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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)

ANNOUNCEMENT PURSUANT TO RULE 13.18 OF THE LISTING RULES

This announcement is made in compliance with the disclosure requirements under Rule 13.18 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

On 29 May 2014, Kinsenda Copper Company SARL (as borrower), a subsidiary of Jinchuan Group International Resources Co. Ltd (the “**Company**”), entered into a facility agreement with China Development Bank Corporation (as lender) in relation to a term loan facility in an amount of US\$225,000,000 (equivalent to approximately HK\$1,750,500,000) (the “**Facility Agreement**”). The final repayment date of the term loan facility will be the date falling 10 years from the date of the first utilization of such facility, which utilization should take place within 24 months from the date of the Facility Agreement. The Company indirectly owns 77.00% of the issued share capital of Kinsenda Copper Company SARL.

Pursuant to the Facility Agreement, the term loan facility may be cancelled and all the outstanding amounts may become immediately due and payable if 金川集團股份有限公司 (Jinchuan Group Co., Ltd*) (“**Jinchuan Group**”) (as guarantor) ceases directly or indirectly to own more than 50% of the shares of Kinsenda Copper Company SARL.

On the same date, Jinchuan Group entered into a guarantee agreement with China Development Bank Corporation pursuant to which Jinchuan Group has provided a corporate guarantee in favour of China Development Bank Corporation as a security for the term loan facility provided under the Facility Agreement. As such corporate guarantee from Jinchuan Group is for the benefit of the Company or its subsidiaries on normal commercial terms where no security over the assets of the Company or its subsidiaries is granted to Jinchuan Group, such corporate guarantee is exempt from compliance with all reporting, announcement and independent shareholders’ approval requirements under Chapter 14A of the Listing Rules pursuant to Rule 14A.65(4) of the Listing Rules.

* *For identification purposes only*

As at the date of this announcement, Jinchuan Group indirectly owns approximately 75.00% of the issued share capital of the Company.

The Company will continue to make relevant disclosure in its subsequent interim and annual reports pursuant to Rule 13.21 of the Listing Rules for so long as circumstances giving rise to the obligation under Rule 13.18 of the Listing Rules continue to exist.

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

Hong Kong, 5 June 2014

The exchange rate adopted in this announcement for illustration purpose only is US\$1=HK\$7.78. Such conversion should not be construed as a representation that the currency could actually be converted into HK\$ at that rate or at all.

As at the date of this announcement, the Board comprises five executive directors, namely Mr. Yang Zhiqiang, Mr. Zhang Sanlin, Mr. Zhang Zhong, Mr. Chen Dexin and Mr. Douglas Campbell Walter Ritchie; one non-executive director, namely Mr. John Adam Ferreira; and three independent non-executive directors, namely Mr. Gao Dezhu, Mr. Wu Chi Keung, and Mr. Yen Yuen Ho, Tony.