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## THE CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your Shares in Xinjiang Xinxin Mining Industry Co., Ltd., you should at once hand this circular and the accompanying proxy form to the purchaser or transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.



**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)**

**REPORT OF THE DIRECTORS FOR THE YEAR OF 2022  
REPORT OF THE SUPERVISORS FOR THE YEAR OF 2022  
FINANCIAL STATEMENTS FOR THE YEAR OF 2022  
PROPOSED DECLARATION AND PAYMENT OF FINAL DIVIDENDS  
APPOINTMENT OF SUPERVISOR  
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
AND  
NOTICE OF 2022 ANNUAL GENERAL MEETING**

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A notice convening the AGM to be 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 is set out in this circular.

Every Shareholder who has the right to attend and vote at the AGM is entitled to appoint one or more proxies, whether or not they are members of the Company, to attend and vote on his behalf at the AGM. A proxy must be appointed by an instrument in writing and signed by the appointer or his attorney duly authorised in writing. If the appointer is a legal person, then the instrument shall be signed under a legal person's seal or signed by its director or an attorney duly authorised in writing. The instrument appointing the proxy shall be deposited at the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not less than 24 hours before the time appointed for the holding of the AGM. If the instrument appointing the proxy is signed by a person authorised by the appointer, the power of attorney or other document of authority under which the instrument is signed shall be notarised. The notarised power of attorney or other document of authority shall be deposited together and at the same time with the instrument appointing the proxy at the Company's H Share registrar. The return of a form of proxy will not preclude a Shareholder from attending in person and voting at the AGM if he so wishes. If more than one proxy is appointed, such proxies shall only be entitled to vote by poll. Shareholders or their proxies are required to produce their identification documents when attending the AGM.

\* *For identification purposes only*

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions have the following meanings:*

“AGM”	the 2022 annual general meeting of the Company to be held at 12:00 noon on Wednesday, 31 May 2023 at Conference Room, No.501, Fusion Road, Cooperation Zone, Economic and Technological Development Zone, Urumqi, Xinjiang, the People’s Republic of China
“AGM Notice”	the notice of the AGM
“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
“Domestic Share(s)”	ordinary share(s) in the share capital of the Company, with a nominal value of RMB0.25 each, which are subscribed for and/or credited as paid up in Renminbi
“Group”	the Company and its subsidiaries
“H Share(s)”	overseas listed foreign share(s) in the ordinary share capital of the Company with a nominal value of RMB0.25 each subscribed for and traded in Hong Kong dollars and listed on the Stock Exchange
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	31 March 2023
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

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## DEFINITIONS

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“PRC”	the People’s Republic of China, but for the purposes of this circular only, excludes the Hong Kong Special Administrative Region of the PRC, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi yuan, the lawful currency of PRC
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) with a nominal value of RMB0.25 each in the share capital of the Company, including both the H Shares and the Domestic Shares
“Shareholder(s)”	holder(s) of the Shares in the registers of members of the Company as from time to time
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

\* *For identification purposes only*

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## LETTER FROM THE BOARD

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

### **新疆新鑫矿业股份有限公司**

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

**(Stock code: 3833)**

*Executive Directors:*

Mr. Qi Xinhui  
Mr. Yu Wenjiang

*Non-executive Directors:*

Mr. Guo Quan  
Mr. Zhou Chuanyou  
Mr. Hu Chengye  
Mr. Wang Lijian

*Independent Non-executive Directors:*

Mr. Hu Benyuan  
Mr. Wang Qingming  
Mr. Lee Tao Wai

*Statutory address and principal  
place of business in the PRC:*

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

*Registered office in Hong Kong:*

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

11 April 2023

*To the Shareholders*

Dear Sir or Madam,

**REPORT OF THE DIRECTORS FOR THE YEAR OF 2022  
REPORT OF THE SUPERVISORS FOR THE YEAR OF 2022  
FINANCIAL STATEMENTS FOR THE YEAR OF 2022  
PROPOSED DECLARATION AND PAYMENT OF FINAL DIVIDENDS  
APPOINTMENT OF SUPERVISOR  
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
AND  
NOTICE OF 2022 ANNUAL GENERAL MEETING**

#### **INTRODUCTION**

The purpose of this circular is to provide you with the notice of the AGM and the information on certain proposed resolutions to be considered at the AGM to enable you to make an informed decision on whether to vote for or against those resolutions at the AGM.

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## LETTER FROM THE BOARD

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### 1. BUSINESS TO BE CONSIDERED AT THE AGM

Resolutions to be proposed at the AGM for the Shareholders to consider and approve are set out on pages 10 to 11 of this circular.

Business to be transacted at the AGM are set out in further details on pages 4 to 9 of this circular. In order to enable you to have a better understanding of the resolutions at the AGM and to make well-informed decisions, we have provided detailed information in respect of the business for the AGM in Appendix I to this circular.

### 2. AGM

The AGM Notice is set out on pages 10 to 12 of this circular. Every Shareholder who has the right to attend and vote at the AGM is entitled to appoint one or more proxies, whether or not they are members of the Company, to attend and vote on his behalf at the AGM.

A proxy must be appointed by an instrument in writing and signed by the appointer or his attorney duly authorised in writing. If the appointer is a legal person, then the instrument shall be signed under a legal person's seal or signed by its director or an attorney duly authorised in writing. The instrument appointing the proxy shall be deposited at the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not less than 24 hours before the time appointed for the holding of the AGM. If the instrument appointing the proxy is signed by a person authorised by the appointer, the power of attorney or other document of authority under which the instrument is signed shall be notarised. The notarised power of attorney or other document of authority shall be deposited together and at the same time with the instrument appointing the proxy at the Company's H Share registrar. Return of a form of proxy will not preclude a Shareholder from attending in person and voting at the AGM if he so wishes.

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

### 3. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all votes at the AGM will be taken by poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

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## LETTER FROM THE BOARD

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### 4. RECOMMENDATION

The Board considers that all resolutions proposed for consideration and approval by the Shareholders at the AGM are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of all the proposed resolutions at the AGM as set out in the AGM Notice.

### 5. RESPONSIBILITY STATEMENT

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

Yours faithfully,

By Order of the Board

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

**Li Zhenzhen, Lam Cheuk Fai**

*Joint Company Secretaries*

\* *For identification purposes only*

**TO CONSIDER AND APPROVE THE ACCUMULATED PROFIT DISTRIBUTION PLAN OF THE COMPANY AND THE RELEVANT DECLARATION AND PAYMENT OF A FINAL DIVIDEND FOR THE YEAR ENDED 31 DECEMBER 2022**

The Board proposed payment of a final dividend of RMB0.15 per Share to all Shareholders of which the dividends for Shareholders of H Shares will be distributed to the Shareholders whose names appear on the Company's register of members at the opening of business on 12 June 2023.

The register of members of the Company will be closed from 6 June 2023 to 12 June 2023 (both days inclusive), during which time no share transfers will be registered. In order to qualify for the final dividends, instruments of transfer accompanied by share certificates and other appropriate documents must be lodged with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, no later than 4:30 p.m. on 5 June 2023.

**TO CONSIDER AND APPROVE THE APPOINTMENT OF MR. FU NENGWU AS THE SHAREHOLDERS' REPRESENTATIVE SUPERVISOR**

Reference is made to the announcement of the Company dated 9 March 2023 in respect of the resignation of Mr. Zhong Rubiao as the shareholders' representative supervisor of the sixth session of the supervisory committee of the Company (the "**Supervisory Committee**") with effect from 31 May 2023.

Following Mr. Zhong Rubiao's resignation, the Supervisory Committee has approved to make recommendation that the appointment of Mr. Fu Nengwu ("**Mr. Fu**") as the shareholders' representative supervisor of the sixth session of the Supervisory Committee be proposed for Shareholders' approval at the forthcoming AGM.

The biographical details of Mr. Fu are set out in Appendix II to this circular.

The term of office of Mr. Fu, if appointed, will commence from the date of the approval of his appointment at the AGM, i.e. 31 May 2023, to the date of the expiration of the term of the current session of the Supervisory Committee, i.e. 13 October 2023.

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



**TO CONSIDER AND APPROVE THE AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

The Board proposed to amend certain provisions of the Articles of Association in accordance with relevant laws and regulations including the Company Law of the PRC and in view of the completion of the full circulation of the H Shares. According to the Articles of Association and the relevant laws and regulations, the proposed amendments to the Articles of Association are subject to approval of the Shareholders by way of special resolution at the AGM. 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 III to this circular for the details of the proposed amendments to the Articles of Association.

**Profile of Mr. Fu Nengwu**

**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).

As at the Latest Practicable Date, 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 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 in issue; 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 in issue; 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 in issue; 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 in issue; 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 in issue; 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 in issue; the NSSF holding 69,000,000 H shares, accounting for 3.12% of the total number of the Company's shares in issue; 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 in issue.

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.

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## NOTICE OF ANNUAL GENERAL MEETING

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

### **新疆新鑫矿业股份有限公司**

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

**(Stock code: 3833)**

### **NOTICE OF 2022 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2022 annual general meeting (“**AGM**”) of Xinjiang Xinxin Mining Industry Co., Ltd. (the “**Company**”) will be 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 (the “**PRC**”) for the following purposes:

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

#### **ORDINARY RESOLUTIONS**

1. to consider and approve the report of the directors of the Company for the year ended 31 December 2022;
2. to consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2022;
3. to consider and approve the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2022;
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**”);
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;

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## NOTICE OF ANNUAL GENERAL MEETING

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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;
7. to consider and approve no supervisor's remuneration be payable by the Company to Mr. Fu Nengwu; and
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.

### SPECIAL RESOLUTION

9. To consider and approve the proposed amendment to the articles of association of the Company (*Note 5*).

By order of the Board

**Li Zhenzhen, Lam Cheuk Fai**

*Joint Company Secretaries*

Xinjiang, the PRC, 11 April 2023

*Notes:*

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

The register of members of the Company will be closed from 29 April 2023 to 31 May 2023 (both days inclusive), during which time no share transfers will be registered. In order to be eligible to attend the AGM, instruments of transfer accompanied by share certificates and other appropriate documents must be lodged with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, no later than 4:30 p.m. on 28 April 2023.

Shareholders of the Company whose names appear on the register of members of the Company at the opening of business on 31 May 2023 are entitled to attend the AGM.

2. Notice of attendance

Shareholders who intend to attend the AGM should complete and lodge the accompanying reply slip and return it to the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, on or before 10 May 2023. The reply slip may be delivered by hand, by post or by fax to the Company's H Share registrar. Completion and return of the reply slip does not affect the right of a shareholder of the Company to attend the AGM. However, the failure to return the notice of attendance may result in an adjournment of the AGM, if the number of shares carrying the right to vote represented by the shareholders of the Company proposing to attend the AGM by the notice of attendance does not reach more than half of the total number of shares of the Company carrying the right to vote at the AGM.



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## NOTICE OF ANNUAL GENERAL MEETING

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3. Proxy

Every shareholder of the Company who has the right to attend and vote at the AGM is entitled to appoint one or more proxies, whether or not they are members of the Company, to attend and vote on his behalf at the AGM.

A proxy must be appointed by an instrument in writing and signed by the appointer or his attorney duly authorised in writing. If the appointer is a legal person, then the instrument shall be signed under a legal person's seal or signed by its director or an attorney duly authorised in writing. The instrument appointing the proxy shall be deposited at the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not less than 24 hours before the time appointed for the holding of the AGM. If the instrument appointing the proxy is signed by a person authorised by the appointer, the power of attorney or other document of authority under which the instrument is signed shall be notarised. The notarised power of attorney or other document of authority shall be deposited together and at the same time with the instrument appointing the proxy at the Company's H Share registrar. Return of a form of proxy will not preclude a shareholder of the Company from attending in person and voting at the AGM if he so wishes.

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

4. Others

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

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

5. Please refer to the circular of the Company dated 11 April 2023 for details of the amendments to the articles of association of the Company.

*As at the date of this notice, 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*