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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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of the shareholders of Jinchuan Group International Resources Co. Ltd (the “**Company**”) will be held at Caine Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong at 11:00 am on Wednesday, 24 August 2011 for the purpose of considering, and if thought fit, passing the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT:

- (a) the agreement dated 18 July 2011 (the “**Agreement**”) entered into between the Company (as vendor) and Jinchuan Group Limited (“**Jinchuan**”) (as purchaser), a company incorporated in the PRC and a substantial shareholder of the Company, for trading of the Mineral and Metal Products (as defined in the circular of the Company dated 8 August 2011) between the Company and its subsidiaries (the “**Group**”) and Jinchuan and its subsidiaries (the “**Jinchuan Group**”, for the purpose of this notice, excluding the Group) pursuant to which:
 - (i) the Company has agreed to sell to Jinchuan, and Jinchuan has agreed to purchase from the Company, the Mineral and Metal Products (as defined in the circular of the Company dated 8 August 2011) pursuant to the Agreement; and
 - (ii) the Company has agreed to cause its subsidiaries to sell to the Jinchuan Group, and Jinchuan has agreed to cause its subsidiaries (for the purpose of this notice, excluding the Group) to purchase from the Group, the Mineral and Metal Products (as defined in the circular of the Company dated 8 August 2011) pursuant to the Agreement,

and the continuing connected transactions contemplated under the Agreement be and are hereby confirmed, approved and ratified, and any one director of the Company be and is hereby authorised to take such actions and execute such documents as he may consider necessary or desirable to carry out and complete the transactions contemplated under the Agreement; and

- (b) the proposed annual caps for the continuing connected transactions contemplated under the Agreement for each of the following periods: (1) from the date on which the Agreement, the continuing connected transactions contemplated thereunder and the proposed annual caps are approved by the independent shareholders of the Company at the EGM to 31 December 2011; (2) the financial year ending 31 December 2012; and (3) the financial year ending 31 December 2013, being approximately HK\$2,334 million, HK\$9,336 million and HK\$15,560 million respectively, be and are hereby approved.”

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

Hong Kong, 8 August 2011

Notes:

1. Any member of the Company entitled to attend and vote at the EGM may appoint one or more than one proxy to attend and to vote instead of him. A proxy need not be a member of the Company.
2. Where there are joint registered holders of any share, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such share of the Company as if he were solely entitled thereto; but if more than one such joint holders be present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
3. In order to be valid, the proxy form duly completed and signed in accordance with the instructions printed thereon together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be delivered to the Company's branch share registrar in Hong Kong, Hong Kong Registrars Limited at Room 1806-1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time fixed for holding the EGM or any adjournment thereof.
4. Completion and return of the proxy form will not preclude you from attending the EGM and voting in person if you so wish. In the event that you attend the EGM after having lodged the proxy form, it will be deemed to have been revoked.
5. The resolution will be voted on by way of poll.

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, 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.