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**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)**

## **NOTICE OF 2017 SECOND EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2017 second extraordinary general meeting (the “**EGM**”) of Zhaojin Mining Industry Company Limited (the “**Company**”) will be held at the conference room in Zhaojin Shunhe Hotel, Zhaoyuan City, Shandong Province, the People’s Republic of China (the “**PRC**”) at 9:00 a.m. on Friday, 29 December 2017 for the following purposes:

### **ORDINARY RESOLUTIONS**

To consider and approve the following as ordinary resolutions:

1. To consider and approve the provision of deposit and bills discounting services and the relevant proposed annual caps under the 2017 Group Financial Services Agreement entered into between the Company and Finance Company on 14 November 2017 (*note 1*); and
2. To consider and approve the provision of deposit, loan and bills discounting services and the relevant proposed annual caps under the 2017 Parent Group Financial Services Agreement entered into between Shandong Zhaojin and Finance Company on 14 November 2017 (*note 1*).

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

Zhaoyuan, the PRC, 14 November 2017

*Notes:*

1. For details of the services provided under the 2017 Group Financial Services Agreement and the 2017 Parent Group Financial Services Agreement, please refer to the Company’s announcement dated 14 November 2017 (the “**Announcement**”) and the relevant circular to be dispatched by the Company. Unless otherwise defined, capitalized terms used in this notice shall have the same meanings as defined in the Announcement.

\* *For identification purpose only*

2. The Shareholders should note that the register of members of the Company will be closed from 29 November 2017 to 29 December 2017 (both days inclusive), during which period no transfer of shares can be registered. In order to qualify to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged, no later than 4:30 p.m. on 28 November 2017, with (i) the Company's share registrar for H Shares in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares), or (ii) the registered address of the Company in the PRC (for holders of Domestic Shares).
3. Shareholders whose names appear on the register of members on 29 December 2017 are entitled to attend and vote at the EGM (or any adjourned meetings).
4. If a shareholder appoints more than one proxy to attend the meeting, its proxy can only vote by poll.
5. Holders of H Shares who have the right to attend and vote at the EGM are entitled to appoint one or more proxies (whether or not a shareholder) in writing to attend and vote at the EGM on his/her behalf. For those Shareholders who appoint more than one proxy, such proxies can only exercise their voting rights by way of poll. Shareholders who intend to appoint one or more proxies should first read the circular.
6. If a proxy is appointed to attend the EGM on behalf of a Shareholder, the proxy must produce proof of identity and the authorization instrument with the date of issue and duly signed by the proxy or its legal personal representative, and in the case of legal representatives of legal person shareholders, such legal representatives must produce proof of identity and effective document to identify its identity as legal representative. If a legal person shareholder appoints a company representative other than its legal representative to attend the EGM, such representative must produce proof of identity and the authorization instrument bearing the company chop of the legal person shareholder and duly authorised by its legal representative.
7. If the proxy form is signed by a person under a power of attorney or other authority, such power of attorney or other authority must be notarially certified. In order to be valid, the notarially certified copy of such power of attorney or other authority under which it is signed together with the proxy form must be deposited no later than 9:00 a.m. on Thursday, 28 December 2017, at (i) the Company's share registrar for H Shares in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares); or (ii) the registered address of the Company in the PRC (for holders of Domestic Shares).
8. Shareholders who intend to attend the EGM should return the reply slip by hand, by post, by telegram or by fax, on or before 9 December 2017, to (i) the registered address of the Company in the PRC (for holders of Domestic Shares), or (ii) the Company's share registrar for H Shares in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares). Completion and return of the reply slip of the EGM will not preclude a shareholder from attending the EGM.
9. The EGM is expected to be held for less than half a day. Shareholders and their proxies who attend the meeting shall arrange for their own transportation and accommodation at their own expenses.

The registered address of the Company is as follows:

No. 299 Jinhui Road, Zhaoyuan City, Shandong Province, the PRC  
 Tel: (86 535) 8256086  
 Fax: (86 535) 8262256  
 Postal code: 265400

As at the date of this notice, members of the Board 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*