
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)

**PROPOSAL FOR GENERAL MANDATE TO ISSUE ADDITIONAL
DOMESTIC SHARES AND H SHARES
AND
PROPOSAL FOR GENERAL MANDATE TO REPURCHASE H SHARES
AND
PROPOSAL FOR DISTRIBUTION PLAN
AND
PROPOSAL FOR AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING
AND
NOTICE OF DOMESTIC SHARE CLASS MEETING
AND
NOTICE OF H SHARE CLASS MEETING**

Notices convening the AGM and the Class Meetings of the Company are set out on pages 17 to 30 of this 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 form of proxy in accordance with the instructions printed thereon and return it as soon as possible and in any event not less than 24 hours before the time appointed for the holding of the AGM and the Class Meetings to: (i) (for the H Share Shareholders) 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; or (ii) (for the Domestic Share Shareholders) the business address of the Company in the PRC.

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	4
Appendix I – Explanatory Statement	12
Notice of Annual General Meeting	17
Notice of Domestic Share Class Meeting	23
Notice of H Share Class Meeting	27

DEFINITIONS

In this circular, unless otherwise indicated in the context, the following expressions have the following meanings:

“AGM”	the 2024 annual 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 on 2 June 2025 (Monday) at 9:00 a.m.
“Articles of Association”	the articles of association of the Company, as amended from time to time
“associates”	has the meaning ascribed thereto under the Listing Rules
“Board”	the board of Directors
“CCASS”	the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“Class Meeting(s)”	the Domestic Share Class Meeting and the H Share Class Meeting 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 and whose H Shares are listed on the Hong Kong Stock Exchange
“Company Law”	the Company Law of the PRC
“connected person(s)”	has the meaning ascribed thereto in the Listing Rules
“Directors”	the directors of the Company
“Domestic Share(s)”	the ordinary share(s) issued by the Company, with a RMB-denominated par value of RMB1.00 each, which are subscribed for and fully paid up in RMB
“Domestic Share Class Meeting”	the class meeting of the Domestic Share Shareholders to be held at the Company’s conference room at No. 118 Wenquan Road, Zhaoyuan City, Shandong Province, the PRC on 2 June 2025 (Monday) at 10:00 a.m.

DEFINITIONS

“Domestic Share Shareholder(s)”	holder(s) of Domestic Shares
“H Share(s)”	the overseas-listed foreign invested share(s) in the share capital of the Company, with a RMB-denominated par value of RMB1.00 each, which are traded in Hong Kong dollars and listed on the main board of the Hong Kong Stock Exchange
“H Share Class Meeting”	the class meeting of the H Share Shareholders to be held at the Company’s conference room at No. 118 Wenquan Road, Zhaoyuan City, Shandong Province, the PRC on 2 June 2025 (Monday) at 10:30 a.m.
“H Share Shareholder(s)”	holder(s) of H Shares
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Issue Mandate”	subject to the conditions set out in the proposed resolution approving the Issue Mandate at the AGM, the general mandate to be given to the Board to issue Domestic Shares and H Shares and/or re-sell Treasury Shares (as permitted by the Listing Rules) up to a maximum of 20% of the total number of Domestic Shares and H Shares (excluding Treasury Shares, if any) in issue as at the date of passing the relevant resolution at the AGM
“Latest Practicable Date”	6 May 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information of this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange
“PRC” or “China”	the People’s Republic of China, and for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan

DEFINITIONS

“Repurchase Mandate”	subject to the conditions set out in the proposed resolution approving the Repurchase Mandate at the AGM and the Repurchase Mandate approved by way of special resolution at the H Share Class Meeting and the Domestic Share Class Meeting to be held separately, the general mandate to be given to the Board to exercise the power of the Company to repurchase H Shares of up to a maximum of 10% of the total number of H Shares (excluding Treasury Shares, if any) in issue as at the date of passing the relevant resolutions
“RMB”	Renminbi, the lawful currency of the PRC
“SAFE”	the State Administration for Foreign Exchange of the PRC
“SFO”	Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)
“Shareholder(s)”	the registered holder(s) of Domestic Shares and H Shares
“Shares”	ordinary shares of RMB1.00 each in the share capital of the Company, comprising Domestic Shares and H Shares
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong, as amended from time to time
“Treasury Shares”	has the meaning conferred by the Listing Rules which came into effect on 11 June 2024
“Zhaojin Group”	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 and is deemed to hold approximately 35.31% of the entire issued share capital of the Company (i.e. 660,837,607 Domestic Shares and 590,140,597 H Shares, representing approximately 18.66% and approximately 16.66% of the total number of issued Shares, respectively) as at the Latest Practicable Date
“%”	per cent

* For identification purpose only

LETTER FROM THE BOARD



ZHAO JIN

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. Wang Peiwu

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

9 May 2025

To the Shareholders

Dear Sir or Madam,

**PROPOSAL FOR GENERAL MANDATE TO ISSUE ADDITIONAL
DOMESTIC SHARES AND H SHARES
AND
PROPOSAL FOR GENERAL MANDATE TO REPURCHASE H SHARES
AND
PROPOSAL FOR DISTRIBUTION PLAN
AND
PROPOSAL FOR AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING
AND
NOTICE OF DOMESTIC SHARE CLASS MEETING
AND
NOTICE OF H SHARE CLASS MEETING**

* For identification purpose only

LETTER FROM THE BOARD

INTRODUCTION

The purpose of this circular is to provide you with information regarding the notices of the AGM and the Class Meetings and the resolutions to be proposed at the AGM and/or the Class Meetings (where applicable) relating to, among other things, the following:

- (i) the proposal for the grant of Issue Mandate;
- (ii) the proposal for the grant of Repurchase Mandate;
- (iii) the proposal for distribution plan; and
- (iv) the proposal for amendments to the Articles of Association.

I. GENERAL MANDATE TO ISSUE ADDITIONAL DOMESTIC SHARES AND H SHARES

The details set out in the special resolution numbered 1 in the notice convening the AGM, the Company proposes to pass a special resolution at the AGM to grant the Board a general mandate to allot, issue and deal with of new Domestic Shares and H Shares and/or resell the Company's Treasury Shares, not exceeding 20% of the total number of issued Shares (excluding Treasury Shares, if any) as at the date of passing such resolution.

As of the Latest Practicable Date, the Company has issued 660,837,607 Domestic Shares and 2,881,555,597 H Shares, and does not have any Treasury Shares. After the resolution to approve the Issue Mandate is passed, and assuming that the Company will not issue new Shares before the AGM, the Company will issue new Shares and/or resell its Treasury Shares in accordance with the Issue Mandate, including up to 132,167,521 Domestic Shares and 576,311,119 H Shares. The Issue Mandate will expire on the earliest of the following dates:

- (i) The conclusion of the next annual general meeting of the Company after the passing of the resolution for the Issue Mandate at the AGM and the Class Meetings;
- (ii) The date on which the next annual general meeting of the Company as required by the Articles of Association or other applicable laws is held; or
- (iii) The date on which the Shareholders pass a special resolution at the Shareholders' meeting, or the class Shareholders pass a special resolution at their respective class Shareholders' meetings to revoke or amend the authorization granted to the Board as stated in the resolution for the Issue Mandate.

The resolution for the Issue Mandate is set out in the special resolution numbered 1 in the AGM notice attached to this circular.

LETTER FROM THE BOARD

II. GENERAL MANDATE TO REPURCHASE H SHARES

According to the Company Law (which the Company is subject to and has incorporated into its Articles of Association), a limited liability company incorporated in China is not allowed to repurchase its shares, unless the purpose of the repurchase is (a) to cancel the shares in order to reduce the company's capital; (b) to merge with other companies holding shares in the company; (c) to use the shares for employee stock ownership plans or share option incentive plans; (d) to be made at the request of its shareholders who disagree with shareholders' resolutions in connection with a merger or division of the company; (e) to use the shares to convert them into corporate bonds that can be issued by the company; or (f) necessary to maintain the value of the company and protect shareholders' rights. With the approval of relevant regulatory authorities in China and in accordance with the provisions of the Articles of Association, the Company may repurchase H Shares for the above-mentioned purposes. After the amendment of the Listing Rules came into effect on 11 June 2024, any repurchased H Shares may be cancelled or held as Treasury Shares for resale.

The Listing Rules allow shareholders of a joint stock limited company incorporated in the PRC, whose shares are listed on the Hong Kong Stock Exchange, to grant a general mandate to its directors to repurchase its shares listed on the Hong Kong Stock Exchange.

According to Article 4.2 of the Articles of Association regarding the reduction of share capital, when the Company reduces its registered capital, it must prepare a balance sheet and an inventory of assets. The Company shall notify creditors within 10 days from the date of adopting the resolution to reduce registered capital, and publish an announcement in newspapers or the National Enterprise Credit Information Publicity System within 30 days. Creditors have the right to demand the Company to repay its debts or provide corresponding guarantees within 30 days from the date of receiving the written notice, or within 45 days from the date of announcement if they have not received the notice. The registered capital of the Company after reducing its capital shall not be lower than the statutory minimum limit.

In order to maintain the value and Shareholders' rights of the Company and enable the Company to repurchase its Shares in a timely and flexible manner, a special resolution will be proposed at the AGM and the Class Meetings, respectively, to approve the general mandate to repurchase H Shares granted to the Board, which is to repurchase H Shares on the Hong Kong Stock Exchange, with a quantity not exceeding 10% of the issued H Shares (excluding Treasury Shares, if any) as at the date of passing the relevant resolutions of the Repurchase Mandate. The Board is authorized to exercise all rights of the Company to repurchase H Shares in accordance with all applicable laws and regulations of the PRC government or securities regulatory authorities and the Hong Kong Stock Exchange during the Relevant Period (as defined in the notices of the AGM and the Class Meetings), and is authorized to make (including but not limited to) the following actions:

- (i) Determine the specific repurchase plan, including but not limited to the repurchase price, number of Shares to be repurchased, repurchase timing and repurchase period, etc.;

LETTER FROM THE BOARD

- (ii) Open stock accounts and handle the relevant procedures for the repurchase funds, etc.;
- (iii) Determine the specific use of the repurchased H Shares within the period prescribed by relevant laws and regulations in accordance with the actual situation of the Company and to adjust or change such use as permitted by the relevant laws and regulations;
- (iv) Based on market conditions and the capital management needs of the Group at the time of repurchase, decide to cancel such repurchased H Shares or hold such repurchased H Shares as Treasury Shares;
- (v) If it is decided to cancel the repurchased H Shares, in accordance with the provisions of the Articles of Association, the cancellation procedures for repurchased Shares shall be carried out to reduce the registered capital of the Company, and the Articles of Association shall be amended as it deems appropriate and necessary to reflect the reduction in the registered capital of the Company; and
- (vi) Take any other necessary actions and complete any necessary procedures to repurchase such Shares under the Repurchase Mandate.

According to the Repurchase Mandate, the total number of H Shares repurchased during the Relevant Period (as defined in the notices of the AGM and the Class Meetings) shall not exceed 10% of the total number of H Shares issued by the Company (excluding Treasury Shares, if any) as at the date of passing the relevant resolutions of the Repurchase Mandate by the Shareholders.

The Board must comply with the Listing Rules (as amended from time to time), relevant laws and regulations in the PRC, the Articles of Association, and obtain approval from all regulatory authorities (if applicable) before exercising the Repurchase Mandate.

The Repurchase Mandate can only be implemented after the AGM and the Class Meetings have passed the resolutions for the Repurchase Mandate. If approved, the Repurchase Mandate will expire on the earliest of the following dates:

- (i) The conclusion of the next annual general meeting of the Company after the passing of the resolution for Repurchase Mandate at the AGM and Class Meetings;
- (ii) The date on which the next annual general meeting of the Company is required to be held by the Articles of Association or other applicable laws; or
- (iii) The date on which the Shareholders pass a special resolution at the Shareholders' meeting, or the class Shareholders pass a special resolution at their respective class Shareholders' meetings to revoke or amend the authorization granted to the Board as stated in the resolution for Repurchase Mandate.

LETTER FROM THE BOARD

The Repurchase Mandate complies with the Listing Rules, the Articles of Association and applicable laws, rules and regulations of the PRC government and regulatory authorities. The resolution for the Repurchase Mandate is set out in the special resolution numbered 2 in the AGM notice, as well as the special resolution numbered 1 of each of the notices of H Share Class Meeting and Domestic Share Class Meeting attached to this circular.

Appendix I to this circular is an explanatory statement containing information regarding the Repurchase Mandate.

The relevant proposal will be presented as a special resolution at the AGM and the Class Meetings, respectively, for review and approval by the Shareholders.

AGM and the Class Meetings

Special resolutions will be proposed at the AGM and the Class Meetings in relation to the grant of the Repurchase Mandate to the Directors, details of which are set out in the special resolution numbered 2 of the notice of the AGM and the special resolution numbered 1 of each of the notices of the Class Meetings.

Explanatory Statement

An explanatory statement containing all relevant information relating to the Repurchase Mandate is set out in the Appendix I to this circular. The information in the explanatory statement is to provide you with the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution to grant to the Directors the Repurchase Mandate.

III. PROPOSAL FOR DISTRIBUTION PLAN

According to the annual results announcement of the Company for the year ended 31 December 2024 dated 21 March 2025, it was proposed by the Board for the payment of final dividends for the year ended 31 December 2024 of RMB0.05 (tax included) per Share to the Shareholders whose names appear on the register of members of the Company on the record date. For distribution of such dividends, dividends for Domestic Shares will be paid in RMB, whereas dividends for H Shares will be paid in HK\$ (at the average exchange rate of the medium rate of converting RMB into HK\$ as quoted by the People's Bank of China for one week immediately prior to 2 June 2025).

The proposed payment of final dividends for the year ended 31 December 2024 is still subject to the approval by the Shareholders of the Company at the AGM. If the aforesaid proposal is approved at the AGM, it is expected that the final dividend for the year ended 31 December 2024 will be paid on or before Monday, 30 June 2025 to the Shareholders whose names appear on the register of members of the Company on the record date.

LETTER FROM THE BOARD

IV. 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 the Articles of Association.

Given that the Company has completed the placing of 140,000,000 new H Shares on 31 March 2025, and the total number of issued Shares increased from 3,402,393,204 Shares to 3,542,393,204 Shares, and the total number of issued H Shares increased from 2,741,555,597 Shares to 2,881,555,597 Shares, the Board has reviewed and approved the proposed amendments to the Articles of Association, which will be submitted to the AGM and the Class Meetings for the consideration and approval by the Shareholders.

The details of the proposed amendments to the Articles of Association are as follows:

No.	Original Articles	Amended Articles
1	Article 3.5 The share capital structure of the Company: 3,402,393,204 ordinary shares, of which domestic shareholders hold 660,837,607 shares, representing 19.42% 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 Shandong Gold Capital State owned Capital Investment Group Co., Ltd., respectively; Shareholders of overseas-listed foreign-invested shares hold 2,741,555,597 shares, representing 80.58% of the issued ordinary shares of the Company.	Article 3.5 The share capital structure of the Company: 3,402,393,204 <u>3,542,393,204</u> ordinary shares, of which domestic shareholders hold 660,837,607 shares, representing 19.42% <u>18.66%</u> 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 Shandong Gold Capital State owned Capital Investment Group Co., Ltd., respectively; Shareholders of overseas-listed foreign-invested shares hold 2,741,555,597 <u>2,881,555,597</u> shares, representing 80.58% <u>81.34%</u> of the issued ordinary shares of the Company.
2	Article 3.6 The registered capital of the Company is RMB3,402,393,204.	Article 3.6 The registered capital of the Company is RMB 3,402,393,204 <u>3,542,393,204</u> .

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.

LETTER FROM THE BOARD

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.

V. CLOSURE OF THE REGISTER OF MEMBERS

In order to determine the Shareholders who are entitled to attend the AGM, the register of members of the Company will be closed from 27 May 2025 to 2 June 2025, both days inclusive, during which no transfer of Shares will be registered. In order to determine the Shareholders who are entitled to receive the final dividend for the year ended 31 December 2024, the register of members will be closed from 6 June 2025 to 10 June 2025, both days inclusive, during which no transfer of Shares will be registered.

To be entitled to attend and vote at the AGM, Shareholders whose transfer of Shares have not been registered must lodge all transfer instruments accompanied by the relevant share certificates with the Company's H Shares registrar and transfer office, Computershare Hong Kong Investor Services Limited at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for H Share Shareholders, or the business address of the Company in the PRC at No. 118 Wenquan Road, Zhaoyuan City, Shandong Province, the PRC for Domestic Share Shareholders for registration at or before 4:30 p.m. on Monday, 26 May 2025 (Hong Kong time).

To be entitled to receive the final dividend for the year 2024, Shareholders whose transfer of Shares have not been registered must lodge all transfer instruments accompanied by the relevant share certificates with the Company's H Shares registrar and transfer office, Computershare Hong Kong Investor Services Limited at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for H Share Shareholders, or the business address of the Company in the PRC at No. 118 Wenquan Road, Zhaoyuan City, Shandong Province, the PRC for Domestic Share Shareholders for registration at or before 4:30 p.m. on Thursday, 5 June 2025 (Hong Kong time).

VI. 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 AGM and Class Meetings shall therefore demand voting on all resolutions set out in the notices of AGM and Class Meetings 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 of the Company.

LETTER FROM THE BOARD

VII. RECOMMENDATIONS

The Directors consider that the proposed resolutions in respect of the proposals for (i) the Issue Mandate; (ii) the Repurchase Mandate; (iii) the proposal for distribution plan; and (iv) the proposed amendments to the Articles of Association are fair and reasonable and in the best interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of all the above resolutions and other resolutions as set out in the notice of the AGM and in the notices of the Class Meetings.

VIII. RESPONSIBILITY STATEMENT

This 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 provided by the Directors, who collectively and individually accept full responsibility for the accuracy of the information contained in this 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 circular the omission of which would make any statement herein misleading insofar as it relates to the Company.

IX. ADDITIONAL INFORMATION

Your attention is also drawn to the additional information set out in the appendices to this circular.

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

* For identification purpose only

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

The following is the explanatory statement which is required to be sent to you under the Listing Rules in connection with the proposed Repurchase Mandate:

(I) REASONS FOR REPURCHASE OF H SHARES

The Directors believe that seeking authorization from Shareholders to repurchase H Shares by the Company in the market is in the best interests of the Company and its Shareholders. The repurchase of Shares may result in an increase in the net asset value and/or earnings per share of the Company, subject to market conditions and funding arrangements at the time. On the other hand, the Shares repurchased by the Company and held as Treasury Shares may be resold in the market at market price to raise funds for the Company, or transferred or used for other purposes, subject to compliance with the Listing Rules, the Articles of Association, and applicable laws, regulations, and rules in the PRC. The Company will only repurchase Shares when the Directors believe that it is beneficial for the Company and its Shareholders.

(II) REGISTERED CAPITAL

As at the Latest Practicable Date, the registered capital of the Company was RMB3,542,393,204, comprising 2,881,555,597 H Shares of RMB1.00 each and 660,837,607 Domestic Shares of RMB1.00 each, of which 660,837,607 Domestic Shares and 590,140,597 H Shares are held and deemed to be held by Zhaojin Group, and 2,291,415,000 H Shares are held by other Shareholders.

(III) EXERCISE OF THE REPURCHASE MANDATE

Subject to the passing of the relevant special resolutions approving the grant of the Repurchase Mandate to the Directors at the AGM and the Class Meetings, respectively, the Directors will be granted the Repurchase Mandate until the end of the Relevant Period (as defined in the notices of the AGM and the Class Meetings). In addition, the exercise of the Repurchase Mandate is subject to the approvals of the relevant PRC regulatory authorities as required by the laws, rules and regulations of the PRC being obtained (if applicable), and is also subject to the provisions of the Articles of Association.

Neither this explanatory statement nor the Repurchase Mandate has any unusual features.

As at the Latest Practicable Date, assuming the Repurchase Mandate is only required to be approved at the AGM and the Class Meetings, the exercise in full of the Repurchase Mandate would result in up to 288,155,559 H Shares (assuming there is no issue of additional H Shares from the Latest Practicable Date up to the date of the AGM) being repurchased by the Company during the Relevant Period (as defined in the notices of the AGM and the Class Meetings).

(IV) FUNDING OF REPURCHASES OF H SHARES

In repurchasing its H Shares, the Company intends to apply funds from the Company's internal resources (which may include surplus funds and retained profits) legally available for such purpose in accordance with the Articles of Association and the applicable laws, rules and regulations of the PRC.

Based on the financial position disclosed in the recently published audited accounts for the year ended 31 December 2024 of the Company, the Directors consider that there will not be any material adverse impact on the working capital or gearing position of the Company in the event that the Repurchase Mandate is to be exercised in full at any time during the Relevant Period (as defined in the notices of the AGM and the Class Meetings). The number of H Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regarded to the circumstances then prevailing and in the best interests of the Company.

(V) STATUS OF REPURCHASED H SHARES

The repurchased H Shares by the Company may be cancelled or held as the Treasury Shares, subject to market conditions and the capital management needs of the Group during the Relevant Period (as defined in the notices of the AGM and the Class Meetings).

For any Treasury Shares of the Company stored in the CCASS for resale on the Hong Kong Stock Exchange, the Company shall take appropriate measures necessary to ensure that such Treasury Shares are appropriately identified and segregated.

(VI) PRICES OF H SHARES

The highest and lowest prices at which the H Shares of the Company have been traded on the Hong Kong Stock Exchange during each of the twelve months preceding the Latest Practicable Date were as follows:

	H Shares Prices	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2024		
April	14.86	11.14
May	15.40	12.26
June	15.22	12.52
July	16.70	12.80
August	14.68	12.40
September	14.46	11.44
October	14.88	12.72
November	13.58	10.84
December	11.90	10.08
2025		
January	12.84	10.94
February	15.22	12.44
March	16.66	13.06
April	20.85	13.58
May (Until the Latest Practicable Date)	19.80	17.94

(VII) SUBSTANTIAL SHAREHOLDERS

As at the Latest Practicable Date, the following are the persons, other than the Directors or chief executives of the Company, who had interests or short positions in the Shares and underlying Shares which would be required to be notified to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or as recorded in the register of interests required to be kept by the Company pursuant to Section 336 of Part XV of the SFO:

Name of Shareholders	Class of Shares	Capacity	Number of Shares held	Approximate percentage of shareholding in the registered capital of the Company %	Approximate percentage of shareholding in the total number of issued Domestic Shares of the Company %	Approximate percentage of shareholding in the total number of issued H Shares of the Company %	Long position/ Short position/ Lending pool
1 Shandong Zhaojin Group Company Limited	Domestic Shares	Beneficial owner	660,837,607 (Note 1)	18.66	100	-	Long position
	H Shares	Beneficial owner	517,773,402 (Note 1)	14.62	-	17.97	Long position
	H Shares	Interest of controlled corporation	72,367,195 (Notes 1 and 2)	2.04	-	2.51	Long position
2 Zijin Mining Group Co., Ltd.	H Shares	Interest of controlled corporation	644,805,741 (Note 3)	18.20	-	22.38	Long position
3 Gold Mountains (H.K.) International Mining Co., Ltd.	H Shares	Beneficial owner	644,805,741 (Note 3)	18.20	-	22.38	Long position
4 Van Eck Associates Corporation	H Shares	Investment manager	170,649,425 (Note 4)	4.82	-	5.92	Long position
5 State Street Bank & Trust Company	H Shares	Approved lending agent	164,978,208 (Note 5)	4.66	-	5.73	Lending pool

Notes:

- (1) Pursuant to Section 336 of the SFO, the Shareholders of the Company are required to file disclosure of interests forms when certain criteria are fulfilled and the full details of the requirements are available on SFO's official website. When a Shareholder's shareholding in the Company changes, it is not necessary for the Shareholder to notify the Company and the Hong Kong Stock Exchange unless certain criteria are fulfilled, therefore substantial Shareholders' latest shareholding in the Company may be different to the shareholding filed with the Company and the Hong Kong Stock Exchange.
- (2) Zhaojin Group holds 100% equity interests in Zhaojin Non-Ferrous Mining Company Limited ("**Zhaojin Non-Ferrous**") and therefore the 50,967,195 H Shares held by Zhaojin Non-Ferrous in the Company is shown as long position of Zhaojin Group. Luyin Trading Pte Ltd. ("**Luyin**") is a wholly-owned subsidiary of Zhaojin Group and therefore the 21,400,000 H Shares held by Luyin is shown as long position of Zhaojin Group.

- (3) Zijin Mining Group Co., Ltd. is indirectly interested in the Company through its 100% interest in Gold Mountains (H.K.) International Mining Co., Ltd.
- (4) Van Eck Associates Corporation is the investment manager of the VanEck Vectors ETF – VanEck Vectors Gold Miners ETF.
- (5) State Street Bank & Trust Company is interested in the Shares of the Company through its directly or indirectly controlled companies.
- (6) As at the Latest Practicable Date, the total number of issued Shares, Domestic Shares and H Shares of the Company were 3,542,393,204 Shares, 660,837,607 Domestic Shares and 2,881,555,597 H Shares respectively.

As at the Latest Practicable Date, save as disclosed above and to the best knowledge of the Directors, supervisors and senior management of the Company, no person had any interests or short positions in the Shares or underlying shares of the Company which were required, pursuant to Section 336 of the SFO, to be entered into the register referred to therein, or holding 5% or above in the issued share capital of the Company which will be required to be notified to the Company.

(VIII) GENERAL INFORMATION

- (a) None of the Directors nor, to the best of their knowledge and having made all reasonable enquiries, any of their associates, have any present intention to sell any H Shares to the Company or any of its subsidiaries under the Repurchase Mandate if the same is approved by the Shareholders of the Company.
- (b) The Directors will exercise the power of the Company in accordance with the Listing Rules, the Articles of Association and the applicable laws of the PRC to repurchase the H Shares pursuant to the Repurchase Mandate.
- (c) No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she has a present intention to sell H Shares to the Company or its subsidiaries, or has undertaken not to do so, if the Repurchase Mandate is granted and is exercised.

(IX) TAKEOVERS CODE

If on the exercise of the power to repurchase H Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

Assuming that the substantial Shareholder has not disposed of its Shares, and if the Repurchase Mandate is exercised in full, the percentage of shareholding of the substantial Shareholder before and after such repurchase would be as follows:

Substantial Shareholder	Before repurchase	After repurchase
Zhaojin Group	35.31%*	38.44%

* As at the Latest Practicable Date, Zhaojin Group holds and is deemed to hold 660,837,607 Domestic Shares and 590,140,597 H Shares, representing 18.66% and 16.66% of the total issued Shares of the Company, respectively.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, Zhaojin Group holds and is deemed to hold 35.31% of the total issued Shares (including 660,837,607 Domestic Shares and 590,140,597 H Shares, representing 18.66% and 16.66% of the total issued Shares, respectively). In the event that the Directors exercise the Repurchase Mandate in full, the shareholding percentage of Zhaojin Group would increase to 38.44% of the total issued Shares. On the basis of the shareholding held by Zhaojin Group as at the Latest Practicable Date, such increase will give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code. However, the Directors do not have present intention to exercise the Repurchase Mandate to such an extent as would give rise to such an obligation.

Assuming that there is no issue of H Shares between the Latest Practicable Date and the date of a repurchase of H Shares, an exercise of the Repurchase Mandate whether in whole or in part will not result in less than the relevant prescribed minimum percentage of the Shares of the Company being held by the public as required by the Hong Kong Stock Exchange. The Directors have no intention to exercise the Repurchase Mandate to an extent which may result in a public shareholding of less than such minimum percentage.

At the Latest Practicable Date, save as disclosed above, the Directors are not aware of any consequences that may arise under the Takeovers Code and/or any similar applicable laws of which the Directors are aware, as a result of any repurchase of Shares made under the proposed resolution.

(X) SHARE REPURCHASES MADE BY THE COMPANY

The Company has not repurchased any of its H Shares (whether on the Hong Kong Stock Exchange or otherwise) during the six months' period preceding the Latest Practicable Date.

NOTICE OF ANNUAL GENERAL MEETING



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 ANNUAL GENERAL MEETING

NOTICE IS HERE BY GIVEN that the 2024 annual general meeting (the “**AGM**”) 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 Monday, 2 June 2025 for the following purposes:

ORDINARY RESOLUTIONS

To consider and approve the following as ordinary resolutions:

- (i) the report of the board of directors (the “**Board**”) of the Company for the year ended 31 December 2024;
- (ii) the report of the supervisory committee of the Company for the year ended 31 December 2024;
- (iii) the audited financial report of the Company for the year ended 31 December 2024;
- (iv) the proposed distribution plan of the Company for the year ended 31 December 2024;
- (v) the proposal for the re-appointment of Ernst & Young and Ernst & Young Hua Ming LLP as the international auditor and the PRC auditor of the Company, respectively, for the year ending 31 December 2025, and to authorize the Board to fix their remuneration.

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

SPECIAL RESOLUTIONS

To consider and approve the following as special resolutions:

1. The General Mandate to Issue Additional Domestic Shares and H Shares

“THAT:

- (a) Subject to the provisions of paragraphs (i) to (iii) below, the Board is granted unconditional general authorization to allot, issue and/or deal with Domestic Shares, and/or H Shares, as well as to sell or transfer any Treasury Shares, and to make or grant offers, agreements or options (including bonds, warrants and securities or debt securities convertible into shares), and the right to exchange or convert shares in respect of such matters:
 - (i) Except for the Board who may make or grant offers, agreements or stock options (including convertible bonds, warrants and securities or debt securities) during the Relevant Period, as well as the right to exchange or convert shares that may need to be exercised after the end of the Relevant Period, such authorization shall not exceed the Relevant Period;
 - (ii) The number of Domestic Shares and/or H Shares involved not exceeding 20% of the total number of Domestic Shares and H Shares issued by the Company (excluding Treasury Shares, if any) as of the date of passing this resolution, whether or not they are issued, issued and/or processed by the Board, or conditionally or unconditionally agreed to be issued, issued and/or processed (whether or not based on stock options or other reasons, and including the sale and transfer of Treasury Shares); and
 - (iii) The Board may only exercise the powers under this authorization in compliance with the Company Law, the Listing Rules (as amended from time to time), and rules of the relevant PRC regulatory authorities;
- (b) As for this resolution:

The term “Relevant Period” refers to the period from the date of the adoption of this resolution to the earliest of the following:

- (i) At the conclusion of the next annual general meeting of the Company after the passing of this resolution;
- (ii) The date on which the next annual general meeting of the Company is required to be held by the Articles of Association or other applicable laws; or

NOTICE OF ANNUAL GENERAL MEETING

- (iii) The date on which the Shareholders pass a special resolution at the Shareholders' meeting, or the class Shareholders pass a special resolution at their respective class Shareholders' meetings to revoke or amend the authorization granted to the Board as stated in this resolution; and
- (c) Subject to the resolution of the Board to issue shares in accordance with sub-paragraph (a) of this resolution, the Board is authorized to approve, sign, make, and cause to be signed and made all documents, contracts, and matters that it deems relevant to the issuance of such new Shares (including but not limited to determining the time and place of issuance, submitting all necessary applications to relevant authorities, and entering into underwriting agreements or any other agreements), determining the use of proceeds, and making necessary filings, registrations, and making relevant amendments to the Articles of Association as it deems appropriate to reflect the increase in registered capital and the new share capital structure of the Company to PRC, Hong Kong and other relevant authorities."

2. The General Mandate for the Repurchase of H Shares

"THAT:

- (d) According to all applicable laws and regulations of the PRC government or securities regulatory authorities, as well as the Hong Kong Stock Exchange, repurchase H Shares on terms deemed appropriate, not exceeding 10% of the total number of issued H Shares (excluding Treasury Shares, if any) as of the date of this resolution;
- (e) The Board is authorized to make (including but not limited to) the following during the Relevant Period:
 - (i) Determine the specific repurchase plan, including but not limited to the repurchase price, number of Shares to be repurchased, repurchase timing and repurchase period, etc.;
 - (ii) Open stock accounts and handle the relevant procedures for the repurchase funds, etc.;
 - (iii) Determine the specific use of the repurchased H Shares in accordance with the actual situation of the Company and to adjust or change such use as permitted by the relevant laws and regulations;
 - (iv) Based on market conditions and the capital management needs of the Group at the time of repurchase, decide to cancel such repurchased H Shares or hold such repurchased H Shares as Treasury Shares;

NOTICE OF ANNUAL GENERAL MEETING

- (v) If it is decided to cancel the repurchased H Shares, in accordance with the provisions of the Articles of Association, the cancellation procedures for repurchased shares shall be carried out to reduce the registered capital of the Company, and the Articles of Association shall be amended as it deems appropriate and necessary to reflect the reduction of the registered capital of the Company; and
 - (vi) Take any other necessary actions and complete any necessary procedures to repurchase such shares in accordance with paragraph (a) of this special resolution.
- (f) For the purpose of this special resolution, “Relevant Period” refers to the period from the date of its adoption to the earliest of the following:
- (i) At the conclusion of the next annual general meeting of the Company after the passing of this resolution;
 - (ii) The date on which the next annual general meeting of the Company is required to be held by the Articles of Association or other applicable laws; or
 - (iii) The date on which the Shareholders pass a special resolution at the Shareholders’ meeting, or the class Shareholders pass a special resolution at their respective class Shareholders’ meetings to revoke or amend the authorization granted to the Board as stated in this resolution.”

3. The Proposal For Amendments to the Articles of Association

“THAT

- (a) The proposed amendments to the Articles of Association as set out in the circular of the Company dated 9 May 2025 be approved; 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.”

NOTICE OF ANNUAL GENERAL MEETING

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 AGM.

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

Zhaoyuan, the PRC, 9 May 2025

Notes:

1. Unless otherwise indicated, capitalized terms used herein shall have the same meaning as those defined in the circular of the Company dated 9 May 2025.
2. For details of the general mandates for the issue of additional H Shares and Domestic Shares and the repurchase of H Shares, please refer to the accompanying circular.
3. In order to determine the Shareholders who are entitled to attend the AGM, the register of members of the Company will be closed from 27 May 2025 to 2 June 2025, both days inclusive, during which no transfer of Shares will be registered.

To be entitled to attend and vote at the AGM, Shareholders whose transfer of Shares have not been registered must lodge all transfer instruments accompanied by the relevant share certificates with the Company's H Shares registrar and transfer office, Computershare Hong Kong Investor Services Limited at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for H Share Shareholders; or the business address of the Company in the PRC at No. 118 Wenquan Road, Zhaoyuan City, Shandong Province, the PRC for Domestic Share Shareholders for registration at or before 4:30 p.m. on Monday, 26 May 2025 (Hong Kong time).
4. Shareholders of the Company whose names appear on the register of members of the Company on 2 June 2025 will be entitled to attend and vote at the AGM or any adjourned meetings.
5. If a Shareholder appoints more than one proxy to attend the meeting, its proxy can only vote by poll.
6. H Share Shareholders and Domestic Share Shareholders who have the right to attend and vote at the AGM are entitled to appoint one or more proxies (whether or not a Shareholder) to attend and vote 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 policies on the declaration and payment of final dividends.
7. If a proxy is appointed to attend the AGM on behalf of a Shareholder, the proxy must produce proof of identity and the authorisation instrument with the date of issue and duly signed by the proxy or its legal personal representative, and in the case of legal representatives of legal person Shareholders, such legal representatives must produce proof of identity and effective document to identify its identity as legal representative. If a legal person Shareholder appoints a company representative other than its legal representative to attend the AGM, 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.
8. If the proxy form is signed by a person under a power of attorney or other authority, the power of attorney or other authority must be notarially certified. In order to be valid, the notarially certified copy of such power of attorney or other authority under which it is signed together with the proxy form must be deposited not less than 24 hours before the time for holding the AGM at: (i) 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 H Share Shareholders); or (ii) the business address of the Company in the PRC (for Domestic Share Shareholders).
9. The AGM 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.

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

The business address of the Company in the PRC 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 comprise:

Executive Directors: Mr. Jiang Guipeng, Mr. Duan Lei, Mr. Wang Ligang and Mr. Wang Peiwu

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

NOTICE OF DOMESTIC SHARE CLASS MEETING



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 DOMESTIC SHARE CLASS MEETING

NOTICE IS HEREBY GIVEN that the Domestic Share class meeting (the “**Domestic Share Class Meeting**”) 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**”) on Monday, 2 June 2025 at 10:00 a.m. for the following purpose:

SPECIAL RESOLUTIONS

To consider and approve the following as special resolution:

1. The General Mandate for the Repurchase of H Shares

“THAT:

- (a) According to all applicable laws and regulations of the PRC government or securities regulatory authorities, as well as the Hong Kong Stock Exchange, repurchase H Shares on terms deemed appropriate, not exceeding 10% of the total number of issued H Shares (excluding Treasury Shares, if any) as of the date of this resolution;
- (b) The Board is authorized to make (including but not limited to) the following during the Relevant Period:
 - (i) Determine the specific repurchase plan, including but not limited to the repurchase price, number of Shares to be repurchased, repurchase timing and repurchase period, etc.;
 - (ii) Open stock accounts and handle the relevant procedures for the repurchase funds, etc.;
 - (iii) Determine the specific use of the repurchased H Shares in accordance with the actual situation of the Company and to adjust or change such use as permitted by the relevant laws and regulations;

* For identification purpose only

NOTICE OF DOMESTIC SHARE CLASS MEETING

- (iv) Based on market conditions and the capital management needs of the Group at the time of repurchase, decide to cancel such repurchased H Shares or hold such repurchased H Shares as Treasury Shares;
 - (v) If it is decided to cancel the repurchased H Shares, in accordance with the provisions of the Articles of Association, the cancellation procedures for repurchased shares shall be carried out to reduce the registered capital of the Company, and the Articles of Association shall be amended as it deems appropriate and necessary to reflect the reduction of the registered capital of the Company; and
 - (vi) Take any other necessary actions and complete any necessary procedures to repurchase such shares in accordance with paragraph (a) of this special resolution.
- (c) For the purpose of this special resolution, “Relevant Period” refers to the period from the date of its adoption to the earliest of the following:
- (i) At the conclusion of the next annual general meeting of the Company after the passing of this resolution;
 - (ii) The date on which the next annual general meeting of the Company is required to be held by the Articles of Association or other applicable laws; or
 - (iii) The date on which the Shareholders pass a special resolution at the Shareholders’ meeting, or the class Shareholders pass a special resolution at their respective class Shareholders’ meetings to revoke or amend the authorization granted to the Board as stated in this resolution.”

2. The Proposal For Amendments to the Articles of Association

“THAT

- (a) The proposed amendments to the Articles of Association as set out in the circular of the Company dated 9 May 2025 be approved; 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.”

NOTICE OF DOMESTIC SHARE CLASS MEETING

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 class meeting.

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

Zhaoyuan, the PRC, 9 May 2025

Notes:

1. Unless otherwise indicated, capitalized terms used herein shall have the same meaning as those defined in the circular of the Company dated 9 May 2025.
2. For details of the general mandate for the repurchase of H Shares, please refer to the accompanying circular.
3. In order to determine the Domestic Share Shareholders who are entitled to attend the Domestic Share Class Meeting, the register of members of the Company will be closed from 27 May 2025 to 2 June 2025, both days inclusive, during which no transfer of Shares will be registered.

To be entitled to attend and vote at the Domestic Share Class Meeting, Domestic Share Shareholders whose transfer of Domestic Shares have not been registered must lodge all transfer instruments accompanied by the relevant share certificates with the business address of the Company in the PRC at No. 118 Wenquan Road, Zhaoyuan City, Shandong Province, the PRC for registration at or before 4:30 p.m. on Monday, 26 May 2025 (Hong Kong time).

4. Shareholders of the Company whose names appear on the register of members of Domestic Shares of the Company on 2 June 2025 will be entitled to attend and vote at the Domestic Share Class Meeting or any adjourned meetings. Shareholders who have the right to attend and vote at the Domestic Share Class Meeting are entitled to appoint one or more proxies to attend and vote at the Domestic Share Class Meeting on his/her/its behalf. A proxy need not be a Shareholder of the Company.
5. If a Shareholder appoints more than one proxy to attend the meeting, its proxy can only vote by poll.
6. Domestic Share Shareholders who have the right to attend and vote at the Domestic Share Class Meeting are entitled to appoint one or more proxies (whether or not a Shareholder) in writing to attend and vote 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.
7. If a proxy is appointed to attend the Domestic Share Class Meeting on behalf of a Shareholder, the proxy must produce proof of identity and the authorisation instrument with the date of issue and duly signed by the proxy or its legal personal representative, and in the case of legal representatives of legal person Shareholders, such legal representatives must produce proof of identity and effective document to identify its identity as legal representative. If a legal person Shareholder appoints a company representative other than its legal representative to attend the Domestic Share Class Meeting, such representative must produce proof of identity and the authorisation instrument bearing the company chop of the legal person Shareholder and duly authorized by its legal representative.
8. If the proxy form is signed by a person under a power of attorney or other authority, the power of attorney or other authority must be notarially certified. In order to be valid, the notarially certified copy of such power of attorney or other authority under which it is signed together with the proxy form must be deposited at the business address of the Company in the PRC not less than 24 hours before the time for holding the Domestic Share Class Meeting.
9. The Domestic Share Class Meeting is expected to be held for less than half a day. Shareholders and their proxies who attend the meeting shall arrange for their own transportation and accommodation at their own expenses.

* For identification purpose only

NOTICE OF DOMESTIC SHARE CLASS MEETING

The business address of the Company in the PRC 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 comprise:

Executive Directors: Mr. Jiang Guipeng, Mr. Duan Lei, Mr. Wang Ligang and Mr. Wang Peiwu

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

NOTICE OF H SHARE CLASS MEETING



ZHAOJIN MINING INDUSTRY COMPANY LIMITED* 招金礦業股份有限公司

(a joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 1818)

NOTICE OF H SHARE CLASS MEETING

NOTICE IS HEREBY GIVEN that the H Share class meeting (the “**H Share Class Meeting**”) 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**”) on Monday, 2 June 2025 at 10:30 a.m. for the following purpose:

SPECIAL RESOLUTIONS

To consider and approve the following as special resolution:

1. The General Mandate for the Repurchase of H Shares

“**THAT:**

- (a) According to all applicable laws and regulations of the PRC government or securities regulatory authorities, as well as the Hong Kong Stock Exchange, repurchase H Shares on terms deemed appropriate, not exceeding 10% of the total number of issued H Shares (excluding Treasury Shares, if any) as of the date of this resolution;
- (b) The Board is authorized to make (including but not limited to) the following during the Relevant Period:
 - (i) Determine the specific repurchase plan, including but not limited to the repurchase price, number of Shares to be repurchased, repurchase timing, and repurchase period, etc.;
 - (ii) Open stock accounts and handle the relevant procedures for the repurchase funds, etc.;
 - (iii) Determine the specific use of the repurchased H Shares in accordance with the actual situation of the Company and to adjust or change such use as permitted by the relevant laws and regulations;

* For identification purpose only

NOTICE OF H SHARE CLASS MEETING

- (iv) Based on market conditions and the capital management needs of the Group at the time of repurchase, decide to cancel such repurchased H Shares or hold such repurchased H Shares as Treasury Shares;
 - (v) If it is decided to cancel the repurchased H Shares, in accordance with the provisions of the Articles of Association, the cancellation procedures for repurchased shares shall be carried out to reduce the registered capital of the Company, and the Articles of Association shall be amended as it deems appropriate and necessary to reflect the reduction of the registered capital of the Company; and
 - (vi) Take any other necessary actions and complete any necessary procedures to repurchase such shares in accordance with paragraph (a) of this special resolution.
- (c) For the purpose of this special resolution, “Relevant Period” refers to the period from the date of its adoption to the earliest of the following:
- (i) At the conclusion of the next annual general meeting of the Company after the passing of this resolution;
 - (ii) The date on which the next annual general meeting of the Company is required to be held by the Articles of Association or other applicable laws; or
 - (iii) The date on which the Shareholders pass a special resolution at the Shareholders’ meeting, or the class Shareholders pass a special resolution at their respective class Shareholders’ meetings to revoke or amend the authorization granted to the Board as stated in this resolution.”

2. The Proposal For Amendments to the Articles of Association

“THAT

- (a) The proposed amendments to the Articles of Association as set out in the circular of the Company dated 9 May 2025 be approved; 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.”

NOTICE OF H SHARE CLASS MEETING

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 class meeting.

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

Zhaoyuan, the PRC, 9 May 2025

Notes:

1. Unless otherwise indicated, capitalized terms used herein shall have the same meaning as those defined in the circular of the Company dated 9 May 2025.
2. For details of the general mandate for the repurchase of H Shares, please refer to the accompanying circular.
3. In order to determine the H Share Shareholders who are entitled to attend the H Share Class Meeting, the register of members of the Company will be closed from 27 May 2025 to 2 June 2025, both days inclusive, during which no transfer of Shares will be registered.

To be entitled to attend and vote at the H Share Class Meeting, H Share Shareholders whose transfer of H Shares have not been registered must lodge all transfer instruments accompanied by the relevant share certificates with the Company's H Shares registrar and transfer office, Computershare Hong Kong Investor Services Limited at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration at or before 4:30 p.m. on Monday, 26 May 2025 (Hong Kong time).

4. Shareholders of the Company whose names appear on the register of members of H Shares of the Company on 2 June 2025 will be entitled to attend and vote at the H Share Class Meeting or any adjourned meetings. Shareholders who have the right to attend and vote at the H Share Class Meeting are entitled to appoint one or more proxies to attend and vote at the H Share Class Meeting on his/her/its behalf. A proxy need not be a Shareholder of the Company.
5. If a Shareholder appoints more than one proxy to attend the meeting, its proxy can only vote by poll.
6. H Share Shareholders who have the right to attend and vote at the H Share Class Meeting are entitled to appoint one or more proxies (whether or not a Shareholder) in writing to attend and vote 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.
7. If a proxy is appointed to attend the H Share Class Meeting on behalf of a Shareholder, the proxy must produce proof of identity and the authorisation instrument with the date of issue and duly signed by the proxy or its legal personal representative, and in the case of legal representatives of legal person Shareholders, such legal representatives must produce proof of identity and effective document to identify its identity as legal representative. If a legal person Shareholder appoints a company representative other than its legal representative to attend the H Share Class Meeting, such representative must produce proof of identity and the authorisation instrument bearing the company chop of the legal person Shareholder and duly authorised by its legal representative.
8. If the proxy form is signed by a person under a power of attorney or other authority, the power of attorney or other authority must be notarially certified. In order to be valid, the notarially certified copy of such power of attorney or other authority under which it is signed together with the proxy form must be deposited at the H Shares registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time for holding the H Share Class Meeting.
9. The H Share Class Meeting is expected to be held for less than half a day. Shareholders and their proxies who attend the meeting shall arrange for their own transportation and accommodation at their own expenses.

* For identification purpose only

NOTICE OF H SHARE CLASS MEETING

The business address of the Company in the PRC 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 comprise:

Executive Directors: Mr. Jiang Guipeng, Mr. Duan Lei, Mr. Wang Ligang and Mr. Wang Peiwu

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