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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 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 2013 will be held at the conference room at Zhaojin Shunhe Hotel, Zhaoyuan City, Shandong Province, the People’s Republic of China (the “PRC”) at 9:00 a.m. on Monday, 26 May 2014 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 2013;
- (ii) the report of the supervisory committee of the Company for the year ended 31 December 2013;
- (iii) the audited financial report of the Company for the year ended 31 December 2013;
- (iv) the proposal for the declaration and payment of final dividends for the year ended 31 December 2013;
- (v) the proposal for the re-appointment of Ernst & Young and Shulun Pan Certified Public Accountants as the international auditor and the PRC auditor of the Company respectively for the year ended 31 December 2014, 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 26 May 2014 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. Issuance of non-financial corporate debt financing instrument in the inter-bank bond market

The principal terms for the proposed issuance of non-financial corporate debt financing instrument in the inter-bank bond market are set out as follows:

Issuer:	The Company.
Place of issue:	the PRC.
Targets of issue:	Institutional investors participating in the inter-bank bond market in the PRC.
Interest rate for the issue:	The interest rate will be determined with reference to the prevailing market conditions at the time of the issue and after negotiation with the lead underwriter and subject to the approval by the relevant supervisory authorities in the PRC, as appropriate.
Financing amount:	in an aggregate registered amount of no more than RMB2 billion that is valid for two years from the registration date by the bank to the National Association of Financial Market Institutional Investors, and may be issued in different tranches according to the market interest conditions.
Maturity period:	The Company will decide once in every three years or five years whether to repay the principal and interest of the debts financing instrument or to extend the term of the financing instruments according to its funding requirements.
Issuing entity:	The Company or its wholly-owned subsidiary.
Method of guarantee:	Credit.
Use of proceeds:	The proceeds shall mainly be used to replenish working capital, fund projects construction and repay bank loans, etc.

It is proposed that the Chairman of the Company is authorized under the scope as prescribed in this resolution to deal with the matters relating to the issuance of non-financial corporate debt financing instrument in the inter-bank bond market, including, but not limited to:

- (a) As to the extent being permitted by laws and regulations, and taking into account the actual situation of the Company and the market, to decide the actual issuance plan for this issue and the plan of amending and revising this issue, and to amend and revise the relevant terms of this issue, including, but not limited to the actual scale of issue, interest rates or the method of determining the same, method to repay the principal and interest and term, timing of issue, means and targets of issue, whether to issue in tranches or not as well as arrangements on the amount and duration of different types issued, underwriting method, credit rating arrangements, guarantee on actual placing arrangements and place of listing;
- (b) To take all necessary actions related to this issue, including but not limited to the appointment of intermediaries, entering into underwriting arrangements and applying to the regulatory authorities for this issue, obtaining approvals from regulatory authorities, deciding and appointing the trustee for this issue, entering into relevant agreements and formulating rules and arrangements for the meetings of the holders as well as other matters;
- (c) To arrange all matters related to this issue, including negotiation, approval, authorization, execution, amendment and completion of the relevant legal documents, agreement, contract relating to this issue and to make the appropriate disclosure, and also approve, confirm and ratify any action to be taken by the Board for the matters referred to above;
- (d) In the event there is any change in the regulatory policy or market conditions upon this issue, apart from the resolutions which are required to be passed by the general meeting in accordance with the relevant laws, regulations and the Articles of Association of the Company, to modify the substantial details on the plan for this issue or, where appropriate, pursuant to the feedback given from the regulatory authorities, postpone or suspend this issue; and

- (e) To deal with matters related to this issue in accordance with the relevant rules of stock exchanges, and take all actions deemed necessary by the Board regarding this issue.

By order of the Board
Zhaojin Mining Industry Company Limited*
Weng Zhanbin
Chairman

Zhaoyuan, the PRC, 10 April 2014

Notes:

1. Unless otherwise indicated, capitalized terms used herein shall have the same meaning as those defined in the circular of the Company dated 10 April 2014.
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 26 April 2014 to 26 May 2014, 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 2013, the register of members of the Company will be closed from 30 May 2014 to 3 June 2014, 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 holders of H Share or the registered address of the Company at 299 Jinhui Road, Zhaoyuan City, Shandong Province, the PRC for holders of Domestic Share for registration at or before 4:30 p.m. on Friday, 25 April 2014.

For qualifying to receive the final dividend for the year 2013, 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 holders of H Share or the registered address of the Company at 299 Jinhui Road, Zhaoyuan City, Shandong Province, the PRC for holders of Domestic Share for registration at or before 4:30 p.m. on Thursday, 29 May 2014.

4. Shareholders of the Company whose names appear on the register of members of the Company on 26 May 2014 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 3 June 2014 (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 Share and holders of Domestic Share 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

* For identification purpose only

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 Share) not less than 24 hours before the time for holding the AGM or the registered address of the Company (for holders of Domestic Share) 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 Share), 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 Share) on or before 5 May 2014. 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:

<i>Executive Directors</i>	Mr. Weng Zhanbin, Mr. Li Xiuchen and Mr. Lu Dongshang
<i>Non-executive Directors:</i>	Mr. Liang Xinjun, Mr. Cong Jianmao, Mr. Xu Xiaoliang 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