

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement is for information purpose only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of the Company.

This announcement is not, and does not form any part of, an offer or invitation for the sale of securities in the United States or to, or for the account or benefit of any "U.S. persons" (as defined in Regulation S under the Securities Act). The securities have not been and will not be registered under the Securities Act, and may not be offered, sold or otherwise transferred within the "United States" or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the Securities Act) unless the securities are registered under the Securities Act, or an exemption from the registration requirements of the Securities Act is available.



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)

PLACING OF NEW H SHARES UNDER GENERAL MANDATE

Joint Placing Agents



The Board is pleased to announce that on 29 March 2017, the Company entered into the Placing Agreement with the Joint Placing Agents, pursuant to which the Company has agreed to issue the Placing Shares, and the Joint Placing Agents have agreed, on a several basis, as the placing agents of the Company, to procure in an aggregate of not less than six and not more than ten Placees who are Independent Third Parties, or failing which themselves as principal, to subscribe for up to 174,869,000 Placing Shares at the Placing Price of HK\$6.93 per Placing Share on the terms and subject to the conditions of the Placing Agreement. The Placing Shares will be allotted and issued pursuant to the General Mandate.

The aggregate gross proceeds from the Placing are expected to be approximately HK\$1,211.8 million and the aggregate net proceeds from the Placing, after deducting the placing commission and other related expenses, are expected to be approximately HK\$1,204.4 million. The net proceeds from the Placing are intended to be used for supplementing the working capital of the Company.

The maximum number of Placing Shares to be placed under the Placing Agreement represents approximately 20% of the existing number of H Shares in issue (being 874,346,000 H Shares as at the date of this announcement) and approximately 5.90% of the number of total issued Shares as at the date of this announcement, and approximately 16.67% of the number of H Shares and approximately 5.57% of the number of total issued Shares as enlarged by the allotment and issue of the Placing Shares, assuming no further changes to the share capital of the Company after the date of this announcement and before Completion. The nominal value of each Placing Share under the Placing will be RMB1.00, and the aggregate nominal value of the Placing Shares under the Placing will be up to RMB174,869,000.

The Placing Price represents:

- a. a discount of approximately 6.70% to the average closing price of approximately HK\$7.43 per H Share as quoted on the Stock Exchange for the last 20 consecutive trading days up to and including 28 March 2017, being the Last Trading Day;
- b. a discount of approximately 6.59% to the average closing price of approximately HK\$7.42 per H Share as quoted on the Stock Exchange for the last 15 consecutive trading days up to and including the Last Trading Day; and
- c. a discount of approximately 7.60% to the closing price of HK\$7.50 per H Share as quoted on the Stock Exchange on the Last Trading Day.

As Completion of the Placing is subject to the satisfaction of the Conditions and the Joint Placing Agents' termination rights under the Placing Agreement, the Placing may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

PLACING OF NEW H SHARES

The Board is pleased to announce that on 29 March 2017, the Company entered into the Placing Agreement with the Joint Placing Agents, pursuant to which the Company has agreed to issue the Placing Shares, and the Joint Placing Agents have agreed, on a several basis, as the placing agents of the Company, to procure in an aggregate of not less than six and not more than ten Places who are Independent Third Parties, or failing which themselves as principal, to subscribe for up to 174,869,000 Placing Shares at the Placing Price of HK\$6.93 per Placing Share on the terms and subject to the conditions of the Placing Agreement. The Placing Shares will be allotted and issued pursuant to the General Mandate.

The principal terms of the Placing Agreement are set out below:

THE PLACING AGREEMENT

Date

29 March 2017

Issuer

The Company

Joint Placing Agents

- UBS AG Hong Kong Branch
- China Merchants Securities (HK) Co., Limited
- CMB International Capital Limited

To the best of the Director's knowledge, information and belief, having made all reasonable enquiries, as at the date of this announcement, each of the Joint Placing Agents and their ultimate beneficial owners are Independent Third Parties.

The Placing

The Company has agreed to allot and issue the Placing Shares, and the Joint Placing Agents have agreed, on a several basis, as placing agents of the Company, to procure in an aggregate of not less than six and not more than ten Placees who are Independent Third Parties, or failing which themselves as principal, to subscribe for up to 174,869,000 Placing Shares at the Placing Price of HK\$6.93 per Placing Share on the terms and subject to the conditions of the Placing Agreement. The Placing Shares will be allotted and issued pursuant to the General Mandate.

Placing Shares

Up to 174,869,000 new H Shares in the registered capital of the Company may be allotted and issued by the Company pursuant to the terms and subject to the conditions set out in the Placing Agreement.

The maximum number of Placing Shares to be placed under the Placing Agreement represents approximately 20% of the existing number of H Shares in issue (being 874,346,000 H Shares as at the date of this announcement), and approximately 5.90% of the number of total issued Shares as at the date of this announcement, and approximately 16.67% of the number of H Shares and approximately 5.57% of the number of total issued Shares as enlarged by the allotment and issue of the Placing Shares, assuming no further changes to the share capital of the Company after the date of this announcement and before Completion. The nominal value of each Placing Share under the Placing will be RMB1.00, and the aggregate nominal value of the Placing Shares under the Placing will be up to RMB174,869,000.

The Placees

The Joint Placing Agents will place the Placing Shares to no fewer than six but no more than ten Placees who are independent professional, institutional and/or other investors who and whose ultimate beneficial owners are Independent Third Parties, or failing which will subscribe for the Placing Shares themselves as principal. It is expected that none of the Placees will become a substantial shareholder (as defined in the Listing Rules) of the Company immediately after the Completion.

Placing Price

The Placing Price of HK\$6.93 per Placing Share represents:

- a. a discount of approximately 6.70% to the average closing price of approximately HK\$7.43 per H Share as quoted on the Stock Exchange for the last 20 consecutive trading days up to and including 28 March 2017, being the Last Trading Day;
- b. a discount of approximately 6.59% to the average closing price of approximately HK\$7.42 per H Share as quoted on the Stock Exchange for the last 15 consecutive trading days up to and including the Last Trading Day; and
- c. a discount of approximately 7.60% to the closing price of HK\$7.50 per H Share as quoted on the Stock Exchange on the Last Trading Day.

The aggregate gross proceeds from the Placing are expected to be approximately HK\$1,211.8 million and the aggregate net proceeds from the Placing, after deducting the placing commission and other related expenses, are expected to be approximately HK\$1,204.4 million, representing a net placing price of approximately HK\$6.89 per Placing Share.

The Directors (including the independent non-executive Directors) consider that the Placing Price, which was agreed after arm's length negotiations between the Company and the Joint Placing Agents with reference to, among other things, the prevailing market price of the H Shares, is fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Ranking of the Placing Shares

The Placing Shares, when issued and fully paid, will rank *pari passu* in all respects among themselves and with all the existing H Shares in issue as at the date of issue of the Placing Shares, including the right to receive all dividends declared and made or paid on or after the date of issue of the Placing Shares.

Lock-up

The Company undertakes to the Joint Placing Agents that (except for the Placing Shares, any new Domestic Shares to be allotted and issued by the Company pursuant to the ESSP (including but not limited to the allotment and issue of not more than 80 million new Domestic Shares by way of non-public issuance) and any Shares of the Company or other securities or rights issued or granted to Shareholders by way of bonus or under any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on Shares of the Company in accordance with its articles of association or on the exercise of rights existing at the date of the Placing Agreement) for a period from the date of the Placing Agreement up to 60 days after the Completion Date, neither the Company nor any person acting on its behalf will, except for the Placing Shares, (i) sell, transfer, dispose, allot or issue or offer to sell, transfer, dispose, allot or issue or grant any option, right or warrant to subscribe (either conditionally or unconditionally, or directly or indirectly, or otherwise) any Shares or any interests in Shares or any securities convertible into or exercisable or exchangeable for or substantially similar to any Shares or interest in Shares or (ii) agree (conditionally or unconditionally) to enter into or effect any such transaction with the same economic effect as any of the transactions described in (i) above or (iii) announce any intention to enter into or effect any such transaction described in (i) or (ii) above without first having obtained the written consent of the Joint Placing Agents.

Conditions of the Placing

Completion of the Placing is conditional upon the fulfilment or waiver (in respect of (c) to (e) only) of the following Conditions:

- a. the approvals of all relevant PRC regulatory authorities including the CSRC Approval and the SASAC Approval in connection with the issue and placing of the Placing Shares remaining in full force and effect on the Completion Date;
- b. the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Placing Shares (and such listing and permission not subsequently being revoked prior to the delivery of definitive share certificate(s) representing the Placing Shares);
- c. the delivery of a legal opinion by the legal counsel of the Company as to Hong Kong law in a form and substance satisfactory to the Joint Placing Agents;
- d. the delivery of a legal opinion by the legal counsel of the Joint Placing Agents as to PRC law in a form and substance satisfactory to the Joint Placing Agents; and
- e. the delivery of a certified true copy of the CSRC Approval and the SASAC Approval to each of the Joint Placing Agents.

The Company shall, as soon as is reasonably practicable after the signing of the Placing Agreement, apply to the Stock Exchange for the granting of listing of, and permission to deal in, the Placing Shares and the Company shall use all reasonable endeavours to obtain the granting of such listing and permission to deal in the Placing Shares by the Listing Committee of the Stock Exchange as soon as is reasonably practicable, and will inform the Joint Placing Agents promptly following the granting of the same. The Company shall furnish such information, supply such documents, pay such fees and do all such acts and things as may reasonably be required by the Joint Placing Agents and/or the relevant regulatory authorities in connection with the fulfilment of the Conditions.

If the Conditions are not fulfilled to the satisfaction of the Joint Placing Agents or waived (in respect of (c) to (e) only) at or prior to 8:00 a.m. (Hong Kong time) on 12 April 2017 or such later time and/or date as may be agreed between the Company and the Joint Placing Agents, the obligations and liabilities of the Joint Placing Agents and the Company under the Placing shall be null and void and neither the Company nor the Joint Placing Agents shall have any claim against the other for costs, damages, compensation or otherwise arising under the Placing Agreement provided that the Company shall reimburse the Joint Placing Agents any properly and reasonably incurred legal fees and out-of-pocket expenses which the Joint Placing Agents shall be obliged to pay in connection with the Placing.

Termination

The Joint Placing Agents shall be entitled by giving notice orally (and followed by written notice) or in writing to the Company, at any time prior to 8:00 a.m. (Hong Kong time) on the Completion Date, to terminate the Placing Agreement if:

1. there develops, occurs or comes into force:
 - (i) any new law or regulation or any change (whether or not permanent) or development (whether or not permanent) involving a prospective change in existing laws or regulations or the interpretation or application thereof by any court or other competent authority which in the sole opinion of the Joint Placing Agents is or is likely to be materially adverse to the success of the Placing, or makes or is likely to make it impracticable or inadvisable or inexpedient to proceed therewith; or
 - (ii) any significant event, or series of significant events beyond the reasonable control of the Joint Placing Agents (including, without limitation, any calamity, act of government, strike, labour dispute, lock-out, fire, explosion, flooding, earthquake, civil commotion, economic sanctions, epidemic, pandemic, outbreak of infectious disease, outbreak or escalation of hostilities, act of terrorism and act of God) involving Hong Kong, the PRC, the United Kingdom, the European Union or the U.S., or the declaration by Hong Kong, the PRC, the United Kingdom, the European Union or the U.S. of war or a state of emergency or calamity or crisis; or
 - (iii) any change (whether or not permanent) or development (whether or not permanent) involving a prospective change in local, national or international financial, political, economic, legal, military, industrial, fiscal, regulatory, currency or market conditions (including, without limitation, conditions in the stock and bond markets, money and foreign exchange markets, interbank markets and credit markets) which in the sole opinion of the Joint Placing Agents is or is likely to be materially adverse to the success of the Placing, or makes or is likely to make it impracticable or inadvisable or inexpedient to proceed therewith; or
 - (iv) any change (whether or not permanent) or development (whether or not permanent) involving a prospective change in local, national or international securities market conditions or currency exchange rates or exchange controls which in the sole opinion of the Joint Placing Agents is or is likely to be materially adverse to the success of the Placing, or makes or is likely to make it impracticable or inadvisable or inexpedient to proceed therewith; or
 - (v) any suspension of dealings in the Company's Shares on the Stock Exchange during the Placing Period whatsoever (other than as a result of the Placing); or
 - (vi) any moratorium, suspension or material restriction on trading in shares or securities generally on the Stock Exchange, the Shanghai Stock Exchange, the Shenzhen Stock Exchange, the New York Stock Exchange and/or the London Stock Exchange due to exceptional financial circumstances or otherwise at any time prior to the Completion Date; or
 - (vii) the commencement by any state, governmental, judicial, regulatory or political body or organisation of any action against any Director or supervisor of the Company or an announcement by any state, governmental, judicial, regulatory or political body or organisation that it intends to take any such action; or

2. (i) any breach of any of the representations, warranties and undertakings by the Company set out in the Placing Agreement comes to the knowledge of the Joint Placing Agents; or (ii) any event occurs or any matter arises on or after the date hereof and prior to the Completion Date which if it had occurred or arisen before the date hereof would have rendered any of such representations, warranties and undertakings untrue or incorrect; or (iii) there has been a breach of, or failure to perform, any other provision of the Placing Agreement in any material respect on the part of the Company; or
3. there is any change, or any development involving a prospective change, in or affecting the business, general affairs, management, prospects, assets and liabilities, shareholders' equity, results of operations or position, financial or otherwise, of the Group (other than those already disclosed to the public on or before the date of the Placing Agreement) as a whole which in the sole opinion of the Joint Placing Agents is or is likely to be materially adverse to the success of the Placing, or makes or is likely to make it impracticable or inadvisable or inexpedient to proceed therewith;

Without prejudice to any other provisions of the Placing Agreement, the Joint Placing Agents shall have the right exercisable at any time by notice in writing to the Company to terminate the Placing Agreement if any of the Placing Shares are not delivered by or on behalf of the Company in accordance with the Placing Agreement.

If notice is given by the Joint Placing Agents to terminate the Placing Agreement in accordance with the Placing Agreement, all obligations of each of the Parties under the Placing Agreement shall cease and determine and no Party shall have any claim against any other Party in respect of any matter arising out of or in connection with Placing Agreement except for any antecedent breach of any obligation under the Placing Agreement and other liabilities specified under the Placing Agreement.

The Board is not aware of the occurrence of any of the above termination events as at the date of this announcement.

Completion

Subject to the fulfilment of the Conditions of the Placing set out above, Completion shall take place on the Completion Date or as soon as practicable thereafter or on such other time and/or date as may be agreed by the Joint Placing Agents and the Company in writing.

As Completion of the Placing is subject to the satisfaction of the Conditions and the Joint Placing Agents' termination rights under the Placing Agreement, the Placing may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

GENERAL MANDATE TO ISSUE THE PLACING SHARES

The Placing Shares will be issued under the General Mandate. Under the General Mandate, the Company is allowed to issue a maximum of 174,869,200 H Shares, representing 20.0% of the total amount of the H Shares in issue as at 8 June 2016, being the date of the AGM. As at 8 June 2016, the issued share capital of the Company comprised 2,091,481,195 Domestic Shares and 874,346,000 H Shares. As at the date of this announcement, no H Shares have been issued under the General Mandate and the maximum number of H Shares that may be issued under the General Mandate is 174,869,200. The maximum number of Placing Shares that may be allotted and issued, i.e. 174,869,000 Placing Shares, will utilise approximately 100% of the General Mandate of H Shares.

APPLICATION FOR LISTING

An application will be made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Placing Shares on the Stock Exchange.

REGULATORY AND CORPORATE APPROVALS

Approval from CSRC and SASAC have been obtained for the Placing. According to the CSRC Approval and the SASAC Approval, the Company may issue not more than 174,869,200 new H Shares for the Placing.

The Board has approved the Placing under the General Mandate and the Placing is not subject to approval by the Shareholders.

REASONS FOR THE PLACING AND USE OF PROCEEDS

The Company's principal business is an integrated large-scale enterprise with exploration, mining, processing and smelting operations, focusing on the gold production business in the PRC.

The aggregate gross proceeds from the Placing are expected to be approximately HK\$1,211.8 million and the aggregate net proceeds from the Placing, after deducting the placing commission and other related expenses, are expected to be approximately HK\$1,204.4 million. The Company intends to use the net proceeds from the Placing for supplementing the working capital of the Company.

The Directors are of the view that the Placing will provide a good opportunity to raise additional funds to strengthen the financial position and broaden the shareholder and capital base of the Group so as to facilitate its future development. Accordingly, the Board considers that the terms of the Placing Agreement are fair and reasonable and the Placing is in the interests of the Company and the Shareholders as a whole.

FUND RAISING ACTIVITY DURING THE PAST TWELVE MONTHS

Save as disclosed below, the Company has not conducted any other fund raising activities by issuing equity securities during the 12 months immediately preceding the date of this announcement (Note):

Date of circular	Event	Shares issued	Approximate net proceeds	Use of proceeds
29 July 2016	Non-public issuance of Domestic Shares to implement the ESSP	Not more than 80 million Domestic Shares	Not more than RMB237.6 million	To supplement working capital

Note:

As at the date of this announcement, no Domestic Shares have been allotted and issued by the Company under the ESSP.

EFFECT ON SHAREHOLDING STRUCTURE OF THE COMPANY

The shareholdings in the Company as at the date of this announcement and immediately after Completion assuming (i) there are no other changes to the share capital of the Company (including no Domestic Shares issued pursuant to the ESSP); and (ii) the Placees do not and will not hold any Shares other than the Placing Shares, are and will be as follows:

Name of Shareholder	As at the date of this announcement			Immediately after Completion		
	Number of Shares	Approximate % of total issued Domestic Shares or H Shares (as the case may be)	Approximate % of total issued Shares	Number of Shares	Approximate % of total issued Domestic Shares or H Shares (as the case may be)	Approximate % of total issued Shares
DOMESTIC SHARES						
Shandong Zhaojin Group Company Limited	1,086,514,000	51.95	36.63	1,086,514,000	51.95	34.59
Zhaojin Non-Ferrous Mining Company Limited ¹	50,967,195	2.44	1.72	50,967,195	2.44	1.62
Shanghai Yuyuan Tourist art Co., Ltd.	742,000,000	35.48	25.02	742,000,000	35.48	23.63
Shanghai Laomiao Gold Co., Ltd. ²	21,200,000	1.01	0.71	21,200,000	1.01	0.68
Shanghai Fosun Industrial Investment Co., Ltd.	106,000,000	5.07	3.57	106,000,000	5.07	3.38
Zhaoyuan City State-owned Assets Operation Company Limited	84,800,000	4.05	2.86	84,800,000	4.05	2.70
Total Issued Domestic Shares	2,091,481,195	100.00	70.52	2,091,481,195	100.00	66.59
H SHARES						
Luyin Trading Pte. Ltd. ³	43,890,000	5.02	1.48	43,890,000	4.18	1.40
Huatai Asset Management QDII No. 8 Directional Offshore Asset Management Plan ⁴	565,000	0.06	0.02	565,000	0.054	0.02
Other Public Shareholders	829,891,000	94.92	27.98	829,891,000	79.10	26.42
Placees	–	–	–	174,869,000	16.67	5.57
Total Issued H Shares	874,346,000	100.00	29.48	1,049,215,000	100	33.41
TOTAL ISSUED SHARES	2,965,827,195		100.00	3,140,696,195		100.00

Notes:

1. Zhaojin Non-Ferrous Mining Company Limited is a wholly-owned subsidiary of Shandong Zhaojin Group Company Limited.
2. Shanghai Laomiao Gold Co., Ltd is held as to 95% by Shanghai Yuyuan Tourist Mart Co., Ltd.
3. Luyin Trading Pte. Ltd. is a wholly-owned subsidiary of Shandong Zhaojin Group Company Limited.
4. Huatai Asset Management QDII No. 8 Directional Offshore Asset Management Plan holds the 565,000 H Shares on behalf of Zhaoyuan Jinshitou Business Consulting Co., Ltd., a company established under the laws of the PRC whose shareholders are the Directors (namely Weng Zhanbin, Li Xiuchen and Cong Jianmao), senior management and employees of the Company. Weng Zhanbin, Li Xiuchen and Cong Jianmao holds 7.943%, 3.971% and 2.383% equity interest in Zhaoyuan Jinshitou Business Consulting Co., Ltd., respectively.
5. The numbers in the above table have been subject to rounding adjustments. Any discrepancies in the numbers are due to roundings.

DEFINITIONS

Unless the context requires otherwise, the following expressions shall have the following meanings in this announcement:

“AGM”	the annual general meeting of the Company held on 8 June 2016 at which, among other things, a resolution for the grant of the General Mandate to the Directors was duly passed by the Shareholders;
“Board”	the board of Directors;
“Business Day”	any day (excluding a Saturday, Sunday, public holiday in Hong Kong and a day on which a tropical cyclone warning number 8 or above or a “black rainstorm warning signal” is hoisted in Hong Kong at any time between 9:00 a.m. and 5:00 p.m.) on which licensed banks are generally open for business in Hong Kong and the Stock Exchange is generally open for trading of securities in Hong Kong;
“Company”	Zhaojin Mining Industry Company Limited, a joint stock company duly incorporated in the PRC with limited liability;
“Completion”	completion of the Placing in accordance with the terms and conditions set out in the Placing Agreement;
“Completion Date”	the Business Day after the date on which the Conditions under the Placing Agreement are fulfilled but in any event no later than 12 April 2017, or such other date as the Company and the Joint Placing Agents may agree in writing;
“Conditions”	the conditions to the completion as set out in the Placing Agreement;

“connected person(s)”	has the same meaning as ascribed to this term under the Listing Rules;
“CSRC”	the China Securities Regulatory Commission;
“CSRC Approval”	the approval dated 15 August 2016 of the CSRC approving the allotment and issue of not more than 174,869,200 new H Shares by the Company;
“Director(s)”	the director(s) of the Company for the time being;
“Domestic Shares”	domestic ordinary share(s) of par value of RMB1.00 each in the registered capital of the Company;
“ESSP”	the employee share subscription plan of the Company approved by the Shareholders of the Company in the 2016 third extraordinary general meeting of the Company held on 19 September 2016;
“General Mandate”	the general mandate for the Company to allot and issue Shares authorised by the shareholders of the Company at the AGM;
“Group”	the Company and its subsidiaries;
“H Shares”	the ordinary share(s) of par value of RMB1.00 each in the registered capital of the Company which are listed and traded on the Stock Exchange;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Independent Third Party(ies)”	third party(ies) who is/are independent of the Company and not connected person of the Company;
“Joint Placing Agents”, and each a “Joint Placing Agent” or a “Placing Agent”	UBS AG Hong Kong Branch, China Merchants Securities (HK) Co., Limited and CMB International Capital Limited, the joint placing agents in respect of the Placing;
“Last Trading Day”	28 March 2017, being the last trading day for the H Shares before the publication of this announcement;
“Listing Committee”	Listing Committee of the Stock Exchange;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Party(ies)”	the party(ies) to the Placing Agreement;

“Placee(s)”	professional, institutional and other investor(s) whom the Joint Placing Agents have procured to subscribe for any of the Placing Shares pursuant to their obligations under the Placing Agreement;
“Placing”	the conditional placing by or on behalf of the Joint Placing Agents of the Placing Shares on the terms and subject to the conditions set out in the Placing Agreement;
“Placing Agreement”	the placing agreement entered into between the Company and the Joint Placing Agents dated 29 March 2017 in respect of the Placing;
“Placing Period”	the period commencing upon the execution of the Placing Agreement and terminating at 8.00 a.m. (Hong Kong time) on the Completion Date (or such later time and date as the Company and the Joint Placing Agents may agree in writing);
“Placing Price”	HK\$6.93 per Placing Share (which shall not include any brokerage, SFC transaction levy and Stock Exchange trading fee payable by the purchasers);
“Placing Shares”	a total of up to 174,869,000 new H Shares to be issued by the Company subject to the terms and conditions set out in the Placing Agreement;
“PRC”	the People’s Republic of China which, for the purpose of this announcement and the Placing Agreement, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan region;
“RMB”	Renminbi, the lawful currency of the PRC;
“SASAC”	the State-owned Assets Supervision and Administration Commission of Shandong Provincial Government;
“SASAC Approval”	the approval dated 26 June 2015 of the SASAC approving the allotment and issue of not more than 174,869,200 H Shares by the Company for private placing;
“SFC”	Securities and Futures Commission of Hong Kong;
“Share(s)”	H Share(s) and Domestic Share(s);
“Shareholder(s)”	holder of the Share(s) of the Company;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;

“U.S.” the United States of America, its territories and possessions, any state of the United States, and the District of Columbia;

“%” per cent.

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

Zhaoyuan, the PRC, 29 March 2017

As at the date of this announcement, the Directors are Mr. Weng Zhanbin, Mr. Li Xiuchen and Mr. Cong Jianmao as executive Directors, Mr. Liang Xinjun, Mr. Li Shousheng, Mr. Xu Xiaoliang and Mr. Gao Min as non-executive Directors, and Ms. Chen Jinrong, Mr. Choy Sze Chung Jojo, Mr. Wei Junhao and Mr. Shen Shifu as independent non-executive Directors.

* *For identification purpose only*