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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 2013 FIRST EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2013 first extraordinary general meeting (the “EGM”) of Zhaojin Mining Industry Company Limited (the “Company”) will be held at the 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 Tuesday, 26 February 2013 for the following purpose:

To consider and approve the following resolutions as ordinary resolutions:

#### **ORDINARY RESOLUTIONS**

1. To consider and approve the following candidates as Directors of the fourth session of the Board of the Company with a term of three years commencing from the conclusion of the EGM:
  - (a) to re-elect Mr. Lu Dongshang as an executive Director of the Company;
  - (b) to re-elect Mr. Weng Zhanbin as an executive Director of the Company;
  - (c) to re-elect Mr. Li Xiuchen as an executive Director of the Company;
  - (d) to re-elect Mr. Liang Xinjun as a non-executive Director of the Company;
  - (e) to re-elect Mr. Cong Jianmao as a non-executive Director of the Company;
  - (f) to re-elect Mr. Ye Kai as a non-executive Director of the Company;
  - (g) to re-elect Mr. Kong Fanhe as a non-executive Director of the Company;
  - (h) to appoint Mr. Xie Jiyuan as an independent non-executive Director of the Company;
  - (i) to re-elect Mr. Ye Tianzhu as an independent non-executive Director of the Company;
  - (j) to re-elect Ms. Chen Jinrong as an independent non-executive Director of the Company;
  - (k) to re-elect Mr. Choy Sze Chung Jojo as an independent non-executive Director of the Company.

\* *For identification purpose only*

2. To consider and approve the following candidates as Supervisors acting as Shareholders' representatives of the fourth session of the Supervisory Committee of the Company with a term of three years commencing from the conclusion of the EGM:
  - (a) to re-elect Mr. Wang Xiaojie as a Supervisor acting as Shareholders' representative of the Company;
  - (b) to re-elect Ms. Jin Ting as a Supervisor acting as Shareholders' representative of the Company.
3. To approve the remuneration package for Directors of the fourth session of the Board and Supervisors of the fourth session of the Supervisory Committee and enter into written service contracts with members of the Board and the Supervisory Committee in respect of their remuneration package.

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

Zhaoyuan, China, 12 January 2013

*Notes:*

1. Unless otherwise indicated, capitalized terms used herein shall have the same meaning as those defined in the circular of the Company dated 12 January 2013.
2. The Shareholders of the Company should note that the register of members of the Company will be closed from 26 January 2013 to 26 February 2013 (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 25 January 2013.
3. Shareholders of the Company whose names appear on the register of members on 26 January 2013 are entitled to attend and vote at the EGM or any adjourned meetings.
4. Shareholders 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 and the proxy form, and deposit the signed proxy form and (if the proxy form is signed by a person under a power of attorney or other authority) the notarially certified copy of such power of attorney or other authority under which it is signed 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. Completion and return of the form of proxy shall not preclude a Shareholder from attending and voting at the EGM or any adjourned meetings if he or she so wish.

5. 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 6 February 2013.
6. 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. Yan Hongbo, Mr. Ye Tianzhu, Ms. Chen Jinrong and Mr. Choy Sze Chung Jojo