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

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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 company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 1818)**

**PROPOSAL FOR GENERAL MANDATE  
TO ISSUE ADDITIONAL  
DOMESTIC SHARES AND H SHARES  
AND  
PROPOSAL FOR GENERAL MANDATE  
TO REPURCHASE H SHARES  
AND  
ISSUE OF SUPER SHORT-TERM BONDS OF  
NOT MORE THAN RMB4.0 BILLION IN THE PRC  
AND  
CHANGE IN THE TERM OF VALIDITY OF THE RESOLUTION  
IN RELATION TO THE ISSUANCE OF CORPORATE BONDS IN  
THE PRC AND THE GRANT TO THE BOARD FOR HANDLING ALL MATTERS  
IN RELATION TO THE ISSUANCE  
OF THE CORPORATE BONDS AT THE 2013 AGM  
AND  
PROPOSAL FOR RE-ELECTION OF NON-EXECUTIVE DIRECTOR  
AND  
PROPOSAL FOR DECLARATION OF FINAL DIVIDENDS  
AND  
NOTICE OF ANNUAL GENERAL MEETING  
AND  
NOTICE OF DOMESTIC SHARES CLASS MEETING  
AND  
NOTICE OF H SHARES CLASS MEETING**

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Notices convening the AGM and the Class Meetings of the Company are set out on pages 19 to 35 of this circular.

Any Shareholder(s) entitled to attend and vote at the AGM and the Class Meetings are entitled to appoint one or more proxies to attend and vote on his/her 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 AGM and the Class Meetings 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 AGM and the Class Meetings (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 AGM and the Class Meetings.

10 April 2015

\* For identification purpose 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:*

“AGM”	the 2014 annual general meeting of the Company to be held at the Company’s conference room at Zhaojin Shunhe Hotel, Zhaoyuan City, Shandong Province, the PRC on 27 May 2015 (Wednesday) at 9:00 a.m
“2013 AGM”	the 2013 annual general meeting held on 26 May 2014 by the Company
“Articles of Association”	the articles of association of the Company
“associates”	has the meaning ascribed thereto under the Listing Rules
“Board”	the board of Directors
“Class Meeting(s)”	the class meeting(s) of Domestic Share Shareholders and the holders of H Share to be held at the Company’s conference room at Zhaojin Shunhe Hotel, Zhaoyuan City, Shandong Province, the PRC on 27 May 2015 (Wednesday) at 10:00 a.m. and 10:30 a.m., respectively
“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 whose H Shares are listed on the Hong Kong Stock Exchange
“Company Law”	the Company Law of the People’s Republic of China
“connected persons”	has the meaning ascribed thereto in the Listing Rules
“Directors”	the directors of the Company
“Domestic Share(s)”	the ordinary share(s) issued by the Company, with a RMB-denominated par value of RMB1.00 each, which are subscribed for and fully paid up in RMB

\* For identification purpose only

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## DEFINITIONS

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“Group”	the Company and its subsidiaries
“H Share(s)”	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
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“holder(s) of Domestic Share”	holder(s) of Domestic Shares
“holder(s) of H Share”	holder(s) of H Shares
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Issue Mandate”	subject to the conditions set out in the proposed resolution approving the Issue Mandate at the AGM, the general mandate to be given to the Board to exercise the power of the Company to allot, issue or deal with up to a maximum of 20% of each of the issued Domestic Shares and H Shares as at the date of passing the relevant resolution at the AGM
“Latest Practicable Date”	2 April 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information of this 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
“Record Date”	6 June 2015, being the record date by reference to which entitlements to the final dividends will be determined

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## DEFINITIONS

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“Repurchase Mandate”	subject to the conditions set out in the proposed resolution approving the Repurchase Mandate at the AGM and the Repurchase Mandate approved by way of special resolution at the H Shares Class Meeting and the Domestic Shares Class Meeting to be held separately, the general mandate to be given to the Board to exercise the power of the Company to repurchase H Shares of up to a maximum of 10% of the aggregate nominal value of the issued H Shares share capital of the Company as at the date of passing such resolution
“Resolution”	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
“RMB”	Renminbi, the lawful currency of the PRC
“SAFE”	the State Administration for Foreign Exchange of the PRC
“SFO”	Securities and Futures Ordinance (Cap. 571 of Laws of Hong Kong)
“Shareholder(s)”	the registered holder(s) of Domestic Shares and H Shares
“Shares”	ordinary shares of RMB1.00 each in the share capital of the Company, comprising Domestic Shares and H Shares
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“Zhaojin Group”	Shandong Zhaojin Group Company Limited, a state-owned limited company incorporated in the PRC in June 1992 which holds and is deemed to hold approximately 38.91% of the entire issued share capital of the Company (i.e. 1,137,481,195 Domestic Shares and 16,510,000 H Shares, representing 38.35% and 0.56% of the total issued Share Capital of the Company, respectively) as at the Latest Practicable Date
“%”	per cent

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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 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  
Mr. Cong Jianmao

*Registered address:*

No. 299 Jinhui Road  
Zhaoyuan City  
Shandong Province  
PRC

*Non-executive Directors:*

Mr. Liang Xinjun (*Vice chairman*)  
Mr. Xu Xiaoliang  
Mr. Wu Yijian

*Principal place of business  
in Hong Kong:*

36th Floor  
Tower Two  
Time Square  
1 Matheson Street  
Causeway Bay  
Hong Kong

*Independent Non-executive Directors:*

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

10 April 2015

*To the Shareholders*

Dear Sir or Madam,

**PROPOSAL FOR GENERAL MANDATE  
TO ISSUE ADDITIONAL  
DOMESTIC SHARES AND H SHARES  
AND  
PROPOSAL FOR GENERAL MANDATE  
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PROPOSAL FOR RE-ELECTION OF NON-EXECUTIVE DIRECTOR  
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AND  
NOTICE OF ANNUAL GENERAL MEETING  
AND  
NOTICE OF DOMESTIC SHARES CLASS MEETING  
AND  
NOTICE OF H SHARES CLASS MEETING**

\* *For identification purpose only*

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## LETTER FROM THE BOARD

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### INTRODUCTION

The purpose of this circular is to provide you with information regarding the notices of the AGM and the Class Meetings and the resolutions to be proposed at the AGM and/or the Class Meetings (where applicable) relating to, among other things, the following:

- (i) the proposal for the grant of Issue Mandate;
- (ii) the proposal for the grant of Repurchase Mandate;
- (iii) issue of super short-term bonds of not more than RMB4.0 billion in the PRC;
- (iv) the change in the term of validity of the Resolution;
- (v) the proposal for re-election of Non-Executive Director; and
- (vi) the proposal for declaration of final dividends.

### **I. GENERAL MANDATE TO ISSUE ADDITIONAL DOMESTIC SHARES AND H SHARES**

The details set out in special resolution numbered 1 in the notice convening the AGM will be proposed at such meeting for the granting of a general mandate to the Directors to allot, issue and/or deal with new Shares of up to a maximum of 20% of each of the issued Domestic Shares and H Shares of the Company as at the date of passing the relevant resolution at the AGM.

As at the Latest Practicable Date, there were 2,091,481,195 Domestic Shares of the Company and 874,346,000 H Shares in issue. Subject to the passing of the proposed resolution approving the grant of the Issue Mandate to the Board and on the basis that no Shares will be issued or repurchased by the Company prior to the AGM, a maximum of 418,296,239 Domestic Shares and 174,869,200 H Shares, can be separately or concurrently allotted, issued and/or dealt with by the Board pursuant to the Issue Mandate to be granted by the Shareholders. The Issue Mandate will expire upon the earliest of:

- (a) the conclusion of the next annual general meeting of the Company following the passing of this resolution;
- (b) the expiration of a 12-month period following the passing of this resolution; or
- (c) the date on which the authority set out in this resolution is revoked or varied by a special resolution of the Company in a general meeting.

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## LETTER FROM THE BOARD

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Special resolution will be proposed at the AGM in relation to the granting of the Issue Mandate to the Directors to issue, allot and/or deal with additional Domestic Shares and H Shares, details of which are set out in special resolution numbered 1 of the notice of the AGM.

### II. GENERAL MANDATE TO REPURCHASE H SHARES

The Company Law (to which the Company is subject to) provides that a joint stock limited company incorporated in the PRC may not repurchase its shares unless such repurchase is effected for the purpose of (a) reducing its registered capital; (b) in connection with a merger between itself and another entity that holds its shares; (c) granting shares as rewards to the staff of the Company; or (d) the repurchase is made at the request of its shareholders who disagree with shareholders' resolutions in connection with a merger or division. The Articles of Association provides that subject to the approval of the relevant regulatory authorities and compliance with the Articles of Association, share repurchase may be effected by the Company for the purposes of reducing its share capital, granting shares as rewards to the staff of the Company, or in connection with a merger between itself and another entity that holds its shares or in circumstances permitted by law or administrative regulations.

The Listing Rules permit shareholders of a stock limited company in the PRC to grant a general mandate to the Directors to repurchase H shares of such company that are listed on the Hong Kong Stock Exchange. Such mandate is required to be given by way of a special resolution passed by Shareholders in the AGM and by special resolution passed by holders of overseas listed foreign invested shares and domestic shares in separate Class Meetings.

As the H Shares are traded on the Hong Kong Stock Exchange in Hong Kong dollars, the amount payable by the Company upon any repurchase of its H Shares will, therefore, be made in Hong Kong dollars. As such, the approval of SAFE is required.

In accordance with the requirements of Article 4.2 of the Articles of Association applicable to capital reduction, the Company is required to prepare a balance sheet and an assets list upon the reduction of its registered capital. The Company will have to notify its creditors of the passing of such special resolution and the reduction to the registered capital of the Company that would occur should the Company decide to exercise the Repurchase Mandate at its general meeting. Such notification should be given in writing to the Company's creditors and be published by way of a press announcement within 10 days and 30 days after the passing of such special resolution, respectively. Creditors then have a period of up to 30 days after the Company's written notification or if no such notification has been received, up to 45 days after the publication of the press announcement to require the Company to repay amounts due to them or to provide guarantees thereof.



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## LETTER FROM THE BOARD

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### *Conditions to Repurchase H Shares*

In order to ensure flexibility and discretion to the Directors in the event that it becomes desirable to repurchase any H Shares, approval is proposed to be sought from the Shareholders for the Repurchase Mandate. In accordance with the legal and regulatory requirements described above, the Directors have given notices to convene the AGM and the Class Meetings. At the AGM, a special resolution will be proposed to grant to the Directors the Repurchase Mandate, i.e. a conditional general mandate to repurchase H Shares in issue on the Hong Kong Stock Exchange with an aggregate nominal value not exceeding 10% of the aggregate nominal value of H Shares in issue of the Company as at the date of passing such special resolution. The Company will convene a class meeting for the holders of H Shares and a class meeting for the holders of Domestic Shares to grant to the Directors the Repurchase Mandate by way of a special resolution.

The Repurchase Mandate will be conditional upon:

- (a) the passing of the special resolution approving the grant of the Repurchase Mandate at the AGM;
- (b) the passing of the special resolution approving the grant of the Repurchase Mandate at a class meeting of the holders of H Share and a class meeting of the holders of Domestic Share to be convened for such purpose;
- (c) the obtaining of the approvals of the relevant regulatory authorities as required by the laws, rules and regulations of the PRC; and
- (d) 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 under Article 4.2 of the Articles of Association.

If the Company determines to repay any amount to any of its creditors in the circumstances described under condition (d) above, it expects to do so out of its internal resources. If the conditions are not fulfilled, the Repurchase Mandate will not be exercised by the Directors.

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## LETTER FROM THE BOARD

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The Repurchase Mandate, if approved at the AGM and, at the subsequent Class Meetings of the holders of H Share and the holders of Domestic Share to be held separately, would expire on the earliest of:

- (a) the conclusion of the next annual general meeting of the Company following the passing of this resolution; or
- (b) the expiration of a 12-month period following the passing of this resolution at the AGM; or
- (c) the date on which the authority set out in the relevant resolutions approved at the AGM and the H Shares Class Meeting and Domestic Shares Class Meeting is revoked or varied by a special resolution of the members of the Company in a general meeting.

### *AGM and the Class Meetings*

Special resolutions will be proposed at the AGM and the Class Meetings in relation to the grant of the Repurchase Mandate to the Directors, details of which are set out in special resolution numbered 2 of the notice of the AGM and special resolution numbered 1 of the notices of the Class Meetings.

### *Explanatory Statement*

An explanatory statement containing all relevant information relating to the Repurchase Mandate is set out in the appendix to this circular. The information in the explanatory statement is to provide you with the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution to grant to the Directors the Repurchase Mandate.

## **III. ISSUE OF SUPER SHORT-TERM BONDS OF NOT MORE THAN RMB4.0 BILLION IN THE PRC**

### **Background**

After studies, in order to relieve the short-term capital requirements of the Company, the Board proposes to issue super short-term bonds (the “Super Short-term Bonds”) in the PRC with a principal amount of not more than RMB4.0 billion. The proposed issue of the Super Short-term Bonds requires the approval of the Shareholders by way of a special resolution.

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## LETTER FROM THE BOARD

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The proposed issue of the Super Short-term Bonds is also subject to the registration and approval from the National Association of Financial Market Institutional Investors.

### **Details of the Super Short-term Bonds**

Details of the Super Short-term Bonds proposed to be issued are as follows:

- |        |   |   |
|--------|---|---|
| (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 the 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 |

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## LETTER FROM THE BOARD

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### **Authorization and mandate to be granted to the Board**

To ensure the proper completion of the proposed issue of the Super Short-term Bonds, it is proposed that a special resolution to be passed by the Shareholders generally and unconditionally at the AGM to grant the authority to the Board to deal with all such matters relating to the issue of the Super Short-term Bonds, 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.

### **IV. 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.

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## LETTER FROM THE BOARD

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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 approving of the Resolution at the 2013 AGM" to "the resolution in relation to the issuance of corporate bonds shall be valid for 12 months from the date of approving of 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.

### **V. RE-ELECTION OF NON-EXECUTIVE DIRECTOR**

Reference is made to the announcement of the Company dated 20 March 2015 in relation to the appointment of Mr. Wu Yijian as a non-executive director of the Company. Mr. Wu Yijian will be subject to re-election by the Shareholders at the AGM.

The biographical details of Mr. Wu Yijian is set out as follows:

Mr. Wu Yijian was born in February 1970. He graduated from the School of Management at Tsinghua University, majoring in Business Administration, and was awarded a Master's degree in May 2003. He is currently the vice president of Shanghai Yuyuan Tourist Mart Co., Ltd. Mr. Wu has served as assistant to the president of Shanghai Fosun Pharmaceutical (Group) Co., Ltd, general manager of Shanghai Fosun Pharmaceuticals Investment Co., Ltd, general manager of Shanghai Fosun Pharmaceuticals Co., Ltd. and general manager of Shanghai Fumei Yixing Drug Store Chain Co., Ltd.

Mr. Wu did not hold any directorships in any listed companies in the preceding three years prior to the Latest Practicable Date or have any other major appointments. Mr. Wu does not have any relationship with any Directors, supervisors, senior management or substantial Shareholders or controlling Shareholders of the Company, and does not hold any other positions with the Company or any of its subsidiaries. As at the Latest Practicable Date, Mr. Wu does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

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## LETTER FROM THE BOARD

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Mr. Wu will enter into a service contract with the Company for a term commencing from 20 March 2015 and ending on the expiry of the term of the current session of the Board and is subject to retirement by rotation and re-election at the general meeting in accordance with the Articles of Association. Mr. Wu will not be entitled to receive any director's emolument from the Company by being its non-executive Director.

Save as disclosed above, there are no other matters concerning the appointment of Mr. Wu 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.

### **VI. DECLARATION OF FINAL DIVIDENDS**

According to the annual results announcement of the Company for the year ended 31 December 2014 dated 20 March 2015, it was proposed by the Board for the payment of final dividends for the year ended 31 December 2014 of RMB0.05 (before taxation) per share to the Shareholders whose names appear on the register of members of the Company on the Record Date. For distribution of such dividends, dividends for Domestic Shares will be paid in Renminbi, whereas dividends for H Shares will be paid in Hong Kong dollars (at the average exchange rate of the medium rate of converting Renminbi into Hong Kong dollars as quoted by the People's Bank of China for one week immediately prior to 27 May 2015).

The proposed payment of final dividends for the year ended 31 December 2014 is still subject to the approval by the Shareholders of the Company at the AGM.

### **VII. CLOSURE OF BOOKS**

In order to determine the holders of H Share who are entitled to attend the AGM, the H shares registrar and transfer office 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 holders of H Share who are entitled to receive the final dividend for the year ended 31 December 2014, the H Shares registrar and transfer office will be closed from 2 June 2015 to 6 June 2015, both days inclusive, during which no transfer of Shares will be registered.

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## LETTER FROM THE BOARD

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For qualifying to attend and vote at the AGM, holders of H Share 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, holders of H Share 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.

### **VIII. 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 AGM and Class Meetings shall therefore demand voting on all resolutions set out in the notices of AGM and Class Meetings 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.

### **IX. RECOMMENDATIONS**

The Directors consider that the proposed resolutions in respect of the proposals for (i) the Issue Mandate; (ii) the Repurchase Mandate; (iii) the issue of super short-term bonds; (iv) the change in the term of validity of the Resolution; (v) the re-election of non-executive Director; and (vi) the declaration of final dividends are fair and reasonable and in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the above resolutions and other resolutions as set out in the notice of the AGM and in the notices of the Class Meetings.

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## LETTER FROM THE BOARD

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### X. 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.

### XI. ADDITIONAL INFORMATION

Your attention is also drawn to the additional information set out in the appendices to this circular.

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

\* *For identification purpose only*



The following is the explanatory statement which is required to be sent to you under the Listing Rules in connection with the proposed Repurchase Mandate.

**(I) REASONS FOR REPURCHASE OF H SHARES**

The Directors believe that it is in the best interests of the Company and its Shareholders for the Directors to seek a mandate from the Shareholders to enable the Company to repurchase H Shares in the market. Such repurchase may, depending on the market conditions and funding arrangement at the time, lead to an enhancement of the net assets value of the Company and/or its earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and its Shareholders.

**(II) REGISTERED CAPITAL**

As at the Latest Practicable Date, the registered capital of the Company was RMB2,965,827,195, comprising 874,346,000 H Shares of RMB1.00 each and 2,091,481,195 Domestic Shares of RMB1.00 each, of which 1,086,514,000 Domestic Shares are held by Zhaojin Group, and 1,004,967,195 Domestic Shares are held by other Shareholders.

**(III) EXERCISE OF THE REPURCHASE MANDATE**

Subject to the passing of special resolution set out in the notice of the AGM, the special resolution approving the grant to the Directors of the Repurchase Mandate in the H Shares Class Meeting and the Domestic Shares Class Meeting, respectively, the Directors will be granted the Repurchase Mandate until the end of the Relevant Period (as defined in special resolution in the notice of the AGM). In addition, the exercise of the Repurchase Mandate is subject to the approvals of the relevant PRC regulatory authorities as required by the laws, rules and regulations of the PRC being obtained and to 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 under Article 4.2 of the Articles of Association. The notice will not be sent to the creditors until the Repurchase Mandate is approved at the H Shares Class Meeting and the Domestic Shares Class Meeting by way of a special resolution.

As at the Latest Practicable Date, assuming the Repurchase Mandate is only required to be approved at the AGM, the exercise in full of the Repurchase Mandate would result in up to 87,434,600 H Shares (assuming there is no issue of additional H Shares from the Latest Practicable Date up to the date of the AGM) being repurchased by the Company during the Relevant Period.

**(IV) FUNDING OF REPURCHASES OF H SHARES**

In repurchasing its H Shares, the Company intends to apply funds from the Company's internal resources (which may include surplus funds and retained profits) legally available for such purpose in accordance with the Articles of Association and the applicable laws, rules and regulations of the PRC.

In accordance with the requirements of applicable laws or administrative regulations, and subject to the approval of relevant authority, the Company is empowered by its Articles of Association to purchase its H Shares. The H Shares repurchased will be deemed to be cancelled, and the Company's registered capital will be reduced by an amount equivalent to the aggregate nominal value of the H Shares so cancelled. The Company may not repurchase H Shares on the Hong Kong Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Hong Kong Stock Exchange from time to time.

Based on the financial position disclosed in the recently published audited accounts for the year ended 31 December 2014, the Directors consider that there will not be any material adverse impact on the working capital or gearing position of the Company in the event that the Repurchase Mandate is to be exercised in full at any time during the proposed repurchase period. The number of H Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regarded to the circumstances then prevailing and in the best interests of the Company.

**(V) STATUS OF REPURCHASED H SHARES**

The Listing Rules provide that the listing of all the H Shares repurchased by the Company shall automatically be cancelled and the relevant share certificates shall be cancelled and destroyed.

Under PRC laws, the H Shares repurchased will be cancelled, and the Company's registered capital will be reduced by an amount equivalent to the aggregate nominal value of the H Shares so cancelled.

**(VI) PRICES OF H SHARES**

The highest and lowest prices at which the H Shares of the Company have been traded on the Hong Kong Stock Exchange during each of the twelve months preceding the Latest Practicable Date were as follows:

	<b>H Shares Prices</b>	
	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
<b>2014</b>		
April	5.11	4.57
May	4.70	4.12
June	4.57	4.15
July	5.00	4.45
August	5.30	4.76
September	4.89	4.22
October	4.55	4.09
November	4.20	3.82
December	4.11	3.69
<b>2015</b>		
January	5.03	3.86
February	4.93	4.50
March	4.76	4.03
April (Until the Latest Practicable Date)	4.30	4.13

## (VII) SUBSTANTIAL SHAREHOLDERS

As at the Latest Practicable Date, the interests of substantial Shareholders of the Company, as defined under the Listing Rules, were as follows:

Name of shareholders	Class of shares	Capacity	Number of shares held	Approximate percentage of shareholding in the registered capital of the Company %	Approximate percentage of shareholding in the total number of issued domestic shares of the Company %	Approximate percentage of shareholding in the total number of issued H shares of the Company %	Long position/ Short position/ Lending pool
1 Shandong Zhaojin Group Company Limited	Domestic shares	Beneficial owner	1,086,514,000 (Note 1)	36.63	51.95	—	Long position
	Domestic shares	Interest of controlled corporation	50,967,195 (Note 6)	1.72	2.44	—	Long position
	H shares	Beneficial owner	16,510,000 (Note 1)	0.56	—	1.89	Long position
2 Shanghai Yuyuan Tourist Mart Co., Ltd.	Domestic shares	Beneficial owner	742,000,000	25.02	35.48	—	Long position
	Domestic shares	Interest of controlled corporation	21,200,000 (Notes 1 & 2)	0.71	1.01	—	Long position
3 Shanghai Fosun Industrial Investment Co., Ltd.	Domestic shares	Beneficial owner	106,000,000 (Notes 1 & 3)	3.57	5.07	—	Long position
4 Shanghai Fosun High Technology (Group) Company Limited	Domestic shares	Beneficial owner	106,000,000 (Notes 1 & 3)	3.57	5.07	—	Long position
5 Fosun International Limited	Domestic shares	Beneficial owner	106,000,000 (Notes 1 & 3)	3.57	5.07	—	Long position
6 Fosun Holdings Limited	Domestic shares	Beneficial owner	106,000,000 (Notes 1 & 3)	3.57	5.07	—	Long position
7 Fosun International Holdings Ltd.	Domestic shares	Beneficial owner	106,000,000 (Notes 1 & 3)	3.57	5.07	—	Long position

Name of shareholders	Class of shares	Capacity	Number of shares held	Approximate	Approximate	Approximate	Long position/ Short position
				percentage of shareholding in the registered capital of the Company	percentage of shareholding in the total number of issued domestic shares of the Company	percentage of shareholding in the total number of issued H shares of the Company	
				%	%	%	Lending pool
8 Guo Guangchang	Domestic shares	Interest of controlled corporation	106,000,000 (Notes 1 & 3)	3.57	5.07	—	Long position
9 Market Vectors ETF – Market Vactors Gold Miners ETF	H shares	Beneficial owner (Note 7)	61,558,500	2.08	—	6.28	Long position
10 Schroders Plc	H shares	Investment Manager (Note 4)	43,861,940	1.48	—	5.02	Long position
11 The Bank of New York Mellon Corporation	H shares	Interest of controlled corporation (Note 5)	61,628,368 61,592,368	2.08 2.08	— —	7.05 7.04	Long position Lending Pool
12 Van Eck Associates Corporation	H shares	Investment Manager (Note 7)	61,558,500	2.08	—	6.28	Long position

*Notes:*

- (1) Pursuant to Section 336 of the SFO, the Shareholders of the Company are required to file disclosure of interests forms when certain criteria are fulfilled and the full details of the requirements are available on SFO's official website. When a Shareholder's shareholding in the Company changes, it is not necessary for the Shareholder to notify the Company and the Hong Kong Stock Exchange unless certain criteria are fulfilled, therefore substantial Shareholders' latest shareholding in the Company may be different to the shareholding filed with the Company and the Hong Kong Stock Exchange.
- (2) Shanghai Yuyuan Tourist Mart Co., Ltd. ("Shanghai Yuyuan") holds 95% equity interest in Shanghai Laomiao Gold Co., Ltd. ("Laomiao Gold"), therefore the 21,200,000 domestic shares held by Laomiao Gold in the Company is shown as long position of Shanghai Yuyuan.
- (3) The 106,000,000 Shares represent the same block of shares.
- (4) Schroders Plc holds equity interest in the Shares of the Company through companies controlled or indirectly controlled by it.
- (5) The Bank of New York Mellon Corporation directly holds 100% equity interest of The Bank of New York Mellon, and is therefore deemed to have an interest in the 61,628,368 shares held by The Bank of New York Mellon.

- (6) Zhaojin Group holds 100% equity interest in Zhaojin Non-Ferrous Mining Company Limited (“Zhaojin Non-Ferrous”), therefore the 50,967,195 Domestic Shares held by Zhaojin Non-Ferrous in the Company is shown as long position of Zhaojin Group.
- (7) Van Eck Associates Corporation is the investment manager of the Market Vectors ETF – Market Vectors Gold Miners.

**(VIII) GENERAL INFORMATION**

- (a) None of the Directors nor, to the best of their knowledge and having made all reasonable enquiries, any of their associates, have any present intention to sell any H Shares to the Company or any of its subsidiaries under the Repurchase Mandate if the same is approved by the Shareholders of the Company.
- (b) The Directors have undertaken to the Hong Kong Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company in accordance with the Listing Rules, the Articles of Association and the PRC applicable laws to repurchase the H Shares pursuant to the Repurchase Mandate.
- (c) No connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she has a present intention to sell H Shares to the Company or its subsidiaries, or has undertaken not to do so, if the Repurchase Mandate is granted and is exercised.

**(IX) TAKEOVER CODE**

If on the exercise of the power to repurchase H Shares pursuant to the Repurchase Mandate, a Shareholder’s proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeover Code. As a result, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

Assuming that the substantial Shareholder has not disposed of its Shares, and if the Repurchase Mandate is exercised in full, the percentage of shareholding of the substantial Shareholder before and after such repurchase would be as follows:

<b>Substantial Shareholder</b>	<b>Before repurchase</b>	<b>After repurchase</b>
Zhaojin Group	38.91%*	40.09%

\* As at the Latest Practicable Date, Zhaojin Group holds and is deemed to hold 1,137,481,195 Domestic Shares and 16,510,000 H Shares, representing 38.35% and 0.56% of the total issued Domestic Shares of the Company, respectively.

On the basis of the shareholdings held by the substantial Shareholder named above, an exercise of the Repurchase Mandate in full will not have any implications for the substantial Shareholder under the Takeovers Code.

Assuming that there is no issue of H Shares between the date of this circular and the date of a repurchase of H Shares, an exercise of the Repurchase Mandate whether in whole or in part will not result in less than the relevant prescribed minimum percentage of the Shares of the Company being held by the public as required by the Hong Kong Stock Exchange. The Directors have no intention to exercise the Repurchase Mandate to an extent which may result in a public shareholding of less than such minimum percentage.

The Directors are not aware of any consequences that may arise under the Takeovers Code and/or any similar applicable laws of which the Directors are aware, as a result of any repurchase of Shares made under the proposed resolution.

#### **(X) SHARE REPURCHASES MADE BY THE COMPANY**

The Company has not repurchased any of its H Shares (whether on the Hong Kong Stock Exchange or otherwise) during the six months' period preceding the Latest Practicable Date.

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## NOTICE OF ANNUAL GENERAL MEETING

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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.

\* *For identification purpose only*



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## NOTICE OF ANNUAL GENERAL MEETING

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### 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;

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## NOTICE OF ANNUAL GENERAL MEETING

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“**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.

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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.

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## NOTICE OF ANNUAL GENERAL MEETING

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### 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 |

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## NOTICE OF ANNUAL GENERAL MEETING

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**(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.

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## NOTICE OF ANNUAL GENERAL MEETING

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#### 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

\* *For identification purpose only*

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## NOTICE OF ANNUAL GENERAL MEETING

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*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.

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## NOTICE OF ANNUAL GENERAL MEETING

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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 Jiyuan and Mr. Nie Fengjun*



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## NOTICE OF DOMESTIC SHARES CLASS MEETING

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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 DOMESTIC SHARES CLASS MEETING

**NOTICE IS HEREBY GIVEN** that the Domestic Shares class meeting (the “Domestic Shares Class Meeting”) of Zhaojin Mining Industry Company Limited (the “Company”) will be held at the conference room at Zhaojin Shunhe Hotel, Zhaoyuan City, Shandong Province, the People’s Republic of China (the “PRC”) on Wednesday, 27 May 2015 at 10:00 a.m. for the following purposes:

#### **SPECIAL RESOLUTION**

To consider and approve the followings as special resolution:

#### **1. 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) of special resolution numbered 1 of the notice of the annual general meeting of the Company), 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.

\* *For identification purpose only*

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## NOTICE OF DOMESTIC SHARES CLASS MEETING

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- (c) the approval in paragraph (a) above shall be conditional upon:
- (i) the passing of a special resolution at the 2014 annual general meeting (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 Shares 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.

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

Zhaoyuan, the PRC, 10 April 2015

\* *For identification purpose only*

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## NOTICE OF DOMESTIC SHARES CLASS MEETING

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*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 the repurchase of H Shares and Domestic Shares, please refer to the accompanying circular.
3. In order to determine the holders of Domestic Share who are entitled to attend the Domestic Shares Class Meeting, 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.

For qualifying to attend and vote at the Domestic Shares Class Meeting, the holders of Domestic Share whose transfer have not been registered must lodge all transfer instruments accompanied by the relevant share certificates with the registered address of the Company at No. 299 Jinhui Road, Zhaoyuan City, Shandong Province, the PRC for domestic share shareholders for registration at or before 4:30 p.m. on Friday, 24 April 2015.

4. Shareholders of the Company whose names appear on the register of members of Domestic Shares of the Company on 27 May 2015 will be entitled to attend and vote at the Domestic Shares Class Meeting or any adjourned meetings. Shareholders who have the right to attend and vote at the Domestic Shares Class Meeting are entitled to appoint one or more proxies to attend and vote at the Domestic Shares Class Meeting on his/her behalf. A proxy need not be a shareholder of the Company.
5. If a shareholder appoints more than one proxy to attend the meeting, its proxy can only vote by poll.
6. Holders of Domestic Share who have the right to attend and vote at the Domestic Shares Class Meeting are entitled to appoint one or more proxies (whether or not a shareholder) in writing 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.
7. If a proxy is appointed to attend the Domestic Shares Class Meeting 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 Domestic Shares Class Meeting, 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 registered address of the Company in the PRC not less than 24 hours before the time for holding the Domestic Shares Class Meeting.
9. Shareholders who intend to attend the Domestic Shares Class Meeting should return the reply slip of the Domestic Shares Class Meeting by hand, by post, by telegram or by fax to the registered address of the Company on or before 7 May 2015. Completion and return of the reply slip of the Domestic Shares Class Meeting will not preclude a shareholder from attending the Domestic Shares Class Meeting.

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## NOTICE OF DOMESTIC SHARES CLASS MEETING

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10. The Domestic Shares Class Meeting 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 Jiyuan and Mr. Nie Fengjun

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## NOTICE OF H SHARES CLASS MEETING

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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 H SHARES CLASS MEETING

**NOTICE IS HEREBY GIVEN** that the H Shares Class Meeting (the "H Shares Class Meeting") of Zhaojin Mining Industry Company Limited (the "Company") will be held at the conference room at Zhaojin Shunhe Hotel, Zhaoyuan City, Shandong Province, the People's Republic of China (the "PRC") on Wednesday, 27 May 2015 at 10:30 a.m. for the following purposes:

#### SPECIAL RESOLUTION

To consider and approve the followings as special resolution:

#### 1. 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) of special resolution numbered 1 of the notice of the annual general meeting of the Company), 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.

\* For identification purpose only

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## NOTICE OF H SHARES CLASS MEETING

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- (c) the approval in paragraph (a) above shall be conditional upon:
- (i) the passing of a special resolution at the 2014 annual general meeting (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 Shares 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.

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

Zhaoyuan, the PRC, 10 April 2015

\* *For identification purpose only*

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## NOTICE OF H SHARES CLASS MEETING

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*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 the repurchase of H Shares and Domestic Shares, please refer to the accompanying circular.
3. In order to determine the holders of H Share who are entitled to attend the H Shares Class Meeting, the H Shares registrar 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.

For qualifying to attend and vote at the H Shares Class Meeting, the holders of H Share 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 registration at or before 4:30 p.m. on Friday, 24 April 2015.

4. Shareholders of the Company whose names appear on the register of members of H Shares of the Company on 27 May 2015 will be entitled to attend and vote at the H Shares Class Meeting or any adjourned meetings. Shareholders who have the right to attend and vote at the H Shares Class Meeting are entitled to appoint one or more proxies to attend and vote at the H Shares Class Meeting on his/her behalf. A proxy need not be a shareholder of the Company.
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 who have the right to attend and vote at the H Shares Class Meeting are entitled to appoint one or more proxies (whether or not a shareholder) in writing 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.
7. If a proxy is appointed to attend the H Shares Class Meeting 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 H Shares Class Meeting, 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 not less than 24 hours before the time for holding the H Shares Class Meeting.

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## NOTICE OF H SHARES CLASS MEETING

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9. Shareholders who intend to attend the H Shares Class Meeting should return the reply slip by hand, by post, by telegram or by fax to the H Shares registrar of the Company, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong on or before 7 May 2015. Completion and return of the reply slip of the H Shares Class Meeting will not preclude a shareholder from attending such meeting.
10. The H Shares Class Meeting 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

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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 Jiyuan and Mr. Nie Fengjun