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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)

PROPOSED ADOPTION OF SHARE INCENTIVE SCHEME

The Board announces that at a meeting of the Board on 27 March 2015, the Board resolved to adopt the Share Incentive Scheme to provide incentive or reward to the Eligible Persons for their contributions to, and continuing efforts to promote the interests of, the Group and its business. The Company will seek Shareholders' approval of, among other things, the proposed Share Incentive Scheme.

The Share Incentive Scheme does not constitute a share option scheme pursuant to Chapter 17 of the Listing Rules and is a discretionary share scheme of the Company.

The Board intends to present the Share Incentive Scheme for consideration by the Shareholders at the upcoming annual general meeting of the Company and a circular containing, among other things, details of the terms of the proposed Share Incentive Scheme will be despatched to the Shareholders for the purpose of convening the annual general meeting.

PROPOSED ADOPTION OF SHARE INCENTIVE SCHEME

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Pursuant to the terms of the Share Incentive Scheme, the maximum aggregate number of Shares which may be issued upon vesting of Performance Shares under the scheme and yet to be vested under other long-term incentive schemes of the Company (including the existing share option scheme of the Company) must not, in aggregate, exceed 30% of the total number of Shares in issue from time to time. It is proposed that the Share Incentive Scheme permits the granting of Performance Shares to Eligible Persons that are either new Shares of the Company or existing Shares of the Company that are purchased pursuant to the terms of the Share Incentive Scheme. Upon each grant of Performance Shares, the Remuneration Committee of the Company will

determine whether the Performance Shares should be satisfied by the allotment and issue of new Shares and/or the purchase of existing Shares from secondary market. However, the Share Incentive Scheme provides that, for grants to Eligible Persons who are Connected Persons at the Company's level, the Trustee or the Remuneration Committee of the Company will purchase existing Shares from the secondary market to satisfy the relevant number of Performance Shares.

APPROVAL BY SHAREHOLDERS AT GENERAL MEETING

The Share Incentive Scheme does not constitute a share option scheme pursuant to Chapter 17 of the Listing Rules and is a discretionary share scheme of the Company.

The Board intends to present the Share Incentive Scheme for consideration by the Shareholders at the upcoming annual general meeting of the Company. At the upcoming annual general meeting of the Company, the Shareholders will be asked to consider and, if think fit, approve (i) the proposed adoption of the Share Incentive Scheme (ii) the granting of the authorisation to the Board to implement the Share Incentive Scheme; and (iii) the granting of a specific mandate to the Board to issue new Shares under the Share Incentive Scheme for up to 2% of the total issued Shares of the Company on the day of the annual general meeting and such mandate will be valid until the next annual general meeting.

A circular containing, among other things, details of the terms of the proposed Share Incentive Scheme will be despatched to the Shareholders for the purpose of convening the annual general meeting.

DEFINITIONS

In this announcement, the following expressions have the meanings set out below unless the context requires otherwise.

“Board”	the board of directors of the Company
“Company”	Jinchuan Group International Resources Co. Ltd, a limited liability company incorporated in the Cayman Islands whose Shares are listed on the Stock Exchange
“Connected Persons”	any director, the chief executive or any substantial shareholder of any member of the Group, or any of their respective associates
“Eligible Persons”	any director (whether executive or non-executive) or employee (whether full time or part time) of any member of the Group
“Group”	the Company and its subsidiaries
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

“Performance Shares”	the performance-based Shares of the Company to be granted to Eligible Persons pursuant to the terms of the Share Incentive Scheme
“Remuneration Committee”	the remuneration committee of the Company
“Share Incentive Scheme”	the share incentive scheme of the Company to be presented to the Shareholders for consideration at the upcoming annual general meeting of the Company
“Shareholders”	the shareholders of the Company
“Shares”	ordinary shares of HK\$0.01 each in the capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Trustee”	the trustee corporation or trustee corporations to be appointed by the Company for the administration of the Share Incentive Scheme, if any

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

Hong Kong, 27 March 2015

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 Ferreira; and three independent non-executive directors, namely Mr. Wu Chi Keung, Mr. Yen Yuen Ho, Tony and Mr. Neil Thacker Maclachlan.