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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 SECOND EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2019 second extraordinary general meeting (the “**EGM**”) of Zhaojin Mining Industry Company Limited (the “**Company**”) will be held at the Company’s conference room at No. 299 Jinhui Road, Zhaoyuan City, Shandong Province, the People’s Republic of China (the “**PRC**”) at 9:00 a.m. on 14 November 2019 for the following purposes:

### **SPECIAL RESOLUTIONS**

To consider and approve the followings as special resolutions:

“**THAT**

#### **1. The Connected Transaction**

- (a) the transfer agreement dated 27 September 2019 (the “**Transfer Agreement**”) entered into between the Company as purchaser and Zhaojin Group as vendor in relation to the sale and purchase of (i) 100% equity interest in Zhaojin Geology Exploration; (ii) 100% equity interest in the Supplies Centre; (iii) 67.37% equity interest of Goldsoft Technology; and (iv) the Target Assets, which will be satisfied in full by the allotment and issue of 49,697,009 Domestic Shares of nominal value of RMB1 each in the share capital of the Company and at the issue price of RMB8.09 each which will be credited as fully paid up and rank pari passu with the existing issued shares of the Company (the “**Consideration Shares**”), a copy of which is produced to the meeting marked “A” and signed by the chairman of the meeting for the purpose of identification, and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;

\* For identification purpose only

- (b) the board of directors of the Company (the “**Board**”) be and is hereby granted the Specific Mandates to allot and issue the Consideration Shares to Zhaojin Group pursuant to the Transfer Agreement; and
- (c) any executive director(s) of the Company be and is hereby authorised for and on behalf of the Company to sign, seal, execute and deliver all such documents and deeds, and do all such acts, matters and things as they may in their discretion consider necessary or desirable to implement and/or effect the transactions contemplated under the Transfer Agreement and the amendment, variation or modification of the terms and conditions of the Transfer Agreement on such terms and conditions as such director(s) may think fit.

## 2. **The Proposed Amendments to the Articles of Association**

Conditional upon the passing of the special resolution numbered (1) as set out in this notice relating to the approval of the Transfer Agreement and the transactions contemplated thereunder:

- (a) the proposed amendments to the articles of association of the Company (the “**Articles of Association**”) as set out in the circular of the Company to be despatched to the Shareholders in due course be approved; and
- (b) any director or the secretary to the Board be authorised to do all such acts or things and to take all such steps and to execute any documents as he or she considers necessary, appropriate or expedient to give effect to the proposed amendments to the Articles of Association, including but not limited to seeking the approval of the same and to arrange for its registration and filing with the relevant government authorities in the PRC and Hong Kong.

## 3. **Registration and Issue of Renewable Corporate Bonds of not more than RMB6 billion in the PRC**

Each of the following proposed items in respect of the proposed registration and issue of the renewable corporate bonds (the “**Renewable Bonds**”) in the PRC with an aggregate principal amount of not more than RMB6 billion 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 registered and issued are as follows:
  - (i) Issuer: the Company
  - (ii) Method of issue: public issue to qualified investors
  - (iii) Place of issue: the PRC
  - (iv) Size of application: the principal amount of not more than RMB6 billion, to be issued in one or more tranches

- (v) Term of the bonds: each term of the Renewable Bonds shall be not 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 they fall due
  - (vi) Renewal option: each term of the Renewable Bonds shall be not 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 liquid capital, repayment of borrowings and project investment expenses, which shall be within the scope as permitted by the relevant regulatory authorities
  - (viii) Others: terms such as interest deferral will be included in the terms of the Renewable Bonds
  - (ix) Validity period of the resolution: 36 months from the date of passing of this resolution at the EGM
- (b) Granting of authority to the Board to deal with such matters relating to the registration and issue of the Renewable Bonds

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

- (i) so far as permitted by laws and regulations according to the actual conditions of the Company and the market, determine and amend the actual plans for the issue of the Renewable Bonds, adjust the plans and relevant terms of the issue of the Renewable Bonds, including but not limited to the timing, method, quantity, price and term of the issue (including the terms of the renewal option), method of determining interest, redemption provision, order of repayment, interest step-up provision, interest deferral provision, tranche structure and uses of proceeds, determine and appoint the relevant intermediaries to participate in the issue of Renewable Bonds, sign the legal documents and agreements relating to the issue of Renewable Bonds, etc.;
- (ii) take all necessary and ancillary actions relating to the issue of the Renewable Bonds, including but not limited to, making underwriting arrangements and lodging the application to the relevant PRC regulatory authorities for the issue of the Renewable Bonds, obtaining the approval(s) from the relevant PRC regulatory authorities, appointing trustee for the proposed issue of the Renewable Bonds, executing trust and custodian agreements and stipulating rules for Renewable Bonds holders' meeting and arranging for other issues and liquidity matters;

- (iii) take all necessary actions to determine and make arrangements for all matters relating to the proposed issue and listing of the Renewable Bonds, including negotiating, approving, authorising, executing, amending and completing the relevant legal documents, agreements, contracts relating to the issue and listing of the Renewable Bonds and make appropriate disclosure, and to approve, confirm and ratify any actions taken by the Board for the foregoing matters;
- (iv) deal with any matters relating to the issue and listing of the Renewable Bonds pursuant to the relevant rules of the relevant domestic stock exchange(s); and take all actions as deemed necessary by the Board relating to the issue of and listing of the Renewable Bonds;
- (v) should there be any changes in the policies of the PRC regulatory authorities in relation to the issue of the Renewable Bonds or any new requirements under the relevant accounting standards, save for those matters subject to resolutions passed by the Shareholders at general meetings as stipulated by the relevant laws, regulations and the Articles of Association, amend the specific proposal for the issue of the Renewable Bonds based on the feedback (if any) from the relevant PRC regulatory authorities or exercise discretion to postpone or suspend the issue of the Renewable Bonds; and
- (vi) the Board may delegate the authority to Mr. Weng Zhanbin, the Chairman, and Mr. 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.

#### **4. Registration and Issue of Super Short-Term Notes of not more than RMB10 billion in the PRC**

Each of the following proposed items in respect of the proposed registration and issue of super short-term notes (“**Super Short-Term Notes**”) in the PRC with an aggregate principal amount of not more than RMB10 billion be and is hereby individually approved (subject to registration with and approval by the China Inter-bank Market Dealers Association):

- (a) Details of the Super Short-Term Notes:
  - (i) Issuer: the Company
  - (ii) Method of issue: public issue in China inter-bank markets by way of centralised book-building among members of the underwriting syndicate and centralised placing
  - (iii) Size of application: the principal amount of the issue shall be not more than RMB10 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) Use of proceeds: mainly be used for the production and operation activities of the Company, including but not limited to the replenishment of liquid capital and repayment of borrowings, which shall be within the scope as permitted by the relevant regulatory authorities
  - (vii) Determination of interest rate: determine the interest rate of the issuance by way of centralised book-building among the members of the underwriting syndicate
  - (viii) Targets of the issue: qualified 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 Notes in the PRC, including but not limited to the followings:

- (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 Notes, 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 Notes or any changes in market conditions, save for those matters subject to the resolutions passed by the Shareholders at general meetings as stipulated by the relevant laws, regulations and the Articles of Association, to amend the specific proposal for the issue of the Super Short-Term Notes 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 Notes; and
- (iii) the Board may delegate the power and the authority to Mr. Weng Zhanbin, the Chairman, 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, the PRC, 27 September 2019

*Notes:*

1. Unless otherwise indicated, capitalized terms used herein shall have the same meaning as those defined in the announcement of the Company dated 27 September 2019 and/or the circular of the Company to be despatched in due course.
2. In order to determine the Shareholders who are entitled to attend the EGM, the register of members of the Company will be closed from 15 October 2019 to 14 November 2019, both days inclusive, during which no transfer of Shares will be registered.  
  
For qualifying to attend and vote at the EGM, the Shareholders whose transfer have not been registered must lodge all transfer instruments accompanied by the relevant share certificates with the Company's H shares registrar and transfer office, Computershare Hong Kong Investor Services Limited at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for H Share Shareholders, or the registered office of the Company at 299 Jinhui Road, Zhaoyuan City, Shandong Province, the PRC for Domestic Share Shareholders for registration at or before 4:30 p.m. on 14 October 2019.
3. Shareholders of the Company whose names appear on the register of members of the Company on 14 November 2019 will be 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 and holders of Domestic 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) to attend and vote 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 circular of the Company to be despatched in due course.
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 proxy 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, the power of attorney or other authority must be notorially certified. In order to be valid, the notorially certified copy of such power of attorney or other authority under which it is signed together with the proxy form must be deposited at the 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) not less than 24 hours before the time for holding the EGM or the registered address of the Company (for holders of Domestic Shares) not less than 24 hours before the time for holding the EGM.
8. Shareholders who intend to attend the EGM should return the reply slip by hand, by post, by telegram or by fax to the registered address of the Company (for holders of Domestic Shares), or the Company's H Shares registrar 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 25 October 2019. Completion and return of the reply slip of the EGM will not preclude a Shareholder from attending the EGM.
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, PRC

Tel: (86 535) 8256086

Fax: (86 535) 8227541

Postal code: 265400

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

*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