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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 THE 2012 ANNUAL GENERAL MEETING AND PAYMENT OF DIVIDEND**

The annual general meeting (the “AGM”) of Zhaojin Mining Industry Company Limited (the “Company”) for the year 2012 was 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”) at 9:00 a.m. on Monday, 27 May 2013. 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”).

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 AGM**

As at the date of the AGM, the total number of issued shares of the Company was 2,965,827,195 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 2,387,145,311 voting Shares, representing approximately 80.49% 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. There were no Shares entitling the holder to attend the general meeting and abstain from voting in favour as set out in Rule 13.40 of the Listing Rules. 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 8 April 2013 and the supplementary notice of the AGM 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 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:

| <b>ORDINARY RESOLUTIONS</b>   | <b>No. of Votes<br/>(approximate %)</b> |                    |
|---|---|--------------------|
|   | <b>For</b>                              | <b>Against</b>     |
| The followings were considered and approved as ordinary resolutions:  |   |                    |
| (i) the report of the board of directors (“Board”) of the Company for the year ended 31 December 2012.  | 2,386,733,311<br>(99.98%)               | 412,000<br>(0.02%) |
| As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.   |   |                    |
| (ii) the report of the supervisory committee of the Company for the year ended 31 December 2012.  | 2,387,143,311<br>(100%)                 | 2,000<br>(0%)      |
| 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 2012.  | 2,387,143,311<br>(100%)                 | 2,000<br>(0%)      |
| 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 (“Final Dividend”) for the year ended 31 December 2012.  | 2,387,143,311<br>(100%)                 | 2,000<br>(0%)      |
| 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 proposal for the re-appointment of Ernst & Young and Shulun Pan Certified Public Accountants as the international auditor and the PRC auditor of the Company respectively for the year ended 31 December 2013, and to authorize the Board to fix their respective remuneration. | 2,387,143,311<br>(100%)                 | 2,000<br>(0%)      |
| As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.   |   |                    |

| <b>SPECIAL RESOLUTIONS</b>  | <b>No. of Votes<br/>(approximate %)</b> |                        |
|---|---|------------------------|
|   | <b>For</b>                              | <b>Against</b>         |
| The followings were considered and approved as special resolutions:   |   |                        |
| (1) 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 domestic shares and H Shares of up to a maximum of 20% of the aggregate nominal value of the share capital of each of the existing issued H Shares and existing domestic shares of the Company as at the date of passing this resolution. | 2,171,031,104<br>(90.95%)               | 215,951,707<br>(9.05%) |
| 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<br>(approximate %) |                    |
|--|---|---------------------------------|--------------------|
|  |   | For                             | Against            |
| (2)  | 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. | 2,386,980,811<br>(100%)         | 2,000<br>(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)  | (a) to approve the amendments to article 3.4 of the Articles of Association.  | 2,386,249,961<br>(99.97%)       | 630,850<br>(0.03%) |
| 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.  | 2,386,249,961<br>(99.97%)       | 630,850<br>(0.03%) |
| 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) to approve the amendments to article 10.1 of the Articles of Association.   | 2,386,980,811<br>(100%)         | 0<br>(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. |   |                                 |                    |

## 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 RMB0.24 (before taxation) per Shares. The Final Dividend is payable to Shareholders whose names appeared on the register of members of the Company on 4 June 2013 (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:

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

The average median of exchange rate of Hong Kong dollar published by The People's Bank of China for the week immediately prior to 27 May 2013 was HK\$1.00 to RMB0.7978. Accordingly, the Final Dividend payable for each H Shares is HK\$0.3008 (before taxation).

The Company has appointed Bank of China (Hong Kong) Trustees Limited as the receiving agent (the "Receiving Agent") in Hong Kong 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 before Sunday, 30 June 2013.

## **WITHHOLDING OF INCOME TAXES ON DIVIDENDS PAID TO NON-RESIDENT CORPORATE SHAREHOLDERS AND INDIVIDUAL SHAREHOLDERS**

Under the relevant tax rules and regulations of the PRC (collectively the “PRC Tax Law”), the Company is required to withhold corporate income tax at the rate of 10% when distributing the final dividend to non-resident enterprises (such term shall have the meaning as defined under the PRC Tax Law) whose names appear on the H Shares register of members of the Company on Tuesday, 4 June 2013. In accordance with the PRC Tax Law, the Company is required to withhold individual income tax when distributing the final dividend to individual Shareholders whose names appeared on the H Shares register of members of the Company on Tuesday, 4 June 2013. The individual H Shareholders are entitled to certain tax preferential treatments according to the double tax treaties between those countries where the individual H Shareholders are residents and China and the provisions in respect of double tax treaties between the mainland China and Hong Kong or Macau. The Company would withhold and pay the individual income tax at the tax rates of 10% on behalf of the individual H Shareholders who are Hong Kong residents, Macau residents or residents of those countries having double tax treaties with China for personal income tax rates in respect of dividend of 10%. For individual H Shareholders who are residents of those countries having agreements with China for personal income tax rates in respect of dividend of lower than 10%, the Company would make applications on their behalf to seek entitlement of the relevant agreed preferential treatments pursuant to the Notice of the State Administration of Taxation in relation to the Administrative Measures on Preferential Treatment Entitled by Non-residents under Tax Treaties (Tentative) (Guo Shui Fa [2009] No. 124) (《國家稅務總局關於印發〈非居民享受稅收協議待遇管理辦法(試行)〉的通知》(國稅發[2009]124號)). For individual H Shareholders who are residents of those countries having double tax treaties with China for personal income tax rates in respect of dividend of higher than 10% but lower than 20%, the Company would withhold the individual income tax at the agreed-upon effective tax rate. For individual H Shareholders who are residents of those countries without any double tax treaties with China or having double tax treaties with China for personal income tax in respect of dividend of 20% and other situations, the Company would withhold the individual income tax at a tax rate of 20%.

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 is neither obligated nor responsible for ascertaining the identity of the Shareholders and will strictly comply with the relevant laws on withholding corporate income taxes in accordance with the records of 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\***  
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 Jiyan.*

\* for identification purposes only