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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)

Announcement in relation to the Plan of Repurchasing A Shares Through Centralised Price Bidding for Employee Stock Ownership Scheme or Share Incentive

This announcement is made by Zijin Mining Group Co., Ltd.* (the “Company”) pursuant to Rule 13.09(2)(a) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

Important notes:

- **Type of shares proposed to be repurchased (the “Repurchase” or “Repurchase of A Shares”):** The Renminbi-denominated ordinary shares (A Shares) issued by the Company (the “Repurchased A Shares”).
- **Purpose of the proposed Repurchase:** The Repurchased A Shares will be used for the implementation of employee stock ownership scheme or share incentive of the Company. If the Company fails to use up the Repurchased A Shares within 36 months after the completion of implementation of the Repurchase, the unused Repurchased A Shares will be cancelled.
- **Total amount of funds for the proposed Repurchase:** No less than RMB250 million (RMB250 million inclusive) and no more than RMB500 million (RMB500 million inclusive).
- **Repurchase period of the proposed Repurchase (the “Repurchase Period”):** The Repurchase Period shall be no more than 12 months from the date on which the board of directors of the Company (the “Board”) considered and approved the repurchase plan of A Shares (the “Repurchase Plan”).
- **Repurchase price:** Not exceed RMB8.50 per A Share (RMB8.50 per A Share inclusive). Such price shall not exceed 150% of the average trading price of the Company’s A Shares for the 30 trading days prior to the date on which the Board considered and approved the proposal in relation to the Repurchase.
- **Source of funds for the Repurchase:** Self-owned funds of the Company.
- **Whether the relevant shareholders have plans to decrease their shareholdings in the Company:** Upon written inquiry by the Company, the directors (the “Directors”), supervisors, senior management, controlling shareholder, actual controller and shareholders holding more than 5% of the shares of the Company confirmed that they have no plans to decrease their shareholdings in the Company in the next 3

or 6 months. If the relevant parties propose to implement any plans to increase or decrease their shareholdings in the Company in the future, the Company will discharge its information disclosure obligations in a timely manner in strict accordance with the stipulations of the relevant laws, regulations and regulatory documents issued by the China Securities Regulatory Commission (the “CSRC”) and the Shanghai Stock Exchange.

● **Relevant risks warning:**

1. The price of the Company’s A Shares may continuously exceed the maximum repurchase price during the Repurchase Period, which leads to a risk of failure in the implementation or partial implementation of the Repurchase Plan;
2. If there is any significant change in the Company’s production and operation, financial status and objective external conditions, or the Board decides to terminate the Repurchase Plan, there may be a risk of failure in the implementation of the Repurchase;
3. If the employee stock ownership scheme or share incentive of the Company fails to get the approval from the Board, the shareholders’ general meeting of the Company or other decision-making authorities, the participants of the share incentive or employee stock ownership scheme surrender their rights of subscription, the Repurchased A Shares in the specific accounts fail to be transferred to the employee stock ownership scheme or participants of share incentive before the expiry of the holding period, etc., there may be a risk that the Repurchased A Shares will fail to be granted in full, and there may be a further risk that the Repurchased A Shares which are not yet granted may be cancelled.

The Company will implement the Repurchase at the appropriate timing according to the market conditions within the Repurchase Period, and discharge its information disclosure obligations according to the progress of the Repurchase in a timely manner. Investors are advised to pay attention to investment risks.

Pursuant to the relevant laws, regulations and regulatory documents, the Company proposed to repurchase the Company’s issued A Shares through centralised price bidding as a source of the A Shares for the Company’s employee stock ownership scheme and share incentive. Specific details are as follows:

I. Consideration and implementation procedures of the Repurchase Plan

On 21 October 2022, the Company convened the thirteenth meeting of the seventh term of the Board, at which the proposal in relation to the Repurchase Plan of the Company’s A Shares through centralised price bidding was considered and approved. The independent Directors of the Company have issued independent opinions on such matter. Pursuant to the stipulations of the articles of association of the Company (the “Articles of Association”), the Repurchase Plan is only required to be passed by the Board at a Board meeting attended by more than two-thirds of the Directors. It is not required to be tabled to the shareholders’ general meeting of the Company for consideration.

II. Major contents of the Repurchase Plan

(I) Purpose of the Repurchase of the Company

The Repurchase Plan is based on the Company's confidence in its future development prospects and high recognition of the Company's value, and with the aims to safeguard the legitimate rights and interests of general investors, enhance investor confidence, further improve the Company's long-term incentive mechanism, fully mobilise the devotion of the Company's management team, core and outstanding employees, and improve team cohesion and competitiveness. Upon a comprehensive consideration of the Company's operating status, business development prospects, financial status and future profitability, the Company proposed to use its own funds to repurchase certain A Shares issued by the Company domestically for the implementation of employee stock ownership scheme or share incentive. The subsequent subscription funds for the employee stock ownership scheme and share incentive will mainly come from the current performance bonuses of the Company's core management personnel. If the Company fails to use up the Repurchased A Shares within 36 months after the completion of implementation of the Repurchase, the unused Repurchased A Shares will be cancelled.

(II) Type of shares proposed to be repurchased: The Renminbi-denominated ordinary shares (A Shares) issued by the Company.

(III) Method of the proposed Repurchase: Through centralised price bidding at the stock trading system of the Shanghai Stock Exchange.

(IV) Repurchase Period:

1. The Repurchase Period shall be no more than 12 months from the date on which the Board considered and approved the Repurchase Plan.
2. If the following conditions are met, the Repurchase Period will expire in advance:
 - (1) If the amount of funds used for the Repurchased reaches RMB500 million during the Repurchase Period, the implementation of the Repurchase Plan will be completed, that is, the Repurchase Period will expire in advance from such date;
 - (2) If the Board resolves to terminate the Repurchase Plan, the Repurchase Period will expire in advance from the date on which the Board resolves to terminate the Repurchase Plan.
3. Based on the authorisation of the Board, the management of the Company will make Repurchase decisions and implement them at the appropriate timing according to the market conditions within the Repurchase Period. The Company is not allowed to repurchase the A Shares during the following periods:
 - (1) Within 10 days before the announcement of the Company's annual report, interim report or quarterly report. If the announcement date of periodic report is postponed due to special reasons, it shall be counted from the tenth day before the original announcement date to the date before the announcement;

- (2) Within 10 trading days before the announcement on estimated operating results or preliminary results;
- (3) From the date of occurrence of major events that may have relative material impact on the Company's stock price or during the decision-making process, to the date such events are disclosed pursuant to the laws; or
- (4) Other circumstances stipulated by the CSRC and the Shanghai Stock Exchange.

If there are any newly issued supervisory regulations which adjust the prohibition periods of the Repurchase, the Company will implement the Repurchase pursuant to the adjusted new regulations.

4. During the Repurchase Period, if the Company's A Shares are suspended from trading for more than 10 consecutive trading days due to the planning of major events, the implementation of the Repurchase Plan will be postponed, and disclosure will be made in a timely manner after the resumption of trading.

(V) Use and number of the proposed Repurchased A Shares, proportion to the Company's total share capital and total amount of funds

| Use of the Repurchased A Shares | Proposed total amount of funds for the Repurchase (RMB million) | Estimated number of the Repurchased A Shares based on the maximum repurchase price (million shares) | Approximate proportion to the Company's total share capital (%) | Implementation period of the Repurchase |
|---|--|--|--|--|
| To be used in the employee stock ownership scheme or share incentive of the Company | 250-500 | 29.4118-58.8235 | 0.11-0.22 | 12 months from the date on which the Repurchase Plan is considered and approved by the Board |

Total amount of funds for the Repurchase: Not lower than RMB250 million (RMB250 million inclusive) and not more than RMB500 million (RMB500 million inclusive).

Number of the Repurchased A Shares: Based on the upper limit of the amount of funds for the Repurchase (i.e., RMB500 million) and the maximum repurchase price (i.e., RMB8.50 per A Share), the number of the Repurchased A Shares is approximately 58.8235 million, and the Repurchased A Shares account for approximately 0.22% of the total share capital of the Company. Based on the lower limit of the amount of funds for the Repurchase (i.e., RMB250 million) and the maximum repurchase price (i.e., RMB8.50 per A Share), the number of the Repurchased A Shares is approximately 29.4118 million, and the Repurchased A Shares account for approximately 0.11% of the total share capital of the Company. The specific number of the Repurchased A Shares is subject to the actual number of the Repurchased A Shares at the expiry of the Repurchase Period.

During the Repurchase Period, if the Company implements any ex-entitlement and ex-dividend events

including conversions of capital reserve into share capital, distributions of bonus shares or cash dividend, subdivisions of shares and consolidations of shares, the Company will correspondingly adjust the number of the Repurchased A Shares from the dates of the ex-entitlement or ex-dividend events pursuant to the relevant stipulations of the CSRC and the Shanghai Stock Exchange.

(VI) Repurchase price

The repurchase price shall not exceed RMB8.50 per A Share (RMB8.50 per A Share inclusive). Such price shall not exceed 150% of the average trading price of the Company's A Shares for the 30 trading days prior to the date on which the Board considered and approved the proposal in relation to the Repurchase Plan. The specific repurchase price shall be determined based on the stock price in the secondary market and the financial and operating status of the Company comprehensively.

During the Repurchase Period, if the Company implements any ex-entitlement and ex-dividend events including conversions of capital reserve into share capital, distributions of bonus shares or cash dividend, subdivisions of shares and consolidations of shares, the Company will correspondingly adjust the maximum repurchase price from the dates of the ex-entitlement or ex-dividend events pursuant to the relevant stipulations of the CSRC and the Shanghai Stock Exchange.

(VII) Total amount and source of funds for the Repurchase

1. The total amount of funds for the Repurchase shall be no less than RMB250 million (RMB250 million inclusive) and no more than RMB500 million (RMB500 million inclusive), subject to the actual total amount of funds used at the end of the Repurchase.
2. The source of funds for the Repurchase shall be the self-owned funds of the Company.

(VIII) Expected changes in the Company's shareholding structure after the Repurchase

1. Based on the lower limit (i.e., RMB250 million, RMB250 million inclusive) and upper limit (i.e., RMB500 million, RMB500 million inclusive) of the amount of funds for the Repurchase and the maximum repurchase price (i.e., RMB8.50 per A Share), assumed that all the Repurchased A Shares are used for employee stock ownership scheme or share incentive and are all locked, the expected changes in the Company's shareholding structure are as follows:

| Type of share | Before the Repurchase | | After Repurchase at the upper limit of the amount of funds | | After Repurchase at the lower limit of the amount of funds | |
|---|----------------------------|----------------|--|----------------|--|----------------|
| | Number of shares (million) | Proportion | Number of shares (million) | Proportion | Number of shares (million) | Proportion |
| Shares subject to trading moratorium (A Shares) | 97.6906 | 0.37% | 156.5141 | 0.59% | 127.1024 | 0.48% |
| Shares not subject to trading moratorium (A Shares) | 20,494.6816 | 77.84% | 20,435.8581 | 77.62% | 20,465.2699 | 77.73% |
| H Shares | 5,736.94 | 21.79% | 5,736.94 | 21.79% | 5,736.94 | 21.79% |
| Total number of shares | 26,329.3122 | 100.00% | 26,329.3122 | 100.00% | 26,329.3122 | 100.00% |

Note: The impact of other factors has not been taken into account in the abovementioned changes. The specific number of the Repurchased A Shares is subject to the actual number of A Shares repurchased at the expiry of the Repurchase Period.

(IX) Management’s analysis on the impact of the Repurchase on the Company’s daily operation, financial status, research and development, profitability, debt repayment capacity, future development and maintenance of listing status

As at 30 June 2022, the total assets, net assets attributable to owners of the listed company, cash and cash equivalents and retained earnings of the Company amounted to RMB271.5668247 billion, RMB77.4678527 billion, RMB19.5955738 billion and RMB47.345977 billion, respectively (unaudited). Based on the upper limit of the amount of funds for the Repurchase (i.e., RMB500 million), the amount of funds for the Repurchase accounts for approximately 0.18% of the total assets, approximately 0.65% of the net assets attributable to owners of the listed company and 2.55% of the cash and cash equivalents of the Company, respectively. The Company has the capacity to pay the amount of funds for the Repurchase.

Based on the operation, financial status and future development of the Company, the Company’s management is of the view that the Repurchase will not result in any material impact on the operation, financial status and future development of the Company. The Repurchase Plan, upon the completion of implementation, will not result in the Company’s failure to meet the listing requirements on shareholding distribution and its listing status. Upon the completion of the Repurchase, the controlling shareholder of the Company will remain the largest shareholder of the Company, and there will be no changes in the controlling power of the Company.

(X) Opinions of the independent Directors on the matters relating to the compliance, necessity, rationality and feasibility of the Repurchase Plan

The independent Directors of the Company issued their independent opinions as follows:

1. The Company's Repurchase complies with the stipulations of the Company Law of the People's Republic of China, Securities Law of the People's Republic of China, Opinions on Supporting Listed Companies to Repurchase Shares, Rules for Share Repurchase of Listed Companies, Guidelines No. 7 for Self-Regulatory Supervision on Listed Companies of the SSE - Share Repurchase and other laws, regulations and regulatory documents as well as the Articles of Association. The voting procedures at the Board meeting which the Repurchase Plan was considered and approved comply with the provisions of the laws, regulations and relevant rules and guidelines. The Repurchase Plan and the consideration procedures are lawful and compliant.
2. The implementation of the Repurchase of the Company is conducive to protecting the interests of all shareholders, enhancing investors' confidence on investing in the Company and raising the recognition of the Company's value. Using the Repurchased A Shares for the Company's employee stock ownership scheme or share incentive will further improve the Company's long-term incentive mechanism, which is beneficial for mobilising the devotion of the Company's staff and enhancing investors' confidence in the Company's future prospects. The Repurchase is necessary.
3. The Company proposed to use its self-owned funds for the Repurchase. The price range of the Repurchase is reasonable. The Repurchase will not have any material impact on the operation, financial status and future development of the Company, and will not affect the Company's listing status. The Repurchase is feasible.
4. The Repurchase is conducted through centralised price bidding. It will not prejudice the interests of the Company and all of its shareholders, especially the interests of the minority shareholders.

In conclusion, the independent Directors are of the view that the Repurchase Plan and the consideration procedures are lawful and compliant. The Repurchase is necessary and feasible, and is in line with the interests of the Company and all of its shareholders. The independent Directors agree on the Repurchase Plan.

(XI) Explanation on whether the Directors, supervisors, senior management, controlling shareholder and actual controller of the Company had bought or sold the Company's A Shares within 6 months before the Board approved the proposal in relation to the Repurchase, whether they have any conflicts of interest with the Repurchase Plan and whether there are any insider trading, market manipulation or plans to increase or decrease their shareholdings in the Company during the Repurchase Period:

According to the self-examination of the Company, within 6 months before the Board approved the proposal in relation to the Repurchase, Mr. Chen Jinghe, the chairman of the Company, increased his shareholding in the Company by acquiring a total of 2,000,000 A Shares from 24 May 2022 to 25 May 2022; Mr. Zheng

Youcheng, a senior management of the Company, increased his shareholding in the Company by acquiring 67,000 A Shares on 25 May 2022; Mr. Long Yi, a senior management of the Company, increased his shareholding in the Company by acquiring 100,000 A Shares on 1 June 2022; Mr. Que Chaoyang, a senior management of the Company, increased his shareholding in the Company by acquiring 101,400 A Shares on 1 June 2022; and Mr. Wu Honghui, a senior management of the Company, increased his shareholding in the Company by acquiring 50,000 A Shares on 2 June 2022.

Except the abovementioned situation, the Directors, supervisors, senior management, controlling shareholder and actual controller of the Company did not buy or sell the Company's A Shares within 6 months before the Board approved the proposal in relation to the Repurchase. There are no conflicts of interest with the Repurchase Plan, and there are no insider trading or market manipulation. There are no plans to increase or decrease their shareholdings in the Company during the Repurchase Period.

(XII) The Company's inquiry on whether the Directors, supervisors, senior management, controlling shareholder, actual controller and shareholders holding more than 5% of shares of the Company have any plans to decrease their shareholdings in the Company in the next 3 or 6 months

On 18 October 2022, the Company sent written inquiries to all Directors, supervisors, senior management, controlling shareholder, actual controller and shareholders holding more than 5% of the shares of the Company to inquire whether they have any plans to decrease their shareholdings in the Company in the next 3 or 6 months.

As at 21 October 2022, the Directors, supervisors, senior management, controlling shareholder, actual controller and shareholders holding more than 5% of the shares of the Company replied that they have no plans to decrease their shareholdings in the Company in the next 3 or 6 months. If the relevant parties have any plans to increase or decrease their shareholdings in the Company in the future, the Company will discharge its information disclosure obligations in a timely manner in strict accordance with the stipulations of the relevant laws, regulations and relevant rules of the CSRC and the Shanghai Stock Exchange.

(XIII) Relevant arrangements for the cancellation or transfer of the Repurchased A Shares pursuant to the laws after the Repurchase and the relevant arrangements to protect the interests of the creditors of the Company

The Repurchase will not affect the normal operation of the Company and will not lead to insolvency of the Company.

All Repurchased A Shares will be used for the implementation of employee stock ownership scheme or share incentive of the Company. The Nomination and Remuneration Committee of the Board will formulate a draft share incentive or employee stock ownership scheme as soon as possible and submit it to the Board and the shareholders' general meeting for consideration. The Company will discharge its disclosure obligations and

perform the corresponding procedures in a timely manner.

After the completion of the Repurchase, if the Repurchased A Shares are not used for the abovementioned purpose within the time limit stipulated by the relevant laws and regulations, the portion of A Shares not yet transferred will be cancelled in accordance with the laws, and the Company's registered share capital will be reduced accordingly. In this case, the Company will, after the proposal in relation to cancellation of the Repurchased A Shares has been approved at the shareholders' general meeting, notify the creditors on the matters in relation to the cancellation of shares and reduction of share capital, and carry out other legal procedures and discharge its disclosure obligations in accordance with the Company Law of the People's Republic of China to fully protect the legitimate rights and interests of the creditors.

(XIV) The specific authorisation from the Board to the management to handle the matters relating to the Repurchase

In order to ensure a successful implementation of the Repurchase, the Board authorises the Company's management to have full authority to handle the matters relating to the Repurchase within the scope of the laws and regulations and in accordance with the principle of protecting the interests of the Company and its shareholders to the greatest extent. The content and scope of authorisation include but not limited to:

1. within the scope stipulated by the laws and regulations, formulate the specific Repurchase Plan according to the conditions of the Company and the market;
2. if the regulatory authorities change the relevant conditions for the Repurchase of A Shares or there are any changes in the market conditions, the authorised management of the Company has the authority to make the corresponding changes on the specific Repurchase Plan and other related matters, except for the matters that are required to be reapproved by the Board as stipulated in the relevant laws, regulations and the Articles of Association;
3. handle the relevant approval matters, including but not limited to authorisation, signing, execution, modification, and completing all necessary documents, contracts, agreements and covenants relating to the Repurchase;
4. set up special securities accounts for the Repurchase and handle other related matters;
5. determine the time, price and number of the Repurchase, and implement the Repurchase Plan according to the actual situation during the Repurchase Period;
6. decide whether to engage relevant intermediaries (if necessary); and

7. handle other matters that are not listed herein but necessary for the Repurchase.

The authorisation will start from the date the Board considered and approved the Repurchase and end on the date the relevant authorised matters are completed.

III. Risk of uncertainty of the Repurchase Plan

1. The price of the Company's A Shares may continuously exceed the maximum repurchase price during the Repurchase Period, which leads to a risk of failure in the implementation or partial implementation of the Repurchase Plan;
2. If there is any significant change in the Company's production and operation, financial status and objective external conditions, or the Board decides to terminate the Repurchase Plan, there may be a risk of failure in the implementation of the Repurchase;
3. If the employee stock ownership scheme or share incentive of the Company fails to get the approval from the Board, the shareholders' general meeting of the Company or other decision-making authorities, the participants of the employee stock ownership scheme or share incentive surrender their rights of subscription, the Repurchased A Shares in the specific accounts fail to be transferred to the employee stock ownership scheme or participants of share incentive before the expiry of the holding period, etc., there may be a risk that the Repurchased A Shares will fail to be granted in full, and there may be a further risk that the Repurchased A Shares which are not yet granted may be cancelled.

The Company will implement the Repurchase at the appropriate timing according to the market conditions within the Repurchase Period, and discharge its information disclosure obligations according to the progress of the Repurchase in a timely manner. Investors are advised to pay attention to investment risks.

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

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*