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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 Monday, 27 May 2013 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 8 April 2013 and 9 May 2013.

#### **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 proposed resolutions presented at the H shares class meeting. Shareholders of the Company holding an aggregate of 308,162,631 H Shares, representing approximately 35.24% 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. 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 8 April 2013 and the supplemental notice of H shares class meeting dated 9 May 2013. Computershare Hong Kong Investor Services Limited, the H Share registrar and transfer office of the Company, 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 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.	308,160,631 (100%)	2,000 (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.	(a) to approve the amendments to article 3.4 of the Articles of Association.	307,429,781 (99.80%)	630,850 (0.20%)
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) to approve the amendments to article 9.8 of the Articles of Association.	307,429,781 (99.80%)	630,850 (0.20%)
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 2,091,481,195 Shares. All holders of such Shares are entitled to attend and vote for or against the proposed resolutions presented at the domestic shares class meeting. Shareholders of the Company holding an aggregate of 2,091,481,195 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. 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 8 April 2013 and the supplemental notice of the domestic shares class meeting dated 9 May 2013. Computershare Hong Kong Investor Services Limited, the H Share registrar and transfer office of the Company, 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 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.	2,091,481,195 (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.	(a) to approve the amendments to article 3.4 of the Articles of Association.	2,091,481,195 (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.			
	(b) to approve the amendments to article 9.8 of the Articles of Association.	2,091,481,195 (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, 27 May 2013

*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, Ms. Chen Jinrong, Mr. Choy Sze Chung Jojo and Mr. Xie Jiyuan.*

\* For identification purpose only