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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 24 AUGUST 2011**

Reference is made to the circular issued by Jinchuan Group International Resources Co. Ltd (the “**Company**”) on 8 August 2011 (the “**Circular**”) and the notice of extraordinary general meeting (the “**EGM Notice**”) relating to, among others, the Agreement, the Continuing Connected Transactions and the proposed related annual caps. Unless otherwise defined herein, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular.

### **POLL RESULTS OF THE EGM**

The Board is pleased to announce that at the extraordinary general meeting of the Company held on 24 August 2011 (the “**EGM**”), the proposed ordinary resolution as set out in the EGM Notice was duly passed by the Shareholders by way of poll.

The Company’s branch share registrar in Hong Kong, Hong Kong Registrars Limited, was appointed as the scrutineer for the vote-taking at the EGM.

As at the date of the EGM, the total number of issued shares of the Company was 2,754,873,051. Jinchuan and its associates, holding 1,667,142,857 Shares in aggregate, representing approximately 60.5% of the issued share capital of the Company as at the date of the EGM, abstained from voting on the ordinary resolution at the EGM as disclosed in the Circular. No other Shareholders have stated their intention in the Circular to abstain from voting at the EGM. To the best of the Directors’ knowledge and belief after having made all reasonable enquiries, other than Jinchuan and its associates, no other Shareholders have a material interest in the Continuing Connected Transactions. Accordingly, the total number of shares entitling the Shareholders to attend and vote for or against the ordinary resolution was 1,087,730,194, representing approximately 39.5%

of the issued share capital of the Company as at the date of the EGM. No Shareholders were entitled to attend and vote only against the ordinary resolution at the EGM.

The poll results taken at the EGM are as follows:

<b>ORDINARY RESOLUTION</b>		<b>FOR (%)</b>	<b>AGAINST (%)</b>
1.	To approve (a) the Agreement and the continuing connected transactions contemplated under the Agreement and (b) the proposed annual caps for the continuing connected transactions contemplated under the Agreement	479,350,252 (100%)	0 (0%)

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

Hong Kong, 24 August 2011

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