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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 QUOTATION OF DONGFANG YANJING ON
THE NATIONAL EQUITIES EXCHANGE AND QUOTATIONS SYSTEM**

The Board hereby announces that Dongfang Yanjing, a non-wholly owned subsidiary of the Company, has filed an application for the Proposed Quotation with the NEEQ on 30 September 2016. As at the date of this announcement, Dongfang Yanjing has yet to obtain the approval of the NEEQ Co., Ltd. for the Proposed Quotation.

The NEEQ, commonly known as the New Third Board (新三板), is a national over-the-counter market in the PRC regulated by the CSRC, and managed by the NEEQ Co. Ltd, which serves as a platform for the sale of existing shares or directed share placings for small and medium sized enterprises.

INFORMATION ON DONGFANG YANJING

Dongfang Yanjing is a non-wholly owned subsidiary of the Company held as to 51% by the Company. The scope of business of Dongfang Yanjing includes engineering design and consultation, technology development, technology consultation, technology training, technology transfer, technology services and sales of machinery and electrical equipment.

Dongfang Yanjing possesses the Leading Manufacturing Techniques Grade B Certificate in Metallurgical Industry (Mine Engineering) issued by the Ministry of Construction of the PRC. Dongfang Yanjing has a fully experienced and professional team which focuses on mine engineering design, engineering consultation, engineering contracting, equipment development, environmental technologies and technology training. It has completed hundreds of small, medium and large design projects for black metal, non-ferrous metal, gold and building materials. It has completed technology improvement projects, shaft well design and feasibility design, participated in other projects of the Company in the past three years and has attained high reputation in the industry.

LISTING RULES IMPLICATIONS

The Group does not intend to effect any sale of its existing shares in, nor will there be any new shares to be issued by, Dongfang Yanjing in connection with the Proposed Quotation. Immediately following the Proposed Quotation, the Group will continue to hold 51% equity interest in Dongfang Yangjing and consolidate the results of Dongfang Yanjing.

Since there is no disposal or deemed disposal by the Group of its interest in Dongfang Yanjing in connection with the Proposed Quotation, the Proposed Quotation will not be subject to the reporting, announcement or shareholders' approval requirements under Chapter 14 of the Listing Rules.

The Proposed Quotation is subject to the approval of the Stock Exchange as it constitutes spin-off under Practice Note 15 of the Listing Rules. However, due to the differences in regulations between the PRC and Hong Kong relating to spin-off, the Proposed Quotation does not constitute spin-off under PRC laws, rules and regulations and Dongfang Yanjing only filed the application for the Proposed Quotation with the NEEQ in accordance with relevant PRC laws, rules and regulations. The Company will make a spin-off application to the Stock Exchange in relation to the Proposed Quotation pursuant to Practice Note 15 of the Listing Rules as soon as possible. If the Stock Exchange does not approve the Proposed Quotation, the Company shall propose for Dongfang Yanjing to withdraw its application with the NEEQ Co., Ltd.

The Company will make such further announcements in relation to the Proposed Quotation as and when appropriate and/or required pursuant to the Listing Rules.

THE PROPOSED QUOTATION IS SUBJECT TO THE APPROVALS OF THE STOCK EXCHANGE AND THE NEEQ CO., LTD. SHAREHOLDERS AND POTENTIAL INVESTORS OF THE COMPANY SHOULD BE AWARE THAT THERE IS NO ASSURANCE THAT THE PROPOSED QUOTATION WILL TAKE PLACE AT ALL OR IF IT DOES, THE TIMING THEREOF. ACCORDINGLY, SHAREHOLDERS AND POTENTIAL INVESTORS OF THE COMPANY ARE ADVISED TO EXERCISE CAUTION WHEN DEALING OR INTENDING TO DEAL IN THE SHARES.

DEFINITIONS

“Board”	the board of directors of the Company
“Company”	Zhaojin Mining Industry Company Limited* (招金礦業股份有限公司) (Stock Code: 1818), a joint stock limited company established in the PRC on 16 April 2004, the issued H Shares of which are listed on the Main Board of the Stock Exchange
“CSRC”	China Securities Regulatory Commission
“Dongfang Yanjing”	Beijing Dongfang Yanjing Mining Engineering Design Company Limited (北京東方燕京礦山工程設計有限責任公司)
“Group”	the Company and its subsidiaries

“H Shares”	overseas listed foreign shares of the Company with a nominal value of RMB1 each which are listed on the Stock Exchange and traded in Hong Kong dollars
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“NEEQ”	National Equities Exchange and Quotations System* (全國中小企業股份轉讓系統)
“NEEQ Co., Ltd.”	National Equities Exchange and Quotations Co., Ltd. (全國中小企業股份轉讓系統有限責任公司)
“PRC”	the People’s Republic of China and for the purpose of this announcement, excludes Hong Kong, Macau special administrative region and Taiwan
“Proposed Quotation”	the proposed quotation of the shares of Dongfang Yanjing on the NEEQ
“Shareholders”	holders of the Shares
“Shares”	ordinary shares of RMB1 each in the capital of the Company, comprising the domestic shares and H Shares of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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

Zhaoyuan, the PRC, 27 February 2017

As at the date of this announcement, the board of directors 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 purposes only