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

**新疆新鑫礦業股份有限公司**

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

**(Stock code: 3833)**

## **ANNOUNCEMENT**

### **PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

#### **PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

The Board hereby announces that at the meeting of the Board held on 30 March 2023, the Board considered and approved, among other things, the resolution on amendments to certain provisions of the Articles of Association, and it was agreed that such resolution be submitted to the shareholders of the Company for their consideration and approval at the AGM.

This announcement is made by the Company pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on the Stock Exchange.

## **PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

The Board hereby announces that at the meeting of the Board held on 30 March 2023, the Board considered and approved, among other things, the resolution on amendments to certain provisions of the Articles of Association in accordance with relevant laws and regulations including the Company Law of the PRC in view of the completion of the full circulation of the H shares of the Company. It was agreed that such resolution be submitted to the shareholders of the Company for their consideration and approval at the AGM.

The proposed resolutions in relation to the amendments to the Articles of Association 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.

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

Further details will be made by the Company in relation to the proposed amendments to the Articles of Association in the circular in respect of the forthcoming AGM.

## **DEFINITIONS**

In this announcement, the following terms have the following meanings:

“AGM”	the annual general meeting of 2022 of the Company proposed to be held on 31 May 2023, including any adjournment thereof
“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 of the Company

“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 with limited liability, the H Shares of which are listed on the Stock Exchange
“Director(s)”	one or all of the director(s) of the Company
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“PRC”	the People’s Republic of China (for the purpose of this announcement, excluding Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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

Xinjiang, the PRC, 30 March 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 purposes only*