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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)

**ANNOUNCEMENT
VOTING RESULTS OF 2014 ANNUAL GENERAL MEETING
AND
APPOINTMENT OF DIRECTOR AND SUPERVISOR
AND
CHANGE OF MEMBER OF THE STRATEGIC
DEVELOPMENT COMMITTEE**

The Board is pleased to announce that at the AGM held on 22 May 2015, all of the proposed resolutions as set out in the AGM Notice were duly passed by the Shareholders by way of poll.

VOTING RESULTS OF AGM

Reference is made to the Notice of 2014 Annual General Meeting dated 27 March 2015 (“AGM Notice”) and the circular dated 27 March 2015 (the “Circular”) of Xinjiang Xinxin Mining Industry Co., Ltd. (the “Company”). Terms used in this announcement shall have the same meanings as defined in the Circular unless otherwise stated.

The 2014 annual general meeting (the “AGM”) of the Company was held at 11:00 a.m. on 22 May 2015 at 19th Level, Conference Room, Youse Building, No. 4 You Hao North Road, Urumqi, Xinjiang, the PRC.

Pursuant to Rule 13.39(5) of the Listing Rules, the Board is pleased to announce that all the proposed resolutions as set out in the AGM Notice were duly passed by the Shareholders by way of poll at the AGM. The poll results were as follows:

ORDINARY RESOLUTIONS		NUMBER OF VOTES (%)		
		FOR	AGAINST	ABSTAIN
1.	to consider and approve the report of the directors of the Company for the year ended 31 December 2014;	1,482,302,670 (99.999933)	1,000 (0.000067)	0 (0.000000)
2.	to consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2014;	1,482,302,670 (99.999933)	1,000 (0.000067)	0 (0.000000)
3.	to consider and approve the consolidated audited financial statements of the Company and its subsidiaries for the year ended 31 December 2014;	1,482,302,670 (99.999933)	1,000 (0.000067)	0 (0.000000)
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;	1,482,302,670 (99.999933)	1,000 (0.000067)	0 (0.000000)
5.	to consider and approve the change in the use of proceeds from the Global Offering;	1,482,302,670 (99.999933)	1,000 (0.000067)	0 (0.000000)
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;	1,482,302,670 (99.999933)	1,000 (0.000067)	0 (0.000000)
7.	to consider and approve an annual remuneration of RMB560,000 (inclusive of tax) be payable by the Company to Mr. Shi Wenfeng;	1,482,302,670 (99.999933)	1,000 (0.000067)	0 (0.000000)
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 (<i>Note j</i>);	1,482,205,670 (99.993389)	98,000 0.006611	0 (0.000000)
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;	1,482,302,670 (99.999933)	1,000 (0.000067)	0 (0.000000)

ORDINARY RESOLUTIONS		NUMBER OF VOTES (%)		
		FOR	AGAINST	ABSTAIN
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 (<i>Note j</i>);	1,482,302,670 (99.999933)	1,000 (0.000067)	0 (0.000000)
11.	to consider and approve an annual supervisor remuneration of RMB40,000 (inclusive of tax) be payable by the Company to Ms. Yao Wenying; and	1,482,302,670 (99.999933)	1,000 (0.000067)	0 (0.000000)
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.	1,482,302,670 (99.999933)	1,000 (0.000067)	0 (0.000000)

Notes:

- (a) The total number of issued shares of the Company as at the date of the AGM was 2,210,000,000 shares (comprising the domestic shares of 1,451,000,000 and H shares of 759,000,000), all the holders of which were entitled to attend and vote for or against all of the proposed resolutions at the AGM.
- (b) The Shareholders and authorised proxies holding an aggregate of 1,482,303,670 shares, representing 67.07% of the total issued shares of the Company, were present at the AGM.
- (c) There were no restrictions on any Shareholder casting votes on any of the proposed resolutions at the AGM.
- (d) There was no share of the Company entitling the holder to attend and vote only against the proposed resolutions at the AGM.
- (e) None of the Shareholders has stated the intention in the Circular to vote against any of the proposed resolutions at the AGM.
- (f) There were no shares entitling the holder to attend and abstain from voting in favour at the AGM as set out in Rule 13.40 of the Listing Rules and no shares of holders that are required under the Listing Rules to abstain from voting.
- (g) The holding of the AGM was in compliance with the requirements of the Company Law of the PRC and the articles of association of the Company.

- (h) The AGM was chaired by Mr. Shi Wenfeng, vice chairman of the Board, and all the proposed resolutions as set out in the AGM Notice were duly passed by way of poll.
- (i) The Company's H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, acted as the scrutineer for the vote-taking at the AGM.
- (j) The biographical details of Mr. Guo Quan 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 date of this announcement, 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.

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.

As at the date of this announcement, 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 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 date of this announcement, 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 date of this announcement, Ms. Yao does not have any relationship with any other Directors, senior management, Substantial Shareholders or Controlling Shareholders of the Company.

Ms. Yao is entitled to an annual remuneration of RMB40,000 (inclusive of tax) which is determined with reference to the market remuneration for the same position.

As at the date of this announcement, 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.

CHANGE OF MEMBER OF THE STRATEGIC DEVELOPMENT COMMITTEE

As set out in the announcement of the Company dated 3 March 2015, Mr. Zhang Guohua resigned as an executive director and executive deputy general manager of the Company with effect from 3 March 2015 due to his other business engagements. Mr. Zhang Guohua also resigned as a member of strategic development committee with effect from 3 March 2015.

The Board is pleased to announce that following the appointment of Mr. Guo Quan as an executive director of the Company on 22 May 2015, Mr. Guo has also been appointed as a member of the strategic development committee of the Company with effect from 22 May 2015, i.e. the date of the approval of his appointment as an executive Director of the Company at the AGM, to 13 October 2017, i.e. the date of the expiration of the term of the fourth session of the Board.

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

Xinjiang, the PRC,
22 May 2015

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

* *For identification purpose only*