

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.



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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the an extraordinary general meeting of Xinjiang Xinxin Mining Industry Co., Ltd. (the “**Company**”) will be held at 11:00 a.m. on Wednesday, 15 June 2016 at 19th Level, Conference Room, Youse Building, No. 4 You Hao North Road, Urumqi, Xinjiang, the People’s Republic of China (the “**EGM**”) for the purpose of considering and, if thought fit, passing with or without modifications the following resolutions of the Company:

ORDINARY RESOLUTIONS

1. to approve, ratify and confirm the equity transfer agreement dated 28 March 2016 entered into between the Company and Xinjiang Non-ferrous Metal Industry (Group) Ltd. (the “**Equity Transfer Agreement**”) in relation to the disposal by the Company of 66% interest in Xinjiang Wuxin Copper Industry Co., Ltd. and transactions contemplated thereunder;
2. to authorize any one director of the Company to do all such further acts and things and to sign and execute all such documents and to take all such steps which in his/her opinion may be necessary, appropriate, desirable or expedient to implement and/or give effects to the Equity Transfer Agreement and the transactions contemplated thereunder;
3. to consider and approve the appointment of Ms. Chen Rong as the shareholders’ representative Supervisor of the Company for a term commencing from 15 June 2016 to 13 October 2017;

4. to consider and approve there shall not be any supervisor's remuneration payable by the Company to Ms. Chen Rong;
5. to consider and approve there shall not be any supervisor's remuneration payable by the Company to Mr. Zhang Xuehe. The remuneration payable to Mr. Zhang Xuehe by the Company shall be determined in accordance with the remuneration scale and payment procedures in respect of his working position; and
6. 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 supervisors 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
Xinjiang Xinxin Mining Industry Co., Ltd.*
Zhang Junjie, Lam Cheuk Fai
Joint Company Secretaries

Xinjiang, the PRC, 29 April 2016

As at the date of this announcement, the executive directors of the Company are Mr. Guo Quan and Mr. Lu Xiaoping; the non-executive directors of the Company are Mr. Guo Haitang, Mr. Shi Wenfeng, 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*

Notes:

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

The register of members of the Company will be closed from Monday, 16 May 2016 to Wednesday, 15 June 2016 (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 Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Friday, 13 May 2016. Shareholders of the Company whose names appear on the register of members of the Company at the opening of business on Wednesday, 15 June 2016 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 Thursday, 26 May 2016. 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 two hours. Shareholders and their proxies attending the meeting shall be responsible for their own travelling and accommodation expenses.