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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)

**APPOINTMENT OF INDEPENDENT NON-EXECUTIVE
DIRECTOR AND CHANGES IN COMPOSITION OF THE AUDIT
COMMITTEE, REMUNERATION COMMITTEE AND
NOMINATION COMMITTEE**

The Board announces, with effect from 8 October 2014, that:

- (1) Mr. Neil Thacker Maclachlan has been appointed as an independent non-executive director of the Company and a member of each of the audit committee, remuneration committee and nomination committee of the Company; and
- (2) Mr. Wu Chi Keung, an independent non-executive director of the Company, has been re-designated from a member to Chairman of remuneration committee of the Company.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board of directors (the “Board”) of Jinchuan Group International Resources Co. Ltd (the “Company”) is pleased to announce that Mr. Neil Thacker Maclachlan (“Mr. Maclachlan”) has been appointed as an independent non-executive director of the Company with effect from 8 October 2014.

Biography of Mr. Maclachlan

Mr. Maclachlan, aged 72, holds a Bachelor of Science in Biochemistry from Manchester University in the United Kingdom (the “UK”). He has over 35 years’ investment banking experience in Europe, South East Asia and Australia, through his positions with the investment banking division of HSBC Holdings Plc , including as Deputy Chairman and Chief Executive Officer of Wardley Australia Ltd (1979 -1986), as head of investment banking at James Capel & Co Ltd (1986 – 1990); and as Deputy Managing Director of Svenska Handelsbanken’s London investment banking division from 1990 until 1993.

From 1993 to 1997, Mr. Maclachlan served as Executive Vice President (Asia) of Barrick Gold Corporation (“Barrick”). In such capacity, he was responsible for identifying and negotiating new acquisitions for Barrick in the Far East, including Hong Kong, China, the Philippines and Indonesia.

From 1997 to 2004, Mr. Maclachlan was a Non-executive Director of Ambrian Capital Plc (formerly known as Golden Prospect Plc), which is a mining investment company listed in London on the Alternative Investment Market (“AIM”). From 2004 to 2007, he served as an executive director of Ambrian Partners Limited, which at the time was a wholly owned subsidiary of Ambrian Capital Plc.

Since then, Mr. Maclachlan was a director of Kalahari Minerals Plc, an AIM listed exploration company (2009 – 2012). He was also a director and non-executive chairman of Nyota Minerals Ltd, a junior gold exploration company listed on the Australian Stock Exchange (“ASX”) and AIM (2012-2014), a director of Eurogold Limited, a company listed on the AIM and the ASX (2004-2012), a director of Samson Oil and Gas Limited, a company listed on the ASX and the American Stock Exchange (1998-2011), a director of Extract Resources Ltd, a company listed on the ASX and the Toronto Stock Exchange (2007-2012) and a director of Oklo Resources Limited, a company listed on the ASX (2007-2013).

Currently, he serves as chairman and a major shareholder in Markham Associates, a private UK partnership, which undertakes financial consultancy and direct investment activities in Europe, Australia and South East Asia.

Mr. Maclachlan has entered into a letter of appointment dated 8 October 2014 with the Company for an initial term commencing from 8 October 2014 to 31 December 2016, subject to retirement by rotation and re-election at the general meeting of the Company in accordance with the articles of association of the Company. He is entitled to a director’s fee in the amount of HK\$180,000 per annum. The aforesaid fee was determined on the same basis as that paid by the Company to other independent non-executive directors of the Company.

Save as disclosed above and as at the date of this announcement, Mr. Maclachlan does not (i) hold any interests 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); (ii) have any relationship with any other directors, senior management, substantial shareholder or controlling shareholder of the Company; (iii) hold any other position with the Company or its subsidiaries; and (iv) hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years, and there is no other information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) regarding Mr. Maclachlan’s appointment.

Mr. Maclachlan has confirmed that he meets the independence criteria as set out in Rule 3.13 of the Listing Rules.

The Board would like to take this opportunity to welcome Mr. Maclachlan for joining the Board.

CHANGES IN COMPOSITION OF AUDIT COMMITTEE, REMUNERATION COMMITTEE AND NOMINATION COMMITTEE

The Board further announces that:

Mr. Maclachlan has been appointed as a member of each of the audit committee, remuneration committee and nomination committee of the Company respectively with effect from 8 October 2014.

Mr. Wu Chi Keung (“Mr. Wu”), an independent non-executive director of the Company, has been re-designated from a member to Chairman of the remuneration committee of the Company with effect from 8 October 2014.

LISTING RULES IMPLICATIONS

Following the appointment of Mr. Maclachlan as an independent non-executive director, a member of each of the audit committee, remuneration committee and nomination committee, and the re-designation of Mr. Wu from a member to Chairman of remuneration committee, the Company has fully complied with the requirements under Rules 3.10(1), 3.10A, 3.21 and 3.25 of the Listing Rules subsequent to its announcement dated 9 July 2014.

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

Hong Kong, 8 October 2014

As at the date of this announcement, the Board comprises five executive directors, namely Mr. Yang Zhiqiang, Mr. Zhang Sanlin, Mr. Zhang Zhong, Mr. Chen Dexin and Mr. Douglas Campbell Walter Ritchie; one non-executive director, Mr. John Adam Ferriera; and three independent non-executive directors, namely Mr. Wu Chi Keung, Mr. Yen Yuen Ho, Tony and Mr. Neil Thacker Maclachlan.