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If you have sold or transferred all your shares in ZHAOJIN MINING INDUSTRY COMPANY LIMITED, you should at once hand this circular together with the accompanying form of proxy and reply slip to the purchaser(s) or transferee(s) or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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ZHAOJIN

ZHAOJIN MINING INDUSTRY COMPANY LIMITED*

招金礦業股份有限公司

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

(Stock Code: 1818)

**PROPOSED RE-ELECTION AND APPOINTMENT OF DIRECTORS
OF THE FIFTH SESSION OF THE BOARD
AND
CONTINUOUS APPOINTMENT OF INDEPENDENT NON-EXECUTIVE
DIRECTORS WHO WILL SERVE MORE THAN NINE YEARS
AND
PROPOSED RE-ELECTION OF SUPERVISORS OF THE FIFTH SESSION
OF THE SUPERVISORY COMMITTEE
AND
PROPOSED ADOPTION OF THE REMUNERATION PACKAGE FOR DIRECTORS
OF THE FIFTH SESSION OF THE BOARD AND SUPERVISORS
OF THE FIFTH SESSION OF THE SUPERVISORY COMMITTEE
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

The EGM of 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. The notice convening the EGM is set out on pages 19 to 21 of this circular. Shareholders who have the right to attend and vote at the EGM are entitled to appoint one or more proxies (whether or not a Shareholder) in writing to attend and vote at the EGM on his/her behalf. For those Shareholders who appoint more than one proxy, such proxies can only exercise their voting rights by way of poll. If you intend to appoint one or more proxies, you should first read the instructions on the accompanying proxy form, and deposit the signed proxy form and (if the proxy form is signed by a person under a power of attorney or other authority) the notarially certified copy of such power of attorney or other authority under which it is signed at the Company's share registrar for H Shares in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares) not less than 24 hours before the time for holding the EGM; or the registered address of the Company in the PRC (for holders of Domestic Shares) not less than 24 hours before the time appointed for holding the EGM. Completion and return of the proxy form shall not preclude a Shareholder from attending and voting at the EGM or any adjourned meetings if he or she so wish. Shareholders who intend to attend the EGM are required to return the reply slip by hand, by post, by telegram or by fax to the Company's share registrar for H Shares in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares of the Company), or the registered address of the Company in the PRC (for holders of Domestic Shares of the Company) on or before 6 February 2016. In order to qualify to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar for H Shares in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares of the Company), or the registered address of the Company in the PRC (for holders of Domestic Shares of the Company) no later than 4:30 p.m. on 26 January 2016.

* For identification purpose only

11 January 2016

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DEFINITIONS

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

“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors of the Company
“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 on 16 April 2004 and the issued H Shares of which are listed on the Main Board of the Stock Exchange
“Company Law”	the Company Law of the PRC
“Directors”	the directors of the Company
“Domestic Share(s)”	the ordinary shares issued by the Company, with a Renminbi denominated par value of RMB1.00 each, which were subscribed for and paid up in Renminbi
“EGM”	the 2016 first extraordinary general meeting of the Company to be held at the Zhaojin ShunHe International Hotel’s conference room, Zhaoyuan City, Shandong Province, the PRC at 9:00 a.m. on Friday, 26 February 2016, to consider and, if thought fit, approve the re-election and appointment of the Directors of the fifth session of the Board, re-election of the Supervisors of the fifth session of the Supervisory Committee and approval of the remuneration package for Directors and Supervisors
“Foreign Shares”	ordinary shares issued by the Company, with a Renminbi denominated par value of RMB1.00 each, which are subscribed for and paid up in a currency other than RMB and include the H Shares
“H Share(s)”	the overseas-listed foreign invested shares of RMB1.00 each in the registered share capital of the Company, which are listed in the Stock Exchange and traded in Hong Kong dollar
“Latest Practicable Date”	8 January 2016, being the latest practicable date prior to the printing of the circular for ascertaining certain information in the circular

* For identification purpose only

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC” or “China”	the People’s Republic of China which, for the purpose of this circular, excludes Hong Kong Special Administrative Region, Macao Special Administrative Region and Taiwan
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shanghai Fosun”	Shanghai Fosun Industrial Investment Co., Ltd.* (上海復星產業投資有限公司), a limited liability company established in the PRC on 22 November 2001 and one of the promoters of the Company
“SSE”	Shanghai Stock Exchange
“Shanghai Yuyuan”	Shanghai Yuyuan Tourist Mart Co., Ltd.* (上海豫園旅遊商城股份有限公司), a joint stock limited company established in the PRC on 25 November 1987 and one of the promoters of the Company
“Shareholder(s)”	the registered holder(s) of Domestic Shares and H Shares of the Company
“Shares”	the ordinary shares of RMB1.00 each in the share capital of the Company, comprising Domestic Shares and H Shares
“SZSE”	Shenzhen Stock Exchange
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	the supervisor(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company, which is comprised of the Supervisors acting as Shareholders’ representatives and the Supervisor acting as the staff representative
“Zhaojin Group”	Shandong Zhaojin Group Company Limited* (招金集團有限公司), a state-owned limited company incorporated in the PRC in June 1992 which holds approximately 38.11% of the entire issued share capital of the Company as at the Latest Practicable Date, is the controlling Shareholder and one of the promoters of the Company

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LETTER FROM THE BOARD



ZHAOJIN

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

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

Executive Directors:

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

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
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

11 January 2016

To the Shareholders

Dear Sir or Madam,

**PROPOSED RE-ELECTION AND APPOINTMENT OF DIRECTORS
OF THE FIFTH SESSION OF THE BOARD
AND
CONTINUOUS APPOINTMENT OF INDEPENDENT NON-EXECUTIVE
DIRECTORS WHO WILL SERVE MORE THAN NINE YEARS
AND
PROPOSED RE-ELECTION OF SUPERVISORS OF THE FIFTH SESSION
OF THE SUPERVISORY COMMITTEE
AND
PROPOSED ADOPTION OF THE REMUNERATION PACKAGE FOR DIRECTORS
OF THE FIFTH SESSION OF THE BOARD AND SUPERVISORS
OF THE FIFTH SESSION OF THE SUPERVISORY COMMITTEE
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

This circular is issued with the notice dated 11 January 2016 in relation to the EGM of the Company to be held on 26 February 2016.

* For identification purpose only

LETTER FROM THE BOARD

The purpose of this circular is to provide you with information regarding proposed resolutions at the EGM in relation to (i) the re-election and appointment of Directors of the fifth session of the Board and continuous appointment of Independent Non-Executive directors who will serve more than nine years; (ii) the re-election of the Supervisors acting as Shareholders' representatives of the fifth session of the Supervisory Committee; and (iii) the approval of the remuneration package for the Directors of the fifth session of the Board and the Supervisors of the fifth session of the Supervisory Committee of the Company and the entering into of the written service contracts with those Directors and Supervisors in respect of their remuneration package, in order to enable you to make an informed decision on whether to vote for or against of these resolutions at the EGM.

RE-ELECTION OF DIRECTORS AND SUPERVISORS

In accordance with the Articles of Association, the Directors and the Supervisors of the Company shall serve a term of three years from the date on which their offices take effect, and are eligible for re-election. Each Director of the Board and two-thirds of the Supervisors of the Supervisory Committee shall be elected at the general meeting by the Shareholders attending the general meeting (including proxy(ies) of the Shareholders) holding more than one-half of the voting rights.

Pursuant to the Articles of Association, the Directors and the Supervisors acting as the Shareholders' representatives shall be elected at the general meeting with a term of three years commencing from the date on which their offices take effect. Those Directors and Supervisors are eligible for re-election upon the expiry of their term of office. The term of office of the Directors and Supervisors who are either additionally appointed or are appointed to fill a casual vacancy of the Board and the Supervisory Committee shall commence from the date on which their appointments take effect until the expiry of the term of the relevant session of the Board and the Supervisory Committee. The Company adopted 26 February 2013, being the date of the first extraordinary general meeting of the Company in 2013, as the date of the commencement of the fourth session of the Board and the Supervisory Committee for a term of three years. Therefore, all existing Directors and the Supervisors acting as Shareholders' representatives shall retire from offices on the date of the EGM, and may be re-elected if they are nominated by the Shareholders of the Company and the Nomination and Remuneration Committee.

The Company issued a notice on 11 January 2016 in relation to the EGM to be held at 9:00 a.m. on Friday, 26 February 2016 to, amongst others re-elect and appoint the Directors of the fifth session of the Board and re-elect the Supervisors acting as Shareholders' representatives of the fifth session of the Supervisory Committee. If elected, the term of office for each of the Directors of the fifth session of the Board and the Supervisors of the fifth session of the Supervisory Committee will be three years with effect from the conclusion of the EGM.

LETTER FROM THE BOARD

I. Re-election and appointment of Directors and continuous appointment of independent non-executive directors who will serve more than nine years

As at the Latest Practicable Date, the fourth session of the Board consists of 11 Directors, including 4 Executive Directors, namely, Mr. Weng Zhanbin (Chairman), Mr. Li Xiuchen, Mr. Cong Jianmao and Mr. Lu Dongshang; 3 Non-executive Directors, namely, Mr. Liang Xinjun (Vice Chairman), Mr. Xu Xiaoliang and Mr. Wu Yijian, and 4 Independent Non-executive Directors, namely, Ms. Chen Jinrong, Mr. Choy Sze Chung Jojo, Mr. Xie Jiyuan and Mr. Nie Fengjun.

The fifth session of the Board will consist of 11 Directors, including 3 executive Directors, 4 Non-Executive Directors and 4 Independent Non-Executive Directors to be re-elected or appointed at the EGM.

The eleven candidates for Directors of the fifth session of the Board have been jointly nominated by Zhaojin Group, the controlling Shareholder of the Company, and Shanghai Yuyuan and Shanghai Fosun, the substantial Shareholders of the Company, and such nominations were presented at the first meeting of the Nomination and Remuneration Committee in 2016 for consideration and approval.

Mr. Weng Zhanbin, Mr. Li Xiuchen, Mr. Cong Jianmao, Mr. Liang Xinjun, Mr. Xu Xiaoliang, Ms. Chen Jinrong and Mr. Choy Sze Chung Jojo were Directors of the fourth session of the Board and were nominated as the candidates for Directors of the fifth session of the Board.

Mr. Li Shoushen and Mr. Gao Min were newly nominated as a candidate for Non-Executive Directors of the fifth session of the Board. Mr. Wei Junhao and Mr. Shen Shifu were newly nominated as candidates for Independent Non-Executive Directors of the fifth session of the Board.

According to code provision A.4.3 of the Corporate Governance Code as set out in Appendix 14 of the Listing Rules, if an Independent Non-Executive director serves more than nine years, any further appointment of such independent non-executive director should be subject to a separate resolution to be approved by the Shareholders.

Ms. Chen Jinrong and Mr. Choy Sze Chung Jojo were appointed and re-appointed as Independent Non-Executive Directors in April 2007 and May 2007 respectively. If Ms. Chen Jinrong and Mr. Choy Sze Chung Jojo are re-elected at the EGM, they may continue to serve the Company for more than nine years. The Company has received from Ms. Chen Jinrong and Mr. Choy Sze Chung Jojo's confirmation of independence according to Rule 3.13 of the Listing Rules. Ms. Chen Jinrong and Mr. Choy Sze Chung Jojo have not engaged in any executive management of the Group. Taking into consideration of their independent scope of works in the past years, the Board considers Ms. Chen Jinrong and Mr. Choy Sze Chung Jojo to be independent under the Listing Rules despite the fact that they will serve the Company for more than nine years. The Board believes that Ms. Chen Jinrong and Mr. Choy Sze Chung Jojo's

LETTER FROM THE BOARD

continuous tenure will bring considerable stability to the Board and the Board has benefited greatly from the presence of Ms. Chen Jinrong and Mr. Choy Sze Chung Jojo who have over time gained valuable insight into the Group. Separate resolution will be proposed for their respective re-election at the EGM.

Mr. Lu Dongshang, a current Executive Director will not serve as an Executive Director for the fifth session of the Board due to re-allocation of work.

Mr. Wu Yijian, a current Non-executive Director will not serve as an Non-Executive Director for the fifth session of the Board due to re-allocation of work.

Mr. Xie Jiyuan, a current Independent Non-executive Director will not serve as an independent Non-Executive Director for the fifth session of the Board because he has reached retirement age.

Mr. Nie Fengjun, a current Independent Non-executive Director will not serve as an independent non-executive Director for the fifth session of the Board for the health reason.

Mr. Lu, Mr. Wu, Mr. Xie and Mr. Nie have confirmed that they have no disagreement with the Board and there are no matter which needs to be brought to the attention of the Shareholders.

A written notice of intention to nominate a candidate as a Director and the candidate's written consent indicating acceptance of nomination shall be delivered to the Company at least 7 days before the convening of the EGM.

The Directors shall serve a term of three years from the date on which their re-elections or appointments take effect. Accordingly, upon the approval of re-election or appointment of Directors at the EGM, the Directors shall serve a term of three years from the date of the EGM.

The Company will propose separate resolutions regarding the election of the Directors of the fifth session of the Board at the EGM. The biographies of the candidates proposed for election at the EGM as Directors of the fifth session of the Board are set out in Appendix I of this circular.

A resolution will be proposed at the EGM to approve the remuneration package for Directors of the fifth session of the Board and enter into new service contracts and/or appointment letters with those Directors in respect of their remuneration package. They shall serve a term of three years commencing from the date of the EGM.

The Company will make further announcement in respect of the re-election of Directors and appointment of a new Director after passing of the relevant resolutions at the EGM in compliance with the requirements of the Listing Rules.

II. Re-election of Supervisors

As at the Latest Practicable Date, the fourth session of the Supervisory Committee consists of 3 Supervisors, including 2 Supervisors acting as Shareholders' representatives, namely Mr. Wang Xiaojie (Chairman of the Supervisory Committee) and Ms. Jin Ting; and 1 Supervisor as the Company's staff representative.

LETTER FROM THE BOARD

In accordance with the Articles of Association, the Supervisory Committee shall consist of three Supervisors, two of whom are the Supervisors acting as Shareholders' representatives and the remaining one is the Supervisor acting as the staff representative of the Company. The Supervisors acting as Shareholders' representatives shall be elected and removed at the general meeting, while the Supervisor acting as the staff representative shall be democratically elected and removed by the staff and workers of the Company. The Supervisors shall serve a term of three years and are eligible for re-election.

The candidates for the Supervisors acting as Shareholders' representatives of the fifth session of the Supervisory Committee have been jointly nominated by Zhaojin Group, the controlling Shareholder of the Company, and Shanghai Yuyuan and Shanghai Fosun, the substantial Shareholders of the Company, and such nominations were presented at the first meeting of the Nomination and Remuneration Committee in 2016 for consideration and approval.

The current Supervisors acting as Shareholders' representatives of the fourth session of the Supervisory Committee, namely Mr. Wang Xiaojie and Ms. Jin Ting were nominated as the candidates for re-election as the Supervisors acting as Shareholders' representatives of the fifth session of the Supervisory Committee.

The Supervisors shall serve a term of three years from the date on which their re-elections take effect. Accordingly, the Supervisors shall serve a term of three years from the date of the EGM upon the approval for re-election of the Supervisors acting as Shareholders' representatives at the EGM.

The Company will propose separate resolutions regarding the election of the Supervisors acting as Shareholders' representatives of the fifth session of the Supervisory Committee. The biographies of the candidates proposed for election at the EGM as the Supervisors acting as Shareholders' representatives of the fifth session of the Supervisory Committee are set out in Appendix II of this circular.

A resolution will be proposed at the EGM to approve the remuneration package for Supervisors of the fifth session of the Supervisory Committee and enter into new service contracts and/or appointment letters with those Supervisors in respect of their remuneration package. They shall serve a term of three years commencing from the date of the EGM.

The Company will make further announcement in respect of the re-election of Supervisors acting as Shareholders' representatives after passing of the relevant resolutions at the EGM in compliance with the requirements of the Listing Rules.

LETTER FROM THE BOARD

III. Proposal on Remuneration Package for Directors of the Fifth Session of the Board and Supervisors of the Fifth Session of the Supervisory Committee

Directors' Remuneration

Under the terms of the service contract, the term of each Director is three years.

The executive Directors will not receive fixed salary from the Company as directors' remuneration during their term of office. Instead, their remuneration will be determined by the Nomination and Remuneration Committee of the Board upon assessment of the management of the Company in accordance with relevant requirements in the PRC and the policy adopted by the Company, of which remuneration is linked with the Company's results and the executive Directors' performance. The non-executive Directors will not receive any directors' remuneration during their term of office. Instead, they will be remunerated by their respective Shareholders with reference to their specific administrative duties and upon assessment by their respective Shareholders in accordance with relevant requirements in the PRC and their internal remuneration management regulations. The independent non-executive Directors will receive a remuneration of RMB160,000 (before taxation) per annum for their service under the service contract, which is determined by the Board with reference to their duties and responsibilities with the Company and the prevailing market rate.

The Company will disclose the remuneration payable by the Company to the Directors in its annual report.

Supervisors' Remuneration

Under the terms of the service contract, the term of each Supervisor is three years.

The Supervisors acting as Shareholders' representatives will not receive any Supervisors' remuneration during their term of office. Instead, they will be remunerated by the respective Shareholders with reference to their specific administrative duties and upon assessment by their respective Shareholders in accordance with relevant requirements in the PRC and their internal remuneration management regulations. The Supervisor as staff representative will not receive fixed salary from the Company during his term of office. Instead, his remuneration will be determined based on his duties with the Company and by the management of the Company upon assessment of the mid-level management of the Company in accordance with relevant requirements in the PRC and the policy adopted by the Company, of which remuneration is linked with the Company's results and his performance.

The Company will disclose the remuneration payable by the Company to the Supervisors in its annual report.

LETTER FROM THE BOARD

EGM

The EGM of the Company will be held at the Zhaojin ShunHe International Hotel's conference room, Zhaoyuan City, Shandong Province, the PRC at 9:00 a.m. on Friday, 26 February 2016. At the EGM, the resolution relating to (i) the appointment and re-election of the Directors of the fifth session of the Board and continuous appointment of Independent Non-executive directors who will serve for more than nine years; (ii) the re-election of the Supervisors acting as Shareholders' representatives of the fifth session of the Supervisory Committee; and (iii) the approval of the remuneration package for the members of the fifth session of the Board and the Supervisory Committee of the Company and the entering into of written service contracts with those Directors and Supervisors in respect of their remuneration package, will be proposed and subject to the passing of ordinary resolutions by the Shareholders at the EGM.

Accordingly, the notice of the EGM is attached herewith, which is set out on pages 19 to 21 of this circular and published on the website of Stock Exchange (<http://www.hkexnews.hk>) and the website of the Company (<http://www.zhaojin.com.cn>).

The reply slip and form of proxy for use at the EGM are attached herewith. The reply slip and form of proxy are also published on the website of Stock Exchange (<http://www.hkexnews.hk>) and the website of the Company (<http://www.zhaojin.com.cn>). Whether you attend the EGM or not, you are requested to (i) complete the accompanying reply slip in accordance with the instructions printed thereon and return on or before Saturday, 6 February 2016; and (ii) complete the accompanying form of proxy in accordance with the instructions printed thereon and return it not later than 24 hours before the time appointed for the holding of the EGM or its adjournment (as the case may be). Completion and return of the form of proxy shall not preclude you from attending and voting at the EGM if you so wish.

Each Shareholder who wishes to appoint a proxy/proxies to attend the EGM is requested to complete and sign the proxy form (the "Form") in accordance with the instructions printed thereon and return the Form 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 not later than 24 hours before the time appointed for the holding of the EGM (for the holders of H Shares of the Company); 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 EGM (i.e., at or before 9:00 a.m. on 25 February 2016).

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. The Chairman of the EGM shall therefore demand voting on the resolutions set out in the notice of the EGM be taken by way of poll pursuant to Article 8.18 of the Articles of Association.

On a poll, every Shareholder present in person or by proxy or (being a corporation) by its duly authorized representative shall have one vote for each Share registered in his/her name in the register of members. A Shareholder entitled to more than one vote needs not cast all his/her votes in the same manner.

LETTER FROM THE BOARD

RECOMMENDATIONS

The Directors consider that the resolutions as set out in the notice of EGM in relation to the re-election and appointment of the Directors of the fifth session of the Board and the re-election of the Supervisors acting as Shareholders' representatives of the fifth session of the Supervisory Committee and the remuneration package for Directors and Supervisors and the entering into of written service contracts with those Directors and Supervisors in respect of their remuneration package are fair and reasonable as far as the Company is concerned and in the best interests of the Company and its Shareholders. In addition, the Board considers that (i) Mr. Weng Zhanbin, Mr. Li Xiuchen and Mr. Cong Jianmao are candidates capable of performing the duty as Executive Directors; (ii) Mr. Liang Xinjun, Mr. Li Shoushen, Mr. Xu Xiaoliang and Mr. Gao Min are candidates capable of performing the duty as Non-executive Directors; (iii) Ms. Chen Jinrong, Mr. Choy Sze Chung Jojo, Mr. Wei Junhao and Mr. Shen Shifu are candidates capable of performing the duty as Independent Non-executive Directors; and (iv) Mr. Wang Xiaojie and Ms. Jin Ting are the candidates capable of performing the duty as the Supervisors acting as Shareholders' representatives. As such, the Board recommends the Shareholders to vote in favour of all the proposed resolutions at the EGM.

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

Biographical details of the candidates for re-election and appointment as Directors of the fifth session of the Board are set out as follows:

BIOGRAPHIES OF CANDIDATES FOR EXECUTIVE DIRECTORS

Mr. Weng Zhanbin, aged 50, was born in 1966. He graduated from Baotou Steel and Iron College in 1989 with a degree in mining engineering. He obtained a master degree in mining engineering from Northeastern University in 2002, qualified as an applied engineering technology researcher, and graduated from the Cheung Kong Graduate School of Business with an EMBA degree in 2008. He is an Executive Director and the Chairman of the Company. Currently, Mr. Weng is the director of Sparky International Trade Company Limited (斯派柯國際貿易有限公司). Mr. Weng has more than 20 years of experience in the gold production industry. Mr. Weng had held positions of deputy section chief and mine supervisor of Zhaoyuan Xiadian Gold Mine; deputy general manager and deputy secretary of the Communist Party of Zhaoyuan Jinchiling Gold Mine; the deputy secretary of the Communist Party, vice chairman and deputy general manager of Jinchiling Mining & Metallurgy Co., Ltd. under Zhaojin Group and mine manager of Jinchiling Gold Mine of the Company; and the general manager of Zhaojin Group and a Executive Director of the Company. Mr. Weng has been a Non-executive Director of the Company since February 2010, and has been re-designated as an Executive Director and the president of the Company since November 2010. He has been the vice chairman of the Company since June 2013, and has resigned from the position of vice chairman and president and served as the chairman of the Company since January 2014. Mr. Weng has been granted numerous provincial and national awards, such as Science & Technology Pacesetter of National Gold Industry in the 10th Five-Year Plan Period, Science & Technology Outstanding Contribution Award of National Gold Industry in the 11th Five-Year Plan Period, Labour Model of National Gold Industry in the 11th Five-Year Plan Period, Shandong Provincial People-enrich and Lu-thriving Labour Medal, Shandong Provincial Excellent Entrepreneur and Excellent Entrepreneur of the State in recognition of his achievements in technological and business management. He has obtained national patents for five of his inventions.

As at the Latest Practicable Date, Mr. Weng was deemed to be interested in 565,000 Shares held through a corporation controlled by him.

Mr. Li Xiuchen, aged 53, was born in 1963. He graduated from Shenyang Institute of Gold Technology majoring in mine engineering with the qualification of a senior engineer. He is an Executive Director and the President of the Company. Currently, Mr. Li is the chairman (legal representative) of Shandong Ruiyin Mining development Company Limited (山東瑞銀礦業發展有限公司), the chairman (legal representative) of Laizhou City Mining Company Limited (萊州市瑞海礦業有限公司), the chairman (legal representative) of Shandong Wucaolong Investment Company Limited (山東五彩龍投資有限公司), a director of Shanghai Jiuzhuang Business Management Company Limited* (上海久莊企業管理有限公司), a director of Dayu Zhishui (Resource) Holding Company Limited* (大愚智水(資源)控股有限公司) and a director of Dayu Zhishui (China) High-Tech Company Limited* (大愚智水中國高科技有限公司). Mr. Li has more than 30 years of experience in the gold production industry. Mr. Li served as a technician of the production office of Luoshan Gold Mine, the deputy supervisor,

co-ordination officer and first deputy mine manager of Daiqinjia Gold Mine, the deputy mine manager and deputy general manager at Beijie Gold Mine and Zhongkuang Gold Industry, the deputy general manager, chairman and general manager of Xinyuan Gold Technology Development Co., Ltd, and the senior Vice President of Zhaojin Mining. Mr. Li has been the vice president of the Company since February 2007 and served as the Executive Director of the Company since March 2012, and served as the executive president of the Company since February 2013. He has resigned from the position of executive president and served as the president of the Company since January 2014. Mr. Li has been granted numerous honorary awards, such as Science & Technology Outstanding Contribution Award of National Gold Industry in the 8th Five-Year Plan Period, Advanced Workers of Technology Management of National Gold Industry, National Excellent Workers of Facilities Management, Science and Technology Grade I Award by the China Gold Association, Shandong Gold Science and Technology Advancement Grade I Award, Yantai Science & Technology Pacesetter, National Equipment Management Outstanding Leader, and National Special Contribution Award of Equipment Management Outstanding Worker.

Mr. Cong Jianmao, aged 53, was born in 1963. He graduated from Shandong TV University and Shandong Business Administration Institute. He is an Executive Director and the deputy secretary of the Communist Party of the Company. Mr. Cong has been the section chief of the Planning and Finance Section of Zhaoyuan Municipal Commerce Bureau, the chairman of the supervisory committee of Zhaoyuan City State-owned Assets Operation Company Limited (招遠市國有資產經營有限公司), the chairman of the supervisory committee of Zhaojin Group, and the deputy director of Zhaoyuan Municipal Finance Bureau. Mr. Cong has been a Non-executive Director of the Company since December 2005. He has been an Executive Director of the Company since 20 March 2015. Mr. Cong is the chairman (legal representative) of Zhaoyuan City Jintingling Mining Company Limited (招遠市金亭嶺礦業有限公司) and Zhaoyuan City Zhaojin Jishan Mining Company Limited (招遠市招金紀山礦業有限公司).

BIOGRAPHIES OF CANDIDATES FOR NON-EXECUTIVE DIRECTORS

Mr. Liang Xinjun, aged 48, was born in 1968. He graduated from genetic engineering of Fudan University and obtained an MBA degree in 2007 from Cheung Kong Graduate School of Business. He is a Non-executive Director, vice chairman of the Company, an executive director and the vice chairman and chief executive officer of Fosun International Limited. Mr. Liang is a member of the 12th Shanghai Committee of Chinese People's Political Consultative Conference; vice chairman of the 11th Shanghai United Youth Association; vice chairman of China Young Entrepreneurs Association; executive vice chairman of China Science and Technology Private Entrepreneurs Association; chairman of Taizhou Chamber of Commerce in Shanghai, executive chairman of Shanghai Fudan University Alumni Association; executive vice chairman of Cheung Kong Graduate School of Business Alumni Association, and a member of APEC Business Council and a committee member of the Management Committee of APEC Business Council. Mr. Liang has been a Non-executive Director of the Company since April 2007. Mr. Liang has been awarded the "Directors of the Year Awards 2013" by The Hong Kong Institute of Directors, named a "Chinese Economic Leader 2013", awarded the "Outstanding Zhejiang Entrepreneur Award" at The Second World Zhejiang Entrepreneurs

Convention, recognized as one of “Top 10 PE Capitalists in China for 2012”, “Top 10 Leaders in Finance Industry in Shanghai for 2012”, awarded “Chinese Business Leader of the Year 2011” at the Seventh Horasis, “China Youth Entrepreneur Management Innovation Award 2008” and named a “Ten Outstanding Young People in Shanghai 2008”.

Mr. Li Shousheng, aged 52, was born in 1964. Mr. Li graduated from Kunming Institute of Technology with a degree in mining geology. He is an engineering technology application researcher, safety production experts of Yantai City, and a member of Shandong safety production management association. He is the current director, general manager and deputy secretary of party committee of Zhaojin Group. Mr. Li had held positions of director of operation department of Luoshan Gold Mine, deputy manager of Dayingezhuang Gold Mine, product manager, chief engineer and vice-general manager of Zhaojin Group. He also served as the chairman of Tuoli County Zhaojin Beijiang Mining Industry Co., Ltd, Shandong Goldsoft Technology Co., Ltd, and Shandong Zhaojin Gold and Silver Refining Co., Ltd. Mr. Li has 33 years of experience in the gold production industry and excellent contribution in technology and management. He got 44 achievements in scientific research as a leader of enterprise technology center, academician workstation and postdoctoral workstation of Zhaojin Group. He has been granted numerous honorary awards, such as Science and Technology Model of National Gold Industry in the tenth Five-year Plan, Labour Model of National Gold Industry in the 11th Five-Year Plan Period Science & Technology Outstanding Contribution Award of National Gold Industry, Foregoer of Enterprise Technology Innovation of Shandong Provincial and Shandong Provincial Excellent Entrepreneur.

Mr. Xu Xiaoliang, aged 43, was born in 1973. He graduated from East China Normal University School of Business Management and was awarded a master’s degree. He is a Non-executive Director of the Company, and is the executive director and vice president of Fosun Group, the chairman of Fosun Property Holding (復星地產控股), and the joint chairman of the Zhejiang chamber of commerce real estate association, a member of Shanghai Youth Federation and the vice president of China Real Estate Chamber of Commerce, the chairman of Shanghai Yuyuan Tourist Mart Co., Ltd., a company listed on the SSE, and a non-executive director of Shanghai Zendai Property Limited, a company listed on the Stock Exchange. He has over 18 years of experience in real estate distribution services and investment development, and had previously served as the assistant to the general manager of Forte Land (Group) Co. Ltd, the chairman of Shanghai Ceyuan Property Consultants Limited, and the president of Fosun Property Holding. He was successively granted the “Shanghai 4 May Youth Medal” and the “Shanghai Top Ten Youth Business People”. Mr. Xu has been a Non-executive Director of the Company since January 2014.

Mr. Gao Min, aged 43, was born in 1973. He is the vice president of Shanghai Yuyuan Tourist Mart Co., Ltd. which was listed on the SSE and the director, external management consultancy, distinguished experts and guest lecturers of the Shanghai Steel Group Corporation (Group) Co., Ltd. (Code: 300226) (上海鋼聯股份(集團)有限公司) which was listed on the SSE. Mr. Gao previously served as an assistant of President and the General Manager for human resources of Shanghai Fosun High Technology (Group) Co., Ltd. (上海復星高科技(集團)有限公司), the vice president of the group of Forte Land (Group) Co., Ltd (復地(集團)股份有限公司) and the chairman of the board of subordinate company in charge of human resources and

corporate universities. Mr. Gao graduated in 1995 from Shanghai Normal University with a bachelor's degree in English and American literature studies, and in 2001 won the China Europe International Business School MBA degree.

BIOGRAPHIES OF CANDIDATES FOR INDEPENDENT NON-EXECUTIVE DIRECTORS

Ms. Chen Jinrong, aged 57, was born in 1959. She graduated from Renmin University of China and is an associate professor. She is a qualified accountant in China and an independent director. She is an Independent Non-executive Director of the Company, and a lecturer in School of Economics and Management of Tsinghua University and Beijing Union University. Ms. Chen is also an independent non-executive director of SSE listed companies Meihua Holdings Group Co., Ltd. (code: 600873) and Shanxi Lu'an Environmental Energy Development Co., Ltd. (code: 601699), Stock Exchange listed company Jingwei Textile Machinery Co., Ltd. (code: 0350), and the OTC securities market listed company Synutra International Co., Ltd. Ms. Chen mainly focuses on research into, teaching of and counseling on corporate financial management, analysis of financial report for listed companies and operations of corporate capital, corporate organization and risk control, comprehensive corporate budget management etc. She has solid experience in aspects such as corporate restructuring, comprehensive corporate; budget management, capital operations and corporate internal control. Ms. Chen had served as the deputy head of the finance department of China Information Industry Research Institute under the Ministry of Information Industry, the deputy general manager of Beijing Hua Tsing Cai Zhi Corporate Management Counseling Company, etc. Ms. Chen has been an independent Non-executive Director of the Company since April 2007. Ms. Chen has gained the reputation as an outstanding young and middle-aged backbone teacher in Beijing City and an outstanding teacher of Economic Committee of Beijing Municipal Government.

Ms. Chen was appointed as an Independent Non-executive Director of the Company since April 2007. Should she be re-elected at the EGM, she may continue to serve the Company for more than nine years. The Company has received Ms. Chen's confirmation of independence according to Rule 3.13 of the Listing Rules. Ms. Chen has not engaged in any executive management of the Group. Taking into consideration of her independent scope of work in the past years, the Board considers Ms. Chen to be independent under the Listing Rules despite the fact that she has served the Company for more than nine years. The Board believes that Ms. Chen's continuous tenure brings considerable stability as she has over time gained valuable insight into the operations and management of the Group.

Mr. Choy Sze Chung Jojo, aged 57, was born in 1959. He obtained his Master of Business Administration Degree from University of Wales, Newport and his Master of Business Law Degree from Monash University, Australia. He is an Independent Non-executive Director of the Company, and also the vice chairman of National Resources Securities Limited. Mr. Choy is also an independent non-executive director of Stock Exchange listed companies Chengdu PUTIAN Telecommunications Cable Limited (code: 1202), Sparkle Roll Group Limited (code: 0970), Orient Securities Limited (code: 8001) and Luye Pharma Group Ltd. (code: 2186). Mr. Choy is also the permanent honorary president of The Institute of Securities

Dealers Limited, a fellow member of The Hong Kong Institute of Directors, a fellow member of Institute of Financial Accountants, a fellow member of Institute of Public Accountants, a fellow member of the Institute of Compliance Officer, a member of Society of Registered Financial Planner Limited, a member of the fourth session of the Chief Executive Election Committee of Hong Kong Special Administrative Region, a member of the Election Committee of the 12th National People's Congress of Hong Kong Special Administrative Region, a member of CPPCC (Chinese People's Political Consultative Conference) Shantou, a honorary president of Shantou Overseas Friendship Association, an honorary president of Shantou Overseas Exchanges Association, an honorary principal of Chen Po Sum School and a council member of Rotary Club Kowloon West. Mr. Choy has extensive experience in the securities industry and business management. Mr. Choy has been an Independent Non-executive Director of the Company since May 2007.

Mr. Choy was appointed as an independent non-executive Director of the Company since May 2007. Should he be re-elected at the EGM, he may continue to serve the Company for more than nine years. The Company has received from Mr. Choy of his confirmation of independence according to Rule 3.13 of the Listing Rules. Mr. Choy has not engaged in any executive management of the Group. Taking into consideration of his independent scope of work in the past years, the Board considers Mr. Choy to be independent under the Listing Rules despite the fact that he has served the Company for more than nine years. The Board believes that Mr. Choy's continuous tenure brings considerable stability as he has over time gained valuable insight into the operations and management of the Group.

Mr. Wei Junhao, aged 55, was born in 1961. He is a professor (postdoctor) and doctoral supervisor. Mr. Wei is an Independent Non-executive Director of the Company, and also a professor of China University of Geosciences (Wuhan) Resources Institute. Mr. Wei is also a supervision engineer of Central Geological Exploration Fund, standing director of Chinese Association of Mineral Resources Appraisers, member of China Geological Society Overseas Resources Committee and member of China Geological Society Mine Geology Committee. Mr. Wei once was an independent non-executive director of SSE listed Company China National Gold Group (stock code: 600489). Currently, he is an independent non-executive director of SSE listed company, Inner Mongolia Chifeng Jilong Gold Mining Co., Ltd (stock code: 600988), SZSE listed companies, Guangdong Rongsheng Supermicro Wire Co., Ltd (stock code: 002141), and Zhongrun Resource Investment Co., Ltd (stock code: 000506). Mr. Wei has engaged in metallogenic prediction and prospecting research with over 20 years work experience in geological research and exploration practice. Mr. Wei puts forward "mineralization field theory", which is very famous in domestic gold industry. Mr. Wei has hosted more than 50 national level, provincial level and crosswise projects as project leader. By his effort, Liaoning Wulong Gold Mine increased 20 tonnes reserves in prospecting ore in resource exhausted mines during 1997-1999. Shanxi Tongguan Gold Mining Company increased 17 tonnes reserves in geological research and prospecting study during 2004-2007. Shandong Yantai Xintai Gold Company increased 15 tonnes reserves in geological prospecting research project during 2006-2009. Other prospecting projects also obtained obvious results. Many large-scale domestic professional papers such as "China Gold News", "China Mining News", and "China Metallurgical News" reported his prospecting results several times.

Mr. Shen Shifu, aged 50, was born in 1966. He is a professor of engineering, doctor and master tutor. Mr. Shen is a chief engineer, research group leader, marketing department manager and business department manager of Beijing General Research Institute of Mining and

Metallurgy. Mr. Shen once worked at Tsingtao Lubi Cement Co., Ltd as director of laboratory, marketing department manager and manager assistant. Mr. Shen was hired as academic foregoer of China Inorganic Chemical Industry Society (中國無機化工學會), professor committee member of China Non-metallic Mineral Industry Association Professional Committee of Graphite (中國非金屬礦工業協會石墨專業委員會), and professor committee member of China Nonferrous Metals Society Technical Experts Working Committee (中國有色金屬學會技術專家工作委員會). As the main operator, Mr. Shen has participated in science and technology support project of the tenth Five-year Plan, the Eleventh Five-year Plan, and the Twelfth Five-year Plan, national high and new technology industrialization projects, State 863 projects, and State 973 projects. Mr. Shen has undertaken more than 30 enterprises commissioned topic (including the beneficiation of various kinds of mineral, the comprehensive utilization of tailings, and the harmless disposal and comprehensive utilization of mineral material and solid waste). Mr. Shen has awarded 3 Ministerial First Prize of Technology Progress, 5 Institute First Prize of Technology Progress, and 11 national patents. Mr. Shen has also awarded “Top Ten Outstanding Youth” of Laoshan district, Pace-setters in the new Long March, and advanced individual of Beijing General Research Institute of Mining and Metallurgy Engineering Research Design Institute (北京礦冶研究總院礦物工程研究設計所).

The above candidates for re-election or appointment as Executive Directors, Non-executive Directors and Independent Non-executive Directors will enter into service contracts with the Company upon the approval of their re-elections or appointments at the EGM. Pursuant to the terms of the service contracts, the term of their appointments will be three years from the date of their re-elections or appointments become effective. The proposed remuneration package for the Directors is set out on page 8 of this circular.

Save as disclosed above, as at the Latest Practicable Date, none of the above candidates for the Executive Directors, Non-executive Directors and Independent non-executive Directors have any interest in the Shares of the Company within the meaning of Part XV of the SFO. They have not been subject to any public sanctions by statutory or regulatory authority.

Save as disclosed above, the above candidates for the Executive Directors, Non-executive Directors and Independent Non-executive Directors (1) have not held any directorships in any public listed companies in the past three years, and they do not have any other major appointment and professional qualifications; (2) do not have any positions with the Company or any of its subsidiaries; and (3) are not connected with any Directors, senior management or substantial Shareholders or controlling Shareholders (as defined in the Listing Rules) of the Company.

Save as disclosed above, there are no other matters concerning the proposed re-election and appointment of the above candidates as the Directors of the fifth session of the Board that need to be brought to the attention of the Shareholders and the Stock Exchange and there are no other matters which shall be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

* For identification purpose only

Biographical details of the candidates for re-election as Supervisors acting as Shareholders' representatives of the fifth session of the Supervisory Committee are set out as follows:

BIOGRAPHIES OF CANDIDATES FOR SUPERVISORS ACTING AS SHAREHOLDERS' REPRESENTATIVES

Mr. Wang Xiaojie, aged 43, was born in 1973. He is currently the chairman of the Supervisory Committee of the Company, the deputy secretary of the Party Committee of Zhaojin Group and the chairman of the Labour Union. He has served as the deputy manager of Zhaoyuan City Gold Software Science and Technology Co., Ltd., and then the deputy manager and manager of Information Centre of Zhaojin Group. Mr. Wang graduated with a degree in applied electronic technology from Institute of Information Engineering of Shandong, a degree in computer application from Qingdao Chemical & Engineer College and a degree in economics and management from the Party School of the Shandong Provincial Committee of the Communist Party of China. Mr. Wang has been a Supervisor of the Supervisory Committee of the Company since April 2007.

Ms. Jin Ting, aged 53, was born in 1963. She is currently a Supervisor of the Supervisory Committee of the Company. Ms. Jin used to serve as deputy general manager of finance department, manager of finance department, manager of fund management department and assistant to president of Shanghai Yuyuan. She is currently the vice president of Shanghai Yuyuan, which was listed on the SSE. Ms. Jin graduated from Shanghai Light Industry Bureau Vocational University majoring in finance and accounting. She has extensive experience in finance, audit and human resources. Ms. Jin has been a Supervisor of the Supervisory Committee of the Company since February 2010.

The above candidates for re-election as Supervisors acting as Shareholders' representatives and the Supervisor acting as the staff representative will enter into service contracts with the Company respectively upon the approval of the above candidates' re-elections at the EGM. Pursuant to the terms of the service contracts, the term of their appointments will be three years from the date of their re-elections become effective. The proposed remuneration package for the Supervisors is set out on page 8 of this circular.

As at the Latest Practicable Date, none of the candidates for Supervisors have any interest in the Shares of the Company within the meaning of Part XV of the SFO. They have never been subject to any public sanctions by statutory or regulatory committees.

Save as disclosed above, the candidates for Supervisors (1) have not held any directorships in any public listed companies in the past three years, and they do not have any other major appointment and professional qualifications; (2) do not have any positions with the Company or any of its subsidiaries; and (3) are not connected with any Directors, senior management or substantial Shareholders or controlling Shareholders (as defined in the Listing Rules) of the Company.

Save as disclosed above, there are no other matters concerning the proposed re-election of the above candidates as Supervisors acting as Shareholders' representatives of the fifth session of the Supervisory Committee that need to be brought to the attention of the Shareholders and the Stock Exchange and there are no other matters which shall be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

NOTICE OF THE EGM



Z H A O J I N

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

NOTICE OF THE EGM

- (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.

NOTICE OF THE EGM

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