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ZHAOJIN

ZHAOJIN MINING INDUSTRY COMPANY LIMITED*
招金礦業股份有限公司

(a joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 1818)

NOTICE OF 2016 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2016 first extraordinary general meeting (the "EGM") of Zhaojin Mining Industry Company Limited (the "Company") will be held at the Zhaojin ShunHe International Hotel's conference room, Zhaoyuan City, Shandong Province, the People's Republic of China (the "PRC") at 9:00 a.m. on Friday, 26 February 2016 for the following purpose:

To consider and approve the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

1. To consider and approve the following candidates as Directors of the fifth session of the Board of the Company with a term of three years commencing from the conclusion of the EGM:
 - (a) to re-elect Mr. Weng Zhanbin as an executive Director of the Company;
 - (b) to re-elect Mr. Li Xiuchen as an executive Director of the Company;
 - (c) to re-elect Mr. Cong Jianmao as an executive Director of the Company;
 - (d) to re-elect Mr. Liang Xinjun as a non-executive Director of the Company;
 - (e) to appoint Mr. Li Shoushen as a non-executive Director of the Company;
 - (f) to re-elect Mr. Xu Xiaoliang as a non-executive Director of the Company;
 - (g) to appoint Mr. Gao Min as a non-executive Director of the Company;
 - (h) to re-elect Ms. Chen Jinrong, who will serve more than nine years since April 2015, as an independent non-executive Director of the Company;

* For identification purposes only

- (i) to re-elect Mr. Choy Sze Chung Jojo, who will serve more than nine years since May 2015, as an independent non-executive Director of the Company;
 - (j) to appoint Mr. Wei Junhao as an independent non-executive Director of the Company;
 - (k) to appoint Mr. Shen Shifu as an independent non-executive Director of the Company.
2. To consider and approve the following candidates as Supervisors acting as Shareholders' representatives of the fifth session of the Supervisory Committee of the Company with a term of three years commencing from the conclusion of the EGM:
- (a) to re-elect Mr. Wang Xiaojie as a Supervisor acting as Shareholders' representative of the Company;
 - (b) to re-elect Ms. Jin Ting as a Supervisor acting as Shareholders' representative of the Company.
3. To approve the remuneration package for Directors of the fifth session of the Board and Supervisors of the fifth session of the Supervisory Committee and enter into written service contracts with members of the Board and the Supervisory Committee in respect of their remuneration package.

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

Zhaoyuan, China, 11 January 2016

Notes:

1. Unless otherwise indicated, capitalized terms used herein shall have the same meaning as those defined in the circular of the Company dated 11 January 2016.
2. The Shareholders of the Company should note that the register of members of the Company will be closed from 27 January 2016 to 26 February 2016 (both days inclusive), during which period no transfer of Shares can be registered. In order to qualify to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's H Shares registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares), or the registered address of the Company in the PRC (for holders of Domestic Shares) no later than 4:30 p.m. on 26 January 2016.
3. Shareholders of the Company whose names appear on the register of members on 27 January 2016 are entitled to attend and vote at the EGM or any adjourned meetings.

4. Shareholders who have the right to attend and vote at the EGM are entitled to appoint one or more proxies (whether or not a Shareholder) in writing to attend and vote at the EGM on his/her behalf. For those Shareholders who appoint more than one proxy, such proxies can only exercise their voting rights by way of poll. Shareholders who intend to appoint one or more proxies should first read the accompanying circular and the proxy form, and deposit the signed proxy form and (if the proxy form is signed by any person under a power of attorney or other authority) the notarially certified copy of such power of attorney or other authority under which it is signed at the 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 Shares), or the registered address of the Company in the PRC (for holders of Domestic Shares) not less than 24 hours before the time for holding the EGM. Completion and return of the proxy form shall not preclude a Shareholder from attending and voting at the EGM or any adjourned meetings if he or she so wish.
5. Shareholders who intend to attend the EGM should return the reply slip by hand, by post, by telegram or by fax to the registered address of the Company in the PRC (for holders of Domestic Shares), or the H Shares registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares) on or before 6 February 2016.
6. The EGM is expected to be held for less than half a day. Shareholders and their proxies who attend the meeting shall arrange for their own transportation and accommodation at their own expenses.

The registered address of the Company is as follows:

No. 299 Jinhui Road,
Zhaoyuan City,
Shandong Province, PRC
Tel: (86 535) 8256086
Fax: (86 535) 8227541
Postal code: 265400

As at the date of this notice, members of the Board of the Company comprise:

<i>Executive Directors:</i>	Mr. Weng Zhanbin, Mr. Li Xiuchen, Mr. Cong Jianmao and Mr. Lu Dongshang
<i>Non-executive Directors:</i>	Mr. Liang Xinjun, Mr. Xu Xiaoliang and Mr. Wu Yijian
<i>Independent non-executive Directors:</i>	Ms. Chen Jinrong, Mr. Choy Sze Chung Jojo, Mr. Xie Jiyuan and Mr. Nie Fengjun