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XINGYE COPPER INTERNATIONAL GROUP LIMITED

興業銅業國際集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 505)

ANNOUNCEMENT OF (i) POLL RESULTS OF THE ANNUAL GENERAL MEETING, (ii) POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING AND (iii) RETIREMENT AND APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHANGE OF COMPOSITION OF BOARD COMMITTEES

The Board is pleased to announce that all the ordinary resolutions proposed at the AGM and EGM held on 27 May 2016 were duly passed by the Shareholders by way of poll respectively.

Mr. Mao has retired as an independent non-executive Director with effect from the conclusion of the AGM due to his personal commitments and has also ceased to be member of audit committee, nomination committee and remuneration committee of the Company. Ms. Lu has been appointed as an independent non-executive Director by Shareholders at the AGM and a member of audit committee, nomination committee and remuneration committee of the Company with effect from 27 May 2016.

POLL RESULTS OF THE AGM AND EGM

Reference is made to a circular of the Company dated 27 April 2016 (the “**AGM Circular**”) and a circular of the Company dated 6 May 2016 (the “**EGM Circular**”). Capitalised terms used in this announcement shall have the same meanings as those used in the AGM Circular and the EGM Circular unless otherwise stated.

The Board is pleased to announce that all the ordinary resolutions proposed at the AGM and EGM were duly passed by the Shareholders by way of poll respectively. The Company’s branch share registrar, Tricor Investor Services Limited, was appointed as the scrutineer for the purpose of vote-taking at the AGM and EGM.

As at the date of the AGM and EGM, the total number of issued Shares of the Company was 811,115,950. The total number of Shares entitling the holders to attend and vote for or against the resolutions (the “**Resolutions**”) at the AGM and EGM respectively was 811,115,950. There were no Shares entitling the holders to attend and abstain from voting in favour of the Resolutions proposed at the AGM and EGM respectively as set out in Rule 13.40 of the Listing Rules and there were no Shares requiring the Shareholders to abstain from voting at the AGM and EGM respectively under the Listing Rules.

The poll results for AGM are as follows:

ORDINARY RESOLUTIONS		Number of Votes (Approximate %)	
		For	Against
1.	To consider, receive and adopt the audited consolidated financial statements and the reports of Directors and the independent auditor of the Company for the year ended 31 December 2015.	296,829,100 (100%)	0 (0%)
2.(a)	(i) To re-elect Mr. WANG Jianli as an executive Director.	296,446,100 (99.8710%)	383,000 (0.1290%)
	(ii) To re-elect Mr. MA Wanjun as an executive Director.	296,549,100 (99.9057%)	280,000 (0.0943%)
	(iii) To re-elect Dr. LOU Dong as an independent non-executive Director.	296,829,100 (100%)	0 (0%)
2.(b)	To authorize the Board to fix the Directors’ remuneration for the ensuing year.	296,829,100 (100%)	0 (0%)
3.	To re-appoint KPMG as auditor of the Company for the ensuing year and to authorize the Board to fix the remuneration of the auditor.	296,829,100 (100%)	0 (0%)
4.	To grant an unconditional general mandate to the Directors to allot, issue and deal with additional Shares.	294,604,100 (99.2504%)	2,225,000 (0.7496%)
5.	To grant an unconditional general mandate to the Directors to repurchase Shares.	296,829,100 (100%)	0 (0%)
6.	To extend the general mandate granted under Resolution No. 4 by adding the total number of Shares repurchased by the Company pursuant to Resolution No. 5, subject to a maximum of 10% of the total issued Shares.	294,604,100 (99.2504%)	2,225,000 (0.7496%)
7.	To elect Ms. LU Hong as an independent non-executive Director and to authorize the Board to fix her remuneration.	296,828,100 (99.9997%)	1,000 (0.0003%)

As more than 50% of the votes were cast in favour of each of the above Resolutions, all the above Resolutions were duly passed as ordinary resolutions at the AGM.

The poll results for EGM are as follows:

ORDINARY RESOLUTION	Number of Votes (Approximate %)	
	For	Against
To terminate the Existing Share Option Scheme; and subject to the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Shares which may fall to be issued pursuant to the New Share Option Scheme, to approve and adopt the New Share Option Scheme; and to authorize the Board to grant options and to allot, issue and deal with the Shares pursuant to the exercise of any option granted under the New Share Option Scheme.	294,603,100 (99.25%)	2,225,000 (0.75%)

As more than 50% of the votes were cast in favour of the above Resolution, the above Resolution was duly passed as an ordinary resolution at the EGM.

RETIREMENT AND APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHANGE OF COMPOSITION OF BOARD COMMITTEES

The Board also announces that Mr. MAO Xuechang (“**Mr. Mao**”) has retired from office as an independent non-executive Director and did not offer himself for re-election at the conclusion of the AGM due to his personal commitments. Mr. Mao has also ceased to be member of the audit committee, nomination committee and remuneration committee of the Company with effect from the same date. Mr. Mao has confirmed that he has no disagreement with the Board and there is no matter relating to his retirement that needs to be brought to the attention of Shareholders.

The Board is pleased to announce that Ms. LU Hong (“**Ms. Lu**”) has been appointed as an independent non-executive Director by Shareholders at the AGM and a member of the audit committee, nomination committee and remuneration committee of the Company with effect from 27 May 2016.

Ms. Lu, aged 47, has over 20 years of experience in accounting, financial management, company secretarial and domestic and overseas capital markets field. She is a member of the Chinese Institute of Certified Public Accountants, Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants. Ms. Lu has extensive knowledge and experience in accounting and is very familiar with listing rules and regulations both in Hong Kong and PRC. She has rich experience in the listing of corporations in the PRC, Hong Kong, Singapore and the United States of America, and foreign and domestic investment and financing

operations as well as mergers and acquisitions. Ms. Lu also specializes in financial analysis, budgeting, financial management and tax planning. Ms. Lu has been an independent non-executive director of Sino Biopharmaceutical Limited (stock code: 1177), a company listed on the main board of the Stock Exchange, since April 2015.

Ms. Lu is appointed for a term of three years from the date of AGM and subject to retirement by rotation and re-election in accordance with the Listing Rules and the Articles. Ms. Lu will be entitled to an annual director's fee of RMB102,000 for being an independent non-executive Director and also members of board committees. The annual director's fee is determined by the Board, pursuant to the authorization given by the Shareholders at the annual general meeting, with recommendation from the remuneration committee of the Company with reference to the prevailing market conditions, performance, qualification and experience of Ms. Lu.

Ms. Lu confirmed that she meets the independence criteria as set out in Rule 3.13 of the Listing Rules.

As at the date this announcement, Ms. Lu is interested in 200,000 Shares. Apart from these, Ms. Lu does not have any other interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, as at the date of this announcement, Ms. Lu has not held directorships of any other listed public companies in the last three years and has not held any other position with the Company and other members of the Group. Ms. Lu is not connected with any Directors, senior management of the Company, substantial or controlling Shareholders (as defined in the Listing Rules).

Save as aforesaid, there is no information in relation to Ms. Lu that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules or any other matter that needs to be brought to the attention of the Shareholders in relation to her appointment.

The Board would like to express its most sincere appreciation to Mr. Mao for his valuable contribution to the Company over the years and welcome Ms. Lu to the Board.

By Order of the Board
Xingye Copper International Group Limited
Hu Changyuan
Chairman

Hong Kong, 27 May 2016

As at the date of this announcement and following the above change of Director, the executive Directors are Mr. Hu Changyuan, Mr. Hu Minglie, Mr. Wang Jianli, Mr. Ma Wanjun and Mr. Chen Jianhua, the non-executive Director is Mr. Dai Jianchun and the independent non-executive Directors are Mr. Chai Chaoming, Dr. Lou Dong and Ms. Lu Hong.