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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 SHARES CLASS MEETING

NOTICE IS HEREBY GIVEN that the H Shares class meeting (the “H Shares Class Meeting”) of Zhaojin Mining Industry Company Limited (the “Company”) will be held at the conference room of the Company at No. 299 Jinhui Road, Zhaoyuan City, Shandong Province, the People’s Republic of China (the “PRC”) on Monday, 13 June 2011 at 10:00 a.m. for the following purposes:

SPECIAL RESOLUTIONS

To consider and approve the followings as special resolutions:

1. Proposal for Bonus Issue and Increase in Registered Capital

The proposal relating to the increase in the registered capital of the Company from RMB1,457,430,000 to RMB2,914,860,000 by way of Bonus Issue to the Shareholders (“Bonus Issue”) whose names appear on the register of members of the Company on 13 June 2011 (the “Record Date”) on the basis of one Bonus Share to be issued (0.5 of which is to be made by way of capitalization of retained profits and 0.5 of which is to be made by way of capitalization of the capital reserve fund) for every one Share held by the Shareholders (i.e., one bonus H Share and one bonus Domestic Share to be issued in respect of every one H Share and one Domestic Share held by the Shareholders, respectively) on the Record Date (Note 1).

2. The General Mandate for the Issue of Additional H Shares

- (a) the Board be and is hereby granted an unconditional general mandate to issue, allot and deal with additional H Shares in the share capital of the Company and to make or grant offers, agreements and options in respect thereof, subject to the following terms:
 - (i) such mandate shall not extend beyond the Relevant Period save that the Board may during the Relevant Period make or grant offers, agreements or options which might require the exercise of such powers after the end of the Relevant Period;

* For identification purposes only

- (ii) the number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Board shall not exceed 20% of the existing issued H Shares as at the date of passing this resolution, being 87,434,600 H Shares; and
 - (iii) the Board will only exercise its power under such mandate in accordance with the Company Law and the Listing Rules and only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC government authorities are obtained.
- (b) for the purpose of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until the earliest of the three periods below:

 - (i) the conclusion of the next annual general meeting of the Company following the passing of this resolution;
 - (ii) the expiration of a 12-month period following the passing of this resolution; or
 - (iii) the date on which the authority set out in this resolution is revoked or varied by a special resolution of the shareholders of the Company in a general meeting.
- (c) contingent on the Board’s resolving to issue shares pursuant to sub-paragraph (a) of this resolution, the Board be and is hereby authorized to approve, execute and do or procure to be executed and done, all such documents, deeds and things as it may consider relevant in connection with the issue of such new shares including, but not limited to, determining the time and place of issue, making all necessary applications to the relevant authorities and entering into an underwriting agreement (or any other agreement), to determine the use of proceeds and to make all necessary filings and registrations with the relevant PRC, Hong Kong and other authorities, and to make such amendments to the Articles of Association as it thinks fit so as to reflect the increase in registered capital of the Company and to reflect the new share capital structure of the Company under the intended allotment and issue of the shares of the Company pursuant to the resolution under paragraph (a) of this resolution.

3. The General Mandate for the Repurchase of H Shares

- (a) subject to paragraphs (b) and (c) below, the Board be and is hereby authorized to exercise all the powers of the Company to repurchase the H Shares in issue of the Company on the Hong Kong Stock Exchange during the Relevant Period (as defined in paragraph 2(b) above), subject to and in accordance with all applicable laws, rules and regulations and/or requirements of the PRC, the Hong Kong Stock Exchange or any other governmental or regulatory bodies.

- (b) the aggregate nominal value of H Shares of the Company authorised to be repurchased subject to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the aggregate nominal value of the H Shares in issue of the Company as at the date of the passing of this resolution.
- (c) the approval in paragraph (a) above shall be conditional upon:
 - (i) the passing of a special resolution at the 2010 annual general meeting of the Company (the “AGM”) to be held on 13 June 2011 with the same terms (except for this sub-paragraph (c)(i)) as the resolutions passed at the Class Meetings to be convened separately for such purpose;
 - (ii) the approval of the relevant PRC regulatory authorities as may be required by laws, rules and regulations of the PRC being obtained by the Company; and
 - (iii) the Company not being required by any of its creditors to repay or to provide guarantee in respect of any amount due to any of them (or if the Company is so required by any of its creditors, the Company having, in its absolute discretion, repaid or provided guarantee in respect of such amount) pursuant to the notification procedure set out in Article 4.2 of the Articles of Association of the Company.
- (d) subject to approval of all relevant PRC regulatory authorities for the repurchase of such H Shares being granted, the Board be hereby authorised to:
 - (i) make such amendments to the Articles of Association of the Company accordingly as it thinks fit so as to reduce the registered share capital of the Company and to reflect the new capital structure of the Company upon the repurchase of H Shares of the Company as contemplated in paragraph (a) above; and
 - (ii) file the amended Articles of Association of the Company with the relevant governmental authorities of the PRC.

By order of the Board
Zhaojin Mining Industry Company Limited
LU Dongshang
Chairman

Zhaoyuan, the PRC, 20 April 2011

Notes:

1. Unless otherwise indicated, capitalized terms used herein shall have the same meaning as those defined in the circular of the Company dated 20 April 2011.
2. For details of the general mandates for the issue of additional H Shares and the repurchase of H Shares, please refer to the accompanying circular.
3. The holders of H Shares (“H Shares”) of the Company should note that the register of members of the Company will be closed from 14 May 2011 to 13 June 2011 (both days inclusive), during which period no transfer of shares can be registered. In order to qualify for attending the H Shares Class Meeting and the payment of final dividends, 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 no later than 4:30 p.m. on 13 May 2011.
4. Shareholders of the Company whose names appear on the register of members of H Shares of the Company on 14 May 2011 are entitled to attend and vote at the H Shares Class Meeting or any adjourned meetings. Shareholders who have the right to attend and vote at the H Shares Class Meeting are entitled to appoint one or more proxies to attend and vote at the H Shares Class Meeting on his/her 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. Holders of H Shares who have the right to attend and vote at the H Shares Class Meeting are entitled to appoint one or more proxies (whether or not a Shareholder) in writing to attend and vote at such meeting 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.
7. If a proxy is appointed to attend the H Shares 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 Shares 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.
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 Shares Class Meeting.
9. Shareholders who intend to attend the H Shares Class Meeting should return the reply slip by hand, by post, by telegram or by fax to the H Shares registrar of the Company, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong on or before 23 May 2011. Completion and return of the reply slip of the H Shares Class Meeting will not preclude a Shareholder from attending such meeting.
10. The H Shares 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.

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

Executive Directors: Mr. Lu Dongshang and Mr. Weng Zhanbin

Non-executive Directors: Mr. Liang Xinjun, Mr. Cong Jianmao, Mr. Wang Peifu,
Mr. Wu Zhongqing and Mr. Chen Guoping

*Independent non-executive
Directors:* Mr. Ye Tianzhu, Mr. Yan Hongbo, Ms. Chen Jinrong and
Mr. Choy Sze Chung Jojo