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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 2014 ANNUAL GENERAL MEETING AND PAYMENT OF DIVIDEND

The annual general meeting (the “AGM”) of Zhaojin Mining Industry Company Limited (the “Company”) for the year 2014 was held at the conference room at Zhaojin Shunhe Hotel, Zhaoyuan City, Shandong Province, the People’s Republic of China (the “PRC”) at 9:00 a.m. on Wednesday, 27 May 2015. 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 10 April 2015 and 7 May 2015.

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 2,273,776,651 voting Shares, representing approximately 76.67% 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 10 April 2015 and the supplementary notice of the AGM dated 7 May 2015. 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:

ORDINARY RESOLUTIONS	No. of Votes (approximate %)	
	For	Against
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 2014.	2,273,642,901 (99.999912%)	2,000 (0.000088%)
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 2014.	2,273,642,901 (99.999912%)	2,000 (0.000088%)
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 2014.	2,273,642,901 (99.999912%)	2,000 (0.000088%)
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 2014.	2,273,774,651 (99.999912%)	2,000 (0.000088%)
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-election of Mr. Wu Yijian as a non-executive director.	2,273,774,651 (99.999912%)	2,000 (0.000088%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
(vi) the proposal for the re-appointment of Ernst & Young and BDO China Shu Lun Pan Certified Public Accountants as the international auditor and the PRC auditor of the Company respectively for the year ended 31 December 2015, and to authorize the Board to fix their respective remuneration.	2,273,774,651 (99.999912%)	2,000 (0.000088%)
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 domestic shares and H Shares of up to a maximum of 20% of the aggregate nominal value of each of the existing issued H Shares and existing domestic shares of the Company as at the date of passing this resolution.	2,146,268,770 (94.392242%)	127,507,881 (5.607758%)
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.	2,273,774,651 (99.999912%)	2,000 (0.000088%)
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 issue super short-term bonds of not more than RMB4.0 billion in the PRC and to grant authority to the Board to deal with such matters relating to the issue of the super short-term bonds.	2,270,668,597 (99.863309%)	3,108,054 (0.136691%)
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.		
(4) to change the term of validity of the resolution in relation to the issuance of corporate bonds in the PRC and the mandate granted to the Board for handling all matters in relation to the issuance of corporate bonds at the 2013 AGM.	2,270,668,597 (99.863309%)	3,108,054 (0.136691%)
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.		
(5) the proposed amendments to Article 13(1) of the Rules of Procedures for General Meetings of the Company (as set out in the circular of the Company dated 7 May 2015).	2,264,459,151 (99.590394%)	9,313,500 (0.409606%)
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 RMB0.05 (before taxation) per Shares. The Final Dividend is payable to Shareholders whose names appeared on the register of members of the Company on 6 June 2015 (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 against RMB published by The People's Bank of China for the week immediately prior to 27 May 2015 was HK\$1.00 to RMB0.7886. Accordingly, the Final Dividend payable for each H Shares is HK\$0.0634 (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 Tuesday, 30 June 2015.

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 Saturday, 6 June 2015. 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 appear on the H Shares register of members of the Company on Saturday, 6 June 2015. 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 the PRC 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 the PRC for personal income tax rates in respect of dividend of 10%. For individual H Shareholders who are residents of those countries having agreements with the PRC 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 the PRC 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 the PRC or having double tax treaties with the PRC for personal income tax in respect of dividend tax rate 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 Shares register of members 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
Weng Zhanbin

Zhaoyuan, the PRC, 27 May 2015

As at the date of this announcement, members of the Board comprise:

Executive Directors: Mr. Weng Zhanbin, Mr. Li Xiuchen, Mr. Lu Dongshang and Mr. Cong Jianmao

Non-executive Directors: Mr. Liang Xinjun, Mr. Xu Xiaoliang and Mr. Wu Yijian

Independent non-executive Directors: Ms. Chen Jinrong, Mr. Choy Sze Chung Jojo, Mr. Xie Jiyan and Mr. Nie Fengjun

* for identification purpose only