



### Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 30/11/2014

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer JINCHUAN GROUP INTERNATIONAL RESOURCES CO. LTD

Date Submitted 01/12/2014

#### I. Movements in Authorised Share Capital

##### 1. Ordinary Shares

|   |                           |  |  |
|---|---------------------------|--|--|
| (1) Stock code : <u>2362</u> Description : <u>Ordinary Shares</u> |                           |  |  |
|   | No. of ordinary<br>shares | Par value<br>( <i>State<br/>currency</i> ) | Authorised share<br>capital<br>( <i>State currency</i> ) |
| Balance at close of preceding month                               | <u>20,000,000,000</u>     | <u>HK\$0.01</u>                            | <u>HK\$200,000,000</u>                                   |
| Increase/(decrease)   | <u>NIL</u>                |  | <u>NIL</u>   |
| Balance at close of the month                                     | <u>20,000,000,000</u>     | <u>HK\$0.01</u>                            | <u>HK\$200,000,000</u>                                   |
| (2) Stock code : <u>N/A</u> Description : _____                   |                           |  |  |
|   | No. of ordinary<br>shares | Par value<br>( <i>State<br/>currency</i> ) | Authorised share<br>capital<br>( <i>State currency</i> ) |
| Balance at close of preceding month                               | _____                     | _____                                      | _____  |
| Increase/(decrease)   | _____                     |  | _____  |
| Balance at close of the month                                     | _____                     | _____                                      | _____  |

## 2. Preference Shares

|                                     |                             |  |  |
|-------------------------------------|-----------------------------|--|--|
| Stock code : <u>  N/A  </u>         | Description : _____         |  |  |
|                                     | No. of preference<br>shares | Par value<br>( <i>State<br/>currency</i> ) | Authorised share<br>capital<br>( <i>State currency</i> ) |
| Balance at close of preceding month | _____                       | _____                                      | _____  |
| Increase/(decrease)                 | _____                       | _____                                      | _____  |
| Balance at close of the month       | _____                       | _____                                      | _____  |

## 3. Other Classes of Shares

|                                     |                                   |  |  |
|-------------------------------------|-----------------------------------|--|--|
| Stock code : <u>  N/A  </u>         | Description : _____               |  |  |
|                                     | No. of other<br>classes of shares | Par value<br>( <i>State<br/>currency</i> ) | Authorised share<br>capital<br>( <i>State currency</i> ) |
| Balance at close of preceding month | _____                             | _____                                      | _____  |
| Increase/(decrease)                 | _____                             | _____                                      | _____  |
| Balance at close of the month       | _____                             | _____                                      | _____  |

Total authorised share capital at the end of the month (*State  
currency*) :

HK\$200,000,000

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## II. Movements in Issued Share Capital

|                                       | No. of ordinary shares |     | No of preference shares | No. of other classes of shares |
|---------------------------------------|------------------------|-----|-------------------------|--------------------------------|
|                                       | (1)                    | (2) |                         |                                |
| Balance at close of preceding month   | 4,350,753,051          |     |                         |                                |
| Increase/ (decrease) during the month | -                      |     |                         |                                |
| Balance at close of the month         | 4,350,753,051          |     |                         |                                |

## III. Details of Movements in Issued Share Capital

## Share Options (under Share Option Schemes of the Issuer)

| Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable | Movement during the month |            |            |                            | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|--|---------------------------|------------|------------|----------------------------|--|---|
|  | Granted                   | Exercised  | Cancelled  | Lapsed                     |  |   |
| <u>1. share option scheme – granted on</u>   |                           |            |            |                            |  |   |
| <u>Exercise price</u>  |                           |            |            |                            |  |   |
| <u>Ordinary shares</u>   | <u>NIL</u>                | <u>NIL</u> | <u>NIL</u> | <u>NIL</u>                 | <u>NIL</u>   | <u>NIL</u>  |
| <i>(Note 1)</i>  |                           |            |            |                            |  |   |
| <u>2. Grant date</u>   |                           |            |            |                            |  |   |
| <u>Exercise price</u>  |                           |            |            |                            |  |   |
| <u>( )</u>   |                           |            |            |                            |  |   |
| <u>Ordinary shares</u>   | <u>NIL</u>                | <u>NIL</u> | <u>NIL</u> | <u>NIL</u>                 | <u>NIL</u>   | <u>NIL</u>  |
| <i>(Note 1)</i>  |                           |            |            |                            |  |   |
| <u>3. Grant date</u>   |                           |            |            |                            |  |   |
| <u>Exercise price</u>  |                           |            |            |                            |  |   |
| <u>( )</u>   |                           |            |            |                            |  |   |
| <u>Ordinary shares</u>   | <u>NIL</u>                | <u>NIL</u> | <u>NIL</u> | <u>NIL</u>                 | <u>NIL</u>   | <u>NIL</u>  |
| <i>(Note 1)</i>  |                           |            |            |                            |  |   |
|  |                           |            |            | Total A. (Ordinary shares) | <u>N/A</u>   |   |
|  |                           |            |            | (Preference shares)        | <u>N/A</u>   |   |
|  |                           |            |            | (Other class)              | <u>N/A</u>   |   |
| Total funds raised during the month from exercise of options (State currency)                            |                           |            |            |                            | <u>N/A</u>   |   |

## Warrants to Issue Shares of the Issuer which are to be Listed

| Description of warrants<br>(Date of expiry - dd/mm/yyyy) | Currency<br>of nominal<br>value | Nominal value<br>at close of<br>preceding<br>month | Exercised<br>during the<br>month | Nominal value at<br>close of the<br>month | No. of new<br>shares of<br>issuer issued<br>during the<br>month<br>pursuant<br>thereto | No. of new<br>shares of issuer<br>which may be<br>issued pursuant<br>thereto as at<br>close of the<br>month |
|--|---------------------------------|--|----------------------------------|---|--|---|
| 1.N/A  |                                 |  |                                  |   |  |   |
| ( / / )  |                                 |  |                                  |   |  |   |
| Stock code (if listed)                                   |                                 |  |                                  |   |  |   |
| Class of shares<br>issuable ( <i>Note 1</i> )            |                                 |  |                                  |   |  |   |
| Subscription price                                       |                                 |  |                                  |   |  |   |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)     |                                 | ( / / )  |                                  |   |  |   |
| 2.N/A  |                                 |  |                                  |   |  |   |
| ( / / )  |                                 |  |                                  |   |  |   |
| Stock code (if listed)                                   |                                 |  |                                  |   |  |   |
| Class of shares<br>issuable ( <i>Note 1</i> )            |                                 |  |                                  |   |  |   |
| Subscription price                                       |                                 |  |                                  |   |  |   |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)     |                                 | ( / / )  |                                  |   |  |   |
| 3.N/A  |                                 |  |                                  |   |  |   |
| ( / / )  |                                 |  |                                  |   |  |   |
| Stock code (if listed)                                   |                                 |  |                                  |   |  |   |
| Class of shares<br>issuable ( <i>Note 1</i> )            |                                 |  |                                  |   |  |   |
| Subscription price                                       |                                 |  |                                  |   |  |   |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)     |                                 | ( / / )  |                                  |   |  |   |
| 4.N/A  |                                 |  |                                  |   |  |   |
| ( / / )  |                                 |  |                                  |   |  |   |
| Stock code (if listed)                                   |                                 |  |                                  |   |  |   |
| Class of shares<br>issuable ( <i>Note 1</i> )            |                                 |  |                                  |   |  |   |
| Subscription price                                       |                                 |  |                                  |   |  |   |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)     |                                 | ( / / )  |                                  |   |  |   |
|  |                                 |  |                                  | Total B.                                  | (Ordinary shares) N/A  |   |
|  |                                 |  |                                  |   | (Preference shares) N/A  |   |
|  |                                 |  |                                  |   | (Other class) N/A  |   |

## Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

| Class and description                            | Currency of amount outstanding | Amount at close of preceding month | Converted during the month | Amount at close of the month  | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|--|--------------------------------|------------------------------------|----------------------------|---|--|---|
| 1. Perpetual Subordinated Convertible Securities |                                |                                    |                            | 1,085,400,000<br>(equivalent to approximately<br>HK\$8,466,120,000) |  |   |
|  | US\$                           | NIL                                | NIL                        |   | NIL  | 8,466,120,000   |
| Stock code (if listed)                           | N/A                            |                                    |                            |   |  |   |
| Class of shares issuable ( <i>Note 1</i> )       | Ordinary Shares                |                                    |                            |   |  |   |
| Subscription price                               | HK\$1.00 per share             |                                    |                            |   |  |   |
| EGM approval date (if applicable) (dd/mm/yyyy)   | ( 26/09/2013)                  |                                    |                            |   |  |   |
| 2. N/A   |                                |                                    |                            |   |  |   |
| Stock code (if listed)                           |                                |                                    |                            |   |  |   |
| Class of shares issuable ( <i>Note 1</i> )       |                                |                                    |                            |   |  |   |
| Subscription price                               |                                |                                    |                            |   |  |   |
| EGM approval date (if applicable) (dd/mm/yyyy)   | ( / / )                        |                                    |                            |   |  |   |
| 3. N/A   |                                |                                    |                            |   |  |   |
| Stock code (if listed)                           |                                |                                    |                            |   |  |   |
| Class of shares issuable ( <i>Note 1</i> )       |                                |                                    |                            |   |  |   |
| Subscription price                               |                                |                                    |                            |   |  |   |
| EGM approval date (if applicable) (dd/mm/yyyy)   | ( / / )                        |                                    |                            |   |  |   |
| 4. N/A   |                                |                                    |                            |   |  |   |
| Stock code (if listed)                           |                                |                                    |                            |   |  |   |
| Class of shares issuable ( <i>Note 1</i> )       |                                |                                    |                            |   |  |   |
| Subscription price                               |                                |                                    |                            |   |  |   |
| EGM approval date (if applicable) (dd/mm/yyyy)   | ( / / )                        |                                    |                            |   |  |   |
|  |                                |                                    |                            | Total C. (Ordinary shares)  | N/A  |   |
|  |                                |                                    |                            | (Preference shares)   | N/A  |   |
|  |                                |                                    |                            | (Other class)   | N/A  |   |

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

| Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable: | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---|--|---|
| 1. N/A<br><hr/> <hr/> <div style="text-align: right;">( / / )</div> shares ( <i>Note 1</i> )            |  |   |
| 2. N/A<br><hr/> <hr/> <div style="text-align: right;">( / / )</div> shares ( <i>Note 1</i> )            |  |   |
| 3. N/A<br><hr/> <hr/> <div style="text-align: right;">( / / )</div> shares ( <i>Note 1</i> )            |  |   |
| Total D. (Ordinary shares)<br>(Preference shares)<br>(Other class)                                      | N/A<br>N/A<br>N/A  |   |

## Other Movements in Issued Share Capital

| Type of Issue |              |                                 |   | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---------------|--------------|---------------------------------|---|--|---|
| 1.            | Rights issue | At price : State currency _____ | Class of shares issuable _____<br><i>(Note 1)</i><br>Issue and allotment date : (dd/mm/yyyy)<br>EGM approval date: (dd/mm/yyyy) | ( / / )<br>( / / )   | <u>N/A</u>  |
| 2.            | Open offer   | At price : State currency _____ | Class of shares issuable _____<br><i>(Note 1)</i><br>Issue and allotment date : (dd/mm/yyyy)<br>EGM approval date: (dd/mm/yyyy) | ( / / )<br>( / / )   | <u>N/A</u>  |
| 3.            | Placing      | At price : State currency _____ | Class of shares issuable _____<br><i>(Note 1)</i><br>Issue and allotment date : (dd/mm/yyyy)<br>EGM approval date: (dd/mm/yyyy) |  | <u>N/A</u>  |
| 4.            | Bonus issue  |                                 | Class of shares issuable _____<br><i>(Note 1)</i><br>Issue and allotment date : (dd/mm/yyyy)<br>EGM approval date: (dd/mm/yyyy) | ( / / )<br>( / / )   | <u>N/A</u>  |

## For Main Board and GEM listed issuers

| Type of Issue |                      |                                 |   | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---------------|----------------------|---------------------------------|---|--|---|
| 5.            | Scrip dividend       | At price : State currency _____ | Class of shares issuable (Note 1) _____<br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / ) | N/A  | _____   |
| 6.            | Repurchase of shares |                                 | Class of shares repurchased (Note 1) _____<br>Cancellation date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / )     | N/A  | _____   |
| 7.            | Redemption of shares |                                 | Class of shares redeemed (Note 1) _____<br>Redemption date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / )          | N/A  | _____   |
| 8.            | Consideration issue  | At price : State currency _____ | Class of shares issuable (Note 1) _____<br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / ) | N/A  | _____   |



For Main Board and GEM listed issuers

| Type of Issue             |  | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---------------------------|--|--|---|
| 9. Capital reorganisation | Class of shares issuable _____<br><i>(Note 1)</i><br>Issue and allotment date : (dd/mm/yyyy)<br>EGM approval date: (dd/mm/yyyy)                                    | ( / / )<br>( / / )   | N/A   |
| 10. Other                 | At price : State currency _____<br>Class of shares issuable _____<br><i>(Note 1)</i><br>Issue and allotment date : (dd/mm/yyyy)<br>EGM approval date: (dd/mm/yyyy) |  | N/A   |
|                           |  | Total E. (Ordinary shares)   | N/A   |
|                           |  | (Preference shares)  | N/A   |
|                           |  | (Other class)  | N/A   |

|   |         |
|---|---------|
| Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):                                 | (1) N/A |
|   | (2) N/A |
| Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):                               | N/A     |
| Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):                         | N/A     |
| <i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i> |         |

Remarks (if any):

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Submitted by: Mr. Wong Tak Chuen

Title: Secretary

(Director, Secretary or other duly authorised officer)

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Notes :

1. *State the class of shares (e.g. ordinary, preference or other).*
2. *If there is insufficient space, please append the prescribed continuation sheet.*