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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 Satisfaction of the Unlocking Conditions for the First Unlocking Period of the Restricted A Shares under the First Grant of the Restricted A Share Incentive Scheme for 2020

Important notes:

- The first Unlocking Period of the Restricted A Shares under the First Grant of the Restricted A Share Incentive Scheme for 2020 (the "Incentive Scheme") of Zijin Mining Group Co., Ltd.* (the "Company") will expire on 27 January 2023. The corresponding Unlocking Conditions have been satisfied.
- A total of 663 Participants under the Incentive Scheme satisfy the Unlocking Conditions, and the total number of the Restricted A Shares eligible to be unlocked is 30,617,598 (the actual number registered at the China Securities Depository and Clearing Company Limited Shanghai Branch shall prevail), representing 0.12% of the total number of the Shares of the Company.
- The Company shall make separate announcements upon the completion of the application procedures for the matters relating to unlocking the Restricted A Shares and prior to the listing and trading of such A Shares. Investors should pay attention to the disclosures made.

References are made to (i) the Announcement in relation to Proposed Adoption of the Restricted A Share Incentive Scheme and the Connected Transaction in relation to Grant of Restricted A Shares to the Connected Participants under the Incentive Scheme dated 17 November 2020; (ii) the Announcement in relation to Amendment to the Restricted A Share Incentive Scheme for 2020 (Draft) and Its Summary dated 11 December 2020; (iii) the announcements in relation to the poll results of the relevant resolutions in respect of the approval of the Restricted A Share Incentive Scheme at the extraordinary general meeting and the class meetings dated 29 December 2020 and 11 January 2021, respectively; (iv) the Announcement in relation to the Grant of Restricted A Shares to the Participants of the Incentive Scheme dated 13 January 2021; (v) the Announcement in relation to Results of the Grant under the Restricted A Share Incentive Scheme for 2020 dated 1 February 2021; (vi) the Announcement in relation to the Grant of Reserved Restricted A Shares to the Participants under the Incentive Scheme dated 15 November 2021; and (vii) the Announcement in relation to Results of the Grant of the Reserved Portion under the Restricted A Share Incentive Scheme for 2020 dated 9 December 2021 (the "Announcements"); and (viii) the circular dated 11 December 2020 (the "Circular") of the Company. Unless otherwise indicated, capitalised terms used in this announcement shall have the same meanings as defined in the Announcements and the Circular.

At the first extraordinary meeting in 2023 of the eighth term of the Board convened by the Company on 6 January 2023, the proposal in relation to satisfaction of the Unlocking Conditions for the first Unlocking Period of the Restricted A Shares under the First Grant of the Restricted A Share Incentive Scheme for 2020 was considered and approved. Mr. Chen Jinghe, Mr. Zou Laichang, Mr. Lin Hongfu, Ms. Lin Hongying, Mr. Xie Xionghui and Mr. Wu Jianhui, being the Directors of the Company and the Participants under the Incentive Scheme, abstained from voting on such proposal. The remaining 7 Directors participated in the voting and unanimously approved the proposal. Independent Directors expressed an agreed opinion.

At the first extraordinary meeting in 2023 of the eighth term of the Supervisory Committee convened by the Company on 6 January 2023, the proposal in relation to satisfaction of the Unlocking Conditions for the first Unlocking Period of the Restricted A Shares under the First Grant of the Restricted A Share Incentive Scheme for 2020 was considered and approved. The 5 Supervisors participated in the voting and unanimously approved the proposal.

Explanations on the relevant particulars are as follows:

I. The relevant approval procedures implemented for the Restricted A Share Incentive Scheme

The Restricted A Share Incentive Scheme for 2020 of the Company implemented the relevant approval procedures pursuant to the regulations. For details, please refer to the Company's announcements disclosed on the website of the Shanghai Stock Exchange dated 18 November 2020, 21 November 2020, 12 December 2020, 22 December 2020, 30 December 2020, 12 January 2021, 14 January 2021, 2 February 2021, 16 November 2021, 10 December 2021, 13 January 2022 and 22 November 2022.

II. Explanation on the satisfaction of the Unlocking Conditions for the first Unlocking Period of the Restricted A Shares under the First Grant of the Incentive Scheme

Pursuant to the stipulations in the Company's Restricted A Share Incentive Scheme for 2020 (Revised Draft) (the "Incentive Scheme"), the Unlocking Conditions for the first Unlocking Period of the Restricted A Shares under the First Grant of the Incentive Scheme have been satisfied. Specific details are as follows:

(I) The Lock-up Period is about to expire

Pursuant to the stipulations of the Incentive Scheme, the first Unlocking Period of the Restricted A Shares under the First Grant of the Incentive Scheme commenced from the first trading day after the expiry of the 24-month period from the date of completion of registration of the Restricted A Shares under the First Grant and will end on the last trading day of the 36-month period from the date of completion of registration of the Restricted A Shares under the First Grant. The proportion of the Restricted A Shares to be unlocked is 33% of the total number of the Restricted A Shares granted.

The registration of the Restricted A Shares under the First Grant of the Incentive Scheme was completed on 28 January 2021. The first Lock-up Period of the Restricted A Shares under the First Grant of the Incentive Scheme will expire on 27 January 2023.

(II) The Unlocking Conditions have been satisfied

Pursuant to the stipulations of the Incentive Scheme, during the Unlocking Period, the Restricted A Shares

granted to the Participants under the Incentive Scheme can only be unlocked if the following conditions are all satisfied:

Unlocking Conditions	Status of satisfaction
<p>(I) There is no occurrence of any of the following on the part of the Company:</p> <ol style="list-style-type: none"> 1. issuance of an auditors' report with an adverse opinion or a disclaimer of opinion by certified public accountants in respect of the Company's financial accounting report for the most recent accounting year; 2. issuance of an auditors' report with an adverse opinion or a disclaimer of opinion by certified public accountants in respect of the Company's internal control over financial reporting for the most recent accounting year; 3. failure to carry out profit distribution in accordance with the laws and regulations, the Articles of Association or public undertakings during the most recent 36 months after listing; 4. prohibition from implementation of any equity incentives by applicable laws and regulations; and 5. any other circumstances as prescribed by the CSRC. 	<p>There is no occurrence of any of the aforesaid events of the Company. Such Unlocking Conditions are satisfied.</p>
<p>(II) A Participant shall not be a person who:</p> <ol style="list-style-type: none"> 1. has been deemed as an inappropriate candidate by the Stock Exchange in the last 12 months; 2. has been deemed as an inappropriate candidate by the CSRC or any of its dispatch agencies in the last 12 months; 3. has been imposed with administrative penalties or a ban from entry into the securities market by the CSRC or any of its dispatch agencies due to material breach of laws and regulations in the last 12 months; 4. is prohibited from acting as a director or a member of the senior management of a company under the Company Law; 5. is not allowed to participate in any equity incentives 	<p>There is no occurrence of any of the aforesaid events of the Participants. Such Unlocking Conditions are satisfied.</p>

<p>of a listed company under laws and regulations; or</p> <p>6. falls under any other circumstances as prescribed by the CSRC.</p>	
<p>(III) Performance appraisal requirements at company and individual level</p> <p>The performance appraisal targets for the first Unlocking Period of the Restricted A Shares under the First Grant of the Incentive Scheme:</p> <ol style="list-style-type: none"> 1. On the basis of the operating results for 2019, the annual compound growth rate of net profit for 2021 shall not be lower than 25% as well as the industry average level or the 75th percentile of the benchmarking enterprises; 2. On the basis of the operating results for 2019, the annual compound growth rate of return on net assets for 2021 shall not be lower than 10% as well as the industry average level or the 75th percentile of the benchmarking enterprises; 3. Debt-to-asset ratio as at the end of 2021 shall not be higher than 65%; 4. Performance appraisal of such Participant for 2021 shall be grade B or above. <p>(Note: For the abovementioned indicators, net profit refers to net profit attributable to owners of the parent after deduction of non-recurring profits and losses; return on net assets refers to the weighted average return on net assets after deduction of non-recurring profits and losses. The calculation of the abovementioned appraisal indicators shall exclude the incentive costs incurred by the implementation of the Incentive Scheme. During the validity period of the Incentive Scheme, in case of allotment of Shares, rights issue or other events that would result in a change in the Company's net assets, the changes in net assets and income arising therefrom shall be excluded during the appraisal.)</p>	<p>The performance appraisal targets at company and individual level for the first Unlocking Period of the Restricted A Shares under the First Grant of the Incentive Scheme are satisfied:</p> <ol style="list-style-type: none"> 1. On the basis of the operating results for 2019, the annual compound growth rate of net profit for 2021 was 92.94%, which was higher than 25% as well as the industry average level of the benchmarking enterprises of 39.06%; 2. On the basis of the operating results for 2019, the annual compound growth rate of return on net assets for 2021 was 49.80%, which was higher than 10% as well as the industry average level of 23.50%; 3. Debt-to-asset ratio as at the end of 2021 was 55%, which was lower than the target value of 65%; 4. The performance appraisal for 2021 of the 663 Participants granted the Restricted A Shares under the First Grant were grade B or above. <p>(Note: listed companies in the same industry are all A Share listed companies in the category of "non-ferrous metal mining and processing industry" classified by the CSRC, excluding "ST (special treatment) Companies". As at 31 December 2022, Gansu Ronghua Industry Group Company Ltd. was a "ST Company", therefore, it was excluded from the list of industry samples of listed companies in the same industry.)</p>

In conclusion, the first Lock-up Period of the Restricted A Shares under the First Grant of the Restricted A Share Incentive Scheme is about to expire. The Unlocking Conditions have been satisfied.

III. Status of the Restricted A Shares to be unlocked this time

A total 663 Participants under the Incentive Scheme satisfy the Unlocking Conditions. The number of the Restricted A Shares eligible to be unlocked represents 33% of the total number of the Restricted A Shares granted under the First Grant, i.e., 30,617,598 (the actual number registered at the China Securities Depository and Clearing Company Limited Shanghai Branch shall prevail), representing 0.12% of the total number of the Shares of the Company. Details are as follows:

Name	Position	Total number of Restricted A Shares granted under the First Grant (million A Shares)	Number of Restricted A Shares eligible to be unlocked this time (million A Shares)	Proportion of the number of Restricted A Shares eligible to be unlocked this time to the Restricted A Shares granted	Outstanding number of Restricted A Shares yet to be unlocked (million A Shares)
Chen Jinghe	Chairman	1.10	0.3630	33%	0.7370
Zou Laichang	Vice-chairman, president	1.10	0.3630	33%	0.7370
Lin Hongfu	Director, standing vice-president	0.75	0.2475	33%	0.5025
Lin Hongying	Director, vice-president	0.75	0.2475	33%	0.5025
Xie Xionghui	Director, vice-president	0.75	0.2475	33%	0.5025
Wu Jianhu	Director, vice-president	0.45	0.1485	33%	0.3015
Shen Shaoyang	Vice-president	0.75	0.2475	33%	0.5025
Long Yi	Vice-president	0.75	0.2475	33%	0.5025
Que Chaoyang	Vice-president	0.75	0.2475	33%	0.5025
Wu Honghui	Financial controller	0.75	0.2475	33%	0.5025
Zheng Youcheng	Secretary to the Board	0.75	0.2475	33%	0.5025
Wang Chun	Vice-president	0.45	0.1485	33%	0.3015
Liao Yuanhang	Vice-president	0.45	0.1485	33%	0.3015
Other senior and middle-level management, core employees, outstanding youth talents, etc. (650 persons in total)		83.2306	27.466098	33%	55.764502
Total		92.7806	30.617598	33%	62.163002

Note: 95,980,600 Restricted A Shares were granted to 686 Participants under the First Grant of the Incentive Scheme. Due to resignation or changes in their own situations, certain Participants no longer satisfied the stipulations relating to the Participants in the conditions of grant, the Company repurchased and cancelled the 3.2 million Restricted A Shares held by 23 Participants under the Incentive Scheme (in which, a total of 1.82 million A Shares held by 18 Participants under the Incentive Scheme have been

repurchased and a total of 1.38 million A Shares held by 5 Participants under the Incentive Scheme are yet to be repurchased).

Pursuant to the authorisation obtained at the Company's third extraordinary general meeting in 2020, the third A Shareholders' class meeting in 2020 and the third H Shareholders' class meeting in 2020, the Company will carry out the matters relating to the unlocking of the Restricted A Shares of the eligible Participants under the Incentive Scheme pursuant to the relevant provisions of the Incentive Scheme.

Pursuant to the relevant stipulations in the Rules on the Management of Shares Held by the Directors, Supervisors and Senior Management of Listed Companies and the Changes Thereof, Several Provisions on the Reduction of Shares Held by the Shareholders, Directors, Supervisors and Senior Management of Listed Companies, Self-discipline Supervisory Guidance on Listed Companies No. 8 - Management on Changes in Shares, the Shares to be transferred by the Directors and senior management of the Company each year shall not exceed 25% of the total number of Shares held by the Participants; no Shares shall be transferred within 6 months after the Participants have left the office.

IV. Opinion of the independent Directors

The independent Directors expressed the following independent opinion on the proposal in relation to satisfaction of the Unlocking Conditions for the first Unlocking Period of the Restricted A Shares under the First Grant of the Restricted A Share Incentive Scheme for 2020:

1. Pursuant to the relevant provisions of the Incentive Scheme and the Administrative Measures for Implementation of Appraisal for the Restricted A Share Incentive Scheme for 2020, the Unlocking Conditions for the first Unlocking Period of the Restricted A Shares under the First Grant of the Incentive Scheme have been satisfied;
2. The unlocking arrangement of the Company is in compliance with the relevant provisions of the Measures for the Administration of Equity Incentives of Listed Companies, the Incentive Scheme and the Administrative Measures for Implementation of Appraisal for the Restricted A Share Incentive Scheme for 2020. There is no prejudice to the interests of the Company and all Shareholders;
3. The Connected Directors of the Company abstained from voting pursuant to the relevant stipulations. The proposal was voted by unconnected Directors. Pursuant to the authorisation to the Board obtained at the Company's third extraordinary general meeting in 2020, the third A Shareholders' class meeting in 2020 and the third H Shareholders' class meeting in 2020, the consideration and voting procedures in respect of the matters relating to the unlocking were in compliance with the relevant provisions of the prevailing laws and regulations, the Incentive Scheme and the Articles of Association.

In conclusion, the independent Directors agree to unlock a total of 30,617,598 Restricted A Shares granted to the 663 Participants (the actual number registered at the China Securities Depository and Clearing Company Limited Shanghai Branch shall prevail) which have satisfied the Unlocking Conditions for the first Unlocking Period of the Restricted Shares under the First Grant of the Restricted A Share Incentive Scheme for 2020 of the Company pursuant to the relevant stipulations.

V. Opinion of the Supervisory Committee

The Supervisory Committee is of the view that: pursuant to the relevant provisions of the Incentive Scheme and the Administrative Measures for Implementation of Appraisal for the Restricted A Share Incentive Scheme for 2020, and after verification, the Unlocking Conditions for the first Unlocking Period of the Restricted A Shares under the First Grant of the Incentive Scheme for 2020 have been satisfied. Pursuant to the authorisation obtained at the Company's third extraordinary general meeting in 2020, the third A Shareholders' class meeting in 2020 and the third H Shareholders' class meeting in 2020, the Board handles the relevant matters in regards to the unlocking for the 663 Participants who have satisfied the Unlocking Conditions, and a total of 30,617,598 Restricted A Shares are eligible to be applied for unlocking to become listed and tradable (the actual number registered at the China Securities Depository and Clearing Company Limited Shanghai Branch shall prevail). Such matters were in compliance with the relevant provisions of the prevailing laws and regulations, the Incentive Scheme and the Articles of Association. There is no prejudice to the interests of the Company and all Shareholders. The Supervisory Committee agrees that the Company shall handle the relevant unlocking procedures for the Participants subsequently.

VI. Conclusion of the legal opinion

Fujian Zenith Law Firm is of the view that: the Unlocking Conditions for the first Unlocking Period of the Restricted A Shares under the First Grant of the Incentive Scheme of the Company have been satisfied, it was in compliance with the stipulations of the Administrative Measures and the relevant laws, regulations, regulatory documents and the arrangement of the Incentive Scheme of the Company, and the necessary decision-making procedures as at the date of issuance of this legal opinion have been carried out. The unlocking matter is still subject to the handling of information disclosure, registration and settlement matters pursuant to the stipulations of the Administrative Measures and other relevant laws, regulations and regulatory documents.

This announcement is written 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), Zou Laichang, Lin Hongfu, Ms. Lin Hongying, Messrs. Xie Xionghui and Wu Jianhui as executive directors, Mister Li Jian as non-executive director, and Messrs. He Fulong, Mao Jingwen, Li Changqing, Suen Man Tak, Bo Shao Chuan and Ms. Wu Xiaomin as independent non-executive directors.

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

8 January 2023, Fujian, the PRC

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