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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)**

**PROPOSED ADOPTION OF NEW MEMORANDUM AND ARTICLES  
OF ASSOCIATION OF THE COMPANY**

The Board announces that it proposes to adopt the New M&A in substitution of the Existing M&A. The proposed adoption of the New M&A shall be subject to the approval of the Company's shareholders in form of a special resolution at the EGM.

**PROPOSED ADOPTION OF NEW MEMORANDUM AND ARTICLES OF  
ASSOCIATION OF THE COMPANY**

This announcement is made pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities (the "**Listing Rules**") on The Stock Exchange of Hong Kong Limited.

The existing Memorandum and Articles of Association (the "**Existing M&A**") of Jinchuan Group International Resources Co. Ltd (the "**Company**") have not been amended since January 2007. The board of directors (the "**Board**") of the Company proposes certain amendments to be made to the existing Articles of Association of the Company (the "**Existing Articles**") for the purpose of conforming with, and addressing some practical issues under, the Listing Rules and the applicable rules under the Companies Law (2011 Revision) of the Cayman Islands.

As the proposed amendments are multifarious, the Board would therefore like to adopt a new set of Memorandum and Articles of Association (the "**New M&A**") in substitution of the Existing M&A instead of amending the Existing Articles on a piecemeal basis, which may lead to confusion and complication in future. The proposed adoption of the New M&A shall be subject to the approval of the Company's shareholders in form of a special resolution at an extraordinary general meeting (the "**EGM**").

A circular containing, among others, a summary of the principal provisions of the new Articles of Association and a notice convening the EGM to be held on 28 March 2012, will be dispatched to the Company's shareholders on 5 March 2012.

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

Hong Kong, 2 March 2012

*As at the date of this announcement, the Board comprises five executive directors, namely, Mr. Yang Zhiqiang, Mr. Zhang Sanlin, Mr. Zhang Zhong, Ms. Deng Wen and Ms. Maria Majoire Lo; 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.*