

**If you are in any doubt** as to any aspect of this supplemental 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 supplemental circular together with the accompanying supplemental 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).

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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)**

**SUPPLEMENTAL CIRCULAR**

**PROPOSAL FOR AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
AND  
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING  
AND  
SUPPLEMENTAL NOTICE OF DOMESTIC SHARE CLASS MEETING  
AND  
SUPPLEMENTAL NOTICE OF H SHARE CLASS MEETING**

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This supplemental circular is supplemental to, and should be read in conjunction with, the circular of the Company dated 22 April 2024.

The supplemental notices convening the AGM and the Class Meetings are set out in this supplemental circular.

Any Shareholder(s) entitled to attend and vote at the AGM and the Class Meetings are entitled to appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a Shareholder. In the event that a Shareholder appoints more than one proxy to attend the meeting, such proxies may only exercise their voting rights in a poll. If you intend to appoint a proxy to attend the AGM and the Class Meetings and vote on your behalf, you are requested to complete the accompanying supplemental form of proxy in accordance with the instructions printed thereon and return it not less than 24 hours before the time appointed for the holding of the AGM and the Class Meetings, to (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 business address of the Company in the PRC (for holders of Domestic Shares).

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SUPPLEMENTAL LETTER FROM THE BOARD

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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)

*Executive Directors:*

Mr. Jiang Guipeng (Chairman)  
Mr. Duan Lei  
Mr. Wang Ligang  
Mr. Chen Lunan

*Registered address:*

No. 118 Wenquan Road  
Zhaoyuan City  
Shandong Province  
PRC

*Non-executive Directors:*

Mr. Long Yi (Vice chairman)  
Mr. Li Guanghui  
Mr. Luan Wenjing

*Principal place of business in Hong Kong:*

31st Floor  
Tower Two  
Times Square  
1 Matheson Street  
Causeway Bay  
Hong Kong

*Independent Non-executive Directors:*

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

10 May 2024

*To the Shareholders*

Dear Sir or Madam,

**SUPPLEMENTAL CIRCULAR**

**PROPOSAL FOR AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
AND  
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING  
AND  
SUPPLEMENTAL NOTICE OF DOMESTIC SHARE CLASS MEETING  
AND  
SUPPLEMENTAL NOTICE OF H SHARE CLASS MEETING**

**INTRODUCTION**

This supplemental circular is supplemental to, and should be read in conjunction with, the circular of the Company dated 22 April 2024 (the "Circular"). Unless otherwise defined, terms undefined herein shall have the meanings ascribed to them in the Circular and the Announcement (as defined below).

\* For identification purpose only

## SUPPLEMENTAL LETTER FROM THE BOARD

Reference is also made to the announcement of the Company dated 10 May 2024 in relation to, among other things, the Proposed Amendments to the Articles of Association (the “Announcement”).

The purpose of this supplemental circular is to set out the supplemental notices of the AGM and the Class Meetings and to provide you with relevant information to enable you to make an informed decision on whether to vote for or against the supplemental resolutions at the AGM and the Class Meetings.

### I. PROPOSAL FOR THE AMENDMENTS TO THE ARTICLES OF ASSOCIATION

A special resolution will be proposed at the AGM and the Class Meetings respectively to approve the Proposed Amendments to Articles of Association.

Given that: (1) the Company has completed the placing of 132,000,000 new H Shares on 22 April 2024, and the total number of issued Shares increased from 3,270,393,204 Shares to 3,402,393,204 Shares, and the total number of issued H Shares increased from 2,609,555,597 Shares to 2,741,555,597 Shares; and (2) Zhaoyuan City State-owned Assets Operation Company Limited\* (招遠市國有資產經營有限公司), which held 42,400,000 Domestic Shares, has transferred the above Shares to Shandong Gold Capital State owned Capital Investment Group Co., Ltd.\* (山東金都國有資本投資集團有限公司), the Board has reviewed and approved the Proposed Amendments to the Articles of Association, which is hereby submitted to the AGM and the Class Meetings for the consideration and approval of the Shareholders.

The details of the Proposed Amendments to the Articles of Association are as follows:

No.	Original Articles	Amended Articles
1	<p><b>Article 3.5</b></p> <p>The share capital structure of the Company: 3,270,393,204 ordinary shares, of which domestic shareholders hold 660,837,607 shares, representing 20.21% of the issued ordinary shares of the Company, of which, 618,437,607 shares and 42,400,000 shares are held by Zhaojin Group and Zhaoyuan City State-owned Assets Operation Company Limited, respectively; Shareholders of overseas-listed foreign-invested shares hold 2,609,555,597 shares, representing 79.79% of the issued ordinary shares of the Company.</p>	<p><b>Article 3.5</b></p> <p>The share capital structure of the Company: <u>3,402,393,204</u><del>3,270,393,204</del> ordinary shares, of which domestic shareholders hold 660,837,607 shares, representing <u>19.42</u><del>20.21</del>% of the issued ordinary shares of the Company, of which, 618,437,607 shares and 42,400,000 shares are held by Zhaojin Group and <u>Shandong Gold Capital State owned Capital Investment Group Co., Ltd.</u><del>Zhaoyuan City State-owned Assets Operation Company Limited</del>, respectively; Shareholders of overseas-listed foreign-invested shares hold <u>2,741,555,597</u><del>2,609,555,597</del> shares, representing <u>80.58</u><del>79.79</del>% of the issued ordinary shares of the Company.</p>
2	<p><b>Article 3.8</b></p> <p>The registered capital of the Company is RMB3,270,393,204.</p>	<p><b>Article 3.8</b></p> <p>The registered capital of the Company is RMB<u>3,402,393,204</u><del>3,270,393,204</del>.</p>

\* For identification purpose only

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## SUPPLEMENTAL LETTER FROM THE BOARD

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The Proposed Amendments to the Articles of Association are subject to certain conditions including, among other things, the approval of the Shareholders by way of special resolution at the AGM and the Class Meetings, and the approval of or registration or filing with the relevant PRC government authorities.

Except for the Proposed Amendments to the Articles of Association, other provisions of the Articles of Association remain unchanged. The English version of the Proposed Amendments to the Articles of Association is an unofficial translation of its Chinese version. In case of any discrepancies, the Chinese version shall prevail.

### II. VOTING

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 AGM and Class Meetings shall therefore demand voting on all resolutions set out in the supplemental notices of the AGM and the Class Meetings be taken by way of poll pursuant to Article 8.18 of the Articles of Association.

On a poll, every Shareholder presents 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 of the Company. A Shareholder entitled to more than one vote needs not use all his/her/its votes or cast all his/her/its votes in the same manner.

### III. RECOMMENDATION

The Board is of the view that the resolution in respect of the Proposed Amendments to the Articles of Association is fair and reasonable and is in the interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the resolutions to be proposed as set out in the supplemental notices of AGM and Class Meetings.

### IV. RESPONSIBILITY STATEMENT

This supplemental circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with respect to the Company. The information contained herein relating to the Company has been supplied by the Directors, who collectively and individually accept full responsibility for the accuracy of the information contained in this supplemental circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts not contained in this supplemental circular the omission of which would make any statement herein misleading insofar as it relates to the Company.

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

\* For identification purpose only

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## SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

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ZHAOJIN

**ZHAOJIN MINING INDUSTRY COMPANY LIMITED\***

**招金礦業股份有限公司**

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### SUPPLEMENTAL NOTICE OF 2023 ANNUAL GENERAL MEETING

References are made to (i) the notice of 2023 annual general meeting (the “AGM”) of Zhaojin Mining Industry Company Limited\* (the “Company”) dated 22 April 2024 (the “Notice”); (ii) the circular of the Company dated 22 April 2024 (the “Circular”); and (iii) the supplemental circular of the Company dated 10 May 2024 (the “Supplemental Circular”). Unless otherwise defined herein, capitalised terms used in this supplemental notice shall have the same meanings as those defined in the Circular and/or the Supplemental Circular.

**SUPPLEMENTAL NOTICE IS HEREBY GIVEN** that, for the reasons set out in the Supplemental Circular, the AGM 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 Monday, 3 June 2024 will consider and approve the following as special resolution, in addition to the resolutions set out in the Notice:

#### SPECIAL RESOLUTION

5. (a) the Proposed Amendments to the Articles of Association; and
- (b) the authorised representatives of the Company be authorised to do all such acts or things and to take all such steps and to execute any documents as he or she considers necessary, appropriate or expedient to give effect to the Proposed Amendments to the Articles of Association, including but not limited to seeking the approval of the same and to arrange for its registration and filing with the relevant government authorities in the PRC and Hong Kong.

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

Zhaoyuan, the PRC, 10 May 2024

\* For identification purpose only

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## SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

1. A supplemental form of proxy in respect of the above special resolution is also published on the websites of the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.zhaojin.com.cn](http://www.zhaojin.com.cn)).
2. Apart from the additional resolution and other information set out in this supplemental notice of AGM, all other matters relating to the AGM as set out in the Notice remain unchanged. Please refer to the Notice for details of other resolutions to be considered and approved at the AGM, eligibility of attendance, registration procedures, appointment of proxies and other relevant matters.

As at the date of this supplemental notice, the members of the Board are as follows:

*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

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## SUPPLEMENTAL NOTICE OF DOMESTIC SHARE CLASS MEETING

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ZHAOJIN

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### SUPPLEMENTAL NOTICE OF DOMESTIC SHARE CLASS MEETING

References are made to (i) the notice of domestic share class meeting (the “**Domestic Share Class Meeting**”) of Zhaojin Mining Industry Company Limited\* (the “**Company**”) dated 22 April 2024 (the “**Notice**”); (ii) the circular of the Company dated 22 April 2024 (the “**Circular**”); and (iii) the supplemental circular of the Company dated 10 May 2024 (the “**Supplemental Circular**”). Unless otherwise defined herein, capitalised terms used in this supplemental notice shall have the same meanings as those defined in the Circular and/or the Supplemental Circular.

**SUPPLEMENTAL NOTICE IS HEREBY GIVEN** that, for the reasons set out in the Supplemental Circular, the Domestic Share Class Meeting to be held at the Company’s conference room at No. 118 Wenquan Road, Zhaoyuan City, Shandong Province, the PRC at 10:00 a.m. on Monday, 3 June 2024 will consider and approve the following as special resolution, in addition to the resolutions set out in the Notice:

#### SPECIAL RESOLUTION

2. (a) the Proposed Amendments to the Articles of Association; and
- (b) the authorised representatives of the Company be authorised to do all such acts or things and to take all such steps and to execute any documents as he or she considers necessary, appropriate or expedient to give effect to the Proposed Amendments to the Articles of Association, including but not limited to seeking the approval of the same and to arrange for its registration and filing with the relevant government authorities in the PRC and Hong Kong.

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

Zhaoyuan, the PRC, 10 May 2024

\* For identification purpose only



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## SUPPLEMENTAL NOTICE OF DOMESTIC SHARE CLASS MEETING

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*Notes:*

1. A supplemental form of proxy in respect of the above special resolution is also published on the websites of the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.zhaojin.com.cn](http://www.zhaojin.com.cn)).
2. Apart from the additional resolution and other information set out in this supplemental notice of Domestic Share Class Meeting, all other matters relating to the Domestic Share Class Meeting as set out in the Notice remain unchanged. Please refer to the Notice for details of other resolutions to be considered and approved at the Domestic Share Class Meeting, eligibility of attendance, registration procedures, appointment of proxies and other relevant matters.

As at the date of this supplemental notice, the members of the Board are as follows:

*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

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## SUPPLEMENTAL NOTICE OF H SHARE CLASS MEETING

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ZHAOJIN

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**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)**

### SUPPLEMENTAL NOTICE OF H SHARE CLASS MEETING

References are made to (i) the notice of H share class meeting (the “**H Share Class Meeting**”) of Zhaojin Mining Industry Company Limited\* (the “**Company**”) dated 22 April 2024 (the “**Notice**”); (ii) the circular of the Company dated 22 April 2024 (the “**Circular**”); and (iii) the supplemental circular of the Company dated 10 May 2024 (the “**Supplemental Circular**”). Unless otherwise defined herein, capitalised terms used in this supplemental notice shall have the same meanings as those defined in the Circular and/or the Supplemental Circular.

**SUPPLEMENTAL NOTICE IS HEREBY GIVEN** that, for the reasons set out in the Supplemental Circular, the H Share Class Meeting to be held at the Company’s conference room at No. 118 Wenquan Road, Zhaoyuan City, Shandong Province, the PRC at 10:30 a.m. on Monday, 3 June 2024 will consider and approve the following as special resolution, in addition to the resolutions set out in the Notice:

#### SPECIAL RESOLUTION

2. (a) the Proposed Amendments to the Articles of Association; and
- (b) the authorised representatives of the Company be authorised to do all such acts or things and to take all such steps and to execute any documents as he or she considers necessary, appropriate or expedient to give effect to the Proposed Amendments to the Articles of Association, including but not limited to seeking the approval of the same and to arrange for its registration and filing with the relevant government authorities in the PRC and Hong Kong.

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

Zhaoyuan, the PRC, 10 May 2024

\* *For identification purpose only*

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## SUPPLEMENTAL NOTICE OF H SHARE CLASS MEETING

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*Notes:*

1. A supplemental form of proxy in respect of the above special resolution is also published on the websites of the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.zhaojin.com.cn](http://www.zhaojin.com.cn)).
2. Apart from the additional resolution and other information set out in this supplemental notice of H Share Class Meeting, all other matters relating to the H Share Class Meeting as set out in the Notice remain unchanged. Please refer to the Notice for details of other resolutions to be considered and approved at the H Share Class Meeting, eligibility of attendance, registration procedures, appointment of proxies and other relevant matters.

As at the date of this supplemental notice, the members of the Board are as follows:

*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