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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  
APPOINTMENT OF DIRECTORS OF THE FIFTH SESSION OF THE BOARD AND  
SUPERVISORS OF THE FIFTH SESSION OF THE SUPERVISORY COMMITTEE  
AND  
RETIREMENT OF DIRECTORS  
AND  
APPOINTMENT OF CHAIRMAN AND VICE CHAIRMAN OF THE FIFTH  
SESSION OF THE BOARD AND CHAIRMAN OF THE FIFTH SESSION OF  
THE SUPERVISORY COMMITTEE  
AND  
APPOINTMENT OF MEMBERS OF THE COMMITTEES UNDER THE  
FIFTH SESSION OF THE BOARD**

Reference is made to the circular of Zhaojin Mining Industry Company Limited (the “**Company**”) dated 11 January 2016 (the “**Circular**”). Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Circular.

The first EGM for the year 2016 of the Company was held at the Zhaojin ShunHe International Hotel’s conference room, Zhaoyuan City, Shandong Province, the PRC at 9:00 a.m. on Friday, 26 February 2016. The convening of the EGM was in accordance with the requirements of the Company Law of the PRC and the Articles of Association.

**VOTING RESULTS OF THE EGM**

As at the date of the EGM, the total issued Shares of the Company was 2,965,827,195 Shares.

The holders of all such Shares were entitled to attend and vote for or against all the resolutions proposed or abstain from voting at the EGM. Shareholders of the Company holding an aggregate of 2,294,499,778 Shares with voting rights, representing approximately 77.36% 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. There were no Shares entitling the holder to attend the EGM and abstain from voting in favour as set out in Rule 13.40 of the Listing Rules. 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 dated 11 January 2016. 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:

ORDINARY RESOLUTIONS		No. of Votes (approximate percentage)		
		For	Against	Abstained
1.	To consider and approve the following candidates as the Directors of the fifth session of the Board of the Company, for a term of three years commencing from the conclusion of the EGM:			
(a)	To re-elect Mr. Weng Zhanbin as an executive Director of the Company.	2,294,071,786 Shares 99.98%	427,992 Shares 0.02%	0 Shares 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)	To re-elect Mr. Li Xiuchen as an executive Director of the Company.	2,294,071,786 Shares 99.98%	427,992 Shares 0.02%	0 Shares 0%
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. Cong Jianmao as an executive Director of the Company.	2,248,440,486 Shares 97.99%	46,059,292 Shares 2.01%	0 Shares 0%
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. Liang Xinjun as a non-executive Director of the Company.	2,190,592,558 Shares 95.47%	103,907,220 Shares 4.53%	0 Shares 0%
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. Li Shousheng as a non-executive Director of the Company.	2,294,071,786 Shares 99.98%	427,992 Shares 0.02%	0 Shares 0%
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 re-elect Mr. Xu Xiaoliang as a non-executive Director of the Company.	2,248,440,486 Shares 97.99%	46,059,292 Shares 2.01%	0 Shares 0%
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 appoint Mr. Gao Min as a non-executive Director of the Company.	2,294,071,786 Shares 99.98%	427,992 Shares 0.02%	0 Shares 0%
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 Ms. Chen Jinrong, who will serve more than 9 years since April 2016, as an independent non-executive Director of the Company.	2,294,071,786 Shares 99.98%	427,992 Shares 0.02%	0 Shares 0%
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				

ORDINARY RESOLUTIONS		No. of Votes (approximate percentage)		
		For	Against	Abstained
(i)	To re-elect Mr. Choy Sze Chung Jojo, who will serve more than 9 years since May 2016, as an independent non-executive Director of the Company.	2,294,071,786 Shares 99.98%	427,992 Shares 0.02%	0 Shares 0%
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 appoint Mr. Wei Junhao as an independent non-executive Director of the Company.	2,294,071,786 Shares 99.98%	427,992 Shares 0.02%	0 Shares 0%
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 appoint Mr. Shen Shifu as an independent non-executive Director of the Company.	2,294,071,786 Shares 99.98%	427,992 Shares 0.02%	0 Shares 0%
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 acting as Shareholders' representatives of the fifth session of the Supervisory Committee of the Company with a term of three years commencing from the conclusion of the EGM:			
(a)	To re-elect Mr. Wang Xiaojie as a Supervisor acting as Shareholders' representative of the Company.	2,244,859,986 Shares 97.84%	49,639,792 Shares 2.16%	0 Shares 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)	To re-elect Ms. Jin Ting as a Supervisor acting as Shareholders' representative of the Company.	2,292,048,286 Shares 99.89%	2,451,492 Shares 0.11%	0 Shares 0%
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
3.	To approve the remuneration package for Directors of the fifth session of the Board and Supervisors of the fifth session of the Supervisory Committee and enter into the written contracts with members of the Board and the Supervisory Committee in respect of their remuneration package.	2,294,497,778 Shares 99.99%	2,000 Shares 0.01%	0 Shares 0%
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 FIFTH SESSION OF THE BOARD

At the EGM, members of the fourth session of the board of directors, namely Mr. Weng Zhanbin, Mr. Li Xiuchen, Mr. Liang Xinjun, Mr. Cong Jianmao, Mr. Xu Xiaoliang, Ms. Chen Jinrong and Mr. Choy Sze Chung Jojo are re-elected as Directors of the fifth session of the Board, whose biographical details are set out below:

**Mr. Weng Zhanbin**, aged 50, was born in 1966. He 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, qualified as an applied engineering technology researcher, and graduated from the Cheung Kong Graduate School of Business with an EMBA degree in 2008. He is an Executive Director and the Chairman of the Company. Currently, Mr. Weng is the director of Sparky International Trade Company Limited (斯派柯國際貿易有限公司). Mr. Weng has more than 20 years of experience in the gold production industry. Mr. Weng had held positions of deputy section chief and mine supervisor of Zhaoyuan Xiadian Gold Mine; deputy general manager and deputy secretary of the Communist Party of Zhaoyuan Jinchiling Gold Mine; the deputy secretary of the Communist Party, vice chairman and deputy general manager of Jinchiling Mining & Metallurgy Co., Ltd. under Zhaojin Group and mine manager of Jinchiling Gold Mine of the Company; and the general manager of Zhaojin Group and an Executive Director of the Company. Mr. Weng has been a Non-executive Director of the Company since February 2010, and has been re-designated as an Executive Director and the president of the Company since November 2010. He has been the vice chairman of the Company since June 2013, and has resigned from the position of vice chairman and president and served as the chairman of the Company since January 2014. Mr. Weng has been granted numerous provincial and national awards, such as Science & Technology Pacesetter of National Gold Industry in the 10th Five-Year Plan Period, Science & Technology Outstanding Contribution Award of National Gold Industry in the 11th Five-Year Plan Period, Labour Model of National Gold Industry in the 11th Five-Year Plan Period, Shandong Provincial People-enrich and Lu-thriving Labour Medal, Shandong Provincial Excellent Entrepreneur and Excellent Entrepreneur of the State in recognition of his achievements in technological and business management. He has obtained national patents for five of his inventions.

As at the date of this announcement, Mr. Weng was deemed to be interested in 565,000 Shares held through a corporation controlled by him.

**Mr. Li Xiuchen**, aged 53, was born in 1963. He graduated from Shenyang Institute of Gold Technology majoring in mine engineering with the qualification of a senior engineer. He is an Executive Director and the President of the Company. Currently, Mr. Li is the chairman (legal representative) of Shandong Ruiyin Mining development Company Limited (山東瑞銀礦業發展有限公司), the chairman (legal representative) of Laizhou City Mining Company Limited (萊州市瑞海礦業有限公司), the chairman (legal representative) of Shandong Wucailong Investment Company Limited (山東五彩龍投資有限公司), a director of Shanghai Jiuzhuang Business Management Company Limited\* (上海久莊企業管理有限公司), a director of Dayu Zhishui (Resource) Holding Company Limited\* (大愚智水(資源)控股有限公司) and a director of Dayu Zhishui (China) High-Tech Company Limited\* (大愚智水中國高科技有限公司). Mr. Li has more than 30 years of experience in the gold production industry. Mr. Li served as a technician of the production office of Luoshan Gold Mine, the deputy supervisor, co-ordination officer and first deputy mine manager of Daiqinjia Gold Mine, the deputy mine manager and deputy general manager at Beijie Gold Mine and Zhongkuang Gold Industry, the deputy general manager, chairman and general manager of Xinyuan Gold Technology Development Co., Ltd, and the senior Vice President of Zhaojin Mining. Mr. Li has been the vice president of the Company since February 2007 and served as the Executive Director of the Company since March 2012, and served as the executive president of the Company since February 2013. He has resigned from the position of executive president and served

as the president of the Company since January 2014. Mr. Li has been granted numerous honorary awards, such as Science & Technology Outstanding Contribution Award of National Gold Industry in the 8th Five-Year Plan Period, Advanced Workers of Technology Management of National Gold Industry, National Excellent Workers of Facilities Management, Science and Technology Grade I Award by the China Gold Association, Shandong Gold Science and Technology Advancement Grade I Award, Labour Model of National Gold Industry in the 11th Five-Year Plan Period, National Equipment Management Outstanding Leader, and National Special Contribution Award of Equipment Management Outstanding Worker.

**Mr. Cong Jianmao**, aged 53, was born in 1963. He graduated from Shandong TV University and Shandong Business Administration Institute. He is an Executive Director and the deputy secretary of the Communist Party of the Company. Mr. Cong has been the section chief of the Planning and Finance Section of Zhaoyuan Municipal Commerce Bureau, the chairman of the supervisory committee of Zhaoyuan City State-owned Assets Operation Company Limited (招遠市國有資產經營有限公司), the chairman of the supervisory committee of Zhaojin Group, and the deputy director of Zhaoyuan Municipal Finance Bureau. Mr. Cong has been a Non-executive Director of the Company since December 2005. He has been an Executive Director of the Company since 20 March 2015. Mr. Cong is the chairman (legal representative) of Zhaoyuan City Jintingling Mining Company Limited (招遠市金亭嶺礦業有限公司) and Zhaoyuan City Zhaojin Jishan Mining Company Limited (招遠市招金紀山礦業有限公司).

**Mr. Liang Xinjun**, aged 48, was born in 1968. He graduated from genetic engineering of Fudan University and obtained an MBA degree in 2007 from Cheung Kong Graduate School of Business. He is a Non-executive Director, vice chairman of the Company, an executive director and the vice chairman and chief executive officer of Fosun International Limited. Mr. Liang is a member of the 12th Shanghai Committee of Chinese People's Political Consultative Conference; vice chairman of the 11th Shanghai United Youth Association; vice chairman of China Young Entrepreneurs Association; executive vice chairman of China Science and Technology Private Entrepreneurs Association; chairman of Taizhou Chamber of Commerce in Shanghai, executive chairman of Shanghai Fudan University Alumni Association; executive vice chairman of Cheung Kong Graduate School of Business Alumni Association, and a member of APEC Business Council and a committee member of the Management Committee of APEC Business Council. Mr. Liang has been a Non-executive Director of the Company since April 2007. Mr. Liang has been awarded the "Directors of the Year Awards 2013" by The Hong Kong Institute of Directors, named a "Chinese Economic Leader 2013", awarded the "Outstanding Zhejiang Entrepreneur Award" at The Second World Zhejiang Entrepreneurs Convention, recognized as one of "Top 10 PE Capitalists in China for 2012", "Top 10 Leaders in Finance Industry in Shanghai for 2012", awarded "Chinese Business Leader of the Year 2011" at the Seventh Horasis, "China Youth Entrepreneur Management Innovation Award 2008" and named a "Ten Outstanding Young People in Shanghai 2008".

**Mr. Xu Xiaoliang**, aged 43, was born in 1973. He graduated from East China Normal University School of Business Management and was awarded a master's degree. He is a Non-executive Director of the Company, and is the executive director and vice president of Fosun Group, the chairman of Fosun Property Holding (復星地產控股), and the joint chairman of the Zhejiang chamber of commerce real estate association, a member of Shanghai Youth Federation and the vice president of China Real Estate Chamber of Commerce, the chairman of Shanghai Yuyuan Tourist Mart Co., Ltd., a company listed on the SSE, and a non-executive director of Shanghai Zendai Property Limited, a company listed on the Stock Exchange. He has over 18 years of experience in real estate distribution services and investment development, and had previously served as the assistant to the general manager of Forte Land (Group) Co.Ltd, the chairman of Shanghai Ceyuan Property Consultants Limited, and the president of Fosun Property Holding. He was successively granted the "Shanghai 4 May Youth Medal" and the "Shanghai Top Ten Youth Business People". Mr. Xu has been a Non-executive Director of the Company since January 2014.



**Ms. Chen Jinrong**, aged 57, was born in 1959. She graduated from Renmin University of China and is an associate professor. She is an qualified accountant in China and an independent director. She is an Independent Non-executive Director of the Company, and a lecturer in School of Economics and Management of Tsinghua University and Beijing Union University. Ms. Chen is also an independent non-executive director of SSE listed companies Meihua Holdings Group Co., Ltd. (code: 600873) and Shanxi Lu'an Environmental Energy Development Co., Ltd. (code: 601699), Stock Exchange listed company Jingwei Textile Machinery Co., Ltd. (code: 0350), and the OTC securities market listed company Synutra International Co., Ltd. Ms. Chen mainly focuses on research into, teaching of and counseling on corporate financial management, analysis of financial report for listed companies and operations of corporate capital, corporate organization and risk control, comprehensive corporate budget management etc. She has solid experience in aspects such as corporate restructuring, comprehensive corporate; budget management, capital operations and corporate internal control. Ms. Chen had served as the deputy head of the finance department of China Information Industry Research Institute under the Ministry of Information Industry, the deputy general manager of Beijing Hua Tsing Cai Zhi Corporate Management Counseling Company, etc. Ms. Chen has gained the reputation as an outstanding young and middle-aged backbone teacher in Beijing City and an outstanding teacher of Economic Committee of Beijing Municipal Government. Ms. Chen has been an independent Non-executive Director of the Company since April 2007.

**Mr. Choy Sze Chung Jojo**, aged 57, was born in 1959. He obtained his Master of Business Administration Degree from University of Wales, Newport and his Master of Business Law Degree from Monash University, Australia. He is an Independent Non-executive Director of the Company, and also the vice chairman of National Resources Securities Limited. Mr. Choy is also an independent non-executive director of Stock Exchange listed companies Chengdu PUTIAN Telecommunications Cable Limited (code: 1202), Sparkle Roll Group Limited (code: 0970), Orient Securities Limited (code: 8001) and Luye Pharma Group Ltd. (code: 2186). Mr. Choy is also the permanent honorary president of The Institute of Securities Dealers Limited, a fellow member of The Hong Kong Institute of Directors, a fellow member of Institute of Financial Accountants, a fellow member of Institute of Public Accountants, a fellow member of the Institute of Compliance Officer, a member of Society of Registered Financial Planner Limited, a member of the fourth session of the Chief Executive Election Committee of Hong Kong Special Administrative Region, a member of the Election Committee of the 12th National People's Congress of Hong Kong Special Administrative Region, a member of CPPCC (Chinese People's Political Consultative Conference) Shantou, a honorary president of Shantou Overseas Friendship Association, an honorary president of Shantou Overseas Exchanges Association, an honorary principal of Chen Po Sum School and a council member of Rotary Club Kowloon West. Mr. Choy has extensive experience in the securities industry and business management. Mr. Choy has been an Independent Non-executive Director of the Company since May 2007.

At the EGM, Mr. Li Shousheng, Mr. Gao Min, Mr. Wei Junhao and Mr. Shen Shifu were newly appointed directors of the fifth session of the Board, whose biographical details are set out below:

**Mr. Li Shousheng**, aged 52, was born in 1964. Mr. Li graduated from Kunming Institute of Technology with a degree in mining geology. He is an engineering technology application researcher, safety production experts of Yantai City, and a member of Shandong safety production management association. He is the current director, general manager and deputy secretary of party committee of Zhaojin Group. Mr. Li had held positions of director of operation department of Luoshan Gold Mine, deputy manager of Dayingezhuang Gold Mine, product manager, chief engineer and vice-general manager of Zhaojin Group. He also served as the chairman of Tuoli County Zhaojin Beijiang Mining Industry Co., Ltd, Shandong Goldsoft Technology Co., Ltd, and Shandong Zhaojin Gold and Silver Refining Co., Ltd. Mr. Li has 33 years of experience in

the gold production industry and excellent contribution in technology and management. He got 44 achievements in scientific research as a leader of enterprise technology center, academician workstation and postdoctoral workstation of Zhaojin Group. He has been granted numerous honorary awards, such as Science and Technology Model of National Gold Industry in the tenth Five-year Plan, Labour Model of National Gold Industry in the 11th Five-Year Plan Period Science & Technology Outstanding Contribution Award of National Gold Industry, Foregoer of Enterprise Technology Innovation of Shandong Provincial and Shandong Provincial Excellent Entrepreneur.

**Mr. Gao Min**, aged 43, was born in 1973. He is the vice president of Shanghai Yuyuan Tourist Mart Co., Ltd. which was listed on the SSE and the director, external management consultancy, distinguished experts and guest lecturers of the Shanghai Steel Group Corporation (Group) Co., Ltd. (Code: 300226) (上海鋼聯股份(集團)有限公司) which was listed on the SSE. Mr. Gao previously served as an assistant of President and the General Manager for human resources of Shanghai Fosun High Technology (Group) Co., Ltd. (上海復星高科技(集團)有限公司), the vice president of the group of Forte Land (Group) Co., Ltd (復地(集團)股份有限公司) and the chairman of the board of subordinate company in charge of human resources and corporate universities. Mr. Gao graduated in 1995 from Shanghai Normal University with a bachelor's degree in English and American literature studies, and in 2001 won the China Europe International Business School MBA degree.

**Mr. Wei Junhao**, aged 55, was born in 1961. He is a professor (postdoctor) and doctoral supervisor. Mr. Wei is an Independent Non-executive Director of the Company, and also a professor of China University of Geosciences (Wuhan) Resources Institute. Mr. Wei is also a supervision engineer of Central Geological Exploration Fund, standing director of Chinese Association of Mineral Resources Appraisers, member of China Geological Society Overseas Resources Committee and member of China Geological Society Mine Geology Committee. Mr. Wei once was an independent non-executive director of SSE listed Company China National Gold Group (stock code: 600489). Currently, he is an independent non-executive director of SSE listed company, Inner Mongolia Chifeng Jilong Gold Mining Co., Ltd (stock code: 600988), SZSE listed companies, Guangdong Rongsheng Supermicro Wire Co., Ltd (stock code: 002141), and Zhongrun Resource Investment Co., Ltd (stock code: 000506). Mr. Wei has engaged in metallogenic prediction and prospecting research with over 20 years work experience in geological research and exploration practice. Mr. Wei puts forward “mineralization field theory”, which is very famous in domestic gold industry. Mr. Wei has hosted more than 50 national level, provincial level and crosswise projects as project leader. By his effort, Liaoning Wulong Gold Mine increased 20 tonnes reserves in prospecting ore in resource exhausted mines during 1997-1999. Shanxi Tongguan Gold Mining Company increased 17 tonnes reserves in geological research and prospecting study during 2004-2007. Shandong Yantai Xintai Gold Company increased 15 tonnes reserves in geological prospecting research project during 2006-2009. Other prospecting projects also obtained obvious results. Many large-scale domestic professional papers such as “China Gold News”, “China Mining News”, and “China Metallurgical News” reported his prospecting results several times.

**Mr. Shen Shifu**, aged 50, was born in 1966. He is a professor of engineering, doctor and master tutor. Mr. Shen is a chief engineer, research group leader, marketing department manager and business department manager of Beijing General Research Institute of Mining and Metallurgy. Mr. Shen once worked at Tsingtao Lubi Cement Co., Ltd as director of laboratory, marketing department manager and manager assistant. Mr. Shen was hired as academic foregoer of China Inorganic Chemical Industry Society (中國無機化工學會), professor committee member of China Non-metallic Mineral Industry Association Professional Committee of Graphite (中國非金屬礦工業協會石墨專業委員會), and professor committee member of China Nonferrous Metals Society Technical Experts Working Committee (中國有色金屬學會技術專家工作委員會). As

the main operator, Mr. Shen has participated in science and technology support project of the tenth Five-year Plan, the Eleventh Five-year Plan, and the Twelfth Five-year Plan, national high and new technology industrialization projects, State 863 projects, and State 973 projects. Mr. Shen has undertaken more than 30 enterprises commissioned topic (including the beneficiation of various kinds of mineral, the comprehensive utilization of tailings, and the harmless disposal and comprehensive utilization of mineral material and solid waste). Mr. Shen has awarded 3 Ministerial First Prize of Technology Progress, 5 Institute First Prize of Technology Progress, and 11 national patents. Mr. Shen has also awarded “Top Ten Outstanding Youth” of Laoshan district, Pace-setters in the new Long March, and advanced individual of Beijing General Research Institute of Mining and Metallurgy Engineering Research Design Institute (北京礦冶研究總院礦物工程研究設計所).

Save as disclosed above, as at the date of this announcement, the above Directors have not held any directorship in any public listed companies in the past three years, and do not have any other major appointment and professional qualifications. The above Directors do not have any positions with the Company or any of its subsidiaries. In addition, they do not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders (as defined in the Listing Rules) of the Company, nor interested or deemed to be interested in the Shares and underlying Shares of the Company within the meaning of Part XV of the SFO. They have not been subject to any public sanctions by statutory or regulatory authority.

The above Directors have entered into service contract with the Company for a term of three years commencing from the conclusion of the EGM. The executive Directors will not receive fixed salary from the Company as directors’ remuneration during their term of office. Instead, their remuneration will be determined by the Nomination and Remuneration Committee of the Board upon assessment of the management of the Company in accordance with relevant requirements in the PRC and the policy adopted by the Company, of which remuneration is linked with the Company’s results and the executive Directors’ performance. The non-executive Directors will not receive any directors’ remuneration during their term of office. Instead, they will be remunerated by their respective Shareholders who nominated them with reference to their specific administrative duties in the organization of the shareholders and upon assessment by their respective Shareholders in accordance with relevant requirements in the PRC and their internal remuneration management regulations. The independent non-executive Directors will receive a remuneration of RMB160,000 (before taxation) per annum for their service under the service contract, which are determined by the Board with reference to their duties and responsibilities with the Company and the prevailing market rate.

The above Directors have confirmed that, save as disclosed above, there are no other matters concerning their appointment 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 a Director of the Fourth Session of the Board**

Due to re-allocation of work, the executive Director of the fourth session of the Board, Mr. Lu Dongshang has retired, upon the conclusion of the EGM, from office of the executive Director of the Company and the chairman of the Strategic Committee.

Due to re-allocation of work, the non-executive Director of the fourth session of the Board, Mr. Wu Yijian has retired, upon the conclusion of the EGM, from office of the non-executive Director of the Company.



The Independent Non-executive Director of the fourth session of the Board, Mr. Xie Jiyuan, has retired, for the reason that he has reached retirement age, from office of the Independent Non-executive Director of the Company, a member of the Geological and Resources Management Committee and Safety and Environment Protection Committee of the Company, upon the conclusion of the EGM.

For health reason, the Independent Non-executive Director of the fourth session of the Board, Mr. Nie Fengjun has retired, upon the conclusion of the EGM, from office of the Independent Non-executive Director of the Company, a member and the chairman of the Geological and Resources Management Committee and a member of Nomination and Remuneration Committee of the Company.

Mr. Lu, Mr. Wu, Mr. Xie and Mr. Nie have confirmed that they have no disagreement with the Board and there are no matter relating to their retirement which needs to be brought to the attention of the Shareholders.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Lu, Mr. Wu, Mr. Xie and Mr. Nie for their contributions to the Company during their term of office.

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

At the EGM, Supervisors acting as Shareholders' representatives of the fourth session of the supervisory committee, Mr. Wang Xiaojie and Ms. Jin Ting, were re-elected as Supervisors acting as Shareholders' representatives of the fifth session of the Supervisory Committee. Ms. Zhao Hua was appointed as Supervisor acting as employees' representative of the fifth session of the Supervisory Committee, whose biographical details are set out as follows:

**Mr. Wang Xiaojie**, aged 43, was born in 1973. He is currently the chairman of the Supervisory Committee of the Company, the deputy secretary of the Party Committee 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 a Supervisor of the Supervisory Committee of the Company since April 2007.

**Ms. Jin Ting**, aged 53, was born in 1963. She is currently a Supervisor of the Supervisory Committee of the Company. Ms. Jin used to serve as deputy general manager of finance department, manager of finance department, manager of fund management department and assistant to president of Shanghai Yuyuan. She is currently the vice president of Shanghai Yuyuan, which was listed on the SSE. Ms. Jin graduated from Shanghai Light Industry Bureau Vocational University majoring in finance and accounting. She has extensive experience in finance, audit and human resources. Ms. Jin has been a Supervisor of the Supervisory Committee of the Company since February 2010.

**Ms. Zhao Hua**, aged 39, was born in 1977. She graduated from Shandong Youth Management Cadre Institute (山東省青年管理幹部學院) with a major in accounting. Ms. Zhao is an employee Supervisor of the Company and deputy secretary of party committee of Hedong Gold Mine of the Company. She has been the head of finance section and deputy manager of Canzhuang Gold Mine of the Company. Ms. Zhao has more than 10 years of experience in financial affairs.

Save as disclosed above, as at the date of this announcement, the above Supervisors have not held any directorship in any public listed companies in the past three years, and do not have any other major appointment and professional qualifications. They do not have any positions with the Company or any of its subsidiaries. In addition, they have no relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders (as defined in the Listing Rules) of the Company, nor interested or deemed to be interested in the Shares and underlying Shares of the Company within the meaning of Part XV of the SFO. They have never been subject to any public sanctions by statutory or regulatory committees.

The above Supervisors have entered into service contract with the Company for a term of three years commencing from the conclusion of the EGM. The Supervisors acting as Shareholders' representatives will not receive any Supervisors' remuneration during their term of office. Instead, they will be remunerated by the respective Shareholders who nominated them with reference to their specific administrative duties in the organization of the shareholders and upon assessment by their respective Shareholders in accordance with relevant requirements in the PRC and their internal remuneration management regulations. The Supervisor acting as employees' representative will not receive fixed salary from the Company as supervisors' remuneration during her term of office. Instead, her remuneration will be determined based on her duties with the Company and by the management of the Company upon assessment of the mid-level management of 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.

The above Supervisors have confirmed that, save as disclosed above, there are no other matters concerning their appointment 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.

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

The Board is pleased to announce that, at the first meeting of the fifth session of the Board held immediately after the EGM, the Board agreed unanimously (i) to appoint Mr. Weng Zhanbin as the Chairman of the fifth session of the Board; (ii) to appoint Mr. Liang Xinjun as the Vice Chairman of the fifth session of the Board. Their appointments became effective on 26 February 2016.

The Supervisory Committee is also pleased to announce that, at the first meeting of the fifth session of the Supervisory Committee held immediately after the EGM, the Supervisory Committee agreed unanimously to appoint Mr. Wang Xiaojie as the Chairman of the fifth session of the Supervisory Committee, whose appointment became effective on 26 February 2016.

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

The Board further announced that, at the first meeting of the fifth 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 Protection Committee under the fifth session of the Board with effect from 26 February 2016.

## **Audit Committee**

The Audit Committee comprises three members, namely Ms. Chen Jinrong, Mr. Gao Min and Mr. Choy Sze Chung Jojo. Ms. Chen Jinrong is the chairlady of the Audit Committee.

## **Nomination and Remuneration Committee**

The Nomination and Remuneration Committee comprises five members, namely Mr. Liang Xinjun, Mr. Cong Jianmao, Mr. Choy Sze Chung Jojo, Ms. Chen Jinrong and Mr. Wei Junhao. Mr. Choy Sze Chung Jojo is the chairman of the Nomination and Remuneration Committee.

## **Strategic Committee**

The Strategic Committee comprises three members, namely Mr. Weng Zhanbin, Mr. Xu Xiaoliang and Mr. Li Shousheng. Mr. Weng Zhanbin is the chairman of the Strategic Committee.

## **Geological and Resources Management Committee**

The Geological and Resources Management Committee comprises three members, namely Mr. Li Shousheng, Mr. Wei Junhao and Mr. Shen Shifu. Mr. Wei Junhao is the chairman of the Geological and Resources Management Committee.

## **Safety and Environment Protection Committee**

The Safety and Environment Protection Committee comprises three members, namely Mr. Li Xiuchen, Mr. Cong Jianmao and Mr. Shen Shifu. Mr. Li Xiuchen is the chairman of the Safety and Environment Protection Committee.

By Order of the Board  
**ZHAOJIN MINING INDUSTRY COMPANY LIMITED**  
**Weng Zhanbin**  
*Chairman*

Zhaoyuan, the PRC, 26 February 2016

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

*Executive directors:* Mr. Weng Zhanbin, Mr. Li Xiuchen and Mr. Cong Jianmao

*Non-executive directors:* Mr. Liang Xinjun, Mr. Li Shousheng, Mr. Xu Xiaoliang and Mr. Gao Min

*Independent non-executive directors:* Ms. Chen Jinrong, Mr. Choy Sze Chung Jojo, Mr. Wei Junhao and Mr. Shen Shifu

\* *For identification purpose only*