

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.



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 2016 ANNUAL GENERAL MEETING

Reference is made to (i) the notice of the 2016 annual general meeting (the “**AGM**”) of Zhaojin Mining Industry Company Limited (the “**Company**”) dated 21 April 2017 (the “**Notice**”); (ii) the circular of the Company dated 21 April 2017 (the “**Circular**”) in respect of the AGM; and (iii) the supplemental circular of the Company dated 24 May 2017 (the “**Supplemental Circular**”) in respect of additional resolution to be proposed for approval at the AGM. Unless otherwise defined herein, capitalised terms used in this supplemental notice shall have the same meaning as those defined in the Circular and/or the Supplemental Circular.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that, for the reasons set out in the Supplemental Circular, the AGM of the Company to 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, 9 June 2017 will consider and approve the following resolution by way of special resolution, in addition to the resolutions set out in the Notice:

SPECIAL RESOLUTION

4. Issue of Corporate Bonds in the PRC

Each of the following proposed items in respect of the proposed issue of Corporate Bonds in the PRC be and is hereby individually approved (subject to the approval of the CSRC and the conditions of the bonds market in the PRC):

- (a) Details of the Corporate Bonds
 - (i) Issuer: the Company
 - (ii) Method of issue: public issue to eligible investors. To the best of the Directors’ knowledge, information and belief having made all reasonable inquiry, such eligible investors are expected to be third parties independent of the Company and the connected person (as defined in the Listing Rules) of the Company

* For identification purpose only

- (iii) Place of issue: the PRC
- (iv) Size of issue: the aggregate principal amount shall not be more than RMB3.0 billion (RMB3.0 billion inclusive), to be issued in one or more tranches
- (v) Term of the bond: the term of the Corporate Bonds is not more than 10 years (10 years inclusive). They may be single-term bonds or multiple term hybrids
- (vi) 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 project investment expenses, which shall be within the scope as permitted by the relevant regulatory authorities
- (vii) Order of repayment: in the event of winding up, the order of settlement of the Corporate Bonds is the same as that of ordinary debts of the issuer
- (viii) Measures to secure repayment: to further secure the interests of the holders of the Corporate Bonds, during the term of the Corporate Bonds, if it is anticipated that it may not be possible to repay the principal and interest of the Corporate Bonds as scheduled, the following measures shall be adopted as a minimum:
 - (a) no distribution of profit to the Shareholders; (b) suspension of the implementation of projects relating to capital expenditure, such as material external investments, mergers and acquisitions, etc; (c) reduction or suspension of salary and bonus of the Directors and senior management of the Company; and (d) no re-designation of the key responsible persons.
- (ix) Validity period for the resolution: 24 months from the date of passing of this resolution at the AGM

(b) Authority to the Board

The Board be and is hereby authorised to deal with such matters in connection with the issue of the Corporate Bonds in the PRC, including but not limited to the following:

- (i) so far as permitted by laws and regulations and according to the actual conditions of the Company and the market, determine the actual plans for the issue of the Corporate Bonds, amend and adjust the plans and relevant terms of the issue of the Corporate Bonds, including but not limited to the timing, method, quantity, price, term and type of the issue, method of

determining interest rates, any redemption provisions, repurchase provisions, options of adjusting coupon rates and the details thereof, tranche structure, arrangements to secure repayment (including but not limited to measures to secure repayment under the resolution), use of proceeds and proportion of proceeds thereof and listing of the Corporate Bonds, determine and appoint the relevant intermediaries to participate in the issue of the Corporate Bonds, select bond trustees, sign the legal documents, agreements and bond trustee management agreements relating to the issue and listing of the Corporate Bonds and formulate rules for bondholders' meetings;

- (ii) handle matters in relation to the listing of the Corporate Bonds as well as the repayment of the principal and interest upon completion of the issue of the Corporate Bonds;
- (iii) should there be any changes in the opinions and policies of the PRC regulatory authorities in relation to the issue of the Corporate Bonds or any changes in the market conditions, save for those matters subject to the resolutions by the Shareholders at general meetings as stipulated by the relevant laws, regulations and the Articles of Association, amend the specific plan for the issue of the Corporate Bonds based on the feedback (if any) from the relevant PRC regulatory authorities or exercise discretion to postpone or suspend the issue of the Corporate Bonds;
- (iv) handle other matters in relation to the issue of the Corporate Bonds; and
- (v) the Board may delegate the authority to Mr. Weng Zhanbin, the chairman of the Board, and Mr. Li Xiuchen, a Director, for dealing with the abovementioned matters, subject to consideration and approval at the general meetings.

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 AGM.

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

Zhaoyuan, the PRC, 24 May 2017

* *For identification purpose only*

Notes:

1. A supplemental form of proxy in respect of the above special resolution is enclosed with this supplemental notice of AGM.
2. Apart from the additional resolution and other information set out in this supplemental notice of AGM, all other matters relating to the AGM as set out in the Notice remain unchanged. Please refer to the Notice for details of other resolutions to be considered and approved at the AGM, eligibility of attendance, registration procedures, appointment of proxies and other relevant matters.

As at the date of this supplemental notice, the members of the Board are as follows:

Executive Directors: Mr. Weng Zhanbin, Mr. Li Xiuchen and Mr. Cong Jianmao

Non-executive Directors: Mr. Liang Xinjun, Mr. Li Shousheng, Mr. Xu Xiaoliang and Mr. Gao Min

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