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**Z H A O J I N**

**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 2025 FIRST EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2025 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 Wednesday, 26 February 2025 for the following purpose:

### **ORDINARY RESOLUTIONS**

To consider and approve the following resolutions as ordinary resolutions:

1. To consider and approve the following candidates as Directors of the eighth session of the Board of the Company with a term of three years commencing from the conclusion of the EGM:
  - (a) to re-elect Mr. Jiang Guipeng as an executive Director of the Company;
  - (b) to re-elect Mr. Duan Lei as an executive Director of the Company;
  - (c) to re-elect Mr. Wang Ligang as an executive Director of the Company;
  - (d) to re-elect Mr. Wang Peiwu as an executive Director of the Company;
  - (e) to re-elect Mr. Long Yi as a non-executive Director of the Company;
  - (f) to re-elect Mr. Li Guanghui as a non-executive Director of the Company;
  - (g) to re-elect Mr. Luan Wenjing as a non-executive Director of the Company;
  - (h) to re-elect Ms. Chen Jinrong, who has served more than nine years since April 2007, as an Independent Non-executive Director of the Company;

\* For identification purpose only

- (i) to re-elect Mr. Choy Sze Chung Jojo, who has served more than nine years since May 2007, as an Independent Non-executive Director of the Company;
  - (j) to re-elect Mr. Wei Junhao, who has served more than nine years since February 2016, as an Independent Non-executive Director of the Company;
  - (k) to re-elect Mr. Shen Shifu, who has served more than nine years since February 2016, as an Independent Non-executive Director of the Company.
2. To consider and approve the following candidates as the Shareholder Representative Supervisors of the eighth session of the Supervisory Committee of the Company with a term of three years commencing from the conclusion of the EGM:
- (a) to re-elect Mr. Leng Haixiang as a Shareholder Representative Supervisor;
  - (b) to re-elect Mr. Hu Jin as a Shareholder Representative Supervisor.
3. To approve the remuneration packages for Directors of the eighth session of the Board and Supervisors of the eighth session of the Supervisory Committee and the entering into of written contracts with members of the Board and the Supervisory Committee in respect of their remuneration packages.
4. To consider and approve the provision of guarantees for subsidiaries with debt-to-equity ratio of over 70%, including:
- (a) provision of guarantee for the financing of 7 subsidiaries of the Company, including Gansu Zhaoye, Zhaojin Baiyun and Liangdang Zhaojin;
  - (b) provision of guarantee for the supply chain finance business proposed to be conducted by 10 subsidiaries of the Company, including Jintingling Mining, Xingta Mining and Xinhui Copper.

## SPECIAL RESOLUTION

To consider and approve the following resolution as special resolution:

**1. Proposed registration and issuance of Perpetual Medium-term Notes of up to RMB6 billion in the PRC**

Each of the following proposed items in respect of the proposed registration and issuance of Perpetual Medium-term Notes in the PRC be and is hereby individually approved (subject to the review and approval of the relevant PRC regulatory authorities):

The proposed registration and issuance of the Perpetual Medium-term Notes are subject to the review and approval of the relevant PRC regulatory authorities.

**(a) Details of the Perpetual Medium-term Notes**

Details of the Perpetual Medium-term Notes proposed to be registered and issued are as follows:

- (i) Issuer: the Company;
- (ii) Place of issue: the PRC;
- (iii) Size of issue: registration of up to RMB6 billion (including RMB6 billion), to be issued in tranches;
- (iv) Term of the bonds: long-term survival until redemption by the Company in accordance with the terms of issue and maturity upon redemption by the Company in accordance with the terms of issue;
- (v) Target of the issuance: institutional investors in the interbank market (except for those prohibited from purchasing by national laws and regulations);
- (vi) Use of proceeds: the proceeds will be mainly used for the production and operation of the Company, including but not limited to replenishment of liquidity and repayment of interest-bearing debts, which shall be within the scope as permitted by the relevant regulatory authorities;
- (vii) Determination of interest rates: the interest rates shall be determined by way of centralized book-building by underwriters;
- (viii) Others: the bonds are long-dated medium-term notes with rights, which will be subject to deferred interest payment provisions, redemption rights and coupon rate reset provisions. The first coupon rate reset cycle of the bonds will be limited to no more than five interest-bearing years; and

- (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 ensure the proper completion of the registration and issuance of the Perpetual Medium-term Notes, it is proposed that the authority be granted to the Board at the EGM to deal with all such matters relating to the registration and issuance of the Perpetual 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 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, type of notes, method of interest rate determination, details of special terms set for the Perpetual Medium-term Notes, structure of tranches of issuance, arrangements for guaranteeing debt repayment (including, but not limited to, the measures for guaranteeing debt repayment under this resolution), use of proceeds and proportion of amount, and listing and circulation of the Perpetual Medium-term Notes, to determine and appoint the relevant intermediaries to participate in the issuance of the Perpetual Medium-term Notes and elect the entrusted manager of the Perpetual Medium-term Notes, to sign the legal documents, agreements and entrusted bond management agreements in relation to the issuance and listing of the Perpetual Medium-term Notes and formulate the rules for bondholders' meetings;
- (ii) should there be any changes in the opinions and policies of the PRC regulatory authorities in relation to the registration and 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; and
- (iii) within the scope of power and authority above, to delegate the power and authority to the authorized representative of the Company, 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.

By order of the Board  
**Zhaojin Mining Industry Company Limited\***  
**Jiang Guipeng**  
*Chairman*

Zhaoyuan, the PRC, 10 February 2025

\* *For identification purpose only*

*Notes:*

1. Unless otherwise indicated, capitalized terms used herein shall have the same meaning as those defined in the circular of the Company dated 10 February 2025.
2. The Shareholders of the Company should note that the register of members of the Company will be closed from 20 February 2025 to 26 February 2025 (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 with the Company's H Shares registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares), or the registered address of the Company in the PRC (for holders of Domestic Shares) no later than 4:30 p.m. on 19 February 2025.
3. Shareholders of the Company whose names appear on the register of members on 26 February 2025 are entitled to attend and vote at the EGM or any adjourned meetings.
4. 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/its 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 and the proxy form, and deposit the signed proxy form and (if the proxy form is signed by any 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 at the H Shares registrar of the Company, 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 the registered address of the Company in the PRC (for holders of Domestic Shares) not less than 24 hours before the time for holding the EGM. 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 or it so wishes.
5. 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. 118 Wenquan 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, members of the Board of the Company comprise:

*Executive Directors:* Mr. Jiang Guipeng, Mr. Duan Lei, Mr. Wang Ligang and Mr. Wang Peiwu

*Non-executive Directors:* Mr. Long Yi, Mr. Li Guanghui and Mr. Luan Wenjing

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