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# THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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If you are in any doubt as to any aspect of this 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 (the “Company”), you should at once hand this circular together with the accompanying form of proxy and reply slip 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)**

**REGISTRATION AND ISSUANCE OF CORPORATE BONDS OF  
NOT MORE THAN RMB6.0 BILLION IN THE PRC  
AND  
REGISTRATION AND ISSUANCE OF MEDIUM-TERM NOTES OF  
NOT MORE THAN RMB6.0 BILLION IN THE PRC  
AND  
REGISTRATION AND ISSUANCE OF PERPETUAL MEDIUM-TERM NOTES OF  
NOT MORE THAN RMB6.0 BILLION IN THE PRC  
AND  
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
AND  
NOTICE OF 2020 FIRST EXTRAORDINARY GENERAL MEETING**

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Unless the context otherwise requires, capitalised terms used in this circular (including this cover page) have the same meanings as those defined in the section headed “Definitions” in this circular.

The EGM of the Company will be held at the Company’s conference room at No. 118 Wenquan Road, Zhaoyuan City, Shandong Province, the PRC at 9:00 a.m. on Tuesday, 15 September 2020. The notice convening the EGM is set out in this circular.

Shareholders 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. If you intend to appoint one or more proxies, you should first read the instructions on the accompanying proxy form, and deposit the signed proxy form and (if the proxy form is signed by a person under a power of attorney or other authority) the notarially certified copy of such power of attorney or other authority under which it is signed, 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). Completion and return of the proxy form shall not preclude a Shareholder from attending and voting at the EGM or any adjourned meetings if he or she so wishes.

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).

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## DEFINITIONS

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*In this circular, unless otherwise indicated in the context, the following expressions have the following meanings:*

“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“Company”	Zhaojin Mining Industry Company Limited* (招金礦業股份有限公司) (Stock Code: 1818), a joint stock limited company incorporated in the PRC and the H Shares of which are listed on the Hong Kong Stock Exchange
“CSRC”	the China Securities Regulatory Commission
“Director(s)”	the directors of the Company
“Domestic Share(s)”	the ordinary shares issued by the Company, with a Renminbi denominated par value of RMB1.00 each, which were subscribed for and paid up in Renminbi
“EGM”	the 2020 first extraordinary general meeting of the Company to be held at the Company’s conference room at No. 118 Wenquan Road, Zhaoyuan City, Shandong Province, the PRC at 9:00 a.m. on Tuesday, 15 September 2020
“Group”	the Company and its subsidiaries from time to time
“H Share(s)”	the overseas-listed foreign invested shares of RMB1.00 each in the share capital of the Company, which are denominated in Renminbi and listed on the main board of the Hong Kong Stock Exchange and traded in Hong Kong dollar
“Hong Kong”	The Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange
“NDRC”	the National Development and Reform Commission of the PRC
“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of PRC
“Shareholder(s)”	the registered holder(s) of Domestic Shares and H Shares
“Share(s)”	the ordinary shares of RMB1.00 each in the share capital of the Company, comprising Domestic Shares and H Shares

\* For identification purpose only

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## LETTER FROM THE BOARD

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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)

*Executive Directors:*

Mr. Weng Zhanbin (*Chairman*)  
Mr. Dong Xin  
Mr. Wang Ligang

*Non-executive Directors:*

Mr. Zhang Banglong (*Vice chairman*)  
Mr. Liu Yongsheng  
Mr. Gao Min  
Mr. Huang Zhen

*Independent Non-executive Directors:*

Ms. Chen Jinrong  
Mr. Choy Sze Chung Jojo  
Mr. Wei Junhao  
Mr. Shen Shifu

*Registered address:*

No. 299 Jinhui Road  
Zhaoyuan City  
Shandong Province  
PRC

*Principal place of business in*

*Hong Kong:*  
31/F, Tower Two, Times Square  
1 Matheson Street  
Causeway Bay  
Hong Kong

31 August 2020

*To the Shareholders*

Dear Sir or Madam,

**REGISTRATION AND ISSUANCE OF CORPORATE BONDS OF  
NOT MORE THAN RMB6.0 BILLION IN THE PRC  
AND  
REGISTRATION AND ISSUANCE OF MEDIUM-TERM NOTES OF  
NOT MORE THAN RMB6.0 BILLION IN THE PRC  
AND  
REGISTRATION AND ISSUANCE OF PERPETUAL MEDIUM-TERM NOTES OF  
NOT MORE THAN RMB6.0 BILLION IN THE PRC  
AND  
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
AND  
NOTICE OF 2020 FIRST EXTRAORDINARY GENERAL MEETING**

\* For identification purpose only

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# LETTER FROM THE BOARD

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## INTRODUCTION

The purpose of this circular is to provide you with the notice of EGM and the information regarding the resolutions to be proposed at the EGM concerning, among other things, the following matters:

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

#### **Background**

In order to adjust the debt structure of the Company and supplement the working capital, ensure the sustainable, healthy and steady business development of the Company, and to further enhance the overall competitiveness and long-term profitability of the Company, the Board proposed to issue corporate bonds (the “**Corporate Bonds**”) in the PRC with an aggregate principal amount of not more than RMB6.0 billion. The proposed issuance of the Corporate Bonds is subject to the approval of the Shareholders in the form of a special resolution.

The proposed issuance of the Corporate Bonds shall also be registered by the CSRC.

#### **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
- (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.

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## LETTER FROM THE BOARD

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### **Authorisation and mandate to be granted to the Board**

To ensure the proper completion of the proposed issuance of the Corporate Bonds, 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 Corporate Bonds, 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;

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## LETTER FROM THE BOARD

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- (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.

### **Reasons and benefits of the proposed issuance of Corporate Bonds**

The Board considers that the proposed issuance of Corporate Bonds will supplement the Group's working capital, ensure the sustainable, healthy and steady business development of the Company, and to further enhance the overall competitiveness and long-term profitability of the Company. Therefore, the Board considers that the proposed issuance of Corporate Bonds is fair and reasonable and in the interests of the Company and its Shareholders as a whole.

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

### **Background**

In order to adjust the debt structure of the Company and supplement the working capital, ensure the sustainable, healthy and steady business development of the Group, and to further enhance the overall competitiveness and long-term profitability of the Company, the Board proposed to issue medium-term notes (the “**Medium-term Notes**”) in the PRC with an aggregate amount of not more than RMB6.0 billion.

The proposed issuance of the Medium-term Notes shall also be registered and approved by National Association of Financial Market Institutional Investors.

### **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).

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## LETTER FROM THE BOARD

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- (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.

### **Authorisation and mandate to be granted to the Board**

To ensure the proper completion of the issuance of the 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 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;



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## LETTER FROM THE BOARD

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- (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.

### **Reasons and benefits of the proposed issuance of Medium-term Notes**

The Board considers that the proposed issuance of Medium-term Notes will supplement the Group's working capital, ensure the sustainable, healthy and steady business development of the Company, and to further enhance the overall competitiveness and long-term profitability of the Company. Therefore, the Board considers that the proposed issuance of Medium-term Notes is fair and reasonable and in the interests of the Company and its Shareholders as a whole.

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

#### **Background**

In order to adjust the debt structure of the Company and supplement the working capital, ensure the sustainable, healthy and steady business development of the Group, and to further enhance the overall competitiveness and long-term profitability of the Company, the Board proposed to issue perpetual medium-term notes (the “**Perpetual Medium-term Notes**”) in the PRC with an aggregate amount of not more than RMB6.0 billion.

The proposed issuance of the Perpetual Medium-term Notes shall also be registered and approved by the National Association of Financial Market Institutional Investors.

#### **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.

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## LETTER FROM THE BOARD

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- (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.

### **Authorisation and mandate to be granted to the Board**

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;

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## LETTER FROM THE BOARD

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- (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.

### **Reasons and benefits of the proposed issuance of Perpetual Medium-term Notes**

The Board considers that the proposed issuance of Perpetual Medium-term Notes will supplement the Group's working capital, ensure the sustainable, healthy and steady business development of the Company, and to further enhance the overall competitiveness and long-term profitability of the Company. Therefore, the Board considers that the proposed issuance of Perpetual Medium-term Notes is fair and reasonable and in the interests of the Company and its Shareholders as a whole.

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

In view of the completion of the implementation of the H Share "Full Circulation" plan by the Company, the Company's share capital structures changed, and the Articles of Association are required to be amended to reflect the relevant changes.

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## LETTER FROM THE BOARD

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The Company proposes to amend the Articles of Association as follows:

**The existing Article 3.5 reads as:**

The share capital structure of the Company: 3,270,393,204 ordinary shares, of which Zhaojin Group holds 1,136,211,009 domestic shares, representing 34.74% of the issued ordinary shares of the Company; Yuyuan holds 742,000,000 domestic shares, representing 22.69% of the issued ordinary shares of the Company; Fosun Investment holds 106,000,000 domestic shares, representing 3.24% of the issued ordinary shares of the Company; Zhaoyuan City State-owned Assets Operation Company Limited holds 84,800,000 domestic shares, representing 2.59% of the issued ordinary shares of the Company; Laomiao Gold holds 21,200,000 domestic shares, representing 0.65% of the issued ordinary shares of the Company; Zhaojin Non-Ferrous Mining Company Limited holds 50,967,195 domestic shares, representing 1.56% of the issued ordinary shares of the Company; Zhaojin Mining Industry Company Limited First Employee Share Subscription Plan holds 80,000,000 Domestic Shares, representing 2.45% of the issued ordinary shares of the Company; Shareholders of overseas-listed foreign-invested shares hold 1,049,215,000 shares, representing 32.08% of the issued ordinary shares of the Company.

**It is proposed that Article 3.5 be amended to read as follows:**

The share capital structure of the Company: 3,270,393,204 ordinary shares, of which domestic shareholders hold 660,837,607 shares, representing 20.21% of the issued ordinary shares of the Company, of which, 618,437,607 shares and 42,400,000 shares are held by Zhaojin Group and Zhaoyuan City State-owned Assets Operation Company Limited, respectively; Shareholders of overseas-listed foreign-invested shares hold 2,609,555,597 shares, representing 79.79% of the issued ordinary shares of the Company.

Save for the aforementioned article, the contents of other articles in the Articles of Association remain unchanged. 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 a special resolution at the EGM and the approval of, registration or filing with the relevant PRC government authorities.

After the proposed amendments to the Articles of Association becoming effective, the Company will carry out necessary filing procedures with the Companies Registry in Hong Kong.

## V. 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 EGM shall therefore demand voting on the resolutions set out in the notice of EGM to be taken by way of poll pursuant to Article 8.18 of the Articles of Association.

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## LETTER FROM THE BOARD

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On a poll, every Shareholder presents in person or by proxy (or being a corporation, by its duly authorised 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.

### VI. RECOMMENDATIONS

The Board believes that the resolutions on the proposed issuance of the Corporate Bonds, Medium-term Notes, Perpetual Medium-term Notes and the proposed amendments to the Articles of Association are fair and reasonable and in the best interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends all the Shareholders to vote in favour of the resolutions to be proposed at the EGM as set out in the notice of EGM.

### VII. CLOSURE OF REGISTER OF MEMBERS

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).

### VIII. RESPONSIBILITY STATEMENT

This 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 circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material aspects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

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

\* For identification purpose only

# NOTICE OF 2020 FIRST EXTRAORDINARY GENERAL MEETING



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
- (v) Term of the bonds: the term of the Corporate Bonds will not be more than 5 years

\* For identification purpose only

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## NOTICE OF 2020 FIRST EXTRAORDINARY GENERAL MEETING

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- (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;

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## NOTICE OF 2020 FIRST EXTRAORDINARY GENERAL MEETING

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- (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).



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- (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;

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- (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).

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- (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;

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- (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

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*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*