
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).

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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)

**PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR
AND
NOTICE OF THE 2026 SECOND EXTRAORDINARY
GENERAL MEETING**

Notice convening the EGM of the Company is set out on pages 7 to 9 of this circular.

Any Shareholder(s) entitled to attend and vote at the EGM 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 EGM 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 EGM 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.

27 May 2026

* For identification purpose only

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DEFINITIONS

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

“EGM”	the 2026 second extraordinary general meeting of the Company to be held at the Company’s conference room at No. 118 Wenquan Road, Zhaoyuan City, Shandong Province, the PRC on 12 June 2026 (Friday) at 9:00 a.m.
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors
“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
“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 Shareholder(s)”	holder(s) of Domestic Shares
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“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 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

DEFINITIONS

“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	22 May 2026, 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
“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

* *For identification purpose only*

LETTER FROM THE BOARD



ZHAOJIN

ZHAOJIN MINING INDUSTRY COMPANY LIMITED*

招金礦業股份有限公司

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

(Stock Code: 1818)

Executive Directors:

Mr. Wang Leyi (*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

27 May 2026

To the Shareholders

Dear Sir or Madam,

PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR AND NOTICE OF THE 2026 SECOND EXTRAORDINARY GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with information regarding the notice of the EGM and the resolution to be proposed at the EGM (where applicable) relating to, among other things, the following:

- (i) Proposed appointment of executive Director.

* *For identification purpose only*

LETTER FROM THE BOARD

I. PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR

Reference is made to the announcement of the Company dated 19 May 2026 in relation to the appointment of Mr. Wang Leyi (“**Mr. Wang**”) as an executive Director.

The biographical particulars of Mr. Wang are set out below:

Mr. Wang Leyi

Mr. Wang Leyi, aged 54, born in December 1972, holds a postgraduate qualification and is a professorate senior engineer, and is currently pursuing a doctoral degree in metallurgical engineering. Mr. Wang currently serves as the secretary of the Party Committee and chairman of Shandong Zhaojin Group Company Limited. He also serves as the chairman of Shandong Zhaojin Ruining Mining Co., Ltd. (山東招金瑞寧礦業有限公司), a director of Shandong Zhaojin Real Estate Development Co., Ltd. (山東招金置業發展有限公司), vice chairman of the China Gold Association, vice chairman of the Shandong Gold Association, and chairman of the Yantai Gold Association. Mr. Wang successively held various management positions at Shandong Zhaojin Motian Co., Ltd. (山東招金膜天有限責任公司) and Shandong Zhaoyuan Huanjing Engineering Co., Ltd. (山東招遠寰靖工程有限責任公司). From April 2009 to December 2021, he served as the general manager of Shandong Zhaojin Motian Co., Ltd. (山東招金膜天股份有限公司). From December 2021 to November 2023, he served as the deputy secretary of the Party Committee and general manager of Shandong Zhaojin Group Company Limited. From November 2023 to January 2025, he served as the deputy secretary of the Party Committee, vice chairman and general manager of Shandong Zhaojin Group Company Limited. From January 2025 to 18 May 2026, he served as the secretary of the Party Committee, chairman and general manager of Shandong Zhaojin Group Company Limited. Mr. Wang has received various scientific and technological achievement awards and honorary titles, including the Second Prize of the Shandong Provincial Science and Technology Progress Award and the Industrial Leading Talent under Yantai City’s “Double Hundred Plan”.

Mr. Wang has entered into a service contract with the Company commencing on 19 May 2026 and ending on the expiry of the term of the current session of the Board. He shall retire by rotation and be eligible for re-election at general meetings in accordance with the Articles of Association. Mr. Wang shall not receive any director’s remuneration from the Company for serving as an executive Director.

Save as disclosed above, as at the Latest Practicable Date: (1) Mr. Wang has not held any positions in the Company or its subsidiaries in the past three years, nor has he served as a director or supervisor of any other listed companies during the aforesaid period; (2) he does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company; and (3) he does not hold any interests in the Shares of the Company (as defined under Part XV of the Securities and Futures Ordinance).

LETTER FROM THE BOARD

Other than the matters disclosed above, there are no other matters in connection with the appointment of Mr. Wang as an executive Director requiring the attention of Shareholders, nor are there any other matters required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

II. CLOSURE OF THE REGISTER OF MEMBERS

In order to determine the Shareholders who are entitled to attend the EGM, the register of members of the Company will be closed from 5 June 2026 to 12 June 2026, both days inclusive, during which no transfer of Shares will be registered. To be entitled to attend and vote at the EGM, 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, 4 June 2026 (Hong Kong time).

III. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. The chairman of the EGM shall therefore demand voting on the resolution set out in the notice of the EGM be taken by way of poll pursuant to Article 8.18 of the Articles of Association.

On a poll, every Shareholder present in person or by proxy (or being a corporation, by its duly authorized representative) shall have one vote for each Share registered in his/her/its name in the register of members of the Company.

LETTER FROM THE BOARD

IV. RECOMMENDATIONS

The Directors consider that the proposed resolution in respect of the proposed appointment of executive Director is 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 the above resolution as set out in the notice of the EGM.

V. 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.

Yours faithfully,
By order of the Board
Zhaojin Mining Industry Company Limited*
Wang Leyi
Chairman

* *For identification purpose only*

NOTICE OF EXTRAORDINARY GENERAL MEETING



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 THE 2026 SECOND EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2026 Second 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 Friday, 12 June 2026 for the following purposes:

ORDINARY RESOLUTION

To consider and approve the following as an ordinary resolution:

- (i) Proposed appointment of Mr. Wang Leyi as an executive Director.

The grant of authority to the Board to deal with the above matter will take effect from the date of the passing of such resolution at the EGM.

By order of the Board
Zhaojin Mining Industry Company Limited*
Wang Leyi
Chairman

Zhaoyuan, the PRC, 27 May 2026

* For identification purpose only

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. Unless otherwise indicated, capitalized terms used herein shall have the same meaning as those defined in the circular of the Company dated 27 May 2026.
2. In order to determine the Shareholders who are entitled to attend the EGM, the register of members of the Company will be closed from 5 June 2026 to 12 June 2026, both days inclusive, during which no transfer of Shares will be registered.

To be entitled to attend and vote at the EGM, 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, 4 June 2026 (Hong Kong time).
3. Shareholders of the Company whose names appear on the register of members of the Company on 12 June 2026 will be 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. H Share Shareholders and Domestic Share Shareholders who have the right to attend and vote at the EGM are entitled to appoint one or more proxies (whether or not a Shareholder) 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.
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 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 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 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 EGM 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).
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.

NOTICE OF EXTRAORDINARY 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. Wang Leyi, 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*