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## THE 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 stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your Shares in Xinjiang Xinxin Mining Industry Co., Ltd., you should at once hand this circular and the accompanying proxy form to the purchaser or transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)**

**PROPOSED CHANGE IN USE OF PROCEEDS**

**PROPOSED APPOINTMENT OF DIRECTOR**

**PROPOSED APPOINTMENT OF SUPERVISOR**

**AND**

**NOTICE OF 2014 ANNUAL GENERAL MEETING**

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A notice convening the AGM to 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 is set out in this circular.

Every Shareholder 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.

\* *For identification purposes only*

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## DEFINITIONS

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

“2010 Announcement”	the announcement of the Company dated 29 March 2010 in respect of, among others, the change of use of proceeds from the Global Offering
“2012 Circular”	the circular of the Company dated 23 March 2012 in respect of, among others, the change of use of proceeds from the Global Offering
“2014 Annual Report”	the annual report of the Company dated 27 March 2015 for the year ended 31 December 2014
“AGM”	the 2014 annual general meeting of the Company to be held at 11 a.m. on Friday, 22 May 2015 at 19th Level, Conference Room, Youse Building, No. 4 You Hao North Road, Urumuqi, Xinjiang, the PRC
“AGM Notice”	the notice of AGM
“Announcement”	the announcement of the Company dated 20 March 2015 in respect of the change of use of proceeds from the Global Offering
“Articles of Association”	the articles of association of the Company, as amended, modified or otherwise supplemented from time to time
“Board”	the board of Directors of the Company
“Company”	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 PRC with limited liability, the H Shares of which are listed on the Stock Exchange
“Controlling Shareholder”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	one or all of the director(s) of the Company

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## DEFINITIONS

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“Domestic Share(s)”	ordinary share(s) in the share capital of the Company, with a nominal value of RMB0.25 each, which are subscribed for and/or credited as paid up in Renminbi
“Fukang Refinery”	the refinery located in Fukang, Xinjiang where Xinjiang Xinxin Mining Industry Co., Ltd Fukang Refinery* (新疆新鑫礦業股份有限公司阜康冶煉廠) (a branch of the Company established in the PRC on 1 September 2005) carries out its business activities
“Global Offering”	the initial public offering and the international offering of the H Shares of the Company in 2007 as described in the Prospectus
“Group”	the Company and its subsidiaries
“H Share(s)”	overseas listed foreign share(s) in the ordinary share capital of the Company with a nominal value of RMB0.25 each subscribed for and traded in Hong Kong dollars and listed on the Stock Exchange
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Kalatongke Mine”	the mine located in Fuyun County, Xinjiang where Xinjiang Kalatongke Mining Industry Company Limited (新疆喀拉通克礦業有限責任公司) (a wholly-owned subsidiary of the Company established in the PRC on 20 May 2011) carries out its business activities
“Latest Practicable Date”	27 March 2015
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“MLR”	the Ministry of Land and Resources of the PRC
“Over-allotment Option”	as defined in the Prospectus

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## DEFINITIONS

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“PRC”	the People’s Republic of China, but for the purposes of this circular only, excludes the Hong Kong Special Administrative Region of the PRC, the Macau Special Administrative Region of the PRC and Taiwan
“Prospectus”	the prospectus of the Company dated 27 September 2007
“RMB”	Renminbi yuan, the lawful currency of PRC
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) with a nominal value of RMB0.25 each in the share capital of the Company, including both the H Shares and the Domestic Shares
“Shareholder(s)”	holder(s) of the Shares in the registers of members of the Company as from time to time
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Substantial Shareholder”	has the meaning ascribed thereto under the Listing Rules
“Supervisor(s)”	the supervisor(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company
“%”	per cent

\* *For identification purposes only*

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## LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Mr. Shi Wenfeng

Mr. Lu Xiaoping

*Non-executive Directors:*

Mr. Guo Haitang

Mr. Zhou Chuanyou

Mr. Hu Chengye

*Independent Non-executive Directors:*

Mr. Chen Jianguo

Mr. Wang Lijin

Mr. Li Wing Sum Steven

*Statutory address and principal*

*place of business in the PRC:*

7/F Youse Building

No. 4 You Hao North Road

Urumqi, Xinjiang

*Registered office in Hong Kong:*

6/F Nexxus Building

41 Connaught Road Central

Central, Hong Kong

20 March 2015

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED CHANGE IN USE OF PROCEEDS  
PROPOSED APPOINTMENT OF DIRECTOR  
PROPOSED APPOINTMENT OF SUPERVISOR  
AND  
NOTICE OF 2014 ANNUAL GENERAL MEETING**

#### **INTRODUCTION**

The purpose of this circular is to provide you with the notice of the AGM and the information on certain proposed resolutions to be considered at the AGM to enable you to make an informed decision on whether to vote for or against those resolutions at the AGM.

\* *For identification purposes only*

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## LETTER FROM THE BOARD

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### 1. BUSINESS TO BE CONSIDERED AT THE AGM

Ordinary resolutions to be proposed at the AGM for the Shareholders to consider and approve include, among others: (a) the change in the use of proceeds of the Global Offering; (b) the appointment of Mr. Guo Quan as an executive Director of the Company; and (c) the appointment of Ms. Yao Wenying as an independent Supervisor of the Company.

Business to be transacted at the AGM are set out in further details on pages 11 to 13 in the AGM Notice. In order to enable you to have a better understanding of the resolutions at the AGM and to make well-informed decisions, we have provided detailed information in respect of the business for the 2014 AGM in Appendix I to this circular.

### 2. AGM

The AGM Notice is set out on pages 11 to 13 of this circular. Every Shareholder 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 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.

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## LETTER FROM THE BOARD

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### 3. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all votes at the AGM 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.

### 4. RECOMMENDATION

The Board considers that all resolutions proposed for consideration and approval by the Shareholders at the AGM are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of all the proposed resolutions at the AGM as set out in the AGM Notice.

### 5. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,  
By Order of the Board  
**Xinjiang Xinxin Mining Industry Co., Ltd.\***  
**Guo Haitang**  
*Chairman*

\* *For identification purposes only*



**TO CONSIDER AND APPROVE THE RECOMMENDATION BY THE BOARD THAT NO FINAL DIVIDEND SHALL BE MADE FOR THE YEAR ENDED 31 DECEMBER 2014**

In view of the fact that the total amount of profits distributable to the Shareholders as final dividend is insignificant and the current business needs of the Company, the Board recommended that no final dividend shall be made for the year ended 31 December 2014.

**TO CONSIDER AND APPROVE THE CHANGE IN THE USE OF PROCEEDS FROM THE GLOBAL OFFERING**

Reference is made to the Prospectus, 2010 Announcement, 2012 Circular and the Announcement.

The Company received net proceeds of approximately RMB4,180.4 million from the Global Offering, of which RMB549.7 million was received upon the exercise of the Over-allotment Option. In view of the demand for further working capital due to the expansion of the principal business of the Group, the Board proposes to adjust the intended use of proceeds received from the Global Offering as follows:

Intended use of the proceeds pursuant to the Prospectus, the 2010 Announcement and the 2012 Circular	Used proceeds (RMB)	Remaining proceeds as of the Latest Practicable Date (RMB)	Adjustment to the use of the balance of the proceeds
(1) approximately 47.3% for the acquisition of mining rights in mines with sizeable proved mineral reserves (that are supported by completed feasibility studies and the reported reserves or resources have been approved by the MLR or its local branch) and/or the acquisition of exploration rights in areas with more apparent substantial mineral resources (that are supported by completed feasibility studies and the reported reserves or resources have been approved by the MLR or its local branch) and/or the acquisition of equity interest in the holders of such mining rights and exploration rights and/or the acquisition of subsidiaries and investment in joint ventures, associated companies and other general investments for developing the Group's principal business	approximately RMB1,811.8 million	approximately RMB165.5 million	the unused balance of approximately RMB165.5 million be adjusted for use as working capital for the Company as mentioned in (6) below such that approximately 43.3% or approximately RMB1,811.8 million for the acquisition of mining rights in mines with sizeable proved mineral reserves (that are supported by completed feasibility studies and the reported reserves or resources have been approved by the MLR or its local branch) and/or the acquisition of exploration rights in areas with more apparent substantial mineral resources (that are supported by completed feasibility studies and the reported reserves or resources have been approved by the MLR or its local branch) and/or the acquisition of equity interest in the holders of such mining rights and exploration rights and/or the acquisition of subsidiaries and investment in joint ventures, associated companies and other general investments for developing the Group's principal business

Intended use of the proceeds pursuant to the Prospectus, the 2010 Announcement and the 2012 Circular	Used proceeds (RMB)	Remaining proceeds as of the Latest Practicable Date (RMB)	Adjustment to the use of the balance of the proceeds
(2) approximately 0.9% for the further exploration of areas in which the Group has mining rights and exploration rights as well as exploration in areas mentioned in (1) above	approximately RMB36.8 million	Nil	Not applicable
(3) approximately 29.1% for the expansion of the mining and ore processing of the Kalatongke Mine and the expansion of smelting at the Kalatongka Mine, as well as the construction of plant and machinery for mining, ore processing and smelting to expand the mining, ore processing and smelting capacity	approximately RMB1,216.5 million	Nil	Not applicable
(4) approximately 9.1% for the expansion of the refining capacity of the Fukang Refinery and the construction of plant and machinery for refining processing of nickel cathode, copper cathode and their by-products	approximately RMB380.4 million	Nil	Not applicable
(5) approximately 5.7% for paying the remaining balance of the consideration (representing approximately 80% of the total consideration) for the transfer of mining rights of the Kalatongke Mine payable to the Land and Resources Department of Xinjiang Uygur Autonomous Region (新疆維吾爾自治區國土資源廳)	approximately RMB237.6 million	Nil	Not applicable

Intended use of the proceeds pursuant to the Prospectus, the 2010 Announcement and the 2012 Circular	Used proceeds (RMB)	Remaining proceeds as of the Latest Practicable Date (RMB)	Adjustment to the use of the balance of the proceeds
(6) the balance of approximately 7.9% for the working capital of the Company or, subject to permission under the PRC laws and regulations, the balance to be placed with PRC financial institutions as short-term deposits	approximately RMB331.8 million has been used up as working capital	approximately RMB8.6 million has been earned as interest from short-term deposit with PRC financial institution which has yet to be used as working capital	approximately RMB165.5 million as re-designated from (1) above shall be used as working capital of the Company such that the balance of approximately 11.9% or approximately RMB497.3 million for the working capital of the Company or, subject to permission under the PRC laws and regulations, the balance to be placed with PRC financial institutions as short-term deposits

The Board considers that the above adjustment of the use of the net proceeds received by the Company in the Global Offering is more in line with the current business needs of the Company and is beneficial to the continued and rapid development of the Group's principal business, and is in the best interests of the Company and its Shareholders as a whole.

According to the Articles of Association and the relevant laws and regulations, the adjustment of the use of proceeds from the Global Offering is subject to the approval of the Shareholders by way of ordinary resolution at the general meeting of the Company. The ordinary resolution to consider and approve the adjustment to the use of proceeds from the Global Offering will be proposed at the AGM.

#### **TO CONSIDER AND APPROVE AN ANNUAL REMUNERATION TO MR. SHI WENFENG**

Reference is made to the announcement of the Company dated 2 March 2015 and the circular of the Company dated 26 August 2014.

Mr. Shi Wenfeng resigned as a general manager of the Company with effect from 20 March 2015 but remains as an executive Director. Mr. Shi previously did not receive any Director's remuneration from the Company under his service contract as he received remuneration from the Company in respect of his other working positions. With Mr Shi's resignation as a general manager of the Company, an ordinary resolution will be put forward at the AGM for approval by Shareholders that an annual remuneration of RMB560,000 (inclusive of tax) be payable by the Company to Mr. Shi. Such remuneration is determined with reference to the prevailing market rate and the expansion scale of the Company. The proposal to pay an annual remuneration of RMB560,000 (inclusive of tax) to Mr. Shi Wenfeng has been reviewed by the remuneration and review committee of the Company which made recommendation to the Board that the remuneration be proposed for Shareholders' approval at the forthcoming AGM.

**TO CONSIDER AND APPROVE THE APPOINTMENT OF MR. GUO QUAN AS AN EXECUTIVE DIRECTOR**

Reference is made to the announcement of the Company dated 3 March 2015 in respect of the resignation of Mr. Zhang Guohua as an executive Director and executive deputy general manager of the Company. To fill the vacancy, the Board proposed to appoint Mr. Guo Quan as an executive Director.

The biographical details of Mr. Guo Quan are set out in Appendix II to this circular.

The appointment of Mr. Guo Quan as an executive Director has been reviewed by the nomination committee of the Company which made recommendation to the Board that the appointment be proposed for Shareholders' approval at the forthcoming AGM.

The term of office of Mr. Guo, if appointed, will commence from the date of the approval of his appointment at the AGM, i.e. 22 May 2015, to the date of the expiration of the term of the fourth session of the Board, i.e. 13 October 2017.

If appointed, Mr. Guo will not receive any Directors' remuneration from the Company under his service contract. The remuneration payable to Mr. Guo by the Company in respect of his other working position shall be determined in accordance with the remuneration scale and payment procedures and with reference to the prevailing market rate and the expansion scale of the Company.

**TO CONSIDER AND APPROVE THE APPOINTMENT OF MS. YAO WENYING AS AN INDEPENDENT SUPERVISOR**

Reference is made to the announcement of the Company dated 14 November 2014 in relation to the resignation of Ms. Chen Yuping as an independent Supervisor with effect from 14 November 2014.

Pursuant to the requirement of the Articles of Association, an independent Supervisor shall be elected to fill up the vacancy in the Supervisory Committee following the resignation of Ms. Chen Yuping. In this regard, Ms. Yao Wenyong was proposed to be elected by the Shareholders at the AGM as an independent Supervisor for a term commencing from the date of the approval of her appointment at the AGM, i.e., 22 May 2015, to the date of the expiration of the term of the fourth session of the supervisory committee, i.e., 13 October 2017.

At the AGM, an ordinary resolution will also be put forward for approval by Shareholders that an annual remuneration of RMB40,000 (inclusive of tax) be payable by the Company to Ms. Yao Wenying.

The biographical details of Ms Yao Wenying are set out in Appendix II to this circular.

The appointment of Ms. Yao Wenying as an independent Supervisor has been reviewed by the supervisory committee of the Company which made recommendation to the Board that the appointment be proposed for Shareholders' approval at the forthcoming AGM. The proposal to pay an annual remuneration of RMB40,000 (inclusive of tax) to Ms. Yao Wenying has been reviewed by the remuneration and review committee of the Company which made recommendation to the Board that the remuneration be proposed for Shareholders' approval at the forthcoming AGM.

The Board proposed the granting of authorization to the Board to arrange for service contracts to be entered into by the Company with all the elected Directors and Supervisors upon such terms and conditions as the Board thinks fit, and to do all such acts and things to effect such matters.

The biographical details of Mr. Guo Quan, the candidate for executive Director, are as follows:

**Mr. Guo Quan (郭全)**, aged 46, has been appointed as the general manager of the Company since 20 March 2015. From September 1986 to August 1989, Mr. Guo studied at the Department of Geology of Northeastern University (東北大學) and obtained a college diploma in geology. He also studied at Beijing Technology and Business University (北京工商大學) from September 2002 to July 2004 and obtained a bachelor's degree in business administration. Mr. Guo has accumulated more than 24 years of experience of relevant professional techniques and corporate management in non-ferrous metal industry in Xinjiang, the PRC. From August 1989 to December 1999, Mr. Guo served various positions in Xinjiang Hami Gold Mine\* (新疆哈密金礦) including technician, head of technical division, chief of the mining workshop, and the deputy head of a factory. He was also the general manager of Xinjiang Non-ferrous Xinhai Company Limited\* (新疆有色鑫海有限責任公司) from March 2000 to September 2002, the general manager of Xinjiang Non-ferrous Quanxin Construction Company Limited\* (新疆有色全鑫建設有限責任公司) from September 2002 to March 2009 and the general manager of Xinjiang Yakesi Resource Development Co., Ltd.\* (新疆亞克斯資源開發股份有限公司) from March 2009 to September 2013. Mr. Guo became the deputy chief engineer of Xinjiang Non-ferrous Metal Industry (Group) Ltd.\* (新疆有色金屬工業(集團)有限責任公司) from September 2013 to February 2015.

Save as disclosed above, in the three years preceding the Latest Practicable Date, Mr. Guo did not hold any position with the Company or other members of the Group or any directorship in other listed public companies or have any other major appointments.

As at the Latest Practicable Date, Mr. Guo does not have any interests in Shares within the meaning of Part XV of the SFO. Save as disclosed above, Mr. Guo does not have any relationship with any other Directors, senior management, Substantial Shareholders or Controlling Shareholders of the Company.

Mr. Guo has not been involved in any of the matters as mentioned under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters in relation to Mr. Guo that need to be brought to the attention of the Shareholders.

The biographical details of Mr. Yao Wenying, the candidate for independent supervisor are as follows:

**Ms. Yao Wenying (姚文英)**, aged 47.

From September 1986 to July 1990, Ms. Yao studied in Northeast Forestry University where she obtained her bachelor's degree in Finance and Accounting. She then furthered her study in Xinjiang University of Finance and Economics and received her master's degree in Management with a major in Accounting.

Ms. Yao held a teaching post in the School of Business Administration of Urumqi Vocational University from October 1990 to August 2004. She served as Head of Accounting Simulation Teaching and Research Centre and Head of Department of Finance and Economics. She was a teaching staff member in the Department of Finance in Xinjiang College of Finance and Economics (the predecessor of Xinjiang University of Finance and Economics) from September 2004 to August 2007. She has been teaching in the School of Accounting of Xinjiang University of Finance and Economics since September 2007. She was promoted as Professor of Accounting in December 2010 and currently she is Tutor for postgraduates in Xinjiang University of Finance and Economics.

Ms. Yao is currently serving as independent director in two other non-listed companies, among which, she has been serving as independent director of Xinjiang China Enterprise Hong Bang Conservation (Group) Co., Ltd.\* (新疆中企宏邦節水(集團)股份有限公司) since July 2012 and as independent director of Xinjiang Xingwo Mechanical Technology Service Co., Ltd.\* (新疆星沃機械技術服務股份有限公司) since November 2012, respectively.

Engaging in teaching and research in universities since October 1990, Ms. Yao principally lectures on courses of analysis of financial statements, intermediate and advanced accounting practice and financial management, in addition to actively explores teaching modes that integrating theory with practice. In particular, the course of analysis of financial statements was awarded “Quality” course by Xinjiang University of Finance and Economics in October 2011. She has also received numerous awards, including “Educational Professional of Xinjiang University of Finance and Economics” in June 2011, “Award of Outstanding Teaching Professional in Higher Education in Xinjiang Uygur Autonomous Region” in August 2011 and “Outstanding Teacher in Xinjiang Uygur Autonomous Region” in September 2014.

In the three years preceding the Latest Practicable Date, Ms. Yao did not hold any position with the Company or other members of the Group or any directorship in other listed public companies or have any other major appointments. As at the Latest Practicable Date, Ms. Yao does not have any relationship with any other Directors, senior management, Substantial Shareholders or Controlling Shareholders of the Company.

As at the Latest Practicable Date, Ms. Yao does not have any interests in the Shares within the meaning of Part XV of the SFO. She has not been involved in any of the matters as mentioned under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters in relation to Ms. Yao that need to be brought to the attention of the Shareholders.

\* For identification purposes only

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## NOTICE OF ANNUAL GENERAL MEETING

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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;
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;

\* *For identification purposes only*



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## NOTICE OF ANNUAL GENERAL MEETING

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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.

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## NOTICE OF ANNUAL GENERAL MEETING

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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.