
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*, 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 OF NON-EXECUTIVE DIRECTOR AND
INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY
AND
NOTICE OF 2014 FIRST EXTRAORDINARY GENERAL MEETING**

The EGM of the Company will be held at the conference room in Zhaojin Shunhe Hotel, Zhaoyuan City, Shandong Province, the People's Republic of China (the "PRC") at 9:00 a.m. on Friday, 10 October 2014. The notice convening the EGM is set out on pages 7 to 8 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 notarially 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 for holders of Domestic Shares, the registered address of the Company in the PRC 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 19 September 2014. 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 8 September 2014.

* *For identification purpose only*

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DEFINITIONS

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

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|----------------------------|--|
| “Articles of Association” | the articles of association of the Company |
| “Board” | the board of Directors |
| “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 and the H Shares of which are listed on the Hong Kong Stock Exchange |
| “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 |
| “Domestic Shareholders” | the holders of Domestic Share(s) |
| “EGM” | the 2014 first extraordinary general meeting of the Company to be held at the Company’s conference room in Zhaojin Shunhe Hotel, Zhaoyuan City, Shandong Province, the PRC at 9:00 a.m. on Friday, 10 October 2014 |
| “Group” | the Company and its subsidiaries |
| “H Share(s)” | the overseas-listed foreign invested shares of RMB1.00 each in the share capital of the Company, which are denominated in Renminbi and listed on the Main Board of the Hong Kong Stock Exchange and traded in Hong Kong dollar |
| “H Shareholders” | the holders of H Share(s) |
| “HK\$” | Hong Kong dollars, the lawful currency of Hong Kong |
| “Hong Kong” | The Hong Kong Special Administrative Region of the PRC |
| “Hong Kong Stock Exchange” | The Stock Exchange of Hong Kong Limited |

* *For identification purpose only*

DEFINITIONS

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|---------------------------|--|
| “Latest Practicable Date” | 20 August 2014, being the latest practicable date prior to the printing of the circular for ascertaining certain information in the circular |
| “Listing Rules” | the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange |
| “PRC” or “China” | the People’s Republic of China |
| “SFO” | the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) |
| “Shareholder(s)” | the registered holder(s) of Domestic Shares and H Shares |
| “Shares” | the ordinary shares of RMB1.00 each in the share capital of the Company, comprising Domestic Shares and H Shares |

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

Registered address:

No. 299 Jinhui Road
Zhaoyuan City
Shandong Province
PRC

Non-executive Directors:

Mr. Liang Xinjun (*Vice chairman*)
Mr. Cong Jianmao
Mr. Xu Xiaoliang
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:

Ms. Chen Jinrong
Mr. Choy Sze Chung Jojo
Mr. Xie Jiyuan
Mr. Nie Fengjun

25 August 2014

To the Shareholders

Dear Sir or Madam,

**PROPOSED RE-ELECTION OF NON-EXECUTIVE DIRECTOR AND
INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY
AND
NOTICE OF 2014 FIRST EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with the notice of EGM and the information regarding the resolutions to be proposed at the EGM concerning (among other things) the following matter:

- (i) the proposed re-election of non-executive Director and independent non-executive Director of the Company.

* *For identification purpose only*

LETTER FROM THE BOARD

I. Re-election of non-executive Director and independent non-executive Director of the Company

Reference is made to the announcements of the Company dated 27 January 2014 and 15 August 2014 in relation to the appointment of Mr. Xu Xiaoliang as a non-executive Director of the Company and the appointment of Mr. Nie Fengjun as an independent non-executive Director of the Company respectively. Mr. Xu and Mr. Nie will be subject to re-election.

The biographies of Mr. Xu Xiaoliang and Mr. Nie Fengjun are as follows:

Mr. Xu Xiaoliang

Mr. Xu Xiaoliang was born in February 1973. He graduated from East China Normal University School of Business Management and was awarded a master's degree. He is a non-executive Director of the Company, and is the president of Fosun Property Holding, the chairman of Xinghong Capital and Xingyu Capital, and a member of Shanghai Youth Federation and the vice president of China Real Estate Chamber of Commerce, the chairman of the Shanghai Yuyuan Tourist Mart Co., Ltd., a company listed on the Shanghai Stock Exchange, and a non-executive director of Shanghai Zendai Property Limited, a company listed on the Stock Exchange. He has over 17 years of experience in real estate distribution services and investment development, and had previously served as the assistant to the general manager of Forte (Group) Co. Ltd, the chairman of Shanghai Ceyuan Property Consultants Limited, and the president of Fosun Property Holding – Shanghai Fosun Industrial Technology Development Co., Ltd. since October 2012. He was successively granted the “Shanghai 4 May Youth Medal” and the “Shanghai Top Ten Youth Business People”. Mr. Xu has been a non-executive Director of the Company since January 2014.

Save as disclosed above, Mr. Xu has not held any directorship in any public listed companies in the past three years prior to the Latest Practicable Date, and does not have any other major appointments and professional qualifications. Mr. Xu does not hold any other positions with the Company or any of its subsidiaries. In addition, he does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders (as defined in the Listing Rules) of the Company, nor interested or deemed to be interested in the Shares or underlying Shares of the Company within the meaning of Part XV of the SFO.

Mr. Xu has entered into a service contract with the Company on 24 January 2014, with the term commencing from 24 January 2014 until the expiry of the term of the session of the Board, he shall be subject to retirement by rotation and re-election at the general meeting according to relevant regulations. Mr. Xu will not be entitled to receive any emolument from the Company by being its non-executive Director.

Save as disclosed above, the Company has no other matters concerning the re-election of Mr. Xu as a non-executive Director that need to be brought to the attention of the Shareholders and there are no other matters which shall be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

LETTER FROM THE BOARD

Mr. Nie Fengjun

Mr. Nie Fengjun, born in June 1956, is a PhD holder, researcher and tutor for PhD candidates. Mr. Nie graduated from the faculty of Geology at the Hebei Geological Institute, and has received his MSc degree and PhD degree in Mineral Deposit Geology from the Graduate department of the Chinese Academy of Geological Sciences (“CAGS”). Mr. Nie is currently an independent non-executive Director of the Company, and is employed by the Mining Resources Research Institute of CAGS, where he conducts research in metallic mineral deposit geology. He is currently a member of the Degree Committee and a member of the Qualifications Review Committee of CAGS. He is also the deputy chief of the Technology Committee of the Research Institute and a tutor for PhD candidates, as well as an evaluation expert for national science technology awards. Mr. Nie studied Geochemistry of Mining Deposits at the Geological Survey of Canada. He was also a post graduate guest researcher at Oslo University in Norway, a guest professor at La Trobe University in Australia, and a guest researcher at University of Tasmania in Australia. Mr. Nie is a member of the Society of Economic Geologists (SEG), a member of the Planning Committee of International Earth Sciences of United Nations Educational, Scientific and Cultural Organization (2009-2017), a senior editor of Resource Geology, an international Science Citation Index academic publication, and a part time professor and tutor for PhD candidates at Jilin University, China University of Geosciences, Wuhan campus and China University of Geosciences, Beijing campus. Mr. Nie hosted and completed 23 national level, provincial (department) level and foreign collaboration projects, of which 3 projects were with the National Natural Science Foundation of China. He has been awarded 10 achievement and honorary awards at the provincial (department) level. Mr. Nie began serving as an independent non-executive Director of the Company since August 2014.

Save as disclosed above, Mr. Nie has not held any directorship in any public listed companies in the past three years prior to the Latest Practicable Date, and does not have any other major appointments and professional qualifications. Mr. Nie does not hold any positions with the Company or any of its subsidiaries. In addition, he does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders (as defined in the Listing Rules) of the Company, nor interested or deemed to be interested in the Shares or underlying Shares of the Company within the meaning of Part XV of the SFO.

Mr. Nie has entered into a service contract with the Company on 15 August 2014, with the term commencing from 15 August 2014 until the expiry of the term of the session of the Board, he shall be subject to retirement by rotation and re-election at the general meeting according to relevant regulations. Mr. Nie will receive remuneration of RMB160,000 (before taxation) per annum for his service under the service contract, which is determined by the Board with reference to his duties and responsibilities with the Company and the prevailing market rate.

Save as disclosed above, the Company has no other matters concerning the re-election of Mr. Nie as an independent non-executive Director that need to be brought to the attention of the Shareholders and there are no other matters which shall be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

LETTER FROM THE BOARD

II. Voting by Poll

Pursuant to Rule 13.39(4) of the Listing Rules, 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 Shareholders. A Shareholder entitled to more than one vote needs not use all his votes or cast all the votes he uses in the same manner.

III. Closure of Register of Members

The shareholders of the Company should note that the register of members of the Company will be closed from 10 September 2014 to 10 October 2014 (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 shares 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), or the registered address of the Company in the PRC (for holders of Domestic Shares) no later than 4:30 p.m. on 8 September 2014.

IV. Responsibility Statement

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with respect to the Company. The information contained herein relating to the Company has been supplied by the Directors, who collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts not contained in this circular the omission of which would make any statement herein misleading insofar as it relates to the Company.

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

* For identification purpose only

NOTICE OF EXTRAORDINARY GENERAL MEETING



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 2014 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2014 first extraordinary general meeting (the “EGM”) of Zhaojin Mining Industry Company Limited (the “Company”) will be held at the conference room in Zhaojin Shunhe Hotel, Zhaoyuan City, Shandong Province, the People’s Republic of China (the “PRC”) at 9:00 a.m. on Friday, 10 October 2014 for the following purposes:

ORDINARY RESOLUTION

To consider and approve the following as ordinary resolution:

To consider and approve the following candidates as Directors of the fourth session of the Board of the Company with a term that shall commence upon the conclusion of the EGM and shall end upon the expiry of the term of the current session of the Board, and shall be subject to re-election at the general meeting in accordance with the relevant regulations:

- (a) To re-elect Mr. Xu Xiaoliang as a non-executive Director of the Company;
- (b) To re-elect Mr. Nie Fengjun as an independent non-executive Director of the Company.

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

Zhaoyuan, the PRC, 25 August 2014

* *For identification purpose only*

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. Unless otherwise indicated, capitalized terms used herein shall have the same meaning as those defined in the circular of the Company dated 25 August 2014.
2. The shareholders of the Company should note that the register of members of the Company will be closed from 10 September 2014 to 10 October 2014 (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 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), or the registered address of the Company in the PRC (for holders of Domestic Shares) no later than 4:30 p.m. on 8 September 2014.
3. Shareholders of the Company whose names appear on the register of members on 10 October 2014 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 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 authorization 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 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, such 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 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.
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 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) on or before 19 September 2014. Completion and return of the reply slip of the EGM will not preclude a shareholder from attending the EGM.
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, the PRC

Tel: (86 535) 8256086

Fax: (86 535) 8262256

Postal code: 265400