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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)

NOTICE OF 2020 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2020 annual general meeting (“**AGM**”) of Xinjiang Xinxin Mining Industry Co., Ltd. (the “**Company**”) will be held at 11:00 a.m. on Friday, 11 June 2021 at Conference Room, 3/F, Tower 1, Business Residence Community of Youse Mingyuan Science and Technology Park, No. 52, East 2nd Lane, Binhe Middle Road, Saybagh District, Urumqi, Xinjiang, the People's Republic of China, (the “**PRC**”) for the following purposes:

To consider and, if thought fit, pass with or without amendments, the following as ordinary and special resolutions:

ORDINARY RESOLUTIONS

1. to consider and approve the report of the directors of the Company for the year ended 31 December 2020;
2. to consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2020;
3. to consider and approve the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2020;
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 2020;
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;

6. to consider and approve the appointment of Mr. Yu Wenjiang as an executive director of the sixth session of the Board of the Company for a term commencing from 11 June 2021 and ending on 13 October 2023;
7. to consider and approve no director's remuneration be payable by the Company to Mr. Yu Wenjiang and the salary payable to Mr. Yu Wenjiang by the Company be determined in accordance with the remuneration scale of such position and payment procedures of the Company;
8. to consider and approve the authorisation of the Chairman of the Company to sign the directors' service contract with Mr. Yu Wenjiang upon such terms and conditions as the Board thinks fit, and to do such act to effect such matters;
9. to consider and approve the appointment of Mr. Zhong Rubiao as the shareholders' representative supervisor of the sixth session of the supervisory committee of the Company for a term commencing from 11 June 2021 and ending on 13 October 2023;
10. to consider and approve no supervisor's remuneration be payable by the Company to Mr. Zhong Rubiao; and
11. to consider and approve the authorisation of the Chairman of the Company to sign the supervisor's service contract with Mr. Zhong Rubiao upon such terms and conditions as the Board thinks fit, and to do such act to effect such matters.

SPECIAL RESOLUTIONS

1. to consider and approve the H share appreciation rights incentive plan;
2. to consider and approve the H share appreciation rights incentive plan implementation, assessment and management measures; and
3. to consider and approve the authorisation of the general meeting of the shareholders' for the Board to handle matters in relation to the H share appreciation rights incentive plan.

By order of the Board
Li Zhenzhen, Lam Cheuk Fai
Joint Company Secretaries

Xinjiang, the PRC, 26 April 2021

Notes:

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

The register of members of the Company will be closed from 11 May 2021 to 11 June 2021 (both days inclusive), during which time no share transfers will be registered. In order to be eligible to attend the AGM, 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, Wan Chai, Hong Kong, no later than 4:30 p.m. on 10 May 2021.

Shareholders of the Company whose names appear on the register of members of the Company at the opening of business on 11 June 2021 are entitled to attend the AGM.

2. Notice of attendance

Shareholders who intend to attend the AGM 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 21 May 2021. 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 AGM. However, the failure to return the notice of attendance may result in an adjournment of the AGM, if the number of shares carrying the right to vote represented by the shareholders of the Company proposing to attend the AGM 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 AGM.

3. Proxy

Every shareholder of the Company who has the right to attend and vote at the AGM 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 AGM.

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 AGM. 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 AGM if he so wishes.

If more than one proxy is appointed, such proxies shall only be entitled to vote by poll. Shareholders or their proxies are required to produce their identification documents when attending the AGM.

4. Others

Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), all votes at the general meeting will be taken by poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

The AGM is expected to last for approximately three hours. Shareholders and their proxies attending the meeting shall be responsible for their own travelling and accommodation expenses.

As at the date of this notice, the executive Director is Mr. Qi Xinhui; the non-executive Directors are Mr. Zhang Guohua, Mr. Zhou Chuanyou, Mr. Guo Quan and Mr. Hu Chengye; and the independent non-executive Directors are Mr. Hu Benyuan, Mr. Wang Qingming and Mr. Lee Tao Wai.

* *For identification purposes only*