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ZHAOJIN

**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)**

## **ANNOUNCEMENT**

### **VOTING RESULTS OF CLASS MEETINGS**

Reference is made to the circular of Zhaojin Mining Industry Company Limited (the “**Company**”) dated 30 October 2019 (the “**Circular**”). Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Circular.

The Domestic Share Class Meeting and H Share Class Meeting (collectively, “**Class Meetings**”) of the Company were held at the conference room of the Company at No. 299 Jinhui Road, Zhaoyuan City, Shandong Province, the PRC on Thursday, 14 November 2019 at 10:00 a.m. and 10:30 a.m., respectively. The convening of the Class Meetings was in accordance with the requirements of the Company Law of the PRC and the Articles of Association.

## VOTING RESULTS OF THE DOMESTIC SHARE CLASS MEETING

As at the date of the Domestic Share Class Meeting, the total number of issued Domestic Shares of the Company was 2,171,481,195 Shares. All holders of such Domestic Shares are entitled to attend and vote for or against the resolution proposed at the Domestic Share Class Meeting, save and except for Zhaojin Group and its associates, which hold 1,137,481,195 Domestic Shares and represent approximately 35.32% of the issued share capital of the Company as at the date of the Domestic Share Class Meeting, and were required to and did abstain from voting at the Domestic Share Class Meeting in respect of the special resolution as set out in the notice of the Domestic Share Class Meeting dated 27 September 2019 (the “**Notice of the Domestic Share Class Meeting**”). Shareholders of the Company holding an aggregate of 2,171,481,195 Domestic Shares, representing 100% of issued Domestic Shares of the Company, attended the Domestic Share Class Meeting either in person or by proxy. There were no Domestic Shares in respect of which their holders were entitled to attend and vote only against the resolution proposed at the Domestic Share Class Meeting. There were no Domestic Shares entitling the holder to attend the Domestic Share Class Meeting and abstain from voting in favour of the resolution as set out in Rule 13.40 of the Listing Rules. The chairman of the Domestic Share Class Meeting demanded voting by way of poll on the proposed resolution as set out in the Notice of the Domestic Share Class Meeting. Computershare Hong Kong Investor Services Limited, the H Share registrar of the Company, was appointed as the scrutineer at the Domestic Share Class Meeting for the purpose of vote-taking. The proposed resolution was voted by way of a poll according to the Articles of Association and the resolution was duly passed by the attended Domestic Share Shareholders. The voting results at the Domestic Share Class Meeting of the Company are set out as follows:

SPECIAL RESOLUTION		No. of Votes (approximate percentage)		
		For	Against	Abstained
Considered and approved the following as special resolution:				
1.	(a) To approve, confirm and ratify the Transfer Agreement and the transactions contemplated thereunder;	1,034,000,000 (100%)	0 (0%)	0 (0%)
	(b) To grant the Specific Mandates to the Board to allot and issue the Consideration Shares to Zhaojin Group pursuant to the Transfer Agreement; and	1,034,000,000 (100%)	0 (0%)	0 (0%)
	(c) To authorise any executive director(s) of the Company, for and on behalf of the Company, to sign, seal, execute and deliver all such documents and deeds, and do all such acts, matters and things as they may in their discretion consider necessary or desirable to implement and/or effect the transactions contemplated under the Transfer Agreement and the amendment, variation or modification of the terms and conditions of the Transfer Agreement on such terms and conditions as such director(s) may think fit.	1,034,000,000 (100%)	0 (0%)	0 (0%)
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.				

## VOTING RESULTS OF THE H SHARE CLASS MEETING

As at the date of the H Share Class Meeting, the total number of issued H Shares of the Company was 1,049,215,000 Shares. All holders of such H Shares are entitled to attend and vote for or against the resolution proposed at the H Share Class Meeting, save and except for Zhaojin Group and its associates, which hold 28,645,000 H Shares and represent approximately 0.89% of the issued share capital of the Company as at the date of the H Share Class Meeting, and were required to and did abstain from voting at the H Share Class Meeting in respect of the special resolution as set out in the notice of the H Share Class Meeting of the Company dated 27 September 2019 (the “**Notice of the H Share Class Meeting**”). Shareholders of the Company holding an aggregate of 406,778,146 H Shares, representing approximately 38.77% of the issued H Shares of the Company, attended the H Share Class Meeting either in person or by proxy. There were no H Shares in respect of which their holders were entitled to attend and vote only against the resolution proposed at the H Share Class Meeting. There were no H Shares entitling the holder to attend the H Share Class Meeting and abstain from voting in favour of the resolution as set out in Rule 13.40 of the Listing Rules. The chairman of the H Share Class Meeting demanded voting by way of poll on the proposed resolution as set out in the Notice of the H Share Class Meeting. Computershare Hong Kong Investor Services Limited, the H Share registrar of the Company, was appointed as the scrutineer at the H Share Class Meeting for the purpose of vote-taking. The proposed resolution was voted by way of a poll according to the Articles of Association and the resolution was duly passed by the attended H Share Shareholders. The voting results at the H Share Class Meeting of the Company are set out as follows:

SPECIAL RESOLUTION		No. of Votes (approximate percentage)		
		For	Against	Abstained
Considered and approved the following as special resolution:				
1.	(a) To approve, confirm and ratify the Transfer Agreement and the transactions contemplated thereunder;	396,393,997 (97.447221%)	10,336,049 (2.540954%)	48,100 (0.011825%)
	(b) To grant the Specific Mandates to the Board to allot and issue the Consideration Shares to Zhaojin Group pursuant to the Transfer Agreement; and	396,393,997 (97.447221%)	10,336,049 (2.540954%)	48,100 (0.011825%)

SPECIAL RESOLUTION		No. of Votes (approximate percentage)		
		For	Against	Abstained
(c)	To authorise any executive director(s) of the Company, for and on behalf of the Company, to sign, seal, execute and deliver all such documents and deeds, and do all such acts, matters and things as they may in their discretion consider necessary or desirable to implement and/or effect the transactions contemplated under the Transfer Agreement and the amendment, variation or modification of the terms and conditions of the Transfer Agreement on such terms and conditions as such director(s) may think fit.	396,393,997 (97.447221%)	10,336,049 (2.540954%)	48,100 (0.011825%)
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.				

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

Zhaoyuan, the PRC, 14 November 2019

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

\* For identification purpose only