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# THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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**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)**

**PROPOSAL FOR UPDATING THE GENERAL MANDATES  
AND  
PROPOSAL FOR AMENDMENTS TO THE ARTICLES OF  
ASSOCIATION AND THE RULES OF PROCEDURES FOR GENERAL MEETINGS  
AND  
NOTICE OF 2024 SECOND EXTRAORDINARY GENERAL MEETING  
AND  
NOTICE OF 2024 SECOND DOMESTIC SHARE CLASS MEETING  
AND  
NOTICE OF 2024 SECOND H SHARE CLASS MEETING**

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Notices convening the EGM and the Class Meetings are set out on pages 47 to 58 of this circular.

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

\* For identification purpose only

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## DEFINITIONS

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

“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 the HKSCC
“Class Meeting(s)”	the Domestic Share Class Meeting and the H Share Class Meeting
“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 under 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 9 September 2024 (Monday) at 10:00 a.m.
“Domestic Share Shareholder(s)”	holder(s) of Domestic Shares
“EGM”	the 2024 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 9 September 2024 (Monday) at 9:00 a.m.
“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

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## DEFINITIONS

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“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 9 September 2024 (Monday) at 10:30 a.m.
“H Share Shareholder(s)”	holder(s) of H Shares
“HK\$” or “Hong Kong dollar(s)”	Hong Kong dollar(s), the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Issue Mandate”	a general mandate proposed to be granted to the Board at the EGM 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 any Treasury Shares) in issue as at the date of passing the relevant resolution
“Latest Practicable Date”	19 August 2024, 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
“Mandatory Provisions”	Mandatory Provisions for the Articles of Association of Companies Listed Overseas (《到境外上市公司章程必備條款》) abolished on 31 March 2023
“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
“Repurchase Mandate”	a general mandate proposed to be granted to the Board at the EGM and the Class Meetings to repurchase H Shares of up to a maximum of 10% of the total number of H Shares (excluding any Treasury Shares) in issue as at the date of passing the relevant resolutions
“RMB”	Renminbi, the lawful currency of the PRC

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## DEFINITIONS

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“Rules of Procedures for General Meetings”	the rules of procedures for general meetings of the Company, as amended from time to time
“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
“Special Provisions”	Special Provisions of the State Council Concerning the Flotation and Listing Abroad of Stocks by Joint Stock Limited Companies (《國務院關於股份有限公司境外募集股份及上市的特別規定》) promulgated by the State Council of the PRC on 4 August 1994 and abolished on 31 March 2023
“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 35.62% of the entire issued share capital of the Company (i.e. 618,437,607 Domestic Shares and 593,569,097 H Shares, representing approximately 18.18% and approximately 17.45% of the total number of issued Shares, respectively) as at the Latest Practicable Date
“%”	per cent

\* For identification purpose only

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## LETTER FROM THE BOARD

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ZHAOJIN

# ZHAOJIN MINING INDUSTRY COMPANY LIMITED\*

## 招金礦業股份有限公司

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

(Stock Code: 1818)

*Executive Directors:*

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

*Registered address:*

No. 118 Wenquan Road  
Zhaoyuan City  
Shandong Province  
PRC

*Non-executive Directors:*

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

*Principal place of business in Hong Kong:*

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

*Independent Non-executive Directors:*

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

23 August 2024

*To the Shareholders*

Dear Sir or Madam,

**PROPOSAL FOR UPDATING THE GENERAL MANDATES  
AND  
PROPOSAL FOR AMENDMENTS TO THE ARTICLES OF  
ASSOCIATION AND THE RULES OF PROCEDURES FOR GENERAL MEETINGS  
AND  
NOTICE OF 2024 SECOND EXTRAORDINARY GENERAL MEETING  
AND  
NOTICE OF 2024 SECOND DOMESTIC SHARE CLASS MEETING  
AND  
NOTICE OF 2024 SECOND H SHARE CLASS MEETING**

\* For identification purpose only

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# LETTER FROM THE BOARD

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## INTRODUCTION

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

- (i) proposal for updating the general mandate to repurchase H Shares;
- (ii) proposal for updating the general mandate to issue Domestic Shares and H Shares;
- (iii) proposal for amendments to the Articles of Association; and
- (iv) proposal for amendments to the Rules of Procedures for General Meetings.

### **I. PROPOSAL FOR UPDATING THE 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 asset inventory. The Company shall notify creditors within 10 days from the date of making the resolution to reduce registered capital, and publish an announcement in newspapers 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 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.

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## LETTER FROM THE BOARD

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A general mandate to repurchase H Shares was granted by the Shareholders to the Board at the 2023 annual general meeting and the class meetings of the Company held on 3 June 2024. However, given that, with effect from 11 June 2024, the Listing Rules have been revised to eliminate the requirement for cancellation of repurchased shares and adopt a framework for managing the resale of H Shares in the treasury (the “**New Treasury Share Regime**”), if the Company repurchases any H Shares, the Company will (i) cancel the repurchased H Shares and reduce the registered capital of the Company in accordance with applicable laws and regulations; or (ii) hold such H Shares as Treasury Shares, subject to the relevant market conditions at the time of repurchase of any H Shares and the capital management needs of the Group. If the Company holds any Treasury Shares, the sale or transfer of such Treasury Shares will be conducted in accordance with the terms of general mandate of the Company’s issuance of shares, as well as the Listing Rules and applicable laws and regulations in the PRC.

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 EGM and the Class Meetings, respectively, to approve the updating of 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 any Treasury Shares) 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 EGM 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.;
- (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;
- (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.



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## LETTER FROM THE BOARD

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

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 first resolution of the EGM notice, as well as the first resolution 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 EGM and the Class Meetings, respectively, for review and approval by the Shareholders.

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## LETTER FROM THE BOARD

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### II. PROPOSAL FOR UPDATING THE GENERAL MANDATE TO ISSUE DOMESTIC SHARES AND H SHARES

A general mandate to issue Domestic Shares and H Shares was granted by the Shareholders to the Board at the 2023 annual general meeting held on 3 June 2024. However, with effect from 11 June 2024, the Listing Rules have been revised to adopt the New Treasury Share Regime. Given the changes in the Listing Rules, if the Company holds any Treasury Shares, the sale or transfer of such Treasury Shares will be conducted in accordance with the terms of general mandate of the Company for issuance of shares, as well as the Listing Rules and applicable laws and regulations in the PRC. The Directors believe that the New Treasury Share Regime will provide greater flexibility for the Company to repurchase and resell H Shares, thereby providing an additional channel for the Company to manage its capital structure. In accordance with applicable laws and regulations in the PRC, the Listing Rules and the Articles of Association, the Company proposes to pass a special resolution at the EGM 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 any Treasury Shares) as at the date of passing such resolution.

As of the Latest Practicable Date, the Company has issued 660,837,607 Domestic Shares and 2,741,555,597 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 EGM, 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 548,311,119 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 EGM 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 second resolution of the EGM notice attached to this circular.

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## **LETTER FROM THE BOARD**

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### **III. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

In view of (including) the Special Provisions and the Mandatory Provisions, which were abolished on 31 March 2023, in accordance with the Company Law, as well as several recent revisions to the Listing Rules, and taking into account the actual situation of the Company, a special resolution will be proposed at the EGM to amend the Articles of Association, to authorise the authorised representatives of the Company to take all such actions or matters and to take all such measures and execute such documents as they consider necessary, appropriate or desirable to give effect to the proposed amendments to the Articles of Association, including but not limited to seeking approval for such documents and arranging for registration and filing with the relevant government authorities in the PRC and Hong Kong.

The proposed amendments to the Articles of Association are set out in Appendix II to this circular. Except for the proposed amendments to the Articles of Association, the content of the other articles in the Articles of Association remain unchanged. The English version of the proposed amendments to the Articles of Association is an informal translation of the Chinese version and in case of any discrepancy, the Chinese version shall prevail.

The resolution for the proposed amendments to the Articles of Association is set out in the third resolution of the EGM notice attached to this circular.

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

Taking into account the proposed amendments to the Articles of Association and actual situation of the Company, a special resolution will be proposed at the EGM to amend the Rules of Procedures for General Meetings, to authorise the authorised representatives of the Company to take all such actions or matters and to take all such measures and execute such documents as they consider necessary, appropriate or desirable to give effect to the proposed amendments to the Rules of Procedures for General Meetings, including but not limited to seeking approval for such documents and arranging for registration and filing with the relevant government authorities in the PRC and Hong Kong.

The proposed amendments to the Rules of Procedures for General Meetings are set out in Appendix II to this circular. Except for the proposed amendments to the Rules of Procedures for General Meetings, the content of the other articles in the Rules of Procedures for General Meetings remain unchanged. The English version of the proposed amendments to the Rules of Procedures for General Meetings is an informal translation of the Chinese version and in case of any discrepancy, the Chinese version shall prevail.

The resolution for the proposed amendments to the Rules of Procedures for General Meetings is set out in the fourth resolution of the EGM notice attached to this circular.

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## **LETTER FROM THE BOARD**

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### **V. CLOSURE OF THE REGISTER OF MEMBERS**

In order to determine the Shareholders who are entitled to attend the EGM and the Class Meetings, the register of members of the Company will be closed from 3 September 2024 to 9 September 2024, both days inclusive, during which no transfer of Shares will be registered.

To be entitled to attend and vote at the EGM and the Class Meetings, 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, 2 September 2024 (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 EGM and Class Meetings shall therefore demand voting on all resolutions set out in the notices of the EGM and the Class Meetings be taken by way of poll pursuant to Article 8.18 of the Articles of Association.

### **VII. RECOMMENDATIONS**

The Directors consider that the proposed resolutions in respect of the proposals for (i) the proposal for updating the general mandate to repurchase H Shares; (ii) the proposal for updating the general mandate to issue Domestic Shares and H Shares; (iii) the proposed amendments to the Articles of Association; and (iv) the proposed amendments to the Rules of Procedures for General Meetings 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 as set out in the notices of the EGM and 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.

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## LETTER FROM THE BOARD

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### 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*

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*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 RMB3,402,393,204, comprising 2,741,555,597 H Shares of RMB1.00 each and 660,837,607 Domestic Shares of RMB1.00 each, of which 618,437,607 Domestic Shares and 593,569,097 H Shares are held and deemed to be held by Zhaojin Group, and 42,400,000 Domestic Shares and 2,147,986,500 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 EGM 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 EGM 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 EGM and the Class Meetings, the exercise in full of the Repurchase Mandate would result in up to 274,155,559 H Shares (assuming there is no issue of additional H Shares from the Latest Practicable Date up to the date of the EGM) being repurchased by the Company during the Relevant Period (as defined in the notices of the EGM 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 2023 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 EGM 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 regard 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 EGM 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:

	<b>H Shares Prices</b>	
	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2023</b>		
August	11.58	9.71
September	12.40	10.68
October	11.42	9.36
November	10.42	9.07
December	10.78	8.57
<b>2024</b>		
January	9.83	7.22
February	8.45	7.05
March	10.78	8.11
April	14.86	11.14
May	15.40	12.26
June	15.22	12.52
July	16.70	12.80
August (Until the Latest Practicable Date)	14.68	12.40



## (VII) SUBSTANTIAL SHAREHOLDERS

As at the Latest Practicable Date, the interests of substantial Shareholders of the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO, were as follows:

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	618,437,607 (Note 1)	18.18	93.58	–	Long position
	H Shares	Beneficial owner	517,773,402 (Note 1)	15.22	–	18.89	Long position
	H Shares	Interest of controlled corporation	75,795,695 (Notes 1 and 2)	2.23	–	2.76	Long position
2 Zijin Mining Group Co., Ltd.	H Shares	Interest of controlled corporation	654,078,741 (Note 3)	19.22	–	23.86	Long position
3 Gold Mountains (H.K.) International Mining Co., Limited	H Shares	Beneficial owner	654,078,741 (Note 3)	19.22	–	23.86	Long position
4 Van Eck Associates Corporation	H Shares	Investment manager	216,836,991 (Note 4)	6.37	–	7.91	Long position
5 State Street Bank & Trust Company	H Shares	Approved lending agent	191,729,350 (Note 5)	5.64	–	6.99	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 the official website of the Securities and Futures Commission. 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 from 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 24,828,500 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., Limited.
- (4) Van Eck Associates Corporation is the investment manager of 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 3,402,393,204 Shares, 660,837,607 Domestic Shares and 2,741,555,597 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 voting rights underlying the Shares held by the substantial Shareholder before and after such repurchase would be as follows:

<b>Substantial Shareholder</b>	<b>Before repurchase</b>	<b>After repurchase</b>
Zhaojin Group	35.62%*	38.74%

\* As at the Latest Practicable Date, Zhaojin Group holds and is deemed to hold 618,437,607 Domestic Shares and 593,569,097 H Shares, representing 18.18% and 17.45% 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 35.62% of the total issued Shares of the Company (including 618,437,607 Domestic Shares and 593,569,097 H Shares, representing 18.18% and 17.45% of the total issued Shares, respectively). In the event that the Directors exercise the Repurchase Mandate in full, the percentage of voting rights underlying the Shares held by Zhaojin Group would increase to 38.74% of the total issued Shares of the Company. On the basis of voting rights underlying the Shares 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 during the six months' period preceding the Latest Practicable Date.

## (I) COMPARISON TABLE OF REVISED ARTICLES OF ASSOCIATION

Current Articles of Association	Proposed amendments of Articles of Association
<p>Article 1.1 Zhaojin Mining Industry Company Limited (hereinafter referred to as the “Company”) is a joint stock limited company established in accordance with the Company Laws of the People’s Republic of China (hereinafter referred to as the “Company Law”) and Special Provisions of the State Council Concerning the Flotation and Listing Abroad of Stocks by Joint Stock Limited Companies (hereinafter referred to as the “Special Provisions”) and other relevant laws and administrative regulations of the State.</p> <p>.....</p>	<p>Article 1.1 Zhaojin Mining Industry Company Limited (hereinafter referred to as the “Company”) is a joint stock limited company established in accordance with the Company Laws of the People’s Republic of China (hereinafter referred to as the “Company Law”) <del>and Special Provisions of the State Council Concerning the Flotation and Listing Abroad of Stocks by Joint Stock Limited Companies (hereinafter referred to as the “Special Provisions”)</del> and other relevant laws and administrative regulations of the State.</p> <p>.....</p>
<p>Article 1.6 These Articles of Association (hereinafter referred to as these “Articles”) are amended in accordance with the Company Law, Mandatory Provisions for the Articles of Association of Companies Listed Overseas (hereinafter referred to as the “Mandatory Provisions”), Letter of Opinions Regarding the Supplements and Amendments to Articles of Association of Hong Kong Listed Companies (hereinafter referred to as the “Letter of Opinions on Supplements and Amendments”) and other relevant laws and regulations of the People’s Republic of China. Unless otherwise provided for under the Company Law or relevant laws and regulations, terms required to be included in these Articles by the Mandatory Provisions shall not be modified or repealed.</p>	<p>Article 1.6 These Articles of Association (hereinafter referred to as these “Articles”) are amended in accordance with the Company Law, <del>Mandatory Provisions for the Articles of Association of Companies Listed Overseas (hereinafter referred to as the “Mandatory Provisions”), Letter of Opinions Regarding the Supplements and Amendments to Articles of Association of Hong Kong Listed Companies (hereinafter referred to as the “Letter of Opinions on Supplements and Amendments”)</del> and other relevant laws and regulations of the People’s Republic of China. <del>Unless otherwise provided for under the Company Law or relevant laws and regulations, terms required to be included in these Articles by the Mandatory Provisions shall not be modified or repealed.</del></p>
<p>Article 3.1 The Company shall have ordinary shares at all times. The Company may create other classes of shares if necessary, upon approval by the examining and approving departments authorized by the State Council.</p>	<p>Article 3.1 The Company shall have ordinary shares at all times. The Company may create other classes of shares if necessary, <del>upon approval by the examining and approving departments authorized by the State Council.</del></p>
<p>Article 3.3 Upon approval by the securities regulatory authorities of the State Council, the Company may issue shares to domestic investors and overseas investors.</p> <p>The “overseas investors” referred to in the preceding paragraph shall mean the investors residing in foreign countries or Hong Kong, Macau and Taiwan who have subscribed the shares issued by the Company. The “domestic investors” shall mean the investors other than those mentioned above who have subscribed the shares issued by the Company and are residing in the People’s Republic of China.</p>	<p>Article 3.3 <del>Upon approval by the securities regulatory authorities of the State Council,</del> <b>The</b> Company may issue shares to domestic investors and overseas investors <u>in accordance with the laws.</u></p> <p>The “overseas investors” referred to in the preceding paragraph shall mean the investors residing in foreign countries or Hong Kong, Macau and Taiwan who have subscribed the shares issued by the Company. The “domestic investors” shall mean the investors other than those mentioned above who have subscribed the shares issued by the Company and are residing in the People’s Republic of China.</p>

Current Articles of Association	Proposed amendments of Articles of Association
<p>Article 3.4 Shares issued by the Company to the domestic investors which are subscribed in Renminbi shall be referred to as domestic shares. Shares issued by the Company to the overseas investors which are subscribed in foreign currencies shall be referred to as foreign-invested shares. Foreign-invested shares that are listed abroad shall be referred to as overseas-listed foreign-invested shares.</p> <p>The overseas-listed foreign-invested shares issued by the Company and listed in Hong Kong shall be referred to as “H shares”. H shares shall mean the shares which have been admitted to listing on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Stock Exchange”), the par value of which is denominated in Renminbi and which are subscribed for and traded in Hong Kong dollars. H Shares may also be listed on a stock exchange in the United States in the form of American Depository Receipts.</p> <p>Shares issued by the Company which are not listed in neither domestic nor overseas stock exchanges shall be referred to as unlisted shares. Domestic shares shall be referred to as unlisted shares.</p> <p>Subject to the approval of the securities regulatory authorities of the State Council, unlisted shares may be listed and traded on an overseas stock exchange. The listing and trading of unlisted shares on an overseas stock exchange shall also be subject to the regulatory procedures, regulations and requirements prescribed by the relevant overseas stock exchanges. The listing and trading of unlisted shares on such overseas stock exchanges is not subject to the approval at a general meeting or a class meeting. Unlisted shares listed on overseas stock exchange shall be within the same class of original overseas-listed foreign-invested shares.</p>	<p>Article 3.4 Shares issued by the Company to the domestic investors which are subscribed in Renminbi shall be referred to as domestic shares. Shares issued by the Company to the overseas investors which are subscribed in foreign currencies shall be referred to as foreign-invested shares. Foreign-invested shares that are listed abroad shall be referred to as overseas-listed foreign-invested shares.</p> <p>The overseas-listed foreign-invested shares issued by the Company and listed in Hong Kong shall be referred to as “H shares”. H shares shall mean the shares which have been admitted to listing on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Stock Exchange”), the par value of which is denominated in Renminbi and which are subscribed for and traded in Hong Kong dollars. H Shares may also be listed on a stock exchange in the United States in the form of American Depository Receipts.</p> <p>Shares issued by the Company which are not listed in neither domestic nor overseas stock exchanges shall be referred to as unlisted shares. Domestic shares shall be referred to as unlisted shares.</p> <p><del>Subject to the approval of the securities regulatory authorities of the State Council, unlisted</del> <b>Unlisted</b> shares may be listed and traded on an overseas stock exchange <b>after complying with relevant regulations of the China Securities Regulatory Commission (hereinafter referred to as the “CSRC”) and being filed with the CSRC by the Company entrusted by the shareholders holding unlisted shares.</b> The listing and trading of unlisted shares on an overseas stock exchange shall also be subject to the regulatory procedures, regulations and requirements prescribed by the relevant overseas stock exchanges. The listing and trading of unlisted shares on such overseas stock exchanges is not subject to the approval at a general meeting or a class meeting. Unlisted shares listed on overseas stock exchange shall be within the same class of original overseas-listed foreign-invested shares.</p>
<p>Article 3.6 The Company’s board of directors may take necessary actions for the respective issuance of overseas-listed foreign-invested shares and domestic shares after making proposals for the issuance of the same have been approved by the securities supervisory authorities of the State Council.</p> <p>The Company may implement its proposal to issue overseas-listed foreign-invested shares and domestic shares pursuant to the preceding paragraph within 15 months from the date of approval by the China Securities Regulatory Commission.</p>	<p>This article has been deleted.</p>
<p>Article 3.7 Where the total number of shares stated in the proposal for the issuance of shares includes overseas-listed foreign-invested shares and domestic shares, such shares shall be fully subscribed for at their respective offerings. If the shares cannot be fully subscribed for all at a time due to special circumstances, the shares may, subject to the approval of the China Securities Regulatory Commission, be issued on separate occasions.</p>	<p>This article has been deleted.</p>

Current Articles of Association	Proposed amendments of Articles of Association
<p>Article 4.2 The Company must prepare a balance sheet and an inventory of assets when it reduces its registered capital.</p> <p>The Company shall notify its creditors within 10 days of adopting the resolution to reduce its registered capital and shall publish an announcement in newspaper within 30 days. A creditor shall have the right within 30 days from the receipt of a written notice or, for those who have not received a written notice, within 45 days from the date of the announcement, to require the Company to repay its debts or to provide a corresponding guarantee.</p> <p>The Company's registered capital shall not, after the reduction in capital, be less than the minimum amount as prescribed by law.</p>	<p>Article 4.2 The Company must prepare a balance sheet and an inventory of assets when it reduces its registered capital.</p> <p>The Company shall notify its creditors within 10 days of adopting the resolution to reduce its registered capital and shall publish an announcement in newspaper <b>or the National Enterprise Credit Information Publicity System</b> within 30 days. A creditor shall have the right within 30 days from the receipt of a written notice or, for those who have not received a written notice, within 45 days from the date of the announcement, to require the Company to repay its debts or to provide a corresponding guarantee.</p> <p>The Company's registered capital shall not, after the reduction in capital, be less than the minimum amount as prescribed by law.</p>
<p>Article 4.3 The Company may, in accordance with the procedures set out in these Articles and with the approval of the relevant governing authority of the State, repurchase its issued and outstanding shares under the following circumstances:</p> <p>(i) cancellation of shares for the purposes of reducing its capital;</p> <p>(ii) merger with other companies that hold shares in the Company;</p> <p>(iii) granting shares as rewards to the employees of the Company;</p> <p>(iv) repurchase of shares made upon the request of its shareholders who disagree with resolutions passed at a general meeting in connection with a merger or division of the Company;</p> <p>(v) other circumstances as permitted by laws and administrative regulations.</p>	<p>Article 4.3 The Company may, <del>in accordance with the procedures set out in these Articles and with the approval of the relevant governing authority of the State,</del> repurchase its issued and outstanding shares under the following circumstances:</p> <p>(i) <del>cancellation of shares for the purposes of reducing its capital;</del></p> <p>(ii) merger with other companies that hold shares in the Company;</p> <p>(iii) <del>granting shares as rewards to the employees of the Company</del> <b><u>using shares for employee stock ownership plans or equity incentives;</u></b></p> <p>(iv) repurchase of shares made upon the request of its shareholders who disagree with resolutions passed at a general meeting in connection with a merger or division of the Company;</p> <p>(v) <del>other circumstances as permitted by laws and administrative regulations;</del> <b><u>using shares to convert into convertible corporate bonds issued by the Company;</u></b></p> <p><b><u>(vi) other situations necessary for listed companies to maintain company value and shareholder equity.</u></b></p>
<p>Article 4.4 The Company may repurchase shares in one of the following ways, with the approval of the relevant governing authority of the State:</p> <p>(i) by making an offer for the repurchase of shares to all its shareholders on a pro rata basis;</p> <p>(ii) by repurchasing shares through public dealing on a stock exchange;</p> <p>(iii) by repurchasing shares by way of a contractual agreement outside a stock exchange; or</p> <p>(iv) other ways approved by laws and administrative regulations or by the securities regulatory authorities of the State Council.</p>	<p>Article 4.4 The Company may repurchase shares in one of the following ways, <del>with the approval of the relevant governing authority of the State:</del></p> <p>(i) by making an offer for the repurchase of shares to all its shareholders on a pro rata basis;</p> <p>(ii) by repurchasing shares through public dealing on a stock exchange;</p> <p>(iii) by repurchasing shares by way of a contractual agreement outside a stock exchange; or</p> <p>(iv) other ways approved by laws and administrative regulations or by the securities regulatory authorities of the State Council.</p>

Current Articles of Association	Proposed amendments of Articles of Association
<p>Article 4.5 When the Company is to repurchase shares by a contractual agreement outside a stock exchange, prior approval shall be obtained from a general meeting in accordance with the provisions of these Articles. Upon the prior approval of the general meeting in the same way, the Company may rescind or change the contract concluded in the manner set forth above or waive any of its rights under such contract.</p> <p>“A contract for the repurchase of shares” referred to in the preceding paragraph shall include (but not limited to) an agreement to become liable to repurchase shares or an agreement to have the right to repurchase shares.</p> <p>The Company shall not assign the contracts for share redemption or any right contained in such contracts.</p>	<p><del>Article 4.5 When the Company is to shares by a contractual agreement outside a stock exchange, prior approval shall be obtained from a general meeting in accordance with the provisions of these Articles. Upon the prior approval of the general meeting in the same way, the Company may rescind or change the contract concluded in the manner set forth above or waive any of its rights under such contract:</del></p> <p><del>“A contract for the repurchase of shares” referred to in the preceding paragraph shall include (but not limited to) an agreement to become liable to repurchase shares or an agreement to have the right to repurchase shares:</del></p> <p><del>The Company shall not assign the contracts for share redemption or any right contained in such contracts:</del></p> <p><b><u>When the Company is to repurchase its shares under the circumstances stipulated in Article 4.3 (i) and (ii) of the Articles, the resolution should be passed at the general meeting. When the Company repurchase its shares under the circumstances stipulated in Article 4.3 (iii), (v) and (vi) of the Articles, the resolution should be passed at the board meeting with the attendance of more than two-thirds of the directors in accordance with the Articles.</u></b></p>
<p>Article 4.6 Where the Company repurchases the redeemable stock which it is entitled to do so in a non-open way or in the form of an offer, the price shall not exceed a ceiling price. If the repurchase is conducted in the form of an offer, then the offer must be made to all the shareholders on the same conditions.</p> <p>The shares of the Company repurchased in accordance with item (i) of Article 4.3 shall be cancelled within ten days from the date of repurchase; those repurchased in accordance with items (ii) and (iv) of Article 4.3 shall be transferred or cancelled within six months.</p> <p>The number of shares of the Company repurchased in accordance with item (iii) of Article 4.3 shall not exceed 5% of the total issued share capital of the Company. Such repurchase shall be funded out of the profit after tax of the Company. The shares so purchased shall be transferred to the employees within one year.</p> <p>The aggregate par value of the cancelled shares shall be deducted from the Company’s registered capital.</p>	<p>Article 4.6 Where the Company repurchases the redeemable stock which it is entitled to do so in a non-open way or in the form of an offer, the price shall not exceed a ceiling price. If the repurchase is conducted in the form of an offer, then the offer must be made to all the shareholders on the same conditions.</p> <p>The shares of the Company repurchased in accordance with item (i) of Article 4.3 shall be cancelled within ten days from the date of repurchase; those repurchased in accordance with items (ii) and (iv) of Article 4.3 shall be transferred or cancelled within six months.</p> <p>The number of shares of the Company repurchased in accordance with items (iii), <b>(v) and (vi)</b> of Article 4.3 shall not exceed <b>510%</b> of the total issued share capital of the Company: <del>Such repurchase shall be funded out of the profit after tax of the Company. The shares so purchased, and</del> shall be transferred to the employees <del>or cancelled</del> within <del>one year</del> <b>three years</b>.</p> <p>The aggregate par value of the cancelled shares shall be deducted from the Company’s registered capital.</p>

Current Articles of Association	Proposed amendments of Articles of Association
<p>Article 4.7 Unless the Company is in the course of liquidation, it shall comply with the following provisions when repurchasing its issued and outstanding shares:</p> <p>(i) where the Company repurchases shares at par value, payment shall be made out of the book balance of the distributable profits of the Company and the proceeds from the new shares issuance for the purpose of repurchasing the original shares;</p> <p>(ii) where the Company repurchases shares at a price higher than the par value, the portion corresponding to the par value shall be deducted from the book balance of the distributable profits of the Company and the proceeds from the new shares issuance for purpose of repurchasing the original shares; and the portion beyond the par value shall be handled in accordance with the following methods:</p> <p>(1) where the shares repurchased are issued at the par value, such portion shall be deducted from the book balance of the distributable profits of the Company; and</p> <p>(2) where the shares repurchased are issued at a price higher than the par value, such portion shall be deducted from the book balance of the distributable profits of the Company and the proceeds from the new share issuance for purpose of repurchasing the original shares. However, the amount deducted from the proceeds from the new shares issuance shall neither exceed the total premium of the original shares issuance nor the Company's premium account (or capital reserve account) (including the premium from the new shares issuance) at the redemption;</p> <p>(iii) the Company shall make the following payments out of the Company's distributable profits:</p> <p>(1) payment for the acquisition of the right to repurchase its shares;</p> <p>(2) payment for modification of any contract for the repurchase of its shares; and</p> <p>(3) payment for the release of its obligation under any contract for the repurchase of its shares.</p> <p>(iv) after the total par value of the shares cancelled is deducted from the Company's registered capital in accordance with relevant provisions, the amount deducted from the distributable profits and used to repurchase the shares at the par value shall be included in the premium account (or capital reserve account) of the Company.</p>	<p>This article has been deleted.</p>



Current Articles of Association	Proposed amendments of Articles of Association
<p>Article 5.1 The Company or its subsidiaries shall not, at any time, offer any form of financial aid to a person who acquires or proposes to acquire shares in the Company. “The person” referred to in the preceding paragraph shall include any person who directly or indirectly incurs any obligation as a result of the acquisition of shares in the Company.</p> <p>The Company or its subsidiaries shall not, at any time, offer any form of financial aid to the aforesaid obligor for the purpose of reducing or discharging the obligations assumed by such person.</p> <p>This article does not apply to the circumstances as defined in Article 5.3 of this chapter.</p>	<p>Article 5.1 <del>The Company or its subsidiaries shall not, at any time, offer any form of financial aid to a person who acquires or proposes to acquire shares in the Company. “The person” referred to in the preceding paragraph shall include any person who directly or indirectly incurs any obligation as a result of the acquisition of shares in the Company.</del> <b><u>The Company shall not provide grants, loans, guarantees and other financial aid for others to acquire shares of the Company or its parent company, except for the Company’s implementation of employee stock ownership plans.</u></b></p> <p><del>The Company or its subsidiaries shall not, at any time, offer any form of financial aid to the aforesaid obligor for the purpose of reducing or discharging the obligations assumed by such person.</del></p> <p><del>This article does not apply to the circumstances as defined in Article 5.3 of this chapter.</del></p>
<p>Article 5.2 “The financial aid” referred to in this chapter shall be provided by, but not limited to, the following means:</p> <p>(i) gift;</p> <p>(ii) guarantee (including the assumption of liability by the guarantor or the provision of assets by the guarantor to secure the performance of obligations by the obligor), compensation (other than compensation in respect of the Company’s own default), relief or waiver of rights;</p> <p>(iii) provision of loan or the making of any other agreement under which the obligations of the Company are to be fulfilled before the obligations of another party, or the change in parties to, or the assignment of rights under, such loan or contract;</p> <p>(iv) any other form of financial aid given by the Company when the Company is insolvent or has no net assets or when its net assets would thereby be reduced to a material extent.</p> <p>“The assumption of obligations” referred to in this chapter shall include the assumption of obligations by way of contract or by way of arrangement (irrespective of whether such contract or arrangement is enforceable or not and irrespective of whether such obligation is to be borne solely by the obligor or jointly with other persons) or by any other means which results in a change in his/her financial position.</p>	<p>Article 5.2 <b><u>In the interests of the Company, by resolution of the shareholders’ general meeting, or by resolution of the board of directors in accordance with the Articles or the authorization of the shareholders’ general meeting, the Company may provide financial aid for others to acquire shares of the Company or its parent company, provided that the cumulative total amount of the financial aid shall not exceed 10% of the total amount of the issued share capital. Resolutions made by the board of directors shall be passed by more than two-thirds of all directors.</u></b> <del>“The financial aid” referred to in this chapter shall be provided by, but not limited to, the following means:</del></p> <p><del>(i) gift;</del></p> <p><del>(ii) guarantee (including the assumption of liability by the guarantor or the provision of assets by the guarantor to secure the performance of obligations by the obligor), compensation (other than compensation in respect of the Company’s own default), relief or waiver of rights;</del></p> <p><del>(iii) provision of loan or the making of any other agreement under which the obligations of the Company are to be fulfilled before the obligations of another party, or the change in parties to, or the assignment of rights under, such loan or contract;</del></p> <p><del>(iv) any other form of financial aid given by the Company when the Company is insolvent or has no net assets or when its net assets would thereby be reduced to a material extent.</del></p> <p><del>“The assumption of obligations” referred to in this chapter shall include the assumption of obligations by way of contract or by way of arrangement (irrespective of whether such contract or arrangement is enforceable or not and irrespective of whether such obligation is to be borne solely by the obligor or jointly with other persons) or by any other means which results in a change in his/her financial position.</del></p>

Current Articles of Association	Proposed amendments of Articles of Association
<p>Article 5.3 The following acts shall not be deemed to be acts as prohibited by Article 5.1 of this chapter:</p> <p>(i) the provision of financial aid by the Company where the financial assistance is given in good faith in the interests of the Company, and the principal purpose of which is not for the acquisition of shares in the Company, or the giving of the financial assistance is an incidental part of a master plan of the Company;</p> <p>(ii) the lawful distribution of the Company’s assets as dividends;</p> <p>(iii) the distribution of dividends in the form of shares;</p> <p>(iv) a reduction of registered capital, a repurchase of shares of the Company or a reorganization of the shareholding structure of the Company effected in accordance with these Articles;</p> <p>(v) the provision of loans by the Company within its scope of business and in the ordinary course of its business, where the provision of loans falls within part of the scope of business of the Company (provided that the net assets of the Company are not thereby reduced or that, to the extent that the assets are thereby reduced, the financial aid is provided out of distributable profits); and</p> <p>(vi) contributions made by the Company to the employee share ownership schemes (provided that the net assets of the Company are not thereby reduced or that, to the extent that the assets are thereby reduced, the financial aid is provided out of distributable profits).</p>	<p>Article 5.3 <b><u>In the event that a violation of the provisions of Articles 5.1 and 5.2 causes losses to the Company, the responsible directors, supervisors and senior management shall be liable for compensation.</u></b><del>The following acts shall not be deemed to be acts as prohibited by Article 5.1 of this chapter:</del></p> <p><del>(i) the provision of financial aid by the Company where the financial assistance is given in good faith in the interests of the Company, and the principal purpose of which is not for the acquisition of shares in the Company, or the giving of the financial assistance is an incidental part of a master plan of the Company;</del></p> <p><del>(ii) the lawful distribution of the Company’s assets as dividends;</del></p> <p><del>(iii) the distribution of dividends in the form of shares;</del></p> <p><del>(iv) a reduction of registered capital, a repurchase of shares of the Company or a reorganization of the shareholding structure of the Company effected in accordance with these Articles;</del></p> <p><del>(v) the provision of loans by the Company within its scope of business and in the ordinary course of its business, where the provision of loans falls within part of the scope of business of the Company (provided that the net assets of the Company are not thereby reduced or that, to the extent that the assets are thereby reduced, the financial aid is provided out of distributable profits); and</del></p> <p><del>(vi) contributions made by the Company to the employee share ownership schemes (provided that the net assets of the Company are not thereby reduced or that, to the extent that the assets are thereby reduced, the financial aid is provided out of distributable profits);</del></p>

Current Articles of Association	Proposed amendments of Articles of Association
<p>Article 6.4 The Company shall maintain a register of members of the Company which shall contain the following particulars:</p> <p>(i) the name (title), address (domicile), occupation or nature of each shareholder;</p> <p>(ii) the class and number of shares held by each shareholder;</p> <p>(iii) the amount paid-up on or agreed to be paid-up on the shares held by each shareholder;</p> <p>(iv) the serial numbers of the shares held by each shareholder;</p> <p>(v) the date on which each person was registered as a shareholder; and</p> <p>(vi) the date on which any shareholder ceased to be a shareholder.</p> <p>Unless there is evidence to the contrary, the register of members shall be sufficient evidence of the shareholders' shareholdings in the Company.</p>	<p>Article 6.4 The Company shall maintain a register of members of the Company which shall contain the following particulars:</p> <p>(i) the name (title); <u>or</u> address (domicile); <del>occupation or nature</del> of each shareholder;</p> <p>(ii) the class and number of shares held by each shareholder;</p> <p>(iii) <del>the amount paid-up on or agreed to be paid-up on the shares held by each shareholder;</del> (iv) the serial numbers of the shares held by each shareholder;</p> <p>(<del>iv</del>) <b>(iv)</b> the date on which each person was registered as a shareholder; <del>and</del>;</p> <p><del>(vi) the date on which any shareholder ceased to be a shareholder.</del></p> <p>Unless there is evidence to the contrary, the register of members shall be sufficient evidence of the shareholders' shareholdings in the Company.</p>
<p>Article 6.8 All overseas-listed foreign-invested shares listed in Hong Kong which have been fully paid-up may be freely transferred in accordance with these Articles. However, unless such transfer complies with the following requirements, the board of directors may refuse to recognize any instrument of transfer without providing any reason:</p> <p>...</p> <p>(vii) any shareholder of the overseas-listed foreign-invested shares is entitled to transfer part or all of his/her/its shares by way of effecting the normal written transfer instrument or signed or printed transfer instrument generally applied in place where these shares are listed. Such share transfer can be made by adopting standard registration form prescribed by the Hong Kong Stock Exchange. The signature of the transfer instrument shall be handwritten or printed by the transferor and the transferee. The transfer instrument shall contain the following statements:</p> <p>(1) The share purchaser and the receiving agent and each of the shareholders, and the Company and each of the shareholders shall agree to observe and comply with the requirements of the Company Law, the Special Provisions and these Articles.</p> <p>...</p>	<p>Article 6.8 All overseas-listed foreign-invested shares listed in Hong Kong which have been fully paid-up may be freely transferred in accordance with these Articles. However, unless such transfer complies with the following requirements, the board of directors may refuse to recognize any instrument of transfer without providing any reason:</p> <p>...</p> <p>(vii) any shareholder of the overseas-listed foreign-invested shares is entitled to transfer part or all of his/her/its shares by way of effecting the normal written transfer instrument or signed or printed transfer instrument generally applied in place where these shares are listed. Such share transfer can be made by adopting standard registration form prescribed by the Hong Kong Stock Exchange. The signature of the transfer instrument shall be handwritten or printed by the transferor and the transferee. The transfer instrument shall contain the following statements:</p> <p>(1) The share purchaser and the receiving agent and each of the shareholders, and the Company and each of the shareholders shall agree to observe and comply with the requirements of the Company Law; <del>the Special Provisions</del> and these Articles.</p> <p>...</p>
<p>Article 6.9 No change may be made in the register of members as a result of a transfer of shares within 30 days prior to the date of a general meeting or within 5 days before the determination date for the Company's distribution of dividends. However, where applicable laws or listing rules have other provisions on the change in the register of members, such provisions shall be complied with.</p>	<p>This article has been deleted.</p>

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<p>Article 6.12 If the share certificate (the “original certificate”) held by any person who is a registered shareholder or who claims to be entitled to have his/her/its name (title) entered in the register of members is lost, such person may apply to the Company for a replacement share certificate in respect of such shares (the “Relevant Shares”). Application by a holder of domestic shares, who has lost his/her/its share certificate, for a replacement share certificate shall be dealt with in accordance with Article 144 of the Company Law.</p> <p>Application by a holder of overseas-listed foreign-invested shares, who has lost his/her/its share certificate, for a replacement share certificate may be dealt with in accordance with the law of the place where the original register of members for holders of overseas-listed foreign-invested shares is maintained, the rules of the stock exchange or other relevant regulations. The issuance of a replacement share certificate shall comply with the following requirements:</p> <p>(i) The applicant shall submit an application to the Company in a prescribed form accompanied by a notarial certificate or a statutory declaration, of which the contents shall include the grounds upon which the application is made and the circumstances and evidence of the loss, and the declaration showing that no other person is entitled to have his/her/its name entered in the register of members in respect of the Relevant Shares.</p> <p>(ii) The Company has not received any declaration made by any person other than the applicant declaring that his/her/its name shall be entered in the register of members in respect of such shares before it decides to issue a replacement share certificate to the applicant.</p> <p>(iii) The Company shall, if it intends to issue a replacement share certificate to the applicant, publish a notice of its intention to do so at least once every 30 days within a period of 90 days in such newspapers as prescribed by the board of directors.</p> <p>(iv) The Company shall, prior to publication of its intention to issue a replacement share certificate, deliver to the stock exchange on which its shares are listed, a copy of the notice to be published and may publish the notice upon receipt of confirmation from such stock exchange that the notice has been exhibited in the premises of the stock exchange. Such notice shall be exhibited in the premises of the stock exchange for a period of 90 days. In the case of an application which is made without the consent of the registered holder of the Relevant Shares, the Company shall deliver by mail to such registered shareholder a copy of the notice to be published.</p>	<p>Article <del>6-126.11</del> If the share certificate (the “original certificate”) held by any person who is a registered shareholder or who claims to be entitled to have his/her/its name (title) entered in the register of members is lost, such person may apply to the Company for a replacement share certificate in respect of such shares (the “Relevant Shares”). Application by a holder of domestic shares, who has lost his/her/its share certificate, for a replacement share certificate shall be dealt with in accordance with <del>Article 144</del> of the Company Law.</p> <p>Application by a holder of overseas-listed foreign-invested shares, who has lost his/her/its share certificate, for a replacement share certificate may be dealt with in accordance with the law of the place where the original register of members for holders of overseas-listed foreign-invested shares is maintained, the rules of the stock exchange or other relevant regulations. <del>The issuance of a replacement share certificate shall comply with the following requirements:</del></p> <p><del>(i) The applicant shall submit an application to the Company in a prescribed form accompanied by a notarial certificate or a statutory declaration, of which the contents shall include the grounds upon which the application is made and the circumstances and evidence of the loss, and the declaration showing that no other person is entitled to have his/her/its name entered in the register of members in respect of the Relevant Shares.</del></p> <p><del>(ii) The Company has not received any declaration made by any person other than the applicant declaring that his/her/its name shall be entered in the register of members in respect of such shares before it decides to issue a replacement share certificate to the applicant.</del></p> <p><del>(iii) The Company shall, if it intends to issue a replacement share certificate to the applicant, publish a notice of its intention to do so at least once every 30 days within a period of 90 days in such newspapers as prescribed by the board of directors.</del></p> <p><del>(iv) The Company shall, prior to publication of its intention to issue a replacement share certificate, deliver to the stock exchange on which its shares are listed, a copy of the notice to be published and may publish the notice upon receipt of confirmation from such stock exchange that the notice has been exhibited in the premises of the stock exchange. Such notice shall be exhibited in the premises of the stock exchange for a period of 90 days. In the case of an application which is made without the consent of the registered holder of the Relevant Shares, the Company shall deliver by mail to such registered shareholder a copy of the notice to be published.</del></p>

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<p>(v) If, by the expiration of the 90-day period referred to in items (iii) and (iv) of this article, the Company has not received any objection from any person in respect of the issuance of the replacement share certificate, it may issue a replacement share certificate to the applicant pursuant to his/her/its application.</p> <p>(vi) Where the Company issues a replacement share certificate pursuant to this article, it shall forthwith cancel the original share certificate and document the cancellation of the original share certificate and issuance of a replacement share certificate in the register of members accordingly.</p> <p>(vii) All expenses relating to the cancellation of an original share certificate and issuance of a replacement share certificate shall be borne by the applicant and the Company is entitled to refuse to take any action until reasonable guarantee is provided by the applicant.</p>	<p><del>(v) If, by the expiration of the 90-day period referred to in items (iii) and (iv) of this article, the Company has not received any objection from any person in respect of the issuance of the replacement share certificate, it may issue a replacement share certificate to the applicant pursuant to his/her/its application.</del></p> <p><del>(vi) Where the Company issues a replacement share certificate pursuant to this article, it shall forthwith cancel the original share certificate and document the cancellation of the original share certificate and issuance of a replacement share certificate in the register of members accordingly.</del></p> <p><del>(vii) All expenses relating to the cancellation of an original share certificate and issuance of a replacement share certificate shall be borne by the applicant and the Company is entitled to refuse to take any action until reasonable guarantee is provided by the applicant.</del></p>
<p>Article 6.13 Where the Company issues a replacement share certificate pursuant to the Company's Articles, as for a bona fide purchaser obtaining new share certificates referred to above or a shareholder registered as a owner of the shares (in case of a bona fide purchaser), his/her/its name (title) shall not be removed from the register of members.</p>	<p>This article has been deleted.</p>
<p>Article 6.14 The Company shall not be liable for any damages sustained by any person by reason of the cancellation of the original share certificate or the issuance of the replacement share certificate unless the claimant is able to prove that the Company has acted in a deceitful manner.</p>	<p>This article has been deleted.</p>

Current Articles of Association	Proposed amendments of Articles of Association
<p>Article 7.3 The shareholders of ordinary shares of the Company shall enjoy the following rights:</p> <p>...</p> <p>(v) to obtain relevant information in accordance with these Articles, in which information includes:</p> <p>1. to obtain these Articles, subject to payment of costs;</p> <p>2. to inspect and copy, subject to payment of a reasonable fee, the following:</p> <p>(1) all parts of the register of members;</p> <p>(2) personal particulars of each of the directors, supervisors, general managers, deputy general managers and other senior management personnel of the Company, including:</p> <p>(A) present and former name and alias;</p> <p>(B) principal address (place of residence);</p> <p>(C) nationality;</p> <p>(D) primary and all other part-time occupations and duties;</p> <p>(E) identification documents and the numbers thereof.</p> <p>(3) report on the issued share capital of the Company;</p> <p>...</p>	<p>Article 7.3 The shareholders of ordinary shares of the Company shall enjoy the following rights:</p> <p>...</p> <p>(v) to obtain relevant information in accordance with these Articles, in which information includes:</p> <p>1. to obtain these Articles, subject to payment of costs;</p> <p>2. to inspect and copy, subject to payment of a reasonable fee, the following:</p> <p>(1) all parts of the register of members;</p> <p>(2) <b>publicly disclosed</b> personal particulars of each of the directors, supervisors, general managers, deputy general managers and other senior management personnel of the Company; <del>including;</del></p> <p><del>(A) present and former name and alias;</del></p> <p><del>(B) principal address (place of residence);</del></p> <p><del>(C) nationality;</del></p> <p><del>(D) primary and all other part-time occupations and duties;</del></p> <p><del>(E) identification documents and the numbers thereof.</del></p> <p>(3) report on the issued share capital of the Company;</p> <p>...</p>

Current Articles of Association	Proposed amendments of Articles of Association
<p>Article 8.3 Unless prior approval by the general meeting is obtained, the Company shall not enter into any contract with any person other than its directors, supervisors, general manager, deputy general manager and other senior management personnel pursuant to which such person shall be responsible for the management of the whole or any substantial part of the Company's business.</p>	<p>Article 8.3 Unless <b><u>the Company is in a crisis or other special circumstances, and</u></b> unless prior approval by the general meeting is obtained <b><u>by way of special resolution</u></b>, the Company shall not enter into any contract with any person other than its directors, <del>supervisors</del>, general manager, deputy general manager and other senior management personnel pursuant to which such person shall be responsible for the management of the whole or any substantial part of the Company's business.</p>
<p>Article 8.4 General meetings shall be divided into annual general meetings and extraordinary general meetings. General meetings shall be convened by the board of directors.</p> <p>Annual general meeting shall be held once every accounting year and within six months from the end of the preceding accounting year.</p> <p>The board of directors shall convene an extraordinary general meeting within two months after the occurrence of any one of the following events:</p> <p>(i) where the number of directors is less than two-thirds of the number stipulated in the Company Law or the number specified in these Articles;</p> <p>(ii) where the unrecovered losses of the Company amount to one-third of the total amount of share capital;</p> <p>(iii) where shareholder(s) who individually or jointly hold(s) 10% or more of the Company's shares request(s) for the convening of an extraordinary general meeting;</p> <p>(iv) whenever the board of directors deems necessary;</p> <p>(v) the supervisory committee so requests;</p> <p>(vi) whenever more than two independent directors so request.</p>	<p>Article 8.4 General meetings shall be divided into annual general meetings and extraordinary general meetings. General meetings shall be convened by the board of directors.</p> <p>Annual general meeting shall be held once every accounting year and within six months from the end of the preceding accounting year.</p> <p>The board of directors shall convene an extraordinary general meeting within two months after the occurrence of any one of the following events:</p> <p>(i) where the number of directors is less than two-thirds of the number stipulated in the Company Law or the number specified in these Articles;</p> <p>(ii) where the unrecovered losses of the Company amount to one-third of the total amount of share capital;</p> <p>(iii) where shareholder(s) who individually or jointly hold(s) 10% or more of the Company's shares request(s) for the convening of an extraordinary general meeting;</p> <p>(iv) whenever the board of directors deems necessary;</p> <p>(v) the supervisory committee so requests;</p> <p>(vi) <del>whenever more than two independent directors so request</del> <b><u>other circumstances as prescribed by laws and regulations.</u></b></p>
<p>Article 8.17 A shareholder (including his/her/its proxy), when voting at a general meeting, may exercise such voting rights as attached to the number of voting shares which he represents, in which case one vote is attached to each share.</p>	<p>Article 8.17 A shareholder (including his/her/its proxy), when voting at a general meeting, may exercise such voting rights as attached to the number of voting shares which he represents, in which case one vote is attached to each share.</p> <p><b><u>Shares of the Company held by the Company are not entitled to vote and such shares are not counted in the total number of voting shares present at the shareholders' general meeting.</u></b></p>
<p>Article 8.21 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall have a casting vote.</p>	<p>This article has been deleted.</p>

Current Articles of Association	Proposed amendments of Articles of Association
<p>Article 8.23 The following matters shall be resolved by a special resolution at the general meeting:</p> <p>(i) the increase or reduction in share capital and the issuance of shares of any class, warrants and other similar securities;</p> <p>(ii) the issuance of debentures of the Company;</p> <p>(iii) the division, merger, dissolution and liquidation of the Company or change of form of the Company;</p> <p>(iv) amendment to these Articles;</p> <p>(v) share incentive schemes;</p> <p>(vi) any other matters required to be passed by special resolutions by laws, administrative regulations, the listing rules of stock exchange(s) where the shares of the Company is listed or by the Articles of Association, or any other matters considered by the general meeting and resolved by way of an ordinary resolution, to be of a nature which may have a material impact on the Company and should be adopted by special resolutions.</p>	<p>Article 8-<del>23</del><b>8.22</b> The following matters shall be resolved by a special resolution at the general meeting:</p> <p>(i) the increase or reduction in share capital and the issuance of shares of any class, warrants and other similar securities;</p> <p>(ii) the issuance of debentures of the Company;</p> <p>(iii) the division, merger, dissolution and liquidation of the Company or change of form of the Company;</p> <p>(iv) amendment to these Articles;</p> <p><b><u>(v) acquisition or disposal of material assets or provision of guarantees by the Company within one year in an amount exceeding 30% of the latest audited total assets of the Company;</u></b></p> <p><del>(v)</del><b>(vi)</b> share incentive schemes;</p> <p><del>(vi)</del><b>(vii)</b> any other matters required to be passed by special resolutions by laws, administrative regulations, the listing rules of stock exchange(s) where the shares of the Company is listed or by the Articles of Association, or any other matters considered by the general meeting and resolved by way of an ordinary resolution, to be of a nature which may have a material impact on the Company and should be adopted by special resolutions.</p>
<p>Article 8.26 The chairman of the meeting shall be responsible for determining whether a resolution is passed. His decision, which is final and conclusive, shall be announced at the meeting and recorded in the minutes of meeting.</p>	<p>Article 8-<del>26</del><b>8.25</b> The chairman of the meeting shall be responsible for determining whether a resolution is passed <b>based on the poll results released by the scrutineer</b>. His decision, <del>which is final and conclusive</del>, shall be announced at the meeting and recorded in the minutes of meeting.</p>
<p>Article 8.28 If votes are counted at a general meeting, the vote counting result shall be recorded in the minutes of the meeting.</p> <p>Any general meeting shall keep minutes of its decisions on the matters considered. Directors attending the meeting shall sign their names on the minutes of the meeting. The minutes of meeting together with the attendance register of the attending shareholders and the power of attorney of their proxies shall be kept at the premises of the Company.</p>	<p>Article 8-<del>28</del><b>8.27</b> If votes are counted at a general meeting, the vote counting result shall be recorded in the minutes of the meeting.</p> <p>Any general meeting shall keep minutes of its decisions on the matters considered. <b>The chairman of the meeting and Directors directors</b> attending the meeting shall sign their names on the minutes of the meeting. The minutes of meeting together with the attendance register of the attending shareholders and the power of attorney of their proxies shall be kept at the premises of the Company.</p>
<p>Article 13.2 The supervisory committee shall be composed of three supervisors, one of which shall be the chairman. Appointment and dismissal of the chairman of the supervisory committee shall obtain voted approval of two-thirds or more of the members of the supervisory committee. The supervisory committee shall have a term of three (3) years and the term is renewable upon re-election.</p> <p>...</p>	<p>Article 13.2 The supervisory committee shall be composed of three supervisors, one of which shall be the chairman. <del>Appointment and dismissal of the</del> <b>The</b> chairman of the supervisory committee shall <del>obtain voted approval of two-thirds or more of the members of the supervisory committee</del> <b>be elected by more than half of all supervisors</b>. The supervisory committee shall have a term of three (3) years and the term is renewable upon re-election.</p> <p>...</p>



Current Articles of Association	Proposed amendments of Articles of Association
<p>Article 13.7 Meetings of the supervisory committee shall be held only if all the supervisors are present, and resolutions of the supervisory committee shall be passed by the affirmative vote of more than two-thirds of all of its members.</p>	<p>Article 13.7 Meetings of the supervisory committee shall be held only if all the supervisors are present, and resolutions of the supervisory committee shall be passed by <del>the affirmative vote of more than two-thirds of all of its members</del> <b><u>more than half of all supervisors.</u></b></p>
<p>Article 14.1 A person shall be disqualified from being a director, supervisor, general manager, deputy general manager or other senior management personnel of the Company in any one of the following circumstances:</p> <p>(i) The individual has no capacity to undertake civil liabilities or restricted capacity to undertake civil liabilities;</p> <p>(ii) A period of five years has not yet elapsed since the penalisation on conviction of corruption, bribery, unauthorised taking of properties or disrupting social and economic order; or a period of five years has not yet elapsed since being deprived of political rights for commission of offences;</p> <p>(iii) A period of three years has not yet elapsed since the completion of the liquidation of any company or enterprise which was insolvent and where the person acted as a chairman, factory manager or manager of such company or enterprise and was personally liable for such insolvency;</p> <p>(iv) A period of three years has not yet elapsed since revocation of the business license of a company or enterprise due to illegal business operations where the person was the legal representative of such company or enterprise and for which he was personally liable;</p> <p>(v) The person is personally liable for a substantial loan which was due for payment but remains unpaid;</p> <p>(vi) Currently being barred by the China Securities Regulatory Commission from participating in the securities market;</p> <p>(vii) Persons who are employed by a company or any of its subsidiaries that competes with the Company, or direct and close relatives thereof; and</p> <p>(viii) Other stipulations of laws, administrative regulations or departmental rules.</p> <p>.....</p>	<p>Article 14.1 A person shall be disqualified from being a director, supervisor, general manager, deputy general manager or other senior management personnel of the Company in any one of the following circumstances:</p> <p>(i) The individual has no capacity to undertake civil liabilities or restricted capacity to undertake civil liabilities;</p> <p>(ii) A period of five years has not yet elapsed since the penalisation on conviction of corruption, bribery, unauthorised taking of properties or disrupting social and economic order; <del>or a period of five years has not yet elapsed</del> , <b><u>or</u></b> since being deprived of political rights for commission of offences, <b><u>or a period of two years has not yet elapsed since the date of expiration of the probation period in case of probation;</u></b></p> <p>(iii) A period of three years has not yet elapsed since the completion of the liquidation of any company or enterprise which was insolvent and where the person acted as a chairman, factory manager or manager of such company or enterprise and was personally liable for such insolvency;</p> <p>(iv) A period of three years has not yet elapsed since revocation of the business license of a company or enterprise <b><u>or being order to close down</u></b> due to illegal business operations where the person was the legal representative of such company or enterprise and for which he was personally liable;</p> <p>(v) The person is personally liable for a substantial loan which was due for payment but remains unpaid <b><u>and is listed as a dishonest person subject to enforcement by the people's court;</u></b></p> <p>(vi) Currently being barred by the China Securities Regulatory Commission from participating in the securities market;</p> <p>(vii) Persons who are employed by a company or any of its subsidiaries that competes with the Company, or direct and close relatives thereof; and</p> <p>(viii) Other stipulations of laws, administrative regulations or departmental rules.</p> <p>.....</p>

Current Articles of Association	Proposed amendments of Articles of Association
<p>Article 14.19 The Company shall enter into a written contract with each director and senior management personnel, which shall at least include the following provisions:</p> <p>(i) Directors or senior management personnel shall undertake to the Company that they will comply with the Company Law, the Special Regulations, these Articles, the Takeovers Code and the Code on Share Repurchases, and shall agree that the Company shall have the right to take remedial measures provided in these Articles, and that neither such contract nor their offices shall be transferred;</p> <p>...</p>	<p>Article 14.19 The Company shall enter into a written contract with each director and senior management personnel, which shall at least include the following provisions:</p> <p>(i) Directors or senior management personnel shall undertake to the Company that they will comply with the Company Law, <del>the Special Regulations</del>; these Articles, the Takeovers Code and the Code on Share Repurchases, and shall agree that the Company shall have the right to take remedial measures provided in these Articles, and that neither such contract nor their offices shall be transferred;</p> <p>...</p>
<p>Article 15.10 The after-tax profit of the Company shall be distributed in the following order of priority:</p> <p>(i) making up for losses;</p> <p>(ii) contributing to the statutory reserve;</p> <p>(iii) contributing to the discretionary reserve; and</p> <p>(iv) paying dividends to shareholders of ordinary shares.</p> <p>For items (iii) and (iv) of this Article, the specific proportion of profit distributable for a year shall be determined by the board of directors according to the Company's business conditions and development needs for consideration and approval by the general meeting of shareholders.</p>	<p>Article 15.10 The after-tax profit of the Company shall be distributed in the following order of priority:</p> <p>(i) making up for losses;</p> <p>(ii) contributing to the statutory reserve;</p> <p>(iii) contributing to the discretionary reserve; and</p> <p>(iv) paying dividends to shareholders of ordinary shares.</p> <p>For items (iii) and (iv) of this Article, the specific proportion of profit distributable for a year shall be determined by the board of directors according to the Company's business conditions and development needs for consideration and approval by the general meeting of shareholders.</p> <p><b><u>Shares of the Company held by the Company are not entitled to profit distribution.</u></b></p>
<p>Article 16.7 The decision on engaging, dismissing or not renewing the engagement of an accounting firm shall be made by the general meeting of shareholders, and reported to the securities regulatory authority of the State Council for filing.</p>	<p>Article 16.7 The decision on engaging, dismissing or not renewing the engagement of an accounting firm shall be made by the general meeting of shareholders, <del>and reported to the securities regulatory authority of the State Council for filing.</del></p>

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<p>Article 16.8 If the general meeting of shareholders plans, by passing resolutions, to recruit a non-incumbent accounting firm to fill up any vacancy of the post of accounting firm, or renew the engagement of an accounting firm appointed by the board of directors to fill up the vacancy, or dismiss an accounting firm before the expiration of its term of office, the following provisions shall be satisfied:</p> <p>(i) The relevant proposal on engagement or dismissal shall be sent to the accounting firm proposed to be engaged or proposing to leave the post or the firm which has left the post in the relevant accounting year before the issuance of the notice of general meeting of shareholders. (Leaving herein shall include leaving by dismissal, resignation and retirement.)</p> <p>(ii) If the accounting firm which is about to leave the post makes a written statement, and requires the Company to inform the shareholders of its statement, unless the time of receiving such written statement is too late, the Company shall adopt the following measures:</p> <p>(1) state in the notice of meeting issued for making resolutions that the accounting firm which is about to leave the post has made a statement;</p> <p>(2) send a duplicate copy of such statement to shareholders who are entitled to receive notices of general meetings.</p> <p>(iii) If the Company fails to send the statement of the relevant accounting firm according to the above provisions of item (ii), the accounting firm may ask the statement be read at the general meeting of shareholders and make further appeal.</p> <p>(iv) An accounting firm about to leave the post shall have the right to attend the following meetings:</p> <p>(1) general meeting of shareholders at which its tenure shall expire;</p> <p>(2) general meeting of shareholders at which the vacancy due to its dismissal is to be filled up;</p> <p>(3) general meeting of shareholders convened due to its resignation from its post.</p> <p>The accounting firm about to leave the post shall have the right to receive all notices of the aforesaid meetings or other information in relation to the meetings and give speeches at the aforesaid meetings with regard to matters involving its duties as the previous accounting firm appointed by the Company.</p>	<p>This article has been deleted.</p>

Current Articles of Association	Proposed amendments of Articles of Association
<p>Article 16.10 An accounting firm may resign its office by depositing at the Company's domicile a resignation notice which shall become effective on the date of such deposit or on such later date as may be stipulated in such notice. Such notice shall contain the following statements:</p> <p>(i) a statement to the effect that there are no circumstances relating to its resignation which it considers should be brought to the notice of the shareholders or creditors of the Company; or</p> <p>(ii) a statement of any such circumstances.</p>	<p>This article has been deleted.</p>
<p>Article 16.11 The Company shall send duplicate copies of the written notice mentioned in Article 16.10 to relevant competent authorities within 14 days from the date of receiving the aforesaid notice. If the notice contains the statement mentioned in item (ii) of Article 16.10, the Company shall despatch the duplicate copy of the statement to shareholders who are entitled to receive financial reports of the Company.</p>	<p>This article has been deleted.</p>
<p>Article 16.12 If the resignation notice of an accounting firm contains any statement mentioned in item (ii) of Article 16.10, the accounting firm may require the Board to convene an extraordinary general meeting to listen to its explanation on relevant matters about its resignation.</p>	<p>This article has been deleted.</p>
<p>Article 20.1 For a merger or division of the Company, the Board shall put forward a proposal, and the formalities for approval shall be handled according to laws after the proposal has been adopted according to procedures specified in these Articles. Shareholders who oppose the Company's merger or division plans shall have the right to ask the Company or the shareholders who approve the merger or division plans to purchase their shares at a fair price. The content of the resolution on the merger or division of the Company shall be made into special document, which shall be available for shareholders. With regard to holders of overseas-listed foreign-invested shares, the aforesaid documents shall also be sent out by mail.</p>	<p>Article 20.1 For a merger or division of the Company, the Board shall put forward a proposal, and the formalities for approval shall be handled according to laws after the proposal has been adopted according to procedures specified in these Articles. Shareholders who oppose the Company's merger or division plans shall have the right to ask the Company or the shareholders who approve the merger or division plans to purchase their shares at a fair price. <del>The content of the resolution on the merger or division of the Company shall be made into special document, which shall be available for shareholders. With regard to holders of overseas-listed foreign-invested shares, the aforesaid documents shall also be sent out by mail.</del></p>
<p>Article 20.2 The merger of the Company may take the form of either merger by absorption or merger by the establishment of a new company.</p> <p>In the case of a merger of the Company, the merging parties shall execute a merger agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within 10 days from the date of the Company's merger resolution which is passed and shall publish a public notice in newspaper at least three times within 30 days of the date of the Company's merger resolution.</p> <p>After the merger of the Company, the claims and debts of the parties to the merger shall be assumed by the surviving company or the newly established company.</p>	<p>Article 20.2 The merger of the Company may take the form of either merger by absorption or merger by the establishment of a new company.</p> <p>In the case of a merger of the Company, the merging parties shall execute a merger agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within 10 days from the date of the Company's merger resolution which is passed and shall publish a public notice in newspaper <del>at least three times</del> <b>or the National Enterprise Credit Information Publicity System</b> within 30 days of the date of the Company's merger resolution.</p> <p>After the merger of the Company, the claims and debts of the parties to the merger shall be assumed by the surviving company or the newly established company.</p>

Current Articles of Association	Proposed amendments of Articles of Association
<p>Article 20.3 In the case of a division of the Company, its assets shall be divided accordingly.</p> <p>In the case of a division of the Company, the parties to the division shall execute a division agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within 10 days from the date of the Company's division resolution which is passed and shall publish a public notice in newspaper at least three times within 30 days of the date of the Company's merger resolution.</p> <p>Debts of the Company prior to the division shall be assumed by the companies which exist after the division in accordance with the agreements which have been reached.</p>	<p>Article 20.3 In the case of a division of the Company, its assets shall be divided accordingly.</p> <p>In the case of a division of the Company, the parties to the division shall execute a division agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within 10 days from the date of the Company's division resolution which is passed and shall publish a public notice in newspaper <del>at least three times</del> <b><u>or the National Enterprise Credit Information Publicity System</u></b> within 30 days of the date of the Company's merger resolution.</p> <p>Debts of the Company prior to the division shall be <b><u>jointly and severally</u></b> assumed by the companies which exist after the division <del>in accordance with the agreements which have been reached,</del> <b><u>unless otherwise agreed upon in a written agreement between the Company and its creditors regarding debt repayment prior to the division.</u></b></p>
<p>Article 21.1 The Company shall be dissolved and liquidated according to laws upon the occurrence of any of the following events:</p> <p>(i) the term of its operations specified in the Company's articles of association has expired or events of dissolution specified in the Company's articles of association have occurred;</p> <p>(ii) a resolution regarding the dissolution is passed by the general meeting of shareholders;</p> <p>(iii) dissolution is necessary due to a merger or division of the Company;</p> <p>(iv) the Company is legally declared insolvent due to its failure to repay debts as they fall due; and</p> <p>(v) the Company is legally ordered to close due to violation of laws and administrative regulations and rules.</p> <p>Where the Company is dissolved under the circumstances described in items (i) and (ii) above, a liquidation committee shall be formed within 15 days to start the liquidation process. The liquidation committee shall be comprised of directors or persons determined by an ordinary resolution in a general meeting of shareholders.</p> <p>In the case of dissolution of the Company under item (iv) of this article, the people's court shall, according to relevant legal provisions, organize the shareholders, relevant departments and professionals to form a liquidation committee to carry out liquidation.</p> <p>In the case of dissolution of the Company under item (v) of this article, the relevant competent authorities shall organize the shareholders, relevant departments and professionals to form a liquidation committee to carry out liquidation.</p>	<p>Article 21.1 The Company shall be dissolved and liquidated according to laws upon the occurrence of any of the following events:</p> <p>(i) the term of its operations specified in the Company's articles of association has expired or events of dissolution specified in the Company's articles of association have occurred;</p> <p>(ii) a resolution regarding the dissolution is passed by the general meeting of shareholders;</p> <p>(iii) dissolution is necessary due to a merger or division of the Company;</p> <p>(iv) the Company is legally declared insolvent due to its failure to repay debts as they fall due; and</p> <p>(v) the Company is <b><u>subject to revocation of business license,</u></b> legally ordered to close <del>due to violation of laws and administrative regulations and rules</del> <b><u>or is deregistered.</u></b></p> <p>Where the Company is dissolved under the circumstances described in items (i) and (ii) above, a liquidation committee shall be formed within 15 days to start the liquidation process. The liquidation committee shall be comprised of directors or persons determined by an ordinary resolution in a general meeting of shareholders.</p> <p>In the case of dissolution of the Company under item (iv) of this article, the people's court shall, according to relevant legal provisions, organize the shareholders, relevant departments and professionals to form a liquidation committee to carry out liquidation.</p> <p>In the case of dissolution of the Company under item (v) of this article, the relevant competent authorities shall organize the shareholders, relevant departments and professionals to form a liquidation committee to carry out liquidation.</p>

Current Articles of Association	Proposed amendments of Articles of Association
<p>Article 21.3 The liquidation committee shall inform the creditors of the Company within 10 days following its establishment, and shall make a public notice in a newspaper at least three times within 60 days. Creditors shall declare their claims to the liquidation committee within thirty (30) days from the date on which the notice is received or forty five (45) days from the date of the announcement if the notice is not received. The liquidation committee shall register all the creditors’ rights. During the period of declaration of claims, the liquidation committee shall not repay any debts to the creditors.</p>	<p>Article 21.3 The liquidation committee shall inform the creditors of the Company within 10 days following its establishment, and shall make a public notice in a newspaper <del>at least three times</del> <b>or the National Enterprise Credit Information Publicity System</b> within 60 days. Creditors shall declare their claims to the liquidation committee within thirty (30) days from the date on which the notice is received or forty five (45) days from the date of the announcement if the notice is not received. The liquidation committee shall register all the creditors’ rights. During the period of declaration of claims, the liquidation committee shall not repay any debts to the creditors.</p>
<p>Article 21.6 If the liquidation committee, having sorted out the Company’s assets and prepared the balance sheet and an inventory of assets, discovers that there are insufficient assets in the Company to pay off its debts, it shall apply to the people’s court immediately for a declaration of bankruptcy of the Company according to laws.</p> <p>Upon the declaration of bankruptcy of the Company by the people’s court, the liquidation committee shall prepare and hand over the liquidation matters to the people’s court.</p>	<p>Article 21.6 If the liquidation committee, having sorted out the Company’s assets and prepared the balance sheet and an inventory of assets, discovers that there are insufficient assets in the Company to pay off its debts, it shall apply to the people’s court immediately for <del>a declaration of bankruptcy</del> <b>and liquidation</b> of the Company according to laws.</p> <p><del>Upon the declaration of bankruptcy of the Company by the people’s court</del> <b>After the people’s court accepts the bankruptcy application,</b> the liquidation committee shall prepare and hand over the liquidation matters to <b>the bankruptcy administrator designated by</b> the people’s court.</p>
<p>Article 22.3 Amendment of these Articles involving the contents of the Mandatory Provisions shall become effective upon receipt of approval from the companies examining and approving department authorized by the State Council and the China Securities Regulatory Commission. Amendment of the Company’s Articles involving changes in the particulars of registration of the Company shall be made through a change in registration in accordance with laws.</p>	<p>Article 22.3 <del>Amendment of these Articles involving the contents of the Mandatory Provisions shall become effective upon receipt of approval from the companies examining and approving department authorized by the State Council and the China Securities Regulatory Commission.</del> Amendment of the Company’s Articles involving changes in the particulars of registration of the Company shall be made through a change in registration in accordance with laws.</p>
<p>Article 25.3 In these Articles, unless the context requires otherwise, the following terms and expressions shall have the following meanings:</p> <p>.....</p>	<p>Article 25.3 In these Articles, unless the context requires otherwise, the following terms and expressions shall have the following meanings:</p> <p>.....</p>

Current Articles of Association	Proposed amendments of Articles of Association
<p>“Listing Rules” means the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited</p> <p>“New Company Law” means the Company Law of the People’s Republic of China with effective from 1 January 2006</p> <p>“Mandatory Provisions” means the Mandatory Provisions for the Articles of Association of Companies Listed Overseas (《到境外上市公司章程必備條款》)</p> <p>“App 3” means Appendix 3 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited</p> <p>“App 14” means Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited</p> <p>“A13D” means Section D of Appendix 13 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited</p> <p>.....</p>	<p>“Listing Rules” means the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited</p> <p><del>“New Company Law”</del> means the Company Law of the People’s Republic of China <del>with effective from 1 January 2006</del></p> <p><del>“Mandatory Provisions”</del> means the Mandatory Provisions for the Articles of Association of Companies Listed Overseas (《到境外上市公司章程必備條款》)</p> <p><del>“App 3”</del> means Appendix 3 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited</p> <p><del>“App 14”</del> means Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited</p> <p><del>“A13D”</del> means Section D of Appendix 13 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited</p> <p>.....</p>
<p>The contents of other articles in the body of the Articles of Association remain unchanged, except for the amendment of the above articles and the corresponding adjustment of the serial numbers of other chapters, the serial numbers of articles and the serial numbers of quoted articles due to the deletion of some chapters or articles.</p>	

## (II) COMPARISON TABLE OF REVISED RULES OF PROCEDURES FOR GENERAL MEETINGS

Current Rules of Procedures for General Meetings	Proposed amendments of Rules of Procedures for General Meetings
<p>Article 1 In order to safeguard the legitimate rights and interests of Zhaojin Mining Industry Company Limited (the “Company”) and its shareholders, clarify the duties and powers of the shareholders’ general meeting, and ensure that the shareholders’ general meeting operates in a standardized, efficient and smooth manner and exercises its powers and functions in accordance with the laws, these rules are formulated in accordance with the Company Law of the People’s Republic of China (the “Company Law”), the Mandatory Provisions for the Articles of Association of Companies Listed Overseas (the “Mandatory Provisions”), the Rules for Shareholders’ General Meetings of Listed Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and other domestic and overseas regulatory rules and regulations for listed companies, as well as the Articles of Association of Zhaojin Mining Industry Company Limited (the “Articles of Association”).</p>	<p>Article 1 In order to safeguard the legitimate rights and interests of Zhaojin Mining Industry Company Limited (the “Company”) and its shareholders, clarify the duties and powers of the shareholders’ general meeting, and ensure that the shareholders’ general meeting operates in a standardized, efficient and smooth manner and exercises its powers and functions in accordance with the laws, these rules are formulated in accordance with the Company Law of the People’s Republic of China (the “Company Law”), <del>the Mandatory Provisions for the Articles of Association of Companies Listed Overseas (the “Mandatory Provisions”)</del>, the Rules for Shareholders’ General Meetings of Listed Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and other domestic and overseas regulatory rules and regulations for listed companies, as well as the Articles of Association of Zhaojin Mining Industry Company Limited (the “Articles of Association”).</p>
<p>Article 23 Shareholders who individually or collectively hold more than 3% of the total number of voting shares of the Company shall have the right to submit temporary proposals at the annual general meeting, and the board of directors shall examine and approve such shareholder proposals based on the following principles:</p> <p>(i) Relevance. The board of directors conducts review on the form of proposals, i.e. proposals shall be submitted in writing or delivered to the board of directors or the chairman of the general meeting, and the contents of the proposals must comply with the laws, administrative regulations, the Listing Rules and the Articles of Association, fall within the scope of the Company’s operation and the scope of duties of the general meeting, and have a clear topic and a specific resolution. Those meeting the foregoing requirements shall be submitted to the annual general meeting for discussion, and those not meeting the foregoing requirements shall not be submitted to the annual general meeting for discussion. If the board of directors decides not to submit a shareholder proposal for voting at the annual general meeting, an explanation shall be provided at that annual general meeting.</p> <p>(ii) Procedural. The board of directors can make decisions on procedural issues related to the proposal. If the proposal is to be split or combined for voting, the consent of the original proposer is required; if the original proposer does not agree to the changes, the chairman of the meeting may submit the procedural issue to the annual general meeting for decision, and discussions shall be conducted in accordance with the procedures determined by the annual general meeting.</p>	<p>This article has been deleted.</p>
<p>Article 24 If the supervisory committee or shareholder(s) who individually or jointly hold(s) 10% or more of the total number of voting shares of the Company request(s) for the convening of an extraordinary general meeting or class meeting, it/he/she/they shall sign one or more counterpart requisitions stating the objectives of the meeting, and submit proposals to the board of directors that meet the requirements of the preceding article of these rules.</p>	<p>This article has been deleted.</p>



Current Rules of Procedures for General Meetings	Proposed amendments of Rules of Procedures for General Meetings
<p>Article 27 The convenor of a meeting shall give written notice at least 20 full business days before the annual general meeting, and shall give written notice at least 10 full business days before the extraordinary general meeting or 15 days before the meeting, whichever is longer, to inform the registered shareholders of the resolutions to be considered at the meeting as well as the date and venue of the meeting.</p> <p>In calculating the notice period, the date of meeting shall be excluded. The above business days are days on which the Hong Kong Stock Exchange is open for trading of securities.</p> <p>Notice of a general meeting shall be served on each shareholder, whether or not entitled to vote thereat, by personal delivery or prepaid mail to the shareholder at his/her/its address, as shown in the register of members. For holders of domestic shares, notices of the general meetings may be given by public announcement. When the Company convenes a general meeting, a form of proxy shall be sent with the notice of the meeting to all shareholders entitled to vote at the meeting. The form shall provide a choice of votes for or against all resolutions to be proposed at the meeting. Notice of every annual general meeting shall be published in the newspapers in a size not smaller than 8 centimeters by 10 centimeters and shall be published for at least one business day. The notice must be published in a newspaper designated by the Hong Kong Stock Exchange.</p> <p>...</p>	<p>Article <del>27</del><b>25</b> The convenor of a meeting shall give written notice at least 20 full business days before the annual general meeting, and shall give written notice at least 10 full business days before the extraordinary general meeting or 15 days before the meeting, whichever is longer, to inform the registered shareholders of the resolutions to be considered at the meeting as well as the date and venue of the meeting.</p> <p>In calculating the notice period, the date of meeting shall be excluded. The above business days are days on which the Hong Kong Stock Exchange is open for trading of securities.</p> <p><del>Notice</del> <b>Unless otherwise provided in the Articles of Association, notice</b> of a general meeting shall be served on each shareholder, whether or not entitled to vote thereat, by personal delivery or prepaid mail to the shareholder at his/her/its address, as shown in the register of members. For holders of domestic shares, notices of the general meetings may be given by public announcement. When the Company convenes a general meeting, a form of proxy shall be sent with the notice of the meeting to all shareholders entitled to vote at the meeting. The form shall provide a choice of votes for or against all resolutions to be proposed at the meeting. Notice of every annual general meeting shall be published in the newspapers in a size not smaller than 8 centimeters by 10 centimeters and shall be published for at least one business day. The notice must be published in a newspaper designated by the Hong Kong Stock Exchange.</p> <p>...</p>
<p>Article 31 The board of directors shall, upon receipt of a written request for convening an extraordinary general meeting issued by shareholders holding, individually or collectively, more than 10% of the total number of voting shares of the Company that meets relevant requirements, issue a notice of convening the general meeting as soon as possible, in which changes to the original proposal shall be made with the consent of the proposing shareholders. After the issuance of the notice, the board of directors shall not make a new proposal, nor shall it change or postpone the time of the general meeting without the consent of the proposing shareholders.</p>	<p>Article <del>31</del><b>29</b> The board of directors shall, upon receipt of a written request for convening an extraordinary general meeting issued by shareholders holding, individually or collectively, more than 10% of the total number of voting shares of the Company that meets relevant requirements, issue a notice of convening the general meeting as soon as possible, in which changes to the original proposal shall be made with the consent of the proposing shareholders. <del>After the issuance of the notice, the board of directors shall not make a new proposal, nor shall it change or postpone the time of the general meeting without the consent of the proposing shareholders.</del></p>

Current Rules of Procedures for General Meetings	Proposed amendments of Rules of Procedures for General Meetings
<p>Article 34 When the Company convenes a class meeting, it shall, with reference to Article 27 of these rules on the time limit for giving notice of annual general meetings and extraordinary general meetings, issue a written notice informing all registered shareholders of that class of shares of the matters to be considered at the meeting as well as the date and venue of the meeting.</p>	<p>Article <del>34</del><b>32</b> When the Company convenes a class meeting, it shall, with reference to Article <del>27</del><b>25</b> of these rules on the time limit for giving notice of annual general meetings and extraordinary general meetings, issue a written notice informing all registered shareholders of that class of shares of the matters to be considered at the meeting as well as the date and venue of the meeting.</p>
<p>Article 40 Shareholders shall appoint a proxy in writing. Such written form of proxy shall contain the following contents:</p> <p>(i) The name of the proxy of the shareholder;</p> <p>(ii) The number of shares of the principal represented by the proxy of the shareholder;</p> <p>(iii) Whether or not he or she has the right to vote;</p> <p>(iv) Instructions to vote separately for or against each matter for consideration included in the agenda of the shareholders' general meeting;</p> <p>(v) Specific instructions as to whether or not to vote on temporary proposals that may be included in the agenda of the annual general meeting and, if so, how to exercise the voting right;</p> <p>(vi) The date of issuance and validity period of the form of proxy;</p> <p>(vii) The signature (or seal) of the principal or the proxy appointed by the principal in writing. If the principal is a corporate shareholder, a seal of the corporate entity shall be affixed or its director or duly appointed proxy shall sign.</p> <p>The form of proxy shall state that if the shareholder does not give specific instructions, the proxy of the shareholder may vote as he or she sees fit.</p>	<p>Article <del>40</del><b>38</b> Shareholders shall appoint a proxy in writing. Such written form of proxy shall contain the following contents:</p> <p>(i) The name of the proxy of the shareholder;</p> <p>(ii) The number of shares of the principal represented by the proxy of the shareholder;</p> <p>(iii) Whether or not he or she has the right to vote;</p> <p>(iv) Instructions to vote separately for or against each matter for consideration included in the agenda of the shareholders' general meeting;</p> <p>(v) <del>Specific instructions as to whether or not to vote on temporary proposals that may be included in the agenda of the annual general meeting and, if so, how to exercise the voting right;</del> (vi) The date of issuance and validity period of the form of proxy;</p> <p>(vii) <del>(vi)</del> The signature (or seal) of the principal or the proxy appointed by the principal in writing. If the principal is a corporate shareholder, a seal of the corporate entity shall be affixed or its director or duly appointed proxy shall sign.</p> <p>The form of proxy shall state that if the shareholder does not give specific instructions, the proxy of the shareholder may vote as he or she sees fit.</p>

Current Rules of Procedures for General Meetings	Proposed amendments of Rules of Procedures for General Meetings
<p>Article 44 When the annual general meeting is convened, the supervisory board and shareholders holding, individually or collectively, more than 3% of the total number of voting shares of the Company may register new proposals with the Company. The chairman of the general meeting shall decide whether or not to include the new proposals submitted by shareholders in the agenda of the general meeting in accordance with Article 23 of these rules.</p> <p>When an extraordinary general meeting is convened, and the Company does not accept the registration of new proposals, the chairman of the general meeting shall not include new proposals in the agenda of the general meeting.</p>	<p>Article <del>44</del><b>42</b> <del>When the annual general meeting is convened, the supervisory board and shareholders holding, individually or collectively, more than 3% of the total number of voting shares of the Company may register new proposals with the Company. The chairman of the general meeting shall decide whether or not to include the new proposals submitted by shareholders in the agenda of the general meeting in accordance with Article 23 of these rules.</del></p> <p>When an <b>annual general meeting or</b> extraordinary general meeting is convened, and the Company does not accept the registration of new proposals, the chairman of the general meeting shall not include new proposals in the agenda of the general meeting.</p>
<p>Article 45 The chairman of the board of directors shall attend the annual general meeting and shall arrange for the chairman of the audit committee, the nomination and remuneration committees (as applicable) or, in the absence of the chairman of such committees, another member of the committees (or his or her duly appointed representative in the event of such member's failure to attend) to be available to respond to questions at the annual general meeting. The chairman of the independent committees under the board of directors, if any, shall also be available to respond to questions at any general meeting for approving the connected transactions or any other transactions that are subject to independent approval.</p> <p>The chairman of the board of directors shall preside over the shareholders' general meeting and be the chairman of the meeting; if the chairman of the board of directors is unable to attend the meeting for any reason, the vice chairman of the board of directors shall be the chairman of the meeting.</p> <p>If both the chairman and vice-chairman of the board of directors are unable to attend the meeting, and the chairman of the board of directors has not designated another director to be the chairman of the meeting, the board of directors may designate a director of the Company to be the chairman of the meeting; if the board of directors has not designated the chairman of the meeting, the shareholders attending the meeting may elect a person to be the chairman of the meeting; if, for any reason, the shareholders are unable to elect the chairman of the meeting, the shareholder attending the meeting who owns the largest number of voting shares (including the proxy of the shareholder) shall be the chairman of the meeting. The chairman of the board of directors shall arrange for the chairman of the audit committee, the nomination and remuneration committees or, in the absence of the chairman of such committees, another member of the committees (or his or her duly appointed representative in the event of such member's failure to attend) to be available to respond to questions at the annual general meeting. The chairman of the independent committees under the board of directors shall be available to respond to questions at any general meeting for approving the connected transactions or any other transactions that are subject to independent approval.</p>	<p>Article <del>45</del><b>43</b> The chairman of the board of directors shall attend the annual general meeting and shall arrange for the chairman of the audit committee, the nomination and remuneration committees (as applicable) or, in the absence of the chairman of such committees, another member of the committees (or his or her duly appointed representative in the event of such member's failure to attend) to be available to respond to questions at the annual general meeting. The chairman of the independent committees under the board of directors, if any, shall also be available to respond to questions at any general meeting for approving the connected transactions or any other transactions that are subject to independent approval.</p> <p>The chairman of the board of directors shall preside over the shareholders' general meeting and be the chairman of the meeting; if the chairman of the board of directors is unable to attend the meeting for any reason, the vice chairman of the board of directors shall be the chairman of the meeting.</p> <p>If both the chairman and vice-chairman of the board of directors are unable to attend the meeting, <del>and the chairman of the board of directors has not designated another director to be the chairman of the meeting, the board of directors may designate a director of the Company to be the chairman of the meeting</del> <b>the director elected by more than half of all directors shall preside over the meeting</b>; if the board of directors has not <del>designated</del> <b>elected</b> the chairman of the meeting, the shareholders attending the meeting may elect a person to be the chairman of the meeting <b>with the approval of the shareholders with more than half of the voting rights attending the general meeting on site</b>; if, for any reason, the shareholders are unable to elect the chairman of the meeting, the shareholder attending the meeting who owns the largest number of voting shares (including the proxy of the shareholder) shall be the chairman of the meeting. The chairman of the board of directors shall arrange for the chairman of the audit committee, the nomination and remuneration committees or, in the absence of the chairman of such committees, another member of the committees (or his or her duly appointed representative in the event of such member's failure to attend) to be available to respond to questions at the annual general meeting. The chairman of the independent committees under the board of directors shall be available to respond to questions at any general meeting for approving the connected transactions or any other transactions that are subject to independent approval.</p>

Current Rules of Procedures for General Meetings	Proposed amendments of Rules of Procedures for General Meetings
<p>Article 47 The chairman of the general meeting shall call the meeting to order at the time notified when he/she is aware that the attendees meet the statutory requirements and that new proposals and shareholders' speeches have been registered; however, he/she may call the meeting to order later than the scheduled time in any of the following circumstances:</p> <p>...</p>	<p>Article <del>47</del><b>45</b> The chairman of the general meeting shall call the meeting to order at the time notified when he/she is aware that the attendees meet the statutory requirements and that <del>new proposals and</del> shareholders' speeches have been registered; however, he/she may call the meeting to order later than the scheduled time in any of the following circumstances:</p> <p>...</p>
<p>Article 48 The chairman of the meeting, after declaring the formal commencement of the meeting, shall first announce that the number of shareholders attending the meeting and the number of shares present meet the statutory requirements, and then announce the agenda of the meeting as set out in the notice and ask the attendees whether they have any objections to the order of voting on the resolutions, and in the case of an annual general meeting, the chairman of the meeting shall also ask the supervisory committee and the shareholders who individually or collectively hold more than 3% of the total number of voting shares of the Company if they need to submit a new proposal. If any shareholder submits a new proposal, the chairman of the meeting shall decide whether to accept it in accordance with Article 23 of these rules.</p> <p>If the board of directors or the chairman of the general meeting does not include the proposal of the supervisory committee or shareholders in the agenda of the annual general meeting meeting, an explanation shall be provided at that annual general meeting.</p> <p>At the extraordinary general meeting, no one may request the consideration of a new proposal that is not contained in the notice of the general meeting.</p>	<p>Article <del>48</del><b>46</b> The chairman of the meeting, after declaring the formal commencement of the meeting, shall first announce that the number of shareholders attending the meeting and the number of shares present meet the statutory requirements, and then announce the agenda of the meeting as set out in the notice and ask the attendees whether they have any objections to the order of voting on the resolutions, <del>and in the case of an annual general meeting, the chairman of the meeting shall also ask the supervisory committee and the shareholders who individually or collectively hold more than 3% of the total number of voting shares of the Company if they need to submit a new proposal. If any shareholder submits a new proposal, the chairman of the meeting shall decide whether to accept it in accordance with Article 23 of these rules.</del></p> <p><del>If the board of directors or the chairman of the general meeting does not include the proposal of the supervisory committee or shareholders in the agenda of the annual general meeting meeting, an explanation shall be provided at that annual general meeting.</del></p> <p><del>At the extraordinary general meeting, no one may request the consideration of a new proposal that is not contained in the notice of the general meeting.</del></p>

Current Rules of Procedures for General Meetings	Proposed amendments of Rules of Procedures for General Meetings
<p>Article 54 An extraordinary general meeting may not vote on any matter not specified in the notice convening the general meeting. When the extraordinary general meeting considers the proposals specified in the notice, the contents of the proposals on the following matters shall not be changed:</p> <p>(i) Increase or reduction of the registered capital of the Company;</p> <p>(ii) Issuance of corporate bonds;</p> <p>(iii) Spin-off, merger, dissolution and liquidation of the Company;</p> <p>(iv) Amendments to the Articles of Association;</p> <p>(v) Profit distribution plan and loss recovery plan;</p> <p>(vi) Appointment and removal of members of the board of directors and the supervisory committee;</p> <p>(vii) Changes in the investment direction of the capital raised;</p> <p>(viii) Connected transactions subject to consideration by the shareholders' general meeting;</p> <p>(ix) Acquisition or disposal of assets subject to consideration by the shareholders' general meeting;</p> <p>(x) Change of accounting firm.</p> <p>Any change in the content of the above proposals shall be deemed to be another new proposal and shall not be voted on at that general meeting.</p> <p>The annual general meeting shall vote on all resolutions on the agenda one by one, and shall not set aside or decline to vote for any reason. If there are different resolutions on the same matter at the annual general meeting, the resolutions shall be voted on in the chronological order in which the resolutions were proposed.</p>	<p>Article <del>54</del><sup>52</sup> An extraordinary <del>A</del> general meeting may not vote on any matter not specified in the notice convening the general meeting. <del>When the extraordinary general meeting considers the proposals specified in the notice, the contents of the proposals on the following matters shall not be changed:</del></p> <p><del>(i) Increase or reduction of the registered capital of the Company;</del></p> <p><del>(ii) Issuance of corporate bonds;</del></p> <p><del>(iii) Spin-off, merger, dissolution and liquidation of the Company;</del></p> <p><del>(iv) Amendments to the Articles of Association;</del></p> <p><del>(v) Profit distribution plan and loss recovery plan;</del></p> <p><del>(vi) Appointment and removal of members of the board of directors and the supervisory committee;</del></p> <p><del>(vii) Changes in the investment direction of the capital raised;</del></p> <p><del>(viii) Connected transactions subject to consideration by the shareholders' general meeting;</del></p> <p><del>(ix) Acquisition or disposal of assets subject to consideration by the shareholders' general meeting;</del></p> <p><del>(x) Change of accounting firm.</del></p> <p><del>Any change in the content of the above proposals shall be deemed to be another new proposal and shall not be voted on at that general meeting.</del></p> <p>The annual general meeting shall vote on all resolutions on the agenda one by one, and shall not set aside or decline to vote for any reason. If there are different resolutions on the same matter at the annual general meeting, the resolutions shall be voted on in the chronological order in which the resolutions were proposed.</p>

Current Rules of Procedures for General Meetings	Proposed amendments of Rules of Procedures for General Meetings
<p>Article 55 The chairman of the general meeting shall be obliged to request a vote by open ballot on resolutions at the general meeting.</p> <p>...</p> <p>The chairman of the meeting shall ensure that the following matters have been explained at the beginning of the meeting:</p> <p>(i) the procedure for a shareholder to demand a poll before a resolution is voted on by a show of hands; and</p> <p>(ii) where a poll is demanded, the detailed procedure for taking a poll and then answering any questions raised by shareholders. Each shareholder or proxy of shareholder shall exercise the right to vote by the number of voting shares represented by him/her. Each share is entitled to one vote.</p>	<p>Article <del>55</del><b>53</b> The chairman of the general meeting shall be obliged to request a vote by open ballot on resolutions at the general meeting.</p> <p>...</p> <p>The chairman of the meeting shall ensure that the following matters have been explained at the beginning of the meeting:</p> <p>(i) the procedure for a shareholder to demand a poll before a resolution is voted on by a show of hands; and</p> <p>(ii) where a poll is demanded, the detailed procedure for taking a poll and then answering any questions raised by shareholders. Each shareholder or proxy of shareholder shall exercise the right to vote by the number of voting shares represented by him/her. Each share is entitled to one vote.</p> <p><b><u>Shares of the Company held by the Company are not entitled to vote and such shares are not counted in the total number of voting shares present at the shareholders' general meeting.</u></b></p>
<p>Article 62 The Company shall appoint its auditor, the share registrar or an external accountant qualified to act as the Company's auditor, to act as the scrutineer for vote counting, and the votes shall be counted on the spot with the results signed by the scrutineer.</p> <p>In the case of an equality of votes, the chairman of the meeting shall have a casting vote.</p>	<p>Article <del>62</del><b>60</b> The Company shall appoint its auditor, the share registrar or an external accountant qualified to act as the Company's auditor, to act as the scrutineer for vote counting, and the votes shall be counted on the spot with the results signed by the scrutineer.</p> <p><del>In the case of an equality of votes, the chairman of the meeting shall have a casting vote.</del></p>
<p>Article 63 The chairman of the meeting shall be responsible for determining whether a resolution is passed based on the vote counting results by the scrutineer. His decision, which is final and conclusive, shall be announced at the meeting and recorded in the minutes of meeting.</p>	<p>Article <del>63</del><b>61</b> The chairman of the meeting shall be responsible for <del>determining</del> <b>confirming</b> whether a resolution is passed based on the vote counting results by the scrutineer. His decision, <del>which is final and conclusive,</del> shall be announced at the meeting and recorded in the minutes of meeting.</p>
<p>Article 64 A shareholders' general meeting shall have minutes of the meeting signed by the attending directors and the record keeper. If no director attends that meeting, the minutes shall be signed by the shareholder (or the proxy of the shareholder) presiding over the meeting and the record keeper. The minutes shall contain the following information:</p> <p>...</p>	<p>Article <del>64</del><b>62</b> A shareholders' general meeting shall have minutes of the meeting signed by the <b>chairman of the meeting</b> <b>and</b> attending directors <del>and the record keeper</del>. If no director attends that meeting, the minutes shall be signed by the shareholder (or the proxy of the shareholder) presiding over the meeting <del>and the record keeper</del>. The minutes shall contain the following information:</p> <p>...</p>

Current Rules of Procedures for General Meetings	Proposed amendments of Rules of Procedures for General Meetings
<p>Article 65 The board of directors of a company shall, in accordance with the laws, engage a Chinese lawyer to attend the shareholders' general meeting to express opinions on the following matters and announce the same together with the resolutions of the shareholders' general meeting:</p> <p>(i) Whether the convening and convening procedures of the general meeting are in compliance with the laws and regulations and the provisions of the Articles of Association;</p> <p>(ii) Verification of the legal validity of the qualifications of the persons attending the meeting;</p> <p>(iii) Verification of the eligibility of shareholders who put forward new proposals at the annual general meeting;</p> <p>(iv) Whether the voting procedures of the annual general meeting are legal and valid;</p> <p>(v) Providing legal opinions on other relevant matters at the request of the Company.</p> <p>For an extraordinary general meeting chaired by the proposing shareholder, the proposing shareholder shall, in accordance with the laws, engage a lawyer to issue a testimonial legal opinion in accordance with the relevant provisions above, and the procedures for convening the meeting shall also comply with the requirements of the relevant laws and regulations and these rules.</p>	<p>Article <del>65</del><b>63</b> The board of directors of a company shall, in accordance with the laws, engage a Chinese lawyer to attend the shareholders' general meeting <del>to</del> <b>and</b> express opinions, <del>on the following matters and announce the same together with the resolutions of the shareholders' general meeting:</del></p> <p><del>(i) Whether the convening and convening procedures of the general meeting are in compliance with the laws and regulations and the provisions of the Articles of Association;</del></p> <p><del>(ii) Verification of the legal validity of the qualifications of the persons attending the meeting;</del></p> <p><del>(iii) Verification of the eligibility of shareholders who put forward new proposals at the annual general meeting;</del></p> <p><del>(iv) Whether the voting procedures of the annual general meeting are legal and valid;</del></p> <p><del>(v) Providing legal opinions on other relevant matters at the request of the Company.</del></p> <p><del>For an extraordinary general meeting chaired by the proposing shareholder, the proposing shareholder shall, in accordance with the laws, engage a lawyer to issue a testimonial legal opinion in accordance with the relevant provisions above, and the procedures for convening the meeting shall also comply with the requirements of the relevant laws and regulations and these rules.</del></p>

Current Rules of Procedures for General Meetings	Proposed amendments of Rules of Procedures for General Meetings
<p>Article 70 The announcement of resolutions of a shareholders’ general meeting shall state the number of shareholders (or proxies of the shareholders) attending the meeting, the total number of shares held (represented) and their proportion to the total number of voting shares of the Company, the voting method and the result of voting on each proposal. Resolutions on shareholders’ proposals shall state the name or names of the proposing shareholders, the shareholding percentage and the content of the proposal. If a shareholder’s proposal is not included in the agenda of the annual general meeting, the content of the proposal and the explanation of the board of directors or the chairman of the general meeting given at the annual general meeting shall be announced together with the resolution of the annual general meeting.</p> <p>If the board of directors or the chairman of the general meeting does not include a proposal from the supervisory committee or shareholders in the agenda of the annual general meeting, an explanation shall be provided at that annual general meeting, and the content of the proposal and the explanation of the board of directors shall be announced together with the resolution of the annual general meeting after the conclusion of the annual general meeting.</p> <p>If the resolution of the meeting is not passed, or if the resolution of the previous general meeting is changed at the current general meeting, the board of directors shall make an explanation in the announcement of the resolution of the general meeting.</p> <p>The announcement of the resolution of the general meeting shall be published in the designated newspapers and on the Company’s website.</p>	<p>Article <del>70</del><b>68</b> The announcement of resolutions of a shareholders’ general meeting shall state the number of shareholders (or proxies of the shareholders) attending the meeting, the total number of shares held (represented) and their proportion to the total number of voting shares of the Company, the voting method and the result of voting on each proposal. Resolutions on shareholders’ proposals shall state the name or names of the proposing shareholders, the shareholding percentage and the content of the proposal. <del>If a shareholder’s proposal is not included in the agenda of the annual general meeting, the content of the proposal and the explanation of the board of directors or the chairman of the general meeting given at the annual general meeting shall be announced together with the resolution of the annual general meeting.</del></p> <p><del>If the board of directors or the chairman of the general meeting does not include a proposal from the supervisory committee or shareholders in the agenda of the annual general meeting, an explanation shall be provided at that annual general meeting, and the content of the proposal and the explanation of the board of directors shall be announced together with the resolution of the annual general meeting after the conclusion of the annual general meeting.</del></p> <p>If the resolution of the meeting is not passed, or if the resolution of the previous general meeting is changed at the current general meeting, the board of directors shall make an explanation in the announcement of the resolution of the general meeting.</p> <p>The announcement of the resolution of the general meeting shall be published in the designated newspapers and on the Company’s website.</p>
<p>The contents of other articles in the Rules of Procedures for General Meetings remain unchanged, except for the amendment of the above articles and the corresponding adjustment of the serial numbers of other chapters, the serial numbers of articles and the serial numbers of quoted articles due to the deletion of some chapters or articles.</p>	

*Note: The above “……” refers to the provisions of the Articles of Association and the Rules of Procedures for General Meetings which do not involve the proposed amendments and therefore omit the disclosure.*



# NOTICE OF 2024 SECOND 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 2024 SECOND EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 2024 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 Monday, 9 September 2024 for the following purposes:

#### SPECIAL RESOLUTIONS

To consider and approve the following as special resolutions:

**1. Proposal for updating the general mandate to repurchase 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 any Treasury Shares) 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

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## NOTICE OF 2024 SECOND EXTRAORDINARY GENERAL MEETING

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- (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. Proposal for updating the general mandate to issue 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;

## **NOTICE OF 2024 SECOND EXTRAORDINARY GENERAL MEETING**

- (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 any Treasury Shares) 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
  - (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.”

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# NOTICE OF 2024 SECOND EXTRAORDINARY GENERAL MEETING

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### 3. Proposed 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 23 August 2024 be approved; and
- (b) To authorise the authorised representatives of the Company to take all such actions or matters and to take all such measures and execute such documents as they consider necessary, appropriate or desirable to give effect to the proposed amendments to the Articles of Association, including but not limited to seeking approval for such documents and arranging for registration and filing with the relevant government authorities in the PRC and Hong Kong.”

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

### 4. Proposed Amendments to the Rules of Procedures for General Meetings

“THAT:

- (a) The proposed amendments to the Rules of Procedures for General Meetings as set out in the circular of the Company dated 23 August 2024 be approved; and
- (b) To authorise the authorised representatives of the Company to take all such actions or matters and to take all such measures and execute such documents as they consider necessary, appropriate or desirable to give effect to the proposed amendments to the Rules of Procedures for General Meetings, including but not limited to seeking approval for such documents and arranging for registration and filing with the relevant government authorities in the PRC and Hong Kong.”

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

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

Zhaoyuan, the PRC, 23 August 2024

\* For identification purpose only

# NOTICE OF 2024 SECOND 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 23 August 2024.
2. For details of the proposal for updating the general mandate to issue Domestic Shares and H Shares and the proposal for updating the general mandate to repurchase H Shares, please refer to the accompanying circular.
3. In order to determine the Shareholders who are entitled to attend the EGM, the register of members of the Company will be closed from 3 September 2024 to 9 September 2024, 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 Monday, 2 September 2024 (Hong Kong time).
4. Shareholders of the Company whose names appear on the register of members of the Company on 9 September 2024 will be entitled to attend and vote at the EGM 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 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.
7. 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.
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 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).
9. 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 2024 SECOND 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. Jiang Guipeng, Mr. Duan Lei, Mr. Wang Ligang and Mr. Chen Lunan*

*Non-executive Directors:* *Mr. Long Yi, Mr. Li Guanghui and Mr. Luan Wenjing*

*Independent non-executive Directors:* *Ms. Chen Jinrong, Mr. Choy Sze Chung Jojo, Mr. Wei Junhao and Mr. Shen Shifu*

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# NOTICE OF 2024 SECOND DOMESTIC SHARE CLASS MEETING

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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 2024 SECOND DOMESTIC SHARE CLASS MEETING

**NOTICE IS HEREBY GIVEN** that the 2024 second 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, 9 September 2024 at 10:00 a.m. for the following purpose:

### SPECIAL RESOLUTION

To consider and approve the following as special resolution:

#### 1. Proposal for updating the general mandate to repurchase 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 any Treasury Shares) 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

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## NOTICE OF 2024 SECOND DOMESTIC SHARE CLASS MEETING

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- (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.”

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

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

Zhaoyuan, the PRC, 23 August 2024

\* *For identification purpose only*

*Notes:*

1. Unless otherwise indicated, capitalized terms used herein shall have the same meaning as those defined in the circular of the Company dated 23 August 2024.
2. For details of the proposal for updating the general mandate to repurchase H Shares, please refer to the accompanying circular.



## NOTICE OF 2024 SECOND DOMESTIC SHARE CLASS MEETING

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 3 September 2024 to 9 September 2024, 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, 2 September 2024 (Hong Kong time).

4. Shareholders of the Company whose names appear on the register of members of Domestic Shares of the Company on 9 September 2024 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.

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*

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# NOTICE OF 2024 SECOND H SHARE CLASS MEETING

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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 2024 SECOND H SHARE CLASS MEETING

**NOTICE IS HEREBY GIVEN** that the 2024 second 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, 9 September 2024 at 10:30 a.m. for the following purpose:

### SPECIAL RESOLUTION

To consider and approve the following as special resolution:

#### 1. Proposal for updating the general mandate to repurchase 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 any Treasury Shares) 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

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## NOTICE OF 2024 SECOND H SHARE CLASS MEETING

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- (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.”

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

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

Zhaoyuan, the PRC, 23 August 2024

\* *For identification purpose only*

*Notes:*

1. Unless otherwise indicated, capitalized terms used herein shall have the same meaning as those defined in the circular of the Company dated 23 August 2024.
2. For details of the proposal for updating the general mandate to repurchase H Shares, please refer to the accompanying circular.

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## NOTICE OF 2024 SECOND H SHARE CLASS MEETING

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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 3 September 2024 to 9 September 2024, 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, 2 September 2024 (Hong Kong time).

4. Shareholders of the Company whose names appear on the register of members of H Shares of the Company on 9 September 2024 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.

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