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**ZHAO JIN**

**ZHAOJIN MINING INDUSTRY COMPANY LIMITED\***

**招金礦業股份有限公司**

*(a joint stock limited company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 1818)**

**PROPOSED ISSUANCE OF USD DENOMINATED  
GUARANTEED NOTES**

**Unconditionally and irrevocably guaranteed by  
Zhaojin Mining Industry Company Limited**

Zhaojin Mining International Finance Limited (the “**Issuer**”), an indirect wholly-owned subsidiary of Zhaojin Mining Industry Company Limited\* (the “**Company**”), proposes to conduct an offering of guaranteed notes denominated in USD to professional investors only. The Issuer is expected to commence a series of roadshow presentations beginning on or around 22 October 2018 to professional investors. The Notes will only be offered and sold outside the United States in compliance with Regulation S under the Securities Act.

The Notes are expected to be unconditionally and irrevocably guaranteed by the Company.

Credit Suisse Securities (Europe) Limited is the sole global coordinator, a bookrunner and lead manager of the proposed Notes Issue.

Application will be made to the Hong Kong Stock Exchange for listing of, and permission to deal in, the Notes by way of debt issue to professional investors (as defined in the Securities and Futures Ordinance (Cap. 571 of the laws of Hong Kong)) only. A confirmation of eligibility for listing of the Notes has been received from the Hong Kong Stock Exchange. Listing of the Notes on the Hong Kong Stock Exchange is not to be taken as an indication of the merits of the Notes or the Company.

**As no binding agreement in relation to the proposed Notes Issue has been entered into as at the date of this announcement, the proposed Notes Issue may or may not materialise. Completion of the proposed Notes Issue is subject to, among other things, market conditions and investor interest. Investors and shareholders of the Company are urged to exercise caution when dealing in the securities of the Company.**

Further announcement(s) in respect of the proposed Notes Issue will be made by the Company as and when appropriate.

## 1. INTRODUCTION

The Issuer proposes to conduct an offering of guaranteed notes denominated in USD to professional investors only. The Notes are expected to be unconditionally and irrevocably guaranteed by the Company. It is intended that the Notes and the Guarantee will constitute direct, general, unsubordinated, conditional and, subject to the terms and conditions of the Notes, unsecured obligations of the Issuer and the Company respectively.

Completion of the proposed Notes Issue is subject to, among other things, market conditions and investor interest. The size and pricing of the proposed Notes Issue will be determined following a book-building process to be conducted by the sole global coordinator, bookrunner and lead manager of the proposed Notes Issue.

The Issuer is expected to commence a series of roadshow presentations beginning on or around 22 October 2018 to professional investors. The Notes will only be offered and sold outside the United States in compliance with Regulation S under the Securities Act.

Credit Suisse Securities (Europe) Limited is the sole global coordinator, a bookrunner and lead manager of the proposed Notes Issue.

An offering circular which will be distributed to prospective investors of the Notes will contain, amongst other things, details of the proposed Notes Issue, the terms and conditions of the Notes and risk factors relating to the Group and the investment in the Notes.

## 2. PROPOSED USE OF NET PROCEEDS

The net proceeds of the proposed Notes Issue will be used for refinancing existing indebtedness and general corporate purposes.

### 3. LISTING

Application will be made to the Hong Kong Stock Exchange for listing of, and permission to deal in, the Notes by way of debt issue to professional investors (as defined in the Securities and Futures Ordinance (Cap. 571 of the laws of Hong Kong)) only. A confirmation of eligibility for listing of the Notes has been received from the Hong Kong Stock Exchange. Listing of the Notes on the Hong Kong Stock Exchange is not to be taken as an indication of the merits of the Notes or the Company.

### 4. GENERAL

As no binding agreement in relation to the proposed Notes Issue has been entered into as at the date of this announcement, the proposed Notes Issue may or may not materialise. Completion of the proposed Notes Issue is subject to, among other things, market conditions and investor interest. Investors and shareholders of the Company are urged to exercise caution when dealing in the securities of the Company.

None of the Notes will be offered to the public in Hong Kong.

Further announcement(s) in respect of the proposed Notes Issue will be made by the Company as and when appropriate.

### 5. DEFINITIONS

In this announcement, unless the context requires otherwise, the following expressions have the following meanings:

“Board”	the board of Directors
“Company”	Zhaojin Mining Industry Company Limited* (招金礦業股份有限公司) (Stock Code: 1818), a joint stock limited company established in the PRC on 16 April 2004, the issued H Shares of which are listed on the main board of the Hong Kong Stock Exchange
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“Guarantee”	the unconditional and irrevocable guarantee of the Notes by the Company
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Issuer”	Zhaojin Mining International Finance Limited, an indirectly wholly-owned subsidiary of the Company
“Listing Rules”	Rules Governing the Listing of Securities on the Hong Kong Stock Exchange
“Notes”	the USD denominated guaranteed notes proposed to be issued by the Issuer, as described in this announcement
“Notes Issue”	the issuance of the Notes by the Issuer
“PRC”	People’s Republic of China, excluding Hong Kong, the Macau Special Administrative Region and Taiwan for the purpose of this announcement only
“Securities Act”	the United States Securities Act of 1933, as amended
“United States”	the United States of America, its territories and possessions, any State of the United States, and the District of Columbia
“USD”	United States dollar, the lawful currency of the United States

By order of the Board  
**Zhaojin Mining Industry Company Limited\***  
**Weng Zhanbin**  
*Chairman*

Zhaoyuan, the PRC, 18 October 2018

*As at the date of this announcement, the Board comprises three executive Directors, namely Mr. Weng Zhanbin, Mr. Dong Xin and Mr. Wang Ligang; four non-executive Directors, namely Mr. Xu Xiaoliang, Mr. Liu Yongsheng, Mr. Yao Ziping and Mr. Gao Min; and four independent non-executive Directors, namely Ms. Chen Jinrong, Mr. Choy Sze Chung Jojo, Mr. Wei Junhao and Mr. Shen Shifu.*

\* For identification purpose only