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**ZHAOJIN**

**ZHAOJIN MINING INDUSTRY COMPANY LIMITED\***

**招金礦業股份有限公司**

*(a joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 1818)**

## **NOTICE OF 2014 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 2014 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 Wednesday, 27 May 2015 for the following purposes:

### **ORDINARY RESOLUTIONS**

To consider and approve the followings as ordinary resolutions:

- (i) the report of the Board of the Company for the year ended 31 December 2014;
- (ii) the report of the supervisory committee of the Company for the year ended 31 December 2014;
- (iii) the audited financial report of the Company for the year ended 31 December 2014;
- (iv) the proposal for the declaration and payment of final dividends for the year ended 31 December 2014;
- (v) the re-election of Mr. Wu Yijian as a non-executive Director of the Company;

- (vi) the proposal for the re-appointment of Ernst & Young and BDO China Shu Lun Pan Certified Public Accountants as the international auditor and the PRC auditor of the Company respectively for the year ended 31 December 2015, 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 Company Law of the PRC and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC government authorities are obtained.

(b) for the purpose of this resolution:

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

“**H Share(s)**” means the overseas-listed foreign invested share(s) in the share capital of the Company, with a RMB-denominated par value of RMB1.00 each, which are traded in Hong Kong dollars and listed on the main board of the Hong Kong Stock Exchange;

“**Relevant Period**” means the period from the passing of this resolution until the earliest of the three periods below:

(i) the conclusion of the next annual general meeting of the Company following the passing of this resolution;

(ii) the expiration of a 12-month period following the passing of this resolution;  
or

(iii) the date on which the authority set out in this resolution is revoked or varied by a special resolution of the Shareholders of the Company in a general meeting.

(c) contingent on the Board’s resolving to issue Shares pursuant to sub-paragraph (a) of this resolution, the Board be and is hereby authorized to approve, execute and do or procure to be executed and done, all such documents, deeds and things as it may consider relevant in connection with the issue of such new shares including, but not limited to, determining the time and place of issue, making all necessary applications to the relevant authorities and entering into an underwriting agreement (or any other agreement), to determine the use of proceeds and to make all necessary filings and registrations with the relevant PRC, Hong Kong and other authorities, and to make such amendments to the Articles of Association as it thinks fit so as to reflect the increase in registered capital of the Company and to reflect the new share capital structure of the Company under the intended allotment and issue of the Shares of the Company pursuant to the resolution under paragraph (a) of this resolution.

## **2. The General Mandate for the Repurchase of H Shares**

- (a) subject to paragraphs (b) and (c) below, the Board be and is hereby authorized to exercise all the powers of the Company to repurchase the H Shares in issue of the Company on the Hong Kong Stock Exchange during the Relevant Period (as defined in paragraph 1(b) above), subject to and in accordance with all applicable laws, rules and regulations and/or requirements of the PRC, the Hong Kong Stock Exchange or any other governmental or regulatory bodies.
- (b) the aggregate nominal value of H Shares of the Company authorised to be repurchased subject to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the aggregate nominal value of the H Shares in issue of the Company as at the date of the passing of this resolution.
- (c) the approval in paragraph (a) above shall be conditional upon:
  - (i) the passing of a special resolution at the AGM of the Company to be held on 27 May 2015 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. ISSUE OF SUPER SHORT-TERM BONDS OF NOT MORE THAN RMB4.0 BILLION IN THE PRC**

Each of the following proposed items in respect of the proposed issue of Super Short-term Bonds in the PRC be and is hereby individually approved (subject to registration of the National Association of Financial Market Institutional Investors):

#### **(a) Details of the Super Short-term Bonds**

- |       |                 |  |
|-------|-----------------|--|
| (i)   | Issuer          | the Company  |
| (ii)  | Method of issue | to be placed through underwriters book-building, centralised placing processes and issued publicly in the PRC inter-bank bond market |
| (iii) | Size of issue   | with a principal amount of not more than RMB4.0 billion  |

- |        |   |   |
|--------|---|---|
| (iv)   | Term  | not more than 270 days  |
| (v)    | Method of repayment of the principal and interest | repayable on maturity with a one-off payment of principal and interest  |
| (vi)   | Determination of interest rate                    | the interest rate will be determined through underwriters book-building process   |
| (vii)  | Use of proceeds                                   | to re-finance bank loans, replenish liquid capital, adjust and optimize the financial structure of the Company  |
| (viii) | Targets of the issue                              | institutional investors in the PRC inter-bank bond market (excluding investors prohibited by the relevant PRC laws or regulations)  |
| (ix)   | Validity period for the resolution                | the validity period relating to the resolution for the approval of the issue of the Super Short-term Bonds to be made at the AGM shall be 36 months from the date of passing the resolution |

**(b) Authority to the Board**

The Board be and is hereby authorized to deal with all matters relating to the issue of the Super Short-term Bonds in the PRC, including but not limited to the following:

- (i) so far as permitted by laws and regulations, determine the actual plans for the issue of the Super Short-term Bonds, make amendments and adjustments to the plans and relevant terms of the issue according to the actual conditions of the Company and the market, including but not limited to the timing of the issue, the method of the issue, the quantity, price and term of the issue, interest rate applicable to the issue, tranche structure of the issue and uses of proceeds, determine and appoint the relevant intermediaries to participate in the issue, sign the legal documents and agreements relating to the issue, etc.;

- (ii) should there be any changes in the policies of the PRC regulatory authorities in relation to the issue of the Super Short-term Bonds or changes in the market conditions, save for those matters subject to the resolutions by the Shareholders in general meetings as stipulated by the relevant laws, regulations and the Articles of Association, amend the specific plan for the issue of the Super Short-term Bonds based on the feedback (if any) from the relevant PRC regulatory authorities or exercise discretion to postpone or suspend the issue of the Super Short-term Bonds; and
- (iii) the Board may delegate the power and authority to Mr. Weng Zhanbin, the Chairman, and Mr. Li Xiuchen, a Director, for dealing with the abovementioned matters.

The grant of authority to the Board to deal with the above matters will take effect from the date of the passing of such resolution at the AGM.

#### **4. CHANGE IN TERM OF VALIDITY OF THE RESOLUTION**

Reference is made to the Company's announcements dated 9 May 2014 and 26 May 2014, in relation to, among other things, convening the 2013 AGM for consideration and approval of the issuance of the corporate bonds. The Company has submitted the application materials of public issuance of corporate bonds to China Securities Regulatory Commission. At present, they are under examination and verification of China Securities Regulatory Commission.

According to requirements of regulators' policies and changes in market conditions, the Company proposed to change the term of validity of the resolution in relation to the issuance of corporate bonds in the PRC and the mandate granted to the Board for handling all matters in relation to the issuance of the corporate bonds at the 2013 AGM, from "the resolution in relation to the issuance of corporate bonds shall be valid for 24 months from the date of considering and approving the Resolution at the general meeting" to "the resolution in relation to the issuance of corporate bonds shall be valid for 12 months from the date of considering and approving the Resolution at the 2014 AGM".

Save as the change in the term of validity of the Resolution, content of other resolutions in relation to the issuance of corporate bonds considered and approved at the 2013 AGM remains unchanged.

The Board has approved the proposal on 3 November 2014 and submitted the relevant proposal to the AGM for shareholders' consideration by way of special resolution.

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

Zhaoyuan, the PRC, 10 April 2015

*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 2015.
2. For details of the general mandates for the issue of additional H Shares and Domestic Shares and the repurchase of H Shares, please refer to the accompanying circular.
3. In order to determine the shareholders who are entitled to attend the AGM, the register of members of the Company will be closed from 27 April 2015 to 27 May 2015, 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 2014, the register of members of the Company will be closed from 2 June 2015 to 6 June 2015, 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 No. 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, 24 April 2015.



For qualifying to receive the final dividend for the year 2014, 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 No. 299 Jinhui Road, Zhaoyuan City, Shandong Province, the PRC for holders of Domestic Share for registration at or before 4:30 p.m. on Monday, 1 June 2015.

4. Shareholders of the Company whose names appear on the register of members of the Company on 27 May 2015 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 6 June 2015 (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 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 7 May 2015. 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, the PRC

Tel: (86 535) 8256086

Fax: (86 535) 8262256

Postal code: 265400

As at the date of this notice, members of the Board comprises:

*Executive Directors:* Mr. Weng Zhanbin, Mr. Li Xiuchen, Mr. Lu Dongshang and Mr. Cong Jianmao

*Non-executive Directors:* Mr. Liang Xinjun, Mr. Xu Xiaoliang and Mr. Wu Yijian

*Independent non-executive Directors:* Ms. Chen Jinrong, Mr. Choy Sze Chung Jojo, Mr. Xie Jiyeuan and Mr. Nie Fengjun

\* For identification purpose only