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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of the shareholders of Jinchuan Group International Resources Co. Ltd (the “**Company**”) will be held at Unit 3101, 31/F United Centre, 95 Queensway, Admiralty, Hong Kong at 10:00 a.m. on Monday, 16 April 2018 for the purpose of considering, and if thought fit, passing the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

(1) “**THAT:**

the agreement dated 29 November 2016 (the “**2016 CCT Agreement**”) entered into between the Company (as vendor) and 金川集團股份有限公司 (Jinchuan Group Co., Ltd.*) (“**Jinchuan**”) (as purchaser), a company incorporated in the People’s Republic of China and the controlling shareholder of the Company, for trading of the Mineral and Metal Products (as defined in the circular of the Company dated 27 March 2018) between the Company and its subsidiaries and associates controlled by the Company from time to time (collectively the “**Group**”) and Jinchuan and its subsidiaries and associates controlled by Jinchuan from time to time (collectively the “**Jinchuan Group**”, for the purpose of this resolution, excluding the Group), of which the aggregate transaction amount for the year ended 31 December 2017 in an amount not exceeding USD212 million, which had exceeded the annual cap of USD165 million in respect of such transactions for the year ended 31 December 2017 as approved by the then independent shareholders at the extraordinary general meeting of the Company held on 27 January 2017, be and is hereby approved,

confirmed and ratified; and that the directors of the Company be and are hereby authorised to do all such acts and things incidental to the 2016 CCT Agreement as they consider necessary, desirable, or expedient in connection with the implementation of or giving effect to the 2016 CCT Agreement and the transactions contemplated thereunder.”

- (2) (a) to re-elect Mr. GAO Tianpeng as an executive director and to authorize the board of directors (the “**Board**”) to fix his remuneration;
- (b) to re-elect Mr. QIAO Fugui as an executive director and to authorize the Board to fix his remuneration; and
- (c) to re-elect Mr. ZHANG Youda as a non-executive director and to authorise the Board to fix his remuneration.

By order of the Board
Jinchuan Group International Resources Co. Ltd
Gao Tianpeng
Executive Director

Hong Kong, 27 March 2018

Notes:

1. A member entitled to attend and vote at the EGM is entitled to appoint more than one proxy to attend and, on poll, vote on his behalf. A proxy need not be a member of the Company.
2. A form of proxy for use at the EGM is enclosed. Whether or not you intend to attend the EGM in person, you are urged to complete and return the form of proxy in accordance with the instructions printed thereon as soon as possible. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned EGM thereof if you so wish. In the event that you attend the EGM after having returned the completed form of proxy, your form of proxy will be deemed to have been revoked.
3. To be valid, the form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney, must be deposited at Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong, not less than 48 hours before the time appointed for holding the EGM (i.e. before 10:00 a.m. on Saturday, 14 April 2018) or any adjournment thereof.

4. In the case of joint registered holders of any shares of the Company, any one of such joint registered holders may vote at the EGM, either in person or by proxy, in respect of such shares as if he/she/it were solely entitled thereto; but if more than one of such joint registered holders are present at the EGM, either in person or by proxy, the vote of that one of them so present, either in person or by proxy, whose name stands first on the register of members in respect of such shares shall be accepted to the exclusion of the votes of the other joint registered holder(s).
5. Time and dates in this notice are Hong Kong time and dates.

As at the date of this notice, the Board comprises two executive Directors, namely Mr. Gao Tianpeng and Mr. Qiao Fugui; three non-executive Directors, namely Mr. Chen Dexin, Mr. Zhang Youda and Mr. Zeng Weibing; and three independent non-executive Directors, namely Mr. Wu Chi Keung, Mr. Yen Yuen Ho, Tony and Mr. Poon Chiu Kwok.