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ZHAOJIN

ZHAOJIN MINING INDUSTRY COMPANY LIMITED*

招金礦業股份有限公司

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

(Stock Code: 1818)

NOTICE OF 2023 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2023 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, 3 June 2024 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 2023;
- (ii) the report of the supervisory committee of the Company for the year ended 31 December 2023;
- (iii) the audited financial report of the Company for the year ended 31 December 2023;
- (iv) the proposed distribution plan of the Company for the year ended 31 December 2023;
- (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 2024, and to authorize the Board to fix their remuneration.

* *For identification purpose only*

SPECIAL RESOLUTIONS

To consider and approve the following as special resolutions:

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

- (a) the Board be and is hereby granted an unconditional general mandate to separately or concurrently issue, allot and deal with additional Domestic Shares and H Shares in the share capital of the Company and to make any proposals, enter into any agreement or grant any conversion rights in respect thereof, subject to the following terms:
 - (i) such mandate shall not extend beyond the Relevant Period save that the Board may during the Relevant Period make any proposals, enter into any agreement or grant any conversion rights which might require the exercise of such powers after the end of the Relevant Period;
 - (ii) the number of new Domestic Shares to be allotted or agreed conditionally or unconditionally to be allotted (whether or not by way of an exercise of conversion rights or by any other means) by the Board shall not exceed 20% of the total number of Domestic Shares in issue as at the date of passing this resolution; the number of new H Shares to be allotted or agreed conditionally or unconditionally to be allotted (whether or not by way of an exercise of conversion rights or by any other means) by the Board shall not exceed 20% of the total number of H Shares in issue as at the date of passing this resolution; and
 - (iii) the Board will only exercise its power under such mandate in accordance with the Company Law of the PRC and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (including but not limited to Rules 13.36(6) and 13.36(7)) and only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC government authorities are obtained.
- (b) for the purpose of this resolution:

“**Domestic Share(s)**” means ordinary share(s) issued by the Company, with a RMB-denominated par value of RMB1.00 each, which were subscribed for and paid up in RMB;

“**H Share(s)**” means 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;

“**Relevant Period**” means the period from the passing of this resolution until the earliest of the three periods below:

- (i) the conclusion of the next annual general meeting of the Company following the passing of this resolution;
 - (ii) the expiration of a 12-month period following the passing of this resolution;
or
 - (iii) the date on which the authority set out in this resolution is revoked or varied by a special resolution of the Company in a general meeting.
- (c) contingent on the Board’s resolving to issue Shares pursuant to paragraph (a) of this resolution, the Board be and is hereby authorized to approve, execute and do or procure to be executed and done, all such documents, deeds and things as it may consider relevant in connection with the issue of such new Shares including, but not limited to, determining the time and place of issue, making all necessary applications to the relevant authorities and entering into an underwriting agreement (or any other agreement), to determine the use of proceeds and to make all necessary filings and registrations with the relevant PRC, Hong Kong and other authorities, and to make such amendments to the Articles of Association as it thinks fit so as to reflect the increase in registered capital of the Company and to reflect the new share capital structure of the Company under the intended allotment and issue of the Shares of the Company pursuant to the resolution under paragraph (a) of this resolution.

2. The General Mandate for the Repurchase of H Shares

- (a) subject to paragraphs (b) and (c) below, the Board be and is hereby authorized to exercise all the powers of the Company to repurchase the H Shares in issue of the Company on the Hong Kong Stock Exchange during the Relevant Period (as defined in paragraph 1(b) above), subject to and in accordance with all applicable laws, rules and regulations and/or requirements of the PRC, the Hong Kong Stock Exchange or any other governmental or regulatory bodies.
- (b) the total number of H Shares of the Company authorised to be repurchased subject to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the total number of the H Shares in issue of the Company as at the date of the passing of this resolution.
- (c) the approval in paragraph (a) above shall be conditional upon:
 - (i) the passing of a special resolution at the AGM of the Company to be held on 3 June 2024 with the same terms (except for this sub-paragraph (c)(i)) as the resolutions passed at the H Share Class Meeting and Domestic Share Class Meeting to be convened separately for such purpose;
 - (ii) the approval of the relevant PRC regulatory authorities as may be required by laws, rules and regulations of the PRC being obtained by the Company; and

- (iii) the Company not being required by any of its creditors to repay or to provide guarantee in respect of any amount due to any of them (or if the Company is so required by any of its creditors, the Company having, in its absolute discretion, repaid or provided guarantee in respect of such amount) pursuant to the notification procedure set out in Article 4.2 of the Articles of Association of the Company.
- (d) subject to approval of all relevant PRC regulatory authorities for the repurchase of such H Shares being granted, the Board be hereby authorised to:
 - (i) make such amendments to the Articles of Association of the Company accordingly as it thinks fit so as to reduce the registered share capital of the Company and to reflect the new capital structure of the Company upon the repurchase of H Shares of the Company as contemplated in paragraph (a) above; and
 - (ii) file the amended Articles of Association of the Company with the relevant governmental authorities of the PRC.
- (e) for the purpose of this resolution:

“**H Share(s)**” means 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.

3. Proposed Registration and Issuance of Super Short-Term Bonds of not more than RMB10.0 Billion in the PRC

Each of the following proposed items in respect of the proposed registration and issuance of Super Short-term Bonds in the PRC be and is hereby individually approved (subject to the registration and approval of the China Inter-bank Market Dealers Association):

(a) Details of the Super Short-Term Bonds

Details of the Super Short-Term Bonds proposed to be registered and issued are as follows:

- (i) Issuer: the Company;
- (ii) Method of issue: public issue;
- (iii) Size of registration and issue: the principal amount of the registration and issue shall be not more than RMB10.0 billion (inclusive), which will be issued in tranches;
- (iv) Term: not more than 270 days (inclusive);

- (v) Method of repayment of principal and interest: the principal and interest shall be repaid in one lump sum on maturity;
- (vi) Use of proceeds: mainly be used for the production and operation activities of the Company, including but not limited to replenishment of liquidity and repayment of borrowings, which shall be within the scope as permitted by the relevant regulatory authorities;
- (vii) Determination of interest rate: determine the interest rate by way of book-building of the members of underwriting team;
- (viii) Targets of the issue: institutional investors in China inter-bank bond markets (other than those investors prohibited by relevant PRC laws and regulations); and
- (ix) Validity period for the resolution: 36 months from the date of the passing of the resolution at the AGM.

(b) Authorisation and mandate to be granted to the Board

To ensure the proper completion of the proposed registration and issuance of the Super Short-Term Bonds, it is proposed that a special resolution to be passed by the Shareholders generally and unconditionally at the AGM to grant the authority to the Board to deal with all such matters relating to the registration and issuance of the Super Short-Term Bonds, including but not limited to the following:

- (i) so far as permitted by laws and regulations according to the actual conditions of the Company and the market, to determine the actual plans for the registration and issuance of the Super Short-Term Bonds, and amend, adjust the plans and relevant terms of the registration and issue, including but not limited to specific matters such as the timing, method, quantity, price and term of the issue, interest rate of issue, tranche structure and use of proceeds; to determine and appoint the relevant intermediaries to participate in the issue, sign the legal documents and agreements relating to the issue, etc.;
- (ii) should there be any changes in the policies of the PRC regulatory authorities in relation to the registration and issuance of the Super Short-Term Bonds or any changes in market conditions, save for those matters subject to the resolutions by the Shareholders in general meetings as stipulated by the relevant laws, regulations and the Articles of Association, to amend the specific plan for the registration and issuance of the Super Short-Term Bonds based on the feedback (if any) from the relevant PRC regulatory authorities or exercise discretion to postpone or suspend the issuance of the Super Short-Term Bonds;
- (iii) the Board may delegate the power and the authority to the chairman of the Board and president of the Company, for dealing with the abovementioned matters.

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

4. Proposed Registration and Issuance of Corporate bonds of not more than RMB6.0 billion in the PRC

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

(a) Details of the Corporate Bonds

Details of the Corporate Bonds proposed to be registered and issued are as follows:

- (i) Issuer: the Company;
- (ii) Method of issue: public issue to professional investors;
- (iii) Place of issue and listing: the PRC;
- (iv) Size of issue: the aggregate principal amount shall not be more than RMB6.0 billion, to be issued in one or more tranches;
- (v) Term of the bonds: not more than five years (inclusive);
- (vi) Use of proceeds: the proceeds from the registration and issuance of the Corporate Bonds will be mainly used for the production and operation of the Company, including but not limited to replenishment of liquidity, repayment of borrowings and project investment expenses, which shall be within the scope as permitted by the relevant regulatory authorities;
- (vii) Determination of interest rate: determine the interest rate of the issue through centralised book building;
- (viii) Target of issue: professional investors on the domestic stock exchanges in the PRC (other than those investors prohibited by relevant PRC laws and regulations); and
- (ix) Validity period of the resolution: 36 months from the date of passing of the relevant resolution at the AGM.

(b) Authorisation and mandate to be granted to the Board

To ensure the proper completion of the proposed issuance of the Corporate Bonds, it is proposed that a special resolution be passed by the Shareholders generally and unconditionally at the AGM to grant authority to the Board to deal with all such matters relating to the issuance of the Corporate Bonds, including but not limited to the following:

- (i) so far as permitted by laws and regulations and according to the actual conditions of the Company and the market, determine and amend the actual plans for the issuance of the Corporate Bonds, adjust the plans and relevant terms of the issuance of the Corporate Bonds, including but not limited to specific matters such as the timing, method, quantity, price and term of the issue (including the term of the renewal option), method of determining interest, redemption provision, interest step-up provision, interest deferral provision, tranche structure and use of proceeds, to determine and appoint the relevant intermediaries to participate in the issuance of Corporate Bonds, sign the legal documents and agreements relating to the issuance of Corporate Bonds;
- (ii) take all necessary and ancillary actions relating to the issuance of the Corporate Bonds, including but not limited to, making underwriting arrangements and lodging the application to the relevant PRC regulatory authorities for the issuance of the Corporate Bonds, obtaining the approval(s) from the relevant PRC regulatory authorities, appointing trustee for the proposed issuance of the Corporate Bonds, executing trust and custodian agreements and stipulating rules for Corporate Bonds holders' meeting and arranging for other issues and liquidity matters;
- (iii) take all necessary actions to determine and make arrangements for all matters relating to the proposed issue and listing of the Corporate Bonds, including negotiating, approving, authorising, executing, amending and completing the relevant legal documents, agreements, contracts relating to the issue and listing of the Corporate Bonds and make appropriate disclosure, and to approve, confirm and ratify any actions taken by the Board for the foregoing matters;
- (iv) deal with any matters relating to the issue and listing of the Corporate Bonds pursuant to the relevant rules of the relevant domestic stock exchange(s) in the PRC and take all actions as deemed necessary by the Board relating to the issue and listing of the Corporate Bonds;

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

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

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

Zhaoyuan, the PRC, 22 April 2024

Notes:

1. Unless otherwise indicated, capitalized terms used herein shall have the same meaning as those defined in the circular of the Company dated 22 April 2024.
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 28 May 2024 to 3 June 2024, 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, 27 May 2024 (Hong Kong time).

4. Shareholders of the Company whose names appear on the register of members of the Company on 3 June 2024 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.

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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.

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. 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*