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**Xinjiang Xinxin Mining Industry Co., Ltd.\***

**新疆新鑫矿业股份有限公司**

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

**(Stock code: 3833)**

## **NOTICE OF 2014 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2014 annual general meeting (“**AGM**”) of Xinjiang Xinxin Mining Industry Co., Ltd. (the “**Company**”) will be held at 11:00 a.m. on Friday, 22 May 2015 at 19th Level, Conference Room, Youse Building, No. 4 You Hao North Road, Urumqi, Xinjiang, the People’s Republic of China (the “**PRC**”) for the following purposes:

To consider and, if thought fit, pass with or without amendments, the following as ordinary resolutions:

### **ORDINARY RESOLUTIONS**

1. to consider and approve the report of the directors of the Company for the year ended 31 December 2014;
2. to consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2014;
3. to consider and approve the consolidated audited financial statements of the Company and its subsidiaries for the year ended 31 December 2014;

\* *For identification purposes only*

4. to consider and approve the recommendation by the board of directors of the Company (the “**Board**”) that no final dividend of the Company shall be made for the year ended 31 December 2014;
5. to consider and approve the change in the use of proceeds from the Global Offering;
6. to consider and approve the re-appointment of PricewaterhouseCoopers Zhong Tian LLP as the auditors of the Company and to authorise the Board to fix their remuneration;
7. to consider and approve an annual remuneration of RMB560,000 (inclusive of tax) be payable by the Company to Mr. Shi Wenfeng;
8. to consider and approve the appointment of Mr. Guo Quan as an executive Director of the Company for a term commencing from 22 May 2015 to 13 October 2017;
9. to consider and approve there shall not be any director’s remuneration payable by the Company to Mr. Guo Quan. The remuneration payable to Mr. Guo Quan by the Company shall be determined in accordance with the remuneration scale and payment procedures in respect of his working position;
10. to consider and approve the appointment of Ms. Yao Wenying as an independent supervisor of the Company for a term commencing from 22 May 2015 to 13 October 2017;
11. to consider and approve an annual supervisor’s remuneration of RMB40,000 (inclusive of tax) be payable by the Company to Ms. Yao Wenying; and
12. to consider and approve the authorisation of any director of the Company on behalf of the Company to sign the service contracts with the elected director and supervisor of the Company upon such terms and conditions as the Board thinks fit, and to do all such act and things to effect such matters.

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

Xinjiang, the PRC, 27 March 2015

*Notes:*

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

The register of members of the Company will be closed from 22 April 2015 to 22 May 2015 (both days inclusive), during which time no share transfers will be registered. In order to be eligible to attend the AGM of the Company, 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 Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, no later than 4:30 p.m. on 21 April 2015.

Shareholders of the Company whose names appear on the register of members of the Company at the opening of business on 22 May 2015 are entitled to attend the AGM.

2. Notice of attendance

Shareholders who intend to attend the AGM 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 30 April 2015. 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 AGM. However, the failure to return the notice of attendance may result in an adjournment of the AGM, if the number of shares carrying the right to vote represented by the shareholders of the Company proposing to attend the AGM 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 AGM.

3. Proxy

Every shareholder of the Company who has the right to attend and vote at the AGM 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 AGM.

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 AGM. 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 AGM if he so wishes.

If more than one proxy is appointed, such proxies shall only be entitled to vote by poll. Shareholders or their proxies are required to produce their identification documents when attending the AGM.

#### 4. Others

Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"), all votes at the general meeting will be taken by poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

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

*As at the date of this announcement, the executive Directors are Mr. Shi Wenfeng and Mr. Lu Xiaoping; the non-executive Directors are Mr. Guo Haitang, Mr. Zhou Chuanyou and Mr. Hu Chengye; and the independent non-executive Directors are Mr. Chen Jianguo, Mr. Wang Lijin and Mr. Li Wing Sum Steven.*