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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)

ANNOUNCEMENT VOTING RESULTS OF 2015 ANNUAL GENERAL MEETING

The Board is pleased to announce that at the AGM held on 27 May 2016, 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 2015 Annual General Meeting dated 12 April 2016 (“AGM Notice”) and the circular dated 12 April 2016 (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 2015 annual general meeting (the “AGM”) of the Company was held at 11:00 a.m. on Friday 27 May 2016 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 2015;	1,483,197,817 (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 2015;	1,483,197,817 (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 2015;	1,483,197,817 (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 2015;	1,483,197,817 (99.999933)	1,000 (0.000067)	0 (0.000000)
5.	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;	1,483,197,817 (99.999933)	1,000 (0.000067)	0 (0.000000)
6.	To consider and approve the authorisation to the Board to approve, on behalf of the Company, transactions in relation to external investments, acquisition and disposal of assets, pledge of assets, provision of guarantees, entrusted financial transactions and connected transactions other than those transactions which must be approved by the shareholders meeting as stipulated in the Listing Rules and Articles of Association.	1,483,197,817 (99.999933)	1,000 (0.000067)	0 (0.000000)

SPECIAL RESOLUTION		NUMBER OF VOTES (%)		
		FOR	AGAINST	ABSTAIN
1.	To consider and approve the proposed amendments to the articles of association of the Company as set out in Appendix II of the circular of the Company dated 12 April 2016.	1,483,197,817 (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 1,483,198,817 shares, representing 67.11% 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. Guo Haitang, 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.

AMENDMENTS OF THE ARTICLES OF ASSOCIATION

The Board hereby announces that Articles 19 and 188 of the articles of association of the Company are amended as follows:

Article 19

The original article 19 which provides:

Article 19 It was approved by special resolution at the second extraordinary general meeting of 2007 held by the Company on 11 May 2007 and by the China Securities Regulatory Commission that the Company issued no more than 690,000,000 overseas listed foreign shares (H shares) (including 90,000,000 over-allotment shares) with a par value of RMB0.25 per share. According to the requirements of the State regarding the reduction of state-owned shares, 10% of H shares, owned by the State, approved at the meeting (no more than 69,000,000 share) transferred to the National Council For Social Security Fund (hereinafter referred to as the “NSSF”) from one shareholder of state-owned shares of the Company, Xinjiang Non-ferrous Metal Industry (Group) Ltd., were converted into overseas listed foreign shares (H shares) with a par value of RMB0.25.

Following the completion of the offering of the Company’s overseas listed foreign shares on 12 October 2007, the total number of the Company’s shares is 2,210,000,000 (including 1,451,000,000 domestic ordinary shares and 759,000,000 H shares), among which, Xinjiang Non-ferrous Metal Industry (Group) Co., Ltd. holding 885,204,000 domestic ordinary shares, accounting for 40.06% of the total number of the Company’s shares; Shanghai Yilian Mining and Energy Industry Co., Ltd. holding 282,896,000 domestic ordinary shares, accounting for 12.80% of the total number of the Company’s shares; Zhongjin Investment (Group) Co., Ltd. holding 198,028,000 domestic ordinary shares, accounting for 8.96% of the total number of the Company’s shares; Xiamen Zijin High-tech Co., Ltd. (renamed as Zijin Mining Group (Xiamen) Investment Co., Ltd.) holding 56,580,000 domestic ordinary shares, accounting for 2.56% of the total number of the Company’s shares; Xinjiang Xinying New Material Co., Ltd. holding 22,020,000 domestic ordinary shares, accounting for 1.00% of the total number of the Company’s shares; Shaanxi Honghao Industry Co., Ltd. holding 6,272,000 domestic ordinary shares, accounting for 0.28% of the total number of the Company’s shares; the NSSF holding 69,000,000 H shares, accounting for 3.12% of the total number of the Company’s shares; and the shareholders of overseas listed foreign shares holding 690,000,000 shares, accounting for 31.22% of the total number of the Company’s shares.

Upon approval by the State Council or the regulatory authority(ies) authorized by the State Council and subject to the requirements of the Hong Kong Stock Exchange, the domestic shares of the Company may be converted into H shares of the Company and be listed and traded on the Hong Kong Stock Exchange.

is amended as follows:

Article 19 It was approved by special resolution at the second extraordinary general meeting of 2007 held by the Company on 11 May 2007 and by the China Securities Regulatory Commission that the Company issued no more than 690,000,000 overseas listed foreign shares (H shares) (including 90,000,000 over-allotment shares) with a par value of RMB0.25 per share. According to the requirements of the State regarding the reduction of state-owned shares, 10% of H shares, owned by the State, approved at the meeting (no more than 69,000,000 share) transferred to the National Council For Social Security Fund (hereinafter referred to as the “NSSF”) from one shareholder of state-owned shares of the Company, Xinjiang Non-ferrous Metal Industry (Group) Ltd., were converted into overseas listed foreign shares (H shares) with a par value of RMB0.25.

Following the completion of the offering of the Company’s overseas listed foreign shares on 12 October 2007, the total number of the Company’s shares is 2,210,000,000 (including 1,451,000,000 domestic ordinary shares and 759,000,000 H shares), among which, Xinjiang Non-ferrous Metal Industry (Group) Co., Ltd. holding 885,204,000 domestic ordinary shares, accounting for 40.06% of the total number of the Company’s shares; Shanghai Yilian Mining and Energy Industry Co., Ltd. holding 282,896,000 domestic ordinary shares, accounting for 12.80% of the total number of the Company’s shares; Zhongjin Investment (Group) Co., Ltd. holding 198,028,000 domestic ordinary shares, accounting for 8.96% of the total number of the Company’s shares; Xiamen Zijin High-tech Co., Ltd. (renamed as Zijin Mining Group (Xiamen) Investment Co., Ltd.) holding 56,580,000 domestic ordinary shares, accounting for 2.56% of the total number of the Company’s shares; Xinjiang Xinying New Material Co., Ltd. holding 22,020,000 domestic ordinary shares, accounting for 1.00% of the total number of the Company’s shares; Shaanxi Honghao Industry Co., Ltd. holding 6,272,000 domestic ordinary shares, accounting for 0.28% of the total number of the Company’s shares; the NSSF holding 69,000,000 H shares, accounting for 3.12% of the total number of the Company’s shares; and the shareholders of overseas listed foreign shares holding 690,000,000 shares, accounting for 31.22% of the total number of the Company’s shares.

On 9 March 2016, Shaanxi Honghao Industry Co., Ltd. transferred its 6,272,000 domestic ordinary shares of the Company to Shaanxi Guangyou Trading Co., Ltd. (陝西廣優貿易有限公司) by the way of a transfer agreement. Shaanxi Guangyou Trading Co., Ltd. holds 6,272,000 domestic ordinary shares of the Company, accounting for 0.28% of the total issued shares of the Company.

Upon approval by the State Council or the regulatory authority(ies) authorized by the State Council and subject to the requirements of the Hong Kong Stock Exchange, the domestic shares of the Company may be converted into H shares of the Company and be listed and traded on the Hong Kong Stock Exchange.

Article 188

The original article 188 which provides:

Article 188 The Company may distribute dividends in either the following ways or in both ways:

- (1) cash;
- (2) shares.

The Company shall distribute cash dividends and other distributions to shareholders of domestic shares in Renminbi. The Company shall distribute cash dividends and other distributions to shareholders of H shares in Hong Kong Dollars. As for the foreign currency needed by the Company for distribution of cash dividends and other distributions to shareholders of overseas listed foreign shares, it shall be handled in accordance with relevant national regulations on foreign exchange control.

The power authorized to the Company to forfeit the unclaimed dividends shall not be exercised within six years from the date of declaration of dividends.

The distribution of dividends by way of shares by the Company shall be passed by the special resolution at the general meeting. The Company shall distribute domestic shares to the shareholders of domestic shares and H shares to the shareholders of H shares.

is amended as follows:

Article 188 The Company may distribute dividends in either the following ways or in both ways:

- (1) cash;
- (2) shares.

The Company shall distribute cash dividends and other distributions to shareholders of domestic shares in Renminbi. The Company shall distribute cash dividends and other distributions to shareholders of H shares in Hong Kong Dollars. As for the foreign currency needed by the Company for distribution of cash dividends and other distributions to shareholders of overseas listed foreign shares, it shall be handled in accordance with relevant national regulations on foreign exchange control.

The Company may confiscate unclaimed dividends; however, such right shall not be exercised prior to the expiry of relevant applicable limitation period.

The distribution of dividends by way of shares by the Company shall be passed by the special resolution at the general meeting. The Company shall distribute domestic shares to the shareholders of domestic shares and H shares to the shareholders of H shares.

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

Xinjiang, the PRC, 27 May 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*