
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ACTION

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*** (the "Company"), you should at once hand this circular together with the accompanying supplemental form of proxy and reply slip 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)

**ISSUE OF MEDIUM-TERM NOTES OF NOT MORE THAN RMB3.6 BILLION
AND
SUPER SHORT-TERM BONDS OF NOT MORE THAN RMB2.0 BILLION IN THE PRC
AND
SUPPLEMENTAL NOTICE OF 2014 FIRST EXTRAORDINARY GENERAL MEETING**

Supplemental notice convening the 2014 first extraordinary general meeting of the Company is set out in this circular.

Any Shareholder(s) entitled to attend and vote at the EGM are entitled to appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a Shareholder of the Company. In the event that a Shareholder appoints more than one proxy to attend the meeting, such proxies may only exercise their voting rights in a poll. If you intend to appoint a proxy to attend the EGM and vote on your behalf, you are requested to complete the accompanying supplemental form of proxy in accordance with the instructions printed thereon and return it to the Company's Share registrar for H Shares, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 24 hours before the time appointed for the holding of the EGM (for the holders of H Shares); or for the holders of Domestic Shares of the Company, to the registered address of the Company in the PRC not less than 24 hours before the time appointed for the holding of the EGM.

* *For identification purpose only*

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LETTER FROM THE BOARD



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

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

Executive Directors:

Mr. Weng Zhanbin (*Chairman*)
Mr. Li Xiuchen
Mr. Lu Dongshang

Non-executive Directors:

Mr. Liang Xinjun (*Vice chairman*)
Mr. Cong Jianmao
Mr. Xu Xiaoliang
Mr. Kong Fanhe

Independent Non-executive Directors:

Ms. Chen Jinrong
Mr. Choy Sze Chung Jojo
Mr. Xie Jiyuan
Mr. Nie Fengjun

Registered address:

No. 299 Jinhui Road
Zhaoyuan City
Shandong Province
PRC

*Principal place of business
in Hong Kong:*

8th Floor, Gloucester Tower
The Landmark
15 Queen's Road Central
Central
Hong Kong

19 September 2014

To the Shareholders

Dear Sir or Madam,

**ISSUE OF MEDIUM-TERM NOTES OF NOT MORE THAN RMB3.6 BILLION
AND
SUPER SHORT-TERM BONDS OF NOT MORE THAN RMB2.0 BILLION IN THE PRC
AND
SUPPLEMENTAL NOTICE OF 2014 FIRST EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

On 15 September 2014, Zhaojin Mining Industry Company Limited* (the "Company") received two additional proposals (the "Proposed New Resolutions") from Shandong Zhaojin Group Company Limited, the substantial shareholder of the Company which held 1,153,991,195 shares in the Company, representing approximately 38.91% of the total share capital of the Company as at 15 September 2014. Pursuant to the relevant requirements of Article 18 of the "Rules of Procedures for General Meetings" of the Company which stipulates that "Shareholders who individually or jointly hold more than 3% of the shares of the Company shall have the right to propose an additional proposal", the Company will present the Proposed New Resolutions for shareholders' consideration and approval at the 2014 first extraordinary general meeting to be held on 10 October 2014.

* For identification purpose only

LETTER FROM THE BOARD

Unless otherwise defined, capitalized terms used in this circular shall have the same meanings as defined in the circular of the Company dated 25 August 2014.

The purpose of this circular is to provide you with information regarding the supplemental notice of EGM and the Proposed New Resolutions to be considered at the EGM.

I. ISSUE OF MEDIUM-TERM NOTES OF NOT MORE THAN RMB3.6 BILLION IN THE PRC

Background

After studies, in order to adjust the debt structure of the Company and replenish working capital, the Board proposes to issue medium-term notes (the “Medium-term Notes”) in the PRC with an aggregate principal amount of not more than RMB3.6 billion. According to Article 8.23 of the Articles of Association, this issue of the Medium-term Notes requires the approval of the Shareholders by way of a special resolution.

The proposed issue of the Medium-term Notes is also subject to the registration and approval from the National Association of Financial Market Institutional Investors.

Details of the Medium-term Notes

Details of the Medium-term Notes proposed to be issued are as follows:

- | | | |
|-------|-------------------------------|--|
| (i) | Issuer | the Company |
| (ii) | Method of issue | to be placed through underwriters book-building, centralised placing processes and issued publicly in the PRC inter-bank bond market |
| (iii) | Place of issue | the PRC |
| (iv) | Size of the registered amount | Medium-term Notes of not more than RMB3.6 billion which will be issued in one or more tranches |

LETTER FROM THE BOARD

- | | | |
|--------|------------------------------------|---|
| (v) | Term | will be continued until the issuer makes redemption as agreed pursuant to the terms of issue and become due when the issuer makes redemption as agreed pursuant to the terms of issue |
| (vi) | Order of repayment | in the event of winding up, the order of settlement of principle amounts and the interests of the Medium-term Notes is the same as that of all other outstanding debt financing instruments of the Company |
| (vii) | Redemption provisions | on the fifth and each of the subsequent interest payment day of the Medium-term Notes, the Company is entitled to redeem the Medium-term Notes at face value in addition to payable interests (including all deferred interests) |
| (viii) | Use of proceeds | mainly used for the production and operation of the Company, including but not limited to replenishment of liquidity, repayment of borrowings and projects investment expenses, which shall be within the scope as permitted by the relevant regulatory authorities |
| (ix) | Determination of interest rate | the interest rate will be determined through underwriters book-building process |
| (x) | Target Investors | institutional investors in the PRC inter-bank bond market (excluding investors prohibited by the relevant PRC laws or regulations) |
| (xi) | Others | in order to record the Medium-term Notes as “equity” for accounting purpose, terms such as “interest deferral” will be included in the Medium-term Notes |
| (xii) | Validity period for the resolution | the validity period relating to the resolution for the approval of the issue of the Medium-term Notes to be made at the 2014 first extraordinary general meeting shall be 36 months from the date of passing the resolution |

LETTER FROM THE BOARD

Authorization and mandate to be granted to the Board

To ensure the proper completion of the proposed issue of the Medium-term Notes, it is proposed that a special resolution to be passed by the Shareholders generally and unconditionally at the EGM to grant the authority to the Board to deal with all such matters relating to the issue of the Medium-term Notes, including but not limited to the following:

- (i) so far as permitted by laws and regulations, determine the actual plans for the issue of the Medium-term Notes, make amendments and adjustments to the plans and relevant terms of the issue according to the actual conditions of the Company and the market, including but not limited to the timing of the issue, the method of the issue, the quantity, price and term of the issue, redemption provision, interest step-up provision, interest deferral provision, interest rate applicable to the issue, tranche structure of the issue and uses of proceeds, determine and appoint the relevant intermediaries to participate in the issue, sign the legal documents and agreements relating to the issue, etc.;
- (ii) should there be any changes in the policies of the PRC regulatory authorities in relation to the issue of the Medium-term Notes or any new requirements under the relevant accounting standards, save for those matters subject to the resolutions by the Shareholders in general meetings as stipulated by the relevant laws, regulations and the Articles of Association, amend the specific plan for the issue of the Medium-term Notes based on the feedback (if any) from the relevant PRC regulatory authorities or exercise discretion to postpone or suspend the issue of the Medium-term Notes; and
- (iii) the Board may delegate the power and authority to Mr. Weng Zhanbin, the Chairman, and Mr. Li Xiuchen, a director, for dealing with the abovementioned matters.

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

II. ISSUE OF SUPER SHORT-TERM BONDS OF NOT MORE THAN RMB2.0 BILLION IN THE PRC

Background

After studies, in order to relieve the short-term capital requirements of the Company, the Board proposes to issue super short-term bonds (the “Super Short-term Bonds”) in the PRC with a principal amount of not more than RMB2.0 billion. The proposed issue of the Super Short-term Bonds requires the approval of the Shareholders by way of a special resolution.

LETTER FROM THE BOARD

The proposed issue of the Super Short-term Bonds is also subject to the registration and approval from the National Association of Financial Market Institutional Investors.

Details of the Super Short-term Bonds

Details of the Super Short-term Bonds proposed to be issued are as follows:

- | | | |
|--------|---|--|
| (i) | Issuer | the Company |
| (ii) | Method of issue | to be placed through underwriters book-building, centralised placing processes and issued publicly in the PRC inter-bank bond market |
| (iii) | Size of issue | with a principal amount of not more than RMB2.0 billion |
| (iv) | Term | not more than 270 days |
| (v) | Method of repayment of the principal and interest | repayable on maturity with a one-off payment of principal and interest |
| (vi) | Determination of interest rate | the interest rate will be determined through underwriters book-building process |
| (vii) | Use of proceeds | to re-finance bank loans, replenish liquid capital, adjust and optimize the financial structure of the Company |
| (viii) | Targets of the issue | institutional investors in the PRC inter-bank bond market (excluding investors prohibited by the relevant PRC laws or regulations) |
| (ix) | Validity period for the resolution | the validity period relating to the resolution for the approval of the issue of the Super Short-term Bonds to be made at the 2014 first extraordinary general meeting shall be 36 months from the date of passing the resolution |

LETTER FROM THE BOARD

Authorization and mandate to be granted to the Board

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

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

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

III. VOTING

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The Chairman of the EGM shall therefore demand voting on all resolutions set out in the supplemental notice of EGM be taken by way of poll pursuant to Article 8.18 of the Articles of Association.

On a poll, every Shareholder presents in person or by proxy (or being a corporation, by its duly authorized representative) shall have one vote for each Share registered in his/her/its name in the register of Shareholders. A Shareholder entitled to more than one vote needs not use all his/her/its votes or cast all his/her/its votes in the same manner.

LETTER FROM THE BOARD

IV. RECOMMENDATIONS

The Board is of the view that the resolutions on the proposed issue of the Medium-term Notes of not more than RMB3.6 billion and Super Short-term Bonds of not more than RMB2.0 billion are fair and reasonable and are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favor of the resolutions as set out in the supplemental notice of 2014 first extraordinary general meeting.

V. RESPONSIBILITY STATEMENT

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

Yours faithfully,
By order of the Board
Zhaojin Mining Industry Company Limited*
WENG Zhanbin
Chairman

* For identification purpose only



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

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

(Stock Code: 1818)

SUPPLEMENTAL NOTICE OF 2014 FIRST EXTRAORDINARY GENERAL MEETING

Reference is made to the “Notice of 2014 First Extraordinary General Meeting” dated 25 August 2014 (the “Notice of EGM”) of Zhaojin Mining Industry Company Limited* (the “Company”). The 2014 first extraordinary general meeting of the Company (the “EGM”) will be held at the conference room of the Company at Zhaojin Shunhe Hotel, Zhaoyuan City, Shandong Province, the People’s Republic of China (the “PRC”) at 9:00 a.m. on Friday, 10 October 2014.

On 15 September 2014, the Company received two additional proposals (the “Proposed New Resolutions”) from Shandong Zhaojin Group Company Limited, the substantial shareholder of the Company, which held 1,153,991,195 shares in the Company on 15 September 2014, representing approximately 38.91% of the total share capital of the Company. Pursuant to the relevant requirements of Article 18 of the “Rules of Procedures for General Meetings” of the Company which stipulates that “Shareholders who individually or jointly hold more than 3% of the shares of the Company shall have the right to propose an additional proposal”, the Company will present the Proposed New Resolutions for Shareholders’ consideration and approval at the EGM.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the EGM of the Company will be held at the conference room of the Company at Zhaojin Shunhe Hotel, Zhaoyuan City, Shandong Province, the PRC at 9:00 a.m. on Friday, 10 October 2014 to consider and approve the following two resolutions by way of special resolutions:

* *For identification purpose only*

SPECIAL RESOLUTIONS

1. Issue of Medium-term Notes of not more than RMB3.6 billion in the PRC

Each of the following proposed items in respect of the proposed issue of Medium-term Notes in the PRC be and is hereby individually approved (subject to registration of the National Association of Financial Market Institutional Investors and the conditions of the bond market in the PRC):

(a) Details of the Medium-term Notes

- | | | |
|-------|-------------------------------|--|
| (i) | Issuer | the Company |
| (ii) | Method of issue | to be placed through underwriters book-building, centralised placing processes and issued publicly in the PRC inter-bank bond market |
| (iii) | Place of issue | the PRC |
| (iv) | Size of the registered amount | Medium-term Notes of not more than RMB3.6 billion which will be issued in one or more tranches |
| (v) | Term | will be continued until the issuer makes redemption as agreed pursuant to the terms of issue and become due when the issuer makes redemption as agreed pursuant to the terms of issue |
| (vi) | Order of repayment | in the event of winding up, the order of settlement of principle amounts and the interests of the Medium-term Notes is the same as that of all other outstanding debt financing instruments of the Company |
| (vii) | Redemption provisions | on the fifth and each of the subsequent interest payment day of the Medium-term Notes, the Company is entitled to redeem the Medium-term Notes at face value in addition to payable interests (including all deferred interests) |

- | | | |
|--------|------------------------------------|---|
| (viii) | Use of proceeds | mainly used for the production and operation of the Company, including but not limited to replenishment of liquidity, repayment of borrowings and projects investment expenses, which shall be within the scope as permitted by the relevant regulatory authorities |
| (ix) | Determination of interest rate | the interest rate will be determined through underwriters book-building process |
| (x) | Target Investors | institutional investors in the PRC inter-bank bond market (excluding investors prohibited by the relevant PRC laws or regulations) |
| (xi) | Others | in order to record the Medium-term Notes as “equity” for accounting purpose, terms such as “interest deferral” will be included in the Medium-term Notes |
| (xii) | Validity period for the resolution | the validity period relating to the resolution for the approval of the issue of the Medium-term Notes to be made at the 2014 first extraordinary general meeting shall be 36 months from the date of passing the resolution |

(b) Authority to the Board

The Board be and is hereby authorized to deal with such matters in connection with the issue of the Medium-term Notes in the PRC, including but not limited to the following:

- (i) so far as permitted by laws and regulations, determine the actual plans for the issue of the Medium-term Notes, make amendments and adjustments to the plans and relevant terms of the issue according to the actual conditions of the Company and the market, including but not limited to the timing of the issue, the method of the issue, the quantity, price and term of the issue, redemption provision, interest step-up provision, interest deferral provision, interest rate applicable to the issue, tranche structure of the issue and uses of proceeds, determine and appoint the relevant intermediaries to participate in the issue, sign the legal documents and agreements relating to the issue, etc.;
- (ii) should there be any changes in the policies of the PRC regulatory authorities in relation to the issue of the Medium-term Notes or any new requirements under the relevant accounting standards, save for those matters subject to the resolutions by the Shareholders in general meetings as stipulated by the

relevant laws, regulations and the Articles of Association, amend the specific plan for the issue of the Medium-term Notes based on the feedback (if any) from the relevant PRC regulatory authorities or exercise discretion to postpone or suspend the issue of the Medium-term Notes; and

- (iii) the Board may delegate the power and authority to Mr. Weng Zhanbin, the Chairman, and Mr. Li Xiuchen, a director, for dealing with the abovementioned matters.

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

2. Issue of Super Short-term Bonds of not more than RMB2.0 billion in the PRC

Each of the following proposed items in respect of the proposed issue of Super Short-term Bonds in the PRC be and is hereby individually approved (subject to registration of the National Association of Financial Market Institutional Investors):

(a) *Details of the Super Short-term Bonds*

- | | | |
|--------|--|--|
| (i) | Issuer | the Company |
| (ii) | Method of issue | to be placed through underwriters book-building, centralised placing processes and issued publicly in the PRC inter-bank bond market |
| (iii) | Size of issue | with a principal amount of not more than RMB2.0 billion |
| (iv) | Term | not more than 270 days |
| (v) | Method of repayment of the principal and interests | repayable on maturity with a one-off payment of principal and interest |
| (vi) | Determination of interest rate | the interest rate will be determined through underwriters book-building process |
| (vii) | Use of proceeds | to re-finance bank loans, replenish liquid capital, adjust and optimize the financial structure of the Company |
| (viii) | Targets of the issue | institutional investors in the PRC inter-bank bond market (excluding investors prohibited by the relevant PRC laws or regulations) |
| (ix) | Validity period for the resolution | the validity period relating to the resolution for the approval of the issue of the Super Short-term Bonds to be made at the 2014 first extraordinary general meeting shall be 36 months from the date of passing the resolution |

(b) Authority to the Board

The Board be and is hereby authorized to deal with such matters relating to the issue of the Super Short-term Bonds in the PRC, including but not limited to the following:

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

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

By order of the Board
Zhaojin Mining Industry Company Limited*
WENG Zhanbin
Chairman

Zhaoyuan, the PRC, 19 September 2014

Notes:

1. A supplemental form of proxy in respect of the above special resolutions is enclosed with this supplemental notice of EGM.
2. Apart from the additional resolutions and other information set out in this supplemental notice of EGM, all other matters relating to the EGM as set out in the notice of EGM remain unchanged. Please refer to the Notice of EGM of the Company dated 25 August 2014 for details of other resolutions to be considered and approved at the EGM, eligibility of attendance, registration procedures, appointment of proxies and other relevant matters.
3. Unless otherwise defined, capitalized terms used in this supplemental notice shall have the same meanings as defined in the circulars dated 25 August 2014 and 19 September 2014.

* *For identification purpose only*