

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, 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 notice.*



**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 2024 FIRST EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2024 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 Wednesday, 31 January 2024 for the following purposes:

### **ORDINARY RESOLUTIONS**

To consider and approve the following matters as ordinary resolutions:

- I. To consider and approve: (i) the provision of deposit and bills discounting services and the relevant proposed annual caps under the 2023 Group Financial Services Agreement and (ii) the provision of deposit services and bill discounting services under the 2023 Group Financial Services Agreement beyond the Transition Period Limitation 1 during the Transition Period (if any); and
- II. To consider and approve: (i) the provision of deposit, loan and bills discounting services and the relevant proposed annual caps under the 2023 Parent Group Financial Services Agreement; and (ii) the provision of deposit, loan and bills discounting services under the 2023 Parent Group Financial Services Agreement beyond the Transition Period Limitation 2 during the Transition Period (if any).

\* For identification purpose only

## **SPECIAL RESOLUTIONS**

To consider and approve the following matters as special resolutions:

### **I. REGISTRATION AND ISSUANCE OF RENEWABLE CORPORATE BONDS OF NOT MORE THAN RMB2.0 BILLION IN THE PRC**

Each of the following proposed items in respect of the proposed issue of Renewable Bonds in the PRC be and is hereby individually approved (subject to the review and approval of the relevant PRC regulatory authorities):

#### **1. Principal terms of Renewable Bonds**

- (i) Issuer: the Company;
- (ii) Method of issue: public issue to professional investors;
- (iii) Place of issue: the PRC;
- (iv) Size of issue: the aggregate principal amount shall not be more than RMB2.0 billion, to be issued in one or more tranches;
- (v) Term of the bonds: each term of the Renewable Bonds shall not be more than 5 interest accruing years. The issuer is entitled to exercise the renewal option at the end of each term. When the issuer exercises the renewal option, the Renewable Bonds will be renewed for an additional term. In the event that no renewal option is exercised, the Renewable Bonds will be due in full;
- (vi) Renewal option: each term of the Renewable Bonds shall not be more than 5 interest accruing years. At the end of each term, the issuer is entitled to renew the Renewable Bonds for an additional term, or repay the Renewable Bonds in full as they fall due at the end of the term;
- (vii) Use of proceeds: the proceeds from the registration and issuance of the Renewable Bonds will be mainly used for the production and operation of the Company, including but not limited to replenishment of liquidity, repayment of borrowings and project investment expenses, which shall be within the scope as permitted by the relevant regulatory authorities;
- (viii) Order of repayment: in the event of winding up of the issuer, the order of settlement of the Renewable Bonds is inferior the ordinary debts of the issuer, precedence over the ordinary shares of the issuer;

- (ix) Others: terms such as interest deferral will be included in the terms of the Renewable Bonds; and
- (x) Validity period of the resolution: 36 months from the date of passing of the relevant resolution at the EGM.

## **2. Authorisation and mandate to be granted to the Board**

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

- (i) so far as permitted by laws and regulations and according to the actual conditions of the Company and the market, determine and amend the actual plans for the issue of the Renewable Bonds, adjust the plans and relevant terms of the issue of the Renewable Bonds, including but not limited to specific matters such as the timing, method, quantity, price and term of the issue (including the term of the renewal option), method of determining interest, redemption provision, interest step-up provision, interest deferral provision, tranche structure and use of proceeds, to 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 and listing of the Renewable Bonds;

- (v) should there be any changes in the policies of the PRC regulatory authorities in relation to the issue of the Renewable Bonds or any new requirements under the relevant accounting standards, save for those matters subject to resolutions by the Shareholders in general meetings as stipulated by the relevant laws, regulations and the Articles of Association, amend the specific plan for the issue of the Renewable Bonds based on the feedback (if any) from the relevant PRC regulatory authorities or exercise discretion to postpone or suspend the issue of the Renewable Bonds; and
- (vi) the Board may delegate the authority to the chairman of the Board or the 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.

## **II. REGISTRATION AND ISSUANCE OF MEDIUM-TERM NOTES OF NOT MORE THAN RMB6.0 BILLION IN THE PRC**

Each of the following proposed items in respect of the proposed registration and issuance of the Medium-term Notes of not more than RMB6.0 billion in the PRC be and is hereby individually approved (subject to the result of the review conducted by the CSRC):

### **1. Principal terms of the Medium-term Notes**

The principal terms of the Medium-term Notes proposed to be issued are as follows:

- (i) Issuer: the Company;
- (ii) Method of issuance: public offering in the inter-bank markets of PRC by way of centralized book-building and centralized placing led by the lead underwriter(s);
- (iii) Size of application: not more than RMB6.0 billion (inclusive), which will be issued in more tranches;
- (iv) Term of the notes: during the validity period of the registration the issuer may issue Medium-term Notes. Each tranche of Medium-term Notes issued during the validity period shall not exceed 7 years. The period of each tranche of Medium-term Notes shall be determined according to the market environment and the actual needs of the Company;
- (v) Method of principal and interest repayment: annual interest payment and principal repayment upon maturity;
- (vi) Use of proceeds: the proceeds from the issuance of the Medium-term Notes will be mainly for the production and operation activities of the Company, including but not limited to replenishment of liquidity and repayment of borrowings project, which shall be within the scope as permitted by the relevant regulatory authorities;

- (vii) Interest rate determination: determine interest rate through centralized bookkeeping for the members of the underwriting syndicate;
- (viii) Targets of the issuance: institutional investors in the inter-bank markets (other than those investors prohibited by the relevant national laws and regulations); and
- (ix) Validity period for the resolution: 36 months commencing from the date of approving this resolution at the EGM.

## **2. Authorisation and mandate to be granted to the Board**

To grant authority to the Board to deal with all such matters relating to the issuance of the Medium-term Notes in the PRC, including but not limited to the following:

- (i) to the extent permitted by laws and regulations and based on the actual conditions of the Company and the market, to determine the actual plans for the issuance of the Medium-term Notes, to amend and adjust the plans and relevant terms of the issuance of the Medium-term Notes, including but not limited to specific matters such as the timing of issuance, method of issuance, issuance quantity, issue price, issuance term, issuance interest rates, tranche structure, use of proceeds, to determine and appoint the relevant intermediaries to participate in the issuance of the Medium-term Notes, to execute the legal documents, agreements in relation to the issuance and listing of the Medium-term Notes, etc.;
- (ii) should there be any changes in the policies of the PRC regulatory authorities in relation to the registration and issuance of the Medium-term Notes, or any changes in market conditions, save for those matters subject to the resolutions by the Shareholders at general meetings as stipulated by the relevant laws, regulations and the Articles of Association, to amend the specific plan for the issuance of the Medium-term Notes based on the feedback (if any) from the relevant PRC regulatory authorities or exercise discretion to postpone or suspend the issuance of the Medium-term Notes; and
- (iii) subject to the approval at the general meetings, to delegate the power and the authority to the chairman of the Board or the 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 passing of such resolution at the EGM.

### **III. PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR GENERAL MEETINGS**

In accordance with the special provisions of the Company Law and the listing rules of PRC currently in force in respect of external guarantees of listed companies, and taking into account the actual situation of the Company, a special resolution will be proposed at the EGM to approve the amendments to Article 13 of the Rules of Procedures for General Meetings. The Board has considered, approved and proposed the amendments to Article 13 of the Rules of Procedures for General Meetings to bring them in line with the latest position of the Company.

The proposed amendments to Article 13 of the Rules of Procedures for General Meetings are subject to approval by the Shareholders by way of a special resolution at the EGM before they can be implemented.

By order of the Board  
**Zhaojin Mining Industry Company Limited\***  
**Jiang Guipeng**  
*Chairman*

Zhaoyuan, the PRC, 15 January 2024

\* *For identification purpose only*

*Notes:*

1. Unless otherwise indicated, capitalised terms used herein shall have the same meanings as those defined in the circular of the Company dated 15 January 2024.
2. The Shareholders should note that the register of members of the Company will be closed from 25 January 2024 to 31 January 2024 (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, no later than 4:30 p.m. on 24 January 2024, with (i) the Company's share registrar for H Shares 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 (ii) the registered address of the Company in the PRC (for holders of Domestic Shares).
3. Shareholders whose names appear on the register of members on 31 January 2024 are 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 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. Shareholders who intend to appoint one or more proxies should first read the accompanying circular. Completion and return of the proxy form of the EGM will not preclude a Shareholder from attending the EGM.
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 Shareholder 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 authorisation documents, such power of attorney or other authorisation documents must be notarially certified. In order to be valid, the notarially certified copy of such power of attorney or other authorisation documents under which it is signed together with the proxy form must be deposited no later than 9:00 a.m. on Tuesday, 30 January 2024 at (i) 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); or (ii) the registered address of the Company in the PRC (for holders of Domestic Shares).
8. 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, the Board comprises:

*Executive Directors:*

*Mr. Jiang Guipeng, Mr. Duan Lei, Mr. Wang Ligang and  
Mr. Chen Lunan*

*Non-executive Directors:*

*Mr. Long Yi, Mr. Li Guanghui and Mr. Luan Wenjing*

*Independent non-executive Directors:*

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