A Share**

Where a Bondholder applies to convert its/his/her A Share Convertible Corporate Bonds under the Issuance during the conversion period, the formula for calculating the number of A Shares to be issued upon conversion is as follows:  $Q = V/P$ , any fractional A Share shall be rounded down to the nearest whole number.

In which, “Q” denotes the number of A Shares to be converted; “V” denotes the aggregate nominal value of A Share Convertible Corporate Bonds in respect of which the Bondholder applies for conversion, and “P” denotes the prevailing conversion price as at the date of application for conversion.

The number of A Shares to be converted shall be in whole number where the Bondholder applied for converting its/his/her A Share Convertible Corporate Bonds under the Issuance. After the application of conversion by the Bondholder, within five trading days from the date of conversion by the Bondholder, the Company shall pay the Bondholder in cash an amount equal to the remaining balance of such A Share Convertible Corporate Bonds which is insufficient to be converted into one A Share and the interest accrued on such balance in accordance with the relevant requirements of the Shanghai Stock Exchange, China Securities Depository and Clearing Corporation Limited and other authorities.

## **(XI) Terms of redemption**

### **1. Terms of redemption upon maturity**

Within five trading days upon the maturity of the A Share Convertible Corporate Bonds, the Company shall redeem all the A Share Convertible Corporate Bonds which have not been converted into A Shares by then. It is proposed that the Shareholders to authorise the Board or its authorised persons at the Shareholders’ General Meetings to determine the actual redemption price upon negotiation with the sponsor (the lead underwriter) with reference to the market conditions upon the Issuance.

### **2. Terms of conditional redemption**

During the conversion period of the A Share Convertible Corporate Bonds, where either of the two scenarios mentioned below occurs, the Company shall have the right to redeem all or part of the outstanding A Share Convertible Corporate Bonds, at a price equal to the nominal value of A Share Convertible Corporate Bonds plus the then accrued interest:

- (1) The closing prices of the A Shares during at least 15 trading days out of any 30 consecutive trading days during the conversion period are no less than 125% (125% inclusive) of the prevailing conversion price;
- (2) The total par value of the outstanding A Share Convertible Corporate Bonds is lower than RMB30

million.

Formula for calculating the accrued interest for the current period is:  $IA=B \times i \times t/365$

In which, “IA” denotes the accrued interest for the current period;

“B” denotes the aggregate nominal value of the A Share Convertible Corporate Bonds to be redeemed held by Bondholders;

“i” denotes the coupon rate of the A Share Convertible Corporate Bonds for the current year;

“t” denotes the number of days on which interest is accrued, i.e. the actual number of calendar days from the last interest payment date (inclusive) up to the redemption date of the current interest accrual year (excluding the redemption date).

In the event that an adjustment to the conversion price by the Company is made during the aforementioned 30 consecutive trading days, in respect of the trading days prior to the conversion price adjustment date, the calculation shall be based on the unadjusted conversion price and the closing price of the A Shares on each such day, and in respect of the conversion price adjustment date and the trading days after the conversion price adjustment date, the calculation shall be based on the adjusted conversion price and the closing price of the A Shares on each such day.

## **(XII) Terms of sale back**

### **1. Terms of conditional sale back**

During the last two interest accrual years within the term of the A Share Convertible Corporate Bonds under the Issuance, if the closing prices of the A Shares of the Company on any 30 consecutive trading days are lower than 65% of the prevailing conversion price, the Bondholders are entitled to sell back all or part of the A Share Convertible Corporate Bonds they hold to the Company at par plus the then accrued interest. In the event that an adjustment to the conversion price is made due to distribution of share dividends, conversion or increase of share capital, issuance of new shares, rights issue, distribution of cash dividends (excluding any increase in the share capital as a result of conversion of the A Share Convertible Corporate Bonds), etc. during the aforementioned trading days, in respect of the trading days prior to the conversion price adjustment date, the calculation shall be based on the unadjusted conversion price and the closing price of the A Shares on each such day, and in respect of the conversion price adjustment date and the trading days after the conversion price adjustment date, the calculation shall be based on the adjusted conversion price and the closing price of the A Shares on each such day. In the event that there is a downward adjustment to the conversion price, the aforesaid “30 consecutive trading days” shall be re-counted from the first trading day following the adjustment to the conversion price.

The Bondholders can exercise their sale back rights once every year when the sale back conditions have been initially satisfied according to the abovementioned agreed terms in the last two interest accrual years

within the term of the A Share Convertible Corporate Bonds. If the sale back conditions have initially been satisfied, but the Bondholders do not apply for and exercise their sale back rights during the sale back declaration period then announced by the Company, they shall not exercise the sale back rights during such interest accrual years. The Bondholders are not allowed to exercise part of their sale back rights for multiple times.

## **2. Additional terms of sale back**

If the implementation of the projects to be invested by the proceeds raised under the Issuance of A Share Convertible Corporate Bonds significantly differs from the undertakings set out by the Company in the Offering Document, and such change is deemed as a change in the use of proceeds raised pursuant to the relevant rules of the CSRC or is considered by the CSRC as a change in the use of proceeds raised, the Bondholders shall be entitled to a one-off right to sell all or part of the A Share Convertible Corporate Bonds they hold back to the Company at par plus then accrued interest. Upon satisfaction of the additional condition of sale back, the Bondholders may sell their A Share Convertible Corporate Bonds back to the Company during the additional sale back declaration period after being announced by the Company. If the Bondholders do not exercise their sale back rights during such period, they shall not exercise such rights later. For the calculation of accrued interest for the current period, please refer to relevant content under the paragraph headed (XI) Terms of redemption.

### **(XIII) Entitlement to dividend in the year of conversion**

The new A Shares to be issued as a result of conversion of the A Share Convertible Corporate Bonds under the Issuance shall rank pari passu with all the existing A Shares, and all ordinary A Shareholders (including those derived from the conversion of the A Share Convertible Corporate Bonds) whose names are recorded on the register of members of the Company after the market closes on the record date for dividend distribution shall be entitled to receive the dividend of that period and enjoy equal rights and interests.

### **(XIV) Method of the Issuance and target subscribers**

The specific method of the Issuance of A Share Convertible Corporate Bonds shall be determined by the Board or its authorised persons upon negotiation with the sponsor (the lead underwriter) of the Issuance pursuant to the authorisation from the Shareholders at the Shareholders' General Meetings.

The target subscribers of the A Share Convertible Corporate Bonds are the natural persons, legal persons, securities investment funds and other investors in compliance with legal requirements who have maintained securities accounts in the China Securities Depository and Clearing Corporation Limited Shanghai Branch (excluding those prohibited by the PRC laws and regulations).

### **(XV) Subscription arrangement for the existing A Shareholders**

The existing A Shareholders are entitled to the right to subscribe for the A Share Convertible Corporate

Bonds in priority. The existing A Shareholders have the right to surrender such rights. The proportion of subscription in priority by the existing A Shareholders shall be determined by the Board or its authorised persons in accordance with the conditions upon the Issuance, subject to the authorisation by the Shareholders at the Shareholders' General Meetings, and shall be disclosed in the issuance announcements of the A Share Convertible Corporate Bonds.

The A Share Convertible Corporate Bonds which are not subject to the abovementioned priority in subscription by existing A Shareholders and are not subscribed by the existing A Shareholders in priority will be offered to institution investors offline or issued by way of online pricing through the trading system of the Shanghai Stock Exchange, and the remaining balance will be underwritten by the underwriters. Details of the issuance method shall be determined by the Board or its authorised persons upon negotiation with the sponsor (the lead underwriter) of the Issuance, which is subject to authorisation by the Shareholders at the Shareholders' General Meetings.

## **(XVI) Relevant matters of Bondholders' Meetings**

### **1. Rights and obligations of the Bondholders**

#### **(1) Rights of the Bondholders**

- ① to receive agreed interests with reference to the amount of the A Share Convertible Corporate Bonds held during the period;
- ② to convert the A Share Convertible Corporate Bonds held by the Bondholders into the A Shares of the Company according to the agreed conditions as stipulated in the A Share Convertible Corporate Bonds Offering Document;
- ③ to exercise the sale back rights on agreed conditions as stipulated in the A Share Convertible Corporate Bonds Offering Document;
- ④ to assign, grant or pledge the A Share Convertible Corporate Bonds held by the Bondholders in accordance with the laws, regulations and the stipulations of the Articles of Association;
- ⑤ to receive relevant information in accordance with the stipulations of the laws and the Articles of Association;
- ⑥ to request the Company to repay the principal and interest of the A Share Convertible Corporate Bonds within the agreed period and in an agreed manner as stipulated in the A Share Convertible Corporate Bonds Offering Document;
- ⑦ to attend the Bondholders' Meetings, either in person or by proxy, and vote in accordance with relevant stipulations under the laws, regulations, etc.; and
- ⑧ other rights as creditors of the Company prescribed by the applicable laws, regulations and the Articles of Association.

#### **(2) Obligations of the Bondholders**

- ① to abide by the relevant terms of the Issuance of A Share Convertible Corporate Bonds by the

Company;

- ② for those who obtained the A Share Convertible Corporate Bonds by subscription, to pay the subscription amount in accordance with the amount of A Share Convertible Corporate Bonds subscribed for;
- ③ to abide by the effective resolutions approved at the Bondholders' Meetings;
- ④ not to request the Company to make prepayment of the principal and interest of the A Share Convertible Corporate Bonds in advance, unless otherwise required by the applicable laws and regulations, or otherwise agreed in the A Share Convertible Corporate Bonds Offering Document; and
- ⑤ other obligations of the Bondholders prescribed by the applicable laws, regulations and the Articles of Association.

## **2. Details of holding the Bondholders' Meetings**

The Bondholders' Meetings shall be convened by the Board or the trustee of the A Share Convertible Corporate Bonds (the "Bond Trustee"). The Board or the Bond Trustee shall convene a Bondholders' Meeting within 30 days from the date of submitting a proposal or receiving a proposal to convene a Bondholders' Meeting. The notice of the meeting shall be issued to all Bondholders and relevant attendees 15 days before the meeting, and shall be announced on media designated by the Company for information disclosure.

A Bondholders' Meeting shall be convened upon the occurrence of any of the following events during the term of the A Share Convertible Corporate Bonds:

- (1) the Company proposes to change the terms of the Offering Document of the A Share Convertible Corporate Bonds;
- (2) the Company is unable to pay the principal and interest of the A Share Convertible Corporate Bonds for the current period on time;
- (3) the Company proposes to amend the Rules for A Share Convertible Corporate Bondholders' Meetings;
- (4) the Company undertakes a capital reduction (except for capital reduction due to share buy-backs under employee stock ownership scheme, share incentive, compensation for operating results commitment or those necessary for protecting the Company's value and rights and interests of the Shareholders), receivership, consolidation, division, dissolution or files for bankruptcy;
- (5) material adverse change occurs to guarantor (if any), collateral (if any) or other compensation or protection measures;
- (6) the Company's management is unable to execute the responsibility as usual, which leads to severe uncertainties in the debt repayment capability of the Company, and actions are required to be taken according to the laws;
- (7) the Company proposes a debt restructuring plan;
- (8) a resolution in relation to a change in or dismissal of the Bond Trustee is made;
- (9) other matters that will generate material and substantial impact on the interests of the Bondholders

occur; and

- (10) other matters which shall be considered and approved at a Bondholders' meeting, according to provisions of the laws, regulations, rules, regulatory documents, the CSRC, the Shanghai Stock Exchange and the Rules for A Share Convertible Corporate Bondholders' Meetings.

The Bondholders holding over 10% of the total nominal value of the outstanding A Share Convertible Corporate Bonds separately or in aggregate, the Board, the Bond Trustee or other entities or persons prescribed by the laws, regulations and the CSRC can propose to convene a Bondholders' Meeting in a written form.

The Company shall provide the method to protect the interests of the Bondholders, rights, procedures and conditions to effectuate the resolutions of the Bondholders' Meetings in the Offering Document of the Issuance.

#### **(XVII) Use of proceeds raised**

The total amount of proceeds proposed to be raised from the Issuance of A Share Convertible Corporate Bonds will not exceed RMB10 billion (RMB10 billion inclusive). Such amount is based on the total amount of proceeds originally proposed to be raised (i.e., RMB13.3945 billion), and factors including deduction of new and potential financial investments between the six months before the date of the Board resolution in relation to the Issuance to the date of the Issuance are also taken into account. The net amount of the proceeds raised after deduction of issuance expenses is proposed to be used for the following projects:

Unit: RMB billion

<b>Project name</b>	<b>Total investment amount</b>	<b>Original proposed investment amount for the proceeds raised</b>	<b>Actual proposed investment amount for the proceeds raised</b>
Acquisition of 30% equity interest in the Offshore Gold Mine in Shandong	3.9845	3.9845	3.9845
Acquisition of the Shapinggou Molybdenum Mine in Anhui	5.91	5.91	2.5155
Acquisition of the Rosebel Gold Mine Project in Suriname <sup>Note</sup>	2.559096	2.5	2.5
Phase 1 underground mining construction project of the Aurora Gold Mine in Guyana <sup>Note</sup>	1.9896403	1	1
<b>Total</b>	<b>14.4432363</b>	<b>13.3945</b>	<b>10</b>

Note: The total investment amount in “Acquisition of the Rosebel Gold Mine Project in Suriname” and “Phase 1 underground mining construction project of the Aurora Gold Mine in Guyana” is USD360 million and USD279.892 million, respectively, equivalent to RMB2.559096 billion and RMB1.9896403 billion, respectively, based on the RMB central parity rate (USD1:RMB7.1086) announced by the China Foreign Exchange Trade System on 18 October 2022.

After the proceeds raised in the Issuance of A Share Convertible Corporate Bonds are deposited in the account, the Company will invest the proceeds raised in the abovementioned projects in accordance with the actual need and priority of the projects. If the total investment of the projects exceeds the use of the proceeds raised, the difference shall be self-financed by the Company. If the actual net amount of proceeds raised from the total proceeds raised under the Issuance after deduction of issuance expenses is less than the actual amount of funds required for the investment projects, the Company will make up the shortfall by self-financing.

Before the proceeds raised in the Issuance of A Share Convertible Corporate Bonds are deposited in the account, the Company will invest in the projects by self-financing first. After the proceeds raised in the Public Issuance of A Share Convertible Corporate Bonds are deposited in the account, the funds that have been invested in the projects shall be replaced according to relevant laws, regulations and procedures.

#### **(XVIII) Rating**

A credit rating agency will issue a credit rating report in respect of the A Share Convertible Corporate Bonds under the Issuance.

#### **(XIX) Management and deposit for the proceeds raised**

The Company has formulated relevant rules for managing the proceeds raised. The proceeds raised from the Issuance of A Share Convertible Corporate Bonds shall be kept in specific accounts designated by the Board for the management of special deposit. The Board shall determine relevant matters in relation to the establishment of the accounts before the Issuance, and shall disclose the relevant information of the special accounts for the proceeds raised in the issuance announcement of the A Share Convertible Corporate Bonds under the Issuance.

#### **(XX) Guarantee and security**

No guarantee or security will be provided in relation to the A Share Convertible Corporate Bonds under the Issuance.

#### **(XXI) Validity period of the resolution of the Issuance**

Validity period of the resolution of the Issuance will be twelve months from the date on which the proposal of the Issuance is considered and approved at the Shareholders’ General Meetings of the Company.

## **(XXII) Approval procedures of the Issuance**

The relevant matters of the proposed Issuance of A Share Convertible Corporate Bonds were considered and approved at the thirteenth meeting of the seventh term of the Board held on 21 October 2022. Pursuant to the stipulations in the relevant laws and regulations, implementation of the proposed Issuance of A Share Convertible Corporate Bonds will be subject to the approval of the State-owned Assets Supervision and Administration Commission of the People's Government of Longyan City, the consideration and approval at the Shareholders' General Meetings, and the approval of the CSRC.

## **Possible Connected Transactions of Subscriptions of A Share Convertible Corporate Bonds by Minxi Xinghang and the Relevant Connected Persons**

### **Possible subscription of A Share Convertible Corporate Bonds by Minxi Xinghang**

As at the date of this announcement, Minxi Xinghang holds 6,083,517,704 A Shares and shall have the right to subscribe for the A Share Convertible Corporate Bonds in priority and the right to surrender such right of subscription. Minxi Xinghang may subscribe for the A Share Convertible Corporate Bonds with a maximum subscription amount of RMB2,954,257,800.

Minxi Xinghang, the Substantial Shareholder of the Company, intends to subscribe for the A Share Convertible Corporate Bonds.

### **Possible subscription of A Share Convertible Corporate Bonds by the Relevant Connected Persons**

As at the date of this announcement, the Relevant Connected Persons directly hold an aggregate of 84,074,633 A Shares, and indirectly hold an aggregate of 13,786,091 A Shares through their interests in the Employee Stock Ownership Scheme. Each of the Relevant Connected Persons shall have the right to subscribe for the A Share Convertible Corporate Bonds directly and/or through their interests in the Employee Stock Ownership Scheme in priority, and the right to surrender such right of subscription.

The Relevant Connected Persons may directly subscribe for the A Share Convertible Corporate Bonds with a maximum subscription amount of RMB40,827,500 based on their shareholding proportion of A Shares. The Relevant Connected Persons may also subscribe for the A Share Convertible Corporate Bonds through their interests in the Employee Stock Ownership Scheme with a maximum subscription amount of RMB6,694,400.

The terms and conditions for Minxi Xinghang and the Relevant Connected Persons to subscribe for the A Share Convertible Corporate Bonds directly and/or through their interests in the Employee Stock Ownership Scheme will be the same as the terms and conditions set out in the proposal on the Public Issuance of A Share Convertible Corporate Bonds.



### **The proposal in relation to the possible Connected Transactions of Subscriptions of A Share Convertible Corporate Bonds under the Public Issuance by the Company's Connected Persons**

According to the terms of the Issuance, after receiving the approval from the CSRC, a certain proportion of the A Share Convertible Corporate Bonds proposed to be issued will be offered to all the A Shareholders whose names appeared on the share register on the record date after the close of the stock market in priority. The specific proportion of the offer will be determined based on market situation and negotiations between the Board or its authorised persons and the sponsor (the lead underwriter) under the authorisation of the EGM and the Class Meetings. Unsubscribed portion will be allotted and issued to other potential investors with indicated interest.

Based on the abovementioned, the Substantial Shareholder, the Directors, the Supervisors and the directors of the Significant Subsidiaries who hold the A Shares of the Company and the Employee Stock Ownership Scheme can decide whether they will subscribe for the A Share Convertible Corporate Bonds to be placed on pro-rata basis based on their shareholding proportion by exercising the right at their sole discretion.

Pursuant to the stipulations of clause (III) of rule 6.3.18 of the Rules Governing the Listing of Stocks on Shanghai Stock Exchange (Revised in January 2022), if the abovementioned connected persons subscribe for the A Share Convertible Corporate Bonds to be publicly issued, the transactions are exempted from the approval and disclosure requirements required for connected transactions. Pursuant to the Listing Rules, the Substantial Shareholder, the Directors, the Supervisors and the directors of the Significant Subsidiaries of the Company are the Connected Persons of the Company. If the Substantial Shareholder, the Directors, the Supervisors and the directors of the Significant Subsidiaries of the Company directly and/or the Directors and the directors of the Significant Subsidiaries of the Company through the Employee Stock Ownership Scheme subscribe for the A Share Convertible Corporate Bonds to be issued under the Issuance, it will constitute a Connected Transaction of the Company and is subject to the reporting, announcement, circular and Independent Shareholders' approval requirements.

Assuming that 100% of the A Share Convertible Corporate Bonds will be firstly offered and issued to the existing A Shareholders under the Issuance, and the Substantial Shareholder, the Directors, the Supervisors and the directors of the Significant Subsidiaries of the Company and/or the Directors and the directors of the Significant Subsidiaries of the Company through the Employee Stock Ownership Scheme will exercise the right to subscribe in full, the shareholding proportion of the abovementioned parties on the convention date of the Board meeting and the maximum amount of the A Share Convertible Corporate Bonds of RMB10 billion to be issued by the Company (the amount of proceeds originally proposed to be raised was RMB13.3945 billion. After taking into account factors including deduction of new and potential financial investments between the six months before the date of the Board resolution in relation to the Issuance to the date of the Issuance, the maximum total amount of the proceeds to be raised is reduced to RMB10 billion),

the maximum amounts of the A Share Convertible Corporate Bonds to be subscribed by the abovementioned parties are as follows:

Unit: RMB million

<b>Substantial Shareholder/ Directors/ Supervisors/ directors of the Significant Subsidiaries</b>	<b>Approximate percentage of the number of A Shares directly held to the number of total issued A Shares</b>	<b>Maximum amount of A Share Convertible Corporate Bonds to be subscribed based on the proportion of A Shares directly held</b>	<b>Approximate percentage of A Shares indirectly held under the Employee Stock Ownership Scheme to the number of total issued A Shares</b>	<b>Maximum amount of A Share Convertible Corporate Bonds to be subscribed based on the proportion of A Shares Indirectly held under the Employee Stock Ownership</b>	<b>Total maximum subscription amount of A Share Convertible Corporate Bonds</b>
Minxi Xinghang	29.5426%	2,954.2578	/	/	2,954.2578
Chen Jinghe	0.3161%	31.6136	0.0388%	3.8849	35.4985
Lan Fusheng	0.0411%	4.1182	0.0048%	0.4856	4.6038
Zou Laichang	0.0132%	1.3223	0.0072%	0.7284	2.0507
Lin Hongfu	0.0084%	0.8396	0.0072%	0.726	1.5656
Lin Hongying	0.0047%	0.4744	0.0036%	0.3642	0.8386
Xie Xionghui	0.0044%	0.4397	0.0028%	0.2888	0.7285
Lin Shuiqing	0.0014%	0.1456	/	/	0.1456
Liu Wenhong	0.0001%	0.0128	/	/	0.0128
Cao Sanxing	0.0006%	0.0602	/	/	0.0602
Shen Shaoyang	0.0048%	0.4861	0.0001%	0.012	0.4981
Long Yi	0.0041%	0.4127	0.0015%	0.1561	0.5688
Que Chaoyang	0.0053%	0.5381	0.0004%	0.0484	0.5865
Jiang Kaixi	0.0036%	0.3642	/	/	0.3642
In which, the total maximum subscription amount of A Share Convertible Corporate Bonds to be subscribed by the Directors and the Supervisors	/	39.0264	/	6.4779	45.5043

Therefore, the Board proposed the Shareholders to approve at the EGM that after the Issuance has been approved, if the Substantial Shareholder, the Directors, the Supervisors and the directors of the Significant

Subsidiaries of the Company directly and/or the Directors and the directors of the Significant Subsidiaries of the Company through the Employee Stock Ownership Scheme decide to subscribe for the A Share Convertible Corporate Bonds to be issued under the Issuance, the abovementioned parties can participate in the Issuance to subscribe for the A Share Convertible Corporate Bonds, pursuant to the proposal of the Issuance to be approved by the CSRC subject to the abovementioned maximum subscription amount.

This proposal only refers to the matters in relation to the Subscriptions by the Connected Persons under the Issuance. Consideration and approval of this proposal and whether the proposal will be implemented do not constitute a prerequisite of consideration and implementation of the overall proposal for the Issuance and other relevant proposals.

The independent non-executive Directors have issued their independent opinions on such matter.

This proposal has been considered and approved by the Board and is subject to consideration at the EGM.

## **Supplementary information relating to the proposed Public Issuance of A Share Convertible Corporate Bonds and the Subscriptions**

### ***Information about the Company***

The Company is principally engaged in mining, production, refining and sales of gold and other mineral resources.

### ***Information about Minxi Xinghang***

Minxi Xinghang is a state-owned limited company incorporated in the PRC. Its principal activities are operation and management of state-owned assets within the authorised scope and project investment. It is the Substantial Shareholder of the Company, holding approximately 23.11% equity interest in the Company as at the date of this announcement.

### ***Information about the Relevant Connected Persons***

The Relevant Connected Persons are the Directors, the Supervisors and the directors of the Substantial Subsidiaries respectively holding the A Shares of the Company as at the date of this announcement and shall have the right to subscribe for the A Share Convertible Corporate Bonds to be issued under the Public Issuance in priority and the right to surrender such right of subscription. The Directors include Chen Jinghe, Lan Fusheng, Zou Laichang, Lin Hongfu, Lin Hongying and Xie Xionghui. The Supervisors include Lin Shuiqing, Liu Wenhong and Cao Sanxing. The directors of the Substantial Subsidiaries include Shen Shaoyang, Long Yi, Que Chaoyang and Jiang Kaixi.

### ***Reasons for and benefits of the Public Issuance of A Share Convertible Corporate Bonds***

The Company's main business is mineral resource prospecting and development. The proceeds raised from

the Public Issuance shall be fully invested in the Company's main business, which is in line with the comprehensive strategic development and direction of the Company in the future. After the completion of implementation of the projects to be invested by the proceeds raised, the profitability of the Company's main business can be enhanced, and the capability in risk-aversion and sustainable development can be effectively improved. The Public Issuance can help the Company expand its mineral resources and reserves, enlarge the asset and business scales, as well as optimise the financial structure. The construction and implementation of the projects to be invested by the proceeds raised can steadily increase the revenue and profitability of the Company.

***Reasons for and benefits of the Subscriptions***

The Subscriptions are beneficial to the smooth implementation of the Issuance and help promote the continuation of the Company's long-term strategies.

The independent non-executive Directors are of the view that based on the abovementioned arrangement, Minxi Xinghang and the Relevant Connected Persons are subject to the same price and terms as those offered to other subscribers when they participate in the Subscriptions for the Public Issuance of A Share Convertible Corporate Bonds within the scope of their rights to subscribe in priority and in cash. They will not receive any preferential treatment, and the interests of the Company and other Shareholders will not be prejudiced.

***Explanation of fulfilling the conditions for the Public Issuance***

Pursuant to the provisions and requirements in the Company Law of the PRC, the Securities Law of the PRC, the Administrative Measures and other relevant laws, regulations and regulatory documents, the Board conducted self-checking of all qualifications, conditions and requirements of public issuance of convertible corporate bonds of listed companies item by item and considers that the Company meets the various stipulations and requirements of the relevant laws, regulations and regulatory documents of the PRC in respect of public issuance of convertible corporate bonds of listed companies and is qualified to publicly issue convertible corporate bonds.

***Authorisation to be granted to the Board***

Subject to approvals from the Shareholders at the EGM and the Class Meetings, the Board shall be authorised to make such decisions, enter into such documents, amend the Articles of Association, carry out such procedures and take any other such actions as are in its discretion necessary to effect and complete the Public Issuance of A Share Convertible Corporate Bonds.

***Equity financing activities in the past 12 months***

The Company has not conducted any equity financing activities in the past 12 months before the date of this announcement.

***Relevant risks of the Public Issuance of A Share Convertible Corporate Bonds***

The Public Issuance of A Share Convertible Corporate Bonds is subject to certain relevant risks, including but not limited to the risk of changes in politics, laws, regulations and policies, management risk, risk in approvals, etc. When evaluating the Public Issuance of A Share Convertible Corporate Bonds, investors shall take the abovementioned risk factors into due consideration.

***No change in the right of control of the Company after the Public Issuance of A Share Convertible Corporate Bonds and the Subscriptions***

As at the date of this announcement, Minxi Xinghang, the Substantial Shareholder of the Company, directly holds 6,083,517,704 Shares, representing approximately 23.11% of the Company's total share capital.

The total amount of A Share Convertible Corporate Bonds proposed to be issued will not exceed RMB10 billion. If Minxi Xinghang does not exercise the right to subscribe for the A Share Convertible Corporate Bonds under the Issuance in priority and does not participate in the Issuance, Minxi Xinghang will still remain as the Substantial Shareholder of the Company after the Public Issuance of A Share Convertible Corporate Bonds is completed and all of the A Share Convertible Corporate Bonds are converted into A Shares at a minimum initial conversion price of RMB8.042706 per A Share (i.e., the higher of average trading price of A Shares for the 20 trading days preceding the date of this announcement and the average price of the preceding trading day of the date of this announcement).

Therefore, the Public Issuance of A Share Convertible Corporate Bonds and the Subscriptions will not lead to any changes in the right of control of the Company, and will not lead to any changes to the distribution of shareholding which cannot satisfy the relevant listing conditions.

***Impact of the Public Issuance of A Share Convertible Corporate Bonds and the Subscriptions on the shareholding structure of the Company***

The shareholding structures of the Company as at the date of this announcement and after completion of the proposed Public Issuance of A Share Convertible Corporate Bonds and conversion of all the A Share Convertible Corporate Bonds (assuming that (i) the Company has issued the A Share Convertible Corporate Bonds at the maximum issuance amount of RMB10 billion; (ii) all the A Shareholders have subscribed for the respective maximum subscription amount of the A Share Convertible Corporate Bonds on pro-rata basis on their current shareholding; (iii) all A Share Convertible Corporate Bonds are converted into A Shares at the minimum initial conversion price of RMB8.042706 per A Share; and (iv) the Company does not issue, allot and repurchase any Shares before all the A Share Convertible Corporate Bonds are converted into A Shares (the "Calculation Assumptions")) are as follows (the following tables are prepared pursuant to the requirements of the Listing Rules and are for illustrative purpose only):

**After completion of the proposed Public Issuance of A  
Share Convertible Corporate Bonds and conversion of all  
the A Share Convertible Corporate Bonds under the**

	As at the date of this announcement			Calculation Assumptions		
	Number of Shares	Approximate percentage of the total number of issued A Shares	Approximate percentage of the total number of issued Shares	Number of Shares	Approximate percentage of the total number of issued A Shares	Approximate percentage of the total number of issued Shares
<b>A Shareholders</b>						
Minxi Xinghang	6,083,517,704	29.54%	23.11%	6,450,839,075	29.54%	23.40%
Directors						
Chen Jinghe (Note)	65,100,000	0.32%	0.25%	69,030,716	0.32%	0.25%
Lan Fusheng (Note)	8,480,510	0.04%	0.03%	8,992,551	0.04%	0.03%
Zou Laichang (Note)	2,723,050	0.01%	0.01%	2,887,459	0.01%	0.01%
Lin Hongfu (Note)	1,728,938	0.01%	0.01%	1,833,330	0.01%	0.01%
Lin Hongying (Note)	977,000	0.01%	0.01%	1,035,985	0.01%	0.01%
Xie Xionghui (Note)	905,571	0.01%	0.01%	960,241	0.01%	0.01%
Supervisors						
Lin Shuiqing (Note)	300,000	0.01%	0.01%	318,103	0.01%	0.01%
Liu Wenhong (Note)	26,450	0.01%	0.01%	28,041	0.01%	0.01%
Cao Sanxing (Note)	124,000	0.01%	0.01%	131,485	0.01%	0.01%
Directors of the Significant Subsidiaries						
Shen Shaoyang (Note)	1,001,000	0.01%	0.01%	1,061,439	0.01%	0.01%
Long Yi (Note)	850,000	0.01%	0.01%	901,313	0.01%	0.01%
Que Chaoyang (Note)	1,108,114	0.01%	0.01%	1,175,019	0.01%	0.01%
Jiang Kaixi (Note)	750,000	0.01%	0.01%	795,283	0.01%	0.01%
Other A Shareholders	14,424,779,903	69.99%	54.71%	15,295,744,819	69.99%	55.40%
<b>H Shareholders</b>						
Director						
Chen Jinghe	20,000,000	-	0.08%	20,000,000	-	0.07%
Supervisor						
Liu Wenhong	10,000	-	0.01%	10,000	-	0.01%
Other H Shareholders	5,716,930,000	-	21.70%	5,716,930,000	-	20.73%
	<u>26,329,312,240</u>	<u>100%</u>	<u>100%</u>	<u>27,572,674,859</u>	<u>100%</u>	<u>100%</u>

Note: The maximum interests of the Relevant Connected Persons (including their interests in the Employee Stock Ownership Scheme) as at the date of this announcement and after completion of the proposed Public Issuance of A Share Convertible Corporate Bonds and conversion of all the A Share Convertible Corporate Bonds under the Calculation Assumptions are set out and summarised as follows, which are for illustrative purpose only:

	As at the date of this announcement					After completion of the proposed Public Issuance of A Share Convertible Corporate Bonds and conversion of all the A Share Convertible Corporate Bonds under the Calculation Assumptions				
	Number of A Shares		Total number of Shares	Approximate percentage of the total number of issued A Shares	Approximate percentage of the total number of issued Shares	Number of A Shares		Total number of Shares	Approximate percentage of the total number of issued A Shares	Approximate percentage of the total number of issued Shares
	(Note)	H Shares	(Note)	Shares	issued Shares	(Note)	H Shares	(Note)	Shares	issued Shares
Directors										
Chen Jinghe	73,100,000	20,000,000	93,100,000	0.35%	0.35%	77,513,750	20,000,000	97,513,750	0.35%	0.35%
Lan Fusheng	9,480,510	-	9,480,510	0.05%	0.04%	10,052,929	-	10,052,929	0.05%	0.04%
Zou Laichang	4,223,050	-	4,223,050	0.02%	0.02%	4,478,026	-	4,478,026	0.02%	0.02%
Lin Hongfu	3,224,114	-	3,224,114	0.02%	0.01%	3,418,774	-	3,418,774	0.02%	0.01%
Lin Hongying	1,727,000	-	1,727,000	0.01%	0.01%	1,831,268	-	1,831,268	0.01%	0.01%
Xie Xionghui	1,500,426	-	1,500,426	0.01%	0.01%	1,591,004	-	1,591,004	0.01%	0.01%
Supervisor										
Lin Shuiqing	300,000	-	300,000	0.01%	0.01%	318,103	-	318,103	0.01%	0.01%
Liu Wenhong	26,450	10,000	36,450	0.01%	0.01%	28,041	10,000	38,041	0.01%	0.01%
Cao Sanxing	124,000	-	124,000	0.01%	0.01%	131,485	-	131,485	0.01%	0.01%
Directors of the Significant Subsidiaries										
Shen Shaoyang	1,025,839	-	1,025,839	0.01%	0.01%	1,087,770	-	1,087,770	0.01%	0.01%
Long Yi	1,171,543	-	1,171,543	0.01%	0.01%	1,242,265	-	1,242,265	0.01%	0.01%
Que Chaoyang	1,207,792	-	1,207,792	0.01%	0.01%	1,280,715	-	1,280,715	0.01%	0.01%
Jiang Kaixi	750,000	-	750,000	0.01%	0.01%	795,283	-	795,283	0.01%	0.01%

Note: Including their interests in the Employee Stock Ownership Scheme

### **Implications under the Listing Rules**

Pursuant to Rule 19A.38 of the Listing Rules, the proposed Public Issuance of A Share Convertible Corporate Bonds is subject to the approvals of the Shareholders at the EGM and the Class Meetings.

As at the date of this announcement, Minxi Xinghang holds 6,083,517,704 A Shares, representing approximately 23.11% of the total number of issued Shares. Minxi Xinghang is the Substantial Shareholder of the Company and a Connected Person of the Company. Under Chapter 14A of the Listing Rules, if Minxi Xinghang subscribes for the A Share Convertible Corporate Bonds, it will constitute a Connected Transaction of the Company and is subject to the reporting, announcement and Independent Shareholders' approval requirements under the Listing Rules.

As at the date of this announcement, the Relevant Connected Persons directly hold an aggregate of 84,074,633 A Shares, representing approximately 0.32% of the total number of issued Shares. The Relevant Connected Persons indirectly hold an aggregate of 13,786,091 A Shares through their interests in the Employee Stock Ownership Scheme, representing approximately 0.05% of the total number of issued Shares. Under Chapter 14A of the Listing Rules, if any Relevant Connected Persons subscribe for the A Share Convertible Corporate Bonds directly and/or through their interests in the Employee Stock Ownership Scheme, it will constitute a Connected Transaction of the Company and is subject to the reporting, announcement and Independent Shareholders' approval requirements under the Listing Rules.

The Relevant Directors and Mister. Li Jian (a Director who is also the chairman of Minxi Xinghang) were required to abstain from voting in the Board meeting in respect of the resolution to approve the Subscriptions. All remaining Directors who were entitled to vote unanimously approved the above resolution. The format and procedure for passing the resolution complied with the Company Law of the PRC and the Articles of Association. Save for the above, no other Directors have or are deemed to have material interests in the above transactions. In addition, no Directors have abstained from voting on other Board resolutions at the abovementioned Board meeting.

An Independent Board Committee will be established by the Company to give recommendations to the Independent Shareholders in respect of the Subscriptions and the transactions contemplated thereunder. An Independent Financial Adviser will also be appointed by the Company to advise the Independent Board Committee and the Independent Shareholders as to whether or not the terms of the Subscriptions are fair and reasonable, on normal commercial terms, in the ordinary and usual course of business of the Group so far as the Independent Shareholders are concerned and are in the interest of the Company and the Shareholders as a whole.

The Board expects that the Company will maintain sufficient public float to meet the applicable minimum requirement under the Listing Rules.



### **The EGM and the Class Meetings**

The EGM will be convened and held for the purpose of, inter alia, considering and approving, by the Shareholders, the Public Issuance of A Share Convertible Corporate Bonds and the related matters, and by the Independent Shareholders, the possible Connected Transactions of Subscriptions of A Share Convertible Corporate Bonds by Minxi Xinghang and the Relevant Connected Persons directly and/or through their interests in the Employee Stock Ownership Scheme and the related matters. The A Shareholders' Class Meeting will be convened and held for the purpose of, inter alia, considering and approving, by the A Shareholders, the Public Issuance of A Share Convertible Corporate Bonds and the related matters. The H Shareholders' Class Meeting will be convened and held for the purpose of, inter alia, considering and approving, by the H Shareholders, the Public Issuance of A Share Convertible Corporate Bonds and the related matters. Votes for all resolution(s) at the EGM, the A Shareholders' Class Meeting and the H Shareholders' Class Meeting shall be taken by way of poll.

Pursuant to Rule 19A.39A of the Listing Rules, a Circular containing further details of the proposed Public Issuance of A Share Convertible Corporate Bonds will be issued by the Company and dispatched to the H Shareholders in due course.

**Investors should be aware that the proposed Public Issuance of A Share Convertible Corporate Bonds is subject to the approvals of the Shareholders at the EGM and the Class Meetings, the approval of the CSRC, etc. As the proposed Public Issuance of A Share Convertible Corporate Bonds is still subject to the fulfilment of various conditions, the Public Issuance of A Share Convertible Corporate Bonds may not proceed, become unconditional or effective. Minxi Xinghang and the Relevant Connected Persons directly and/or through their interests in the Employee Stock Ownership Scheme may or may not subscribe for the A Share Convertible Corporate Bonds. Investors and Shareholders are advised by the Board to exercise caution when dealing in the securities of the Company.**

**This announcement is made in compliance with the disclosure requirements under the Listing Rules, and does not constitute an offer or an invitation to induce an offer by any person to acquire, subscribe for or purchase the A Shares or the A Share Convertible Corporate Bonds.**

**This announcement is published in both Chinese and English. In the case of any discrepancies, the Chinese version shall prevail.**

### **Definitions**

In this announcement, unless otherwise indicated in the context, the following expressions have the

meanings set out below:

“A Share(s)”	the domestic share(s) issued by the Company to domestic investors with a nominal value of RMB0.10 each, which are listed on the Shanghai Stock Exchange
“A Share Convertible Corporate Bonds”	the A Share convertible corporate bonds of the Company proposed to be issued under the Public Issuance
“A Share Convertible Corporate Bonds Offering Document” or “Offering Document”	Offering Document for the Public Issuance of A Share Convertible Corporate Bonds in 2022 of Zijin Mining Group Co., Ltd.*
“A Shareholder(s)”	holder(s) of A Share(s)
“A Shareholders’ Class Meeting”	the class meeting of the A Shareholders proposed to be convened by the Company to consider and, if thought fit, approve, among other things, the Public Issuance of A Share Convertible Corporate Bonds and the related matters
“Administrative Measures”	Administrative Measures for the Issuance of Securities by Listed Companies issued by the CSRC
“Articles of Association”	the articles of association of the Company, as amended, modified or otherwise supplemented from time to time
“Board” or “Board of Directors”	the board of Directors of the Company
“Bondholder(s)”	holder(s) of the A Share Convertible Corporate Bonds
“Bondholders’ Meeting(s)”	meeting(s) of the holders of the A Share Convertible Corporate Bonds under the Public Issuance of Zijin Mining Group Co., Ltd.*
“Circular”	the circular to be dispatched to the H Shareholders in relation to the proposal for convention of the EGM and the Class Meetings for the consideration

and approval of, among other things, the Public Issuance of A Share Convertible Corporate Bonds, the Subscriptions and the related matters

“Class Meetings”	the A Shareholders’ Class Meeting and the H Shareholders’ Class Meeting
“Company”	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 PRC
“Connected Person(s)”	has the meaning ascribed thereto under the Listing Rules
“Connected Transaction(s)”	has the meaning ascribed thereto under the Listing Rules
“CSRC”	China Securities Regulatory Commission
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting proposed to be convened by the Company to consider and, if thought fit, approve, among other things, the Public Issuance of A Share Convertible Corporate Bonds, the Subscriptions and the related matters
“Employee Stock Ownership Scheme”	Phase 1 of the Employee Stock Ownership Scheme of Zijin Mining Group Co., Ltd.*
“Group”	the Company and its subsidiaries
“H Share(s)”	the overseas-listed foreign invested share(s) in the Company’s share capital, with a nominal value of RMB0.10 each, which are listed on the Hong Kong Stock Exchange
“H Shareholder(s)”	holder(s) of H Share(s)
“H Shareholders’ Class Meeting”	the class meeting of the H Shareholders proposed to be convened by the Company to consider and, if thought fit, approve, among other things, the Public Issuance of A Share Convertible Corporate Bonds and the related matters

“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	the Stock Exchange of Hong Kong Limited
“Independent Board Committee”	the independent board committee of the Company comprising all independent non-executive Directors to be established to advise the Independent Shareholders in relation to the Subscriptions
“Independent Financial Adviser”	the independent financial adviser to be appointed by the Company to advise the Independent Board Committee and the Independent Shareholders in respect of the Subscriptions
“Independent Shareholder(s)”	any Shareholder(s) of the Company that is/are not required to abstain from voting at the Shareholders’ General Meetings to approve the Connected Transactions as contemplated under the Issuance of A Share Convertible Corporate Bonds
“Listing Rules”	The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Minxi Xinghang”	Minxi Xinghang State-owned Assets Investment Company Limited, a state-owned limited company incorporated in the PRC and the Substantial Shareholder of the Company
“PRC”	the People’s Republic of China, for the purpose of this announcement, excludes Hong Kong SAR, Macau SAR and Taiwan
“Public Issuance of A Share Convertible Corporate Bonds”, “Issuance of A Share Convertible Corporate Bonds”, “Public Issuance” or “Issuance”	the proposal of the Company to apply to the CSRC for public issuance of A Share Convertible Corporate Bonds to non-specific investors in the PRC with a total amount not exceeding RMB10 billion (RMB10 billion inclusive)

“Relevant Connected Person(s)”	the Director(s), the Supervisor(s) and the director(s) of the Substantial Subsidiaries holding interest in the A Shares as at the date of this announcement
“Relevant Director(s)”	the Director(s) holding interest in the A Shares as at the date of this announcement, namely Chen Jinghe, Lan Fusheng, Zou Laichang, Lin Hongfu, Lin Hongying and Xie Xionghui
“RMB”	Renminbi, the lawful currency of the PRC
“Shanghai Stock Exchange”	Shanghai Stock Exchange of the PRC
“Share(s)”	ordinary share(s) with a nominal value of RMB0.10 each in the share capital of the Company including A Share(s) and H Share(s)
“Shareholder(s)”	the shareholder(s) of the Company, including A Shareholder(s) and H Shareholder(s)
“Shareholders’ General Meetings”	the EGM and the Class Meetings
“Significant Subsidiaries”	all subsidiaries of the Company excluding any insignificant subsidiaries (as defined under the Listing Rules)
“Subscriptions”	the possible Connected Transactions of subscriptions of A Share Convertible Corporate Bonds under the proposed Public Issuance of A Share Convertible Corporate Bonds by Minxi Xinghang and the Relevant Connected Persons directly and/or through their interests in the Employee Stock Ownership Scheme
“Substantial Shareholder”	has the meaning ascribed thereto under the Listing Rules
“Supervisor(s)”	the supervisor(s) of the Company
“%”	per cent

**Investors and Shareholders are advised by the Board to exercise caution when dealing in the securities 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, Ms. Lin Hongying and Mister Xie Xionghui as executive directors, Mister Li Jian as non-executive director, and Messrs. Mao Jingwen, Li Changqing, He Fulong, Suen Man Tak and Bo Shao Chuan as independent non-executive directors.

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

21 October 2022, Fujian, the PRC

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