

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

COMPLETION OF VERY SUBSTANTIAL ACQUISITION AND CONNECTED TRANSACTION IN RELATION TO THE ACQUISITION OF THE ENTIRE ISSUED SHARE CAPITAL OF JIN RUI MINING INVESTMENT LIMITED AND THE SALE LOANS INVOLVING THE ISSUE OF CONSIDERATION SHARES AND PERPETUAL SUBORDINATED CONVERTIBLE SECURITIES

Reference is made to the announcement (the “**Announcement**”) of Jinchuan Group International Resources Co. Ltd (the “**Company**”) dated 27 August 2013 and the circular of the Company dated 30 August 2013 (the “**Circular**”) relating to, among others, the Acquisition Agreement and all the transactions contemplated thereunder. Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

The Board is pleased to announce that all the necessary conditions precedent of the Acquisition Agreement have been satisfied (or waived as the case may be) and completion of the Acquisition took place today, 14 November 2013.

Upon completion of the Acquisition and pursuant to the Acquisition Agreement, the Company issued 1,595,880,000 Consideration Shares at an issue price of HK\$1.00 per Consideration Share and the PSCS in an aggregate amount of US\$1,085.4 million (equivalent to approximately HK\$8,466.1 million) convertible into 8,466,120,000 Conversion Shares at an initial Conversion Price of HK\$1.00 per Conversion Share to the Seller (or its nominee(s)).

Following completion of the Acquisition, Jin Rui Mining Investment Limited will become a direct wholly-owned subsidiary of the Company.

At the same time, the Group changed its presentation currency from Hong Kong dollars (“HKD”) to United States dollars (“USD”), effective from 14 November 2013. Since the functional currency of the entities of the Target Group are primarily denominated in USD, the Board adopted the change of presentation currency from HKD to USD in order to present more relevant information as the management assesses and monitors the performance and financial position of the Group based on USD.

By the Order of the Board
JINCHUAN GROUP INTERNATIONAL RESOURCES CO. LTD
Wong Tak Chuen
Company Secretary

Hong Kong, 14 November 2013

As at the date of this announcement, the Board consists of three executive Directors, namely Mr. Yang Zhiqiang, Mr. Zhang Sanlin, 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.