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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
PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION**

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Board hereby announces that at the meeting of the Board held on 18 August 2017, the Board considered and approved the resolution on amendments to certain provisions of the Articles of Association, and it was agreed that such resolution be submitted to the shareholders of the Company for their consideration and approval at the next extraordinary general meeting of the Company.

DESPATCH OF CIRCULAR

A circular containing, among other things, the proposed amendments to the Articles of Association, together with the notice of the 2017 extraordinary general meeting of the Company will be despatched to the shareholders of the Company as soon as practicable.

This announcement is made by Xinjiang Xinxin Mining Industry Co., Ltd. (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The board of directors (the “**Board**”) of the Company hereby announces that at the meeting of the Board held on 18 August 2017, the Board considered and approved the resolution on amendments to certain provisions of the articles of association of the Company (the “**Articles of Association**”) so as to comply with relevant requirements under the Amendments to Articles of Association for Solid Implementation of Party Building Work by State-owned Enterprises issued by the Organisation Department of the Communist Party of China Central Committee and the State-owned Assets Supervision and Administration Commission of the State Council. It was agreed that such resolution be submitted to the shareholders of the Company for their consideration and approval at the next extraordinary general meeting of the Company.

The proposed amendments to the Articles of Association are set out as follows:

1. The original Article 2 which provides:

Article 2 The Company is a company limited by shares established in accordance with the Company Law, the Special Provisions and other relevant regulations and shall observe and comply with the Company Law, Special Provisions and the Articles.

The Company was approved by the People’s Government of Xinjiang Uygur Autonomous Region through the approval letter regarding the Establishment of Xinjiang Xinxin Mining Industry Co., Ltd. (Xin Zheng Han (2005) No. 127) to be incorporated by way of promotion on 1 September 2005. The Company was registered with the Administration for Industry and Commerce of Xinjiang Uygur Autonomous Region and obtained the enterprise legal person business license on 1 September 2005. The registration number of the Company’s enterprise legal person business license is: 650000410002546.

The promoters of the Company are as follows: Xinjiang Non-ferrous Metal Industry (Group) Co., Ltd.* (新疆有色金屬工業（集團）有限責任公司), Shanghai Yilian Mining and Energy Industry Co., Ltd.* (上海怡聯礦能實業有限公司), Zhongjin Investment (Group) Co., Ltd.* (中金投資（集團）有限公司), Zijin Mining Group (Xiamen) Investment Co., Ltd.* (紫金礦業集團（廈門）投資有限公司), Xinjiang Xinying New Material Co., Ltd.* (新疆信盈新型材料有限公司) and Shaanxi Honghao Industry Co., Ltd.* (陝西鴻浩實業有限公司).

is proposed to be amended as follows:

Article 2 The Company is a company limited by shares established in accordance with the Company Law, the Special Provisions and other relevant regulations and shall observe and comply with the Company Law, Special Provisions and the Articles.

The Company was approved by the People's Government of Xinjiang Uygur Autonomous Region through the approval letter regarding the Establishment of Xinjiang Xinxin Mining Industry Co., Ltd. (Xin Zheng Han (2005) No. 127) to be incorporated by way of promotion on 1 September 2005. The Company was registered with the Administration for Industry and Commerce of Xinjiang Uygur Autonomous Region and obtained the enterprise legal person business license on 1 September 2005. The unified social credit code of the Company is: 91650100778968995G.

The promoters of the Company are as follows: Xinjiang Non-ferrous Metal Industry (Group) Co., Ltd.* (新疆有色金屬工業（集團）有限責任公司), Shanghai Yilian Mining and Energy Industry Co., Ltd.* (上海怡聯礦能實業有限公司), Zhongjin Investment (Group) Co., Ltd.* (中金投資（集團）有限公司), Zijin Mining Group (Xiamen) Investment Co., Ltd.* (紫金礦業集團（廈門）投資有限公司), Xinjiang Xinying New Material Co., Ltd.* (新疆信盈新型材料有限公司) and Shaanxi Honghao Industry Co., Ltd.* (陝西鴻浩實業有限公司).

2. The original Article 115 which provides:

Article 115 The board of directors exercises the following functions and powers:

- (1) convening shareholders' general meetings and reporting its work to the shareholders' general meetings;
- (2) implementing resolutions of the shareholders' general meetings;
- (3) deciding on the Company's business plans and investment plans;
- (4) formulating the Company's annual budget and final accounts;
- (5) formulating the Company's plan for profit distribution and recovery of losses;
- (6) formulating proposals for increase or reduction of the Company's registered capital and the issue of bonds or other securities and the listing project;
- (7) drawing up plans for acquisition of shares of the Company, merger, division, dissolution or change of the nature of incorporation of the Company;
- (8) deciding on external investment, acquisition and disposal of assets, pledge of assets, external guarantee, entrusted financial management, connected transactions and other matters under the authority granted by the general meeting;

- (9) determining on the Company's internal management structure;
- (10) appointing or removing the Company's general manager and the secretary to the board and, based on the nominations of the general manager, appointing or removing the deputy general manager(s), financial officer(s) and other senior management, and determining their remuneration, rewards and punishments;
- (11) formulating proposals for amendment to the Articles of the Company;
- (12) formulating basic management system of the Company;
- (13) managing the information disclosure matters of the Company;
- (14) proposing to the general meeting as to the appointment or change of the accounting firm of the Company;
- (15) hearing the reports of the Company's general manager and examining the work of the general manager;
- (16) exercising functions and powers provided by laws, administrative regulations, competent department rules or the provisions of the Articles, and other functions and powers granted by the general meeting.

When the board of directors resolve on matters as referred to in the previous clause, save for (6), (7) and (11) which should be approved by voting by more than two-thirds of the directors, the rest may be approved by voting by more than half of the directors.

is proposed to be amended as follows:

Article 115 The board of directors exercises the following functions and powers:

- (1) convening shareholders' general meetings and reporting its work to the shareholders' general meetings;
- (2) implementing resolutions of the shareholders' general meetings;
- (3) deciding on the Company's business plans and investment plans;
- (4) formulating the Company's annual budget and final accounts;
- (5) formulating the Company's plan for profit distribution and recovery of losses;

- (6) formulating proposals for increase or reduction of the Company's registered capital and the issue of bonds or other securities and the listing project;
- (7) drawing up plans for acquisition of shares of the Company, merger, division, dissolution or change of the nature of incorporation of the Company;
- (8) deciding on external investment, acquisition and disposal of assets, pledge of assets, external guarantee, entrusted financial management, connected transactions and other matters under the authority granted by the general meeting;
- (9) determining on the Company's internal management structure;
- (10) appointing or removing the Company's general manager and the secretary to the board and, based on the nominations of the general manager, appointing or removing the deputy general manager(s), financial officer(s) and other senior management, and determining their remuneration, rewards and punishments;
- (11) formulating proposals for amendment to the Articles of the Company;
- (12) formulating basic management system of the Company;
- (13) managing the information disclosure matters of the Company;
- (14) proposing to the general meeting as to the appointment or change of the accounting firm of the Company;
- (15) hearing the reports of the Company's general manager and examining the work of the general manager;
- (16) exercising functions and powers provided by laws, administrative regulations, competent department rules or the provisions of the Articles, and other functions and powers granted by the general meeting.

When the board of directors resolve on matters as referred to in the previous clause, save for (6), (7) and (11) which should be approved by voting by more than two-thirds of the directors, the rest may be approved by voting by more than half of the directors.

The opinions of the Party Committee of the Company shall be heard before the board of directors decides on material issues of the Company.

3. Approving the addition of “Chapter 14 Construction of Party Organization” in the Articles of Association as follows:

Chapter 14 Construction of Party Organization

Article 158 According to the provisions of the Constitution of the Chinese Communist Party and the Company Law, the Company shall set up the organization of the Chinese Communist Party, establish work institutions of the party, assign personnel to handle party affairs and organize party activities.

Pursuant to the provisions of the Constitution of the Chinese Communist Party, the Company shall set up the committee of the party (Party Committee of the Company), which shall consist of party secretary, deputy party secretary and party committee member. The selection of party secretary, deputy party secretary and party committee member shall conform to relevant provisions of the Constitution of the Chinese Communist Party, among which the party secretary shall be a director of the Company, and there shall be one deputy party secretary and five party committee members. Eligible party committee members of the Company will be entitled to join the board of directors, board of supervisors and management level through statutory procedure. Eligible party members of the board of directors, board of supervisors and management level will be entitled to join the Party Committee of the Company in accordance with relevant provisions and procedure.

Pursuant to the provisions of the Constitution of the Chinese Communist Party, the Company shall establish a commission for discipline inspection of the party (Party Commission for Discipline Inspection of the Company), which was jointly led by the Party Committee of the Company and higher party commission for discipline inspection. The Party Commission for Discipline Inspection of the Company shall fulfill the supervisory responsibility of strengthening party discipline and assist the Party Committee of the Company in carrying out works on honest governance and anti-corruption.

Article 159 The Party Committee of the Company may set up working institutions of the party, while the establishment of specific working institutions shall be discussed and decided by the Party Committee of the Company according to work requirements and related provisions.

Personnel who handle party affairs comprise of approximately 1% of the total number of employees. Administrative fund is arranged at the proportion of 0.5% to 1% of the total salary of the employees for the previous year, which shall be accounted in the budget and stated in the management expenses of the Company, to ensure appropriate working condition and adequate administrative fund for the party organization of the Company.

Article 160 Responsibilities of the party organization of the Company include:

- (1) adhering to the leadership of the party over state-owned enterprises, ensuring the effective implementation by the Company of the path, principles and policies of the party and national laws and regulations, as well as each of the decisions and resolutions of the upper authorities of the Company;
- (2) enhancing ideological and theoretical construction. Setting our minds, providing guidance on practice, facilitating works and educating the public with the socialist theoretical system in Chinese style. Strengthening ideology and faith and the education of self-behavior based on the principles of the Party, educating and leading party members and cadres to stay their faith in Marxism and feel confident about the path, theory, policies and culture of the socialist theoretical system in Chinese style;
- (3) participating in the decision-making process on material issues. Supporting the general meeting, the board of directors, board of supervisors and manager level to exercise their rights and perform responsibilities in accordance with the laws, and ensuring that state-owned enterprises are on the right track to transformation and development. Insisting on democratic centralism, strengthening collective leadership, and promoting decision-making in scientific, democratic and legal manners, so as to encourage the Company to fully fulfill its economic, political and social responsibilities;
- (4) adhering to the principle of managing cadres and talents by the party. In line with the requirement for the establishment of a modern system for state-owned enterprises in Chinese style, the Company shall ensure the leadership of the party over personnel affairs of cadres and the management power over backbone cadres, and strengthen the formation of the teams of leaders and cadres of the Company as well as nurture and develop a team of high caliber talents;
- (5) implementing the major responsibility for stringent governance within the entire party, which shall include imposing further measures on internal supervision, maintaining a serious political life within the party and emphasizing political discipline, leading and promoting honest governance and anti-corruption works, as well as leading, supporting and ensuring the due implementation of supervisory responsibility by the Party Commission for Discipline Inspection of the Company, so as to establish a clean enterprise;
- (6) relying on employees wholeheartedly, establishing a sound democratic management system with employee representative congress as its basic form, supporting the works of employee representative congress and protecting the legal rights of employees;

- (7) strengthening the construction of grass-root party organizations. Coordinating and following up each construction work of grass-root party organizations and facilitating the establishment of learning-oriented, service-oriented and innovation-oriented party organizations. Ensuring the thorough construction within the party organizations, promoting the normalization and institutionalization of the learning and education model of “two learnings and one practicing”, strictly carrying out the “three meetings and one class” system, focusing on the development of the principal role of party branches, promoting the in-depth integration of party construction with production and operation, innovating working vehicles and building activity platforms by focusing on production and operation so as to transform the construction of party organizations into the motivation for enterprise development;
- (8) maintaining focus on promotional work, strategic planning and mass organization. Leading and supporting mass organizations such as the working union and the Communist Youth League to conduct their works independently in accordance with to laws and their respective articles. Insisting on leading the building of corporate culture with socialist core value system, and establishing an corporate image that is committed to contributing to the country, benefiting the society, serving the people and caring for its employees;
- (9) managing each of the construction works concerning grass-root party organizations and improving the establishment of learning-oriented, service-oriented and innovation-oriented party organizations. Closely connecting the public, strengthening ideological and political works, and promoting the establishment of corporate culture and spiritual civilization. Implementing and maintaining accountability system on works, and controlling the level of complaints via letters and visits to build a harmonious enterprise;
- (10) commencing works by focusing on the core of production and operation of the enterprise, regarding improvement in enterprise effectiveness, increasing enterprise competitiveness and materializing capital preservation and appreciation of state-owned assets as the starting points and objectives of the works carried out by the party organization of the Company, and persisting in the sychronized arrangement, review, implementation and evaluation of party construction works with the core works of production and operation of the Company, so as to make use of various resources of party organizations comprehensively as well as motivating party members and employees to accomplish the core missions of the Company collectively;
- (11) finishing other works as delegated by the higher party organizations.

Article 161 The Party Committee of the Company shall discuss and make the following decisions:

- (1) implementing the path, principles and policies of the party as well as opinions and measures regarding the decisions and resolutions of higher party organizations;
- (2) issues concerning various construction works carried out by party of the Company, which include ideological construction, organizational construction, working style construction, anti-corruption construction and policy construction;
- (3) recommending candidates to the board of directors and general manager within the scope of management authority and standard procedures and conducting inspection and putting forward opinions and suggestions concerning such candidates nominated by the board of directors or general manager;
- (4) material issues submitted and reported to higher party organizations and material problems submitted and reported to subordinate party organizations;
- (5) implementation proposals for material activities of party organizations;
- (6) material issues concerning strategic planning and mass organization;
- (7) other issues which shall be discussed and determined by the Party Committee of the Company.

Article 162 The Party Committee of the Company shall participate in determining the following matters:

- (1) the thorough implementation of national laws and regulations and the material measures to be carried out based on the material decisions of higher authorities;
- (2) the development strategy, medium and long term development plans and guidelines for production and operation of the Company;
- (3) the operation plans and investment plans of the Company;
- (4) the financial budget and financial statements of the Company for the year;
- (5) the plans for profit distribution and recovery of losses of the Company;
- (6) the proposals for the increase or reduction in registered capital, the issuance of securities or other securities and the listing of the Company;

- (7) the proposals for material transformation of the Company and the proposals for merger, division, dissolution and change of corporate structure, as well as the establishment and disposal of its subordinate enterprises;
- (8) the issues in terms of the principle and direction concerning external investments, aggregate loans, disposal of assets, pledge of assets, external guarantees, trust wealth management, connected transactions and utilization of significant amount of funds of the Company;
- (9) the establishment of internal management units of the Company;
- (10) the assessment, remuneration, management and supervision of middle and senior management members of the Company;
- (11) the remuneration distribution and employee benefits of the Company;
- (12) the fundamental management system of the Company;
- (13) the proposals for the amendments to the Articles;
- (14) the information disclosure of the Company;
- (15) the material issues concerning the immediate interests of the employees;
- (16) the treatment proposals adopted by the Company regarding political and social responsibilities in respect of safety production, stability maintenance and material emergencies, etc.;
- (17) other material issues that require negotiation and discussion of the Party Committee of the Company.

- 4. Approving the numbering of the original “Chapter 14” to “Chapter 22” of the Articles of Association to be updated to “Chapter 15” to “Chapter 23” accordingly and the contents stated remain the same.**
- 5. Approving the numbering of the original “Article 158” to “Article 232” of the Articles of Association to be updated to “Article 163” to “Article 237” accordingly and the contents stated remain the same.**

Save for the above proposed amendments to the Articles of Association, other chapters and articles of the Articles of Association remain unchanged.

DESPATCH OF CIRCULAR

A circular containing, among other things, the proposed amendments to the Articles of Association, together with the notice of the 2017 extraordinary general meeting of the Company will be despatched to the shareholders of the Company as soon as practicable.

By order of the Board
Xinjiang Xinxin Mining Industry Co., Ltd.*
Zhang Junjie, Lam Cheuk Fai
Joint Company Secretaries

Xinjiang, the PRC, 18 August 2017

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 purposes only*