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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)**

**COMPLETION OF  
PLACING OF NEW H SHARES UNDER GENERAL MANDATE**

**Joint Placing Agents**



Reference is made to the announcement of Zhaojin Mining Industry Company Limited (the "Company") dated 29 March 2017 (the "Placing Announcement") in respect of, among other things, the Placing. Unless otherwise stated, terms used in this announcement shall have the meanings as those defined in the Placing Announcement.

**COMPLETION OF THE PLACING**

The Board is pleased to announce that all the Conditions have been fulfilled and Completion took place on 6 April 2017 in accordance with the terms and conditions of the Placing Agreement.

An aggregate of 174,869,000 Placing Shares have been successfully placed to not less than six and not more than ten Placees who are independent professional, institutional and/or other investors who and whose ultimate beneficial owners are Independent Third Parties. None of the Placees became a substantial shareholder of the Company as a result of the Placing.

The 174,869,000 Placing Shares represented:

- (a) approximately 20% of the number of H Shares in issue and approximately 5.90% of the total number of Shares in issue as at the date of the Placing Announcement; and
- (b) approximately 16.67% of the number of H Shares in issue and approximately 5.43% of the total number of Shares in issue as at the date of this announcement.

The Placing Shares were allotted and issued pursuant to the General Mandate granted to the Directors at the AGM of the Company held on 8 June 2016.

The aggregate gross proceeds from the Placing are approximately HK\$1,211.8 million and the aggregate net proceeds from the Placing, after deducting the Placing commission of 0.5% of the aggregate Placing Price for the Placing Shares payable to the Joint Placing Agents under the Placing Agreement and other related expenses, are approximately HK\$1,205 million. The net Placing Price is approximately HK\$6.89 per Placing Share. The Company intends to use the net proceeds from the Placing for supplementing the working capital of the Company.

## EFFECT ON SHAREHOLDING STRUCTURE OF THE COMPANY

The table below sets out the shareholding structure of the Company (i) as at the date of the Placing Announcement before Completion; and (ii) as at the date of this announcement immediately after Completion:

Name of Shareholder	As at the date of the Placing Announcement before Completion			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
<b>DOMESTIC SHARES</b>						
Shandong Zhaojin Group Company Limited	1,086,514,000	51.95	36.63	1,086,514,000	50.04	33.74
Zhaojin Non-Ferrous Mining Company Limited <sup>1</sup>	50,967,195	2.44	1.72	50,967,195	2.35	1.58
Shanghai Yuyuan Tourist Mart Co., Ltd.	742,000,000	35.48	25.02	742,000,000	34.17	23.04
Shanghai Laomiao Gold Co., Ltd. <sup>2</sup>	21,200,000	1.01	0.71	21,200,000	0.98	0.66
Shanghai Fosun Industrial Investment Co., Ltd.	106,000,000	5.07	3.57	106,000,000	4.88	3.29
Zhaoyuan City State-owned Assets Operation Company Limited	84,800,000	4.05	2.86	84,800,000	3.91	2.63
Zhaojin Mining Industry Company Limited First Employee Shares Subscription Plan <sup>6</sup>	-	-	-	80,000,000	3.68	2.48
<b>Total Issued Domestic Shares</b>	<b>2,091,481,195</b>	<b>100.00</b>	<b>70.52</b>	<b>2,171,481,195</b>	<b>100.00</b>	<b>67.42</b>

Name of Shareholder	As at the date of the Placing Announcement before Completion			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
<b>H SHARES</b>						
Luyin Trading Pte. Ltd. <sup>3</sup>	43,890,000	5.02	1.48	43,890,000	4.18	1.36
Huatai Asset Management QDII No. 8 Directional Offshore Asset Management Plan <sup>4</sup>	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	25.77
Places	—	—	—	174,869,000	16.67	5.43
<b>Total Issued H Shares</b>	<u>874,346,000</u>	<u>100.00</u>	<u>29.48</u>	<u>1,049,215,000</u>	<u>100</u>	<u>32.58</u>
<b>TOTAL ISSUED SHARES</b>	<u><b>2,965,827,195</b></u>		<u><b>100.00</b></u>	<u><b>3,220,696,195</b></u>		<u><b>100.00</b></u>

*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 No. 8 QDII 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.
6. 80 million Domestic Share were issued to Zhaojin Mining Industry Company Limited First Employee Shares Subscription Plan on 31 March 2017. Please refer to the announcement of the Company dated 31 March 2017 for further details.

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

Zhaoyuan, the PRC, 6 April 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