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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 SECOND EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2016 second extraordinary general meeting (the "EGM") of Zhaojin Mining Industry Company Limited (the "Company") will be held at the Company's conference room at No.299 Jinhui Road, Zhaoyuan City, Shandong Province, the People's Republic of China (the "PRC") at 9:00 a.m. on Monday, 15 August 2016 for the following purposes:

SPECIAL RESOLUTION

1. Issue Proposal of Renewable Bonds in the PRC

Each of the following proposed items in respect of the proposed issue of Renewable Bonds in the PRC be and is hereby individually approved (subject to the review and approval of the relevant PRC regulatory authorities):

(a) Details of the Renewable Bonds proposed to be issued are as follows:

- (i) Issuer: the Company
- (ii) Method of issue: Public issue to eligible investors. To the best of the Directors' knowledge, information and belief having made all reasonable inquiry, such eligible investors are expected to be third parties independent of the Company and the connected person (as defined in the Listing Rules) of the Company
- (iii) Place of issue: the PRC
- (iv) Size of issue: not more than RMB4.0 billion, to be issued in one or more tranches
- (v) Term of the bond: each term of the Renewable Bonds shall be 5 interest accruing years. The issuer is entitled to exercise the renewal option at the end of each term. When the issuer exercises the renewal option, the Renewable Bonds will be renewed for an additional term (i.e. 5 years). In the event that no renewal option is exercised, the Renewable Bonds will become payable in full when due

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- (vi) Renewal option: each term of the Renewable Bonds shall be 5 interest accruing years. At the end of each term, the issuer is entitled to renew the Renewable Bonds for an additional term (i.e. 5 years), or repay and redeem the Renewable Bonds in full as they fall due at the end of the term
- (vii) Use of proceeds: mainly used for the production and operation of the Company, including but not limited to replenishment of liquidity, repayment of borrowings and project investment expenses, which shall be within the scope as permitted by the relevant regulatory authorities
- (viii) Order of repayment: in the event of winding up, the order of settlement of the Renewable Bonds is the same as that of ordinary debts of the issuer
- (ix) Others: terms such as interest deferral will be included in the Renewable Bonds
- (x) Validity period of the resolution: 12 months from the date of passing of this resolution at the general meeting

(b) Measures to secure the repayment of the Renewable Bonds

In case of occurrence of expected inability to repay principals and interests of the Renewable Bonds as scheduled or inability to repay principals and interest of the Renewable Bonds when they become due, the following measures will be adopted to secure the Company's ability to repay the Renewable Bonds according to relevant laws and regulations, including but not limited to:

- (i) no distribution of dividends to the Shareholders;
- (ii) suspension of the implementation of projects relating to capital expenditure, such as material external investments, mergers and acquisitions, etc;
- (iii) reduction or suspension of salary and bonus of the Directors and senior management of the Company; and
- (iv) not allowing the key officers to resign from their posts.

(c) Authorization and mandate to be granted to the Board

The Board is hereby authorised to deal with all such matters relating to the issue of the Renewable Bonds, including but not limited to the following:

- (i) so far as permitted by laws and regulations according to the actual conditions of the Company and the market, determine and amend the actual plans for the issue of the Renewable Bonds, adjust the plans and relevant terms of the issue of the Renewable Bonds, including but not limited to the timing, method,

quantity, price and term of the issue (including the term of the renewal option), method of determining interest, redemption provision, interest step-up provision, interest deferral provision, tranche structure and uses of proceeds, determine and appoint the relevant intermediaries to participate in the issue of Renewable Bonds, sign the legal documents and agreements relating to the issue of Renewable Bonds, etc.;

- (ii) take all necessary and ancillary actions relating to the issue of the Renewable Bonds, including but not limited to, making underwriting arrangements and lodging the application to the relevant PRC regulatory authorities for the issue of the Renewable Bonds, obtaining the approval(s) from the relevant PRC regulatory authorities, appointing trustee for the proposed issue of the Renewable Bonds, executing trust and custodian agreements and stipulating rules for Renewable Bonds holders' meeting and arranging for other issues and liquidity matters;
- (iii) take all necessary actions to determine and make arrangements for all matters relating to the proposed issue and listing of the Renewable Bonds, including negotiating, approving, authorising, executing, amending and completing the relevant legal documents, agreements, contracts relating to the issue and listing of the Renewable Bonds and make appropriate disclosure, and to approve, confirm and ratify any actions taken by the Board for the foregoing matters;
- (iv) deal with any matters relating to the issue and listing of the Renewable Bonds pursuant to the relevant rules of the relevant domestic stock exchange(s); and take all actions as deemed necessary by the Board relating to the issue of and listing of the Renewable Bonds;
- (v) should there be any changes in the policies of the PRC regulatory authorities in relation to the issue of the Renewable Bonds or any new requirements under the relevant accounting standards, save for those matters subject to 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 Renewable Bonds based on the feedback (if any) from the relevant PRC regulatory authorities or exercise discretion to postpone or suspend the issue of the Renewable Bonds; and
- (vi) the Board may delegate the 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 EGM.

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

Zhaoyuan, the PRC, 30 June 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 30 June 2016.
2. The shareholders of the Company should note that the register of members of the Company will be closed from 16 July 2016 to 15 August 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 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), or the registered address of the Company in the PRC (for holders of Domestic Shares) no later than 15 July 2016.
3. Shareholders of the Company whose names appear on the register of members on 16 July 2016 are entitled to attend and vote at the EGM (or any adjourned meetings).
4. If a shareholder appoints more than one proxy to attend the meeting, its proxy can only vote by poll.
5. Holders of H Shares 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. Completion and return of the proxy form of the EGM will not preclude a shareholder from attending the EGM.
6. If a proxy is appointed to attend the EGM on behalf of a shareholder, the proxy must produce proof of identity and the authorization instrument with the date of issue and duly signed by the shareholder 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 EGM, such representative must produce proof of identity and the authorization instrument bearing the company chop of the legal person shareholder and duly authorised by its legal representative.
7. If the proxy form is signed by a person under a power of attorney or other authority, such 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 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.
8. 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 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) on or before 26 July 2016.

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9. 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, the PRC

Tel: (86 535) 8256086

Fax: (86 535) 8227541

Postal code: 265400

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

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

Non-executive Directors: *Mr. Liang Xinjun, Mr. Li Shousheng, Mr. Xu Xiaoliang and
Mr. Gao Min*

*Independent non-executive
Directors:* *Ms. Chen Jinrong, Mr. Choy Sze Chung Jojo,
Mr. Wei Junhao and Mr. Shen Shifu*