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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 H SHARE CLASS MEETING

NOTICE IS HEREBY GIVEN that the class meeting of the H Share Shareholders (the “**H Share Class Meeting**”) 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**”) on 14 November 2019 at 10:30 a.m. for the purpose of considering and if thought fit, passing the following resolution:

SPECIAL RESOLUTION

To consider and approve the following as special resolution:

“**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.”

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 holders of H Shares who are entitled to attend the H Share Class Meeting, the H Shares register 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 H Share Class Meeting, the holders of H Shares whose transfer have not been registered must lodge all transfer instruments accompanied by the relevant share certificates with the Company’s H Shares registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong 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 H Shares on 14 November 2019 are entitled to attend and vote at the H Share Class Meeting or any adjourned meetings. Shareholders who have the right to attend and vote at the H Share Class Meeting are entitled to appoint one or more proxies to attend and vote at the H Share Class Meeting on his/her behalf. A proxy need not be a Shareholder of the Company.
4. If a Shareholder appoints more than one proxy to attend the meeting, its proxy can only vote by poll.
5. Holders of H Shares who have the right to attend and vote at the H Share Class Meeting are entitled to appoint one or more proxies (whether or not a shareholder) in writing to attend and vote at such meeting 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 H Share Class Meeting 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 H Share Class Meeting, 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 notarially certified. In order to be valid, the notarially certified copy of such power of attorney or other authority under which it is signed together with the proxy form must be deposited at the 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 not less than 24 hours before the time for holding the H Share Class Meeting.
8. Shareholders who intend to attend the H Share Class Meeting should return the reply slip by hand, by post, by telegram or by fax to the H Shares registrar of the Company, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong on or before 25 October 2019. Completion and return of the reply slip of the H Share Class Meeting will not preclude a shareholder from attending such meeting.
9. The H Share Class Meeting 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