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**ZHAOJIN**

**ZHAOJIN MINING INDUSTRY COMPANY LIMITED\***

**招金礦業股份有限公司**

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

**(Stock Code: 1818)**

## **NOTICE OF 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*

- (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

- (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.;

- (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

*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*