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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)**

**VOTING RESULTS OF THE EXTRAORDINARY GENERAL MEETING  
AND  
AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
AND  
APPOINTMENT OF DIRECTORS OF THE THIRD SESSION OF THE BOARD AND  
SUPERVISORS OF THE THIRD SESSION OF THE SUPERVISORY COMMITTEE  
AND  
RETIREMENT OF THE DIRECTORS AND SUPERVISORS  
AND  
REMUNERATION OF DIRECTORS OF THE THIRD SESSION OF THE BOARD  
AND SUPERVISORS OF THE THIRD SESSION OF THE SUPERVISORY COMMITTEE  
AND  
APPOINTMENT OF CHAIRMAN AND VICE CHAIRMAN OF THE THIRD SESSION OF  
THE BOARD AND CHAIRMAN OF THE THIRD SESSION OF  
THE SUPERVISORY COMMITTEE  
AND  
APPOINTMENT OF MEMBERS OF  
THE COMMITTEES UNDER THE THIRD SESSION OF THE BOARD**

Reference is made to the circular of Zhaojin Mining Industry Company Limited (the “**Company**”) dated 11 January 2010 (the “**Circular**”). Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Circular.

The first extraordinary general meeting (the “**EGM**”) for the year 2010 of the Company was held at the conference room of the Company at Xinyuan Gold Hotel, No. 299 Jinhui Road, Zhaoyuan City, Shandong Province, the People’s Republic of China (the “**PRC**”) at 9:00 a.m. on Friday, 26 February 2010. The convening of the EGM was 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 EGM**

As at the date of the EGM, 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 EGM. Shareholders (“**Shareholders**”) of the Company holding an aggregate of 1,163,477,158 Shares with voting rights, representing approximately 79.83% 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. 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 (“**notice of the EGM**”) dated 11 January 2010. Computershare Hong Kong Investor Services Limited, the H Share registrar and transfer office 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
To consider and approve the following proposed amendments to the Articles of Association as special resolutions:		
(a) the proposed amendment to Article 3.5 of the Articles of Association ( <i>Note 1</i> ).	1,163,476,158 99.999914%	1,000 0.000086%
As more than two thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.		
(b) the proposed amendment to Article 10.1 of the Articles of Association ( <i>Note 1</i> ).	1,163,476,158 99.999914%	1,000 0.000086%
As more than two thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.		
(c) the proposed amendment to Article 10.2 of the Articles of Association ( <i>Note 1</i> ).	1,163,346,158 99.988741%	131,000 0.011259%
As more than two thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.		
(d) the proposed amendment to Article 13.2 of the Articles of Association ( <i>Note 1</i> ).	1,163,476,158 99.999914%	1,000 0.000086%
As more than two thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.		
(e) the proposed amendment to Article 14.1 of the Articles of Association ( <i>Note 1</i> ).	1,163,476,158 99.999914%	1,000 0.000086%
As more than two thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.		

ORDINARY RESOLUTIONS		No. of Votes (approximate percentage)	
		For	Against
1.	To consider and approve the following candidates as the directors of the third session of the board of directors of the Company, for a term of 3 years and effective on the conclusion of the EGM.		
(a)	To re-elect Mr. Lu Dongshang as an executive director of the Company ( <i>Note 2</i> ).	1,155,353,158 99.301748%	8,124,000 0.698252%
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
(b)	To re-elect Mr. Wang Peifu as an executive director of the Company ( <i>Note 2</i> ).	1,155,353,158 99.301748%	8,124,000 0.698252%
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
(c)	To re-elect Mr. Liang Xinjun as a non-executive director of the Company ( <i>Note 2</i> ).	1,155,353,158 99.301748%	8,124,000 0.698252%
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
(d)	To re-elect Mr. Cong Jianmao as a non-executive director of the Company ( <i>Note 2</i> ).	1,155,353,158 99.301748%	8,124,000 0.698252%
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
(e)	To appoint Mr. Weng Zhanbin as a non-executive director of the Company.	1,155,353,158 99.301748%	8,124,000 0.698252%
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
(f)	To appoint Mr. Wu Zhongqing as a non-executive director of the Company.	1,155,353,158 99.301748%	8,124,000 0.698252%
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
(g)	To re-elect Mr. Chen Guoping as a non-executive director of the Company ( <i>Note 2</i> ).	1,155,353,158 99.301748%	8,124,000 0.698252%
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
(h)	To re-elect Mr. Yan Hongbo as an independent non-executive director of the Company ( <i>Note 2</i> ).	1,155,353,158 99.301748%	8,124,000 0.698252%
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
(i)	To re-elect Mr. Ye Tianzhu as an independent non-executive director of the Company ( <i>Note 2</i> ).	1,155,353,158 99.301748%	8,124,000 0.698252%
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			

	(j) To re-elect Ms. Chen Jinrong as an independent non-executive director of the Company ( <i>Note 2</i> ).	1,155,353,158 99.301748%	8,124,000 0.698252%
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
	(k) To re-elect Mr. Choy Sze Chung Jojo as an independent non-executive director of the Company ( <i>Note 2</i> ).	1,155,353,158 99.301748%	8,124,000 0.698252%
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
2.	To consider and approve the following candidates as the supervisors of the third session of the supervisory committee of the Company, for a term of 3 years and effective on the conclusion of the EGM.		
	(a) To re-elect Mr. Wang Xiaojie as a supervisor of the Company ( <i>Note 2</i> ).	1,162,213,658 99.891403%	1,263,500 0.108597%
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
	(b) To appoint Ms. Jin Ting as a supervisor of the Company.	1,162,213,658 99.891403%	1,263,500 0.108597%
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
3.	The board of directors of the Company be authorised to fix the remuneration of members of the third session of the board of directors and the supervisory committee of the Company and other matters related to the entering into the service contracts with each of the Directors and Supervisors ( <i>Note 3</i> ).	1,162,917,658 99.988736%	131,000 0.011264%
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		

## APPOINTMENT OF DIRECTORS OF THE THIRD SESSION OF THE BOARD OF DIRECTORS

The existing members of the second session of the board of directors, namely Mr. Lu Dongshang, Mr. Wang Peifu, Mr. Liang Xinjun, Mr. Cong Jianmao, Mr. Chen Guoping, Mr. Yan Hongbo, Mr. Ye Tianzhu, Ms. Chen Jinrong and Mr. Choy Sze Chung Jojo were re-elected as directors of the third session of the board of directors (the “**Board**”), whose biographical details were set out in Note 2 of this announcement. Mr. Weng Zhanbin and Mr. Wu Zhongqing were newly appointed directors of the third session of the Board, whose biographical details were set out below:

**Mr. Weng Zhanbin** (翁占斌先生), aged 43, non-executive director of the third session of the Board. He is currently the general manager of Zhaojin Group. Mr. Weng has 21 years of experience in the gold production industry. He had held positions of deputy section chief and mine supervisor of Zhaoyuan Xiadian Gold Mine; deputy mine general manager and Communist Party deputy secretary of Zhaoyuan Jinchiling Gold Mine; the Communist Party deputy secretary, vice chairman and deputy mine general manager of Zhaojin Group Jinchiling Mining & Metallurgy Co., Ltd under

Zhaojin Group Company; mine manager of Jinchiling Gold Mine of the Company; and general manager of Zhaojin Group Company. Mr. Weng has been granted numerous provincial and national awards, such Science & Technology Pacesetter of National Gold Industry in the 10th Five-Year Plan Period, Shandong Provincial People-enrich and Qilu-thriving Labour Medal and Shandong Provincial Excellent Entrepreneur in recognition of his technological and business management achievements. He has obtained national patents for five of his inventions. Mr. Weng graduated from Baotou Steel and Iron College in 1989 with a degree in mining engineering. He obtained a master degree in mining engineering from Northeastern University in 2002 and a master degree in business administration from Cheung Kong Graduate School of Business in 2008.

**Mr. Wu Zhongqing (吳仲慶先生)**, aged 51, non-executive director of the third session of the Board. He is currently the vice president of Shanghai Yuyuan. He had held positions of deputy general manager of business department and general manager of investment development department of Shanghai Yuyuan; assistant to general manager and vice president of Shanghai Yuyuan. Mr. Wu obtained a senior business administration master degree from Cheung Kong Graduate School of Business, a business administration master degree from East Asia School of Business (Macau) and an on-the-job postgraduate degree in economics from East China University of Political Science and Law. He has extensive experience in business operation and investment.

Each of Mr. Weng and Mr. Wu has entered into a service contract for 3 years with the Company. In accordance with the terms of the service contracts, Mr. Weng and Mr. Wu, as non-executive directors of the third session of the Board, will not receive any directors' remuneration during their term of office. Instead, their remuneration will be determined by their respective Shareholder who nominated them as candidates for election as the directors of the Company with reference to their specific administrative duties and upon assessment by such respective Shareholders in accordance with relevant requirements of the PRC and their respective internal remuneration management regulations.

Save as disclosed above, as at the date of this announcement, Mr. Weng and Mr. Wu have not held any positions in any public listed companies in the past three years. In addition, they are not connected with any directors, senior management, substantial Shareholders or controlling Shareholders (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") of the Company, nor are they interested or deemed to be interested in the Shares and underlying Shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (the "**SFO**") (Chapter 571 of the Laws of Hong Kong).

Mr. Weng and Mr. Wu have confirmed that, save as disclosed above, there are no other matters concerning them that need to be brought to the attention of the Shareholders and there are no other information about them which shall be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

### **Retirement of Directors of the Second Session of the Board**

The directors of the second session of the Board, Mr. Ma Yushan and Mr. Wu Ping were not nominated as candidates for election as the directors of the third session of the Board and were not re-elected at the EGM. Therefore, Mr. Ma Yushan and Mr. Wu Ping have retired, upon the conclusion of the EGM, from office of executive director and non-executive director of the Company, respectively. Mr. Ma Yushan and Mr. Wu Ping have confirmed that there were no disagreement between them and the Board, and there were no other matters concerning their resignation that need to be brought to the attention of the Shareholders of the Company. The Board would like to take this opportunity to express its sincere gratitude to Mr. Ma Yushan and Mr. Wu Ping for their contributions to the Company during their term of office.

## **APPOINTMENT OF SUPERVISORS OF THE THIRD SESSION OF THE SUPERVISORY COMMITTEE**

The existing supervisor as Shareholders' representative of the second session of the supervisory committee, Mr. Wang Xiaojie, was re-elected as supervisor as Shareholders' representative of the third session of the supervisory committee (the "**Supervisory Committee**"), whose biographical details was set out in Note 2 of this announcement.

Ms. Jin Ting was newly appointed supervisor as Shareholders' representative of the third session of the Supervisory Committee and Mr. Chu Yushan was re-elected as supervisor as employees' representative of the third session of the Supervisory Committee, whose biographical details were set out below:

**Ms. Jin Ting (金婷女士)**, aged 46, supervisor as Shareholders' representative of the third session of the Supervisory Committee. She is currently the assistant to president of Shanghai Yuyuan. She had held positions of deputy general manager of finance department, manager of finance department and manager of fund management department of Shanghai Yuyuan. Ms. Jin graduated from Shanghai Light Industry Bureau Vocational University (上海輕工業局職工大學) majoring in finance and accounting. She has extensive experience in finance, audit and human resources.

**Mr. Chu Yushan (初玉山先生)**, aged 43, supervisor as employees' representative of the third session of the Supervisory Committee. He is currently a supervisor of the Company and a deputy general manager of Hebei Fengning Jinlong Mining Co., Ltd. (河北豐寧金龍黃金工業有限公司). Mr. Chu has served in the Xiadian Gold Mine and Dayingezhuang Gold Mine of the Company. He graduated from Shandong Textile Vocational College.

Each of Ms. Jin and Mr. Chu has entered into a service contract for 3 years with the Company. In accordance with the terms of the service contracts, Ms. Jin, as supervisor as Shareholders' representative of the third session of the Supervisory Committee, will not receive any supervisors' remuneration during her term of office. Instead, her remuneration will be determined by the Shareholders who nominated her as candidate for election as the supervisor of the Company with reference to her specific administrative duties and upon assessment by her Shareholders in accordance with relevant requirements of the PRC and its internal remuneration management regulations. Mr. Chu, as supervisor as staff representative, will not receive fixed salary from the Company as supervisors' remuneration during his term of office. Instead, his remuneration will be determined based on his duties with the Company and upon assessment by the Company in accordance with the relevant requirements of the PRC and the policy that remuneration is linked to the Company's results and his performance.

Save as disclosed above, as at the date of this announcement, Ms. Jin and Mr. Chu have not held any positions in any public listed companies in the past three years. In addition, they are not connected with any directors, senior management, substantial Shareholders or controlling Shareholders (as defined in the Listing Rules) of the Company, nor are they interested or deemed to be interested in the Shares and underlying Shares of the Company within the meaning of Part XV of the SFO.

Ms. Jin and Mr. Chu have confirmed that, save as disclosed above, there are no other matters concerning them that need to be brought to the attention of the Shareholders and there are no other information about them which shall be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

## **RETIREMENT OF SUPERVISORS AS SHAREHOLDERS' REPRESENTATIVES OF THE SECOND SESSION OF THE SUPERVISORY COMMITTEE**

Mr. Cheng Binghai, supervisor of the second session of the Supervisory Committee, was not nominated as candidates for election as the supervisors as Shareholders' representatives of the third session of the Supervisory Committee and were not re-elected at the EGM. Therefore, Mr. Cheng has retired, upon the conclusion of the EGM, from office of supervisor as Shareholders' representative of the Company. Mr. Cheng has confirmed that there was no disagreement between him and the Board and there were no other matters concerning his resignation that need to be brought to the attention of the Shareholders of the Company. The Board would like to take this opportunity to express its sincere gratitude to Mr. Cheng for his contributions to the Company during his term of office.

## **APPOINTMENT OF CHAIRMAN AND VICE CHAIRMAN OF THE THIRD SESSION OF THE BOARD AND CHAIRMAN OF THE THIRD SESSION OF THE SUPERVISORY COMMITTEE**

The Board is pleased to announce that, at the first meeting of the third session of the Board held immediately after the EGM, the Board agreed unanimously (i) to appoint Mr. Lu Dongshang as Chairman of the third session of The Board; (ii) to appoint Mr. Liang Xinjun as Vice Chairman of the third session of the Board. Their appointment will be effective on 26 February 2010.

The Supervisory Committee is also pleased to announce that, at the first meeting of the third session of the Supervisory Committee held immediately after the EGM, the Supervisory Committee agreed unanimously to appoint Mr. Wang Xiaojie as Chairman of the third session of the Supervisory Committee, whose appointment will be effective on 26 February 2010.

## **APPOINTMENT OF MEMBERS OF THE COMMITTEES UNDER THE THIRD SESSION OF THE BOARD**

The Board further announced that, at the first meeting of the third session of the Board held immediately after the EGM, the Board agreed unanimously to appoint the following members of the Audit Committee, Nomination and Remuneration Committee, Strategic Committee, Geological and Resources Management Committee, and Safety and Environment Committee under the third session of the Board with effect from 26 February 2010.

### **Audit Committee**

The Audit Committee comprises three members, namely Ms. Chen Jinrong, Mr. Choy Sze Chung Jojo and Mr. Chen Guoping. Ms. Chen Jinrong is the chairman of the Audit Committee. Mr. Yan Hongbo ceases to be a member of the Audit Committee.

### **Nomination and Remuneration Committee**

The Nomination and Remuneration Committee comprises five members, namely Mr. Lu Dongshang, Mr. Liang Xinjun, Mr. Yan Hongbo, Mr. Ye Tianzhu and Ms. Chen Jinrong. Mr. Liang Xinjun is the chairman of the Nomination and Remuneration Committee.

## **Strategic Committee**

The Strategic Committee comprises three members, namely Mr. Lu Dongshang, Mr. Liang Xinjun and Mr. Weng Zhanbin. Mr. Lu Dongshang is the chairman of the Strategic Committee. Mr. Chen Guoping, Mr. Yan Hongbo and Mr. Ye Tianzhu cease to be members of the Strategic Committee.

## **Geological and Resources Management Committee**

The Geological and Resources Management Committee comprises three members, namely Mr. Weng Zhanbin, Mr. Ye Tianzhu and Mr. Yan Hongbo. Mr. Ye Tianzhu is the chairman of the Geological and Resources Management Committee.

## **Safety and Environment Committee**

The Safety and Environment Committee comprises three members, namely Mr. Wang Peifu, Mr. Cong Jianmao and Mr. Yan Hongbo. Mr. Yan Hongbo is the chairman of the Safety and Environment Committee.

By Order of the Board  
**ZHAOJIN MINING INDUSTRY COMPANY LIMITED**  
**Lu Dongshang**  
*Chairman*

Zhaoyuan, the PRC, 26 February 2010

As at the date of this announcement, the Board of Directors comprises:

*Executive directors:* Mr. Lu Dongshang and Mr. Wang Peifu

*Non-executive directors:* Mr. Liang Xinjun, Mr. Cong Jianmao, Mr. Weng Zhanbin,  
Mr. Wu Zhongqing and Mr. Chen Guoping

*Independent non-executive directors:* Mr. Yan Hongbo, Mr. Ye Tianzhu, Ms. Chen Jinrong and Mr. Choy Sze Chung Jojo



*Notes:*

1. For details of the proposed amendments to the Articles of Association, please refer to the circular of the Company dated 11 January 2010.
2. The biographical details of the re-elected Directors and Supervisors are listed as follows:

#### **BIOGRAPHIES OF EXECUTIVE DIRECTORS**

**Mr. Lu Dongshang** (路東尚先生), aged 48, the chairman and an executive Director of the Company, the Communist Party secretary to the Company, the chairman of and the Communist Party secretary to Zhaojin Group, the vice president of the China Gold Association, the chairman of chairman board of the China Mining Association and a council member of the Shanghai Gold Exchange. Mr. Lu has 28 years of professional experience in the gold mining industry and has made outstanding contribution to the development of China's mining industry. Mr. Lu worked for and held senior positions at several gold mines and mining groups in Zhaoyuan. Mr. Lu has received numerous awards, at the provincial, municipality and national levels, for his achievement in technological advancement. For instance, Mr. Lu was awarded the top award of Science and Technology in Yantai City, Middle-aged and Youth Expert with Outstanding Contributions in Shandong Province, the Second Award in National Scientific and Technological Advancement and Gold Medal for Outstanding Business Persons in the National Gold Industry, and granted a special allowance by the State Council. Mr. Lu graduated from the department of mining engineering of Shenyang Gold Institute, graduated from the Cheung Kong Graduate School of Business with an EMBA degree and qualified as an applied engineering technology researcher. Mr. Lu has been the chairman and executive Director of the Company since April 2004.

**Mr. Wang Peifu** (王培福先生), aged 53, an executive Director, president and Chief Executive Officer of the Company. He has over 34 years of experience in the gold production industry. Mr. Wang has served as the deputy mine manager of Zhaoyuan Canzhuang Gold Mine, the mine manager of Xiadian Gold Mine, the chairman and general manager of and the Communist Party secretary to Xiadian Gold Mine Co., Ltd, Director and the deputy general manager of the Company. Mr. Wang has received numerous national patents and honors for his achievement in technology and business management. He was awarded Middle-aged and Youth Expert with Outstanding Contributions in Shandong Province, and granted a special allowance by the State Council. He had been a part-time professor at Kunming University of Science and Technology, Shandong University of Technology, Northeastern University and University of Science & Technology Beijing. Mr. Wang is an applied engineering technology researcher and a certified safety engineer. Mr. Wang graduated from Kunming Industry University and Yantai University and obtained an EMBA degree from the Cheung Kong Graduate School of Business in October 2008. Mr. Wang has been the executive Director of the Company since April 2004.

#### **BIOGRAPHIES OF NON-EXECUTIVE DIRECTORS**

**Mr. Liang Xinjun** (梁信軍先生), aged 41, a non-executive Director, vice chairman of the Company, and has been an executive director, vice chairman and chief operating officer of Shanghai Fosun Group, a director of Yuyuan Tourist Mart and an independent director of Shanghai Oriental Pearl (Group) Co., Ltd.. Mr. Liang is a member of the Eleventh Shanghai Committee of Chinese People's Political Consultative Conference; vice chairman of China Young Entrepreneurs Association; executive vice chairman of China Science and Technology Private Entrepreneurs Association; executive vice president of Chamber of Metallurgy Industry of All-China Federation of Industry and Commerce; chairman of Taizhou Chamber of Commerce in Shanghai and executive vice chairman of Shanghai Fudan University Alumni Association. In October 2002, Mr. Liang was awarded the "First Session of Innovation Award of Shanghai Science and Technology Entrepreneur". In 2002, 2003, 2004 and 2007, Mr. Liang was named an "Outstanding Entrepreneur of China's Science and Technology Private Entrepreneur". In April 2004, Mr. Liang was named "Shanghai Municipal Labour Model" of the years 2001 to 2003. In December 2005, Mr. Liang was awarded the "First Session of Innovation Management Award for Young Entrepreneur in China". In June 2006, Mr. Liang was named an "Outstanding Party Member of Shanghai New Economic and Social Organisations". In April 2007, Mr. Liang was named a "Shanghai Outstanding Builder of Socialism with Chinese Characteristics". In July 2008, Mr. Liang was named a "Ten Outstanding Young People in Shanghai". Mr. Liang received a bachelor's degree in genetic engineering in 1991 from Fudan University and obtained a master's degree in business administration in 2007 from Cheung Kong Graduate School of Business. Mr. Liang has been appointed as non-executive Director of the Company since April 2007.

**Mr. Cong Jianmao** (叢建茂先生), aged 47, a non-executive Director of the Company, and also the deputy director of Zhaoyuan Municipal Finance Bureau. Mr. Cong has been the chief accountant of Zhaoyuan Municipal Commerce Bureau, the chairman of the board of supervisors of Zhaoyuan City State-owned Assets Operation Limited, and the chairman of the board of supervisors of Zhaojin Group. Mr. Cong graduated from Shandong TV University and Shandong Business Administration Institute. Mr. Cong has been the non-executive Director of the Company since April 2004.

**Mr. Chen Guoping** (陳國平先生), aged 52, a non-executive Director of the Company. He is also the chairman of Hainan Mining United Co., Ltd., senior assistant to the president and general manager of Mineral Resources Division of Fosun High Technology. Mr. Chen had held positions of the supervisor of Engineering Project and Technology Division of Shanghai Krupp Stainless Co., Ltd., technology director of Iron and Steel Division and assistant to general manager and deputy general manager of Fosun High Technology. Mr. Chen has extensive experience in gold smelting. Mr. Chen graduated from Shanghai University of Technology with a bachelor's degree in technology and engineering. Mr. Chen has been the non-executive Director of the Company since November 2009.

## **BIOGRAPHIES OF INDEPENDENT NON-EXECUTIVE DIRECTORS**

**Mr. Yan Hongbo** (燕洪波先生), aged 70, an independent non-executive Director of the Company, and a supervisor of Beijing Zhonganjian Mining Investment Limited. Mr. Yan was the department head of the construction department of the State Administration for Gold, the chief engineer of the China Gold Company, the chairman of the expert committee of CITIC Guoan Gold Company Limited. Mr. Yan graduated from the Beijing Institute of Steel (currently known as University of Science and Technology Beijing). Mr. Yan has been the independent non-executive Director of the Company since October 2004.

**Mr. Ye Tianzhu** (葉天竺先生), aged 69, an independent non-executive Director of the Company, and a chief engineer of the Administrative Office for the Management of Projects Concerning the Replacing Resources for Mine in Risk in the PRC, a chief engineer of Potential Evaluation Projects of Mining Resources in the PRC, a director of the Chinese Association of Mining Rights Assessors, a committee member of the 38th Committee of the Geological Society of China and a deputy officer of the Third Committee for Land Layers. Mr. Ye has been an engineer and the chief engineer of the Second, the Fifth and the Sixth Geological Brigade of the Jilin Province, the chief engineer of the Department of Land and Resources of Jilin Province, the deputy chief engineer of the Ministry of Geology and Mineral Resources of the PRC, the deputy director of General Bureau and the China Geological Survey, the head of the Department of Reserves of the Ministry of Land and Resources of the PRC and the Director-General of the China Geological Survey and so on. Mr. Ye received National Awards for Technological Development for various achievements in scientific researches and was awarded the 9th Li Siguang Awards for Geosciences. Mr. Ye graduated from Beijing College of Geosciences majoring in geological survey and mine exploration. Mr. Ye has been the independent non-executive Director of the Company since April 2007.

**Ms. Chen Jinrong** (陳晉蓉女士), aged 50, an associate professor, an independent non-executive Director of the Company, and is working in the Training Centre of Senior Management of School of Economics and Management of Tsinghua University, a professor of Beijing Union University, and a part-time professor of University MOTOROLA etc. Ms. Chen is qualified as an accountant in China and an independent director. Ms. Chen mainly focuses on research into, teaching of and counseling on corporate financial management, analysis of financial report for listing companies and operations of corporate capital, corporate organization and risk control, comprehensive corporate budget management etc. Ms. Chen had served as the deputy head of the finance department of China Information Industry Research Institute (中國信息產業研究院) under the Ministry of Information Industry, the deputy general manager of Beijing Hua Tsing Cai Zhi Corporate Management Counseling Company etc. She has also served as an independent director of Synutra International Inc (Code: SUYT), a senior financial advisor of various companies including China National Textile Machinery (Group), China Merchants Newspaper Group, XianJu Pharmaceutical, Hebei Meihua Group. Ms. Chen has solid experience in aspects such as corporate restructuring, comprehensive corporate budget management, capital operations and corporate internal control. Ms. Chen has gained the reputation as the outstanding elementary personnel in Beijing City and an outstanding teacher of Economic Committee of Beijing Municipal Government. Ms. Chen graduated from the Renmin University of China. Ms. Chen has been the independent non-executive Director of the Company since April 2007.

**Mr. Choy Sze Chung Jojo** (蔡思聰先生), aged 50, an independent non-executive Director of the Company, and also the vice chairman of National Resources Securities Limited. Mr. Choy is also the vice chairman of the Institute of Securities Dealers Limited, an independent non-executive director of Chengdu PUTIAN Telecommunications Cable Limited, an independent non-executive directors of Mandarin Entertainment (Holdings) Ltd., an independent non-executive director of Sparkle Roll Group Limited, a committee member of Society of Registered Financial Planner Ltd., a fellow member of Institute of Financial Accountants, a fellow member of the Institute of Compliance Officer, a member of CPPCC Shantou, a honorary president of Shantou Overseas Friendship Association, a honorary president of Shantou Overseas Exchanges Association (汕頭市海外交流會), a honorary principal of the school of Chen Po Sum (陳葆心學校) and a council member of Rotary Club Kowloon West. Mr. Choy has extensive experience in the securities industry and business management. Mr. Choy obtained his Master of Business Administration Degree from University of Wales, Newport and his Master of Business Law Degree form Monash University, Australia. Mr. Choy has been the independent non-executive Director of the Company since May 2007.

Save as disclosed above, as at the date of this announcement, the above executive Directors, non-executive Directors and independent non-executive Directors have not held any directorships in any public listed companies in the past three years. In addition, they are not connected with any Directors, senior management, substantial Shareholders or controlling Shareholders (as defined in the Listing Rules) of the Company, nor are they interested or deemed to be interested in the Shares and underlying Shares of the Company within the meaning of Part XV of the SFO.

All the re-elected Directors have confirmed that, save as disclosed above, there are no other matters concerning them that need to be brought to the attention of the Shareholders and there are no other information about them which shall be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

#### **BIOGRAPHIES OF SUPERVISOR AS SHAREHOLDERS' REPRESENTATIVE**

**Mr. Wang Xiaojie** (王曉杰先生), aged 36, the chairman of the Supervisory Committee of the Company, and also the secretary of Commission for Disciplinary Inspection of Zhaojin Group and the chairman of the Labour Union. He has served as the deputy manager of Zhaoyuan City Gold Software Science and Technology Co., Ltd., and then the deputy manager and manager of Information Centre of Zhaojin Group. Mr. Wang graduated with a degree in applied electronic technology from Institute of Information Engineering of Shandong, a degree in computer application from Qingdao Chemical & Engineer College and a degree in economics and management from the Party School of the Shandong Provincial Committee of the Communist Party of China. Mr. Wang has been the Supervisor of the Supervisory Committee of the Company since April 2007.

Save as disclosed above, as at the date of this announcement, Mr. Wang has not held any directorships in any public listed companies in the past three years. In addition, they are not connected with any Directors, senior management, substantial Shareholders or controlling Shareholders (as defined in the Listing Rules) of the Company, nor are they interested or deemed to be interested in the shares and underlying shares of the Company within the meaning of Part XV of the SFO.

Mr. Wang has confirmed that, save as disclosed above, there are no other matters concerning them that need to be brought to the attention of the Shareholders and there are no other information about them which shall be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

3. The details of the remuneration package of directors of the third session of the Board and supervisors of the third session of the Supervisory Committee were set out in the circular of the Company dated 11 January 2010.

\* *For identification purpose only*