
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 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)

REGISTRATION AND ISSUE OF SUPER SHORT-TERM BONDS OF NOT MORE THAN RMB8.0 BILLION IN THE PRC AND NOTICE OF 2017 FIRST EXTRAORDINARY GENERAL MEETING

Unless the context otherwise requires, capitalised terms used in this circular (including this cover page) have the same meanings as those defined in the section headed “Definitions” in this circular.

The EGM of the Company will be held at the Company’s conference room at No. 299 Jinhui Road, Zhaoyuan City, Shandong Province, the PRC at 9:00 a.m. on Monday, 18 September 2017. The notice convening the EGM is set out in 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 notorially certified copy of such power of attorney or other authority under which it is signed, no later than 9:00 a.m. on Sunday, 17 September 2017, at (i) 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 (ii) the registered address of the Company in the PRC (for holders of Domestic Shares). 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 wishes.

Shareholders who intend to attend the EGM are required to return the reply slip by hand, by post, by telegram or by fax, on or before 29 August 2017, to (i) 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 (ii) the registered address of the Company in the PRC (for holders of Domestic Shares).

In order to qualify to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged, no later than 4:30 p.m. on 18 August 2017, with (i) 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 (ii) the registered address of the Company in the PRC (for holders of Domestic Shares).

CONTENTS

	<i>Pages</i>
Definitions	1
Letter from the Board	2
Notice of 2017 First Extraordinary General Meeting	6

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
“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 the H Shares of which are listed on the Hong Kong Stock Exchange
“Director(s)”	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 2017 first extraordinary general meeting of the Company to be held at the Company’s conference room at No.299 Jinhui Road, Zhaoyuan City, Shandong Province, the PRC at 9:00 a.m. on Monday, 18 September 2017
“Hong Kong”	The Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“H Share(s)”	the overseas-listed foreign invested shares of RMB1.00 each in the share capital of the Company, which are denominated in Renminbi and listed on the main board of the Hong Kong Stock Exchange and traded in Hong Kong dollar
“Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange
“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of PRC
“Shareholder(s)”	the registered holder(s) of Domestic Shares and H Shares
“Share(s)”	the ordinary shares of RMB1.00 each in the share capital of the Company, comprising Domestic Shares and H Shares

* For identification purpose only

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. Cong Jianmao

Registered address:

No. 299 Jinhui Road

Zhaoyuan City

Shandong Province

PRC

Non-executive Directors:

Mr. Liang Xinjun (*Vice chairman*)

Mr. Li Shousheng

Mr. Xu Xiaoliang

Mr. Gao Min

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. Wei Junhao

Mr. Shen Shifu

3 August 2017

To the Shareholders

Dear Sir or Madam,

**REGISTRATION AND ISSUE OF SUPER SHORT-TERM BONDS OF
NOT MORE THAN RMB8.0 BILLION IN THE PRC
AND
NOTICE OF 2017 FIRST EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with the notice of EGM and the information regarding the resolution to be proposed at the EGM concerning, among other things, the following matter:

* For identification purpose only

LETTER FROM THE BOARD

I. REGISTRATION AND ISSUE OF SUPER SHORT-TERM BONDS OF NOT MORE THAN RMB8.0 BILLION IN THE PRC

Background

In order to supplement the working capital of the Company, to adjust the respective proportions of long-term, middle-term and short-term financing of the Company, to further optimize the debt structure, to alleviate the needs for short-term funding, so as to ensure the sustainable, healthy and steady business development of the Company, and to further enhance the overall competitiveness and long term profitability, the Board proposed to register and issue super short-term bonds (the “**Super Short-Term Bonds**”) in the PRC with an aggregate principal amount of not more than RMB8.0 billion. The proposed registration and issue of the Super Short-Term Bonds is subject to the approval of the Shareholders by way of a special resolution.

The proposed issue of the Super Short-Term Bonds shall also be registered and approved by China Inter-bank Market Dealers Association.

Details of the Super Short-Term Bonds

Details of the Super Short-Term Bonds proposed to be registered and issued are as follows:

- (i) Issuer: the Company
- (ii) Method of issue: public issue in China inter-bank bond markets by way of book-building of the members of underwriting team and centralised placing
- (iii) Size of issue: the principal amount of the issue shall be not more than RMB8.0 billion (inclusive), which will be issued in tranches
- (iv) Term: not more than 270 days (inclusive)
- (v) Method of repayment of principal and interest: the principal and interest shall be repaid in one lump sum on maturity
- (vi) Determination of interest rate: determine the interest rate by way of book-building of the members of underwriting team
- (vii) Use of proceeds: mainly be used for the production and operation activities of the Company, including but not limited to replenishment of liquidity and repayment of borrowings, which shall be within the scope as permitted by the relevant regulatory authorities
- (viii) Targets of the issue: institutional investors in China inter-bank bond markets (other than those investors prohibited by relevant PRC laws and regulations)
- (ix) Validity period for the resolution: 36 months from the date of the passing of the resolution at the EGM

LETTER FROM THE BOARD

Authorisation 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 EGM to grant the authority to the Board to deal with all such matters relating to the registration and issue of the Super Short-Term 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, to determine the actual plans for the issue of the Super Short-Term Bonds, and amend, adjust the plans and relevant terms of the issue, including but not limited to specific matters such as the timing, method, quantity, price and term of the issue, interest rate of issue, tranche structure and use of proceeds; to 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 any changes in 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, to 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 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.

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 EGM shall therefore demand voting on the resolution set out in the notice of EGM to 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 authorised representative) shall have one vote for each Share registered in his/her/its name in the register of members of the Company. 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 is of the view that the resolution on the registration and issue of the Super Short-Term Bonds is fair and reasonable and in the best interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends all the Shareholders to vote in favour of the resolution to be proposed at the EGM as set out in the notice of EGM.

LETTER FROM THE BOARD

IV. CLOSURE OF REGISTER OF MEMBERS

The Shareholders should note that the register of members of the Company will be closed from 19 August 2017 to 18 September 2017 (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, no later than 4:30 p.m. on 18 August 2017, with (i) 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 (ii) the registered address of the Company in the PRC (for holders of Domestic Shares).

V. 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

NOTICE OF 2017 FIRST EXTRAORDINARY GENERAL MEETING



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 2017 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2017 first 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, 18 September 2017 for the following purposes:

SPECIAL RESOLUTION

1. Registration and Issue of Super Short-Term Bonds of not more than RMB8.0 billion in PRC

Each of the following proposed items in respect of the proposed registration and issue of Super Short-Term Bonds in the PRC be and is hereby individually approved (subject to registration with the China Inter-bank Market Dealers Association):

(a) Details of the Super Short-Term Bonds

- (i) Issuer: the Company
- (ii) Method of issue: public issue in China inter-bank bond markets by way of book-building of the members of underwriting team and centralised placing
- (iii) Size of issue: the principal amount of the issue shall be not more than RMB8.0 billion (inclusive), which will be issued in tranches
- (iv) Term: not more than 270 days (inclusive)
- (v) Method of repayment of principal and interest: the principal and interest shall be repaid in one lump sum on maturity
- (vi) Determination of interest rate: determine the interest rate by way of book-building of the members of underwriting team

* For identification purpose only

NOTICE OF 2017 FIRST EXTRAORDINARY GENERAL MEETING

- (vii) Use of proceeds: mainly be used for the production and operation activities of the Company, including but not limited to replenishment of liquidity and repayment of borrowings, which shall be within the scope as permitted by the relevant regulatory authorities
- (viii) Targets of the issue: institutional investors in China inter-bank bond markets (other than those investors prohibited by relevant PRC laws and regulations)
- (ix) Validity period for the resolution: 36 months from the date of the passing of the resolution at the EGM

(b) Authorisation and mandate to be granted to the Board

To grant authority to the Board to deal with all such matters relating to the registration and 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 according to the actual conditions of the Company and the market, to determine the actual plans for the issue of the super short-term bonds, and amend, adjust the plans and relevant terms of the issue, including but not limited to specific matters such as the timing, method, quantity, price and term of the issue, interest rate of issue, tranche structure and use of proceeds; to 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 any changes in 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, to 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 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, 3 August 2017

* For identification purpose only

NOTICE OF 2017 FIRST EXTRAORDINARY GENERAL MEETING

Notes:

1. Unless otherwise indicated, capitalised terms used herein shall have the same meaning as those defined in the circular of the Company dated 3 August 2017.
2. The Shareholders should note that the register of members of the Company will be closed from 19 August 2017 to 18 September 2017 (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, no later than 4:30 p.m. on 18 August 2017, with (i) 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 (ii) the registered address of the Company in the PRC (for holders of Domestic Shares).
3. Shareholders whose names appear on the register of members on 18 September 2017 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 authorisation 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 authorisation 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 no later than 9:00 a.m. on Sunday, 17 September 2017 at (i) 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 (ii) the registered address of the Company in the PRC (for holders of Domestic Shares).
8. Shareholders who intend to attend the EGM should return the reply slip by hand, by post, by telegram or by fax, on or before 29 August 2017, to (i) the registered address of the Company in the PRC (for holders of Domestic Shares), or (ii) 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).
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

NOTICE OF 2017 FIRST EXTRAORDINARY GENERAL MEETING

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