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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 2011 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “Annual General Meeting”) of Zhaojin Mining Industry Company Limited (the “Company”) for the year 2011 will be held at the Company’s conference room at No. 299 Jinhui Road, Zhaoyuan City, Shandong Province, the People’s Republic of China (the “PRC”) at 9:00 a.m. on Tuesday, 29 May 2012 for the following purposes:

**ORDINARY RESOLUTIONS**

To consider and approve the followings as ordinary resolutions:

- (i) the report of the board of directors (“Board”) of the Company for the year ended 31 December 2011;
- (ii) the report of the supervisory committee of the Company for the year ended 31 December 2011;
- (iii) the audited financial report of the Company for the year ended 31 December 2011;
- (iv) the proposal for the declaration and payment of final dividends for the year ended 31 December 2011;
- (v) Mr. Li Xiuchen be elected as an executive Director of the Company;
- (vi) Mr. Ye Kai be elected as a non-executive director of the Company;
- (vii) Mr. Kong Fanhe be elected as a non-executive director of the Company; and
- (viii) the re-appointment of Ernst & Young and Shulun Pan Certified Public Accountants Co., Ltd. as the international and PRC auditors of the Company for the year ending 31 December 2012, respectively, and to authorize the Board to determine their respective remuneration.

\* *For identification purposes only*

## SPECIAL RESOLUTIONS

To consider and approve the followings as special resolutions:

### 1. The Connected Transaction

- (a) the transfer agreement dated 23 March 2012 (the “Transfer Agreement”) entered into between the Company as purchaser and 招金有色礦業有限公司 (Zhaojin Non-Ferrous Mining Company Limited\*) as vendor (“Zhaojin Non-Ferrous”), a wholly-owned subsidiary of 山東招金集團有限公司 (Shandong Zhaojin Group Company Limited\*) in relation to the sale and purchase of (i) the exploration right in the gold mine in Hou Cang District, Zhao Yuan City, Shandong Province and (ii) the entire equity interest in 新疆金瀚尊礦業投資有限公司 (Xinjiang Jin Han Zun Mining Investment Company Limited\*) at an aggregate consideration of RMB597,845,200, which will be satisfied in full by the allotment and issue of 50,967,195 domestic shares of nominal value of RMB1 each in the share capital of the Company and at the issue price of RMB11.73 each will be credited as fully paid up and rank pari passu with the existing issued shares of the Company (the “Consideration Shares”), be and is hereby approved, confirmed and ratified, and all the transactions contemplated under the Transfer Agreement be and are hereby approved, confirmed and ratified and that the board of directors of the Company (the “Board”) be and is hereby authorized to make changes or amendments to the Transfer Agreement as it may in its absolute discretion think fit, a copy of which is produced to the meeting marked “A” and signed by the Chairman of the meeting for the purpose of identification;
- (b) the Board be and is hereby authorized to implement and take all steps and to do any and all acts and things as may be necessary or desirable to give effect to and/or to complete the transaction under the Transfer Agreement and to sign and execute any other documents or to do any other matters incidental thereto and/or as contemplated thereunder;
- (c) the Board be and is hereby granted a specific mandate to allot and issue the Consideration Shares to Zhaojin Non-Ferrous pursuant to the Transfer Agreement; and
- (d) 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 necessary in connection with the issue of the Consideration Shares.

## 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;
  - (ii) the number of H 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 174,869,200 H Shares; and
  - (iii) the Board will only exercise its power under such mandate in accordance with the Company Law of the PRC and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time) 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:

“**H Shares**” means the overseas-listed foreign invested shares in the share capital of the Company, with a RMB-denominated par value of RMB1.00 each, which are traded in Hong Kong dollars and listed on the main board of the Hong Kong Stock Exchange;

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

- (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 1(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 Annual General Meeting of the Company to be held on 29 May 2012 with the same terms (except for this sub-paragraph (c)(i)) as the resolutions passed at a H Shares Class Meeting and at a Domestic Shares Class Meeting 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.
- (e) for the purpose of this resolution:

“**H Shares**” means the overseas-listed foreign invested shares in the share capital of the Company, with a RMB-denominated par value of RMB1.00 each, which are traded in Hong Kong dollars and listed on the main board of the Hong Kong Stock Exchange.

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

Zhaoyuan, the PRC, 13 April 2012

*Notes:*

1. Unless otherwise indicated, capitalized terms used herein shall have the same meaning as those defined in the circular of the Company dated 13 April 2012.
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. In order to determine the shareholders who are entitled to attend the Annual General Meeting, the register of members of the Company will be closed from 29 April 2012 to 29 May 2012, both days inclusive, during which no transfer of shares will be registered. In order to determine the shareholders who are entitled to receive the final dividend for the year ended 31 December 2011, the register of members of the Company will be closed from 2 June 2012 to 6 June 2012, both days inclusive, during which no transfer of shares will be registered.

For qualifying to attend and vote at the Annual General Meeting, the shareholders whose transfer 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 H Shares shareholders, or the registered office of the Company at 299 Jinhui Road, Zhaoyuan City, Shandong Province, the PRC for domestic share shareholders for registration at or before 4:30 p.m. on Friday, 27 April 2012.

For qualifying to receive the final dividend for the year 2011, the shareholders whose transfer 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 H Shares shareholders, or the registered office of the Company at 299 Jinhui Road, Zhaoyuan City, Shandong Province, the PRC for domestic share shareholders for registration at or before 4:30 p.m. on Friday, 1 June 2012.

4. Shareholders of the Company whose names appear on the register of members of the Company on 29 April 2012 will be entitled to attend and vote at the Annual General Meeting or any adjourned meetings, and shareholders of the Company whose names appear on the register of members of the Company on 2 June 2012 (the "Record Date") will be entitled to the final dividends.
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 Annual General Meeting are entitled to appoint one or more proxies (whether or not a shareholder) to attend and vote 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 and the policies on the declaration and payment of final dividends.
7. If a proxy is appointed to attend the Annual General 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 Annual General 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 (for holders of H Shares) not less than 24 hours before the time for holding the Annual General Meeting or the registered address of the Company (for holders of domestic shares) not less than 24 hours before the time for holding the Annual General Meeting.
9. Shareholders who intend to attend the Annual General Meeting should return the reply slip by hand, by post, by telegram or by fax to the registered address of the Company (for holders of Domestic Shares), or the Company's H Shares registrar 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) on or before 9 May 2012. Completion and return of the reply slip of the Annual General Meeting will not preclude a shareholder from attending the Annual General Meeting.
10. The Annual General 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 registered address of the Company is as follows:

No. 299 Jinhui Road, Zhaoyuan City, Shandong Province, PRC

Tel: (86 535) 8256086 Fax: (86 535) 8262256

Postal code: 265400

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

<i>Executive Directors:</i>	Mr. Lu Dongshang, Mr. Weng Zhanbin and Mr. Li Xiuchen
<i>Non-executive Directors:</i>	Mr. Liang Xinjun, Mr. Cong Jianmao, Mr. Ye Kai and Mr. Kong Fanhe
<i>Independent non-executive Directors:</i>	Mr. Ye Tianzhu, Mr. Yan Hongbo, Ms. Chen Jinrong and Mr. Choy Sze Chung Jojo