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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 2009 ANNUAL GENERAL MEETING
AND PAYMENT OF DIVIDEND**

The annual general meeting (the “AGM”) of Zhaojin Mining Industry Company Limited (the “Company”) for the year 2009 was held at the conference room of Hotel Yun’s Paradise at No. 789, Fuxing East Road, Shanghai City, the People’s Republic of China (the “PRC”) at 9:00 a.m. on Thursday 3 June 2010. The convening of the AGM was held in accordance with the requirements of the Company Law of the PRC and the articles of association of the Company (the “Articles of Association”).

Voting results of the AGM

As at the date of the AGM, the total issued shares of the Company was 1,457,430,000 shares (“Shares”). The holders of all such Shares were entitled to attend and vote for or against all the resolutions proposed at the AGM. Shareholders of the Company holding an aggregate of 1,187,117,944 shares, representing approximately 81.45% of the issued share capital of the Company, attended the AGM either in person or by proxy. There were no Shares in respect of which their holders were entitled to attend and vote only against any of the resolutions proposed at the AGM. The chairman of the AGM demanded voting by way of poll on the proposed resolutions as set out in the notice of the AGM dated 16 April 2010. Computershare Hong Kong Investor Services Limited was appointed as the scrutineer at the AGM for the purpose of vote-taking.

The results of the resolutions passed by way of poll at the AGM are set out as follows:

ORDINARY RESOLUTIONS	No. of Votes (approximate %)	
	For	Against
The followings were considered and approved as ordinary resolutions:		
(i) the report of the board (the “Board”) of directors (the “Directors”) of the Company for the year ended 31 December 2009.	1,184,441,909 (99.77%)	2,676,035 (0.23%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		

ORDINARY RESOLUTIONS	No. of Votes (approximate %)	
	For	Against
(ii) the report of the supervisory committee of the Company for the year ended 31 December 2009.	1,186,986,944 (99.99%)	131,000 (0.01%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
(iii) the audited financial report of the Company for the year ended 31 December 2009.	1,177,462,444 (99.99%)	131,000 (0.01%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
(iv) the proposal for the declaration and payment of final dividends for the year ended 31 December 2009 (“Final Dividend”).	1,186,986,944 (99.99%)	131,000 (0.01%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
(v) the re-appointment of Ernst & Young and Shulun Pan Certified Public Accountants Co., Ltd. as the international and the PRC auditors of the Company for the year ending 31 December 2010, respectively, and to authorize the Board to determine their respective remuneration.	1,180,817,076 (99.99%)	131,000 (0.01%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
SPECIAL RESOLUTIONS	No. of Votes (approximate %)	
	For	Against
The followings were considered and approved as special resolutions:		
(1) to grant a general mandate to the Board to exercise the power of the Company to allot, issue or deal with the H shares of up to a maximum of 20% of the aggregate nominal value of the existing issued H shares of the Company as at the date of passing this resolution.	1,119,689,099 (94.32%)	67,428,845 (5.68%)
As more than two thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.		
(2) to grant a general mandate to the Board to exercise the power of the Company to repurchase H shares of up to a maximum of 10% of the aggregate nominal value of the issued H shares share capital of the Company as at the date of passing this resolution.	1,186,913,944 (99.98%)	204,000 (0.02%)
As more than two thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.		

Information on Payment of Final Dividend

In addition to the above resolutions approved at the AGM, the Board announces the following information relating to the payment of Final Dividend:

The Company will distribute a Final Dividend of RMB0.22 (before taxation) per share. The Final Dividend is payable to shareholders whose names appeared on the register of members of the Company on 3 June 2010 (the “Record Date”). Dividend on domestic shares shall be paid in Renminbi and dividend on H shares shall be paid in Hong Kong dollar. The following conversion formula shall apply to the calculation of the dividend payable to holders of H shares:

$$\begin{array}{l} \text{Final Dividend per H share} \\ \text{in Hong Kong dollar} \end{array} = \frac{\text{Final Dividend per share in Renminbi}}{\text{the average median of exchange rates of Hong Kong dollar} \\ \text{against RMB published by The People's Bank of China for the} \\ \text{week immediately prior to the AGM}}$$

The average median of exchange rate of Hong Kong dollar published by The People’s Bank of China for the week immediately prior to the AGM, that is, from 27 May 2010 to 2 June 2010, was HK\$1.00 to RMB0.87678. Accordingly, the Final Dividend payable for each H share is HK\$0.250918 (before taxation).

The Company has appointed Bank of China (Hong Kong) Trustees Limited as the receiving agent (the “Receiving Agent”) which will receive the Final Dividend declared from the Company on behalf of the holders of H shares. The Final Dividend will be paid by the Receiving Agent and the dividend warrants will be posted by the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, by ordinary mail to the holders of H shares who are entitled to receive the dividend at their own risk on or about Monday, 21 June 2010.

Withholding of Income Taxes on Dividends Paid to Non-Resident Corporate Shareholders

Pursuant to the “Corporate Income Tax Law of the People’s Republic of China” and the “Regulations for Implementation of the Corporate Income Tax Law of the People’s Republic of China”, both implemented in 2008, beginning from 1 January 2008, any Chinese domestic enterprise which pays dividend to a non-resident corporate shareholder shall withhold corporate income tax of 10% for and on behalf of such shareholder, and assume obligation as a payer who withholds and pays.

In order to ensure full compliance with the regulations while handling withholding and collection of tax on dividends paid to non-resident corporate shareholders, the Company is to, based on the H Share register as at the Record Date, withhold an income tax of 10% before paying out the Final Dividends to the shareholders whose names appear on the H Share register as at the Record Date as non-individual shareholders, including HKSCC Nominees Limited, other corporate nominees or trustees or other entities or organizations who are all considered as non-resident corporate shareholders. The Company will not withhold any income tax before paying out the Final Dividends to the shareholders whose names appear on the H share register as at the Record Date as the natural person shareholders.

Shareholders of the Company should read this item carefully, if anyone would like to change the identity of the shareholder, please enquire about the relevant procedures with the nominees or trustees. The Company are neither obligated nor responsible for ascertaining the identities of the shareholders and will strictly comply with the relevant laws on withholding corporate income taxes in accordance with the records at the H share register as at the Record Date, and will not entertain any requests in relation to any delay or error in ascertaining the identity of the shareholders.

By order of the Board
Zhaojin Mining Industry Company Limited
Lu Dongshang
Chairman

3 June 2010, Zhaoyuan, the PRC

As at the date of this announcement, the Board comprises two executive directors, namely Mr. Lu Dongshang and Wang Peifu, five non-executive directors, namely Liang Xinjun, Mr. Cong Jianmao, Mr. Weng Zhanbin, Mr. Wu Zhongqing and Mr. Chen Guoping, and four independent non-executive Directors, namely Mr. Ye Tianzhu, Mr. Yan Hongbo, Ms. Chen Jinrong and Mr. Choy Sze Chung Jojo.

* *For identification purpose only*