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ZHAOJIN

ZHAOJIN MINING INDUSTRY COMPANY LIMITED*

招金礦業股份有限公司

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

(Stock Code: 1818)

ANNOUNCEMENT

VOTING RESULTS OF CLASS MEETINGS

The H shares class meeting and domestic shares class meeting (collectively “Class Meetings”) of Zhaojin Mining Industry Company Limited (the “Company”) were held at the conference room of the Company at No. 299 Jinhui Road, Zhaoyuan City, Shandong Province, the People’s Republic of China (the “PRC”) on Tuesday, 29 May 2012 at 10:00 a.m. and 10:30 a.m., respectively. The Class Meetings were 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”).

Unless otherwise defined, capitalized terms used in this announcement shall have the same meanings as defined in the circulars of the Company dated 13 April 2012 and 11 May 2012.

Voting Results of the H Shares Class Meeting

As at the date of the H shares class meeting, the total number of issued H Shares of the Company was 874,346,000 Shares. All holders of such Shares are entitled to attend and vote for or against the resolutions presented at the H shares class meeting, save and except for special resolution numbered (1). Shareholders of the Company holding an aggregate of 483,674,466 H Shares, representing approximately 55.32% of the issued H Shares of the Company, attended the H Shares class meeting 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 resolutions proposed at the H shares class meeting. Zhaojin Group and its associates, which hold 16,510,000 Shares and represent approximately 0.57% of the issued share capital of the Company as at the date of the H shares class meeting, were required to and did abstain from voting in respect of special resolution numbered (1) at the H shares class meeting. There were no Shares entitled the holder to attend the H shares class meeting and abstain from voting in favour as set out in Rule 13.40 of the Listing Rules. The chairman of the H shares class meeting demanded voting by way of poll on the proposed resolutions as set out in the notice of the H shares class meeting dated 13 April 2012. Computershare Hong Kong Investor Services Limited was appointed as the scrutineer at the H shares class meeting for the purpose of vote-taking. The proposed resolutions were voted by way of poll according to the Articles of Association. The voting results at the H shares class meeting of the Company are set out as follows:

SPECIAL RESOLUTIONS	No. of Votes (approximate %)	
	For	Against
1. to approve the Transfer Agreement, all the transactions contemplated thereunder and the grant of special mandate to the Board to allot the Consideration Shares to Zhaojin Non-Ferrous pursuant to the Transfer Agreement.	424,159,912 (87.70%)	59,514,554 (12.30%)
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 be given 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 share capital of the Company as at the date of passing this resolution.	130,781,480 (27.04%)	352,892,986 (72.96%)
As not more than two thirds of the votes were cast in favour of this resolution, the resolution was not duly passed as a special resolution.		
3. to grant a general mandate to be given 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.	480,382,266 (99.49%)	2,443,300 (0.51%)
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 Domestic Shares Class Meeting

As at the date of the domestic shares class meeting, the total number of issued Domestic Shares of the Company was 2,040,514,000 Shares. All holders of such Shares are entitled to attend and vote for or against the proposed resolutions at the domestic shares class meeting, save and except for special resolution numbered (1). Shareholders of the Company holding an aggregate of 2,040,514,000 Domestic Shares, representing 100% of issued Domestic Shares of the Company, attended the domestic shares class meeting 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 resolutions proposed at the domestic shares class meeting. Zhaojin Group and its associates, which hold 1,086,514,000 Shares and represent approximately 37.27% of the issued share capital of the Company as at the date of the domestic shares class meeting, were required to and did abstain from voting in respect of special resolution numbered (1) at the domestic shares class meeting. There were no Shares entitled the holder to attend the domestic shares class meeting and abstain from voting in favour as set out in Rule 13.40 of the Listing Rules. The chairman of the domestic shares class meeting demanded voting by way of poll on the proposed resolutions as set out in the notice of the domestic shares class meeting dated 13 April 2012. Computershare Hong Kong Investor Services Limited was appointed as the scrutineer at the domestic shares class meeting

for the purpose of vote-taking. The proposed resolutions were voted by way of a poll according to the Articles of Association and all resolutions were passed duly by the attended Domestic Shareholders. The voting results at the domestic shares class meeting of the Company are set out as follows:

SPECIAL RESOLUTIONS	No. of Votes (approximate %)	
	For	Against
1. to approve the Transfer Agreement, all the transactions contemplated thereunder and the grant of special mandate to the Board to allot the Consideration Shares to Zhaojin Non-Ferrous pursuant to the Transfer Agreement.	954,000,000 (100%)	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.		
2. to grant a general mandate to be given 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 share capital of the Company as at the date of passing this resolution.	2,040,514,000 (100%)	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.		
3. to grant a general mandate to be given 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.	2,040,514,000 (100%)	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.		

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

Zhaoyuan, China, 29 May 2012

As at the date of this announcement, the Board comprises three executive Directors, namely Mr. Lu Dongshang, Mr. Weng Zhanbin and Mr. Li Xiuchen, four non-executive Directors, namely Mr. Liang Xinjun, Mr. Cong Jianmao, Mr. Ye Kai and Mr. Kong Fanhe, 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