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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 2012 FIRST EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2012 first extraordinary general meeting (the “EGM”) of Zhaojin Mining Industry Company Limited (the “Company”) will be held at the Company’s conference room in Xinyuan Gold Hotel, No. 299 Jinhui Road, Zhaoyuan City, Shandong Province, the People’s Republic of China (the “PRC”) at 9:00 a.m. on Monday, 8 October 2012 for the following purpose:

To consider and approve the following as a special resolution:

### **SPECIAL RESOLUTION**

- (I) THAT the “resolution on proposed issue of short term bonds of not more than RMB2,000,000,000 with a term of issue of not more than one year” be considered and approved, and the Chairman of the Company be authorized to determine and handle all matters relating to the issue of the short term bonds in his absolute discretion within the scope stipulated in the resolution, including but not limited to the following:
- (i) to formulate and implement the specific proposal for the issue of the short term bonds, determine all matters including the timing for the issue, the form of the issue, the quantity, price and term of the issue, interest rate applicable to the issue, tranche structure of the issue, and determine and appoint the relevant intermediaries to participate in the issue; and

\* For identification purposes only

- (ii) in the event of any new requirements promulgated by the State in respect of the issue of the short term bonds, other than the matters subject to re-voting at a general meeting as required by the relevant laws, regulations and the Articles of Association of the Company, the Chairman of the Company is hereby authorized to make adjustments on matters relating to the issue of short term bonds in accordance with the new requirements.

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

Zhaoyuan, the PRC, 22 August 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 22 August 2012.
2. The shareholders of the Company should note that the register of members of the Company will be closed from 8 September 2012 to 8 October 2012 (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 7 September 2012.
3. Shareholders of the Company whose names appear on the register of members on 8 September 2012 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.
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 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 valid 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 authorization 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 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), 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.
8. Shareholders who intend to attend the EGM should return the reply slip by hand, by post, by telegram or by fax to the registered address of the Company in the PRC (for holders of domestic shares), or the H Shares registrar of the Company 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 17 September 2012. Completion and return of the reply slip of the EGM will not preclude a Shareholder from attending the EGM.
9. 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, PRC  
Tel: (86 535) 8256086  
Fax: (86 535) 8262256  
Postal code: 265400

As at the date of this notice, members of the Board of the Company comprise:

<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