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If you have sold or transferred all your shares in XINJIANG XINXIN MINING INDUSTRY CO., LTD., you should at once hand this circular to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

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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 ELECTIONS OF DIRECTORS
(II) RE-ELECTIONS AND ELECTIONS OF SUPERVISORS
(III) AMENDMENTS TO THE ARTICLES OF ASSOCIATION

A letter from the Board of the Company is set out on pages 1 to 4 of this circular.

The Company will convene the EGM at 11:00 a.m. on Friday, 13 October 2017 at the Conference Room, 19th level, Youse Building, No.4 You Hao North Road, Urumqi, Xinjiang, the People's Republic of China. The notice convening the EGM is set out on pages 22 to 26 of this circular and the relevant notice of attendance and proxy form are enclosed with this circular. Shareholders who wish to attend the EGM are required to return the notice of attendance in accordance with the instructions printed thereon as soon as possible and in any event not later than 22 September 2017.

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 2017

* 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
“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
“Directors”	the directors of the Company
“EGM”	the extraordinary general meeting of the Company of 2017 to be held at 11:00 a.m. on Friday, 13 October 2017 at the Conference Room, 19th level, Youse Building, No.4 You Hao North Road, Urumqi, Xinjiang, the PRC, notice of which is set out on pages 22 to 26 of this circular
“H Shares”	overseas listed foreign shares in the ordinary share capital of the Company with a nominal value of RMB0.25 each which are subscribed for and traded in Hong Kong dollars and listed on the Stock Exchange
“HKD”	Hong Kong dollars, the lawful currency of the Hong Kong Special Administrative Region
“Latest Practicable Date”	29 August 2017, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“RMB”	Renminbi yuan, the lawful currency of the PRC
“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

DEFINITIONS

“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

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Guo Quan

Mr. Lu Xiaoping

Non-executive Directors:

Mr. Guo Haitang

Mr. Shi Wenfeng

Mr. Zhou Chuanyou

Mr. Hu Chengye

Independent Non-executive Directors:

Mr. Chen Jianguo

Mr. Wang Lijin

Mr. Li Wing Sum Steven

Statutory address and principal

place of business in the PRC:

7/F, Youse Building

No.4 You Hao North Road

Urumqi

Xinjiang

Registered office in Hong Kong:

6/F Nexus Building

41 Connaught Road Central

Central, Hong Kong

29 August 2017

To the Shareholders

Dear Sir or Madam,

(I) RE-ELECTIONS AND ELECTIONS OF DIRECTORS
(II) RE-ELECTIONS AND ELECTIONS OF SUPERVISORS
(III) AMENDMENTS TO THE ARTICLES OF ASSOCIATION

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

* *For identification purposes only*

LETTER FROM THE BOARD

1. RE-ELECTIONS AND ELECTIONS OF DIRECTORS

Since the term of the fourth session of the Board will expire on 13 October 2017, the Board proposed the election of the following persons to be members of the fifth session of the Board at the EGM:

Proposed Directors

Proposals

Executive Directors

Guo Quan

Re-election as an executive Director

Liu Jun

Election as an executive Director

Non-executive Directors

Zhang Guohua

Election as a non-executive Director

Shi Wenfeng

Re-election as a non-executive Director

Zhou Chuanyou

Re-election as a non-executive Director

Hu Chengye

Re-election as a non-executive Director

Independent non-executive Directors

Hu Benyuan

Election as an independent non-executive Director

Wang Lijin

Re-election as an independent non-executive Director

Li Wing Sum Steven

Re-election as an independent non-executive Director

The term of the fifth session of the Board will be for three years commencing from 14 October 2017 and ending on 13 October 2020.

The Board also proposed the granting of authorisation to the Board for service contracts to be entered into by the Chairman 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 all such acts to effect such matters.

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

LETTER FROM THE BOARD

2. RE-ELECTIONS AND ELECTIONS OF SUPERVISORS

Since the term of the fourth session of the Supervisory Committee will expire on 13 October 2017, the Board proposed the election of the following persons to be members of the fifth session of the Supervisory Committee at the EGM:

Proposed Supervisors

Proposals

Independent Supervisors

Yao Wenying

Re-election as an independent Supervisor

Meng Guojun

Election as an independent Supervisor

Shareholders' Representative Supervisor

Chen Rong

Re-election as a Shareholders' representative Supervisor

Mr. Yu Wenjiang and Mr. Li Jiangping have been elected as the employees' representative Supervisors for the fifth session of the Supervisory Committee at a staff representatives' meeting of the Company held on 28 July 2017.

The term of the fifth session of the Supervisory Committee will be for three years commencing from 14 October 2017 and ending on 13 October 2020.

The Board also proposed the granting of authorization to the Board for service contracts to be entered into by the Chairman 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 all such acts to effect such matters.

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

3. AMENDMENTS TO THE ARTICLES OF ASSOCIATION

In order to comply with the relevant requirements of 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, the Company proposed to make amendments to certain provisions of the Articles of Association.

LETTER FROM THE BOARD

According to the Articles of Association and the relevant laws and regulations, the proposed amendments to the Articles of Association are subject to the approval of the Shareholders by way of special resolution at the general meeting of the Company. Further, the proposed amendments to the Articles of Association will become effective after the relevant procedures for the approval and/or registration or filing in the PRC have been completed.

Please refer to Appendix II for the details of the proposed amendments to the Articles of Association.

4. EGM

A notice of the EGM is set out on pages 22 to 26 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 of 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. RECOMMENDATION

The Directors consider that each of the proposed resolutions set out in the notice of the EGM are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of each of such proposed resolutions.

Yours faithfully,
By Order of the Board of
Xinjiang Xinxin Mining Industry Co., Ltd.
Gou Haitang
Chairman

DIRECTORS**Candidates for Executive Directors**

Mr. Guo Quan (郭全), aged 48, has served as the general manager of the Company since March 2015 and as an executive Director of the Company since May 2015. He studied at the Department of Geology of Northeastern University (東北大學) from September 1986 to August 1989 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 28 years of relevant professional techniques and corporate management experience in non-ferrous metal industry in Xinjiang. 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 Quaxin 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 Resources 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 became 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.

If elected, Mr. Guo will not receive any Directors' remuneration from the Company under his service contract. The remuneration payable to Mr. Guo 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.

Mr. Liu Jun (劉俊), aged 52, has been the chief engineer of the Company since March 2015. From September 1983 to July 1987, he studied at Kunming University of Science and Technology (昆明理工大學), majoring in mining engineering, and obtained a Bachelor's degree. Mr. Liu has more than 30 years of relevant professional techniques and corporate management experience in non-ferrous metal industry in Xinjiang. From May 1991 to August 2005, he was the deputy head of the mining workshop, the head of production and technical division, the deputy chief engineer, the chief engineer and deputy head of Kalatongke nickel-copper mine (喀拉通克鎳銅礦). From September 2005 to August 2008, Mr. Liu served as an executive Director and the deputy general manager of the Company, and the head of Kalatongke nickel-copper mine. He served as an executive Director and the deputy general manager of the Company from September 2008 to January 2014, and a director and the general manager of Xinjiang Asia-Europe Rare Metals Co. Ltd.* (新疆亞歐稀有金屬股份有限公司) from February 2014 to March 2015. Mr. Liu has also served as the secretary to the party committee of the Company since July 2017.

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

APPENDIX I PROFILES OF CANDIDATES OF DIRECTORS AND SUPERVISORS

Candidates for Non-executive Directors

Mr. Zhang Guohua (張國華), aged 53, completed a postgraduate course in science and engineering management at Dalian University of Technology in November 2003. Mr. Zhang has accumulated more than 33 years of relevant professional techniques and corporate management experience in non-ferrous metal industry in Xinjiang. From October 1988 to March 1999, he successively served as the deputy section leader, the section leader of the environmental safety section, the supervisor in mining workshop, an assistant to the head of mine, the chairman of the labour union and the secretary of the communist party committee of the Kalatongke nickel-copper mine (喀拉通克鎳銅礦). He served as the deputy general manager and general manager of the sales branch of Xinjiang Non-ferrous Metals Industry Co. from April 1999 to February 2002. From March 2002 to August 2005, he served as the head of Kalatongke nickel-copper mine. From September 2005 to March 2015, Mr. Zhang served as an executive Director, the executive deputy general manager and the secretary of the Communist Party committee of the Company. From April 2015 to April 2017, he served as a director, the general manager and the vice secretary of the Party Committee of Xinjiang Non-ferrous Metal Industry (Group) Ltd.* (新疆有色金屬工業(集團)有限責任公司), and he has served as a chairman and the secretary of the Party Committee of Xinjiang Non-ferrous Metal Industry (Group) Ltd.* since April 2017.

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

Mr. Shi Wenfeng (史文峰), aged 50, has been a non-executive Director and the vice-chairman of the Company since December 2015. Mr. Shi studied at Chengdu University of Science and Technology (成都科技大學) from September 1985 to July 1989, majoring in the metallurgy of non-ferrous metals and obtained a Bachelor's degree. He completed an EMBA program and obtained a master's degree from University of Science and Technology Beijing in January 2013. Mr. Shi has accumulated more than 28 years of relevant professional techniques and corporate management experience in non-ferrous metal industry in Xinjiang. From September 1993 to August 2005, he served as the deputy head of the refinery workshop, the head of the production division, an assistant to the head, the deputy head and the head of the Fukang Refinery (阜康冶煉廠), and from September 2005 to February 2015, he served as an executive Director and the general manager of the Company. From March 2015 to November 2015, he served as an executive Director and vice chairman of the Company. Mr. Shi has also been the vice general manager of Xinjiang Non-ferrous Metal Industry (Group) Ltd.* (新疆有色金屬工業(集團)有限責任公司) since March 2015.

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

APPENDIX I PROFILES OF CANDIDATES OF DIRECTORS AND SUPERVISORS

Mr. Zhou Chuanyou (周傳有), aged 53, served as a non-executive Director and the vice-chairman of the Company from September 2005 to February 2015, and has been a non-executive Director of the Company since March 2015. Mr. Zhou completed a postgraduate course in law at Fudan University (復旦大學) and obtained a Master's degree in July 1987. From September 1995, Mr. Zhou 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 (Group) Ltd.* (中金投資(集團)有限公司), and is now the chairman of the board of Zhongjin Investment (Group) Ltd.* in which he is the beneficial owner of 100% interest. 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 Kuangneng Co. Ltd.* (上海怡聯礦能實業有限公司) since May 2005 and is currently the beneficial owner of 100% shareholding of Shanghai Yilian Kuangneng Co. Ltd.*. Shanghai Yilian Kuangneng Co. Ltd.* holds 12.80% shareholding of the Company and Zhongjin Investment (Group) Ltd.* holds 8.96% shareholding 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 Kuangneng Co. Ltd.* and Zhongjin Investment (Group) Ltd.*. 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.

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

Mr. Hu Chengye (胡承業), aged 53, 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 Huizhong Yifu 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 (Group) Ltd.* since February 2014.

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

APPENDIX I PROFILES OF CANDIDATES OF DIRECTORS AND SUPERVISORS

Candidates for Independent Non-executive Directors

Mr. Hu Benyuan, aged 43, 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, and has served as the deputy dean of Institute of Accounting of Xinjiang University of Finance & Economics since January 2011. 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 PRC since 2009, and he is currently serving as independent directors in three A Shares listed companies in PRC, including as an independent director of TBEA (Stock Code: 600089) since May 2012, as an independent director of Guanghui Energy Co., Ltd. (Stock Code: 600256) since December 2013 and as an independent director of International Industry Co., Ltd. (Stock Code: 000159) since August 2014.

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 the prevailing market rate and the expansion scale of the Company.

Mr. Wang Li Jin (汪立今), aged 58, has been an independent non-executive Director of the Company since May 2011. He studied at Xinjiang University with a Bachelor's degree, majoring in Survey and Exploration of Mineral Resources from February 1978 to February 1982. Since February 1982, Mr. Wang has been teaching in the College of Geology and Exploration of Xinjiang University (新疆大學地質與勘查工程學院); he was promoted to a professor in November 2000, and is currently a Master Instructor of Xinjiang University. From March 2004 to September 2004, Mr. Wang was sent by the National Government to the Department of Geological Sciences, University of Michigan Ann Arbor, USA, for further study, majoring in mineral deposit geology and mineralogy, and conducting scientific research work in mineral deposit geology and mineralogy. In the past three decades, Mr. Wang has been engaged in university geology teaching and research work, is rich in professional expertise, and has been familiar with businesses. Mr. Wang currently serves as a council member of the China Society of Mineralogy, Petrology and Geochemistry (中國礦物岩石地球化學學會), a committee member of the Professional Committee of Technological Mineralogy of China (中國工藝礦物學專業委員會), an executive director of the China Geological Society of Education (中國地質教育學會), a committee member of the China Environmental Mineralogy Professional Committee (中國環境礦物學專業委員會), and is the life member of the China Society of Mineralogy, Petrology and Geochemistry.

APPENDIX I PROFILES OF CANDIDATES OF DIRECTORS AND SUPERVISORS

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 remuneration is determined with reference to his remuneration in the past term, the prevailing market rate and the expansion scale of the Company.

Mr. Li Wing Sum Steven (李永森), aged 60, has been an independent non-executive Director of the Company since October 2011. Mr. Li is a fellow member of the Association of Chartered Certified Accountants, the Hong Kong Institute of Certified Public Accountants and the Taxation Institute of Hong Kong, and a member of the Hong Kong Institute of Directors and Certified Tax Adviser Institute of Hong Kong. Mr. Li has accumulated over 30 years' experience in auditing, accounting, company secretarial services, taxation and financial management. Mr. Li once served as a financial controller, executive director, independent non-executive director and company secretary in several Hong Kong listed companies, and currently, he is still acting as an independent non-executive director and company secretary in three Hong Kong listed companies, including serving as the company secretary of Shanghai Fudan Microelectronics Group Company Limited (Stock Code: 1385) since July 2000, the Company Secretary of China National Cultural Group Ltd. (Stock Code: 0745) since May 2014, and an independent non-executive director of Wang On Properties Limited (Stock Code: 1243) since April 2016. Mr. Li is also a certified public accountant (practicing) and a partner of a certified public accountant firm in Hong Kong.

If elected, Mr. Li will receive a remuneration of HK\$130,000 per annum (tax inclusive) and will be subject to the approval of 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.

General

All the term of office of each of the above candidates for Directors, if elected, will be three years commencing on 14 October 2017 and ending on 13 October 2020. If elected, the service contracts will be entered into by the Chairman (on behalf of the Company) with all the newly-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 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 Wenyong (姚文英), aged 49, has been an independent supervisor of the Company since May 2015. 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 2005 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. She served as 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 to be Professor of Accounting in December 2010 and currently she is a tutor for postgraduates in Xinjiang University of Finance and Economics. She has been serving as 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) since July 2012, as 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) since November 2012, and as independent director of Xinjiang Xuefeng Sci-Tech (Group) Co., Ltd (Stock Code: 603227) since January 2015.

If elected, Ms. Yao's remuneration will be RMB40,000 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 her remuneration in the past term, the prevailing market rate and the expansion of the scale of the Company.

APPENDIX I PROFILES OF CANDIDATES OF DIRECTORS AND SUPERVISORS

Mr. Meng Guojun (孟國鈞), aged 59, 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 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 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, High-tech 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 and will be subject to the approval by the Shareholders at the EGM, such remuneration is determined with reference to the prevailing market rate and the expansion scale of the Company.

Candidates for Shareholders' Representative Supervisor

Ms. Chen Rong (陳蓉), aged 46, has been a shareholders' representative supervisor of the Company since June 2016. Ms. Chen graduated from Xinjiang University of Finance and Economics (新疆財經大學) in December 1991, majoring in accounting. From 1988 to February 2011, Ms. Chen held various positions at various institutions, including as an officer of Xinhua South Road Sub-branch, Banking Department of Xinjiang Uygur Autonomous Region Branch, China Construction Bank (中國建設銀行新疆區分行營業部新華南路支行), as an auditor of Xinjiang Xinxin Huatong Accounting Firm (新疆新新華通會計師事務所), and as a tax adviser of Xinjiang Xinrui Tax Agent (新疆鑫瑞稅務師事務所). She is currently working as an officer at the supervision and auditing department of Zijin Mining Group Co., Ltd. (紫金礦業集團股份有限公司) (Stock Code: 2899) where Ms. Chen successively worked as an officer, the deputy head and the head of the supervision and auditing department of Zijin Mining Northwest Company Limited, a subsidiary of Zijin Mining Group Co., Ltd., since she joined Zijin Mining Group Co., Ltd. in March 2011. Ms. Chen is now a domestic qualified accountant with the Accounting Certificate (Intermediate Level). She was awarded the professional designation of Certified Internal Auditor and a Certification in Risk Management Assurance from the Institute of Internal Auditors in the U.S.A. in November 2010 and in July 2012, respectively.

APPENDIX I PROFILES OF CANDIDATES OF DIRECTORS AND SUPERVISORS

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

Employee's representative Supervisors

Mr. Yu Wenjiang

Mr. Yu will not receive any Supervisor's remuneration from the Company under his service contract.

Mr. Li Jiangping

Mr. Li will not receive any Supervisor's remuneration from the Company under his service contract.

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 2017 and ending on 13 October 2020. If elected, the service contracts will be entered into by the Chairman with all the newly-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.

APPENDIX II PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

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).

APPENDIX II PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

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;

APPENDIX II PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

- (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;

APPENDIX II PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

- (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.

APPENDIX II PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

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 conforms to relevant provisions of the Constitution of the Chinese Communist Party, among which the party secretary should be a director of the Company, and there should 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;

APPENDIX II PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

- (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;

APPENDIX II PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

- (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 synchronised 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;

APPENDIX II PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

- (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;

APPENDIX II PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

- (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.**

NOTICE OF THE EGM



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 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 2017 at Conference Room, 19th level, Youse Building, No. 4 You Hao North Road, 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 each of the following matters in relation to the election of the executive directors, non-executive directors and independent non-executive directors of the fifth session of the board of directors of the Company (the “Board”):
 - 1.1 THAT the re-election of Mr. Guo Quan as an executive director of the Company be and is hereby approved, with effect from 14 October 2017 for a term of three years until 13 October 2020.
 - 1.2 THAT the election of Mr. Liu Jun as an executive director of the Company be and is hereby approved, with effect from 14 October 2017 for a term of three years until 13 October 2020.
 - 1.3 THAT the election of Mr. Zhang Guohua as a non-executive director of the Company be and is hereby approved, with effect from 14 October 2017 for a term of three years until 13 October 2020.
 - 1.4 THAT the re-election of Mr. Shi Wenfeng as a non-executive director of the Company be and is hereby approved, with effect from 14 October 2017 for a term of three years until 13 October 2020.

* *For identification purposes only*

NOTICE OF THE EGM

- 1.5 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 2017 for a term of three years until 13 October 2020.
 - 1.6 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 2017 for a term of three years until 13 October 2020.
 - 1.7 THAT the election of Mr. Hu Benyuan as an independent non-executive director of the Company be and is hereby approved, with effect from 14 October 2017 for a term of three years until 13 October 2020.
 - 1.8 THAT the re-election of Mr. Wang Lijin as an independent non-executive director of the Company be and is hereby approved, with effect from 14 October 2017 for a term of three years until 13 October 2020.
 - 1.9 THAT the re-election of Mr. Li Wing Sum Steven as an independent non-executive director of the Company be and is hereby approved, with effect from 14 October 2017 for a term of three years until 13 October 2020.
2. To consider and approve each of the following matters in relation to the election of the independent Supervisors and Shareholders' representative Supervisor of the fifth session of the supervisory committee of the Company (the "Supervisory Committee"):
- 2.1 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 2017 for a term of three years until 13 October 2020.
 - 2.2 THAT the election of Mr. Meng Guojun as an independent Supervisor of the Company be and is hereby approved, with effect from 14 October 2017 for a term of three years until 13 October 2020.
 - 2.3 THAT the re-election of Ms. Chen Rong as a Shareholders' representative Supervisor of the Company be and is hereby approved, with effect from 14 October 2017 for a term of three years until 13 October 2020.

NOTICE OF THE EGM

3. To consider and approve each of the following matters in relation to the remuneration of all the newly- elected directors of the Board, in accordance with the service contracts:
- 3.1 THAT there shall not be any director's remuneration payable by the Company to Mr. Guo Quan be and is hereby approved. The remuneration payable to Mr. Guo Quan by the Company shall be determined in accordance with the remuneration scale and payment procedures in respect of his working position.
 - 3.2 THAT there shall not be any director's remuneration payable by the Company to Mr. Liu Jun be and is hereby approved. The remuneration payable to Mr. Liu Jun by the Company shall be determined in accordance with the remuneration scale and payment procedures in respect of his working position.
 - 3.3 THAT there shall not be any director's remuneration payable by the Company to Mr. Zhang Guohua be and is hereby approved.
 - 3.4 THAT there shall not be any director's remuneration payable by the Company to Mr. Shi Wenfeng be and is hereby approved.
 - 3.5 THAT there shall not be any director's remuneration paid by the Company to Mr. Zhou Chuanyou be and is hereby approved.
 - 3.6 THAT there shall not be any director's remuneration paid by the Company to Mr. Hu Chengye be and is hereby approved.
 - 3.7 THAT the director's remuneration payable by the Company to Mr. Hu Benyuan is RMB70,000 per annum (tax inclusive) and is hereby approved.
 - 3.8 THAT the director's remuneration payable by the Company to Mr. Wang Lijin is RMB70,000 per annum (tax inclusive) and is hereby approved.
 - 3.9 THAT the director's remuneration payable by the Company to Mr. Li Wing Sum Steven is HK\$130,000 per annum (tax inclusive) and is hereby approved.
4. To consider and approve each of the following matters in relation to the remuneration of all the newly- elected supervisors of the Supervisory Committee, in accordance with the service contracts:
- 4.1 THAT there shall not be any supervisor's remuneration payable by the Company to Mr. Yu Wenjiang be and is hereby approved. The remuneration payable to Mr. Yu Wenjiang by the Company shall be determined in accordance with the remuneration scale and payment procedures in respect of his working position.

NOTICE OF THE EGM

- 4.2 THAT there shall not be any supervisor's remuneration payable by the Company to Mr. Li Jiangping be and is hereby approved. The remuneration payable to Mr. Li Jiangping by the Company shall be determined in accordance with the remuneration scale and payment procedures in respect of his working position.
- 4.3 THAT the supervisor's remuneration payable by the Company to Mr. Yao Wenyong shall be RMB40,000 per annum (tax inclusive) be and is hereby approved.
- 4.4 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.
- 4.5 THAT there shall not be any supervisor's remuneration payable by the Company to Ms. Chen Rong be and is hereby approved.
5. To consider, approve and authorise the matters in relation to authorisation to the Board for the Chairman to sign the service contracts with all newly-elected directors or supervisors upon such terms and conditions as the Board thinks fit, and to do such act to effect such matters.
6. To consider and approve other matters, if any.

SPECIAL RESOLUTION

1. To consider and approve the proposed amendments to the articles of association of the Company.
(Note 5)

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

Xinjiang, the PRC
29 August 2017

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 2017 to Friday, 13 October 2017 (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 2017. Shareholders of the Company whose names appear on the register of members of the Company at the opening of business on Friday, 13 October 2017 are entitled to attend the EGM.

NOTICE OF 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 Friday, 22 September 2017. 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.

Shareholders or their proxies are required to produce their identification documents when attending the EGM.

4. Others

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.

5. Please refer to Appendix II to the circular of the Company dated 29 August 2017 for details of the amendments to the articles of association of the Company.

As at the date of this notice, 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.