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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 THE 2019 SECOND EXTRAORDINARY GENERAL MEETING

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 2019 second extraordinary general meeting of the Company (the “**EGM**”) was held at the conference room of the Company at No. 299 Jinhui Road, Zhaoyuan City, Shandong Province, the PRC at 9:00 a.m. on Thursday, 14 November 2019. The convening of the EGM was in accordance with the requirements of the Company Law of the PRC and the Articles of Association.

VOTING RESULTS OF THE EGM

As at the date of the EGM, the total issued Shares of the Company was 3,220,696,195 Shares.

The holders of all such Shares were entitled to attend and vote for or against all the resolutions proposed at the EGM, save and except for Zhaojin Group and its associates, which hold 1,166,126,195 Shares and represent approximately 36.21% of the issued share capital of the Company as at the date of the EGM, and were required to and did abstain from voting at the EGM in respect of special resolution numbered 1 as set out in the notice of the EGM of the Company dated 27 September 2019 (the “**Notice of the EGM**”). Shareholders of the Company holding an aggregate of 2,577,615,866 Shares with voting rights, representing approximately 80.03% of the total issued Shares of the Company, attended the EGM either in person or by proxy. There were no Shares entitling the holder to attend and vote only against any of the resolutions proposed at the EGM. There were no Shares entitling the holder to attend the EGM and abstain from voting in favour of any of the resolutions proposed at the EGM as set out in Rule 13.40 of the Listing Rules. A poll was demanded by the chairman of the EGM for voting on the proposed resolutions as set out in the Notice of the EGM. Computershare Hong Kong Investor Services Limited, the H Share registrar of the Company, was appointed as the scrutineer at the EGM for the purpose of vote-taking.

The results of the resolutions passed by way of poll at the EGM were set out as follows:

SPECIAL RESOLUTIONS		No. of Votes (approximate percentage)		
		For	Against	Abstained
Considered and approved the following as special resolutions:				
1.	(a) To approve, confirm and ratify the Transfer Agreement and the transactions contemplated thereunder;	1,415,968,799 (98.321971%)	24,117,772 (1.674689%)	48,100 (0.003340%)
	(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	1,415,968,799 (98.321971%)	24,117,772 (1.674689%)	48,100 (0.003340%)
	(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.	1,415,968,799 (98.321971%)	24,117,772 (1.674689%)	48,100 (0.003340%)
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.				

SPECIAL RESOLUTIONS		No. of Votes (approximate percentage)		
		For	Against	Abstained
2.	Conditional upon the passing of the special resolution numbered (1) as set out in the Notice of the EGM relating to the approval of the Transfer Agreement and the transactions contemplated thereunder:			
	(a) the proposed amendments to the Articles of Association of the Company as set out in the Notice of the EGM be approved; and	2,577,565,766 (99.998056%)	2,000 (0.000078%)	48,100 (0.001866%)
	(b) any director or the secretary to the Board be authorised to do all such acts or things and to take all such steps and to execute any documents as he or she considers necessary, appropriate or expedient to give effect to the proposed amendments to the Articles of Association, including but not limited to seeking the approval of the same and to arrange for its registration and filing with the relevant government authorities in the PRC and Hong Kong.	2,577,565,766 (99.998056%)	2,000 (0.000078%)	48,100 (0.001866%)
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.				
3.	The proposed registration and issue of Renewable Bonds of not more than RMB6 billion in the PRC and the grant of authority to the Board to deal with such matters relating to the registration and issue of the Renewable Bonds (as set out in the Notice of the EGM).	2,563,909,334 (99.468248%)	13,658,432 (0.529886%)	48,100 (0.001866%)
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.				

SPECIAL RESOLUTIONS		No. of Votes (approximate percentage)		
		For	Against	Abstained
4.	The proposed registration and issue of Super Short-Term Notes of not more than RMB10 billion in the PRC and the grant of authority to the Board to deal with such matters relating to the registration and issue of the Super Short-Term Notes (as set out in the Notice of the EGM).	2,563,909,334 (99.468248%)	13,658,432 (0.529886%)	48,100 (0.001866%)
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