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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, Hong Kong at 3:00 p.m. on Wednesday, 10 July 2019 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 5 June 2019 (the “**2019 CCT Agreement**”) entered into between the Company (as vendor) and 金川集團股份有限公司 (Jinchuan Group Co., Ltd.*) (“**JCG**”) (as purchaser), a company incorporated in the People’s Republic of China and the controlling shareholder of the Company, regarding the trading of the Mineral and Metal Products (as defined in the circular of the Company dated 21 June 2019) between the Company and its subsidiaries and associates controlled by the Company from time to time (collectively the “**Group**”) and JCG and its subsidiaries and associates controlled by JCG (for the purpose of this resolution, excluding the Group) from time to time until 31 May 2022, and the continuing connected transactions contemplated under the 2019 CCT Agreement be and are hereby approved, and any one director of the Company be and is hereby authorised to take such actions and execute such documents as he may consider necessary or desirable to carry out and complete the transactions contemplated under the 2019 CCT Agreement and the Proposed Revised Annual Caps (as defined in the circular of the Company dated 21 June 2019) for the continuing connected transactions contemplated under the 2019 CCT Agreement (including for each of the following financial years: (1) the financial year ending 31 December 2019; (2) the financial year ending 31 December 2020; (3) the financial year ending 31 December 2021; and (4) the period commencing on 1 January 2022 and ending on 31 May 2022, being approximately US\$490 million, US\$490 million, US\$490 million and US\$204 million, respectively) be and are hereby approved.”

(2) “**THAT:**

the re-election of Mr. Wang Qiangzhong as a non-executive Director and the authorisation to the board of directors of the Company to fix his remuneration be and are hereby considered and approved.”

By order of the Board
Jinchuan Group International Resources Co. Ltd
Wong Hok Bun Mario
Company Secretary

* *for identification purpose only*

Hong Kong, 21 June 2019

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.

Closure of Register of Members for the EGM

The register of members of the Company will be closed from Monday, 8 July 2019 to Wednesday, 10 July 2019 (both days inclusive) for the purpose of determining the entitlement of the shareholders of the Company to attend and vote at the EGM. No transfer of shares may be registered during the said period. In order to qualify to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Branch Share Registrar, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong no later than 4:30 p.m. on Friday, 5 July 2019.

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 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 3:00 p.m. on Monday, 8 July 2019) 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; four non-executive Directors, namely Mr. Zhang Youda, Mr. Yang Jinshan, Mr. Wang Qiangzhong 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.