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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)

(I) RE-ELECTIONS AND ELECTION OF DIRECTORS
(II) RE-ELECTIONS AND ELECTION OF SUPERVISORS
AND
(III) APPOINTMENT OF AUDITOR

A letter from the Board of the Company is set out on pages 1 to 6 of this circular.

The Company will convene the EGM at 11:00 a.m. on Friday, 13 October 2023 at Conference Room, 6/F, No. 501, Fusion South Road, Cooperation Zone, Economic and Technological Development Zone, Urumqi, Xinjiang, the People's Republic of China. The notice convening the EGM is set out on pages 17 to 22 of this circular and the reply slip and proxy form are enclosed with this circular. Shareholders who wish to attend the EGM are required to return the reply slips in accordance with the instructions printed thereon as soon as possible and in any event not later than 23 September 2023.

Completion and return of the proxy form shall not preclude you from attending and voting in person at the EGM or at any adjourned meetings should you so wish.

29 August 2023

* *For identification purposes only*

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DEFINITIONS

In this circular, unless otherwise indicated in the context, the following expressions have the meaning set out below:

“Articles of Association”	the articles of association of the Company, as amended, modified or otherwise supplemented from time to time
“Board”	the board of Directors
“Company”	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 PRC, the H Shares of which are listed on the Stock Exchange
“Director(s)”	one or all of the director(s) of the Company
“Domestic Share(s)”	ordinary share(s) in the share capital of the Company, with a nominal value of RMB0.25 each, which are subscribed for and/or credited as paid up in Renminbi
“EGM”	the extraordinary general meeting of the Company of 2023 to be held at 11:00 a.m. on Friday, 13 October 2023 at Conference Room, 6/F, No. 501, Fusion South Road, Cooperation Zone, Economic and Technological Development Zone, Urumqi, Xinjiang, the PRC, notice of which is set out on pages 17 to 22 of this circular
“EGM Notice”	the notice of the EGM
“H Share(s)”	overseas listed foreign share(s) in the ordinary share capital of the Company with a nominal value of RMB0.25 each subscribed for and traded in HKD and listed on the Stock Exchange
“HKD”	Hong Kong dollars, the lawful currency of the Hong Kong Special Administrative Region
“Kalatongke Mining”	Xinjiang Kalatongke Mining Industry Company Limited* (新疆喀拉通克礦業有限責任公司)
“Latest Practicable Date”	29 August 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Nomination Committee”	the nomination committee of the Company
“PRC”	the People’s Republic of China, but for the purposes of this circular only, excludes the Hong Kong Special Administrative Region of the PRC, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi yuan, the lawful currency of the PRC
“SASAC”	the State-owned Assets Supervision and Administration Commission
“Shanghai Yilian”	Shanghai Yilian Kuangneng Co. Ltd.* (上海怡聯礦能實業有限公司)
“Share(s)”	ordinary share(s) with nominal value of RMB0.25 each in the share capital of the Company, including both the H Shares and the Domestic Shares
“Shareholder(s)”	holder(s) of the Shares in the registers of members of the Company from time to time
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	the supervisor(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company
“Xinjiang Yakesi”	Xinjiang Yakesi Resources Co. Ltd.* (新疆亞克斯資源開發股份有限公司)
“Zhongjin Investment”	Zhongjin Investment (Group) Ltd.* (中金投資(集團)有限公司)

* *For identification purposes only*

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Qi Xinhui

Mr. Yu Wenjiang

Non-executive Directors:

Mr. Guo Quan

Mr. Zhou Chuanyou

Mr. Hu Chengye

Mr. Wang Lijian

Independent Non-executive Directors:

Mr. Hu Benyuan

Mr. Wang Qingming

Mr. Lee Tao Wai

Statutory address and principal

place of business in the PRC:

No. 501, Fusion South Road,
Cooperation Zone, Economic and
Technological Development Zone,
Urumqi, Xinjiang

Registered office in Hong Kong:

9/F The Center
99 Queen's Road Central
Central, Hong Kong

29 August 2023

To the Shareholders

Dear Sir or Madam,

(I) RE-ELECTIONS AND ELECTION OF DIRECTORS

(II) RE-ELECTIONS AND ELECTION OF SUPERVISORS

AND

(III) APPOINTMENT OF AUDITOR

INTRODUCTION

The purpose of this circular is to provide you with the EGM Notice and information relating to the resolutions to be proposed at the EGM relating to, among other things, (i) the re-elections and election of Directors; (ii) the re-elections and election of Supervisors; and (iii) the appointment of the auditor of the Company.

LETTER FROM THE BOARD

1. RE-ELECTIONS AND ELECTION OF DIRECTORS

Since the term of the sixth session of the Board will expire on 13 October 2023, the Board proposed the election of the following persons to be members of the seventh session of the Board at the EGM:

Proposed Directors	Proposals
<i>Executive Director</i>	
Qi Xinhui	Re-election as an executive Director
<i>Non-executive Directors</i>	
Guo Quan	Re-election as a non-executive Director
Zhou Chuanyou	Re-election as a non-executive Director
Wang Lijian	Re-election as a non-executive Director
Chen Yang	Election as a non-executive Director
Hu Chengye	Re-election as a non-executive Director
<i>Independent Non-executive Directors</i>	
Hu Benyuan	Re-election as an independent non-executive Director
Wang Qingming	Re-election as an independent non-executive Director
Lee Tao Wai	Re-election as an independent non-executive Director

Mr. Yu Wenjiang, being current executive Director of the sixth session of the Board, has not been nominated as Director of the seventh session of the Board. Mr. Yu Wenjiang has confirmed that he has no disagreement with the Board and there is no matter that needs to be brought to the attention of the Shareholders.

The term of the seventh session of the Board will be for three years commencing from 14 October 2023 and ending on 13 October 2026.

The Board also proposed the granting of authorisation to the Board, for the chairman of the Board to sign on behalf of the Company the service contracts with all the elected executive Directors, non-executive Directors and independent non-executive Directors, respectively, upon such terms and conditions as the Board shall think fit, and to do such acts to effect such matters.

Please refer to Appendix I for biographical details of the candidates of the Directors.

LETTER FROM THE BOARD

Further information in relation to the re-election of independent non-executive Directors

In considering and approving the nominations of Mr. Hu Benyuan, Mr. Wang Qingming and Mr. Lee Tao Wai as candidates for independent non-executive Directors of the seventh session of the Board, the Nomination Committee has considered comprehensive factors, such as the past performance of the independent non-executive Directors, the independence confirmations pursuant to Rule 3.13 of the Listing Rules they have furnished to the Company, and their background, skill, knowledge and experience having regard to the Board diversity policy adopted by the Board. The Board diversity policy sets out that the selection of Board candidates shall be based on a range of diversified perspectives with reference to the Company's business strategy and the Board composition, including but not limited to gender, age, cultural and educational background, professional qualifications, skills, knowledge and regional and industrial experience. The biographical details of Mr. Hu Benyuan, Mr. Wang Qingming and Mr. Lee Tao Wai are set out in Appendix I to this circular.

Following the recommendations of the Nomination Committee, the Board has also assessed and evaluated the experience of each of Mr. Hu Benyuan, Mr. Wang Qingming and Mr. Lee Tao Wai based on the nomination policy and the Board diversity policy of the Company which were disclosed in the annual report of the Company for the year ended 31 December 2022. The Board noted that each of them has extensive experience in different professions, such as accounting and geology projects, which are relevant to the Company's business and enable them to present objective, adequate and independent opinions and analysis on major business decisions of the Company. In addition, their respective education background and practical experience allow them to provide valuable and relevant insights and contribute to the diversity of the Board. None of them holds directorship in seven or more listed companies and the Board was of the view that they are able to devote sufficient time and efforts to the Company's affairs. The Board believes that the Company and the Shareholders as a whole will be able to benefit from their contribution.

In view of the above, and given that the above independent non-executive Directors have furnished their independence confirmations under Rule 3.13 of the Listing Rules to the Board and have not engaged in any executive management of the Company, the Board considers that Mr. Hu Benyuan, Mr. Wang Qingming and Mr. Lee Tao Wai are independent and each of their re-election is in the interests of the Company and the Shareholders as a whole. Each of Mr. Hu Benyuan, Mr. Wang Qingming and Mr. Lee Tao Wai has abstained from discussion and voting at the Board meeting and the Nomination Committee meeting regarding his respective re-election.

LETTER FROM THE BOARD

2. RE-ELECTIONS AND ELECTION OF SUPERVISORS

Since the term of the sixth session of the Supervisory Committee will expire on 13 October 2023, the Board proposed the election of the following persons to be members of the seventh session of the Supervisory Committee at the EGM:

Proposed Supervisors

Proposals

Independent Supervisors

Yao Wenying

Re-election as an independent Supervisor

Meng Guojun

Re-election as an independent Supervisor

Shareholders' representative Supervisor

Chen Rong

Election as a Shareholders' representative Supervisor

Mr. Li Shouqiang and Mr. Huang Fakai have been elected as the employees' representative Supervisors for the seventh session of the Supervisory Committee at a staff representatives' meeting of the Company held on 23 August 2023.

The term of the seventh session of the Supervisory Committee will be for three years commencing from 14 October 2023 and ending on 13 October 2026.

The Board also proposed the granting of authorisation to the Board, for the chairman of the Board to sign on behalf of the Company the service contracts with all the elected independent Supervisors, Shareholders' representative Supervisor and employee's representative Supervisors upon such terms and conditions as the Board thinks fit, and to do such acts to effect such matters.

Please refer to Appendix I for biographical details of the candidates of the Supervisors.

LETTER FROM THE BOARD

3. APPOINTMENT OF AUDITOR

Reference is made to the announcements of the Company dated 31 May 2023 and 3 August 2023, in relation to, among others, the retirement and appointment of auditor of the Company, respectively.

Pursuant to article 201 of the Articles of Association, ShineWing Certified Public Accountants LLP* (信永中和會計師事務所(特殊普通合伙)) was appointed by the Board as the new auditor of the Company with effect from 3 August 2023 to fill the casual vacancy of auditor of the Company and its term of office will expire at the conclusion of the general meeting of the Company following the appointment, which is the EGM.

Upon the recommendation of the audit committee of the Company, the Board proposed to appoint ShineWing Certified Public Accountants LLP as the auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company. The Board also proposed the granting of authorisation to the Board to fix the remuneration of ShineWing Certified Public Accountants LLP.

4. EGM

A notice of the EGM is set out on pages 17 to 22 of this circular. A form of proxy for use at the EGM is enclosed with this circular. To be valid, the form of proxy must be completed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of attorney or other authority, must be lodged with in accordance with the instructions printed thereon and lodge the same with the Company's H Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time scheduled for holding of the EGM.

5. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all votes at the EGM 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.

LETTER FROM THE BOARD

6. RECOMMENDATION

The Board considers that each of the proposed resolutions set out in the EGM Notice are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of each of such proposed resolutions.

7. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,
By Order of the Board of
Xinjiang Xinxin Mining Industry Co., Ltd.*
Li Zhenzhen, Lam Cheuk Fai
Joint Company Secretaries

* *For identification purposes only*

DIRECTORS**Candidates for executive Directors**

Mr. Qi Xinhui (齊新會), aged 54, has served as an executive Director of the Company since October 2020. Mr. Qi studied at the Technical College of Xinjiang Keketuohai Ore Processing Plant* (新疆可可托海礦務局技工學校), majoring in galvanic pincette from September 1986 to July 1988; studied at Xinjiang Non-ferrous Metal Staff University* (新疆有色金屬職工大學), majoring in mechatronics from August 1993 to July 1996; and studied at Xinjiang University* (新疆大學) with a Bachelor's degree, majoring in electrical automation from September 2005 to July 2008. Mr. Qi has accumulated over 32 years of experience in the relevant expertise and corporate management related to the non-ferrous metals industry in Xinjiang. From August 1996 to August 2005, Mr. Qi served as the section chief of smelting workshop, deputy chief of quality inspection department, deputy director of mechanical and electrical division of ore processing workshop, deputy section leader of mobile section, section leader of mobile section and assistant to the head of Kalatongke Copper-Nickel Mine* (喀拉通克銅鎳礦). He was the deputy head of Kalatongke Copper-Nickel Mine from September 2005 to February 2012, the deputy general manager of Kalatongke Mining from March 2012 to August 2013, the deputy general manager and the secretary to the Party Committee of Kalatongke Mining from September 2013 to March 2015, and the general manager and the secretary to the Party Committee of Xinjiang Yakesi from April 2015 to September 2017. Mr. Qi served as the deputy general manager of the Company from October 2017 to November 2019, the secretary to the Party Committee and deputy general manager of the Company from December 2019 to December 2020, and the deputy secretary to the Party Committee of the Company from January 2021 to June 2023. Mr. Qi has served as the general manager of the Company since January 2021 and the secretary to the Party Committee of the Company since July 2023.

If elected, Mr. Qi will not receive any Director's remuneration from the Company under his service contract. The remuneration payable to Mr. Qi by the Company in respect of his other working position shall be determined in accordance with the remuneration scale and payment procedures and with reference to the prevailing market rate and the expansion scale of the Company.

Candidates for non-executive Directors

Mr. Guo Quan (郭全), aged 54, has served as an executive Director of the Company since May 2015, was re-designated as a non-executive Director of the Company on 5 June 2020 and has served as the chairman of the Company since June 2022. From September 1986 to August 1989, Mr. Guo studied at the Department of Geology of Northeastern University (東北大學) and obtained a college diploma in geology. He also studied at Beijing Technology and Business University (北京工商大學) from September 2002 to July 2004 and obtained a bachelor's degree in business administration. Mr. Guo has accumulated over 30 years of experience of relevant professional techniques and corporate management in non-ferrous metal industry in Xinjiang, the PRC. From August 1989 to December 1999, Mr. Guo served various positions in Xinjiang Hami Gold Mine* (新疆哈密金礦) including technician, head of technical division, chief of the mining workshop, and the deputy head of a factory. He was also the general manager of Xinjiang Non-ferrous Xinhai Company Limited* (新疆有色鑫海有限責任公司) from March 2000 to September 2002, the general manager of Xinjiang Non-ferrous Quanxin Construction Company Limited* (新疆有色全鑫建設有限責任公司) from September 2002 to March 2009 and the general manager of Xinjiang Yakesi Resource Development Co., Ltd.* (新疆亞克斯資源開發股份有限公司) from March 2009 to September 2013. Mr. Guo was the deputy chief engineer of Xinjiang Non-ferrous Metal Industry (Group) Ltd.* (新疆有色金屬工業(集團)有限責任公司) from September 2013 to February 2015, and the general manager of the Company from March 2015 to 26 November 2019. He has been serving as the deputy general manager of Xinjiang Non-ferrous Metal Industry (Group) Ltd.* since 26 November 2019.

If elected, Mr. Guo will not receive any Director's remuneration from the Company under his service contract.

Mr. Zhou Chuanyou (周傳有), aged 59, was re-appointed as a non-executive Director and the vice-chairman of the Company in October 2017. Mr. Zhou served as a non-executive Director and the vice-chairman of the Company from September 2005 to February 2015, and a non-executive Director of the Company from March 2015 to October 2017. Mr. Zhou completed a postgraduate course in law at Fudan University (復旦大學) and obtained a Master's degree in July 1987. Since September 1995, Mr. Zhou had served as the chairman of the board of Shanghai Jinying Investment Company Ltd.* (上海金鷹投資有限公司), which is the predecessor of Zhongjin Investment, and is now the chairman of the board of Zhongjin Investment, in which he beneficially owns 100% of equity interests. He has served as a director of Shanghai Zhongjin Real Estate (Group) Co., Ltd.* (上海中金房產(集團)有限公司) since February 1998 and a director of Shanghai Yilian since May 2005 and is currently the beneficial owner of 100% of equity interests of Shanghai Yilian. Shanghai Yilian holds 12.80% of the equity interests of the Company and Zhongjin Investment holds 8.96% of the equity interests of the Company. The interest attributable to Mr. Zhou in the Company represents his indirect deemed interest in the Company's issued share capital via his equity interests held in the Company through Shanghai Yilian and Zhongjin Investment. Mr. Zhou has served as deputy chairman of the Board of Dazhong Insurance Co., Ltd. of China (大眾保險股份有限公司) from September 1998 to December 2009. Mr. Zhou is the brother-in-law of Mr. Hu Chengye, another non-executive Director of the Company.

If elected, Mr. Zhou will not receive any Director's remuneration from the Company under his service contract.

Mr. Wang Lijian (王立建), aged 50, has served as a non-executive Director of the Company since 2 June 2022. Mr. Wang studied at Xinjiang Non-ferrous Metal Industry School* (新疆有色金屬工業學校) from September 1989 to July 1991, majoring in thermal power. He studied at China Youth University of Political Studies* (中國青年政治學院) from September 1994 to July 1997, majoring in administrative management of diploma course. He studied at China Central Radio and Television University* (中央廣播電視大學) from March 2000 to January 2003, majoring in law of undergraduate course. He studied at China University of Mining and Technology* (中國礦業大學) from September 2005 to July 2007, majoring in economic management of postgraduate course; and studied at Dalian University of Technology* (大連理工大學) from October 2016 to December 2016, majoring in public management. Mr. Wang has approximately 30 years of working experience in professional techniques and corporate management, party affairs, labour union, human resources management and discipline inspection and supervision in respect of non-ferrous metals business in Xinjiang. From October 1991 to August 2005, he successively served as a benchworker, furnace worker, league officer and labour union officer of Fukang Refinery* (阜康冶煉廠). From September 2005 to June 2009, he served as the business head of the general manager office of the Company. From July 2009 to November 2011, he successively served as the deputy secretary of the Party Committee, secretary of the Discipline Inspection Commission and chairman of the labour union of Xinjiang Yakesi. From December 2011 to March 2015, he served as the deputy secretary of the Dongjiang Party Committee and secretary of the Discipline Inspection Commission of the Company. From April 2015 to May 2019, he successively served as the deputy secretary of the Party Committee, secretary of the Discipline Inspection Commission and secretary of the Party Committee of Xinjiang Yakesi. Since June 2019, he has served as the director of the organization and personnel department, director (manager) of the human resources department and the deputy principal of the Party School of Xinjiang Non-ferrous Metal Industry (Group) Ltd.*, a controlling Shareholder of the Company.

If elected, Mr. Wang will not receive any Director's remuneration from the Company under his service contract.

Ms. Chen Yang, aged 40, studied at Northwest University of Political Science and Law, majoring in civil and commercial law from September 2000 to July 2004, at Macquarie University in Sydney, Australia, majoring in international trade law from June 2005 to April 2007, and at the University of Chinese Academy of Sciences as a doctoral candidate, majoring in management science and engineering management from September 2018 to January 2023. Ms. Chen Yang was a trainee lawyer at Xinjiang Liheli Law Firm* (新疆力和力律師事務所) from April 2007 to September 2008; she successively served as the deputy chief officer and chief officer of the Policies and Regulations Department of the SASAC of Xinjiang Autonomous Region from September 2008 to February 2016; from February 2016 to March 2017, she served as the deputy director of the Property Rights Management Office of the SASAC of Xinjiang Autonomous Region (during the period from March 2016 to March 2017, she seconded as a deputy researcher of the Property Rights Bureau of the SASAC of the State Council); from March 2017 to

December 2018, she served as the deputy director of the First State-owned Key Enterprises Supervisory Committee of the SASAC of Xinjiang Autonomous Region; from December 2018 to June 2021, she served as the deputy director (presiding over the work) and a third-level investigator of the Secretariat of the Audit Committee of the Audit Office of Xinjiang Autonomous Region; from June 2021 to August 2023, she served as a deputy director (presiding over the work) of the Strategic Investment Development Department of Xinjiang Energy Co., Ltd.* (新疆新能源(集團)有限責任公司); and she has been serving as the manager of the legal affairs department of Xinjiang Non-ferrous Metal Industry (Group) Ltd.* since August 2023.

If elected, Ms. Chen will not receive any Director's remuneration from the Company under her service contract.

Mr. Hu Chengye (胡承業), aged 59, has been a non-executive Director of the Company since October 2014. Mr. Hu studied at China Broadcasting and Television College* (中國廣播電視大學) from July 1983 to September 1986, majoring in the finance and politics and obtained a college diploma. He completed upgrading courses from junior college student to university student with a major in accounting at Xiamen University and obtained a Bachelor's degree in September 2001. From November 1994 to August 1998, Mr. Hu served as a deputy director of Tianshan Sub-bureau of Urumqi Local Taxation Bureau of Xinjiang* (新疆烏魯木齊市地稅局天山區分局). From September 1998 to February 2002, he served as the director of Xinshi Sub-bureau of Urumqi Local Taxation Bureau of Xinjiang* (新疆烏魯木齊市地稅局新市區分局). From March 2002 to February 2008, he served as deputy director of the Investigation Bureau of Local Taxation Department in the Xinjiang Uygur Autonomous Region. Mr. Hu served as executive deputy general manager, general manager and chairman (currently acting as the chairman) of Xinjiang HuizhongYifu Investment Co., Ltd.* (新疆匯中怡富投資有限公司) since March 2008. Mr. Hu served as the general manager of Shanghai Hengshi Mining Investment Co., Ltd.* (上海恒石礦業投資股份有限公司) since February 2013, the vice-chairman of Xinjiang Baodi Mining Co., Ltd.* (新疆寶地礦業股份有限公司) since December 2013, and an assistant president of Zhongjin Investment since February 2014. Mr. Hu is the brother-in-law of Mr. Zhou Chuanyou, another non-executive Director of the Company.

If elected, Mr. Hu will not receive any Director's remuneration from the Company under his service contract.

Candidates for independent non-executive Directors

Mr. Hu Benyuan (胡本源), aged 49, has been an independent non-executive Director of the Company since October 2017. Mr. Hu studied at Xinjiang University of Finance & Economics from September 1991 to July 1995, majoring in accounting and obtained a Bachelor's degree. Mr. Hu studied at Shanghai University of Finance and Economics from September 2000 to January 2003, majoring in accounting and obtained a Master's degree. He studied at Shanghai University of Finance and Economics from February 2004 to January 2007, majoring in accounting and obtained a Doctoral degree. Mr. Hu has been teaching in Xinjiang University of Finance & Economics since 1995, served as the deputy dean of Institute of Accounting of Xinjiang University of Finance & Economics from January 2011 to February 2018, and served as the dean of Institute of Accounting of Xinjiang University of Finance & Economics from March 2018 to January 2020. He is currently serving as a professor and an instructor of doctorate students of Institute of Accounting of Xinjiang University of Finance & Economics and a non-practicing member of the Chinese Institute of Certified Public Accountants. Mr. Hu has been serving as a director of Auditing Education Branch of China Audit Society since November 2011. Mr. Hu has served as independent director in various A Shares listed companies in the PRC since 2009. He served as an independent director of TBEA Co., Ltd. (Stock Code: 600089) from May 2012 to September 2018, an independent director of Guanghui Energy Co., Ltd. (Stock Code: 600256) from December 2013 to December 2019, an independent director of International Industry Co., Ltd. (Stock Code: 000159) since August 2014 and an independent director of Xinjiang Guannong Co., Ltd. (Stock code: 600251) since December 2018.

If elected, Mr. Hu's remuneration will be RMB70,000 per annum (tax inclusive) in accordance with the service contract and will be subject to the approval by the Shareholders at the EGM. Such remuneration is determined with reference to his remuneration in the past term, the prevailing market rate and the expansion scale of the Company.

Mr. Wang Qingming (王慶明), aged 62, has been an independent non-executive Director of the Company since October 2020. Mr. Wang studied at Xi'an Institute of Geology* (西安地質學院) (now Chang'an University* (長安大學)) from September 1979 to July 1983, specialising in Geology and Mineral Resources, and China University of Geosciences (Wuhan)* (中國地質大學(武漢)) from September 2003 to December 2005, specialising in metallogenic prognosis, and obtained a Master's degree. He is now a Professor-level Senior Engineer in Geology and Mining. Mr. Wang was the head of projects of Brigade No. 11 of Xinjiang Bureau of Geo-exploration & Mineral Development* (新疆地礦局第十一地質大隊) from August 1983 to June 1993, the head of projects of the Xinjiang Research Institute of Geology and Mineral Resources* (新疆地質礦產研究所) from July 1993 to January 1998, successively the project manager, deputy director and chief engineer of the Xinjiang Institute of Geological Survey (新疆地質調查院) from February 1998 to March 2006, and successively the deputy director of the Planning Division and the director of the Reserves Division of the Xinjiang Department of Land and Resources* (新疆國土資源廳) from April 2006 to March 2015, and retired in April 2015.

If elected, Mr. Wang's remuneration will be RMB70,000 per annum (tax inclusive) in accordance with the service contract and will be subject to the approval by the Shareholders at the EGM. Such Director's remuneration is determined with reference to the prevailing market rate and the expansion scale of the Company.

Mr. Lee Tao Wai (李道偉), aged 44, has served as an independent non-executive Director of the Company since October 2020. Mr. Lee studied at the Chinese University of Hong Kong from 1997 to 2000, majoring in Business Administration (Professional Accountancy) and obtained a Bachelor's degree with Honours, the Hong Kong University of Science and Technology from 2006 to 2008, majoring in Investment Management and obtained a Master's degree, and the Chinese University of Hong Kong from 2013 to 2015, majoring in International Economic Law and obtained a Master's degree. Mr. Lee is a member of the Hong Kong Institute of Certified Public Accountants, and has 20 years' experience in auditing, accounting, company secretary services and financial management. Mr. Lee has served as the chief financial officer, independent non-executive directors and company secretary in several Hong Kong listed companies. He has served as the company secretary of King Stone Energy Group Limited (Stock Code: 663) from June 2012 to April 2023.

Mr. Lee was an independent non-executive director of Seamless Green China (Holdings) Limited (Stock Code: 8150) from 2 October 2009 to 20 February 2012. He was also an independent non-executive director of Ming Lam Holdings Limited (Stock Code: 1106) ("**Ming Lam Holdings**") from 13 July 2016 to 31 July 2020. Based on public information, Ming Lam Holdings is a company incorporated in the Cayman Islands and registered in Hong Kong as a Registered Non-Hong Kong Company, and its principal activities are manufacturing and sale of packaging materials, tourism and travel business, securities trading and other investing activities and money lending business. Neither Ming Lam Holdings nor any of its subsidiaries is related to the Company or any of its subsidiaries. Mr. Lee has resigned and ceased to act as an independent non-executive director of Ming Lam Holdings with effect from 31 July 2020.

As disclosed in Ming Lam Holding's announcements dated 20 May 2020, 27 July 2020 and 1 September 2020 (the "**ML Announcements**"), on 20 May 2020, Ming Lam Holdings received a winding up petition (the "**Petition**") filed by Tse's Finance Limited against them under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong) in the High Court of Hong Kong (the "**High Court**"), on the basis of the alleged failure by Ming Lam Holdings to settle an indebtedness of HK\$54,437,452.05, plus interests and costs. Further details of the Petition were disclosed in the ML Announcements.

Hearings of the Petition were held on 5 August 2020 and 26 August 2020 in the High Court. On 31 August 2020, Ming Lam Holdings was ordered to be wound up by the High Court in HCCW 109/2020 and the official receiver was appointed as the provisional liquidator of Ming Lam Holdings. On 3 September 2020, the High Court ordered the appointment of joint and several liquidators of Ming Lam Holdings. The listing of the shares of Ming Lam Holdings on the Stock Exchange was cancelled with effect from 2 November 2021. Mr. Lee confirmed that he is not a party of the Petition and no claims were made against him in

respect of the Petition. Based on public information and to the best knowledge of Mr. Lee, as at the Latest Practicable Date, Ming Lam Holdings is still in the process of winding up. Save as disclosed above, there is no other matter that needs to be brought to the attention of the Shareholders.

If elected, Mr. Lee will receive a remuneration of HK\$130,000 per annum (tax inclusive) in accordance with the service contract and will be subject to the approval of the Shareholders at the EGM. Such Director's remuneration is determined with reference to the prevailing market rate and the expansion scale of the Company.

General

All the term of office of each of the above candidates for Directors, if elected, will be three years commencing on 14 October 2023 and ending on 13 October 2026. If elected, the service contracts will be entered into by the chairman of the Board (on behalf of the Company) with all the elected Directors under the terms and conditions which the Board thinks fit.

As at the Latest Practicable Date and save as disclosed above, none of the above candidates for Directors have any interest in the shares of the Company within the meaning of Part XV of the SFO. They have not been subject to any public sanctions by statutory or regulatory authority.

Save as disclosed above, the above candidates for Directors have not held any directorships in any other public listed companies in the past three years and do not have any other relationship with any Directors, senior management, substantial or controlling Shareholders (as defined in the Listing Rules) of the Company. Save as disclosed above, there are no other matters concerning the appointments of the above candidates as Directors that need to be brought to the attention of the Shareholders or the Stock Exchange and there are no other matters which shall be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

SUPERVISORS**Candidates for Independent Supervisors**

Ms. Yao Wenying (姚文英), aged 55, has been an independent Supervisor of the Company since May 2015 and the chairman of the Supervisory Committee since April 2021. From September 1986 to July 1990, Ms. Yao studied at Northeast Forestry University where she obtained her Bachelor's degree in Finance and Accounting. From December 2004 to December 2007, she studied at Xinjiang University of Finance and Economics and received her Master's degree in Management with a major in Accounting. Ms. Yao held a teaching post in the School of Business Administration of Urumqi Vocational University from October 1990 to August 2004 and served as its Head of Accounting Simulation Teaching and Research Centre and Head of Department of Finance and Economics. She was a teaching staff member in the Department of Finance in Xinjiang College of Finance and Economics (the predecessor of Xinjiang University of Finance and Economics) from September 2004 to August 2007. She has been teaching in the School of Accounting of Xinjiang University of Finance and Economics since September 2007. She was promoted as a Professor of Accounting in December 2010 and retired in October 2022. Ms. Yao has been serving as an independent director of Xinjiang China Enterprise Hong Bang Conservation (Group) Co., Ltd.* (新疆中企宏邦節水(集團)股份有限公司) from July 2012 to May 2018, an independent director of Xinjiang Xingwo Mechanical Technology Service Co., Ltd.* (新疆星沃機械技術服務股份有限公司) from November 2012 to June 2018, and an independent director of Xinjiang Xuefeng Sci-Tech (Group) Co., Ltd (Stock Code: 603227) from January 2015 to June 2022. Since February 2019, she has served as an independent director of Leon Technology Co., Ltd (Stock code: 300603). She has served as an independent director of Nong 11 Shi Shengtian Investment Co., Ltd.* (農十一師盛天投資公司) from August 2019 to July 2020, an independent director of Xinjiang Lixin Energy Co., Ltd.* (新疆立新能源股份有限公司) (Stock Code: 001258) since November 2020, an independent director of Xinjiang Jiuzhou Hengchang Supply Chain Management Co., Ltd.* (新疆九洲恒昌供應鏈管理股份有限公司) since August 2022 and an independent director of Xinjiang Zhongtai Chemical Company Limited* (新疆中泰化學股份有限公司) (Stock Code: 002092) since December 2022.

If elected, Ms. Yao's remuneration will be RMB40,000 per annum (tax inclusive) in accordance with the service contract, subject to the approval by the Shareholders at the EGM. Such Supervisor's remuneration is determined with reference to her remuneration in the past term, the prevailing market rate and the expansion of the scale of the Company.

Mr. Meng Guojun (孟國鈞), aged 64, has been an independent Supervisor of the Company since October 2017. Mr. Meng studied at Xinjiang University from March 1978 to February 1982, majoring in physical geography and obtained Bachelor's degree in science. He completed the Master's degree program in political economics in Xinjiang University in April 2001, obtaining a certificate equivalent to postgraduate qualification. From July 1992 to May 2012, Mr. Meng was successively engaged in the management and research of Xinjiang Uyghur Autonomous Region in the aspects of regional economy, land and resources, environmental protection, energy conservation and emission reduction, circular economy, basic surveying and mapping and development of western region. He was engaged as the development specialist of Xinjiang Kanas National Geopark region and obtained the qualification of auditor for clean production of the PRC Environmental Protection Agency in September 2007. From February 2000 to August 2005, Mr. Meng served as the deputy director of Region Division of Xinjiang Uygur Autonomous Region Development and Reform Commission. From August 2005 to May 2012, he served as the senior investigator of Region Division, Hightech Department, Environmental Information Division, Resources and Environment Division, Property Division, Western Development Division of Xinjiang Uygur Autonomous Region Development and Reform Commission. He retired in May 2012.

If elected, Mr. Meng's remuneration will be RMB40,000 per annum (tax inclusive) in accordance with the service contract, subject to the approval by the Shareholders at the EGM. Such Supervisor's remuneration is determined with reference to his remuneration in the past term, the prevailing market rate and the expansion scale of the Company.

Candidate for Shareholders' representative Supervisor

Ms. Chen Rong (陳蓉), aged 52, was a Shareholders' representative Supervisor of the Company from June 2016 to June 2021. Ms. Chen graduated from Xinjiang University of Finance and Economics (新疆財經大學) in December 1991, majoring in accounting. She graduated from Shihezi University in June 2017, majoring in civil engineering. Ms. Chen is a domestic qualified accountant with the Accounting Certificate (Intermediate Level) and was awarded the professional designation of Certified Internal Auditor, Certification in Risk Management Assurance and Certified Information Systems Auditor. Ms. Chen joined Zijin Mining Group Co., Ltd.* (紫金礦業集團股份有限公司) (Stock Code: 2899) since March 2011, where she successively worked as the deputy head and the head of the supervision and auditing department of Zijin Mining Northwest Company Limited* (紫金礦業集團西北有限公司), the deputy head and the head of the supervision and auditing department and market supervision and auditing team of Zijin Mining Group Co., Ltd., and chairman of supervisory committee of Zijin Copper Co., Ltd.* (紫金銅業有限公司). Ms. Chen has served as the chairman of the supervisory committee of Xinjiang Tianlong Mining Co., Ltd.* (新疆天龍礦業股份有限公司) since March 2023.

If elected, Ms. Chen will not receive any Supervisor's remuneration from the Company under her service contract.

Employee's representative Supervisors**Mr. Li Shouqiang**

Mr. Li Shouqiang will not receive any Supervisor's remuneration from the Company under his service contract. The remuneration payable to Mr. Li by the Company shall be determined in accordance with the remuneration standard and administrative measures of payment in respect of his working position.

Mr. Huang Fakai

Mr. Huang Fakai will not receive any Supervisor's remuneration from the Company under his service contract. The remuneration payable to Mr. Huang by the Company shall be determined in accordance with the remuneration standard and administrative measures of payment in respect of his working position.

General

All the term of office of the above candidates for independent Supervisors, Shareholders' representative Supervisor and the employee's representative Supervisors will be three years commencing on 14 October 2023 and ending on 13 October 2026. If elected, the service contracts will be entered into by the chairman of the Board (on behalf of the Company) with all the elected Supervisors under the terms and conditions which the Board of the Company thinks fit.

As at the Latest Practicable Date and save as disclosed above, none of the above candidates for Supervisors have any interest in the shares of the Company within the meaning of Part XV of the SFO. They have not been subject to any public sanctions by statutory or regulatory authority.

Save as disclosed above, the above candidates for Supervisors have not held any directorships in any public listed companies in the past three years and do not have any relationship with any Directors, senior management, substantial or controlling Shareholders (as defined in the Listing Rules) of the Company. Save as disclosed above, there are no other matters concerning the proposed appointments of the above candidates as Supervisors of the Supervisory Committee that need to be brought to the attention of the Shareholders and the Stock Exchange and there are no other matters which shall be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

NOTICE OF THE EGM



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 THE EGM

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (“**EGM**”) of Xinjiang Xinxin Mining Industry Co., Ltd. (the “**Company**”) will be held at 11:00 a.m. on Friday, 13 October 2023 at Conference Room, 6/F, No. 501, Fusion South Road, Cooperation Zone, Economic and Technological Development Zone, Urumqi, Xinjiang, the People’s Republic of China (the “**PRC**”) to consider and, if thought fit, to pass the following resolutions:

ORDINARY RESOLUTIONS

1. To consider and approve individually each of the following ordinary resolutions in relation to the election of executive directors, non-executive directors and independent non-executive directors of the seventh session of the board of directors of the Company:
 - (1) THAT the re-election of Mr. Qi Xinhui as an executive director of the Company be and is hereby approved, with effect from 14 October 2023 for a term of three years until 13 October 2026;
 - (2) THAT the re-election of Mr. Guo Quan as a non-executive director of the Company be and is hereby approved, with effect from 14 October 2023 for a term of three years until 13 October 2026;
 - (3) THAT the re-election of Mr. Zhou Chuanyou as a non-executive director of the Company be and is hereby approved, with effect from 14 October 2023 for a term of three years until 13 October 2026;
 - (4) THAT the re-election of Mr. Wang Lijian as a non-executive director of the Company be and is hereby approved, with effect from 14 October 2023 for a term of three years until 13 October 2026;

NOTICE OF THE EGM

- (5) THAT the election of Ms. Chen Yang as a non-executive director of the Company be and is hereby approved, with effect from 14 October 2023 for a term of three years until 13 October 2026;
 - (6) THAT the re-election of Mr. Hu Chengye as a non-executive director of the Company be and is hereby approved, with effect from 14 October 2023 for a term of three years until 13 October 2026;
 - (7) THAT the re-election of Mr. Hu Benyuan as an independent non-executive director of the Company be and is hereby approved, with effect from 14 October 2023 for a term of three years until 13 October 2026;
 - (8) THAT the re-election of Mr. Wang Qingming as an independent non-executive director of the Company be and is hereby approved, with effect from 14 October 2023 for a term of three years until 13 October 2026;
 - (9) THAT the re-election of Mr. Lee Tao Wai as an independent non-executive director of the Company be and is hereby approved, with effect from 14 October 2023 for a term of three years until 13 October 2026.
2. To consider and approve individually each of the following ordinary resolutions in relation to the election of independent supervisors and shareholders' representative supervisor of the seventh session of the supervisory committee of the Company:
- (1) THAT the re-election of Ms. Yao Wenying as an independent supervisor of the Company be and is hereby approved, with effect from 14 October 2023 for a term of three years until 13 October 2026;
 - (2) THAT the re-election of Mr. Meng Guojun as an independent supervisor of the Company be and is hereby approved, with effect from 14 October 2023 for a term of three years until 13 October 2026;
 - (3) THAT the election of Ms. Chen Rong as a shareholders' representative supervisor of the Company be and is hereby approved, with effect from 14 October 2023 for a term of three years until 13 October 2026.

NOTICE OF THE EGM

3. To consider and approve individually each of the following ordinary resolutions in relation to the remuneration of all the elected directors of the seventh session of the board of directors of the Company, in accordance with the service contracts:
- (1) THAT there shall not be any director's remuneration payable by the Company to Mr. Qi Xinhui be and is hereby approved, the remuneration payable to Mr. Qi Xinhui by the Company shall be determined in accordance with the remuneration scale and payment procedures in respect of his working position;
 - (2) THAT there shall not be any director's remuneration payable by the Company to Mr. Guo Quan be and is hereby approved;
 - (3) THAT there shall not be any director's remuneration payable by the Company to Mr. Zhou Chuanyou be and is hereby approved;
 - (4) THAT there shall not be any director's remuneration payable by the Company to Mr. Wang Lijian be and is hereby approved;
 - (5) THAT there shall not be any director's remuneration payable by the Company to Ms. Chen Yang be and is hereby approved;
 - (6) THAT there shall not be any director's remuneration payable by the Company to Mr. Hu Chengye be and is hereby approved;
 - (7) THAT the director's remuneration payable by the Company to Mr. Hu Benyuan is RMB70,000 per annum (tax inclusive) and is hereby approved;
 - (8) THAT the director's remuneration payable by the Company to Mr. Wang Qingming is RMB70,000 per annum (tax inclusive) and is hereby approved;
 - (9) THAT the director's remuneration payable by the Company to Mr. Lee Tao Wai is HK\$130,000 per annum (tax inclusive) and is hereby approved.

NOTICE OF THE EGM

4. To consider and approve individually each of the following ordinary resolutions in relation to the remuneration of all the elected supervisors of the seventh session of the supervisory committee of the Company, in accordance with the service contracts:
- (1) THAT there shall not be any supervisor's remuneration payable by the Company to Mr. Li Shouqiang be and is hereby approved, the remuneration payable to Mr. Li Shouqiang by the Company shall be determined in accordance with the remuneration scale and payment procedures in respect of his working position;
 - (2) THAT there shall not be any supervisor's remuneration payable by the Company to Mr. Huang Fakai be and is hereby approved, the remuneration payable to Mr. Huang Fakai by the Company shall be determined in accordance with the remuneration scale and payment procedures in respect of his working position;
 - (3) THAT there shall not be any supervisor's remuneration payable by the Company to Ms. Chen Rong be and is hereby approved;
 - (4) THAT the supervisor's remuneration payable by the Company to Ms. Yao Wenying shall be RMB40,000 per annum (tax inclusive) be and is hereby approved;
 - (5) THAT the supervisor's remuneration payable by the Company to Mr. Meng Guojun shall be RMB40,000 per annum (tax inclusive) be and is hereby approved.
5. To consider and approve the ordinary resolution on the authorisation to the board of directors of the Company, for the chairman to sign the service contracts with all elected directors or supervisors upon such terms and conditions as it may deem fit, and to do such acts to effect such matters.
6. To consider and approve the ordinary resolution on the appointment of ShineWing Certified Public Accountants LLP as the auditor of the Company and to authorise the board of directors of the Company to fix its remuneration.

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

Xinjiang, the PRC
29 August 2023

NOTICE OF THE EGM

Notes:

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

The register of members of the Company will be closed from Wednesday, 13 September 2023 to Friday, 13 October 2023 (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 Tuesday, 12 September 2023. Shareholders of the Company whose names appear on the register of members of the Company at the opening of business on Friday, 13 October 2023 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 Saturday, 23 September 2023. 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.

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 EGM.

NOTICE OF THE EGM

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 EGM is expected to last for approximately 2 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 directors of the Company are Mr. Qi Xinhui and Mr. Yu Wenjiang; the non-executive directors of the Company are Mr. Guo Quan, Mr. Zhou Chuanyou, Mr. Hu Chengye and Mr. Wang Lijian; and the independent non-executive directors of the Company are Mr. Hu Benyuan, Mr. Wang Qingming and Mr. Lee Tao Wai.

* *For identification purposes only*