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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)

**CHANGE OF COMPANY SECRETARY, AUTHORISED
REPRESENTATIVE AND AGENT FOR SERVICE OF PROCESS IN
HONG KONG**

The board (the “**Board**”) of directors (the “**Directors**”) of Jinchuan Group International Resources Co. Ltd (the “**Company**”) and together with its subsidiaries, the “**Group**”) hereby announces the following changes:

Change of company secretary

The Board announces that, with effect from 5 September 2018, Ms. So Yee Kwan (“**Ms. So**”) resigned as the company secretary of the Company. Mr. Wong Hok Bun Mario (“**Mr. Wong**”) and Ms. Sun Wei (“**Ms. Sun**”) have been appointed as the joint company secretaries of the Company with effect from 5 September 2018.

Ms. Sun is a qualified lawyer admitted in the Bar Association of the People’s Republic of China (the “**PRC**”) in 2012. She joined the Group in May 2017 as the general legal counsel and head of the company secretary department of the Company.

The main reasons of appointing Ms. Sun as the joint company secretary by the Company are as follows:

- (i) the Company needs to build and train its on-the-ground talent pool. Similar to the arrangement of other entities with state-owned background, the Company needs to have its own senior management who is familiar with the laws and regulatory rules of Hong Kong and the PRC in order to promote successively its level of corporate governance;

- (ii) Mr. Wong also works in the finance department of the Group and, in his position, he is expected to dedicate at least 60% of his capacity for the finance and accounting work of the Group;
- (iii) during the interim period before Ms. Sun obtains the approval from The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) to be the joint company secretary of the Company, Ms. Sun has equipped herself with the knowledge and experience of the company secretary (within the meaning of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) for the Company as a listed issuer of the Stock Exchange; and
- (iv) the Company needs to leverage on Ms. Sun’s PRC related background and her professional skill to maintain a smooth communication between the Board members of the Group and a dialogue between the Group and its substantial shareholders in the PRC. The appointment will be conducive to the corporate governance of the Company.

In addition, Ms. Sun is also responsible for the management of the comprehensive risk and legal and compliance activities of the Group as a whole, with the aim of enhancing the identification, assessment and management mechanism for material risks of the Group, and providing resolutions to compliance issues as and when they occur. The Company believes that Ms. Sun’s role to promote the corporate governance and continuing compliance of the Company is indispensable.

To support Ms. Sun’s appointment as the joint company secretary, the Company has applied for, and the Stock Exchange has on 31 August 2018 granted, a conditional waiver from strict compliance with Rules 3.28 and 8.17 of the Listing Rules (the “**Waiver**”). The term of Waiver shall be three years from the date of appointment of Ms. Sun as the joint company secretary of the Company, i.e. 5 September 2018 (the “**Waiver Period**”). The Waiver is on condition that:

- (a) Ms. Sun will be assisted by Mr. Wong during the Waiver Period;
- (b) the Company shall notify the Stock Exchange at the end of the Waiver Period for the Stock Exchange to re-visit the situation. The Stock Exchange expects that after the end of the Waiver Period, the Company will be able to demonstrate that Ms. Sun satisfies Rule 3.28 of the Listing Rules, having had the benefit of Mr. Wong’s assistance such that a further waiver will not be necessary; and
- (c) the Company will announce details of the Waiver, including the reasons and conditions.

The Wavier will be revoked immediately if and when Mr. Wong ceases to provide assistance to Ms. Sun. The Stock Exchange may withdraw or change it if the Company's situation changes.

Biographical details of Mr. Wong

Mr. Wong holds a Bachelor of Economics and Finance from The University of Hong Kong and is a fellow member of the Hong Kong Institute of Certified Public Accountants (FCPA). He is a CFA charterholder and a member of The Australasian Institute of Mining and Metallurgy (MAusIMM). He has over 16 years of experience in auditing, accounting, financial management and corporate finance. Mr. Wong is currently an independent non-executive director of Good Resources Holdings Limited (stock code: 109). Mr. Wong was previously an executive director, chief financial officer, authorised representative (for the period from 31 December 2015 to 12 August 2018) and company secretary (for the period from 14 July 2015 to 12 August 2018) of Theme International Holdings Limited (stock code: 990).

Biographical details of Ms. Sun

Ms. Sun holds a Bachelor of Laws (LLB) degree and a Master of Laws (LLM) degree. Prior to joining the Group as the general legal counsel and head of the company secretary department, Ms. Sun was the general counsel of an integrated financial group registered in Hong Kong, the general counsel and the assistant to chairman of an international consultancy firm. She also worked as a legal counsel of a Hong Kong financial advisory and investment management company. She is a member of Hong Kong Securities and Investment Institute ("HKSI") and a HKSI Specialist Certificate holder (on Corporate Finance), and a member of The Australasian Institute of Mining and Metallurgy (MAusIMM). Ms. Sun is also a PRC qualified lawyer.

Change of authorised representative and agent for service of process in Hong Kong

Also effective 5 September 2018, Mr. Wong is appointed in replacement of Ms. So to act in the following capacities:

- (i) one of the authorized representatives pursuant to Rule 3.05 of the Listing Rules;
- (ii) the authorised representative for accepting service of process and notices on behalf of the Company in Hong Kong as required under Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong); and
- (iii) the agent for the service of process and notices on behalf of the Company in Hong Kong as required under Rule 19.05(2) of the Listing Rules.

Ms. So confirmed that she has no disagreement with the Board and there is no matter relating to Ms. So's resignation that needs to be brought to the attention of the Stock Exchange and/or the shareholders of the Company respectively.

The Board would like to take this opportunity to thank Ms. So for her valuable contribution to the Company during her tenure of services and extend a warm welcome to Mr. Wong and Ms. Sun on their new appointments.

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

Hong Kong, 5 September 2018

As at the date of this announcement, 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.