

---

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

---

**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in **ZHAOJIN MINING INDUSTRY COMPANY LIMITED** (the “Company”), you should at once hand this circular together with the accompanying supplemental 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).

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

---



**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)**

**PROPOSED AMENDMENTS TO RULES OF PROCEDURES  
FOR GENERAL MEETINGS  
AND  
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

---

Supplemental notice convening the AGM of the Company is set out in this circular.

Any Shareholder(s) entitled to attend and vote at the AGM 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 vote on your behalf, you are requested to complete the accompanying supplemental 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 (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.

\* *For identification purpose only*

---

## CONTENTS

---

	<i>Pages</i>
<b>Letter from the Board . . . . .</b>	<b>1</b>
<b>Appendix – Supplemental Notice of 2014 Annual General Meeting . . . . .</b>	<b>5</b>

---

## LETTER FROM THE BOARD

---



**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:*

36/F, Tower Two, Times 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

7 May 2015

Dear Sir or Madam,

**PROPOSED AMENDMENTS TO RULES OF PROCEDURES  
FOR GENERAL MEETINGS  
AND  
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

On 30 April 2015, the Company received one additional proposed resolution (the “Proposed New Resolution”) from Shandong Zhaojin Group Company Limited, the substantial Shareholder of the Company which holds 1,153,991,195 Shares in the Company, representing approximately 38.91% of the total share capital of the Company as at 30 April 2015. Pursuant to the relevant requirements of Article 18 of the “Rules of Procedures for General Meetings” of the Company which stipulates that “Shareholders who individually or jointly hold more than 3% of the shares of the Company shall have the right to propose additional resolutions”, the Company will present the Proposed New Resolution for Shareholders’ consideration and approval at the AGM to be held on 27 May 2015.

\* For identification purpose only

---

## LETTER FROM THE BOARD

---

Unless otherwise defined, capitalized terms used in this circular shall have the same meanings as defined in the circular of the Company dated 10 April 2015.

The purpose of this circular is to provide you with information regarding the supplemental notice of AGM and the Proposed New Resolution to be considered at the AGM.

### **I. PROPOSED AMENDMENTS TO RULES OF PROCEDURES FOR GENERAL MEETINGS**

In view of the continuous business development of the Company and changes of external operating environment, to further improve the decision-making and operation efficiency of the Company, the Proposed New Resolution proposes to amend Article 13(1) of the “Rules of Procedures for General Meetings” of the Company which is in respect of investment.

The original Article 13(1) of the “Rules of Procedures for General Meetings” is set out as follow:

“Article 13 The Company adheres to the development direction with a focus on its core gold business. To ensure and enhance the stable and efficient daily operation of the Company, subject to provisions under Article 12, a general meeting may authorize, expressly and with restrictions, the Board to exercise the following functions and powers in respect of investment plans, assets disposal and external guarantee:

#### **(1) Investment:**

1. Any medium- to long-term investment plans and annual investment plans of the Company shall be approved by a general meeting. The Board shall be authorized to make adjustments of not exceeding 15% (inclusive) to the capital expenditures for the year as approved by the general meeting.
2. For investments in individual projects, the general meeting shall examine and approve any project with an investment amount of more than 20% of the latest audited net asset value of the Company; and shall authorize the Board to examine and approve any project with an investment amount of not more than 20% of the latest audited net asset value of the Company.
3. The general meeting shall examine and approve any risky investment project with an investment amount of more than 10% of the latest audited net asset value of the Company, or risky investment projects conducted within the same financial year with an accumulated amount of over 20% of the latest audited net asset value of the Company; and shall authorize the Board to examine and approve any risky investment project with an investment amount of not more than 10% of the latest audited net asset value of the Company, or risky investment projects conducted within the same financial year with an accumulated amount of below 20% of the latest audited net asset value of the Company.

---

## LETTER FROM THE BOARD

---

The “risky investment projects” as mentioned in this rule refer to any risky investment in industries which are not related to the businesses of the Company, including but not limited to, risky investments in corporate bonds, securities, futures and high-technology industry, etc., and risky investments in new and expansion projects, exploitation of geological resources (including mining rights), merger and acquisition, and scientific research and key problem solving, which are related to the businesses of the Company.”

The proposed amendments are:

“Article 13 The Company adheres to the development direction with a focus on its core gold business. To ensure and enhance the stable and efficient daily operation of the Company, and subject to provisions under Article 12, a general meeting may authorize, expressly and with restrictions, the Board to exercise the following functions and powers in respect of investment plans, assets disposal and external guarantee:

**(1) Investment:**

1. Any medium- to long-term investment plans and annual investment plans of the Company shall be approved by a general meeting. The Board shall be authorized to make adjustments of not exceeding 15% (inclusive) to the capital expenditures for the year as approved by the general meeting.
2. For investments in individual projects, the general meeting shall examine and approve any project with an investment amount of more than 30% of the latest audited net asset value of the Company; and shall authorize the Board to examine and approve any project with an investment amount of not more than 30% of the latest audited net asset value of the Company.
3. The general meeting shall examine and approve any risky investment project with an investment amount of more than 10% of the latest audited net asset value of the Company, or risky investment projects conducted within the same financial year with an accumulated amount of over 20% of the latest audited net asset value of the Company; and shall authorize the Board to examine and approve any risky investment project with an investment amount of not more than 10% of the latest audited net asset value of the Company, or risky investment projects conducted within the same financial year with an accumulated amount of below 20% of the latest audited net asset value of the Company.

The “risky investment projects” as mentioned in this rule refer to any risky investment in industries which are not related to the businesses of the Company, including but not limited to, risky investments in corporate bonds, securities, futures and high-technology industry.”

---

## LETTER FROM THE BOARD

---

### II. VOTING

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The chairman of the AGM shall therefore demand voting on the resolution set out in the supplemental notice of AGM be taken by way of poll pursuant to Article 8.18 of the Articles of Association.

On a poll, every Shareholder presents 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/its name in the register of Shareholders. A Shareholder entitled to more than one vote needs not use all his/her/its votes or cast all his/her/its votes in the same manner.

### III. RECOMMENDATIONS

The Board are of the view that the resolution on the proposed amendments to the Rules of Procedures for General Meetings is fair and reasonable and is in the interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends all Shareholders of the Company to vote in favour of the resolution to be proposed at the AGM as set out in the supplemental notice of AGM.

### IV. RESPONSIBILITY STATEMENT

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

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

\* For identification purpose only



**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)**

**SUPPLEMENTAL NOTICE OF 2014 ANNUAL GENERAL MEETING**

Reference is made to the “Notice of 2014 Annual General Meeting” dated 10 April 2015 (the “Notice of AGM”) of Zhaojin Mining Industry Company Limited (the “Company”). The 2014 annual general meeting of the Company (the “AGM”) 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.

On 30 April 2015, the Company received one additional proposed resolution (the “Proposed New Resolution”) from Shandong Zhaojin Group Company Limited, the substantial shareholder of the Company, which holds 1,153,991,195 Shares in the Company on 30 April 2015, representing approximately 38.91% of the total share capital of the Company. Pursuant to the relevant requirements of Article 18 of the “Rules of Procedures for General Meetings” of the Company which stipulates that “Shareholders who individually or jointly hold more than 3% of the shares of the Company shall have the right to propose additional resolutions”, the Company will present the Proposed New Resolution for Shareholders’ consideration and approval at the AGM of the Company to be held on 27 May 2015.

**SUPPLEMENTAL NOTICE IS HEREBY GIVEN** that the AGM of the Company will be held at the conference room at Zhaojin Shunhe Hotel, Zhaoyuan City, Shandong Province, the PRC at 9:00 a.m. on Wednesday, 27 May 2015 to consider and approve the following resolution by way of special resolution:

**SPECIAL RESOLUTION**

**5. Amendments to Rules of Procedures for General Meetings**

To consider and approve the proposed amendments to Article 13(1) of the Rules of Procedures for General Meetings of the Company (as set out in the circular of the Company dated 7 May 2015).

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

Zhaoyuan, the PRC, 7 May 2015

\* For identification purpose only

