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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)

ANNOUNCEMENT

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Board announces that the Board approved the proposed amendments to the Articles of Association in relation to the Company completed the implementation of the H share “Full Circulation” plan resulting in changes in the Company’s share capital structure.

The proposed amendments to the Articles of Association are subject to certain conditions including, among other things, the approval of the Shareholders by way of a special resolution at the EGM and the approval of, or registration or filing with the relevant PRC government authorities.

A circular containing, among other things, further information on the proposed amendments to the Articles of Association, and the notice for the EGM is expected to be despatched to the Shareholders in due course.

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

In view of the completion of the implementation of the H share “Full Circulation” plan by the Company, the Company’s share capital structures changed, and taking into account the actual situation of the Company, the Board approved the proposed amendments to the Articles of Association.

Details on the proposed amendments to the Articles of Association are set out as follows:

The existing Article 3.5 reads as:

The share capital structure of the Company: 3,270,393,204 ordinary shares, of which Zhaojin Group holds 1,136,211,009 domestic shares, representing 34.74% of the issued ordinary shares of the Company; Yuyuan holds 742,000,000 domestic shares, representing 22.69% of the issued ordinary shares of the Company; Fosun Investment holds 106,000,000 domestic shares, representing 3.24% of the issued ordinary shares of the Company; Zhaoyuan City State-owned Assets Operation Company Limited holds 84,800,000 domestic shares, representing 2.59% of the issued ordinary shares of the Company; Laomiao Gold holds 21,200,000 domestic shares, representing 0.65% of the issued ordinary shares of the Company; Zhaojin Non-Ferrous Mining Company Limited holds 50,967,195 domestic shares, representing 1.56% of the issued ordinary shares of the Company; Zhaojin Mining Industry Company Limited First Employee Share Subscription Plan holds 80,000,000 Domestic Shares, representing 2.45% of the issued ordinary shares of the Company; Shareholders of overseas-listed foreign-invested shares hold 1,049,215,000 shares, representing 32.08% of the issued ordinary shares of the Company.

It is proposed that Article 3.5 be amended to read as follows:

The share capital structure of the Company: 3,270,393,204 ordinary shares, of which domestic shareholders hold 660,837,607 shares, representing 20.21% of the issued ordinary shares of the Company, of which 618,437,607 shares and 42,400,000 shares are held by Zhaojin Group and Zhaoyuan City State-owned Assets Operation Company Limited, respectively. Shareholders of overseas-listed foreign-invested shares hold 2,609,555,597 shares, representing 79.79% of the issued ordinary shares of the Company.

Save for the aforementioned article, the contents of other articles in the Articles of Association remain unchanged. The proposed amendments to the Articles of Association are subject to certain conditions including, among other things, the approval of the Shareholders by way of a special resolution at the EGM and the approval of, registration or filing with the relevant PRC government authorities.

After the proposed amendments to the Articles of Association becoming effective, the Company will carry out necessary filing procedures with the Companies Registry in Hong Kong.

The Company will despatch a circular containing, among others, the details of the proposed amendments to the Articles of Association and a notice of the EGM to the Shareholders in due course.

DEFINITIONS

Unless the context otherwise requires, the following terms have the following meaning when used in this announcement:

“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“Company”	Zhaojin Mining Industry Company Limited* (招金礦業股份有限公司) (Stock Code: 1818), a joint stock limited company incorporated in the PRC and the H shares of which are listed on The Stock Exchange of Hong Kong Limited
“Director(s)”	the director(s) of the Company
“EGM”	the 2020 first extraordinary annual general meeting of the Company to be held on 15 September 2020 (including any adjournment thereof)
“Shareholder(s)”	the holder(s) of the share(s) of the Company
“Zhaojin Group”	Shandong Zhaojin Group Company Limited* (山東招金集團有限公司), a state-owned limited company incorporated in the PRC on 28 June 1992 and the Company’s controlling Shareholder

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

Zhaoyuan, the PRC, 25 August 2020

As at the date of this announcement, the Board comprises Mr. Weng Zhanbin, Mr. Dong Xin and Mr. Wang Ligang as executive Directors; Mr. Zhang Banglong, Mr. Liu Yongsheng, Mr. Gao Min and Mr. Huang Zhen 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