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Xinjiang Xinxin Mining Industry Co., Ltd.*
新疆新鑫礦業股份有限公司

(a joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 3833)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (“EGM”) of Xinjiang Xinxin Mining Industry Co., Ltd. (the “Company”) will be held at 11:00 a.m. on Friday, 14 October 2011 at Conference Room, 19th level, Youse Building, No. 4 You Hao North Road, Urumqi, Xinjiang, the People’s Republic of China (the “PRC”) to consider and, if thought fit, to pass the following resolutions:

ORDINARY RESOLUTIONS

1. To consider and approve, by way of separate ordinary resolutions, each of the following resolutions in relation to the election of the members of the third session of the board of directors of the Company (the “Board”):
 - 1.1 **THAT** the re-election of Yuan Ze as an executive director of the Company be and is hereby considered and approved, with effect from 14 October 2011 for a term of three years until 13 October 2014.
 - 1.2 **THAT** the re-election of Shi Wenfeng as an executive director of the Company be and is hereby considered and approved, with effect from 14 October 2011 for a term of three years until 13 October 2014.
 - 1.3 **THAT** the re-election of Zhang Guohua as an executive director of the Company be and is hereby considered and approved, with effect from 14 October 2011 for a term of three years until 13 October 2014.
 - 1.4 **THAT** the re-election of Liu Jun as an executive director of the Company be and is hereby considered and approved, with effect from 14 October 2011 for a term of three years until 13 October 2014.
 - 1.5 **THAT** the re-election of Zhou Chuanyou as a non-executive director of the Company be and is hereby considered and approved, with effect from 14 October 2011 for a term of three years until 13 October 2014.

* *For identification purposes only*

- 1.6 **THAT** the re-election of Niu Xuetao as a non-executive director of the Company be and is hereby considered and approved, with effect from 14 October 2011 for a term of three years until 13 October 2014.
 - 1.7 **THAT** the re-election of Chen Jianguo as an independent non-executive director of the Company be and is hereby considered and approved, with effect from 14 October 2011 for a term of three years until 13 October 2014.
 - 1.8 **THAT** the re-election of Wang Lijin as an independent non-executive director of the Company be and is hereby considered and approved, with effect from 14 October 2011 for a term of three years until 13 October 2014.
 - 1.9 **THAT** the election of Li Wing Sum Steven as an independent non-executive director of the Company be and is hereby considered and approved, with effect from 14 October 2011 for a term of three years until 13 October 2014.
2. To consider and approve, by way of separate ordinary resolutions, each of the following resolutions in relation to the election of the members of the third session of the supervisory committee of the Company:
 - 2.1 **THAT** the re-election of Chen Yuping as an independent supervisor of the Company be and is hereby considered and approved, with effect from 14 October 2011 for a term of three years until 13 October 2014.
 - 2.2 **THAT** the re-election of Hu Zhijiang as an independent supervisor of the Company be and is hereby considered and approved, with effect from 14 October 2011 for a term of three years until 13 October 2014.
 - 2.3 **THAT** the election of He Pingtao as a supervisor representing Shareholders of the Company be and is hereby considered and approved, with effect from 14 October 2011 for a term of three years until 13 October 2014.
 3. To consider and approve, by way of separate ordinary resolutions, each of the following resolutions in relation to the remuneration of the third session directors and supervisors of the Company, in accordance with the service contracts:
 - 3.1 **THAT** the director remuneration payable by the Company to Yuan Ze shall be RMB533,600 per annum (tax inclusive) be and is hereby approved.
 - 3.2 **THAT** the director remuneration payable by the Company to Shi Wenfeng shall be RMB533,600 per annum (tax inclusive) be and is hereby approved.
 - 3.3 **THAT** the director remuneration payable by the Company to Zhang Guohua shall be RMB533,600 per annum (tax inclusive) be and is hereby approved.
 - 3.4 **THAT** the director remuneration payable by the Company to Liu Jun shall be RMB426,800 per annum (tax inclusive) be and is hereby approved.

- 3.5 **THAT** there shall not be any director remuneration payable by the Company to Zhou Chuanyou be and is hereby approved.
- 3.6 **THAT** there shall not be any director remuneration payable by the Company to Niu Xuetao be and is hereby approved.
- 3.7 **THAT** the director remuneration payable by the Company to Chen Jianguo shall be RMB70,000 per annum (tax inclusive) be and is hereby approved.
- 3.8 **THAT** the director remuneration payable by the Company to Wang Lijin shall be RMB70,000 per annum (tax inclusive) be and is hereby approved.
- 3.9 **THAT** the director remuneration payable by the Company to Li Wing Sum Steven shall be HK\$130,000 per annum (tax inclusive) be and is hereby approved.
- 3.10 **THAT** the supervisor remuneration payable by the Company to Chen Yuping shall be RMB40,000 per annum (tax inclusive) be and is hereby approved.
- 3.11 **THAT** the supervisor remuneration payable by the Company to Hu Zhijiang shall be RMB40,000 per annum (tax inclusive) be and is hereby approved.
- 3.12 **THAT** there shall not be any supervisor remuneration payable by the Company to He Pingtao be and is hereby approved.
- 3.13 **THAT** the supervisor remuneration payable by the Company to Jiang Mingshun shall be RMB384,100 per annum (tax inclusive) be and is hereby approved.
- 3.14 **THAT** there shall not be any supervisor remuneration payable by the Company to Sun Baohui be and is hereby approved.
4. To authorise any director of the Company on behalf of the Company to sign the service contracts with all newly-elected directors or supervisors upon such terms and conditions as the Board thinks fit, and to do all such act and things to effect such matters.
5. To consider and approve, by way of separate ordinary resolutions, each of the following resolutions in relation to the bonus remuneration for 2010 of the following directors and supervisor of the Company (*Note 5*):
- 5.1 **THAT** the bonus remuneration payable to Yuan Ze shall be RMB133,600 (tax inclusive).
- 5.2 **THAT** the bonus remuneration payable to Shi Wenfeng shall be RMB133,600 (tax inclusive).
- 5.3 **THAT** the bonus remuneration payable to Zhang Guohua shall be RMB133,600 (tax inclusive).

- 5.4 **THAT** the bonus remuneration payable to Liu Jun shall be RMB106,800 (tax inclusive).
- 5.5 **THAT** the bonus remuneration payable to Jiang Mingshun shall be RMB96,100 (tax inclusive).
6. To consider and approve, by way of separate ordinary resolutions, each of the following resolutions in relation to the adjusted remuneration for the period from 1 January 2011 to 13 October 2011 of the following directors and supervisor of the Company (*Note 6*):
- 6.1 **THAT** the adjusted remuneration payable to Yuan Ze shall be RMB533,600 per annum (tax inclusive).
- 6.2 **THAT** the adjusted remuneration payable to Shi Wengfeng shall be RMB533,600 per annum (tax inclusive).
- 6.3 **THAT** the adjusted remuneration payable to Zhang Guohua shall be RMB533,600 per annum (tax inclusive).
- 6.4 **THAT** the adjusted remuneration payable to Liu Jun shall be RMB426,800 per annum (tax inclusive).
- 6.5 **THAT** the adjusted remuneration payable to Jiang Mingshun shall be RMB384,100 per annum (tax inclusive).
7. To consider and approve other matters, if any.

SPECIAL RESOLUTION

1. To consider and approve the proposed amendments to the articles of association of the Company (*Note 7*).

By order of the Board
Zhang Junjie **Lam Cheuk Fai**
Joint Company Secretaries

Xinjiang, the PRC
26 August 2011

Notes:

1. Closure of register of members and eligibility for attending the EGM

The register of members of the Company will be closed from Wednesday, 14 September 2011 to Friday, 14 October 2011 (both days inclusive), during which time no share transfers will be registered. In order to be eligible to attend the EGM, instruments of transfer accompanied by share certificates and other appropriate documents must be lodged with the Company's H share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Monday, 12 September 2011. Shareholders of the Company whose names appear on the register of members of the Company at the opening of business on Friday, 14 October 2011 are entitled to attend the EGM.

2. Notice of attendance

Shareholders who intend to attend the EGM should complete and lodge the accompanying reply slip and return it to the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, on or before Friday, 23 September 2011. The reply slip may be delivered by hand, by post or by fax to the Company's H Share registrar. Completion and return of the reply slip does not affect the right of a shareholder of the Company to attend the EGM. However, the failure to return the notice of attendance may result in an adjournment of the EGM, if the number of shares carrying the right to vote represented by the shareholders of the Company proposing to attend the EGM by the notice of attendance does not reach more than half of the total number of shares of the Company carrying the right to vote at the EGM.

3. Proxy

Every shareholder of the Company who has the right to attend and vote at the EGM is entitled to appoint one or more proxies, whether or not they are members of the Company, to attend and vote on his behalf at the EGM.

A proxy must be appointed by an instrument in writing and signed by the appointer or his attorney duly authorised in writing. If the appointer is a legal person, then the instrument shall be signed under a legal person's seal or signed by its director or an attorney duly authorised in writing. The instrument appointing the proxy shall be deposited at the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not less than 24 hours before the time appointed for the holding of the EGM. If the instrument appointing the proxy is signed by a person authorised by the appointer, the power of attorney or other document of authority under which the instrument is signed shall be notarised. The notarised power of attorney or other document of authority shall be deposited together and at the same time with the instrument appointing the proxy at the Company's H Share registrar. Return of a form of proxy will not preclude a shareholder of the Company from attending in person and voting at the EGM if he so wishes.

Shareholders or their proxies are required to produce their identification documents when attending the EGM.

4. Others

The EGM is expected to last for approximately 3 hours. Shareholders and their proxies attending the meeting shall be responsible for their own travelling and accommodation expenses.

5. Basis for determining the bonus remuneration:

The bonus remuneration of each of the directors and supervisor set out in ordinary resolution numbered (5) of this notice of EGM is determined with reference to their respective contribution to the Company in 2010 in relation to the progress of technological renovation and expansion projects.

6. Basis for determining the adjusted remuneration:

The adjusted remuneration of each of the directors and supervisor set out in ordinary resolution numbered (6) of this notice of EGM is determined with reference to their respective remuneration in the past term, prevailing market rate and the expansion of the scale of the Company.

7. Please refer to Appendix I to the circular of the Company dated 26 August 2011 for details of the amendments to the articles of association.

As at the date of this notice, the executive directors of the Company are Mr. Yuan Ze, Mr. Shi Wenfeng, Mr. Zhang Guohua and Mr. Liu Jun; the non-executive directors of the Company are Mr. Zhou Chuanyou and Mr. Niu Xuetao; and the independent non-executive directors of the Company are Mr. Chen Jianguo, Mr. Wang Lijin and Mr. Ng Yuk Keung.