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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*, 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 OF DIRECTORS
OF THE SIXTH SESSION OF THE BOARD
AND
CONTINUOUS APPOINTMENT OF INDEPENDENT NON-EXECUTIVE
DIRECTORS WHO HAVE SERVED MORE THAN NINE YEARS
AND
PROPOSED APPOINTMENT AND RE-ELECTION OF SUPERVISORS OF
THE SIXTH SESSION OF THE SUPERVISORY COMMITTEE
AND
PROPOSED ADOPTION OF THE REMUNERATION PACKAGES FOR DIRECTORS
OF THE SIXTH SESSION OF THE BOARD AND SUPERVISORS
OF THE SIXTH SESSION OF THE SUPERVISORY COMMITTEE
AND
REGISTERED ISSUE OF RENEWABLE CORPORATE BONDS OF
NOT MORE THAN RMB6.0 BILLION IN THE PRC
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 Tuesday, 26 February 2019. The notice convening the EGM is set out on pages 24 to 28 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), or the registered address of the Company in the PRC (for holders of Domestic Shares) on or before 6 February 2019. 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), or the registered address of the Company in the PRC (for holders of Domestic Shares) no later than 4:30 p.m. on 25 January 2019.

* For identification purpose only

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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
“Director(s)”	the director(s) 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 2019 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 Tuesday, 26 February 2019, to consider and, if thought fit, approve the re-election of the Directors of the sixth session of the Board, appointment and re-election of the Supervisors of the sixth session of the Supervisory Committee, approval of the remuneration packages for Directors and Supervisors and the registration and issuance of renewable corporate bonds of not more than RMB6.0 billion in the PRC
“ESSP”	the first employee shares subscription plan of the Company
“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
“Independent Non-executive Director(s)”	the independent non-executive director(s) of the Company
“Latest Practicable Date”	7 January 2019, being the latest practicable date prior to the printing of the circular for ascertaining certain information in the circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

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DEFINITIONS

“Nomination and Remuneration Committee”	the nomination and remuneration committee of the Company
“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
“Renewable Bonds”	renewable corporate bonds in the PRC proposed to be registered and issued by the Company with an aggregate principal amount of not more than RMB6.0 billion
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shandong Zhaojin”	Shandong Zhaojin Group Company Limited* (山東招金集團有限公司), a state-owned limited company incorporated in the PRC in June 1992 which holds approximately 36.23% 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
“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
“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
“SSE”	Shanghai 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 employee representative
“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

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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. Dong Xin
Mr. Wang Ligang

Registered Address:

No. 299 Jinhui Road
Zhaoyuan City
Shandong Province
PRC

Non-executive Directors:

Mr. Xu Xiaoliang (*Vice Chairman*)
Mr. Liu Yongsheng
Mr. Yao Ziping
Mr. Gao Min

Principal Place of Business in Hong Kong:

31st 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. Wei Junhao
Mr. Shen Shifu

11 January 2019

To the Shareholders

Dear Sir or Madam,

**PROPOSED RE-ELECTION OF DIRECTORS
OF THE SIXTH SESSION OF THE BOARD
AND
CONTINUOUS APPOINTMENT OF INDEPENDENT NON-EXECUTIVE
DIRECTORS WHO HAVE SERVED MORE THAN NINE YEARS
AND
PROPOSED APPOINTMENT AND RE-ELECTION OF SUPERVISORS OF
THE SIXTH SESSION OF THE SUPERVISORY COMMITTEE
AND
PROPOSED ADOPTION OF THE REMUNERATION PACKAGES FOR DIRECTORS
OF THE SIXTH SESSION OF THE BOARD AND SUPERVISORS
OF THE SIXTH SESSION OF THE SUPERVISORY COMMITTEE
AND
REGISTERED ISSUE OF RENEWABLE CORPORATE BONDS OF
NOT MORE THAN RMB6.0 BILLION IN THE PRC
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

This circular is issued with the notice dated 11 January 2019 in relation to the EGM of the Company to be held on 26 February 2019.

* 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 of Directors of the sixth session of the Board and continuous appointment of Independent Non-executive Directors who have served more than nine years; (ii) the appointment and re-election of the Supervisors acting as Shareholders' representatives of the sixth session of the Supervisory Committee; (iii) the approval of the remuneration packages for the Directors of the sixth session of the Board and the Supervisors of the sixth session of the Supervisory Committee and the entering into of written service contracts with those Directors and Supervisors in respect of their remuneration packages; and (iv) the registered issue of renewable corporate bonds of not more than RMB6.0 billion in the PRC, 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 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 2016, being the date of the first extraordinary general meeting of the Company in 2016, as the date of the commencement of the fifth 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 2019 in relation to the EGM to be held at 9:00 a.m. on Tuesday, 26 February 2019 to re-elect the Directors of the sixth session of the Board and appoint and re-elect the Supervisors acting as Shareholders' representatives of the sixth session of the Supervisory Committee. If elected, the term of office for each of the Directors of the sixth session of the Board and the Supervisors of the sixth session of the Supervisory Committee will be three years with effect from the conclusion of the EGM.

LETTER FROM THE BOARD

I. Re-election of Directors and continuous appointment of Independent Non-executive Directors who have served more than nine years

Re-election of Directors

As at the Latest Practicable Date, the fifth session of the Board consists of 11 Directors, including three executive Directors, namely, Mr. Weng Zhanbin (Chairman), Mr. Dong Xin and Mr. Wang Ligang; four non-executive Directors, namely, Mr. Xu Xiaoliang (Vice Chairman), Mr. Liu Yongsheng, Mr. Yao Ziping and Mr. Gao Min, and four Independent Non-executive Directors, namely, Ms. Chen Jinrong, Mr. Choy Sze Chung Jojo, Mr. Wei Junhao and Mr. Shen Shifu.

The sixth session of the Board shall consist of 11 Directors, including three executive Directors, four non-executive Directors and four Independent Non-executive Directors to be re-elected at the EGM.

As part of the Company's process for appointment of Directors, 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. Mr. Weng Zhanbin, Mr. Dong Xin, Mr. Wang Ligang, Mr. Xu Xiaoliang, Mr. Liu Yongsheng, Mr. Yao Ziping, Mr. Gao Min, Ms. Chen Jinrong, Mr. Choy Sze Chung Jojo, Mr. Wei Junhao and Mr. Shen Shifu were Directors of the fifth session of the Board and have been nominated as the candidates for Directors of the sixth session of the Board by Shandong Zhaojin, the controlling Shareholder of the Company, and 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 2019 for consideration and approval.

The Directors shall serve a term of three years from the date on which their re-elections take effect. Accordingly, upon the approval of re-election 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 sixth session of the Board at the EGM. The biographies of the candidates proposed for election at the EGM as Directors of the sixth session of the Board are set out in Appendix I of this circular.

LETTER FROM THE BOARD

A resolution will be proposed at the EGM to approve the remuneration packages for Directors of the sixth session of the Board and enter into new service contracts with those Directors in respect of their remuneration packages.

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

Continuous appointment of Independent Non-executive Directors who have served more than nine years

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 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 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 have served the Company for more than nine years. The Board believes that Ms. Chen Jinrong and Mr. Choy Sze Chung Jojo's 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 contributed valuable insight into the Group over time. Separate resolution will be proposed for their respective re-election at the EGM.

Further information in relation to the re-election and appointment of Independent Non-executive Directors

The current Independent Non-executive Directors of the fifth session of the Board, namely, Ms. Chen Jinrong, Mr. Choy Sze Chung Jojo, Mr. Wei Junhao and Mr. Shen Shifu, have all been jointly nominated by Shandong Zhaojin, the controlling Shareholder of the Company, and Yuyuan and Shanghai Fosun, the substantial Shareholders of the Company, to be the Independent Non-executive Directors of the sixth session of the Board. Such nominations were considered and approved by the 2019 first meeting of the Nomination and Remuneration Committee.

LETTER FROM THE BOARD

In considering and approving such nominations, the Nomination and Remuneration Committee has considered the past performance of the Independent Non-executive Directors, the independence confirmations pursuant to Rule 3.13 of the Listing Rules they have furnished to the Company and their background skills, knowledge and experience having regard to the board diversity policy adopted by the Board. The board diversity policy of the Board set out that the selection of board candidates shall be based on a range of diversified perspectives with reference to the Company's business model and specific needs, including but not limited to gender, age, race, language, cultural background, educational background, industry experience and professional experience.

The biographies of Ms. Chen Jinrong, Mr. Choy Sze Chung Jojo, Mr. Wei Junhao and Mr. Shen Shifu are set out in Appendix I of this circular. The Board noted that they have experience in different fields and professions, including business, finance, engineering, geological research and exploration practice and mineral processing which are relevant to the Company's business. In addition, their respective education, background, experience and practice allow them to provide valuable and relevant insights and contribute to the diversity of the Board. None of them holds seven or more listed company directorship, thus they can give sufficient time and attention to the Company's affairs. The Board has greatly benefited from their contribution in the past.

In view of the above, and given that the above Independent Non-executive Directors have furnished their independence confirmation under Rule 3.13 of the Listing Rules to the Board and have not engaged in any executive management of the Group, the Board believes that Ms. Chen Jinrong, Mr. Choy Sze Chung Jojo, Mr. Wei Junhao and Mr. Shen Shifu are independent and should be elected.

II. Appointment and re-election of Supervisors

As at the Latest Practicable Date, the fifth session of the Supervisory Committee consists of 3 Supervisors, including 2 Supervisors acting as Shareholders' representatives, namely Mr. Li Xiuchen (chairman of the Supervisory Committee) and Mr. Zou Chao; and 1 Supervisor as the Company's employee representative.

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 employee 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 employee 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 sixth session of the Supervisory Committee have been jointly nominated by Shandong Zhaojin, the controlling Shareholder of the Company, and Yuyuan and Shanghai Fosun, the substantial Shareholders of the Company.

LETTER FROM THE BOARD

The candidate who was newly nominated as the shareholder representative Supervisor of the sixth session of the Supervisory Committee was Mr. Wang Xiaojie.

Mr. Li Xiuchen, the current shareholder representative Supervisor of the fifth session of the Supervisory Committee, was not nominated as the Supervisor of the sixth session of the Supervisory Committee. Mr. Li has confirmed that he has no disagreement with the Supervisory Committee and there is no matter that needs to be brought to the attention of the Shareholders.

The current Supervisors acting as Shareholders' representatives of the fifth session of the Supervisory Committee, namely Mr. Zou Chao was nominated as the candidates for re-election as the Supervisors acting as Shareholders' representatives of the sixth 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 sixth 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 sixth 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 packages for Supervisors of the sixth session of the Supervisory Committee and enter into new service contracts with those Supervisors in respect of their remuneration packages. 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 appointment and 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.

III. Proposal on Remuneration Packages for Directors of the Sixth Session of the Board and Supervisors of the Sixth Session of the Supervisory Committee

Directors' Remuneration

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

LETTER FROM THE BOARD

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 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 nominating Shareholders with reference to their specific administrative duties and upon assessment by such 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 contracts of the Supervisors, 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 their respective nominating Shareholders with reference to their specific administrative duties and upon assessment by such Shareholders in accordance with relevant requirements in the PRC and their internal remuneration management regulations. The Supervisor as employee 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.

REGISTERED ISSUE OF RENEWABLE CORPORATE BONDS OF NOT MORE THAN RMB6.0 BILLION IN THE PRC

In order 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 the Renewable Bonds. The proposed registered issue of the Renewable Bonds is subject to the approval of the Shareholders by way of a special resolution.

The proposed registered issue of the Renewable Bonds is also subject to the review and approval of the relevant PRC regulatory authorities.

LETTER FROM THE BOARD

1. Proposed Issue of Renewable Bonds

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
- (iii) Place of issue: the PRC
- (iv) Size of issue: the aggregate principal amount shall not be more than RMB6.0 billion, to be issued in one or more tranches
- (v) Term of the bond: each term of the Renewable Bonds shall not be more than 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. In the event that no renewal option is exercised, the Renewable Bonds will become payable in full when due
- (vi) Renewal option: each term of the Renewable Bonds shall not be more than 5 interest-accruing years. At the end of each term, the issuer is entitled to renew the Renewable Bonds for an additional term, or repay 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 terms of the Renewable Bonds
- (x) Validity period of the resolution: 36 months from the date of passing of the relevant resolution at the EGM

LETTER FROM THE BOARD

2. Granting of authority to the Board to deal with such matters relating to the issue of the Renewable Bonds

To ensure the proper completion of the proposed issue of the Renewable Bonds, it is proposed that a special resolution be passed by the Shareholders generally and unconditionally at the EGM to grant authority to the Board 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 and 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 use 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

LETTER FROM THE BOARD

- (vi) the Board may delegate the authority to Mr. Weng Zhanbin, the chairman of the Board, and Mr. Dong Xin, 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.

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 Tuesday, 26 February 2019. At the EGM, the resolutions relating to (i) the re-election of the Directors of the sixth session of the Board and continuous appointment of Independent Non-executive Directors who have served for more than nine years; (ii) the appointment and re-election of the Supervisors acting as Shareholders' representatives of the sixth session of the Supervisory Committee; (iii) the approval of the remuneration packages for the members of the sixth 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 packages, will be proposed and subject to the passing of ordinary resolutions by the Shareholders at the EGM; and (iv) the registered issue of renewable corporate bonds of not more than RMB6.0 billion in the PRC, will be proposed and subject to the passing of a special resolution by the Shareholders at the EGM.

Accordingly, the notice of the EGM is attached herewith, which is set out on pages 24 to 28 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 Wednesday, 6 February 2019; 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 holders of H Shares); or for holders of Domestic Shares 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 2019).

LETTER FROM THE BOARD

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/its name in the register of members. A Shareholder entitled to more than one vote needs not cast all his/her/its votes in the same manner.

RECOMMENDATIONS

The Directors consider that the resolutions as set out in the notice of EGM in relation to (i) the re-election of the Directors of the sixth session of the Board and continuous appointment of Independent Non-executive Directors who have served more than nine years; (ii) appointment and the re-election of the Supervisors acting as Shareholders' representatives of the sixth session of the Supervisory Committee; (iii) the approval of the remuneration packages for the Directors of the sixth session of the Board and the Supervisors of the sixth session of the Supervisory Committee and the entering into of written service contracts with those Directors and Supervisors in respect of their remuneration packages; and (iv) the registered issue of renewable corporate bonds of not more than RMB6.0 billion in the PRC 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. Dong Xin and Mr. Wang Ligang are candidates capable of performing the duty as executive Directors; (ii) Mr. Xu Xiaoliang, Mr. Liu Yongsheng, Mr. Yao Ziping 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 Mr. Zou Chao 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

* For identification purpose only

APPENDIX I BIOGRAPHIES OF THE CANDIDATES PROPOSED FOR THE SIXTH SESSION OF THE BOARD

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

BIOGRAPHIES OF CANDIDATES FOR EXECUTIVE DIRECTORS

Mr. Weng Zhanbin, aged 53, was born in 1966. He graduated from Baotou Steel and Iron College with a degree in mining engineering. He obtained a master degree in mining engineering from Northeastern University, qualified as an applied engineering technology researcher, and acquired an EMBA degree from the Cheung Kong Graduate School of Business. He is an executive Director and the chairman of the Company. Currently, Mr. Weng is the director of Sparky International Company Limited (斯派柯國際有限公司). 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 Shandong Zhaojin and mine manager of Jinchiling Gold Mine of the Company; and the general manager of Shandong Zhaojin and an executive Director of the Company. 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, Science & Technology Outstanding Contributor of National Gold Industry in the 12th Five-Year Plan, Shandong Provincial People-enrich and Lu-thriving Labour Medal, Shandong Provincial Excellent Entrepreneur, Excellent Entrepreneur of the State, Taishan Industry Leading Talent and the Most Influential Leader of Listed Company of China Securities Golden Bauhinia Awards in recognition of his achievements in technological and business management. He has obtained national patents for five of his inventions. Mr. Weng had been a non-executive Director of the Company since February 2010, and has been an executive Director and the president of the Company since November 2010. He had 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.

As at the Latest Practicable Date, Mr. Weng was interested in 1,200,000 Shares of the Company through the ESSP.

APPENDIX I BIOGRAPHIES OF THE CANDIDATES PROPOSED FOR THE SIXTH SESSION OF THE BOARD

Mr. Dong Xin, aged 53, was born in 1966. He graduated from Shenyang Gold Institute majoring in mining, acquired an EMBA degree from Dalian University of Technology, and qualified as an applied engineering technology researcher. He is currently an executive Director and the executive president of the Company and the chairman of Gold Association of Xinjiang Uygur Autonomous Region. Currently, Mr. Dong is the Chairman and legal representative of Jiashi Tonghui Mining Company Limited (伽師縣銅輝礦業有限責任公司), Xinjiang Xinhui Copper Company Limited (新疆鑫慧銅業有限公司), Tuoli Zhaojin Beijiang Mining Company Limited (托裡縣招金北疆礦業有限公司), Ejina Yuantong Mining Industry Company Limited (額濟納旗圓通礦業有限責任公司) and Fengningjinlong Mining Company Limited (豐寧金龍黃金工業有限公司), the director of Laizhou Ruihai Mining Industry Company Limited (萊州市瑞海礦業有限公司). Mr. Dong served as a technician, vice director, director, deputy chief mining officer and chief mining officer of Xiadian Gold Mine, general manager of Tuoli Zhaojin Beijiang Mining Company Limited, general manager of Xinjiang Xingta Mining Company Limited and production director of the Company. Mr. Dong has been awarded the First Prize of Technology Advancement in Shandong Province, the Grade I and Special Award of Science and Technology of the China Gold Association for a number of times, and granted a number of honorary awards such as the Leader of Corporate Technology Innovation in Shandong Province, Shandong Provincial People-enrich and Lu-thriving Labour Medal, Shandong Provincial Excellent Entrepreneur, National Excellent Workers of Facilities Management. He was a part time professor of Shandong University of Technology, and was awarded as the Labour Model of Xinjiang Tarbagatay Prefecture, Labour Model of National Gold Industry in the 11th Five-Year Plan Period, Reserve Revaluation Expert of Shandong Mining Association, Science & Technology Pacesetter of National Gold Industry in the 12th Five-Year Plan Period and Advanced Individual of National Standardized Gold Industry in the 12th Five-Year Plan. Mr. Dong has served as the vice president of the Company since February 2013 and as an executive Director and executive president of the Company since March 2018.

As at the Latest Practicable Date, Mr. Dong was interested in 300,000 Shares of the Company through the ESSP.

Mr. Wang Ligang, aged 47, was born in 1972. He graduated from Shandong Economic University with a major in labour economy management and obtained a Master of Engineering and an EMBA degree from Tsinghua University. He has the qualification of Senior Gold Investment Analyst and affiliated person of The Hong Kong Institute of Chartered Secretaries. He is currently an executive Director, a vice president and the secretary to the Board of the Company. Currently, Mr. Wang is an executive director of Zhaoyuan Jintingling Mining Industry Company Limited (招遠市金亭嶺礦業有限公司) and the director of Sparky International Company Limited (斯派柯國際有限公司). Mr. Wang served in various managerial positions for Zhaoyuan Beijie Gold Mine and Shandong Zhaojin. Since 2004, he served as a director of the general manager's office and director of the Board office of the Company, assistant to Board secretary of the Company and general manager of Sparky International Company Limited. Mr. Wang has been the Secretary to the Board since December 2007, has served as the vice president of the Company since February 2013 and has served as an executive Director of the Company since March 2018.

As at the Latest Practicable Date, Mr. Wang was interested in 1,000,000 Shares of the Company through the ESSP.

APPENDIX I BIOGRAPHIES OF THE CANDIDATES PROPOSED FOR THE SIXTH SESSION OF THE BOARD

BIOGRAPHIES OF CANDIDATES FOR NON-EXECUTIVE DIRECTORS

Mr. Xu Xiaoliang, aged 46, was born in 1973. He graduated from East China Normal University School of Business Management and was awarded a master's degree. He is the vice chairman and a non-executive Director of the Company, and is an executive director and the co-president of Fosun Group, the chairman of Fosun Hive Holding (復星蜂巢控股), 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 Yuyuan (stock code: 600655), a company listed on the SSE. 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 (復地(集團)股份有限公司), the chairman of Shanghai Ceyuan Property Consultants Limited, and the president of Fosun Property Holding Group. 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 and the vice chairman of the Company since March 2018.

Mr. Liu Yongsheng, aged 54, was born in 1965. He graduated from the Party School of the Central Committee of Communist Party of China with a major in laws, and was qualified as a professor-level senior administrative engineer. He is now a non-executive Director of the Company and currently holds positions as the deputy secretary of the Communist Party Committee, the general manager and the director of Shandong Zhaojin. Mr. Liu has accumulated extensive experience in respect of mine processing management, internal audit, human resources as well as Communist Party committee, administrative offices, labour unions and the Communist Youth League management, and had previously served as the director of processing workshop, office chief of the administration bureau, a member of the Communist Party of China Committee, the deputy secretary of the Communist Party and the deputy chief mining officer of Xiadian Gold Mine under the Company; an assistant to the general manager, the secretary of the Communist Party discipline supervisory committee, a member of the Communist Party of China Committee, the chairman of the labour union of the Company; the deputy secretary of the Communist Party, a director, the secretary of the Communist Party discipline supervisory committee and the chairman of the Supervisory Committee of Shandong Zhaojin. Mr. Liu has been granted a number of honorary awards and recognitions such as an active member of National Machinery Metallurgy Union, an active member of labour union of Shandong Province and the medal of May Day Labour Model in Yantai. Mr. Liu has been a non-executive Director of the Company since March 2018.

APPENDIX I BIOGRAPHIES OF THE CANDIDATES PROPOSED FOR THE SIXTH SESSION OF THE BOARD

Mr. Yao Ziping, aged 45, was born in 1974. He is a doctor and a senior engineer. He obtained a bachelor's degree of economics from Nankai University, a degree of Master of Business Administration (MBA) from Tsinghua University and a doctorate of management from Graduate University of Chinese Academy of Sciences (中國科學院研究生院). He is currently a non-executive Director of the Company, a vice president of Fosun Group (復星集團) and the chief executive officer of Fosun Resources Group (復星資源集團). Mr. Yao served as the general manager of enterprise planning and development department of China Minmetals Corporation (中國五礦集團公司), the chairman and general manager of Minmetals Steel Co., Ltd. (五礦鋼鐵有限責任公司), the assistant to president of China Minmetals Corporation (中國五礦集團公司), the general manager of Minmetals Development Co., Ltd. (五礦發展股份有限公司) (stock code:600058), a company listed on the SSE, the deputy general manager and chief information officer of China Minmetals Corporation (中國五礦集團公司) and the chairman of Minmetals Development Co., Ltd. (五礦發展股份有限公司), and the president of Europol Intelligent Network Co., Ltd. (歐浦智網股份有限公司) (stock code: 002711), a company listed on the Shenzhen Stock Exchange. Mr. Yao has won the first prize and second prize of "National Enterprise Management Modernization Innovation Achievements" each time. He has won the title of "Person of the Year in China's Production Materials Circulation" and "Top Ten Outstanding Persons of China's Steel E-commerce". Mr. Yao has been a non-executive Director of the Company since March 2018.

Mr. Gao Min, aged 46, was born in 1973, obtained a bachelor's degree in English and American literature studies from Shanghai Normal University with a MBA degree from China Europe International Business School. He is a non-executive Director of the Company, senior assistant to the President of Fosun International (stock code: 00656), a company listed on the Stock Exchange, co-chief human resource officer, and a non-executive director of Yuyuan (stock code: 600655) listed on the SSE. Mr. Gao has served as a vice president of Yuyuan and chairman of its subordinate industry group, an assistant to the president and the joint general manager for human resources department 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 Forte Land (Group) Co., Ltd (復地(集團)股份有限公司) and the chairman of the board of its subordinate city company in charge of human resources, corporate universities and part of the business. Mr. Gao is a specially appointed expert of an externally renowned management consulting organization. Mr. Gao has been a non-executive Director of the Company since February 2016.

APPENDIX I BIOGRAPHIES OF THE CANDIDATES PROPOSED FOR THE SIXTH SESSION OF THE BOARD

BIOGRAPHIES OF CANDIDATES FOR INDEPENDENT NON-EXECUTIVE DIRECTORS

Ms. Chen Jinrong, aged 60, was born in 1959. She graduated from Renmin University of China and is an associate professor. She is an qualified accountant in China and a qualified 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 a SSE listed company, Shanxi Lu'an Environmental Energy Development Co., Ltd. (山西潞安環保能源開發股份有限公司) (code: 601699), Bright Oceans Inter-Telecom Corporation (億陽信通股份有限公司) (code: 600289) and the Shenzhen Stock Exchange listed company Jingwei Textile Machinery Co., Ltd. (經緯紡織機械股份有限公司) (code: 000666). 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 (北京華清財智企業管理顧問公司), etc. Ms. Chen was awarded Outstanding Young Teacher in Beijing City and Outstanding Teacher by the Economic Committee of Beijing Municipal Government.

Ms. Chen was appointed as an Independent Non-executive Director of the Company since April 2007. She has served 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.

APPENDIX I BIOGRAPHIES OF THE CANDIDATES PROPOSED FOR THE SIXTH SESSION OF THE BOARD

Mr. Choy Sze Chung Jojo, aged 60, was born in 1959. He obtained his Master of Business Administration Degree from University of Wales, United Kingdom 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 (中潤證券有限公司). Mr. Choy is also an independent non-executive director of Stock Exchange listed companies Sparkle Roll Group Limited (code: 0970) (耀萊集團有限公司), Luye Pharma Group Ltd. (code: 2186) (綠葉製藥集團有限公司) and First Credit Finance Group Limited (code: 8215) (第一信用金融集團有限公司). 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 in the United Kingdom, a fellow member of Institute of Public Accountants in Australia, a fellow member of the Institute of Compliance Officers, a member of Society of Registered Financial Planners Limited, a member of the fourth session and the fifth session of the Chief Executive Election Committee of Hong Kong Special Administrative Region, a member of the Election Committee of the 12th and 13th National People's Congress of Hong Kong Special Administrative Region, a member of Chinese People's Political Consultative Conference (CPPCC) Shantou, an 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 appointed as an Independent Non-executive Director of the Company since May 2007. He has served 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.

APPENDIX I BIOGRAPHIES OF THE CANDIDATES PROPOSED FOR THE SIXTH SESSION OF THE BOARD

Mr. Wei Junhao, aged 58, was born in 1961. He is a professor (postdoctoral) 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 has engaged in metallogenic prediction and prospecting research for a long time with over 20 years of 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 80 national level, provincial level and enterprise 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. Qinghai Yushu copper, lead and zinc prospecting project obtained more than 1.2 million reserves. Made major breakthrough in the prospecting of lead and zinc deposits in Xiasai, Sichuan Province. Other prospecting projects also obtained obvious results. Many large-scale domestic professional newspaper such as “China Gold News”, “China Mining News”, and “China Metallurgical News” reported his prospecting results several times. Mr. Wei currently cultivates over 110 masters and doctoral students. Mr. Wei has been an Independent Non-executive Director of the Company since February 2016.

Mr. Shen Shifu, aged 53, was born in 1966. He is a professor of engineering, a tutor of doctor and master candidates. He mainly carries out the research of resources comprehensive utilization technology and mineral processing technology. Mr. Shen is an Independent Non-executive Director of the Company, a chief expert of Mineral Processing Research and Design Institute of BGRIMM Technology Group Co., Ltd. (“**BGRIMM Group**”) (北京礦冶科技集團有限公司選礦研究設計所). Mr. Shen once worked at Tsingtao Lubi Cement Co., Ltd (Original Tsingtao Laoshan Cement Plant) as director of laboratory, production 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), 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 presided over or participated in science and technology support project of the Tenth Five-year Plan, the Eleventh Five-year Plan, the Twelfth Five-year Plan, and the Thirteenth Five-year key research and development program national high and new technology industrialization projects, State 863 Project, and State 973 Project. Mr. Shen has undertaken more than 40 enterprise commissions (including the beneficiation of various kinds of mineral, the comprehensive utilization of tailings, and the harmless disposal of hazardous waste and comprehensive utilization of mineral material). Mr. Shen has been awarded three Ministerial First Prize of Technology Progress, six Institute First Prize of Technology Progress, and more than 10 national patents. Mr. Shen has also been awarded “Top Ten Outstanding Youth” of Laoshan district, Pace-setters in the new Long March, and advanced individual of Mineral Processing Research and Design Institute of BGRIMM Group. Mr. Shen has been an Independent Non-executive Director of the Company since February 2016.

APPENDIX I BIOGRAPHIES OF THE CANDIDATES PROPOSED FOR THE SIXTH SESSION OF THE BOARD

The above candidates for re-election 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 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 packages 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 had 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 other 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 the Directors of the sixth 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.

**APPENDIX II BIOGRAPHIES OF THE CANDIDATES PROPOSED
FOR THE SIXTH SESSION OF THE
SUPERVISORY COMMITTEE**

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

BIOGRAPHIES OF CANDIDATES FOR SUPERVISORS ACTING AS SHAREHOLDERS' REPRESENTATIVES

Mr. Wang Xiaojie, aged 46, was born in 1973. He is currently the deputy secretary of the Party Committee of Shandong Zhaojin 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 Shandong Zhaojin. 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 was the shareholder representative supervisor of the Company and the chairman of the Supervisory Committee from April 2007 to March 2018.

Mr. Zou Chao, aged 37, was born in 1982 and graduated from Shanghai University of Finance and Economics with a master's degree in business management. He is currently the vice president and chief financial officer of Yuyuan, which is listed on the Shanghai Stock Exchange. Mr. Zou has served as the Assistant Manager of KPMG Huazhen Certified Public Accountants, senior financial manager of Financial Management Center of Shimao Real Estate and Head of Innovation Finance Department. He has served as the director of Budget Analysis and senior financial director of Fosun Property Holdings Limited (復星地產控股有限公司) and the president assistant and chief financial officer of Shanghai Forte Land Company Limited (復地(集團)股份有限公司). He has accumulated extensive experience in respect of financial management of large scale enterprises. Mr. Zou has served as the shareholder representative supervisor of the Company since August 2018.

The above candidates for appointment and re-election as Supervisors acting as Shareholders' representatives will enter into service contracts with the Company 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 packages for the Supervisors is set out on page 9 of this circular.

**APPENDIX II BIOGRAPHIES OF THE CANDIDATES PROPOSED
FOR THE SIXTH SESSION OF THE
SUPERVISORY COMMITTEE**

As at the Latest Practicable Date, none of the candidates for Supervisors had 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 other 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 appointment and re-election of the above candidates as Supervisors acting as Shareholders' representatives of the sixth 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



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 2019 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2019 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 Tuesday, 26 February 2019 for the following purpose:

ORDINARY RESOLUTIONS

To consider and approve the following resolutions as ordinary resolutions:

1. To consider and approve the following candidates as Directors of the sixth 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. Dong Xin as an executive Director of the Company;
 - (c) to re-elect Mr. Wang Ligang as an executive Director of the Company;
 - (d) to re-elect Mr. Xu Xiaoliang as a non-executive Director of the Company;
 - (e) to re-elect Mr. Liu Yongsheng as a non-executive Director of the Company;
 - (f) to re-elect Mr. Yao Ziping as a non-executive Director of the Company;
 - (g) to re-elect Mr. Gao Min as a non-executive Director of the Company;
 - (h) to re-elect Ms. Chen Jinrong, who has served more than nine years since April 2015, as an Independent Non-executive Director of the Company;

* For identification purposes only

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- (i) to re-elect Mr. Choy Sze Chung Jojo, who has served more than nine years since May 2015, as an Independent Non-executive Director of the Company;
 - (j) to re-elect Mr. Wei Junhao as an Independent Non-executive Director of the Company;
 - (k) to re-elect 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 sixth session of the Supervisory Committee of the Company with a term of three years commencing from the conclusion of the EGM:
- (a) to appoint Mr. Wang Xiaojie as a Supervisor acting as Shareholders' representative of the Company;
 - (b) to re-elect Mr. Zou Chao as a Supervisor acting as Shareholders' representative of the Company.
3. To approve the remuneration packages for Directors of the sixth session of the Board and Supervisors of the sixth session of the Supervisory Committee and the entering into of written service contracts with members of the Board and the Supervisory Committee in respect of their remuneration packages.

SPECIAL RESOLUTION

To consider and approve the following resolutions as a special resolution:

1. Registered Issue of Renewable Corporate Bonds of Not More Than RMB6.0 Billion 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
 - (iii) Place of issue: the PRC
 - (iv) Size of issue: the aggregate principal amount shall not be more than RMB6.0 billion, to be issued in one or more tranches

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- (v) Term of the bond: each term of the Renewable Bonds shall not be more than 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. In the event that no renewal option is exercised, the Renewable Bonds will become payable in full when due
 - (vi) Renewal option: each term of the Renewable Bonds shall not be more than 5 interest-accruing years. At the end of each term, the issuer is entitled to renew the Renewable Bonds for an additional term, 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 terms of the Renewable Bonds
 - (x) Validity period of the resolution: 36 months from the date of passing of the relevant resolution at the EGM
- (b) Granting of authority to the Board to deal with such matters relating to the issue of the Renewable Bonds

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 and 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 use 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.;

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- (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 of the Board, and Mr. Dong Xin, 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, China, 11 January 2019

* For identification purpose only

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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 2019.
2. The Shareholders of the Company should note that the register of members of the Company will be closed from 27 January 2019 to 26 February 2019 (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 25 January 2019.
3. Shareholders of the Company whose names appear on the register of members on 26 February 2019 are entitled to attend and vote at the EGM or any adjourned meetings.
4. Shareholders who have the right to attend and vote at the EGM are entitled to appoint one or more proxies (whether or not a Shareholder) in writing to attend and vote at the EGM on his/her/its 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 or it so wishes.
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 2019.
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:

Executive Directors: *Mr. Weng Zhanbin, Mr. Dong Xin and Mr. Wang Ligang*

Non-executive Directors: *Mr. Xu Xiaoliang, Mr. Liu Yongsheng, Mr. Yao Ziping
and Mr. Gao Min*

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