

If you are in any doubt as to any aspect of this supplemental circular or as to the action to be taken, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in ZHAOJIN MINING INDUSTRY COMPANY LIMITED\*, you should at once hand this supplemental circular together with the accompanying supplemental form of proxy to the purchaser(s) or transferee(s) or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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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 CIRCULAR  
PROPOSAL FOR THE APPOINTMENT OF NON-EXECUTIVE DIRECTOR  
AND  
PROPOSAL FOR AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
AND  
PROPOSAL FOR AMENDMENTS TO THE GENERAL MEETING RULES  
AND  
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING  
AND  
SUPPLEMENTAL NOTICE OF DOMESTIC SHARE CLASS MEETING  
AND  
SUPPLEMENTAL NOTICE OF H SHARE CLASS MEETING**

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This supplemental circular is supplemental to, and should be read in conjunction with, the circular of the Company dated 21 April 2020.

A supplemental notice convening the AGM of the Company is set out in this supplemental circular.

Any Shareholder(s) entitled to attend and vote at the AGM are entitled to appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a Shareholder of the Company. In the event that a Shareholder appoints more than one proxy to attend the meeting, such proxies may only exercise their voting rights in a poll. If you intend to appoint a proxy to attend the AGM and vote on your behalf, you are requested to complete the accompanying supplemental form of proxy in accordance with the instructions printed thereon and return it not less than 24 hours before the time appointed for the holding of the AGM, to (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).

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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)

*Executive Directors:*

Mr. Weng Zhanbin (*Chairman*)

Mr. Dong Xin

Mr. Wang Ligang

*Registered address:*

No. 299 Jinhui Road

Zhaoyuan City

Shandong Province

PRC

*Non-executive Directors:*

Mr. Zhang Banglong (*Vice chairman*)

Mr. Liu Yongsheng

Mr. Gao Min

Mr. Huang Zhen

*Principal place of business  
in Hong Kong:*

31st Floor

Tower Two

Times Square

1 Matheson Street

Causeway Bay

Hong Kong

*Independent Non-executive Directors:*

Ms. Chen Jinrong

Mr. Choy Sze Chung Jojo

Mr. Wei Junhao

Mr. Shen Shifu

20 May 2020

*To the Shareholders*

Dear Sir or Madam,

**PROPOSAL FOR THE APPOINTMENT OF NON-EXECUTIVE DIRECTOR  
AND  
PROPOSAL FOR AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
AND  
PROPOSAL FOR AMENDMENTS TO THE GENERAL MEETING RULES  
AND  
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING  
AND  
SUPPLEMENTAL NOTICE OF DOMESTIC SHARE CLASS MEETING  
AND  
SUPPLEMENTAL NOTICE OF H SHARE CLASS MEETING**

\* For identification purpose only

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## SUPPLEMENTAL LETTER FROM THE BOARD

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### INTRODUCTION

This supplemental circular is supplemental to, and should be read in conjunction with, the circular of the Company dated 21 April 2020 (the “**Circular**”). Unless otherwise defined, terms undefined herein shall have the meaning ascribed to them in the Circular and the Announcement (as defined below).

Reference is also made to the announcement of the Company dated 24 April 2020 in relation to, among other things, the proposed appointment of Mr. Zhang as a non-executive Director, the proposed amendments to the Articles of Association and the proposed amendments to the General Meeting Rules (the “**Announcement**”).

The purpose of this supplemental circular is to set out the supplemental notice of AGM and to provide you with relevant information to enable you to make an informed decision on whether to vote for or against the supplemental resolutions at the AGM.

### I. PROPOSAL FOR THE APPOINTMENT OF NON-EXECUTIVE DIRECTOR

Pursuant to Article 10.2 of the Articles of Association, any Director appointed by the Board to fill a temporary vacancy shall hold office only until the next general meeting of the Company after his appointment and be subject to re-election thereat. Pursuant to Code Provision A.4.2 of the Corporate Governance Code and Corporate Governance Report as set out in Appendix 14 to the Listing Rules, all Directors appointed to fill casual vacancy should be subject to election by shareholders at the first general meeting after appointment. As such, Mr. Zhang, who was appointed as a non-executive Director on 24 April 2020 to fill a casual vacancy on the Board, is subject to election at the AGM.

In this respect, an ordinary resolution will be proposed to appoint Mr. Zhang as a non-executive Director at the forthcoming AGM.

The biographical details of Mr. Zhang proposed for appointment at the AGM are set out below:

**Mr. Zhang Banglong**, aged 57, was born in February 1963. He holds a master’s degree and is a senior gold investment analyst. From December 1992 to October 2000, Mr. Zhang served as the deputy chief accountant and chief accountant of the China Yangzi Group Co. Limited. He served as the chief accountant of Guangdong Macat Group Textile Co., Ltd from November 2000 to September 2004 and served as the financial controller and the Chief Financial Officer of the Company from October 2004 to February 2013. From March 2013 to March 2020, he served as the deputy general manager and Chief Financial Officer, the managing director of the Mineral Resources Division of Fosun Group, the senior assistant to the president of Fosun Group and the president of Resources Group. From April 2020, he has been serving as the co-chairman of Yuyuan Jewelry Fashion Group of Shanghai Yuyan Tourism Mart (Group) Co., Ltd..

Save as disclosed above, as of the Latest Practicable Date, (1) Mr. Zhang did not hold any directorships in any other listed companies in the preceding three years; (2) Mr. Zhang does not have any relationship with any Directors, supervisors, senior management or substantial Shareholders or controlling Shareholders of the Company; and (3) Mr. Zhang does not have any interests in the Shares within the meaning of Part XV of the SFO.

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## SUPPLEMENTAL LETTER FROM THE BOARD

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Mr. Zhang has entered into a service contract with the Company for a term commencing from 24 April 2020 and ending on the expiry of the term of the current session of the Board, and he is subject to retirement by rotation and re-election at the general meeting in accordance with the Articles of Association. Mr. Zhang will not be entitled to receive any Director's emoluments from the Company by being its non-executive Director.

Save as disclosed above, there are no other matters concerning the appointment of Mr. Zhang as a non-executive Director that need to be brought to the attention of the Shareholders, and there are no other matters which shall be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

### II. PROPOSAL FOR THE AMENDMENTS TO THE ARTICLE OF ASSOCIATION

A special resolution will be proposed at the AGM and the Class Meetings to approve the amendments to Articles of Association.

On 17 October 2019, the State Council issued the Reply of the State Council on the Adjustment of the Provisions Applicable to the Notice Period of Convening General Meetings of Shareholders and Other Matters Applicable to the Companies Listed Abroad (Guo Han [2019] No.97) (《國務院關於調整適用在境外上市公司召開股東大會通知期限等事項規定的批覆》(國函[2019] 97號)), which provides that the requirements on the notice period of the general meeting, shareholders' proposal right and convening procedures for joint stock limited companies incorporated in the PRC and listed overseas shall be governed by the relevant provisions under the Company Law of the People's Republic of China, instead of the provisions under Articles 20 to 22 of the Special Provisions of the State Council on Overseas Offering and Listing of Shares by Joint Stock Limited Companies (《國務院關於股份有限公司境外募集股份及上市的特別規定》).

In view of the above requirements and taking into account the actual situation of the Company, the Board considered and approved the proposed amendments to the Articles of Association, which are hereby proposed at the AGM for the Shareholders' consideration and approval.

Details of the proposed amendments to the Articles of Association are contained in Appendix I to this supplemental circular.

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 special resolution at the AGM and the approval of or registration or filing with the relevant PRC government authorities.

### III. PROPOSAL FOR THE AMENDMENTS TO THE GENERAL MEETING RULES

A special resolution will be proposed at the AGM and the Class Meetings to approve the amendments to the General Meeting Rules.

The General Meeting Rules are considered, approved, and are hereby proposed by the Board to be amended to, among others, align with the proposed amendments to the Articles of Association and bring them in line with the Company's updated position.

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## SUPPLEMENTAL LETTER FROM THE BOARD

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The proposed amendments to the General Meeting Rules are subject to approval by the Shareholders by way of special resolution at the AGM.

Details of the proposed amendments to the General Meeting Rules are contained in Appendix II to this supplemental circular.

The proposed amendments to the Articles of Association and to the General Meeting Rules have been prepared in both Chinese and English. In the event of any discrepancy, the Chinese version shall prevail.

#### IV. VOTING

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The Chairman of the AGM shall therefore demand voting on all resolutions set out in the supplemental notice of AGM be taken by way of poll pursuant to Article 8.18 of the Articles of Association.

On a poll, every Shareholder presents in person or by proxy (or being a corporation, by its duly authorized representative) shall have one vote for each Share registered in his/her/its name in the register of members of the Company. A Shareholder entitled to more than one vote needs not use all his/her/its votes or cast all his/her/its votes in the same manner.

#### V. RECOMMENDATION

The Board is of the view that the resolutions in respect of the proposals for (i) the appointment of Mr. Zhang as non-executive Director; (ii) amendments to the Articles of Association; and (iii) amendments to the General Meeting Rules is fair and reasonable and is in the interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the resolutions to be proposed as set out in the supplemental notices of AGM and Class Meetings.

#### VI. RESPONSIBILITY STATEMENT

This supplemental circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with respect to the Company. The information contained herein relating to the Company has been supplied by the Directors, who collectively and individually accept full responsibility for the accuracy of the information contained in this supplemental circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts not contained in this supplemental circular the omission of which would make any statement herein misleading insofar as it relates to the Company.

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

\* For identification purpose only

No.	Existing Articles of Association	Proposed Amendments to the Articles of Association
1.	<p><b>Article 8.5</b> When the Company convenes a general meeting, a notice shall be given to all registered shareholders 45 days before the date of the meeting. Such notice shall give such shareholders notice of the matters to be considered at such meeting as well as the date and the place of the meeting. Shareholders who intend to attend the general meeting shall send a written reply to the Company 20 days before the date of the meeting.</p>	<p><b>Article 8.5</b> When the Company convenes an <u>annual</u> general meeting, a notice shall be given to all registered shareholders <u>at least 20 business days before the date of the annual general meeting</u> <del>45 days before the date of the meeting.</del> <del>Such notice shall give such shareholders notice of the matters to be considered at such meeting as well as the date and the place of the meeting.</del> <del>Shareholders who intend to attend the general meeting shall send a written reply to the Company 20 days before the date of the meeting.</del> <u>In the case of an extraordinary general meeting, the Company shall notify all registered shareholders in writing at least 10 business days or 15 days (whichever is longer) prior to the meeting.</u></p> <p><u>In calculating the notice period, the date of meeting shall be excluded. The aforementioned business day shall mean the date on which the Hong Kong Stock Exchange opens for securities trading.</u></p>

2.	<p><b>Article 8.6</b> When the Company convenes an annual general meeting, shareholders holding 3% or more of the total voting shares of the Company shall have the right to propose new motions in writing, and the Company shall place matters in the proposed motions within the scope of functions and powers of the general meeting on the agenda.</p>	<p><del>Article 8.6</del> <del>When the Company convenes an annual general meeting, shareholders holding 3% or more of the total voting shares of the Company shall have the right to propose new motions in writing, and the Company shall place matters in the proposed motions within the scope of functions and powers of the general meeting on the agenda.</del> <u>When the Company convenes a general meeting, the Board of Directors, the Supervisory Committee and shareholders individually or jointly holding 3% or more of the total voting shares of the Company shall have the right to propose new motions in writing to the Company.</u></p> <p><u>The matters in the proposed motions of the general meeting shall be within the scope of functions and powers of the general meeting, shall have a clear subject and specific matters to be resolved and shall comply with the relevant laws, administrative regulations and the Articles of Association.</u></p>
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		<p><u>The shareholder(s) individually or jointly holding more than 3% of the total voting shares of the Company may prepare interim draft resolution(s) to the convener in writing 10 days before the convening of the general meeting. The convener shall, within 2 days after the receipt of the draft resolution(s), issue a supplementary notice of general meeting and announce the content of such interim draft resolution(s) and submit such resolution(s) to the shareholders' general meeting for consideration. Where the issuance of the supplementary notice of the shareholders' general meeting fails to meet the relevant issuance requirements as stipulated under the listing rules of the place where the shares of the Company are listed, the Company shall adjourn the general meeting as appropriate. The content of the proposed resolution(s) shall be within the scope of functions and power of the general meeting, and shall have a clear subject and specific matters to be resolved.</u></p> <p><u>Save as provided for in the preceding paragraph, upon publication of the notice of the general meeting by the convener, no alteration to the matters stated in the resolution(s) of the general meeting or addition to the resolution(s) will be allowed.</u></p> <p><u>Resolutions which are not specified in the notice of general meeting or in compliance with the provisions under this Article shall not be voted or resolved at the general meeting.</u></p>
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3.	<p><b>Article 8.7</b> The Company shall calculate the number of voting shares represented by shareholders who intend to attend the general meeting based upon the written reply received 20 days before the date of the meeting. If the number of voting shares represented by shareholders who intend to attend the meeting amounts to more than half of the total number of voting shares of the Company, the Company may convene a general meeting. Otherwise, the Company shall within 5 days give the shareholders further notice of the matters to be considered at the meeting as well as the date and venue of the meeting by way of a public announcement. The Company may convene a general meeting when such announcement is made.</p> <p>No matters that have not been clearly indicated in the notice shall be decided at the extraordinary general meetings.</p>	<p><del><b>Article 8.7</b> The Company shall calculate the number of voting shares represented by shareholders who intend to attend the general meeting based upon the written reply received 20 days before the date of the meeting. If the number of voting shares represented by shareholders who intend to attend the meeting amounts to more than half of the total number of voting shares of the Company, the Company may convene a general meeting. Otherwise, the Company shall within 5 days give the shareholders further notice of the matters to be considered at the meeting as well as the date and venue of the meeting by way of a public announcement. The Company may convene a general meeting when such announcement is made.</del></p> <p><b>Matters</b> that have not been clearly indicated in the notice shall <b>not</b> be decided at the extraordinary general meetings.</p>
4.	<p><b>Article 8.9</b> Notice of a general meeting shall be served on each shareholder, whether or not entitled to vote thereat, by personal delivery or prepaid mail to the shareholder at his/her/its address, as shown in the register of members. For holders of domestic shares, notices of the general meetings may be given by public announcement. For holders of overseas listed shares, notices of the general meetings may be issued by way of public notice published on the newspaper (as defined under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited).</p>	<p><b>Article 8.9</b> Notice of a general meeting shall be served on each shareholder, whether or not entitled to vote thereat, by personal delivery or prepaid mail to the shareholder at his/her/its address, as shown in the register of members. For holders of domestic shares, notices of the general meetings may be given by public announcement. For holders of overseas listed shares, notices of the general meetings may be issued by way of public notice published on the newspaper (as defined under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited).</p>

<p>Notwithstanding the other provisions in these Articles governing the method of release or publication of any document, notice or other communications, the Company may, subject to the requirements of the stock exchanges where the Shares of the Company are listed, choose to send or publish corporate communications by electronic means as permitted under the listing rules of the stock exchanges where the Shares of the Company are listed, in lieu of written documents being sent by personal delivery or prepaid mail to the shareholders of H Shares of the Company. Corporate communications as mentioned above mean any document issued or to be issued by the Company for the information or actions of any Shareholder, including but not limited to annual reports (including annual financial statements) and interim reports (including interim financial statements), notices of general meetings, circulars, announcements and other communications.</p> <p>The public notice as mentioned above shall be published in one or more newspapers designated by the securities authority of the State Council within the interval between 45 days and 50 days before the date of the meeting; after the publication of notice, the holders of domestic shares shall be deemed to have received notice of the relevant general meeting.</p>	<p>Notwithstanding the other provisions in these Articles governing the method of release or publication of any document, notice or other communications, the Company may, subject to the requirements of the stock exchanges where the Shares of the Company are listed, choose to send or publish corporate communications by electronic means as permitted under the listing rules of the stock exchanges where the Shares of the Company are listed, in lieu of written documents being sent by personal delivery or prepaid mail to the shareholders of H Shares of the Company. Corporate communications as mentioned above mean any document issued or to be issued by the Company for the information or actions of any Shareholder, including but not limited to annual reports (including annual financial statements) and interim reports (including interim financial statements), notices of general meetings, circulars, announcements and other communications.</p> <p>The public notice as mentioned above shall be published in one or more newspapers designated by the securities authority of the State Council <del>within the interval between 45 days and 50 days before the date of the meeting;</del> after the publication of notice, the holders of domestic shares shall be deemed to have received notice of the relevant general meeting.</p>
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5.	<p><b>Article 9.6</b> A written notice of a class meeting shall be given forty-five days before the date of the class meeting to notify all of the shareholders in the share register of the class of the matters to be considered, the date and the place of the class meeting. A shareholder who intends to attend the class meeting shall deliver his written reply concerning attendance at the class meeting to the Company twenty days before the date of the class meeting.</p> <p>If the number of shares carrying voting rights at the class meeting represented by the shareholders who intend to attend the meeting reaches more than one half of the voting shares at the class meeting, the Company may hold the class meeting; if not, the Company shall within five days notify the shareholders again by public notice of the matters to be considered, the date and the place for the class meeting. The Company may then hold the class meeting after such publication of notice.</p>	<p><del>Article 9.6</del> <del>A written notice of a class meeting shall be given forty-five days</del> <u><b>Article 9.6</b></u> <u><b>A written notice of a class meeting shall be given in accordance with Article 8.5 of the Articles of Association</b></u> before the date of the class meeting to notify all registered shareholders of that class entitled to vote at the class meeting of the matters to be considered at the meeting and the date and the place of the class meeting. <del>A shareholder who intends to attend the class meeting shall deliver his written reply concerning attendance at the class meeting to the Company twenty days before the date of the class meeting.</del></p> <p><del>If the number of shares carrying voting rights at the class meeting represented by the shareholders who intend to attend the meeting reaches more than one half of the voting shares at the class meeting, the Company may hold the class meeting; if not, the Company shall within five days notify the shareholders again by public notice of the matters to be considered, the date and the place for the class meeting. The Company may then hold the class meeting after such publication of notice.</del></p>
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No.	Existing general meeting rules	Proposed amendments to the general meeting rules
1.	<p><b>Article 18</b> The board of supervisors and the shareholders individually or jointly holding more than 3% of the total voting shares of the Company may propose provisional motions in an AGM. Any shareholder proposing a motion who disagrees with the exclusion by the Board of his/her motion from the agenda of the General Meeting may, according to the provisions in these Rules, request convening of an extraordinary General Meeting.</p>	<p><b>Article 18</b> <u>The Board</u>, the board of supervisors and the shareholders individually or jointly holding more than 3% of the total voting shares of the Company may propose provisional motions in <b>a general meeting</b>. Any shareholder proposing a motion <b>to the Company</b> who disagrees with the exclusion by the Board of his/her motion from the agenda of the general meeting may, according to the provisions in these Rules, request convening of an extraordinary general meeting.</p> <p><u>Shareholder(s) individually or jointly holding more than 3% of the total voting shares of the Company may submit written interim draft resolution(s) to the convener 10 days before a general meeting is convened; the convener shall issue a supplementary notice of general meeting within 2 days after receipt of the said interim draft resolution(s), to announce the content of such resolution(s).</u></p> <p><u>Except as provided in the preceding paragraph, after the convener has issued the notice of general meeting, he/she shall not make any changes to the resolution(s) as stipulated therein or add any new resolution(s) to the issued notice.</u></p>
2.	<p><b>Section 2</b> Notice and Change of the Meeting</p>	<p><b>Section 2</b> <u>Convening</u>, Notice and Change of the Meeting</p>

3.	<p><b>Article 26</b> The notice of General Meeting shall be issued by the convener of the meeting. The convener of the meeting may be the Board and shareholder(s) individually or jointly holding more than 10% of the Company's total voting shares.</p>	<p><b>Article 26</b> The notice of general meeting shall be issued by the convener of the meeting. The convener of the meeting may be the Board, <u>the board of Supervisors</u> or shareholder(s) individually or jointly holding more than 10% of the total voting shares of the Company.</p>
4.	<p><b>Article 27</b> A notice of meetings shall be given by the convener of the meeting 45 days before the general meeting is convened (excluding the date on which the meeting is convened).</p> <p>A notice of the General Meeting shall be dispatched to Shareholders (regardless of their voting rights at the General Meeting) by hand or by prepaid registered mail. The addresses of the recipients shall be such addresses as shown in the register of members. For holders of Domestic Shares, a notice of the General Meeting may be made by way of announcement. In the case of convening a General Meeting, when sending a notice convening the meeting to all shareholders entitled to vote at the meeting, the Company shall send a form of appointing proxy(s) at the same time. The form shall provide two-way voting options on all resolutions intended to be proposed at the meeting. The notice of each AGM shall be published on newspapers with a size not less than 8cm×10cm for at least one business day. The notice shall be published on the newspapers designated by the Hong Kong Stock Exchange.</p>	<p><b>Article 27</b> A notice of an <b>annual</b> general meeting shall be given by the convener of the meeting <del>45 days before the general meeting is convened (excluding the date on which the meeting is convened).</del> <u>at least 20 business days before the date of the annual general meeting. In the case of an extraordinary general meeting, the Company shall notify all registered shareholders in writing at least 10 business days or 15 days (whichever is longer) prior to the extraordinary general meeting. The notice of meeting shall contain the resolution(s) to be considered at the meeting, and the date and venue of the meeting.</u></p> <p><u>In calculating the notice period, the date of meeting shall be excluded. The aforementioned business day shall mean the date on which the Hong Kong Stock Exchange opens for securities trading.</u></p>

	<p>In the event the Company fails to issue the notice as scheduled, and thus resulting in the failure of the Company to convene the AGM within six months from the end of the previous financial year, the Company shall report the same to the stock exchanges on which the Company is listed at the earliest possible time to explain the reasons thereof and make a public announcement.</p>	<p>A notice of the General Meeting shall be dispatched to Shareholders (regardless of their voting rights at the General Meeting) by hand or by prepaid registered mail. The addresses of the recipients shall be such addresses as shown in the register of members. For holders of Domestic Shares, a notice of the General Meeting may be made by way of announcement. In the case of convening a General Meeting, when sending a notice convening the meeting to all shareholders entitled to vote at the meeting, the Company shall send a form of appointing proxy(s) at the same time. The form shall provide two-way voting options on all resolutions intended to be proposed at the meeting. The notice of each AGM shall be published on newspapers with a size not less than 8cm×10cm for at least one business day. The notice shall be published on the newspapers designated by the Hong Kong Stock Exchange.</p> <p>In the event the Company fails to issue the notice as scheduled, and thus resulting in the failure of the Company to convene the AGM within six months from the end of the previous financial year, the Company shall report the same to the stock exchanges on which the Company is listed at the earliest possible time to explain the reasons thereof and make a public announcement.</p> <p><b><u>The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive such notice shall not invalidate the meeting held and the resolutions passed at the meeting.</u></b></p>
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5.	<p><b>Article 33</b> After the issue of the notice of a meeting, the convenors of the meeting shall not put forward any new motion which is not set out in the notice.</p> <p>Where a shareholder who has the largest shareholding of the Company intends to put forward a new motion on profit distribution at an AGM, such shareholder shall, not less than 10 days before the date of the AGM, submit the motion to the Board to enable it to make an announcement, failing which the shareholder is not entitled to put forward the motion at the AGM.</p>	<p><b>Article 33</b> <u>Except as stipulated under Article 8.6 of the Articles of Association and Article 18 of these Rules</u>, after the issuance of the notice of a meeting, the convenors of the meeting shall not propose any new motion which is not set out in the notice.</p> <p><del>Where a shareholder who has the largest shareholding of the Company intends to put forward a new motion on profit distribution at an AGM, such shareholder shall, not less than 10 days before the date of the AGM, submit the motion to the Board to enable it to make an announcement, failing which the shareholder is not entitled to put forward the motion at the AGM.</del></p>
6.	<p><b>Article 34</b> Shareholders and authorized proxies intending to attend a General Meeting shall deliver to the Company their written replies concerning their attendance at such meeting 20 days before the date of the meeting.</p>	<p><del><b>Article 34</b> Shareholders and authorized proxies intending to attend a General Meeting shall deliver to the Company their written replies concerning their attendance at such meeting 20 days before the date of the meeting.</del></p>



<p>The Company shall, based on the written replies which it receives from the shareholders 20 days before the date of the General Meeting, calculate the number of voting shares represented by the shareholders and the authorized proxies who intend to attend the meeting. If the number of voting shares represented by the shareholders who intend to attend the meeting amount to more than one-half of the Company's total voting shares, the Company may hold the General Meeting; if not, then the Company shall, within five days, notify the shareholders again by way of public announcement the matters to be considered at, and the place and date for, the meeting. The Company may then hold the General Meeting after publication of such announcement.</p>	<p><del>The Company shall, based on the written replies which it receives from the shareholders 20 days before the date of the General Meeting, calculate the number of voting shares represented by the shareholders and the authorized proxies who intend to attend the meeting. If the number of voting shares represented by the shareholders who intend to attend the meeting amount to more than one-half of the Company's total voting shares, the Company may hold the General Meeting; if not, then the Company shall, within five days, notify the shareholders again by way of public announcement the matters to be considered at, and the place and date for, the meeting. The Company may then hold the General Meeting after publication of such announcement.</del></p> <p><b><u>When the Company convenes a class meeting, it shall notify all the registered shareholders holding shares of that class of the matters to be considered at the meeting and the date and place of the meeting in accordance with Article 27 of these Rules.</u></b></p>
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## SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

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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 ANNUAL GENERAL MEETING

Reference is made to (i) the notice of the 2019 annual general meeting (the “AGM”) of Zhaojin Mining Industry Company Limited (the “Company”) dated 21 April 2020 (the “Notice”); (ii) the circular of the Company dated 21 April 2020 (the “Circular”) in respect of the AGM; and (iii) the supplemental circular of the Company dated 20 May 2020 (the “Supplemental Circular”) in respect of additional resolutions to be proposed for approval at the AGM. 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 AGM of the Company to be held at the conference room of Zhaojin Shunhe Hotel, Zhaoyuan City, Shandong Province, the PRC at 9:00 a.m. on Friday, 5 June 2020 will consider and approve the following resolutions by way of ordinary resolution and special resolution, in addition to the resolutions set out in the Notice:

#### ORDINARY RESOLUTION

- (vii) the proposal for the appointment of Mr. Zhang as non-executive Director.

#### SPECIAL RESOLUTIONS

- 3. the proposal for the amendments to the Article of Association;
- 4. the proposal for the amendments to the General Meeting Rules.

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

Zhaoyuan, the PRC, 20 May 2020

\* For identification purpose only

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## SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

1. A supplemental form of proxy in respect of the above ordinary resolution and special resolutions is enclosed with this supplemental notice of AGM.
2. Apart from the additional resolutions and other information set out in this supplemental notice of AGM, all other matters relating to the AGM 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 AGM, 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. Zhang Banglong, Mr. Liu Yongsheng, Mr. Gao Min and Mr. Huang Zhen

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



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 DOMESTIC SHARE CLASS MEETING

Reference is made to (i) the notice of the 2019 annual general meeting (the “AGM”) of Zhaojin Mining Industry Company Limited (the “Company”) dated 21 April 2020 (the “Notice”); (ii) the circular of the Company dated 21 April 2020 (the “Circular”) in respect of the AGM; and (iii) the supplemental circular of the Company dated 20 May 2020 (the “Supplemental Circular”) in respect of additional resolutions to be proposed for approval at the AGM. 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 Domestic Share Class Meeting of the Company to be held at the conference room of Zhaojin Shunhe Hotel, Zhaoyuan City, Shandong Province, the PRC at 10:00 a.m. on Friday, 5 June 2020 will consider and approve the following resolutions by way of special resolution, in addition to the resolutions set out in the Notice:

### SPECIAL RESOLUTIONS

2. Proposal for the amendments to the Article of Association;
3. Proposal for the amendments to the General Meeting Rules.

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

Zhaoyuan, the PRC, 20 May 2020

\* For identification purpose only

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## SUPPLEMENTAL NOTICE OF DOMESTIC SHARE CLASS MEETING

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*Notes:*

1. A supplemental form of proxy in respect of the above special resolutions is enclosed with this supplemental notice of Domestic Share Class Meeting.
2. Apart from the additional resolutions and other information set out in this supplemental notice of Domestic Share Class Meeting, all other matters relating to the Domestic Share Class Meeting 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 Domestic Share Class Meeting, 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. Zhang Banglong, Mr. Liu Yongsheng, Mr. Gao Min and Mr. Huang Zhen

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

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## SUPPLEMENTAL NOTICE OF H SHARE CLASS MEETING

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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 H SHARE CLASS MEETING

Reference is made to (i) the notice of the 2019 annual general meeting (the “AGM”) of Zhaojin Mining Industry Company Limited (the “Company”) dated 21 April 2020 (the “Notice”); (ii) the circular of the Company dated 21 April 2020 (the “Circular”) in respect of the AGM; and (iii) the supplemental circular of the Company dated 20 May 2020 (the “Supplemental Circular”) in respect of additional resolutions to be proposed for approval at the AGM. 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 H Share Class Meeting of the Company to be held at the conference room of Zhaojin Shunhe Hotel, Zhaoyuan City, Shandong Province, the PRC at 10:30 a.m. on Friday, 5 June 2020 will consider and approve the following resolutions by way of special resolution, in addition to the resolutions set out in the Notice:

#### SPECIAL RESOLUTIONS

2. Proposal for the amendments to the Article of Association;
3. Proposal for the amendments to the General Meeting Rules.

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

Zhaoyuan, the PRC, 20 May 2020

\* For identification purpose only

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## SUPPLEMENTAL NOTICE OF H SHARE CLASS MEETING

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*Notes:*

1. A supplemental form of proxy in respect of the above special resolutions is enclosed with this supplemental notice of H Share Class Meeting.
2. Apart from the additional resolutions and other information set out in this supplemental notice of H Share Class Meeting, all other matters relating to the H Share Class Meeting 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 H Share Class Meeting, 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. Zhang Banglong, Mr. Liu Yongsheng, Mr. Gao Min and Mr. Huang Zhen

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