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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**

### **VOTING RESULTS OF THE 2022 ANNUAL GENERAL MEETING AND PAYMENT OF DIVIDEND**

The annual general meeting (the “**AGM**”) of Zhaojin Mining Industry Company Limited (the “**Company**”) for the year 2022 was held at the Company’s conference room at No. 118 Wenquan Road, Zhaoyuan City, Shandong Province, the People’s Republic of China (the “**PRC**”) at 9:00 a.m. on Monday, 5 June 2023. The convening of the AGM was held in accordance with the requirements of the Company Law of the PRC and the Articles of Association.

Unless otherwise defined, capitalized terms used in this announcement shall have the same meanings as defined in the circular of the Company dated 14 April 2023 (the “**Circular**”).

#### **VOTING RESULTS OF THE AGM**

As at the date of the AGM, the total number of issued Shares was 3,270,393,204 Shares. The holders of all such Shares were entitled to attend and vote for or against all the resolutions proposed at the AGM. Shareholders holding an aggregate of 2,430,058,119 voting Shares, representing approximately 74.30% of the issued share capital of the Company, attended the AGM either in person or by proxy. There were no Shares in respect of which their holders were entitled to attend and vote only against any of the resolutions proposed at the AGM. There were no Shares entitling the holder to attend the AGM and abstain from voting in favour as set out in Rule 13.40 of the Listing Rules. There were no Shares in respect of which their holders were required to abstain from voting at the AGM under the Listing Rules. There were no Shares in respect of which their holders had indicated in the Circular that they intend to vote against or abstain from voting on any of the proposed resolutions at the AGM. The chairman of the AGM demanded voting by way of poll on the proposed resolutions as set out in the notice of the AGM dated 14 April 2023. Computershare Hong Kong Investor Services Limited, the H Share registrar and transfer office of the Company, was appointed as the scrutineer at the AGM for the purpose of vote-taking.

Six out of eleven Directors attended the AGM (namely Mr. Jiang Guipeng, Mr. Duan Lei, Mr. Wang Ligang and Mr. Chen Lunan, the executive Directors, and Mr. Li Guanghui and Mr. Luan Wenjing, the non-executive Directors, all of them attended the AGM by way of on-site conference). Mr. Long Yi, the non-executive Director, Ms. Chen Jinrong, Mr. Choy Sze Chung Jojo, Mr. Wei Junhao and Mr. Shen Shifu, the independent non-executive Directors have not attended the AGM due to other business arrangements.

The results of the resolutions passed by way of poll at the AGM are set out as follows:

ORDINARY RESOLUTIONS		No. of Votes (approximate %)		
		For	Against	Abstain
The following proposals were considered and approved as ordinary resolutions:				
(i)	the report of the Board for the year ended 31 December 2022.	2,378,490,424 (99.974759%)	2,000 (0.000084%)	598,500 (0.025157%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
(ii)	the report of the supervisory committee of the Company for the year ended 31 December 2022.	2,429,457,619 (99.975289%)	2,000 (0.000082%)	598,500 (0.024629%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
(iii)	the audited financial report of the Company for the year ended 31 December 2022.	2,428,746,619 (99.946030%)	713,000 (0.029341%)	598,500 (0.024629%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
(iv)	the proposed distribution plan of the Company for the year ended 31 December 2022.	2,428,543,119 (99.937656%)	1,515,000 (0.062344%)	0 (0.000000%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
(v)	the proposal for the re-appointment of Ernst & Young and Ernst & Young Hua Ming LLP as the international auditor and the PRC auditor of the Company, respectively, for the year ending 31 December 2023, and to authorize the Board to fix their remuneration.	2,377,011,842 (99.912610%)	2,079,082 (0.087390%)	0 (0.000000%)
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 %)		
		For	Against	Abstain
(vi)	(a) the proposal for the appointment of Mr. Duan Lei as executive Director.	2,425,890,867 (99.828512%)	4,167,252 (0.171488%)	0 (0.000000%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
	(b) the proposal for the appointment of Mr. Chen Lunan as executive Director.	2,160,222,506 (88.895919%)	269,835,613 (11.104081%)	0 (0.000000%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
	(c) the proposal for the appointment of Mr. Long Yi as non-executive Director.	2,417,071,511 (99.465584%)	12,986,608 (0.534416%)	0 (0.000000%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
	(d) the proposal for the appointment of Mr. Luan Wenjing as non-executive Director.	2,178,405,886 (89.644189%)	251,652,233 (10.355811%)	0 (0.000000%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
(vii)	(a) the proposal for the appointment of Mr. Leng Haixiang as Shareholder representative supervisor.	2,379,088,924 (99.999916%)	2,000 (0.000084%)	0 (0.000000%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
	(b) the proposal for the appointment of Mr. Hu Jin as Shareholder representative supervisor.	2,139,094,232 (89.912252%)	239,996,692 (10.087748%)	0 (0.000000%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			

SPECIAL RESOLUTIONS		No. of Votes (approximate %)		
		For	Against	Abstain
The following proposals were considered and approved as special resolutions:				
1.	to grant a general mandate to the Board to exercise the power of the Company to allot, issue or deal with the additional Domestic Shares and H Shares of up to a maximum of 20% of the respective total number of Domestic Shares and H Shares in issue as at the date of passing this resolution.	1,979,545,561 (83.205965%)	399,545,363 (16.794035%)	0 (0.000000%)
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.				
2.	to grant a general mandate to the Board to exercise the power of the Company to repurchase H Shares of up to a maximum of 10% of the total number of H Shares in issue as at the date of passing this resolution.	2,377,315,674 (99.925381%)	1,775,250 (0.074619%)	0 (0.000000%)
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.				
3.	(a) the proposed amendments to the Articles of Association as set out in the Circular be approved; and  (b) any Director or the secretary to the Board be authorised to do all such acts or things and to take all such steps and to execute any documents as he or she considers necessary, appropriate or expedient to give effect to the proposed amendments to the Articles of Association, including but not limited to seeking the approval of the same and arranging for its registration and filing with the relevant government authorities in the PRC and Hong Kong.	2,378,858,088 (99.990213%)	232,836 (0.009787%)	0 (0.000000%)
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.				

## INFORMATION ON PAYMENT OF FINAL DIVIDEND

In addition to the above resolutions approved at the AGM, the Board announces the following information relating to the payment of final dividend for the year ended 31 December 2022 (the “**Final Dividend**”):

The Company will distribute a Final Dividend of RMB0.04 (tax included) per Share. The Final Dividend is payable to Shareholders whose names appeared on the register of members of the Company on the record date. Dividend on Domestic Shares shall be paid in Renminbi and dividend on H Shares shall be paid in Hong Kong dollars. The following conversion formula shall apply to the calculation of the dividend payable to H Share Shareholders in Hong Kong dollars:

$$\begin{array}{l} \text{Final Dividend per} \\ \text{H Share in Hong} \\ \text{Kong dollars} \end{array} = \frac{\text{Final Dividend per Share in Renminbi}}{\begin{array}{l} \text{the average median of exchange rates of Hong Kong dollar against} \\ \text{RMB published by The People's Bank of China for the week} \\ \text{immediately prior to the AGM} \end{array}}$$

The average median of exchange rate of Hong Kong dollar against RMB published by The People's Bank of China for the week immediately prior to 5 June 2023 was HK\$1.00 to RMB0.90428. Accordingly, the Final Dividend payable for each H Share is HK\$0.0442 (tax included).

The Company has appointed Bank of China (Hong Kong) Trustees Limited as the receiving agent (the “**Receiving Agent**”) in Hong Kong which will receive the Final Dividend declared from the Company on behalf of the H Share Shareholders. The Final Dividend will be paid by the Receiving Agent and the dividend warrants will be posted by the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, by ordinary mail to the H Share Shareholders who are entitled to receive the dividend at their own risk before Friday, 30 June 2023.

## WITHHOLDING AND PAYMENT OF INCOME TAXES ON DIVIDENDS PAID TO NON-RESIDENT CORPORATE SHAREHOLDERS AND INDIVIDUAL SHAREHOLDERS

Under the relevant tax rules and regulations of the PRC (collectively the “**PRC Tax Law**”), the Company is required to withhold and pay corporate income tax at the rate of 10% when distributing the Final Dividend to non-resident enterprises (such term shall have the meaning as defined under the PRC Tax Law) whose names appear on the H Shares register of members of the Company on Tuesday, 13 June 2023. In accordance with the PRC Tax Law, the Company is required to withhold and pay individual income tax when distributing the Final Dividend to individual Shareholders whose names appear on the H Shares register of members of the Company on Tuesday, 13 June 2023. The individual H Shareholders are entitled to certain tax preferential treatments according to the bilateral tax treaties between those countries where the individual H Shareholders are residents and the PRC and the provisions in respect of bilateral tax treaties between the mainland China and Hong Kong or Macau. The Company would withhold and pay the individual income tax at the tax rates of 10% on behalf of the individual H Shareholders who are Hong Kong residents, Macau residents or residents of those countries having bilateral tax treaties with the PRC for individual income tax rates in respect of dividend of 10%. For individual H Shareholders who are residents of those countries having agreements with the PRC for individual income tax rates in respect of dividend of lower than 10%, the Company would make applications on their behalf to seek entitlement of the relevant agreed preferential treatments pursuant to the Notice of the State Administration of Taxation in relation to the Administrative Measures on Preferential Treatment Entitled by Non-residents under Tax Treaties (Tentative) (Guo Shui Fa [2009] No. 124) (《國家稅務總局關於印發〈非居民享受稅

收協議待遇管理辦法(試行)的通知》(國稅發[2009]124號)). For individual H Shareholders who are residents of those countries having bilateral tax treaties with the PRC for individual income tax rates in respect of dividend of higher than 10% but lower than 20%, the Company would withhold and pay the individual income tax at the agreed-upon effective tax rate. For individual H Shareholders who are residents of those countries without any bilateral tax treaties with the PRC or having bilateral tax treaties with the PRC for individual income tax in respect of dividend tax rate of 20% and other situations, the Company would withhold and pay the individual income tax at a tax rate of 20%.

Shareholders of the Company should read this item carefully, if anyone would like to change the identity of the Shareholder, please enquire about the relevant procedures with the nominees or trustees. The Company is neither obligated nor responsible for ascertaining the identity of the Shareholders and will strictly comply with the relevant laws on withholding and paying corporate income taxes in accordance with the records of the H Shares register of members as at the record date, and will not entertain any requests in relation to any delay or error in ascertaining the identity of the Shareholders.

By order of the Board  
**Zhaojin Mining Industry Company Limited\***  
**Jiang Guipeng**  
*Chairman*

Zhaoyuan, the PRC, 5 June 2023

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

*Executive Directors:* Mr. Jiang Guipeng, Mr. Duan Lei, Mr. Wang Ligang and Mr. Chen Lunan

*Non-executive Directors:* Mr. Long Yi, Mr. Li Guanghui and Mr. Luan Wenjing

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

\* For identification purpose only