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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 H SHARE CLASS MEETING**

**NOTICE IS HEREBY GIVEN** that the H Share class meeting (the “**H Share Class Meeting**”) 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**”) on Monday, 2 June 2025 at 10:30 a.m. for the following purpose:

### **SPECIAL RESOLUTIONS**

To consider and approve the following as special resolution:

#### **1. The General Mandate for the Repurchase of H Shares**

**“THAT:**

- (a) According to all applicable laws and regulations of the PRC government or securities regulatory authorities, as well as the Hong Kong Stock Exchange, repurchase H Shares on terms deemed appropriate, not exceeding 10% of the total number of issued H Shares (excluding Treasury Shares, if any) as of the date of this resolution;
- (b) The Board is authorized to make (including but not limited to) the following during the Relevant Period:
  - (i) Determine the specific repurchase plan, including but not limited to the repurchase price, number of Shares to be repurchased, repurchase timing, and repurchase period, etc.;
  - (ii) Open stock accounts and handle the relevant procedures for the repurchase funds, etc.;

\* *For identification purpose only*

- (iii) Determine the specific use of the repurchased H Shares in accordance with the actual situation of the Company and to adjust or change such use as permitted by the relevant laws and regulations;
  - (iv) Based on market conditions and the capital management needs of the Group at the time of repurchase, decide to cancel such repurchased H Shares or hold such repurchased H Shares as Treasury Shares;
  - (v) If it is decided to cancel the repurchased H Shares, in accordance with the provisions of the Articles of Association, the cancellation procedures for repurchased shares shall be carried out to reduce the registered capital of the Company, and the Articles of Association shall be amended as it deems appropriate and necessary to reflect the reduction of the registered capital of the Company; and
  - (vi) Take any other necessary actions and complete any necessary procedures to repurchase such shares in accordance with paragraph (a) of this special resolution.
- (c) For the purpose of this special resolution, “Relevant Period” refers to the period from the date of its adoption to the earliest of the following:
- (i) At the conclusion of the next annual general meeting of the Company after the passing of this resolution;
  - (ii) The date on which the next annual general meeting of the Company is required to be held by the Articles of Association or other applicable laws; or
  - (iii) The date on which the Shareholders pass a special resolution at the Shareholders’ meeting, or the class Shareholders pass a special resolution at their respective class Shareholders’ meetings to revoke or amend the authorization granted to the Board as stated in this resolution.”

## **2. The Proposal For Amendments to the Articles of Association**

### **“THAT**

- (a) The proposed amendments to the Articles of Association as set out in the circular of the Company dated 9 May 2025 be approved; and
- (b) The authorised representatives of the Company 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 to arrange for its registration and filing with the relevant government authorities in the PRC and Hong Kong.”

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 class meeting.

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

Zhaoyuan, the PRC, 9 May 2025

*Notes:*

1. Unless otherwise indicated, capitalized terms used herein shall have the same meaning as those defined in the circular of the Company dated 9 May 2025.
2. For details of the general mandate for the repurchase of H Shares, please refer to the accompanying circular.
3. In order to determine the H Share Shareholders who are entitled to attend the H Share Class Meeting, the register of members of the Company will be closed from 27 May 2025 to 2 June 2025, both days inclusive, during which no transfer of Shares will be registered.

To be entitled to attend and vote at the H Share Class Meeting, H Share Shareholders whose transfer of H Shares have not been registered must lodge all transfer instruments accompanied by the relevant share certificates with the Company's H Shares registrar and transfer office, Computershare Hong Kong Investor Services Limited at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration at or before 4:30 p.m. on Monday, 26 May 2025 (Hong Kong time).

4. Shareholders of the Company whose names appear on the register of members of H Shares of the Company on 2 June 2025 will be entitled to attend and vote at the H Share Class Meeting or any adjourned meetings. Shareholders who have the right to attend and vote at the H Share Class Meeting are entitled to appoint one or more proxies to attend and vote at the H Share Class Meeting on his/her/its behalf. A proxy need not be a Shareholder of the Company.
5. If a Shareholder appoints more than one proxy to attend the meeting, its proxy can only vote by poll.
6. H Share Shareholders who have the right to attend and vote at the H Share Class Meeting are entitled to appoint one or more proxies (whether or not a Shareholder) in writing to attend and vote 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.
7. If a proxy is appointed to attend the H Share Class Meeting 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 proxy 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 H Share Class Meeting, 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.

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8. If the proxy form is signed by a person under a power of attorney or other authority, the power of attorney or other authority must be notarially certified. In order to be valid, the notarially certified copy of such power of attorney or other authority under which it is signed together with the proxy form must be deposited 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 not less than 24 hours before the time for holding the H Share Class Meeting.
9. The H Share Class Meeting 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 business address of the Company in the PRC 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 comprise:

<i>Executive Directors:</i>	<i>Mr. Jiang Guipeng, Mr. Duan Lei, Mr. Wang Ligang and Mr. Wang Peiwu</i>
<i>Non-executive Directors:</i>	<i>Mr. Long Yi, Mr. Li Guanghui and Mr. Luan Wenjing</i>
<i>Independent non-executive Directors:</i>	<i>Ms. Chen Jinrong, Mr. Choy Sze Chung Jojo, Mr. Wei Junhao and Mr. Shen Shifu</i>