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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 THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Jinchuan Group International Resources Co. Ltd (the “**Company**”) will be held at Suite 1203B, 12/F, Tower 1, Admiralty Centre, 18 Harcourt Road, Hong Kong on Wednesday, 28 March 2012 at 11:00 a.m. for the purposes of considering and, if thought fit, passing with or without amendments, the following resolution as a special resolution:

“**THAT** the new memorandum and articles of association of the Company (the “**New M&A**”), a copy of which has been produced to the meeting and marked “A” and signed by the Chairman of the meeting for the purpose of identification, be and is hereby approved and adopted in substitution for and to the exclusion of the existing memorandum and articles of association of the Company, and that any director or the company secretary of the Company be authorised to do all such things and acts to effect the adoption of the New M&A and to make relevant registrations and filings in accordance with the applicable laws, regulations and requirements.”

By order of the Board
Wong Tak Chuen
Company Secretary

Hong Kong, 5 March 2012

Notes:

1. Any member of the Company entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote instead of him/her/it. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her/it to attend and vote on his/her/its behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. In order to be valid, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, must be deposited at the Branch Share Registrar of the Company in Hong Kong, Hong Kong Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting and, in such event, the form of proxy shall be deemed to be revoked.

As at the date of this announcement, the board of directors of the Company consists of 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.