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**Xinjiang Xinxin Mining Industry Co., Ltd.\***

**新疆新鑫礦業股份有限公司**

*(a joint stock limited company incorporated in the People's Republic of China with limited liability)*

**(Stock code: 3833)**

**ANNOUNCEMENT**  
**VOTING RESULTS OF 2022 ANNUAL GENERAL MEETING**  
**AND**  
**RETIREMENT OF AUDITOR**  
**AND**  
**APPOINTMENT OF SUPERVISOR**  
**AND**  
**AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

The Board is pleased to announce that at the AGM held on 31 May 2023, all of the proposed resolutions (save for ordinary resolution numbered 5) as set out in the AGM Notice were duly passed by the Shareholders by way of poll.

**VOTING RESULTS OF AGM**

References are made to the Notice of 2022 Annual General Meeting dated 11 April 2023 (“**AGM Notice**”) and the circular dated 11 April 2023 (the “**Circular**”) of Xinjiang Xinxin Mining Industry Co., Ltd.\* (the “**Company**”). Terms used in this announcement shall have the same meanings as defined in the Circular unless otherwise stated.

The 2022 annual general meeting (the “AGM”) of the Company was held at 12:00 noon on Wednesday, 31 May 2023 at Conference Room, No.501, Fusion South Road, Cooperation Zone, Economic and Technological Development Zone, Urumqi, Xinjiang, the People’s Republic of China.

Pursuant to Rule 13.39(5) of the Listing Rules, the Board is pleased to announce that all the proposed resolutions (save for ordinary resolution numbered 5) as set out in the AGM Notice were duly passed by the Shareholders by way of poll at the AGM. The poll results were as follows:

| Ordinary Resolutions |                                                                                                                                                                                                                                                                                             | Number of Votes (%)           |                             |                             |
|----------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------|-----------------------------|-----------------------------|
|                      |                                                                                                                                                                                                                                                                                             | For <sup>(Note 5)</sup>       | Against <sup>(Note 5)</sup> | Abstain <sup>(Note 5)</sup> |
| 1.                   | To consider and approve the report of the directors of the Company for the year ended 31 December 2022;                                                                                                                                                                                     | 1,451,667,724<br>(99.943889%) | 1,000<br>(0.000069%)        | 814,000<br>(0.056042%)      |
| 2.                   | To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2022;                                                                                                                                                                         | 1,451,667,724<br>(99.943889%) | 1,000<br>(0.000069%)        | 814,000<br>(0.056042%)      |
| 3.                   | To consider and approve the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2022;                                                                                                                                              | 1,451,667,724<br>(99.943889%) | 1,000<br>(0.000069%)        | 814,000<br>(0.056042%)      |
| 4.                   | To consider and approve the accumulated profit distribution plan of the Company and the relevant declaration and payment of a final dividend of RMB0.15 per share of the Company for the year ended 31 December 2022 as recommended by the board of directors of the Company (the “Board”); | 1,452,482,724<br>(100%)       | 0<br>(0%)                   | 0<br>(0%)                   |
| 5.                   | To consider and approve the re-appointment of PricewaterhouseCoopers Zhong Tian LLP as the auditor of the Company and to authorise the Board to fix its remuneration; <i>(Note k)</i>                                                                                                       | 567,277,724<br>(39.055730%)   | 885,205,000<br>(60.944270%) | 0<br>(0%)                   |
| 6.                   | To consider and approve the appointment of Mr. Fu Nengwu as the shareholders’ representative supervisor of the sixth session of the supervisory committee of the Company for a term commencing from 31 May 2023 and ending on 13 October 2023; <i>(Note l)</i>                              | 1,452,481,724<br>(99.999931%) | 1,000<br>(0.000069%)        | 0<br>(0%)                   |
| 7.                   | To consider and approve no supervisor’s remuneration be payable by the Company to Mr. Fu Nengwu; and                                                                                                                                                                                        | 1,452,482,724<br>(100%)       | 0<br>(0%)                   | 0<br>(0%)                   |
| 8.                   | To consider and approve the authorisation of the Chairman of the Company to sign the supervisor’s service contract with Mr. Fu Nengwu upon such terms and conditions as the Board thinks fit, and to do such act to effect such matters.                                                    | 1,452,482,724<br>(100%)       | 0<br>(0%)                   | 0<br>(0%)                   |

| Special Resolution                                      |                                                                                                               | Number of Votes (%)           |                          |           |
|---------------------------------------------------------|---------------------------------------------------------------------------------------------------------------|-------------------------------|--------------------------|-----------|
|                                                         |                                                                                                               | For                           | Against                  | Abstained |
| 9.                                                      | To consider and approve the proposed amendment to the articles of association of the Company. <i>(Note m)</i> | 1,448,211,724<br>(99.705952%) | 4,271,000<br>(0.294048%) | 0<br>(0%) |
| The resolution was duly passed as a special resolution. |                                                                                                               |                               |                          |           |

*Notes:*

- (a) The total number of issued shares of the Company as at the date of the AGM was 2,210,000,000 shares (comprising the domestic shares of 1,259,420,000 and H shares of 950,580,000), all the holders of which were entitled to attend and vote on all of the proposed resolutions at the AGM.
- (b) The Shareholders and authorised proxies holding an aggregate of 1,452,482,724 shares, representing 65.72% of the total issued shares of the Company, were present at the AGM.
- (c) There were no restrictions on any Shareholder casting votes on any of the proposed resolutions at the AGM.
- (d) There was no share of the Company entitling the holder to attend and vote only against the proposed resolutions at the AGM.
- (e) None of the Shareholders has stated the intention in the Circular to vote against any of the proposed resolutions at the AGM.
- (f) There were no shares entitling the holder to attend and abstain from voting in favour at the AGM as set out in Rule 13.40 of the Listing Rules and no shares of holders that are required under the Listing Rules to abstain from voting.
- (g) The holding of the AGM was in compliance with the requirements of the Company Law of the PRC and the articles of association of the Company.
- (h) The AGM was chaired by Mr. Guo Quan, chairman of the Board, and all the proposed resolutions (save for ordinary resolution numbered 5) as set out in the AGM Notice were duly passed by way of poll.
- (i) The Company's H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, acted as the scrutineer for the vote-taking at the AGM.
- (j) All Directors attended the AGM.
- (k) As less than 50% of the votes were cast in favour of the ordinary resolution numbered 5, the ordinary resolution numbered 5 in relation to the re-appointment of PricewaterhouseCoopers Zhong Tian LLP ("PwC") as the auditor of the Company was not passed at the AGM. Accordingly, PwC has retired as auditor of the Company with effect from the conclusion of the AGM.

In this respect, the Board noted that some Shareholders shared concern about re-appointing PwC which had been the auditor of the Company since 2007 and that according to the Administrative Measures for Selection and Appointment of Accounting Firms by Stated-owned Enterprise and Listed Companies issued by the Ministry of Finance of the PRC, State-owned Assets Supervision and Administration Commission of the State Council and China Securities Regulatory Commission, the term of consecutive engagement of the same accounting firm by a state-controlled enterprise shall, in principle, not exceed 8 years. The Board confirmed that there is no matter which is required to be brought to the attention of the Shareholders in relation to the retirement. The Company is in the process of identifying a suitable replacement to fill the vacancy following the retirement of PwC and will make further announcement relating to the appointment of new auditor of the Company as soon as practicable.

- (1) The profile of the newly appointed shareholders' representative supervisor, Mr. Fu Nengwu ("Mr. Fu"), is set out as follows:

**Mr. Fu Nengwu**, aged 45, studied at Fujian Coal Industry School\* (福建煤炭工業學校) from September 1994 to July 1998, majoring in surveying. From August 1998 to November 2016, Mr. Fu successively served as a technician in the technical department, office supervisor, deputy director of the mining plant office, assistant to the director, deputy director and director of the technical department, and director of the ecological and environmental protection department in the Zijin Mountain Gold Copper Mine\* (紫金山金銅礦) of Zijin Mining Group Investment Co., Ltd. (紫金礦業集團股份有限公司). He served as the director of safety and environmental protection of Heilongjiang Duobaoshan Copper Industry Co., Ltd.\* (黑龍江多寶山銅業股份有限公司) from November 2016 to May 2018. He served as the chairman of the Supervisory Committee of Wenshan Malipo Zijin Tungsten Group Co., Ltd. (文山麻栗坡紫金鎢業集團有限公司) in Yunnan province from May 2018 to May 2020. From May 2020 to April 2022, he served as a full-time supervisor and a director of the supervision and audit department of Tibet Julong Copper Co., Ltd.\* (西藏巨龍銅業有限公司), and concurrently as a chairman of Supervisory Committee of Tibet Julong Copper Co., Ltd. and Tibet Tian Yuan Minerals Exploration Ltd.\* (西藏天圓礦業資源開發有限公司). From April 2022 to March 2023, he served as a chairman of Supervisory Committee of Xinjiang Tianlong Mining Co., Ltd.\* (新疆天龍礦業股份有限公司).

Save as disclosed above, Mr. Fu (i) has not held any directorships in any public listed companies in the past three years; (ii) does not have any relationship with any Directors, senior management, substantial or controlling shareholder (as defined under the Listing Rules) of the Company; and (iii) has no interest in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters concerning the proposed appointment of Mr. Fu as the shareholders' representative supervisor 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.

The term of office of Mr. Fu will commence from 31 May 2023 to the date of the expiration of the term of the sixth session of the Supervisory Committee, i.e. 13 October 2023.

Mr. Fu will not receive any supervisor's fee for his role as the shareholders' representative supervisor of the Company. As Mr. Fu does not hold any other position in the Group, Mr. Fu will not receive any remuneration from the Group.

- (m) The details of the amendments to the Articles of Association of the Company are set out as follows:

**The original Article 19 which provides:**

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

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

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

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

**is approved to be amended as follows:**

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

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

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

Upon approval by China Securities Regulatory Commission, Zhongjin Investment (Group) Co., Ltd. converted 135,000,000 domestic unlisted shares that it held into overseas listed shares, and Zijin Mining Group (Xiamen) Investment Co., Ltd. converted 56,580,000 domestic unlisted shares that it held into overseas listed shares. On 19 December 2022, the aforesaid shares totaling 191,580,000 shares were listed on the Hong Kong Stock Exchange. Upon completion of the conversion of the domestic unlisted shares into overseas listed shares, the total number of shares of the Company shall be 2,210,000,000 shares (comprising 1,259,420,000 domestic ordinary shares, representing 56.99% of the total number of issued shares of the Company; and 950,580,000 H shares, representing 43.01% of the total number of issued shares of the Company).

Zhongjin Investment (Group) Co., Ltd. holds 63,028,000 domestic ordinary shares, representing 2.85% of the total number of issued shares of the Company; Zijin Mining Group (Xiamen) Investment Co., Ltd. no longer holds domestic ordinary shares.

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

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

Xinjiang, the PRC, 31 May 2023

*As at the date of this announcement, the executive Directors are Mr. Qi Xinhui and Mr. Yu Wenjiang; the non-executive Directors are Mr. Guo Quan, Mr. Zhou Chuanyou, Mr. Hu Chengye and Mr. Wang Lijian; and the independent non-executive Directors are Mr. Hu Benyuan, Mr. Wang Qingming and Mr. Lee Tao Wai.*

\* *For identification purpose only*