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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 DIRECTORS
AND
CHANGE OF BOARD COMMITTEE MEMBERS**

The Board announces, with effect from 19 March 2019, that:

- (a) Mr. Chen Dexin has resigned as the non-executive Director, chairman of the Board, the chairman of the Strategy and Investment Committee of the Company, and a member of the Risk Management Committee and the Remuneration and Nomination Committee of the Company;
- (b) Mr. Zhang Youda has been appointed as the chairman of the Board, the chairman of the Strategy and Investment Committee of the Company, and a member of the Remuneration and Nomination Committee of the Company;
- (c) Mr. Yang Jinshan has been appointed as the non-executive Director and a member of the Strategy and Investment Committee of the Company;
- (d) Mr. Qiao Fugui has resigned as a member of the Remuneration and Nomination Committee of the Company;
- (e) Mr. Gao Tianpeng has been appointed as a member of the Remuneration and Nomination Committee of the Company; and
- (f) Mr. Poon Chin Kwok has been appointed as a member of the Risk Management Committee of the Company.

RESIGNATION OF CHAIRMAN AND DIRECTOR

The board (the “**Board**”) of directors (the “**Director(s)**”) of Jinchuan Group International Resources Co. Ltd (the “**Company**”) announces that Mr. Chen Dexin (“**Mr. Chen**”) has resigned as the non-executive Director, chairman of the Board, the chairman of the Strategy and Investment Committee of the Company, and a member of the Risk Management Committee and the Remuneration and Nomination Committee of the Company with effect from 19 March 2019 as his other business engagements require more of his dedication.

Mr. Chen confirmed that he has no disagreement with the Board and there are no other matters in relation to his resignation that need to be brought to the attention of the shareholders of the Company or to The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

APPOINTMENT OF CHAIRMAN AND DIRECTOR

The Board is pleased to announce that, with effect from 19 March 2019, Mr. Zhang Youda (“**Mr. Zhang**”) has been appointed as the chairman of the Board, and Mr. Yang Jinshan (“**Mr. Yang**”) has been appointed as the non-executive Director.

Biography of Mr. Zhang

Mr. Zhang Youda, aged 45, has been the non-executive Director since August 2017. Mr. Zhang obtained a bachelor’s degree from Lanzhou University of Technology in Gansu province, the People’s Republic of China (the “**PRC**”) in July 2004, majoring in accounting, and a master’s degree from Lanzhou University in Gansu Province, the PRC in June 2010, majoring in business administration. He is a senior accountant, senior economist, leading talent in accounting both in Gansu province and in China at large, expert consultant of the Internal Standards-Controlling Committee of China’s Ministry of Finance, an associate member of The Association of International Accountants (“**AIA**”) and a Chartered Global Management Accountant (“**CGMA**”). He is currently the vice president and chief financial officer of Jinchuan Group Co., Ltd.* (“**Jinchuan Group**”), the controlling shareholder of the Company, and a director of Gansu Province Materials & Industry Group. He was the finance manager and the cost branch manager of financial departments of several business units, the finance manager of construction site of the Pakistan 35km Highway Project, and the deputy general manager and general manager of finance department of Jinchuan Group. He is a finance professional with extensive operational management experience in financial management. He currently serves as a non-executive director of Bank of Gansu Co., Ltd., a company listed on the main board of the Stock Exchange (Stock Code: 2139).

Mr. Zhang has entered into a service agreement with the Company for 3 years from 23 August 2017 to 22 August 2020 upon his appointment as a non-executive Director. He has not entered into a new letter of appointment with the Company upon his appointment as the chairman of the Board. He is subject to retirement by rotation and re-election at the general meeting of the Company in accordance with the articles of association of the Company and no director's fee will be paid to him in respect of his services as the chairman of the Board and the non-executive Director.

Save as disclosed above and as at the date of this announcement, Mr. Zhang does not (i) hold any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO"); (ii) have any relationship with any other directors, senior management, substantial shareholder or controlling shareholder of the Company; (iii) hold any other position with the Company or its subsidiaries; and (iv) hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years, and there is no other information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules regarding his appointment as the chairman of the Board.

Biography of Mr. Yang

Mr. Yang Jinshan, aged 50, holds a Bachelor of Engineering from the North China University of Technology of the PRC. He currently acts as the general manager of the Finance Department of the Jinchuan Group. Since 1991, he had worked in different positions within the group of companies of Jinchuan Group, including the deputy general manager of finance department, the deputy general manager of supervision department and risk management department, and the chief financial officer of Jinchuan Group (Hongkong) Resources Holdings Limited, the intermediate holding company of the Company (for the period from January 2012 to June 2015) and Metorex (Proprietary) Limited, a wholly-owned subsidiary of the Company in South Africa (for the period from June 2015 to January 2018). He has extensive experience in financial management, mining operation and management.

Mr. Yang has entered into a letter of appointment with the Company for a period of 3 years from 19 March 2019 to 18 March 2022. He is subject to retirement by rotation and re-election at the general meeting of the Company in accordance with the articles of association of the Company and no director's fee will be paid to him in respect of his service as a non-executive Director.

As at the date of this announcement, Mr. Yang holds interest in 700,000 shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above and as at the date of this announcement, Mr. Yang does not (i) hold any further interests in the shares of the Company within the meaning of Part XV of the SFO; (ii) have any relationship with any other directors, senior management, substantial shareholder or controlling shareholder of the Company; (iii) hold any other position with the Company or its subsidiaries; and (iv) hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years, and there is no other information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules regarding his appointment as a non-executive Director.

CHANGE OF BOARD COMMITTEE MEMBERS

The Board further announces that, with effect from 19 March 2019:

- (a) Mr. Chen has resigned as the chairman of the Strategy and Investment Committee of the Company, and a member of the Risk Management Committee and the Remuneration and Nomination Committee of the Company;
- (b) Mr. Zhang has been appointed as the chairman of the Strategy and Investment Committee of the Company, and a member of the Remuneration and Nomination Committee of the Company, while he will continue to act as a member of the Risk Management Committee, the Strategic and Investment Committee and the Audit Committee of the Company;
- (c) Mr. Yang has been appointed as a member of the Strategy and Investment Committee of the Company;
- (d) Mr. Qiao Fugui has resigned as a member of the Remuneration and Nomination Committee of the Company, while he will continue to act as a member of the Strategic and Investment Committee of the Company;
- (e) Mr. Gao Tianpeng has been appointed as a member of the Remuneration and Nomination Committee of the Company, while he will continue to act as a member of the Risk Management Committee and the Strategic and Investment Committee of the Company; and
- (f) Mr. Poon Chiu Kwok has been appointed as a member of the Risk Management Committee of the Company, while he will continue to act as a member of the Audit Committee and the Remuneration and Nomination Committee of the Company.

The Board would like to extend its warm welcome to Mr. Yang for joining the Board for his appointment, and also express its sincere gratitude to Mr. Chen for his valuable contributions to the Company during his term of office.

** for identification purpose only*

By order of the Board of
Jinchuan Group International Resources Co. Ltd
Sun Wei
Company Secretary

Hong Kong, 19 March 2019

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. Zhang Youda, Mr. Yang Jinshan 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.