

---

# THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

---

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 to the purchaser(s) or transferee(s) or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

---



ZHAOJIN

## ZHAOJIN MINING INDUSTRY COMPANY LIMITED\*

### 招金礦業股份有限公司

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

**(Stock Code: 1818)**

**PROPOSED RE-ELECTION OF DIRECTORS  
OF THE SEVENTH SESSION OF THE BOARD  
AND  
CONTINUOUS APPOINTMENT OF INDEPENDENT NON-EXECUTIVE  
DIRECTORS WHO HAVE SERVED MORE THAN NINE YEARS  
AND  
PROPOSED RE-ELECTION OF SUPERVISORS OF  
THE SEVENTH SESSION OF THE SUPERVISORY COMMITTEE  
AND  
PROPOSED ADOPTION OF THE REMUNERATION PACKAGES FOR DIRECTORS  
OF THE SEVENTH SESSION OF THE BOARD AND SUPERVISORS  
OF THE SEVENTH SESSION OF THE SUPERVISORY COMMITTEE  
AND  
REGISTRATION AND ISSUE OF SUPER SHORT-TERM BONDS OF  
NOT MORE THAN RMB10 BILLION IN THE PRC  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

---

The EGM of the Company will be held at the Company's conference room at No. 118 Wenquan Road, Zhaoyuan City, Shandong Province, the People's Republic of China (the "PRC") at 9:00 a.m. on Saturday, 26 February 2022. 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.

---

# CONTENTS

---

	<i>Pages</i>
<b>Definitions</b> .....	1
<b>Letter from the Board</b> .....	3
<b>Appendix I – Biographies of the candidates proposed for the seventh session of the Board</b> .....	14
<b>Appendix II – Biographies of the candidates proposed for the seventh session of the Supervisory Committee</b> .....	22
<b>Notice of the EGM</b> .....	24

---

## 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 2022 first extraordinary general meeting of the Company to be held at the Company’s conference room at No. 118 Wenquan Road, Zhaoyuan City, Shandong Province, the PRC at 9:00 a.m. on Saturday, 26 February 2022, to consider and, if thought fit, approve the re-election of the Directors of the seventh session of the Board, appointment and re-election of the Supervisors of the seventh session of the Supervisory Committee, approval of the remuneration packages for Directors and Supervisors and the registration and issuance of super short-term bonds of not more than RMB10 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”	27 January 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information in the circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

\* For identification purpose only

---

## 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
“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
“Super Short-Term Bonds”	super short-term bonds in the PRC proposed to be registered and issued by the Company with an aggregate principal amount of not more than RMB10 billion
“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

\* For identification purpose only

---

# LETTER FROM THE BOARD

---



ZHAOJIN

## ZHAOJIN MINING INDUSTRY COMPANY LIMITED\*

### 招金礦業股份有限公司

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

(Stock Code: 1818)

*Executive Directors:*

Mr. Weng Zhanbin (Chairman)

Mr. Jiang Guipeng

Mr. Wang Ligang

*Non-executive Directors:*

Mr. Ding Jun (Vice Chairman)

Mr. Li Guanghui

Mr. Gao Min

Mr. Huang Zhen

*Independent Non-executive Directors:*

Ms. Chen Jinrong

Mr. Choy Sze Chung Jojo

Mr. Wei Junhao

Mr. Shen Shifu

*Registered Address:*

No. 118 Wenquan Road

Zhaoyuan City

Shandong Province

PRC

*Principal Place of Business in Hong Kong:*

31st Floor

Tower Two

Times Square

1 Matheson Street

Causeway Bay

Hong Kong

10 February 2022

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED RE-ELECTION OF DIRECTORS  
OF THE SEVENTH SESSION OF THE BOARD  
AND  
CONTINUOUS APPOINTMENT OF INDEPENDENT NON-EXECUTIVE  
DIRECTORS WHO HAVE SERVED MORE THAN NINE YEARS  
AND  
PROPOSED RE-ELECTION OF SUPERVISORS OF  
THE SEVENTH SESSION OF THE SUPERVISORY COMMITTEE  
AND  
PROPOSED ADOPTION OF THE REMUNERATION PACKAGES FOR DIRECTORS  
OF THE SEVENTH SESSION OF THE BOARD AND SUPERVISORS  
OF THE SEVENTH SESSION OF THE SUPERVISORY COMMITTEE  
AND  
REGISTRATION AND ISSUE OF SUPER SHORT-TERM BONDS OF  
NOT MORE THAN RMB10 BILLION IN THE PRC  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

This circular is issued with the notice dated 10 February 2022 in relation to the EGM of the Company to be held on 26 February 2022.

\* 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 seventh 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 seventh session of the Supervisory Committee; (iii) the approval of the remuneration packages for the Directors of the seventh session of the Board and the Supervisors of the seventh 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 registration and issue of Super Short-term Bonds of not more than RMB10 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 2019, being the date of the first extraordinary general meeting of the Company in 2019, as the date of the commencement of the sixth 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 10 February 2022 in relation to the EGM to be held at 9:00 a.m. on Saturday, 26 February 2022 to re-elect the Directors of the seventh session of the Board and appoint and re-elect the Supervisors acting as Shareholders' representatives of the seventh session of the Supervisory Committee. If elected, the term of office for each of the Directors of the seventh session of the Board and the Supervisors of the seventh 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 sixth session of the Board consists of 11 Directors, including three executive Directors, namely, Mr. Weng Zhanbin (Chairman), Mr. Jiang Guipeng and Mr. Wang Ligang; four non-executive Directors, namely, Mr. Ding Jun (Vice Chairman), Mr. Li Guanghui, Mr. Gao Min, Mr. Huang Zhen, and four Independent Non-executive Directors, namely, Ms. Chen Jinrong, Mr. Choy Sze Chung Jojo, Mr. Wei Junhao and Mr. Shen Shifu.

The seventh 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. Jiang Guipeng, Mr. Wang Ligang, Mr. Ding Jun, Mr. Li Guanghui, Mr. Gao Min, Mr. Huang Zhen, Ms. Chen Jinrong, Mr. Choy Sze Chung Jojo, Mr. Wei Junhao and Mr. Shen Shifu were Directors of the sixth session of the Board and have been nominated as the candidates for Directors of the seventh 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 2022 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 seventh session of the Board at the EGM. The biographies of the candidates proposed for election at the EGM as Directors of the seventh session of the Board are set out in Appendix I to this circular.

---

## LETTER FROM THE BOARD

---

A resolution will be proposed at the EGM to approve the remuneration packages for Directors of the seventh 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 B.2.3 of the Corporate Governance Code as set out in Appendix 14 to 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. Ms. Chen Jinrong and Mr. Choy Sze Chung Jojo also confirmed that they will continue to devote sufficient time for the discharge of their functions and responsibilities as Independent Non-executive Directors. Therefore, 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 sixth 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 seventh session of the Board. Such nominations were considered and approved by the 2022 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 to 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.

***Recommendation of the Nomination and Remuneration Committee with respect to the Independent Non-Executive Directors subject to re-election***

The Nomination and Remuneration Committee is also of the view that Ms. Chen Jinrong and Mr. Choy Sze Chung Jojo would bring personal perspectives, skills and experience to the Board, details of which are further set out in their biographies in Appendix I to this circular. Based on the board diversity policy adopted by the Company, the Nomination and Remuneration Committee believes that Ms. Chen Jinrong and Mr. Choy Sze Chung Jojo can contribute to the diversity of the Board. In particular, the Nomination and Remuneration Committee has considered the professional experience of Ms. Chen Jinrong and Mr. Choy Sze Chung Jojo in accounting and finance. Therefore, upon the recommendation of the Nomination and Remuneration Committee, the Board has nominated Ms. Chen Jinrong and Mr. Choy Sze Chung Jojo for re-election as Independent Non-executive Directors.

The biographies and other particulars of the retiring Directors proposed for re-election which are required to be disclosed under the Listing Rules are set out in Appendix I to this circular.

---

## LETTER FROM THE BOARD

---

### II. Re-election of Supervisors

As at the Latest Practicable Date, the sixth session of the Supervisory Committee consists of 3 Supervisors, including 2 Supervisors acting as Shareholders' representatives, namely Mr. Wang Xiaojie (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 seventh 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.

The current Supervisors acting as Shareholders' representatives of the sixth session of the Supervisory Committee, namely Mr. Wang Xiaojie and Mr. Zou Chao were nominated as the candidates for re-election as the Supervisors acting as Shareholders' representatives of the seventh 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 seventh 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 seventh session of the Supervisory Committee are set out in Appendix II to this circular.

A resolution will be proposed at the EGM to approve the remuneration packages for Supervisors of the seventh 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.

---

## LETTER FROM THE BOARD

---

### **III. Proposal on Remuneration Packages for Directors of the Seventh Session of the Board and Supervisors of the Seventh 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.

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. Each of 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.

---

## LETTER FROM THE BOARD

---

### **IV. Registration and Issue of Super Short-Term Bonds of not more than RMB10 Billion in the PRC**

In order to supplement the working capital of the Company, to adjust the respective proportions of long-term, middle-term and short-term financing of the Company, to further optimize the debt structure, to alleviate the needs for short-term funding, so as to ensure the sustainable, healthy and steady business development of the Company, and to further enhance the overall competitiveness and long term profitability, the Board proposed to register and issue Super Short-Term Bonds in the PRC with an aggregate principal amount of not more than RMB10 billion. The proposed registration and issue of the Super Short-Term Bonds is subject to the approval of the Shareholders by way of a special resolution.

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

#### **(a) Details of the Super Short-Term Bonds**

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

- (i) Issuer: the Company;
- (ii) Method of issue: public issue in China inter-bank bond markets by way of book-building of the members of underwriting team and centralised placing;
- (iii) Size of registration and issue: the principal amount of the registration and 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 replenishment of liquidity 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 by way of book-building of the members of underwriting team;
- (viii) Targets of the issue: institutional investors in China inter-bank bond markets (other than those investors prohibited by relevant PRC laws and regulations); and
- (ix) Validity period for the resolution: 36 months from the date of the passing of the resolution at the EGM.

---

## LETTER FROM THE BOARD

---

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

To ensure the proper completion of the proposed registration and issue of the Super Short-Term Bonds, it is proposed that a special resolution to be passed by the Shareholders generally and unconditionally at the EGM to grant the authority to the Board to deal with all such matters relating to the registration and issue of the Super Short-Term Bonds, including but not limited to the following:

- (i) so far as permitted by laws and regulations according to the actual conditions of the Company and the market, to determine the actual plans for the registration and issue of the Super Short-Term Bonds, and amend, adjust the plans and relevant terms of the registration and 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 registration and issue of the Super Short-Term Bonds or any changes in market conditions, save for those matters subject to the resolutions by the Shareholders in general meetings as stipulated by the relevant laws, regulations and the Articles of Association, to amend the specific plan for the registration and issue of the Super Short-Term Bonds based on the feedback (if any) from the relevant PRC regulatory authorities or exercise discretion to postpone or suspend the issue of the Super Short-Term Bonds;
- (iii) the Board may delegate the power and the authority to the Chairman and President of the Company, 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 Company's conference room at No. 118 Wenquan Road, Zhaoyuan City, Shandong Province, the PRC at 9:00 a.m. on Saturday, 26 February 2022. At the EGM, the resolutions relating to (i) the re-election of the Directors of the seventh 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 seventh session of the Supervisory Committee; (iii) the approval of the remuneration packages for the members of the seventh 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 registration and issue of Super Short-term Bonds of not more than RMB10 billion in the PRC, will be proposed and subject to the passing of a special resolution by the Shareholders at the EGM.

---

## LETTER FROM THE BOARD

---

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 form of proxy for use at the EGM is attached herewith. The form of proxy is also published on the website of the 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 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 form of proxy (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 2022).

### **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.

---

## LETTER FROM THE BOARD

---

### 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 seventh 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 seventh session of the Supervisory Committee; (iii) the approval of the remuneration packages for the Directors of the seventh 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 registration and issue of Super Short-term Bonds of not more than RMB10 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. Jiang Guipeng and Mr. Wang Ligang are candidates capable of performing the duty as executive Directors; (ii) Mr. Ding Jun, Mr. Li Guanghui, Mr. Gao Min and Mr. Huang Zhen 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 SEVENTH SESSION OF THE BOARD**

---

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

### **BIOGRAPHIES OF CANDIDATES FOR EXECUTIVE DIRECTORS**

**Mr. Weng Zhanbin**, aged 56, was born in March 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 the chairman of Shandong Zhaojin, 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 nearly 30 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 SEVENTH SESSION OF THE BOARD

---

**Mr. Jiang Guipeng**, aged 43, born in January 1979, graduated from the Shandong University of Technology, majoring in mining engineering, and is an engineer. He currently serves as an executive Director and the president of the Company. Mr. Jiang also currently serves as the chairman of Gansu Zhaojin Mining Company Limited and the director of Gansu Hezuo Zaozigou Mining Industry Company Limited (“**Zaozigou Mining**”) and Gansu Zhaojin Precious Metal Smelting Company Limited, which are subsidiaries of the Company. From August 1995 to February 2019, Mr. Jiang served successively as the director and section chief of Xiadian Gold Mine of the Company, the deputy mine director of Dayingezhuang Gold Mine of the Company, the general manager of Tuoli Zhaojin Xinhe Mining Company Limited, the general manager of Zaozigou Mining, the assistant to the president of the Company and the general manager of Zaozigou Mining from February 2019 to July 2020, the regional director of the Company in Gansu from July 2020 to July 2021, and the safety director and the regional director in Gansu of the Company from July 2021 to January 2022. Mr. Jiang has won the first prize of Science and Technology Award from China Gold Association and Xinjiang Uygur Autonomous Region Model Worker and other honorary titles. Mr. Jiang has served as an executive Director and the president of the Company since January 2022.

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

**Mr. Wang Ligang**, aged 50, was born in 1972. He graduated from Shandong Economic University majoring in labour economy management and obtained an EMBA degree from Tsinghua University and a Master of Engineering. He has the qualification of Senior Gold Investment Analyst and is an affiliated person to The Hong Kong Chartered Governance Institute (formerly known as 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 the director of Sparky International Company Limited (斯派柯國際有限公司) and other positions. Mr. Wang has served in various managerial positions for Zhaoyuan Beijie Gold Mine and Zhaojin Group. Since 2004, he has 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 SEVENTH SESSION OF THE BOARD

---

### BIOGRAPHIES OF CANDIDATES FOR NON-EXECUTIVE DIRECTORS

**Mr. Ding Jun**, aged 44, was born in May 1978, graduated from Liaoning Technical University majoring in mining engineer and obtained a doctorate degree from University of Science & Technology Beijing and is a senior engineer and a senior management consultant. He currently serves as a non-executive Director and vice chairman of the Company. Mr. Ding also currently serves as the deputy director and joint chief strategy officer of Fosun Intelligent Manufacturing and Bulk Industry Operation Committee and the vice chairman and executive president of Fosun Resources Group. From July 2007 to April 2010, he served as the head of the investment management division of the planning department in China Steel Research Technology Group Corporation, during which he was seconded to the general division of the high technology industry department of the National Development and Reform Commission from October 2008 to October 2009. From April 2010 to October 2018, he successively served as the head of strategic planning of enterprise development department, director of project economic evaluation center (at division-director level), director of strategic planning department (at division-director level), director of restructuring, merger and acquisition department (at division-director level) in China Coal Energy Group Co., Ltd., during which he was assigned by the Organization Department of the Central Committee of the Chinese Communist Party to serve as a member of the party committee and deputy director (at deputy-bureau-director level) of Ningxia State-owned Assets Supervision and Administration Commission from November 2015 to October 2018. From October 2018 to March 2020, he worked at Everbright Xinglong Trust Co., Ltd. as secretary and general manager of the innovation and development division, and concurrently served as secretary of the institutional finance division and strategic researcher. From July 2020 to October 2020, he served as the executive president of Fosun Resources Group. Since October 2020, he serves as the deputy director and joint chief strategy officer of Fosun Intelligent Manufacturing and Bulk Industry Operation Committee and the vice chairman and executive president of Fosun Resources Group. Mr. Ding has been a non-executive Director of the Company since January 2022.

**Mr. Li Guanghui**, aged 50, born in January 1972, graduated from Hebei Coal Construction Engineering College majoring in mining engineering and obtained a master's degree in business administration from the University of International Business and Economics, and is a senior engineer. He currently serves as a non-executive Director of the Company, the deputy general manager of Shandong Zhaojin and the chairman and general manager of Zhaojin Non-Ferrous Mining Company Limited ("**Zhaojin Non-Ferrous**"). Mr. Li served as a member of the production technology section of Zhaoyuan Luoshan Gold Mine from August 1997 to June 2001. From June 2001 to July 2014, he held positions of the deputy manager of the marketing department of Shandong Zhaojin, the deputy general manager of Shandong Anshenghua Jewelry Co., Ltd., the deputy general manager of Shandong Zhaojin Gold and Silver Refinery Company Limited, the deputy general manager of Yongxing Zhaojin Precious Metal Processing Manufacturing Co., Ltd., the executive deputy general manager and general manager of Shandong Zhaojin Yinlou Jewelry Co., Ltd., etc. and the director of Canzhuang Gold Mine of the Company from July 2014 to February 2017. From February 2017 to January 2022, he served as the assistant general manager and director of investment and development of Shandong Zhaojin, and the chairman and general manager of Zhaojin Non-Ferrous. Mr. Li has won the second prize of Science and Technology Award from China Gold Association and the third prize of Innovation and Progress Award for outstanding employees in Shandong Province and other honorary awards. Mr. Li has been a non-executive Director of the Company since January 2022.

---

## APPENDIX I      BIOGRAPHIES OF THE CANDIDATES PROPOSED FOR THE SEVENTH SESSION OF THE BOARD

---

**Mr. Gao Min**, aged 49, was born in July 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, and global partner, vice president, co-chief human resources officer of Fosun International Limited (stock code: 00656), a company listed on the Stock Exchange, the chairman of BabyTree Group (stock code: 01761), a company listed on the Stock Exchange, the co-president of the great health committee, the co-president of the industrial internet business group, the non-executive director of Tebon Securities Co., Ltd. and the non-executive director of Baihe Jiayuan Co., Ltd.. Mr. Gao has served as a non-executive director, a vice president of Yuyuan (stock code: 600655), a company listed on the SSE, and chairman of its subordinate industry group, a non-executive director of Shanghai Ganglian E-Commerce Holdings Co., Ltd (上海鋼聯電子商務有限公司), 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.

**Mr. Huang Zhen**, aged 51, was born in November 1971, graduated from Shanghai University of Finance and Economics and holds a master's degree. He is a non-executive Director of the Company and the chairman and president of Yuyuan (stock code: 600655), the director of Jinhui Liquor Co., Ltd. (stock code: 603919) and the director of Shede Spirits Co., Ltd. (stock code: 600702), which are listed on the SSE. From October 2012 to July 2013, Mr. Huang served as the head of business unit II of Shanghai Jahwa United Co., Ltd. (“**Shanghai Jahwa**”) and the general manager of Shanghai Herborist Cosmetics Co., Ltd. (上海佰草集化妝品有限公司) (“**Herborist**”). From July 2013 to May 2014, he served as the assistant to the general manager and the head of business unit II of Shanghai Jahwa and the general manager of Herborist. From May 2014 to January 2017, he served as the deputy general manager of Shanghai Jahwa and the general manager of the business unit of Herborist. From January 2017 to September 2017, he served as the deputy general manager of Shanghai Jahwa. From September 2017 to December 2019, he served as the vice-president of Yuyuan. Since December 2019, he has been the president of Yuyuan. Mr. Huang has been a non-executive Director of the Company since October 2019.

---

## APPENDIX I      BIOGRAPHIES OF THE CANDIDATES PROPOSED FOR THE SEVENTH SESSION OF THE BOARD

---

### BIOGRAPHIES OF CANDIDATES FOR INDEPENDENT NON-EXECUTIVE DIRECTORS

**Ms. Chen Jinrong**, aged 63, was born in October 1959. She graduated from Renmin University of China and is an associate professor. She is a qualified accountant in China and a qualified independent director. She is an Independent Non-executive Director of the Company, and a lecturer at the School of Economics and Management of Tsinghua University and Beijing Union University, director of risk control of Shandong Institute of Industrial Technology and executive president of Chanyan Bozheng School of Management. Ms. Chen is also an independent non-executive director of SSE listed companies, Geovis Technology Co., Ltd. (中 科 星 圖 股 份 有 限 公 司) (stock code: 688568), Beijing Sifang Automation Co., Ltd. (北 京 四 方 繼 保 自 動 化 股 份 有 限 公 司) (stock code: 601126), and BOCO Inter-Telecom Company Limited (億 陽 信 通 股 份 有 限 公 司) (stock code: 600289). Ms. Chen mainly focuses on researching 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 has 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 has been an Independent Non-executive Director of the Company since April 2007.

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 SEVENTH SESSION OF THE BOARD

---

**Mr. Choy Sze Chung Jojo**, aged 63, was born in April 1959. He obtained his Master of Business Administration Degree from the University of Wales, United Kingdom, his Master of Business Law Degree from Monash University, Australia, his Honorary Doctorate of Management from Lincoln University and was awarded fellow of the Canadian Institute of Chartered Management. 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 companies listed on the Main Board of the Stock Exchange namely Sparkle Roll Group Limited (stock code: 0970) (耀萊集團有限公司), Luye Pharma Group Ltd. (stock code: 2186) (綠葉製藥集團有限公司), and GEM listed First Credit Finance Group Limited (stock 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 the fourth session, the fifth session and the sixth 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 execute committee member of Shantou Overseas Friendship Association, and an honorary principal of Chen Po Sum School. Mr. Choy has extensive experience in the securities industry and business management. Mr. Choy has been an Independent Non-executive Director of the Company since May 2007.

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 SEVENTH SESSION OF THE BOARD

---

**Mr. Wei Junhao**, aged 61, was born in November 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 30 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 over 80 national level, provincial level and enterprise projects as project leader. By his effort, Liaoning Wulong Gold Mine increased over 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 120 masters and doctoral students. Mr. Wei has been an Independent Non-executive Director of the Company since February 2016.

**Mr. Shen Shifu**, aged 56, was born in November 1966. He is a professor in engineering, a tutor of doctorate 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 and 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 is also an independent non-executive director of Huaiji Dengyun Auto-parts (Holding) Co., Ltd. (stock code: 002715), a company listed on Shenzhen Stock Exchange. Mr. Shen once worked at Tsingtao Lubi Cement Co., Ltd. (Original Tsingtao Laoshan Cement Plant) as their 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) and professor committee member of China Non-ferrous 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, State 973 Project, and major science and technology innovation projects of Shandong Province. Mr. Shen has undertaken more than 40 enterprise commissions (including the beneficiation of various kinds of minerals, the comprehensive utilization of tailings, and the harmless disposal of hazardous waste and comprehensive utilization of mineral material). Mr. Shen has been awarded four Ministerial First Prize of Technology Progress, six Institute First Prize of Technology Progress of BGRIMM Group, and more than 20 national patents. Mr. Shen has also been awarded “Top Ten Outstanding Youth” of Laoshan district, Qingdao, 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 SEVENTH 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 9 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 seventh 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 SEVENTH SESSION OF THE SUPERVISORY COMMITTEE**

---

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

### **BIOGRAPHIES OF CANDIDATES FOR SUPERVISORS ACTING AS SHAREHOLDERS' REPRESENTATIVES**

**Mr. Wang Xiaojie**, aged 49, was born in April 1973, graduated with a degree in applied electronic technology from the 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, is a professor-level senior political engineer. He is currently the chairman of the Supervisory Committee of the Company, the director and the deputy secretary of the Party Committee of Shandong Zhaojin and the chairman of the labour union of Shandong Zhaojin, the chairman of the supervisory committee of Baoding Technology Co., Ltd. (Stock code: 002552), a company listed on Shenzhen Stock Exchange. He has served as the deputy manager of Zhaoyuan City Gold Software Science and Technology Co., Ltd., and subsequently the deputy manager and manager of the Information Centre of Shandong Zhaojin. Mr. Wang has served as the Shareholder representative Supervisor of the Company and the chairman of the Supervisory Committee from April 2007 to 6 March 2018. Mr. Wang was re-appointed as the Shareholder representative Supervisor and the chairman of the Supervisory Committee of the Company with effect from 26 February 2019.

**Mr. Zou Chao**, aged 40, was born in May 1982 and graduated from the Shanghai University of Finance and Economics with a master's degree in business management. He is currently a Supervisor of the Company, the executive president and chief financial officer of Yuyuan, the director of Jinhui Liquor Co., Ltd. (stock code: 603919) and the director of Shede Spirits Co., Ltd. (stock code: 600702), which are listed on the SSE. Mr. Zou has served as an assistant manager of KPMG Huazhen Certified Public Accountants, a senior financial manager of the Financial Management Center of Shimao Real Estate and the head of Innovation Finance Department. He has served as a director of Budget Analysis and a 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 Forte Land (Group) Co., Ltd. (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 SEVENTH 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 seventh 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 2022 FIRST EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 2022 first extraordinary general meeting (the “EGM”) of Zhaojin Mining Industry Company Limited (the “**Company**”) will be held at the Company’s conference room at No. 118 Wenquan Road, Zhaoyuan City, Shandong Province, the People’s Republic of China (the “**PRC**”) at 9:00 a.m. on Saturday, 26 February 2022 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 seventh 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. Jiang Guipeng 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. Ding Jun as a non-executive Director of the Company;
  - (e) to re-elect Mr. Li Guanghui as a non-executive Director of the Company;
  - (f) to re-elect Mr. Gao Min as a non-executive Director of the Company;
  - (g) to re-elect Mr. Huang Zhen as a non-executive Director of the Company;
  - (h) to re-elect Ms. Chen Jinrong, who has served more than nine years since April 2007, as an Independent Non-executive Director of the Company;

\* For identification purposes only

---

## NOTICE OF THE EGM

---

- (i) to re-elect Mr. Choy Sze Chung Jojo, who has served more than nine years since May 2007, 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 seventh session of the Supervisory Committee of the Company with a term of three years commencing from the conclusion of the EGM:
- (a) to re-elect 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 seventh session of the Board and Supervisors of the seventh 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 resolution as a special resolution:

**1. Registration and Issue of Super Short-Term Bonds 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 Bonds in the PRC be and is hereby individually approved (subject to the registration and approval of the China Inter-bank Market Dealers Association):

**(a) *Details of the Super Short-Term Bonds***

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

- (i) Issuer: the Company;
- (ii) Method of issue: public issue in China inter-bank bond markets by way of book-building of the members of underwriting team and centralised placing;

---

## NOTICE OF THE EGM

---

- (iii) Size of registration and issue: the principal amount of the registration and 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 replenishment of liquidity 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 by way of book-building of the members of underwriting team;
- (viii) Targets of the issue: institutional investors in China inter-bank bond markets (other than those investors prohibited by relevant PRC laws and regulations); and
- (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 ensure the proper completion of the proposed registration and issue of the Super Short-Term Bonds, it is proposed that a special resolution to be passed by the Shareholders generally and unconditionally at the EGM to grant the authority to the Board to deal with all such matters relating to the registration and issue of the Super Short-Term Bonds, including but not limited to the following:

- (i) so far as permitted by laws and regulations according to the actual conditions of the Company and the market, to determine the actual plans for the registration and issue of the Super Short-Term Bonds, and amend, adjust the plans and relevant terms of the registration and 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.;

---

## NOTICE OF THE EGM

---

- (ii) should there be any changes in the policies of the PRC regulatory authorities in relation to the registration and issue of the Super Short-Term Bonds or any changes in market conditions, save for those matters subject to the resolutions by the Shareholders in general meetings as stipulated by the relevant laws, regulations and the Articles of Association, to amend the specific plan for the registration and issue of the Super Short-Term Bonds based on the feedback (if any) from the relevant PRC regulatory authorities or exercise discretion to postpone or suspend the issue of the Super Short-Term Bonds;
- (iii) the Board may delegate the power and the authority to the Chairman and President of the Company, 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, 10 February 2022

\* *For identification purpose only*

---

## NOTICE OF THE EGM

---

*Notes:*

1. Unless otherwise indicated, capitalized terms used herein shall have the same meaning as those defined in the circular of the Company dated 10 February 2022.
2. The Shareholders of the Company should note that the register of members of the Company will be closed from 21 February 2022 to 26 February 2022 (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 18 February 2022.
3. Shareholders of the Company whose names appear on the register of members on 26 February 2022 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. 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. 118 Wenquan Road, Zhaoyuan City, Shandong Province, the 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. Jiang Guipeng  
and Mr. Wang Ligang*

*Non-executive Directors:*

*Mr. Ding Jun, Mr. Li Guanghui, Mr. Gao Min  
and Mr. Huang Zhen*

*Independent non-executive Directors:*

*Ms. Chen Jinrong, Mr. Choy Sze Chung Jojo,  
Mr. Wei Junhao and Mr. Shen Shifu*