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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)**

## **SUPPLEMENTAL NOTICE OF 2018 SECOND EXTRAORDINARY GENERAL MEETING**

Reference is made to (i) the notice of the 2018 second extraordinary general meeting (the “**EGM**”) of Zhaojin Mining Industry Company Limited (the “**Company**”) dated 14 September 2018 (the “**Notice**”); (ii) the circular of the Company dated 14 September 2018 (the “**Circular**”) in respect of the EGM; and (iii) the supplemental circular of the Company dated 11 October 2018 (the “**Supplemental Circular**”) in respect of additional resolution to be proposed for approval at the EGM. Unless otherwise defined herein, capitalised terms used in this supplemental notice shall have the same meaning as those defined in the Circular and/or the Supplemental Circular.

**SUPPLEMENTAL NOTICE IS HEREBY GIVEN** that, for the reasons set out in the Supplemental Circular, the EGM of the Company to be held at the conference room of the Company at No. 299 Jinhui Road, Zhaoyuan City, Shandong Province, the PRC at 9:00 a.m. on Monday, 29 October 2018 will consider and approve the following resolution by way of special resolution, in addition to the resolutions set out in the Notice:

### **SPECIAL RESOLUTION**

#### **(c) Issue of Corporate Bonds in the PRC**

Each of the following proposed items in respect of the proposed issue of Corporate Bonds in the PRC be and is hereby individually approved (subject to the approval of the CSRC and the conditions of the bonds market in the PRC):

1. Details of the Corporate Bonds
  - (i) Issuer: the Company
  - (ii) Method of issue: public issue to eligible investors. To the best of the Directors' knowledge, information and belief having made all reasonable inquiry, such eligible investors are expected to be third parties independent of the Company and the connected person (as defined in the Listing Rules) of the Company

\* For identification purpose only

- (iii) Place of issue: the PRC
- (iv) Size of issue: the aggregate principal amount shall not be more than RMB1.5 billion (RMB1.5 billion inclusive), to be issued in one or more tranches
- (v) Term of the bond: the term of the Corporate Bonds is not more than 10 years (10 years inclusive). They may be single-term bonds or multiple term hybrids
- (vi) Use of proceeds: mainly used for the production and operation of the Company, including but not limited to replenishment of liquidity, repayment of borrowings and project investment expenses, which shall be within the scope as permitted by the relevant regulatory authorities
- (vii) Order of repayment: in the event of winding up, the order of settlement of the Corporate Bonds is the same as that of ordinary debts of the issuer
- (viii) Measures to secure repayment: to further secure the interests of the holders of the Corporate Bonds, during the term of the Corporate Bonds, if it is anticipated that it may not be possible to repay the principal and interest of the Corporate Bonds as scheduled, the following measures shall be adopted as a minimum:
  - (a) no distribution of profit to the Shareholders; (b) suspension of the implementation of projects relating to capital expenditure, such as material external investments, mergers and acquisitions, etc; (c) reduction or suspension of salary and bonus of the Directors and senior management of the Company; and (d) no re-designation of the key responsible persons.
- (ix) Validity period for the resolution: 24 months from the date of passing of this resolution at the EGM

## 2. Authority to the Board

The Board be and is hereby authorised to deal with such matters in connection with the issue of the Corporate Bonds in the PRC, including but not limited to the following:

- (i) so far as permitted by laws and regulations and according to the actual conditions of the Company and the market, determine the actual plans for the issue of the Corporate Bonds, amend and adjust the plans and relevant terms of the issue of the Corporate Bonds, including but not limited to the timing, method, quantity, price, term and type of the issue, method of determining interest rates, any redemption provisions, repurchase provisions, options of adjusting coupon rates and the details thereof, tranche structure, arrangements to secure repayment (including but not limited to measures to secure repayment under the resolution), use of proceeds and proportion of proceeds thereof and listing of the Corporate Bonds, determine and appoint the relevant intermediaries to participate in the issue of the Corporate Bonds, select bond trustees, sign the legal documents, agreements and bond trustee management agreements relating to the issue and listing of the Corporate Bonds and formulate rules for bondholders' meetings;

- (ii) handle matters in relation to the listing of the Corporate Bonds as well as the repayment of the principal and interest upon completion of the issue of the Corporate Bonds;
- (iii) should there be any changes in the opinions and policies of the PRC regulatory authorities in relation to the issue of the Corporate Bonds or any changes in the market conditions, save for those matters subject to the resolutions by the Shareholders at general meetings as stipulated by the relevant laws, regulations and the Articles of Association, amend the specific plan for the issue of the Corporate Bonds based on the feedback (if any) from the relevant PRC regulatory authorities or exercise discretion to postpone or suspend the issue of the Corporate Bonds;
- (iv) handle other matters in relation to the issue of the Corporate Bonds; and
- (v) the Board may delegate the authority to Mr. Weng Zhanbin, the chairman of the Board, and Mr. Dong Xin, a Director, for dealing with the abovementioned matters, subject to consideration and approval at the general meetings.

The grant of authority to the Board to deal with the above matters will take effect from the date of the passing of this resolution at the EGM.

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

Zhaoyuan, the PRC, 11 October 2018

*Notes:*

1. A supplemental form of proxy in respect of the above special resolution is enclosed with this supplemental notice of EGM.
2. Apart from the additional resolution and other information set out in this supplemental notice of EGM, all other matters relating to the EGM as set out in the Notice remain unchanged. Please refer to the Notice for details of other resolutions to be considered and approved at the EGM, eligibility of attendance, registration procedures, appointment of proxies and other relevant matters.

As at the date of this supplemental notice, the members of the Board are as follows:

*Executive Directors:* *Mr. Weng Zhanbin, Mr. Dong Xin and Mr. Wang Ligang*

*Non-executive Directors:* *Mr. Xu Xiaoliang, Mr. Liu Yongsheng, Mr. Yao Ziping and Mr. Gao Min*

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