
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)

**PROPOSED NON-PUBLIC ISSUE OF DEBT FINANCIAL INSTRUMENTS
AND
NOTICE OF 2013 SECOND EXTRAORDINARY GENERAL MEETING**

A letter from the Board is set out on pages 1 to 4 of this circular.

A notice for convening the 2013 second extraordinary general meeting (the “EGM”) of Zhaojin Mining Industry Company Limited (the “Company”) is set out on pages 5 to 7 of this circular.

Any shareholder(s) entitled to attend and vote at the EGM are entitled to appoint one or more proxies to attend and vote on his/her/its 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 EGM 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 EGM (for the holders of H Shares); 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.

* *For identification purpose 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 (*Vice chairman*)
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
Central
Hong Kong

Independent Non-executive Directors:

Mr. Ye Tianzhu
Ms. Chen Jinrong
Mr. Choy Sze Chung Jojo
Mr. Xie Jiyuan

15 October 2013

To the Shareholders

Dear Sir or Madam,

PROPOSED NON-PUBLIC ISSUE OF DEBT FINANCIAL INSTRUMENTS
AND
NOTICE OF 2013 SECOND EXTRAORDINARY GENERAL MEETING

This circular is issued with the notice dated 15 October 2013 in relation to the EGM of the Company to be held on 29 November 2013.

* *For identification purpose only*

LETTER FROM THE BOARD

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

I. PROPOSED NON-PUBLIC ISSUE OF DEBT FINANCIAL INSTRUMENTS

Major terms of the non-public issue of debt financial instruments are set out below:

Facility amount:	not more than RMB1,000,000,000
Term of maturity:	three years
Use of proceeds:	to supplement the working capital and repay the short-term bank borrowings 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
Underwriting method:	to be fully purchased by China Construction Bank Corporation, as the sole investor, using the funds from its wealth management services
Withdrawal method:	the first withdrawal shall be made within first half year in accordance with the actual needs of the Company, with the remaining amounts to be withdrawn by instalments within two years
Payment of principal and interest:	interest shall be payable quarterly, and the principal will be repaid upon maturity

It is proposed that the Chairman of the Company be authorized to determine and handle all matters relating to the non-public issue of debt financial instruments in his 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 non-public issue of debt financial instruments, determine all matters including the size, interest rate or determination method of the issue, the method and period of payment of principal and interest, the timing for and the form of the issue, the object and underwriting method of the issue, credit rating arrangement, guarantees and 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 non-public issue of debt financial instruments, 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 non-public issue of debt financial instruments in accordance with the new requirements.

LETTER FROM THE BOARD

The resolution is subject to approval by way of a special resolution by the shareholders at the EGM. The non-public issue of debt financial instruments is also 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 Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“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 of the Company, the Chairman of the EGM will demand a poll on the resolution set out in the notice of EGM.

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 non-public issue of debt financial instruments of not more than RMB1,000,000,000 by the Company is fair and reasonable and is in the interests of the Company and its shareholders as a whole. In comparison with other debt financial instruments, the debt financial instruments to be issued on a non-public basis will have larger facility amount and more flexibility in the use and withdrawal of funds, and help optimize the debt structure of the Company. Accordingly, the board of directors of the Company recommends the shareholders to vote in favour of the resolution to be proposed at the EGM as set out in the notice of EGM.

IV. CLOSURE OF REGISTER OF MEMBERS OF H SHARES

The shareholders of the Company should note that the register of members of the Company will be closed from 30 October 2013 to 29 November 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 29 October 2013.

LETTER FROM THE BOARD

V. RESPONSIBILITY STATEMENT

This circular, for which the directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

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



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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 SECOND EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2013 second 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 Friday, 29 November 2013 for the following purpose:

To consider and approve the following as a special resolution:

SPECIAL RESOLUTION

- (I) THAT the “resolution on the non-public issue of debt financial instruments” (with major terms set out in the circular of the Company dated 15 October 2013) be considered and approved, and the Chairman of the Company be authorized to determine and handle all matters relating to the non-public issue of debt financial instruments 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 non-public issue of debt financial instruments, determine all matters including the size, interest rate or determination method of the issue, the method and period of payment of principal and interest, the timing for and the form of the issue, the object and underwriting method of the issue, credit rating arrangement, guarantees and tranche structure of the issue, and determine and appoint the relevant intermediaries to participate in the issue; and

- (ii) in the event of any new requirements promulgated by the State in respect of the non-public issue of debt financial instruments, 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 non-public issue of debt financial instruments in accordance with the new requirements.

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

Zhaoyuan, the PRC, 15 October 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 15 October 2013.
2. The shareholders of the Company should note that the register of members of the Company will be closed from 30 October 2013 to 29 November 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 29 October 2013.
3. Shareholders of the Company whose names appear on the register of members on 29 November 2013 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/its 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 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), 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 9 November 2013. Completion and return of the reply slip of the EGM will not preclude a shareholder from attending the EGM.

APPENDIX NOTICE OF 2013 SECOND EXTRAORDINARY GENERAL MEETING

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 directors 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, Ms. Chen Jinrong, Mr. Choy Sze Chung Jojo and Mr. Xie Jiyuan

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