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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)**

**POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING  
HELD ON 26 SEPTEMBER 2013**

The Board is pleased to announce that the ordinary resolutions proposed at the EGM held on 26 September 2013 were duly passed.

Reference is made to the circular issued by Jinchuan Group International Resources Co. Ltd (the “**Company**”) on 30 August 2013 (the “**Circular**”) relating to, among others, the Acquisition Agreement and all the transactions contemplated thereunder, the proposed increase in the authorised share capital of the Company and the Specific Mandate, the notice of extraordinary general meeting of the Company (the “**Notice of EGM**”) dated 30 August 2013 and the announcement issued by the Company on 23 September 2013 relating to, among others, the adjournment of the extraordinary general meeting (the “**EGM**”) to 26 September 2013. Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

## POLL RESULTS OF THE EGM

The board of directors (the “**Board**”) of the Company is pleased to announce that at the Company’s EGM held on 26 September 2013, the ordinary resolutions proposed were duly passed by way of poll voting.

As at the date of the EGM, the total number of shares of the Company in issue was 2,754,873,051 shares. Pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and as stated in the Circular, Jinchuan Group Co., Ltd (“**Jinchuan Group**”) and its associates had material interest in the Acquisition Agreement and were therefore required to abstain from voting in favour of resolution 1 proposed at the EGM. As at the date of the EGM, Jinchuan Group, through its associates, was deemed to be interested in 1,667,142,857 shares (representing approximately 60.52% of the issued share capital of the Company) and had abstained from voting on resolution 1 proposed at the EGM. As such, the total number of shares of the Company entitling the shareholders to attend and vote on resolution 1 proposed at the EGM was 1,087,730,194 shares. Save as disclosed above, to the best knowledge, information and belief of the Board, no other shareholder was required to abstain from voting at the EGM under the Listing Rules. The total number of shares of the Company that are required under the Listing Rules to abstain from voting on resolutions 2 and 3 proposed at the EGM was nil. Accordingly, the total number of shares of the Company entitling the shareholders to attend and vote on resolutions 2 and 3 proposed at the EGM was 2,754,873,051 shares.

The poll results are as follows:

Ordinary Resolutions		Number of Votes (%) <sup>(Note(a))</sup>	
		For	Against
1.	Conditional upon the passing of resolution 2 below, to approve the Acquisition Agreement and all the transactions contemplated thereunder.	501,107,695 (100.00%)	0 (0.00%)
2.	Conditional upon the passing of resolution 1 above, to approve the increase in the authorised share capital of the Company by the creation of 15,000,000,000 unissued shares as specified in item 2 of the Notice of EGM.	2,168,250,552 (100.00%)	0 (0.00%)
3.	Conditional upon the passing of resolutions 1 and 2 above, to approve the grant of the Specific Mandate for the Board to issue not more than 4,000,000,000 new shares of the Company as specified in item 3 of the Notice of EGM.	2,149,865,608 (99.15%)	18,384,944 (0.85%)

*Notes:*

- (a) The number and percentage of votes are based on the total number of shares of the Company voted by the shareholders of the Company at the EGM in person or by proxy.
- (b) As more than 50% of the votes were cast in favour of the above resolutions, all such ordinary resolutions were duly passed.
- (c) The Company's Branch Share Registrar in Hong Kong, Hong Kong Registrars Limited, acted as the scrutineer for the vote-taking at the EGM.

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

Hong Kong, 26 September 2013

*As at the date of this announcement, the Board comprises 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.*