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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 EGM**

**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 Suite 4003-04, 40/F, Tower Two, Lippo Centre, 89 Queensway, Hong Kong at 11:00 a.m. on Monday, 30 December 2013 for the purpose of considering, and if thought fit, passing the following resolution as an ordinary resolution of the Company:

### **ORDINARY RESOLUTION**

**“THAT:**

the agreement dated 2 December 2013 (the “**2013 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 PRC and the controlling shareholder of the Company, for trading of the Mineral and Metal Products (as defined in the circular of the Company dated 11 December 2013) 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 notice, excluding the Group) pursuant to which:

- (i) the Company has agreed to sell to Jinchuan, and Jinchuan has agreed to purchase from the Company, the Mineral and Metal Products (as defined in the circular of the Company dated 11 December 2013) that the Group sourced from third parties pursuant to the 2013 Agreement; and

- (ii) the Company has agreed to cause the Group to sell to the Jinchuan Group, and Jinchuan has agreed to cause its the Jinchuan Group (for the purpose of this notice, excluding the Group) to purchase from the Group, the Mineral and Metal Products (as defined in the circular of the Company dated 11 December 2013) pursuant to the 2013 Agreement;

the continuing connected transactions contemplated under the 2013 Agreement be and are hereby confirmed, approved and ratified, 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 2013 Agreement; and

the Proposed Annual Caps (as defined in the circular of the Company dated 11 December 2013) for the continuing connected transactions contemplated under the 2013 Agreement for each of the following financial years: (1) the financial year ending 31 December 2014; (2) the financial year ending 31 December 2015; and (3) the financial year ending 31 December 2016, being approximately USD1,000 million, USD1,200 million and USD1,500 million respectively, be and are hereby approved.”

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

Hong Kong, 11 December 2013

*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 Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof.

4. In the case of joint registered holders of any Shares, 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 be 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).

*As at the date of this notice, the Board consists of three executive Directors, namely Mr. Yang Zhiqiang, Mr. Zhang Sanlin and Mr. Zhang Zhong, three non-executive Directors, namely Mr. Gao Tianpeng, Mr. Qiao Fugui, and Ms. Zhou Xiaoyin, and three independent non-executive Directors, namely Mr. Gao Dezhu, Mr. Wu Chi Keung and Mr. Yen Yuen Ho, Tony.*