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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 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 purpose only

- (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;

- (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.;

- (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*

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*