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If you have sold or transferred all your shares in **Jinchuan Group International Resources Co. Ltd.**, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**RE-ELECTION OF RETIRING DIRECTORS,
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of Jinchuan Group International Resources Co. Ltd to be held at Queensway & Victoria Room, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Monday, 24 June 2013 at 10:00 a.m. is set out on pages 11 to 14 of this circular. A form of proxy for use at the annual general meeting is enclosed with this circular. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.jinchuan-intl.com).

Whether or not you are able to attend the annual general meeting, please complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it to 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 annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the meeting if they so wish.

23 May 2013

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“AGM”	the annual general meeting of the Company to be held at 10:00 a.m. on Monday, 24 June 2013, notice of which is set out on pages 11 to 14 of this circular
“Articles of Association”	the articles of association of the Company
“Associates”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Branch Share Registrar”	Hong Kong Registrars Limited, being the Hong Kong branch share registrar and transfer office of the Company
“Companies Law”	Cayman Islands Companies Law (2011 Revision)
“Company”	Jinchuan Group International Resources Co. Ltd, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange
“Connected persons”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries from time to time
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	the general and unconditional mandate proposed to be granted to the Directors to allot, issue and otherwise deal with the Shares in the Company not exceeding 20% of the issued share capital of the Company as at the date of passing the relevant resolution to grant such mandate
“Jinchuan Group”	Jinchuan Group Co., Ltd* (金川集團股份有限公司), a company incorporated in the PRC which is the Company’s ultimate holding company
“Last AGM”	the immediate previous annual general meeting of the Company held on 20 June 2012
“Latest Practicable Date”	20 May 2013, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion in this circular

* for identification purpose only

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan for the purpose of this circular
“Repurchase Mandate”	a general and unconditional mandate to be granted to the Directors to exercise the powers of the Company to repurchase Shares up to a maximum of 10% of the issued share capital of the Company as at the date of passing the relevant resolution to grant such mandate
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shareholders”	holders of the Shares
“Shares”	ordinary shares of HK\$0.01 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Yang Zhiqiang (*Chairman of the Board
and Chief Executive Officer*)

Mr. Zhang Sanlin

Mr. Zhang Zhong

Registered office:

P.O. Box 309

Ugland House

Grand Cayman KY1-1104

Cayman Islands

Non-executive Directors:

Mr. Gao Tianpeng

Mr. Qiao Fugui

Ms. Zhou Xiaoyin

*Head office and principal place of
business in Hong Kong:*

Suite 1203B, 12/F, Tower 1

Admiralty Centre

18 Harcourt Road

Hong Kong

Independent Non-executive Directors:

Mr. Gao Dezhu

Mr. Wu Chi Keung

Mr. Yen Yuen Ho, Tony

23 May 2013

To the Shareholders

Dear Sirs,

**RE-ELECTION OF RETIRING DIRECTORS,
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the AGM involving (i) the proposed re-election of retiring Directors; (ii) the Issue Mandate; (iii) the Repurchase Mandate and the extension of the Issue Mandate; and (iv) the notice of the AGM. The Board has confirmed that having made all reasonable enquiries, no Shareholder is required to abstain from voting on any of the resolutions as set out in the notice of the AGM.

LETTER FROM THE BOARD

RE-ELECTION OF THE RETIRING DIRECTORS

In accordance with the Articles of Association, Mr. ZHANG Sanlin shall retire as executive Director and Mr. GAO Tianpeng shall retire as non-executive Director and Mr. YEN Yuen Ho, Tony shall retire as independent non-executive Directors at the AGM.

The retiring Directors, being eligible, have offered themselves for re-election. Details of the Directors proposed to be re-elected are set out in Appendix I to this circular.

ISSUE MANDATE

At the Last AGM, a general mandate was granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with the Shares in the Company. Such mandate is expected to lapse at the conclusion of the AGM. At the AGM, ordinary resolutions will be proposed which will (i) grant the Directors a general mandate to allot, issue and otherwise deal with the Shares in the Company not exceeding 20% of the issued share capital of the Company as at the date of passing such resolution; and (ii) add to such general mandate so granted to the Directors any Shares in the Company representing the aggregate nominal amount of the share capital of the Company repurchased by the Company after the granting of the Repurchase Mandate. The Directors have confirmed that they have no present intention to issue any new Shares pursuant to the Issue Mandate.

As at the Latest Practicable Date, the issued share capital is 2,754,873,051 Shares. Assuming that there is no change in the issued share capital between the Latest Practicable Date and the date of passing of the resolution approving the Issue Mandate, the maximum number of Shares which may be issued pursuant to the Issue Mandate will be 550,974,610 Shares.

REPURCHASE MANDATE

At the Last AGM, a general mandate was granted to the Directors to exercise the powers of the Company to repurchase its own Shares. Such mandate is expected to lapse at the conclusion of the AGM. At the AGM, an ordinary resolution will be proposed to grant a general mandate to the Directors to exercise the powers of the Company to repurchase its own Shares up to a maximum of 10% of the issued share capital of the Company as at the date of passing such resolution. An explanatory statement as required under the Listing Rules to provide the requisite information in respect of the Repurchase Mandate is set out in Appendix II to this circular. The Directors have confirmed that they have no present intention to repurchase any Shares pursuant to the Repurchase Mandate.

AGM

Set out in pages 11 to 14 of this circular is a notice convening the AGM which will be held at 10:00 a.m. on Monday, 24 June 2013 at Queensway & Victoria Room, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong at which resolutions will be proposed to approve, among other things, the re-election of the retiring Directors, the Issue Mandate, the Repurchase Mandate and the extension of the Issue Mandate.

LETTER FROM THE BOARD

The form of proxy for use at the AGM is enclosed with this circular. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.jinchuan-intl.com). Whether or not you are able to attend the AGM, please complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Branch Share Registrar, 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 fixed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude the Shareholders from attending and voting in person at the AGM if they so wish.

Pursuant to 13.39(4) of the Listing Rules, the vote of Shareholders at the AGM will be taken by poll. An announcement on the poll vote results will be made by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

RECOMMENDATION

The Directors are of the opinion that the re-election of the retiring Directors, and granting of the Issue Mandate, Repurchase Mandate and the extension of the Issue Mandate, are in the interests of the Company and the Shareholders as a whole, and therefore recommend you to vote in favour of the relevant resolutions to be proposed at the AGM.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement contained herein or this circular misleading.

FURTHER INFORMATION

Your attention is drawn to the information contained in the appendices to this circular.

For and on behalf of the Board
Jinchuan Group International Resources Co. Ltd
WONG Tak Chuen
Company Secretary

The following are the particulars of the retiring executive, non-executive and independent non-executive Directors proposed for re-election at the AGM:

EXECUTIVE DIRECTOR**ZHANG Sanlin**

Mr. Zhang Sanlin, aged 48, a senior economist, completed his postgraduate studies in business management. He joined the Jinchuan Group in July 1985 and since then has been consecutively responsible, at the smelting plant, for statistics and production planning, and at the management division of the Jinchuan Group, for corporate management and corporate transformation, and at the mines under the Jinchuan Group, for management, and at the management division of the Jinchuan Group, for asset restructuring, institutional adjustment, capital restructuring and share listing, merger and acquisition and asset management. He is currently the deputy general manager of the Jinchuan Group and is responsible for the Jinchuan Group's asset management, legal matters and community management. He has extensive experience in mining business management and corporate asset management. He is also a director of Albidon Limited since September 2010, a company listed on the Australian Securities Exchange.

NON-EXECUTIVE DIRECTOR**GAO Tianpeng**

Mr. Gao Tianpeng, aged 41, currently the general manager of the asset management division of the Jinchuan Group. For the 18 years since he has joined the Jinchuan Group, Mr. Gao has served as the cost manager of the finance division, finance manager of the international trading arm and general manager of the risk management division of the Jinchuan Group. Mr. Gao, currently as the director of the overseas investment projects and corporate merger and acquisition divisions of the Jinchuan Group, has extensive experience in financial cost management, risk management and asset management.

INDEPENDENT NON-EXECUTIVE DIRECTORS**YEN, Yuen Ho, Tony**

Mr. Yen Yuen Ho, Tony, aged 65, is a solicitor of Hong Kong and the United Kingdom. He is also a barrister and solicitor of Australia, and was a member of the Government's Law Reform Commission. Mr. Yen has been practicing law in Hong Kong since 1983 and was the Law Draftsman of the Department of Justice in Hong Kong from 1995 to 2007.

Currently, Mr. Yen is an Adjunct Professor at the City University of Hong Kong and a Court Member of the Hong Kong University of Science and Technology. He is a Director of the Hong Kong Institute for Public Administration and an Honorary Legal Adviser to the Friends of Scouting, Scout Association of Hong Kong. Additionally, Mr. Yen serves as the Director of two secondary schools, the Vice Chairman of the Neighbourhood Advice Action Council and a Member of Heep Hong Society's Executive Council. He is also an Honorary Adviser to the Pok Oi Hospital and the Honorary Legal Adviser to the Shanghai Fraternity Association, and serves as a member to the Hong Kong Law Society's Mainland Legal Affairs Committee. In April 2009, Mr. Yen was appointed by the Hong Kong

Government as the Vice-Chairman of the Social Welfare Lump Sum Grant Independent Complaints Handling Committee. Mr. Yen also serves as a guest speaker to various universities in Hong Kong. He is an independent non-executive director of Goldpoly New Energy Holdings Limited, the shares of which are listed on the Main Board of the Stock Exchange.

General

Each of Mr. Zhang, Mr. Gao and Mr. Yen has entered into a letter of appointment with the Company with a term commencing on the appointment date and ending on the date of the third annual general meeting or the date on which he shall retire from office in accordance with the Articles of Association of the Company and the Listing Rules and not having been re-elected.

Save as disclosed herein, Mr. Zhang, Mr. Gao and Mr. Yen do not have any other relationship with any Directors, senior management or substantial or controlling shareholder of the Company and have not held any directorship in other listed public companies in the past three years. As at the date of this circular, Mr. Zhang, Mr. Gao and Mr. Yen do not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Each of Mr. Zhang, Mr. Gao and Mr. Yen has not entered into any service contract with the Company.

Save as disclosed above, the Board is not aware of any matter in relation to the respective appointment of Mr. Zhang, Mr. Gao and Mr. Yen that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and any other matter that needs to be brought to the attention of the Shareholders.

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the ordinary resolution to approve the Repurchase Mandate to be proposed at the AGM.

1. SHARE CAPITAL

At the Latest Practicable Date, the issued share capital of the Company comprised 2,754,873,051 Shares. Subject to the passing of the resolution approving the Repurchase Mandate and on the basis that no further Shares are issued or repurchased by the Company prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 275,487,305 Shares representing 10% of the existing 2,754,873,051 Shares in issue.

2. REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its Shareholders as a whole as it would enable the Directors to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders.

3. FUNDING OF REPURCHASES

Any repurchase would only be financed out of funds of the Company legally available for such purpose in accordance with its memorandum and articles of association and the applicable laws of the Cayman Islands. The Company may not repurchase its Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

4. IMPACT OF REPURCHASES

There might be material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in its audited consolidated financial statements for the year ended 31 December 2012) in the event that the Repurchase Mandate is exercised in full at any time during the period covered by the Repurchase Mandate. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or its gearing level.

5. UNDERTAKING

The Directors have undertaken to the Stock Exchange that they will exercise the powers of the Company to repurchase Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules, the memorandum and articles of association of the Company and the applicable laws of the Cayman Islands.

6. DISCLOSURE OF INTEREST

As at the Latest Practicable Date, none of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective associates, have a present intention to sell any Shares to the Company or its subsidiaries if the Repurchase Mandate is approved by the Shareholders.

No connected persons of the Company have notified the Company that they have a present intention to sell Shares to the Company or have undertaken not to do so, if the Repurchase Mandate is approved by the Shareholders.

7. THE HONG KONG CODE ON TAKEOVERS AND MERGERS

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (as defined in the Takeovers Code), depending on the level of increase of the shareholding, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge of the Company, Jinchuan Group and its concert parties were interested in 1,667,142,857 Shares, representing approximately 60.5% of the issued share capital of the Company.

Assuming that there is no alteration to the existing shareholdings, upon exercise of the Repurchase Mandate in full in accordance with the terms of the ordinary resolution to be proposed at the AGM, the shareholding of Jinchuan Group and its concert parties in the Company would be increased to approximately 67.2% of the issued share capital of the Company. The Directors are not aware of any consequences of such repurchases of Shares that would result in a Shareholder, or group of Shareholders acting in concert, becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code if the Repurchase Mandate were to be exercised in full. Moreover, the Directors do not intend to exercise the power to repurchase Shares to an extent which would render any Shareholder or group of Shareholders obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

Assuming that there is no further issue of Shares between the Latest Practicable Date and date of repurchase, the exercise of Repurchase Mandate whether in whole or in part will not result in the number of Shares held by the public being reduced to less than 25% of the issued share capital of the Company. The Directors have no intention to exercise the Repurchase Mandate to an extent as may result in a public shareholding less than such prescribed percentage under the Listing Rules.

8. SHARE PURCHASES MADE BY THE COMPANY

No repurchases of Shares have been made by the Company (whether on the Stock Exchange or otherwise) during the six months preceding the Latest Practicable Date.

9. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous twelve months prior to the Latest Practicable Date were as follows:

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2012		
May	1.58	1.20
June	1.58	1.08
July	1.34	0.99
August	1.66	1.09
September	1.86	1.50
October	1.61	1.45
November	1.60	1.32
December	1.85	1.35
2013		
January	2.35	1.79
February	2.04	1.75
March	1.98	1.57
April	1.70	1.28
May (up to the Latest Practicable Date)	1.57	1.38

NOTICE OF AGM



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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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Meeting**”) of Jinchuan Group International Resources Co. Ltd (the “**Company**”) will be held at 10:00 a.m. on Monday, 24 June 2013 at Queensway & Victoria Room, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong for the following purposes:

1. to receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “**Directors**”) and auditors for the year ended 31 December 2012.
2. to re-elect Mr. ZHANG Sanlin as executive Director, Mr. GAO Tianpeng as non-executive Director and Mr. YEN Yuen Ho, Tony as independent non-executive Director and authorize the board of Directors (the “**Board**”) to fix the remuneration of all Directors.
3. to re-appoint Ernst & Young as auditors and to authorize the Board to fix their remuneration.
4. as special business to consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT:**

- (a) subject to paragraph (c) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with shares of the Company (the “**Shares**”), to allot, issue or grant securities convertible or exchangeable into Shares, or options, warrants or similar rights to subscribe for or acquire Shares or such convertible or exchangeable securities, and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the mandate referred to in paragraph (a) of this Resolution shall authorize the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such power after the end of the Relevant Period;

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- (c) the aggregate nominal amount of share capital to be allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted or issued or dealt with (whether pursuant to options or otherwise) by the Directors pursuant to the mandate referred to in paragraph (a) of this Resolution, otherwise than pursuant to:
 - (i) a Rights Issue (as hereinafter defined);
 - (ii) the exercise of the subscription rights under options granted under any share option scheme or similar arrangement of the Company for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries or any eligible participants of Shares or rights to acquire Shares;
 - (iii) any scrip dividend or similar arrangement providing for the allotment and issue of Shares or other securities of the Company in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company; or
 - (iv) any issue of Shares pursuant to the exercise of rights of subscription or conversion under the terms of any existing warrants, bonds, debentures, notes and other securities of the Company which carry rights to subscribe for or are convertible into Shares, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this Resolution and the said approval in paragraph (a) shall be limited accordingly;

- (d) for the purpose of this Resolution, “**Relevant Period**” means the period from the passing of this Resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiry of the period within which the next annual general meeting of the Company is required by any applicable laws or by the Company’s articles of association to be held; and
 - (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders of the Company in general meeting;

and “**Rights Issue**” means an offer of Shares or an offer of warrants, options or other securities of the Company giving rights to subscribe for Shares, open for a period fixed by the Directors to holders of Shares on the register of members on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory applicable to the Company).”

NOTICE OF AGM

5. as special business to consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase its own Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the securities of the Company may be listed and recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) or of any other stock exchange (as amended from time to time), be and is hereby generally and unconditionally approved;
 - (b) the aggregate nominal amount of share capital of the Company to be repurchased by the Company pursuant to the mandate in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution, and the said approval shall be limited accordingly;
 - (c) for the purpose of this Resolution, “**Relevant Period**” means the period from the passing of this Resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiry of the period within which the next annual general meeting of the Company is required by any applicable laws or by the Company’s articles of association to be held; and
 - (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders of the Company in general meeting.”
6. as special business to consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT** conditional upon the passing of Ordinary Resolutions No. 4 and 5 set out in this notice convening the Meeting of which this Resolution forms part, the aggregate nominal amount of the share capital of the Company that may be allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with by the Directors pursuant to and in accordance with the mandate granted under Ordinary Resolution No. 4 be and is hereby increased and extended by the addition thereto of the aggregate nominal amount of the share capital of the Company repurchased by the Company pursuant to and in

NOTICE OF AGM

accordance with the mandate granted under Ordinary Resolution No. 5 since the granting of such repurchase mandate, provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this Resolution.”

For and on behalf of the Board
Jinchuan Group International Resources Co. Ltd
WONG Tak Chuen
Company Secretary

Hong Kong, 23 May 2013

Registered office:
P.O. Box 309
Ugland House
Grand Cayman KY11104
Cayman Islands

*Head office and principal place of
business in Hong Kong:*
Suite 1203B, 12/F, Tower 1
Admiralty Centre
18 Harcourt Road
Hong Kong

Notes:

1. A member entitled to attend and vote at the Meeting is entitled to appoint more than one proxy to attend and, on poll, vote on his behalf. A proxy need not be a member of the Company.
2. A form of proxy for use at the Meeting is enclosed. Whether or not you intend to attend the Meeting in person, you are urged to complete and return the form of proxy in accordance with the instructions printed thereon as soon as possible. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Meeting or any adjourned meeting thereof if you so wish. In the event that you attend the Meeting after having returned the completed form of proxy, your form of proxy will be deemed to have been revoked.
3. To be valid, the form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney, must be deposited at the Branch Share Registrar in Hong Kong, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
4. In the case of joint registered holders of any Shares, any one of such joint registered holders may vote at the Meeting, either in person or by proxy, in respect of such shares as if he/she/it were solely entitled thereto; but if more than one of such joint registered holders be present at the Meeting, either in person or by proxy, the vote of that one of them so present, either in person or by proxy, whose name stands first on the register of members in respect of such Shares shall be accepted to the exclusion of the votes of the other joint registered holder(s).

As at the date of this circular, the Board consists of 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.