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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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, 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)**

**PROPOSED RE-ELECTION AND APPOINTMENT OF DIRECTORS  
OF THE FOURTH SESSION OF THE BOARD  
AND  
PROPOSED RE-ELECTION OF SUPERVISORS OF THE FOURTH SESSION  
OF THE SUPERVISORY COMMITTEE  
AND  
PROPOSED ADOPTION OF THE REMUNERATION PACKAGE FOR DIRECTORS  
OF THE FOURTH SESSION OF THE BOARD AND SUPERVISORS  
OF THE FOURTH SESSION OF THE SUPERVISORY COMMITTEE  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

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The EGM of 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. The notice convening the EGM is set out on pages 17 to 19 of this circular. 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. If you intend to appoint one or more proxies, you should first read the instructions on the accompanying 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 notorially certified copy of such power of attorney or other authority under which it is signed at the Company's share registrar for H Shares 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) not less than 24 hours before the time for holding the EGM; or the registered address of the Company in the PRC (for holders of Domestic Shares) not less than 24 hours before the time appointed for holding the EGM. Completion and return of the proxy form shall not preclude a Shareholder from attending and voting at the EGM or any adjourned meetings if he or she so wish. Shareholders who intend to attend the EGM are required to return the reply slip by hand, by post, by telegram or by fax to the Company's share registrar for H Shares 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 of the Company), or the registered address of the Company in the PRC (for holders of Domestic Shares of the Company) on or before 6 February 2013. 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 share registrar for H Shares 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 of the Company), or the registered address of the Company in the PRC (for holders of Domestic Shares of the Company) no later than 4:30 p.m. on 25 January 2013.

\* For identification purposes only

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## DEFINITIONS

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*In this circular, unless otherwise indicated in the context, the following expressions have the following meanings:*

“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors of the Company
“Company”	Zhaojin Mining Industry Company Limited* (招金礦業股份有限公司) (Stock Code: 1818), a joint stock limited company incorporated in the PRC on 16 April 2004 and the issued H Shares of which are listed on the Main Board of the Stock Exchange
“Company Law”	the Company Law of the PRC
“Directors”	the directors of the Company
“Domestic Share(s)”	the ordinary shares issued by the Company, with a Renminbi denominated par value of RMB1.00 each, which were subscribed for and paid up in Renminbi
“EGM”	the 2013 first extraordinary general meeting of the Company to be held at the conference room in Xinyuan Gold Hotel, No. 299 Jinhui Road, Zhaoyuan City, Shandong Province, the PRC at 9:00 a.m. on Tuesday, 26 February 2013, to consider and, if thought fit, approve re-election or appointment of the Directors of the fourth session of the Board, re-election of the Supervisors of the fourth session of the Supervisory Committee and approve the remuneration package for Directors and Supervisors
“Foreign Shares”	ordinary shares issued by the Company, with a Renminbi denominated par value of RMB1.00 each, which are subscribed for and paid up in a currency other than RMB and include the H Shares
“H Share(s)”	the overseas-listed foreign invested shares of RMB1.00 each in the registered share capital of the Company, which are listed in the Stock Exchange and traded in Hong Kong dollar
“Latest Practicable Date”	10 January 2013, being the latest practicable date prior to the printing of the circular for ascertaining certain information in the circular

\* For identification purposes only

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## DEFINITIONS

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“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC” or “China”	the People’s Republic of China which, for the purpose of this circular, excludes Hong Kong Special Administrative Region and Macao Special Administrative Region and Taiwan
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shanghai Fosun”	Shanghai Fosun Industrial Investment Co., Ltd.* (上海復星產業投資有限公司), a limited liability company established in the PRC on 22 November 2001 and one of the promoters of the Company
“Shanghai Yuyuan”	Shanghai Yuyuan Tourist Mart Co., Ltd.* (上海豫園旅遊商城股份有限公司), a joint stock limited company established in the PRC on 25 November 1987 and one of the promoters of the Company
“Shareholder(s)”	the registered holder(s) of Domestic Shares and H Shares of the Company
“Shares”	the ordinary shares of RMB1.00 each in the share capital of the Company, comprising Domestic Shares and H Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	the supervisor(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company, which is comprised of the Supervisors acting as Shareholders’ representatives and the Supervisor acting as the staff representative
“Zhaojin Group”	Shandong Zhaojin Group Company Limited* (招金集團有限公司), a state-owned limited company incorporated in the PRC in June 1992 which holds approximately 37.20% of the entire issued share capital of the Company as at the Latest Practicable Date, is the controlling Shareholder and one of the promoters of the Company

\* For identification purposes only

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LETTER FROM THE BOARD

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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)**

*Executive Directors:*

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

*Registered Address:*

No. 299 Jinhui Road  
Zhaoyuan City  
Shandong Province  
PRC

*Non-executive Directors:*

Mr. Liang Xinjun (*Vice Chairman*)  
Mr. Cong Jianmao  
Mr. Ye Kai  
Mr. Kong Fanhe

*Principal Place of Business  
in Hong Kong:*

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

*Independent Non-executive Directors:*

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

12 January 2013

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED RE-ELECTION AND APPOINTMENT OF DIRECTORS  
OF THE FOURTH SESSION OF THE BOARD  
AND  
PROPOSED RE-ELECTION OF SUPERVISORS OF THE FOURTH SESSION  
OF THE SUPERVISORY COMMITTEE  
AND  
PROPOSED ADOPTION OF THE REMUNERATION PACKAGE FOR DIRECTORS  
OF THE FOURTH SESSION OF THE BOARD AND SUPERVISORS  
OF THE FOURTH SESSION OF THE SUPERVISORY COMMITTEE  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

This circular is issued with the notice dated 12 January 2013 in relation to the EGM of the Company to be held on 26 February 2013.

\* *For identification purposes only*

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## LETTER FROM THE BOARD

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The purpose of this circular is to provide you with information regarding proposed resolutions at the EGM in relation to (i) the re-election or appointment of Directors of the fourth session of the Board; (ii) the re-election of the Supervisors acting as Shareholders' representatives of the fourth session of the Supervisory Committee; and (iii) the approval of remuneration package for the Directors of the fourth session of the Board and the Supervisors of the fourth session of the Supervisory Committee of the Company and the entering into of the written service contracts with those Directors and Supervisors in respect of their remuneration package, in order to enable you to make an informed decision on whether to vote for or against these resolutions at the EGM.

### **ELECTION OF DIRECTORS AND SUPERVISORS**

In accordance with the Articles of Association, the Directors and the Supervisors of the Company shall serve a term of three years from the date on which their offices take effect, and are eligible for re-election. Each Director of the Board and two-thirds of the Supervisors of the Supervisory Committee shall be elected at the general meeting by the Shareholders attending the general meeting (including proxy(ies) of the Shareholders) holding more than one-half of the voting rights.

Pursuant to the Articles of Association, the Directors and the Supervisors acting as Shareholders' representatives shall be elected at the general meeting with a term of three years commencing from the date on which their offices take effect. Those Directors and Supervisors are eligible for re-election upon the expiry of their term of office. The term of office of the Directors and Supervisors who are either additionally appointed or are appointed to fill a casual vacancy of the Board and the Supervisory Committee shall commence from the date on which their appointments take effect until the expiry of the term of the relevant session of the Board and the Supervisory Committee. The Company adopted 26 February 2010, being the date of the first extraordinary general meeting of the Company in 2010, as the date of the commencement of the third session of the Board and the Supervisory Committee for a term of three years. Therefore, all existing Directors and the Supervisors acting as Shareholders' representatives shall retire from offices on the date of the EGM, and may be re-elected if they are nominated by the Shareholders of the Company and the Nomination and Remuneration Committee.

The Company issued a notice on 12 January 2013 in relation to the EGM to be held at 9:00 a.m. on Tuesday, 26 February 2013 to re-elect or appoint the Directors of the fourth session of the Board and re-elect the Supervisors acting as Shareholders' representatives of the fourth session of the Supervisory Committee. The term of office for each of the Directors of the fourth session of the Board and the Supervisors of the fourth session of the Supervisory Committee will be three years with effect from the conclusion of the EGM.

#### **I. Re-election or Appointment of Directors**

As at the Latest Practicable Date, the third session of the Board consists of 11 Directors, including 3 executive Directors, namely, Mr. Lu Dongshang (Chairman), Mr. Weng Zhanbin and Mr. Li Xiuchen; 4 non-executive Directors, namely, Mr. Liang Xinjun (Vice Chairman), Mr. Cong Jianmao, Mr. Ye Kai and Mr. Kong Fanhe, and 4 independent non-executive Directors, namely, Mr. Yan Hongbo, Mr. Ye Tianzhu, Ms. Chen Jinrong and Mr. Choy Sze Chung Jojo.

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## LETTER FROM THE BOARD

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The fourth session of the Board will consist of 11 Directors, including 3 executive Directors, 4 non-executive Directors and 4 independent non-executive Directors to be re-elected or appointed at the EGM.

The eleven candidates for Directors of the fourth session of the Board have been jointly nominated by Zhaojin Group, the controlling Shareholder of the Company, and Shanghai Yuyuan and Shanghai Fosun, the substantial Shareholders of the Company, and such nominations have been presented at the first meeting of the Nomination and Remuneration Committee in 2013 for consideration and approval.

Mr. Lu Dongshang, Mr. Weng Zhanbin, Mr. Li Xiuchen, Mr. Liang Xinjun, Mr. Cong Jianmao, Mr. Ye Kai, Mr. Kong Fanhe, Mr. Ye Tianzhu, Ms. Chen Jinrong and Mr. Choy Sze Chung Jojo were Directors of the third session of the Board and have been nominated as the candidates for Directors of the fourth session of the Board.

Mr. Xie Jiyuan was newly nominated as a candidate for independent non-executive Director of the fourth session of the Board.

Mr. Yan Hongbo, a current independent non-executive Director, has served as an independent non-executive Director of the Company for three successive terms, and his term of service will reach nine years upon the expiry of the term of the third session of the Board. In consideration of the requirements of Code Provision A.4.3 of the “Code on Corporate Governance Practices” as set out in Appendix 14 of the Listing Rules, Mr. Yan will not serve as an independent non-executive Director for the fourth session of the Board. Mr. Yan has confirmed that he has no disagreement with the Board and there is no matter which needs to be brought to the attention of the Shareholders.

A written notice of intention to nominate a candidate as a Director and the candidate’s written consent indicating acceptance of nomination shall be delivered to the Company at least 7 days before the convening of the EGM.

The Directors shall serve a term of three years from the date on which their re-elections or appointments take effect. Accordingly, upon the approval of re-election or appointment of Directors at the EGM, the Directors shall serve a term of three years from the date of the EGM.

The Company will propose separate resolutions regarding the election of the Directors of the fourth session of the Board at the EGM. The biographies of the candidates proposed for election at the EGM as Directors of the fourth session of the Board are set out in Appendix I of this circular.

A resolution will be proposed at the EGM to approve the remuneration package for Directors of the fourth session of the Board and enter into new service contracts and/or appointment letters with those Directors in respect of their remuneration package. They shall serve a term of three years commencing from the date of the EGM.

The Company will make further announcement in respect of the re-election of Directors or appointment of a new Director after passing of the relevant resolutions at the EGM in compliance with the requirements of the Listing Rules.

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## LETTER FROM THE BOARD

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### II. Re-election of Supervisors

As at the Latest Practicable Date, the third session of the Supervisory Committee consists of 3 Supervisors, including 2 Supervisors acting as Shareholders' representatives, namely Mr. Wang Xiaojie (Chairman of the Supervisory Committee) and Ms. Jin Ting; and 1 Supervisor as the Company's staff representative, namely Mr. Chu Yushan.

In accordance with the Articles of Association, the Supervisory Committee shall consist of three Supervisors, two of whom are the Supervisors acting as Shareholders' representatives and the remaining one is the Supervisor acting as the staff representative of the Company. The Supervisors acting as Shareholders' representatives shall be elected and removed at the general meeting, while the Supervisor acting as the staff representative shall be democratically elected and removed by the staff and workers of the Company. The Supervisors shall serve a term of three years and are eligible for re-election.

The candidates for the Supervisors acting as Shareholders' representatives of the fourth session of the Supervisory Committee have been jointly nominated by Zhaojin Group, the controlling Shareholder of the Company, and Shanghai Yuyuan and Shanghai Fosun, the substantial Shareholders of the Company, and such nominations have been presented at the first meeting of the Nomination and Remuneration Committee in 2013 for consideration and approval.

The current Supervisors acting as Shareholders' representatives of the third session of the Supervisory Committee, namely Mr. Wang Xiaojie and Ms. Jin Ting, have been nominated as the candidates for re-election as the Supervisors acting as Shareholders' representatives of the fourth session of the Supervisory Committee.

The Supervisors shall serve a term of three years from the date on which their re-elections take effect. Accordingly, the Supervisors shall serve a term of three years from the date of the EGM upon the approval for re-election of the Supervisors acting as Shareholders' representatives at the EGM.

The Company will propose separate resolutions regarding the election of the Supervisors acting as Shareholders' representatives of the fourth session of the Supervisory Committee. The biographies of the candidates proposed for election at the EGM as the Supervisors acting as Shareholders' representatives of the fourth session of the Supervisory Committee are set out in Appendix II of this circular.

A resolution will be proposed at the EGM to approve the remuneration package for Supervisors of the fourth session of the Supervisory Committee and enter into new service contracts and/or appointment letters with those Supervisors in respect of their remuneration package. They shall serve a term of three years commencing from the date of the EGM.

The Company will make further announcement in respect of the re-election of Supervisors acting as Shareholders' representatives after passing of the relevant resolutions at the EGM in compliance with the requirements of the Listing Rules.



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## LETTER FROM THE BOARD

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### **III. Proposal on Remuneration Package for Directors of the Fourth Session of the Board and Supervisors of the Fourth Session of the Supervisory Committee**

#### *Directors' Remuneration*

Under the terms of the service contract, the term of each Director is three years.

The executive Directors will not receive fixed salary from the Company as their remuneration during their term of office. Instead, their remuneration will be determined by the Nomination and Remuneration Committee of the Board upon assessment of the management of the Company in accordance with relevant requirements in the PRC and the policy adopted by the Company, of which remuneration is linked with the Company's results and the executive Directors' performance. The non-executive Directors will not receive any directors' remuneration during their term of office. Instead, they will be remunerated by their respective Shareholders with reference to their specific administrative duties and upon assessment by their respective Shareholders in accordance with relevant requirements in the PRC and their internal remuneration management regulations. The independent non-executive Directors will receive a remuneration of RMB160,000 (before taxation) per annum for their service under the service contract, which is determined by the Board with reference to their duties and responsibilities with the Company and the prevailing market rate.

The Company will disclose the remuneration payable by the Company to the Directors in its annual report.

#### *Supervisors' Remuneration*

Under the terms of the service contract, the term of each Supervisor is three years.

The Supervisors acting as Shareholders' representatives will not receive any Supervisors' remuneration during their term of office. Instead, they will be remunerated by the respective Shareholders with reference to their specific administrative duties and upon assessment by their respective Shareholders in accordance with relevant requirements in the PRC and their internal remuneration management regulations. The Supervisor as staff representative will not receive fixed salary from the Company as supervisors' remuneration during his term of office. Instead, his remuneration will be determined based on his duties with the Company and by the management of the Company upon assessment of the mid-level management of the Company in accordance with relevant requirements in the PRC and the policy adopted by the Company, of which remuneration is linked with the Company's results and his performance.

The Company will disclose the remuneration payable by the Company to the Supervisors in its annual report.

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## LETTER FROM THE BOARD

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### EGM

The EGM of the Company will be held at the conference room in Xinyuan Gold Hotel, No. 299 Jinhui Road, Zhaoyuan City, Shandong Province, the PRC at 9:00 a.m. on Tuesday, 26 February 2013. At the EGM, (i) the appointment or re-election of the Directors of the fourth session of the Board; (ii) the re-election of the Supervisors acting as Shareholders' representatives of the fourth session of the Supervisory Committee; and (iii) the approval of the remuneration package for the members of the fourth session of the Board and the Supervisory Committee of the Company and the entering into of written service contracts with those Directors and Supervisors in respect of their remuneration package are subject to the passing of ordinary resolutions by the Shareholders at the EGM.

Accordingly, the notice of the EGM is attached herewith, which is set out on pages 17 to 19 of this circular and published on the website of Stock Exchange (<http://www.hkexnews.hk>) and the website of the Company (<http://www.zhaojin.com.cn>).

The reply slip and form of proxy for use at the EGM are attached herewith. The form is also posted on the website of Stock Exchange (<http://www.hkexnews.hk>) and the website of the Company (<http://www.zhaojin.com.cn>). Whether you attend the EGM or not, you are requested to (i) complete the accompanying reply slip in accordance with the instructions printed thereon and return on or before Wednesday, 6 February 2013; and (ii) complete the accompanying form of proxy in accordance with the instructions printed thereon and return it not later than 24 hours before the time appointed for the holding of the EGM or its adjournment (as the case may be). Completion and return of the form of proxy shall not preclude you from attending and voting at the EGM if you so wish.

Each Shareholder who wishes to appoint a proxy/proxies to attend the EGM is requested to complete and sign the proxy form (the "Form") in accordance with the instructions printed thereon and return the Form 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 not later than 24 hours before the time appointed for the holding of the EGM (for the holders of H Shares of the Company); or for the holders of Domestic Shares of the Company to the registered address of the Company in the PRC not less than 24 hours before the time appointed for the holding of the EGM (i.e., at or before 9:00 a.m. on 25 February 2013).

### VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules of the Stock Exchange, any vote of Shareholders at a general meeting must be taken by poll. The Chairman of the EGM shall therefore demand voting on the resolution set out in the notice of EGM be taken by way of poll pursuant to Article 8.18 of the Articles of Association.

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

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## LETTER FROM THE BOARD

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### RECOMMENDATIONS

The Directors consider that the resolutions as set out in the notice of EGM in relation to the re-election or appointment of the Directors of the fourth session of the Board and the re-election of the Supervisors acting as Shareholders' representatives of the fourth session of the Supervisory Committee and the remuneration package for Directors and Supervisors and the entering into of written service contracts with those Directors and Supervisors in respect of their remuneration package are fair and reasonable as far as the Company is concerned and in the best interests of the Company and its Shareholders. In addition, the Board considers that (i) Mr. Lu Dongshang, Mr. Weng Zhanbin and Mr. Li Xiuchen are candidates capable of performing the duty as executive Directors; (ii) Mr. Liang Xinjun, Mr. Cong Jianmao, Mr. Ye Kai and Mr. Kong Fanhe are candidates capable of performing the duty as non-executive Directors; (iii) Mr. Ye Tianzhu, Ms. Chen Jinrong, Mr. Choy Sze Chung Jojo and Mr. Xie Jiyuan are candidates capable of performing the duty as independent non-executive Directors; and (iv) Mr. Wang Xiaojie and Ms. Jin Ting are the candidates capable of performing the duty as the Supervisors acting as Shareholders' representatives. As such, the Board recommends the Shareholders to vote in favour of the above resolutions.

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

Biographical details of the candidates for re-election and appointment as Directors of the fourth session of the Board are set out as follows:

#### BIOGRAPHIES OF CANDIDATES FOR EXECUTIVE DIRECTORS

**Mr. Lu Dongshang** was born in July 1961. He is the chairman and an executive Director of the Company, the Communist Party secretary of the Company, the chairman of and the secretary of the Communist Party of Zhaojin Group, the vice president of the China Gold Association, the chairman of chairman board of the China Mining Association and a council member of the Shanghai Gold Exchange. Mr. Lu has more than 30 years of professional experience in the gold mining industry and has made outstanding contribution to the development of China's mining industry. Mr. Lu worked for and held senior positions at several gold mines and mining groups in Zhaoyuan. Mr. Lu has received numerous awards at the provincial, municipality and national levels, for his achievement in technological advancement. For instance, Mr. Lu was awarded the top award of Science and Technology in Yantai City, Middle-aged and Youth Expert with Outstanding Contributions in Shandong Province, the Second Award in National Scientific and Technological Advancement and Gold Medal for Outstanding Business Persons in the National Gold Industry, and granted a special allowance by the State Council. Mr. Lu graduated from the department of mining engineering of Shenyang Gold Institute, graduated from the Cheung Kong Graduate School of Business with an EMBA degree and qualified as an applied engineering technology researcher. Mr. Lu has been the chairman and an executive director of the Company since April 2004.

**Mr. Weng Zhanbin** was born in March 1966. He is an executive Director and the president of the Company. Mr. Weng has more than 20 years of experience in the gold production industry. He had held positions of deputy section chief and mine supervisor of Zhaoyuan Xiadian Gold Mine; deputy general manager and deputy secretary of the Communist Party of Zhaoyuan Jinchiling Gold Mine; the deputy secretary of the Communist Party, vice chairman and deputy general manager of Jinchiling Mining & Metallurgy Co., Ltd. under Zhaojin Group and mine manager of Jinchiling Gold Mine of the Company; and the general manager of Zhaojin Group and a non-executive Director of the Company. Mr. Weng has been granted numerous provincial and national awards, such as Science & Technology Pacesetter of National Gold Industry in the 10th Five-Year Plan Period, Science & Technology Outstanding Contribution Award of National Gold Industry in the 11th Five-Year Plan Period, Labour Model of National Gold Industry in the 11th Five-Year Plan Period, Shandong Provincial People-enrich and Lu-thriving Labour Medal, Shandong Provincial Excellent Entrepreneur and Excellent Entrepreneur of the State in recognition of his achievements in technological and business management. He has obtained national patents for five of his inventions. Mr. Weng graduated from Baotou Steel and Iron College in 1989 with a degree in mining engineering. He obtained a master degree in mining engineering from Northeastern University in 2002 and an EMBA degree from Cheung Kong Graduate School of Business in 2008. Mr. Weng has been an executive Director and the president of the Company since November 2010. Currently, Mr. Weng is the chairman (legal representative) of Fengning Jinlong Gold Industry Company Limited, a director and chairman of Sparky International Trade Company Limited, and a director and chairman (legal representative) of Shandong Zhaojin Zhengyuan Mining Company Limited.

**Mr. Li Xiuchen** was born in November 1963. He is an executive Director and senior vice president of the Company. Mr. Li graduated from Shenyang Institute of Gold Technology majoring in mine engineering with the qualification of a senior engineer. He has served as a technician of the production office of Luoshan Gold Mine, the deputy supervisor, co-ordination officer and first deputy mine manager of Daiqinjia Gold Mine, the deputy manager and deputy general manager at Beijie Gold Mine and Zhongkuang Gold Industry, the deputy general manager, chairman and general manager of Xinyuan Gold Technology Development Co., Ltd. He began to serve as the vice president of the Company since February 2007. Currently, Mr. Li is an executive Director (legal representative) of Xinjiang Zhaojin Mining Development Company Limited, director and chairman (legal representative) of Qinghe County Jindu Mining Development Company Limited, executive Director (legal representative) of Altay City Zhaojin Kunhe Mining Company Limited, director and chairman (legal representative) of Liaoning Zhaojin Baiyun Gold Mining Company Limited, and an executive Director (legal representative) of Xinjiang Zhaojin Smelting Company Limited.

#### BIOGRAPHIES OF CANDIDATES FOR NON-EXECUTIVE DIRECTORS

**Mr. Liang Xinjun** was born in October 1968. He is a non-executive Director, vice chairman of the Company, an executive director and the vice chairman and chief executive officer of Fosun International Limited (a company listed on the Stock Exchange) and an independent director of Shanghai Oriental Pearl (Group) Co., Ltd. (a company listed on the Shanghai Stock Exchange) Mr. Liang is a member of the 11th and 12th Shanghai Committee of Chinese People's Political Consultative Conference; vice chairman of China Young Entrepreneurs Association; executive vice chairman of China Science and Technology Private Entrepreneurs Association; executive vice president of Chamber of Metallurgy Industry of All-China Federation of Industry and Commerce; chairman of Taizhou Chamber of Commerce in Shanghai and executive chairman of Shanghai Fudan University Alumni Association. In October 2002, Mr. Liang was awarded the "First Session of Innovation Award of Shanghai Science and Technology Entrepreneur". In 2002, 2003, 2004 and 2007, Mr. Liang was named an "Outstanding Entrepreneur of China's Science and Technology Private Entrepreneur". In April 2004, Mr. Liang was named "Shanghai Municipal Labour Model" of the years 2001 to 2003. In December 2005, Mr. Liang was awarded the "First Session of Innovation Management Award for Young Entrepreneur in China". In June 2006, Mr. Liang was named an "Outstanding Party Member of Shanghai New Economic and Social Organisations". In April 2007, Mr. Liang was named a "Shanghai Outstanding Builder of Socialism with Chinese Characteristics". In July 2008, Mr. Liang was named a "Ten Outstanding Young People in Shanghai". In December 2012, Mr. Liang was recognized as one of "Top 10 PE Capitalists in China" and "Top 10 Leaders in Finance Industry in Shanghai for 2012". Mr. Liang received a bachelor's degree in genetic engineering in 1991 from Fudan University and obtained an MBA degree in 2007 from Cheung Kong Graduate School of Business. Mr. Liang has been a non-executive Director of the Company since April 2007.

**Mr. Cong Jianmao** was born in January 1963. He is a non-executive Director of the Company and also the deputy director of Zhaoyuan Municipal Finance Bureau. Mr. Cong has been the section chief of the Planning and Finance Section of Zhaoyuan Municipal Commerce Bureau, the chairman of the supervisory committee of Zhaoyuan City State-owned Assets Operation Company Limited, and the chairman of the supervisory committee of Zhaojin Group. Mr. Cong graduated from Shandong TV University and Shandong Business Administration Institute. Mr. Cong has been a non-executive Director of the Company since December 2005.

**Mr. Ye Kai** was born in December 1962. He is a non-executive Director of the Company, the senior assistant to president of Shanghai Fosun Group and also the chairman of Shanghai Yuyuan (a company listed on the Shanghai Stock Exchange). Mr. Ye has held various positions, such as the vice general manager and secretary of the board of Shanghai Friendship Group Incorporated Company, the vice general manager of Shanghai Friendship Department Store Co., Ltd., the general manager and chairman of Shanghai Bailian Xijiao Shopping Mall, the assistant to general manager and vice general manager of Shanghai Bailian Group Company Limited, the general manager of the retail commercial real estate department of Shanghai Fosun Group and the vice chairman of Shanghai Yuyuan. Mr. Ye is an on-the-job postgraduate majoring in economics in Party School of Central Committee of Communist Party of China and has extensive experience in business operation and management. Mr. Ye has been a non-executive Director of the Company since 23 March 2012.

**Mr. Kong Fanhe** was born in November 1967. He is a non-executive Director of the Company and also the vice president and chief investment officer of Shanghai Yuyuan. Mr. Kong has held various positions, such as the general manager of Shanghai Yinhong Investment Management Co., Ltd., the chief investment officer of Sanpower Group Co., Ltd., the vice general manager of Commercial Business of Fuxing Group. Mr. Kong graduated from Nanjing University of Science and Technology with a master's degree in economics and has extensive experience in investment. Mr. Kong has been a non-executive Director of the Company since 23 March 2012.

#### **BIOGRAPHIES OF CANDIDATES FOR INDEPENDENT NON-EXECUTIVE DIRECTORS**

**Mr. Ye Tianzhu** was born in February 1941. He is an independent non-executive Director of the Company, and the leader of an expert team of technical guidance of the Mineral Exploration Office under the Ministry of Land and Resources of the PRC, a director of the Chinese Association of Mining Rights Assessors and a deputy officer of the Third Committee for Land Layers. Mr. Ye has been the chief engineer of the Department of Land and Resources of Jilin Province, the deputy chief engineer of the Ministry of Geology and Mineral Resources of the PRC, the head of the Department of Reserves of the Ministry of Land and Resources of the PRC and the Director-General of the China Geological Survey and so on. Mr. Ye received National Awards for Technological Development for various achievements in scientific research and was awarded the 9th Li Siguang Awards for Geosciences. Mr. Ye graduated from Beijing College of Geosciences majoring in geological survey and mine exploration. Mr. Ye has been an independent non-executive Director of the Company since April 2007.



**Ms. Chen Jinrong** was born in October 1959. She is an associate professor, an independent non-executive Director of the Company, and a lecturer in School of Economics and Management of Tsinghua University and Beijing Union University. Ms. Chen is also an independent non-executive director of Meihua Holdings Group Co., Ltd. (a company listed on the Shanghai Stock Exchange) and an independent non-executive director of Shandong Zhongji Electrical Equipment Co., Ltd., Zhongxing Shenyang Commercial Building (Group) Co., Ltd. and BOSUN Tools Co., Ltd. (all being listed on the Shenzhen Stock Exchange). Ms. Chen is qualified as an accountant in China and an independent director. Ms. Chen mainly focuses on research into, teaching of and counseling on corporate financial management, analysis of financial report for listed companies and operations of corporate capital, corporate organization and risk control, comprehensive corporate budget management etc. Ms. Chen had served as the deputy head of the finance department of China Information Industry Research Institute under the Ministry of Information Industry, the deputy general manager of Beijing Hua Tsing Cai Zhi Corporate Management Counseling Company, etc. Ms. Chen has solid experience in aspects such as corporate restructuring, comprehensive corporate budget management, capital operations and corporate internal control. Ms. Chen has gained the reputation as the outstanding elementary personnel in Beijing City and an outstanding teacher of Economic Committee of Beijing Municipal Government. Ms. Chen graduated from Renmin University of China. Ms. Chen has been an independent non-executive Director of the Company since April 2007.

**Mr. Choy Sze Chung Jojo** was born in April 1959. He is an independent non-executive Director of the Company, and also the vice chairman of National Resources Securities Limited. Mr. Choy is also an independent non-executive director of Chengdu PUTIAN Telecommunications Cable Limited., Sparkle Roll Group Limited and Wison Engineering Services Co. Ltd. (all being listed on the Main Board of the Stock Exchange). Mr. Choy is also the permanent honorary president of The Institute of Securities Dealers Limited, a fellow member of The Hong Kong Institute of Directors, a fellow member of Institute of Financial Accountants, a fellow member of the Institute of Compliance Officer, a member of Society of Registered Financial Planner Ltd., a member of the fourth session of the Election Committee of Hong Kong Special Administrative Region, a member of the Election Committee of the 12th National People's Congress of Hong Kong Special Administrative Region, a member of CPPCC Shantou, a honorary president of Shantou Overseas Friendship Association, an honorary president of Shantou Overseas Exchanges Association, an honorary principal of the school of Chen Po Sum and a council member of Rotary Club Kowloon West. Mr. Choy has extensive experience in the securities industry and business management. Mr. Choy obtained his Master of Business Administration Degree from University of Wales, Newport and his Master of Business Law Degree form Monash University, Australia. Mr. Choy has been an independent non-executive Director of the Company since May 2007.

**Mr. Xie Jiyuan** was born in November 1934. He is currently a candidate for independent non-executive Directors of the fourth session of the Board of the Company. He graduated from Jilin University majoring in organic chemistry in July 1953, and is a professor-level senior engineer. Mr. Xie has more than 30 years' experience in the gold and nonferrous metals

industry. He participated in reviewing the major technology projects organized by the Ministry of Science and Technology as a representative of the gold industry for many times. Given his outstanding achievements in the bio-oxidation pre-treatment for intractable gold ores, he has won numerous awards, such as the State Science and Technology Award, the National Science Conference Award, the Silver Award for National Excellent Designs, the National Science and Technology Progress Award granted by the Gold Bureau and the First Prize for Excellent Designs. He has enjoyed the perpetual special government allowances of the State Council since 1992. In 1996, he was granted by the Gold Bureau the title of advanced individuals making outstanding contributions to the improvement of gold-related technologies during the 8th Five-year Plan Period. He was granted the utility novelty patent certificate in respect of the bio-oxidation pre-treatment devices for the intractable gold ores with the contents of arsenic and carbon (first place) by the State Intellectual Property Office in 2007 and was included in the Gold chapter of the “Metallurgical Figures” in 2008. Mr. Xie used to hold various positions, such as chief engineer and chief designer of Beijing Nonferrous Metal Design Company, vice president and professor-level senior engineer of Beijing Nonferrous Metallurgy Design and Research Institute (Gold Branch), senior technical advisor of Changchun Gold Research Institute, a member and consultant of the Standardized Technology Committee of the PRC Gold Industry. He used to serve as a technical adviser of various well-known large gold mining enterprises at home and abroad and the chief designer in a number of national key projects. He has been a member of the Evaluation Committee of Scientific and Technological Achievements of China Gold Association over the years.

The above candidates for re-election or appointment as executive Directors, non-executive Directors and independent non-executive Directors will enter into service contracts with the Company upon the approval of their re-elections or appointments at the EGM. Pursuant to the terms of the service contracts, the term of their appointments will be three years from the date of their re-elections or appointments become effective. The proposed remuneration package for the Directors is set out on page 7 of this circular.

As at the Latest Practicable Date, none of the above candidates for the executive Directors, non-executive Directors and independent non-executive Directors have any interest in the Shares of the Company within the meaning of Part XV of the SFO. They have not been subject to any public sanctions by statutory or regulatory authority.

Save as disclosed above, the above candidates for the executive Directors, non-executive Directors and independent non-executive Directors (1) have not held any directorships in any public listed companies in the past three years, and they do not have any other major appointment and professional qualifications; (2) do not have any positions with the Company or any of its subsidiaries; and (3) are not connected with any Directors, senior management or substantial Shareholders or controlling Shareholders (as defined in the Listing Rules) of the Company.

Save as disclosed above, there are no other matters concerning the proposed appointment of the above candidates as the Directors of the fourth session of the Board that need to be brought to the attention of the Shareholders and the Stock Exchange and there are no other matters which shall be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.



Biographical details of the candidates for re-election as Supervisors acting as Shareholders' representatives of the fourth session of the Supervisory Committee are set out as follows:

**BIOGRAPHIES OF CANDIDATES FOR SUPERVISORS ACTING AS SHAREHOLDERS' REPRESENTATIVES**

**Mr. Wang Xiaojie** was born in April 1973. He is currently the chairman of the Supervisory Committee of the Company, the deputy secretary of the Party Committee and the secretary of Commission for Disciplinary Inspection of Zhaojin Group and the chairman of the Labour Union. He has served as the deputy manager of Zhaoyuan City Gold Software Science and Technology Co., Ltd., and then the deputy manager and manager of Information Centre of Zhaojin Group. Mr. Wang graduated with a degree in applied electronic technology from Institute of Information Engineering of Shandong, a degree in computer application from Qingdao Chemical & Engineer College and a degree in economics and management from the Party School of the Shandong Provincial Committee of the Communist Party of China. Mr. Wang has been a Supervisor of the Supervisory Committee of the Company since April 2007.

**Ms. Jin Ting** was born in October 1963. She is currently a Supervisor of the Supervisory Committee of the Company. Ms. Jin used to serve as deputy general manager of finance department, manager of finance department, manager of fund management department and assistant to president of Shanghai Yuyuan. She is currently the vice president of Shanghai Yuyuan. Ms. Jin graduated from Shanghai Light Industry Bureau Vocational University majoring in finance and accounting. She has extensive experience in finance, audit and human resources. Ms. Jin has been a Supervisor of the Supervisory Committee of the Company since 26 February 2010.

The above candidates for re-election as Supervisors acting as Shareholders' representatives and the Supervisor acting as the staff representative will enter into service contracts with the Company respectively upon the approval of the above candidates' re-elections at the EGM. Pursuant to the terms of the service contracts, the term of their appointments will be three years from the date of their re-elections become effective. The proposed remuneration package for the Supervisors is set out on page 7 of this circular.

As at the Latest Practicable Date, none of the candidates for Supervisors have any interest in the Shares of the Company within the meaning of Part XV of the SFO. They have never been subject to any public sanctions by statutory or regulatory committees.

Save as disclosed above, the candidates for Supervisors (1) have not held any directorships in any public listed companies in the past three years, and they do not have any other major appointment and professional qualifications; (2) do not have any positions with the Company or any of its subsidiaries; and (3) are not connected with any Directors, senior management or substantial Shareholders or controlling Shareholders (as defined in the Listing Rules) of the Company.

Save as disclosed above, there are no other matters concerning the proposed re-election of the above candidates for the election as Supervisors acting as Shareholders' representatives of the fourth session of the Supervisory Committee that need to be brought to the attention of the Shareholders and the Stock Exchange and there are no other matters which shall be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

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## NOTICE OF THE EGM

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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)

(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;

\* For identification purposes only

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## NOTICE OF THE EGM

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- (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.
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**  
**Lu Dongshang**  
*Chairman*

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.

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## NOTICE OF THE EGM

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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 any 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 proxy form 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