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**JINCHUAN金川**

**JINCHUAN GROUP INTERNATIONAL RESOURCES CO. LTD**

**金川集團國際資源有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2362)**

**POLL RESULTS OF THE ANNUAL GENERAL MEETING  
HELD ON 15 JUNE 2016**

Reference is made to the circular issued by Jinchuan Group International Resources Co. Ltd (the “**Company**”) on 16 May 2016 (the “**Circular**”) and the notice of annual general meeting of the Company (the “**Notice of AGM**”). Unless otherwise defined herein, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular.

**POLL RESULTS OF THE AGM**

The board of directors (the “**Board**”) of Jinchuan Group International Resources Co. Ltd (the “**Company**”) is pleased to announce that at the Company’s annual general meeting held on 15 June 2016 (the “**AGM**”), all the resolutions proposed were duly passed by way of poll voting. The poll results are as follows:

<b>Ordinary Resolutions</b>		<b>Number of Votes (%)</b> <i>(Note(a))</i>	
		<b>For</b>	<b>Against</b>
1.	To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “ <b>Directors</b> ”) and auditors for the year ended 31 December 2015.	3,264,877,101 (100.00%)	0 (0.00%)

Ordinary Resolutions		Number of Votes (%) <i>(Note(a))</i>	
		For	Against
2.	a) To re-elect Mr. YANG Zhiqiang as executive Director.	3,264,877,101 (100.00%)	0 (0.00%)
	b) To re-elect Mr. Peter Geoffrey ALBERT as executive Director	N/A*	N/A*
	c) To re-elect Mr. CHEN Dexin as executive Director.	3,264,877,101 (100.00%)	0 (0.00%)
	d) To re-elect Mr. WU Chi Keung as independent non-executive Director.	3,264,877,101 (100.00%)	0 (0.00%)
	e) To authorize the Board to fix the remuneration of all Directors.	3,264,877,101 (100.00%)	0 (0.00%)
3.	To re-appoint Deloitte Touche Tohmatsu as auditors and to authorize the Board to fix their remuneration.	3,264,877,101 (100.00%)	0 (0.00%)
4.	Ordinary Resolution as specified in item 4 of the Notice of AGM (To grant a general mandate to the Directors to issue shares).	3,263,432,101 (99.96%)	1,445,000 (0.04%)
5.	Ordinary Resolution as specified in item 5 of the Notice of AGM (To grant a general mandate to the Directors to repurchase shares).	3,264,877,101 (100.00%)	0 (0.00%)
6.	Ordinary Resolution as specified in item 6 of the Notice of AGM (To grant an extension of the general mandate to issue shares as described in Resolution 4).	3,263,432,101 (99.96%)	1,445,000 (0.04%)
7.	Ordinary Resolution as specified in item 7 of the Notice of AGM (To grant the Scheme Mandate).	3,263,432,101 (99.96%)	1,445,000 (0.04%)

\* As announced by the Company on 13 June 2016, Mr. Peter Geoffrey ALBERT has resigned as an executive Director and Chief Executive Officer of the Company with effect from 13 June 2016 and therefore did not stand for re-election at the AGM. Accordingly, the proposed resolution no. 2(b) was not applicable and was not presented for voting at the AGM.

*Notes:*

- (a) The number and percentage of votes are based on the total number of shares of the Company voted by the shareholders of the Company at the AGM in person or by proxy.
- (b) As more than 50% of the votes were cast in favour of the above ordinary resolutions, all these resolutions were duly passed as ordinary resolutions.
- (c) The total number of shares of the Company in issue as at the date of the AGM: 4,350,753,051 shares.
- (d) The total number of shares of the Company entitling the holder to attend and vote for or against the resolutions at the AGM: 4,350,753,051 shares.
- (e) The total number of shares of the Company entitling the holder to attend and abstain from voting in favour of the resolutions at the AGM (as set out in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”): Nil.
- (f) The total number of shares of the Company that are required under the Listing Rules to abstain from voting at the AGM: Nil.
- (g) None of the shareholders of the Company have stated their intention in the circular containing the Notice of the AGM dated 16 May 2016 to vote against or to abstain from voting on any of the resolutions at the AGM.
- (h) The Company’s Branch Share Registrar in Hong Kong, Boardroom Share Registrars (HK) Limited, acted as the scrutineer for the vote-taking at the AGM.

By order of the Board  
**Jinchuan Group International Resources Co. Ltd**  
**Wong Tak Chuen**  
*Company Secretary*

Hong Kong, 15 June 2016

*As at the date of this announcement, the Board comprises four executive directors, namely Mr. Yang Zhiqiang, Mr. Zhang Sanlin, Mr. Chen Dexin and Mr. Zhang Zhong; and three independent non-executive directors, namely Mr. Wu Chi Keung, Mr. Yen Yuen Ho, Tony and Mr. Neil Thacker Maclachlan.*