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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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “AGM”) of Zhaojin Mining Industry Company Limited (the “Company”) for the year 2012 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, 27 May 2013 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 2012;
- (ii) the report of the supervisory committee of the Company for the year ended 31 December 2012;
- (iii) the audited financial report of the Company for the year ended 31 December 2012;
- (iv) the proposal for the declaration and payment of final dividends for the year ended 31 December 2012;
- (v) the proposal for the re-appointment of Ernst & Young and Shu Lun Pan Hong Kong CPA Limited as the international auditor and the PRC auditor of the Company respectively for the year ended 31 December 2013, and to authorize the Board to fix their respective remuneration.

SPECIAL RESOLUTIONS

To consider and approve the followings as special resolutions:

1. The General Mandate to Issue Additional Domestic Shares and H Shares

- (a) the Board be and is hereby granted an unconditional general mandate to separately or concurrently issue, allot and deal with additional Domestic Shares and 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 new Domestic Shares to be 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 issued Domestic Shares as at the date of passing this resolution, being 418,296,239 Domestic Shares; the number of new H Shares to be 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 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 the Company Law of the PRC and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited 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:

“**Domestic Share(s)**” means ordinary share(s) issued by the Company, with a RMB-denominated par value of RMB1.00 each, which were subscribed for and paid up in RMB;

“**H Share(s)**” means the overseas-listed foreign invested share(s) 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 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.

2. 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 AGM of the Company to be held on 27 May 2013 with the same terms (except for this sub-paragraph (c)(i)) as the resolutions passed at the H Shares Class Meeting and Domestic 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 Share(s)**” means the overseas-listed foreign invested share(s) 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.

3. The Amendments to the Articles of Association

To consider and approve the following amendments to the Articles of Association:

- (a) To amend Article 3.4 of the Articles of Association as follows:

Subject to the approval of the securities regulatory authorities of the State Council, domestic shareholders of the Company may have such shares listed and traded publicly in overseas markets. The listing and trading of shares as

mentioned above on an overseas stock exchange shall also be subject to the regulatory procedures, regulations and requirements of the overseas securities markets. The listing and trading of shares as mentioned above on such overseas stock exchange do not require approval by a poll at a class meeting.

(b) To amend Article 10.1 of the Articles of Association as follows:

The company shall establish a board of directors which shall report to the shareholders' general meeting. The board of directors shall comprise 11 members, of which no less than two members shall be executive directors who shall be responsible for managing daily affairs assigned by the Company; and the rest shall be non-executive directors who shall not be responsible for managing daily affairs. The board of directors shall have no less than three independent non-executive directors. The board of directors shall have one chairman and one to two vice chairmen.

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

Zhaoyuan, the PRC, 8 April 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 8 April 2013.
2. For details of the general mandates for the issue of additional H Shares and Domestic 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 AGM, the register of members of the Company will be closed from 27 April 2013 to 27 May 2013, 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 2012, the register of members of the Company will be closed from 31 May 2013 to 4 June 2013, both days inclusive, during which no transfer of shares will be registered.

For qualifying to attend and vote at the AGM, 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, 26 April 2013.

For qualifying to receive the final dividend for the year 2012, 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 Thursday, 30 May 2013.

* *For identification purpose only*

4. Shareholders of the Company whose names appear on the register of members of the Company on 27 May 2013 will be entitled to attend and vote at the AGM or any adjourned meetings, and shareholders of the Company whose names appear on the register of members of the Company on 4 June 2013 (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 AGM 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 AGM 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 AGM, 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 AGM 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 AGM 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 7 May 2013. Completion and return of the reply slip of the AGM will not preclude a shareholder from attending the AGM.
10. The AGM 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:

Executive Directors Mr. Lu Dongshang, Mr. Weng Zhanbin and Mr. Li Xiuchen

Non-executive Directors: Mr. Liang Xinjun, Mr. Cong Jianmao, Mr. Ye Kai and Mr. Kong Fanhe

Independent non-executive Directors: Mr. Ye Tianzhu, Ms. Chen Jinrong, Mr. Choy Sze Chung Jojo and Mr. Xie Jiyuan