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Z H A O J I N

**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)**

## **ANNOUNCEMENT**

### **CHANGE OF INDEPENDENT FINANCIAL ADVISER**

Reference is made to the two announcements of Zhaojin Mining Industry Company Limited (the “**Company**”) both dated 29 December 2015 relating to the Acquisition and the proposed implementation of the first Employee Shares Subscription Plan by way of private placement of domestic shares (the “**Acquisition and ESSP Announcements**”), the announcement of the Company dated 12 January 2016 relating to the appointment of Independent Financial Adviser (the “**IFA Announcement**”), the announcement of the Company dated 15 January 2016 relating to the issue of a supplemental announcement (the “**Announcement**”), the announcement of the Company dated 19 January 2016 relating to the delay in despatch of the circular (the “**Delay in Despatch Announcement**”), the announcement of the Company dated 21 January 2016 relating to the supplemental information on the Acquisition and the Whitewash Waiver (the “**Second Supplemental Announcement**”) and the announcement of the Company dated 27 January 2016 relating to further supplemental information on the Acquisition and the Whitewash Waiver (the “**Third Supplemental Announcement**”), together with the Acquisition and ESSP Announcements, the IFA Announcement, the Announcement, the Delay in Despatch Announcement and the Second Supplemental Announcement, the “**Announcements**”). Unless otherwise defined, capitalized terms used herein shall have the same meanings as defined in Announcements.

As disclosed in the IFA Announcement, Quam Capital Limited was appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in relation to the Acquisition and the implementation of the ESSP by way of private placement of Domestic Shares.

Quam Capital Limited (“**Quam Capital**”) and the Company have mutually agreed to terminate their independent financial adviser agreement with effect from 3 February 2016 as Quam Capital is of the view that the time and resources required to perform its role as the Independent Financial Adviser has exceeded its current capacity.

The Board announces that Lego Corporate Finance Limited (“**Lego Corporate Finance**”), a licensed corporation to carry out Type 6 (Advising on Corporate Finance) regulated activity under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), has been appointed, with effect from 3 February 2016, to act as the Independent Financial Adviser to fill the vacancy following the resignation of Quam Capital. The appointment of Lego Corporate Finance as the Independent Financial Adviser has been approved by the Independent Board Committees. The letter of advice from the Independent Financial Adviser in respect of the Acquisition, the Whitewash Waiver and the implementation of the ESSP by way of private placement of Domestic Shares will be included in the Circular.

By order of the Board  
**Zhaojin Mining Industry Company Limited\***  
**Weng Zhanbin**  
*Chairman*

Zhaoyuan, the PRC, 4 February 2016

As at the date of this announcement, the board of directors comprises:

*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 Jiyeuan and Mr. Nie Fengjun*

*The Directors jointly and severally accept full responsibility for the accuracy of information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.*

\* *For identification purposes only*