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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)**

## **NOTICE OF 2020 FIRST EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2020 first extraordinary general meeting (the “**EGM**”) of Zhaojin Mining Industry Company Limited (the “**Company**”) will be 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 Tuesday, 15 September 2020 for the following purposes:

### **SPECIAL RESOLUTIONS**

#### **I. REGISTRATION AND ISSUANCE OF CORPORATE BONDS OF NOT MORE THAN RMB6.0 BILLION IN THE PRC**

To consider and approve:

“**THAT:**

Each of the following proposed items in respect of the proposed registration and issuance of the Corporate Bonds of not more than RMB6.0 billion in the PRC be and is hereby individually approved (subject to the result of the review conducted by the CSRC):

##### **(a) Principal terms of the Corporate Bonds**

The principal terms of the Corporate Bonds proposed to be issued are as follows:

- (i) Issuer: the Company
- (ii) Place of issuance: the PRC
- (iii) Method of issuance: public issuance to professional investors
- (iv) Size of issuance: not more than RMB6.0 billion, which will be issued in one or more tranches

\* *For identification purpose only*

- (v) Term of the bonds: the term of the Corporate Bonds will not be more than 5 years
- (vi) Use of proceeds: mainly for the production and operation activities of the Company, including but not limited to replenishment of liquidity, repayment of borrowings and project investment expenses, as permitted by the relevant regulatory authorities
- (vii) Validity period for the resolution: 36 months commencing from the date of passing this resolution at the EGM.

**(b) Authorisation and mandate to be granted to the Board**

To grant authority to the Board to deal with all such matters relating to the issuance of the Corporate Bonds in the PRC, including but not limited to the following:

- (i) to the extent permitted by laws and regulations and based on the actual conditions of the Company and the market, to determine and amend the actual plans for the issuance of the Corporate Bonds, to adjust the plans and relevant terms of the issuance of the Corporate Bonds, including but not limited to specific matters such as the timing of issuance, method of issuance, issuance quantity, issue price, issuance term (including option clauses), method to determine interest rates, redemption provisions, use of proceeds, credit enhancement measures and safeguard measures for repayment, to determine and appoint the relevant intermediaries to participate in the issuance of the Corporate Bonds, and to sign the legal document and agreements relating to the issuance of the Corporate Bonds;
- (ii) to take all necessary and incidental actions related to the issuance of Corporate Bonds, including but not limited to making underwriting arrangements and applying to relevant PRC regulatory authorities for the issuance of Corporate Bonds, obtaining approval from relevant PRC regulatory authorities, appointing trustees for the proposed issuance of Corporate Bonds, entering into trust and custody agreements, formulating the rules for bondholders' meetings and arranging other matters such as trading and circulation matters;
- (iii) to take all necessary actions and decisions and arrange all other matters related to the issuance and listing of Corporate Bonds, including negotiation, approval, authorization, signing, amendment and completion of relevant legal documents, agreements and contracts related to the issuance and listing of Corporate Bonds, and making appropriate disclosures, and to approve, confirm and ratify any actions taken by the Board on the above matters;
- (iv) to handle matters related to the issuance and listing of Corporate Bonds in accordance with relevant rules of domestic stock exchanges, and to take all actions deemed necessary by the Board regarding the issuance and listing of Corporate Bonds;

- (v) should there be any changes in the policies of the PRC regulatory authorities in relation to the issuance of the Corporate Bonds, or any new requirements of relevant accounting standards, 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, to amend the specific plan for the issuance of the Corporate Bonds based on the feedback (if any) from the relevant PRC regulatory authorities or exercise discretion to postpone or suspend the issuance of the Corporate Bonds;
- (vi) to delegate the power and the authority to Mr. Weng Zhanbin, the Chairman, and Mr. Dong Xin, a Director, by the Board for dealing with the abovementioned matters.

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

## **II. REGISTRATION AND ISSUANCE OF MEDIUM-TERM NOTES OF NOT MORE THAN RMB6.0 BILLION IN THE PRC**

To consider and approve:

“**THAT:**

Each of the following proposed items in respect of the proposed issuance of the Medium-term Notes of not more than RMB6.0 billion in the PRC be and is hereby individually approved (subject to the registration with National Association of Financial Market Institutional Investors):

### **(a) Principal terms of the Medium-term Notes**

The principal terms of the Medium-term Notes proposed to be issued are as follows:

- (i) Issuer: the Company
- (ii) Place of issuance: the PRC
- (iii) Size of application: not more than RMB6.0 billion, which will be issued in one or more tranches and is subject to the approval of the regulatory authorities.
- (iv) Term of the notes: the validity period of the registration of the Medium-term Notes is 2 years, during which, the period of each tranche of issuance of bonds shall not exceed 7 years. The period of each tranche of issuance of bonds shall be determined according to the market environment and the actual needs of the Company.
- (v) Targets of the issuance: institutional investors in the inter-bank markets (other than those purchasers prohibited by the relevant national laws and regulations).

- (vi) Method of issuance: public offering in the inter-bank markets by way of centralized book-building and centralized placing led by the lead underwriter(s).
- (vii) Use of proceeds: mainly for the production and operation activities of the Company, including but not limited to replenishment of liquidity, repayment of borrowings and project investment expenses, etc., as permitted by the relevant regulatory authorities.
- (viii) Validity period for the resolution: 36 months commencing from the date of approving this resolution at the EGM.

**(b) Authorisation and mandate to be granted to the Board**

To grant authority to the Board to deal with all such matters relating to the issuance of the Medium-term Notes, including but not limited to the following:

- (i) to the extent permitted by laws and regulations and based on the actual conditions of the Company and the market, to determine the actual plans for the issuance of the Medium-term Notes, to amend and adjust the plans and relevant terms of the issuance of the Medium-term Notes, including but not limited to specific matters such as the timing of issuance, method of issuance, issuance quantity, issue price, issuance term, issuance type, method to determine interest rates, redemption provisions, repurchase provisions, options of adjusting coupon rates and the details thereof, tranche structure, arrangements to secure repayment (including but not limited to safeguard measures for repayment under this resolution), use of proceeds and proportion of proceeds and listing of the Medium-term Notes, to determine and appoint the relevant intermediaries to participate in the issuance of the Medium-term Notes, to select the trustees of the Medium-term Notes, to execute the legal documents, agreements and bond trustee management agreements relating to the issuance and listing of the Medium-term Notes and to formulate the rules for bondholders' meetings, etc.;
- (ii) to handle matters in relation to the listing of the Medium-term Notes as well as the repayment of the principal and interest, etc. upon completion of the issuance of the Medium-term Notes;
- (iii) should there be any changes in the opinions and policies of the PRC regulatory authorities in relation to the issuance of the Medium-term Notes, or any changes in 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, to amend the specific plan for the issuance of the Medium-term Notes based on the feedback (if any) from the relevant PRC regulatory authorities or exercise discretion to postpone or suspend the issuance of the Medium-term Notes;

- (iv) to handle other matters in relation to the registration and issuance of the Medium-term Notes;
- (v) subject to the approval at the general meetings, to delegate the power and the authority to Mr. Weng Zhanbin, the Chairman, or Mr. Dong Xin, a Director, by the Board for dealing with the abovementioned matters.

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

### **III. REGISTRATION AND ISSUANCE OF PERPETUAL MEDIUM-TERM NOTES OF NOT MORE THAN RMB6.0 BILLION IN THE PRC**

To consider and approve:

**“THAT:**

Each of the following proposed items in respect of the proposed registration and issuance of Perpetual Medium-term Notes of not more than RMB6.0 billion in the PRC be and is hereby individually approved:

#### **(a) Principal terms of the Perpetual Medium-term Notes**

The principal terms of the Perpetual Medium-term Notes proposed to be issued are as follows:

- (i) Issuer: the Company
- (ii) Place of issuance: the PRC
- (iii) Size of application: not more than RMB6.0 billion, which will be issued in one or more tranches and is subject to the approval of the regulatory authorities.
- (iv) Term of the bonds: the bonds subsist before the Company redeems them in accordance with the terms of issuance, and will expire when the Company redeems them in accordance with the terms of issuance.
- (v) Targets of the issuance: institutional investors in the inter-bank markets (other than those purchasers prohibited by the relevant national laws and regulations).
- (vi) Method of issuance: public offering in the inter-bank markets by way of centralized book-building and centralized placing led by the lead underwriter(s).

- (vii) Use of proceeds: mainly for the production and operation activities of the Company, including but not limited to replenishment of liquidity, repayment of borrowings and project investment expenses, etc., within the scope as permitted by the relevant regulatory authorities.
- (viii) Others: the bonds are long-term rights-containing medium-term notes, which will include such clauses as deferred interest payment, redemption rights and coupon rate reset. The first coupon rate reset cycle of the bonds shall not exceed five interest-bearing years.
- (ix) Validity period for the resolution: 36 months commencing from the date of approving this resolution at the EGM.

**(b) Authorisation and mandate to be granted to the Board**

To grant authority to the Board to deal with all such matters relating to the issuance of the Perpetual Medium-term Notes, including but not limited to the following:

To ensure the proper completion of the issuance of the Perpetual Medium-term Notes, it is proposed that a special resolution be passed by the Shareholders generally and unconditionally at the EGM to grant authority to the Board to deal with all such matters relating to the issuance of the Perpetual Medium-term Notes, including but not limited to the following:

- (i) to the extent permitted by laws and regulations and according to the actual conditions of the Company and the market, to determine the actual plans for the issuance of the Perpetual Medium-term Notes, to amend and adjust the plans and relevant terms of the issuance of the Perpetual Medium-term Notes, including but not limited to specific matters such as the timing of issuance, method of issuance, issuance quantity, issue price, issuance term, issuance type, method to determine interest rates, any special provisions for the Perpetual Medium-term Notes, tranche structure, arrangements to secure repayment (including but not limited to safeguard measures for repayment under this resolution), use of proceeds and proportion of proceeds and listing of the Perpetual Medium-term Notes, to determine and appoint the relevant intermediaries to participate in the issuance of the Perpetual Medium-term Notes, to select the trustees of the Perpetual Medium-term Notes, to execute the legal documents, agreements and bond trustee management agreements relating to the issuance and listing of the Perpetual Medium-term Notes and to formulate the rules for bondholders' meetings, etc.;
- (ii) to handle matters in relation to the listing of the Perpetual Medium-term Notes as well as the repayment of the principal and interest, etc. upon completion of the issuance of the Perpetual Medium-term Notes;

- (iii) should there be any changes in the opinions and policies of the PRC regulatory authorities in relation to the issuance of the Perpetual Medium-term Notes, or any changes in 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, to amend the specific plan for the issuance of the Perpetual Medium-term Notes based on the feedback (if any) from the relevant PRC regulatory authorities or exercise discretion to postpone or suspend the issuance of the Perpetual Medium-term Notes;
- (iv) to handle other matters in relation to the registration and issuance of the Perpetual Medium-term Notes;
- (v) subject to the approval at the general meetings, to delegate the power and the authority to Mr. Weng Zhanbin, the Chairman, or Mr. Dong Xin, a Director, by the Board for dealing with the abovementioned matters.

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

#### IV. THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

To consider and approve:

“**THAT:**

- (a) the proposed amendments to the articles of association of the Company (the “**Articles of Association**”) as set out in the circular of the Company to be despatched to the Shareholders in due course 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.”

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

Zhaoyuan, the PRC, 31 August 2020

\* For identification purpose only

*Notes:*

1. Unless otherwise indicated, capitalised terms used herein shall have the same meanings as those defined in the circular of the Company dated 31 August 2020.
2. The Shareholders should note that the register of members of the Company will be closed from 11 September 2020 to 15 September 2020 (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 10 September 2020, with (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).
3. Shareholders whose names appear on the register of members on 15 September 2020 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 accompanying circular. Completion and return of the proxy form of the EGM will not preclude a Shareholder from attending the EGM.
6. If a proxy is appointed to attend the EGM on behalf of a Shareholder, the proxy must produce proof of identity and the authorisation instrument with the date of issue and duly signed by the Shareholder 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 authorisation 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 authorisation documents, such power of attorney or other authorisation documents must be notarially certified. In order to be valid, the notarially certified copy of such power of attorney or other authorisation documents under which it is signed together with the proxy form must be deposited no later than 9:00 a.m. on Monday, 14 September 2020 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. 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) 8227541  
Postal code: 265400

*As at the date of this notice, the Board comprises:*

*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*