
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ACTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **ZHAOJIN MINING INDUSTRY COMPANY LIMITED** (the “Company”), you should at once hand this circular together with the accompanying form of proxy and reply slip to the purchaser(s) or transferee(s) or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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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)

**ISSUE OF SHORT TERM BONDS OF
NOT MORE THAN RMB700,000,000
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

Supplemental notice convening the Annual General Meeting of the Company (the “AGM”) is set out in this circular.

Any Shareholder(s) entitled to attend and vote at the AGM and the Class Meetings are entitled to appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a Shareholder of the Company. In the event that a Shareholder appoints more than one proxy to attend the meeting, such proxies may only exercise their voting rights in a poll. If you intend to appoint a proxy to attend the AGM and the Class Meetings and vote on your behalf, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's H Share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 24 hours before the time appointed for the holding of the AGM and the Class Meetings (for the holders of H Shares); or for the holders of Domestic Shares of the Company, to the place of business of the Company in the PRC not less than 24 hours before the time appointed for the holding of the AGM and the Class Meetings.

* *For identification purposes only*

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LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Lu Dongshang (*Chairman*)
Mr. Weng Zhanbin

Registered address:

No. 299 Jinhui Road
Zhaoyuan City
Shandong Province
PRC

Non-executive Directors:

Mr. Liang Xinjun (*Vice chairman*)
Mr. Cong Jianmao
Mr. Wang Peifu
Mr. Wu Zhongqing
Mr. Chen Guoping

Principal place of business in Hong Kong:

8th Floor
Gloucester Tower
The Landmark
15 Queen's Road Central
Central
Hong Kong

Independent Non-executive Directors:

Mr. Ye Tianzhu
Mr. Yan Hongbo
Ms. Chen Jinrong
Mr. Choy Sze Chung Jojo

25 May 2011

To the Shareholders

Dear Sir or Madam,

**ISSUE OF SHORT TERM BONDS OF
NOT MORE THAN RMB700,000,000
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

On 16 May 2011, the Company received an additional proposal (the "Proposed New Resolution") from Shandong Zhaojin Group Company Limited, the substantial Shareholder of the Company which holds 553,107,000 shares in the Company, on 16 May

* *For identification purposes only*

LETTER FROM THE BOARD

2011, representing approximately 37.95% of the total share capital of the Company. Pursuant to the relevant requirements of Article 18 of the “Rules of Procedures for General Meetings” of the Company which stipulates that “Shareholders who individually or jointly hold more than 3% of the shares of the Company shall have the right to propose an additional proposal”, the Company will present the additional proposal for consideration and approval at the 2010 AGM to be held on 13 June 2011.

Unless otherwise defined, capitalized terms used in this circular shall have the same meanings as defined in the circular of the Company dated 20 April 2011.

The purpose of this circular is to provide you with information regarding the notice of AGM and the resolution to be proposed at the AGM relating to the following:

I. PROPOSED ISSUE OF SHORT TERM BONDS

Amount of the issue:	not more than RMB700,000,000
Term of the issue:	not more than one year
Use of proceeds:	to meet capital requirements for normal production and operations of the Company
Interest rate applicable to the issue:	to be determined in accordance with the prevailing market conditions at the time of the issue
Objects of the issue:	institutional investors in the PRC inter-bank bond market other than the general public, save for those prohibited by the relevant PRC laws or regulations from subscription

It is proposed that the Chairman of the Company be authorized to determine and handle all matters relating to the issue of the short term bonds in its absolute discretion within the scope stipulated in the resolution, including but not limited to the following:

1. to formulate and implement the specific proposal for the issue of 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;
2. in the event of any new requirements promulgated by the State in respect of the issue of 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.

LETTER FROM THE BOARD

The resolution shall be approved by way of a special resolution at the general meeting. The issue of short term bonds is subject to the registration and approval from the National Association of Financial Market Institutional Investors.

II. VOTING

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by a poll. Therefore, pursuant to Article 8.18 of the Articles of Association, Chairman of the AGM will demand a poll on all the resolution(s) set out in the Supplemental notice of AGM.

On a poll, every Shareholder who presents in person or by proxy (or in case of the Shareholder being a corporation, by its duly authorized representative) shall have one vote for each share registered in his/her/its name in the register of Shareholders. A Shareholder entitled to more than one vote needs not use all his/her/its votes or cast all his/her/its votes in the same manner.

III. RECOMMENDATIONS

The Directors are of the view that the resolution on the proposed issue of short term bonds of not more than RMB700,000,000 by the Company is fair and reasonable and is in the interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the relevant resolution to be proposed at the AGM as set out in the supplemental notice of AGM.

IV. RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with respect to the Company. The information contained herein relating to the Company has been supplied by the Directors, who collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts not contained in this circular the omission of which would make any statement herein misleading insofar as it relates to the Company.

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



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)

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SUPPLEMENTAL NOTICE OF 2010 ANNUAL GENERAL MEETING

Reference is made to the “Notice of 2010 Annual General Meeting” dated 20 April 2011 of Zhaojin Mining Industry Company Limited (the “Company”). The 2010 annual general meeting of the Company (the “AGM”) 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”) at 9:00 a.m. on Monday, 13 June 2011.

On 16 May 2011, the Company received an additional proposal (the “Proposed New Resolution”) from Shandong Zhaojin Group Company Limited, the substantial shareholder of the Company which holds 553,107,000 shares in the Company on 16 May 2011, representing approximately 37.95% of the total share capital of the Company. Pursuant to the relevant requirements of Article 18 of the “Rules of Procedures for General Meetings” of the Company which stipulates that “Shareholders who individually or jointly hold more than 3% of the shares of the Company shall have the right to propose an additional proposal”, the Company will present the additional proposal for consideration and approval by the Shareholders at the AGM of the Company to be held on 13 June 2011.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the AGM of the Company will be held at the conference room of the Company at No. 299 Jinhui Road, Zhaoyuan City, Shandong Province, the PRC at 9:00 a.m. on Monday, 13 June 2011 to consider and approve the following resolution as a special resolution:

- (I) The “resolution on proposed issue of short term bonds of not more than RMB700,000,000 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 its absolute discretion within the scope stipulated in this resolution, including but not limited to the following:
 - (i) to formulate and implement the specific proposal for the issue of 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;

- (ii) in the event of any new requirements promulgated by the State in respect of the issue of 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, 25 May 2011

Notes:

1. A supplemental form of proxy in respect of the above special resolution is enclosed with this notice.
2. Apart from the additional resolution and other information set out in this notice, all other matters relating to the AGM as set out in the notice of AGM remain unchanged. Please refer to the notice of AGM of the Company dated 20 April 2011 for details of other resolutions to be considered and approved at the AGM, eligibility of attendance, registration procedures, appointment of proxies and other relevant matters.

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

<i>Executive Directors:</i>	Mr. Lu Dongshang and Mr. Weng Zhanbin
<i>Non-executive Directors:</i>	Mr. Liang Xinjun, Mr. Cong Jianmao, Mr. Wang Peifu, Mr. Wu Zhongqing and Mr. Chen Guoping
<i>Independent non-executive Directors:</i>	Mr. Ye Tianzhu, Mr. Yan Hongbo, Ms. Chen Jinrong and Mr. Choy Sze Chung Jojo