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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)**

**CHANGE OF CHIEF EXECUTIVE OFFICER**

**AND**

**APPOINTMENT OF EXECUTIVE DIRECTOR**

The Board announces that:

- (1) Mr. Yang Zhiqiang has tendered his resignation as the Chief Executive Officer of the Company which will take effect from 1 July 2015, and after such resignation, Mr. Yang will remain as the Chairman of the Board and an Executive Director; and
- (2) Mr. Peter Geoffrey Albert has been appointed as the Chief Executive Officer and Executive Director of the Company with effect from 1 July 2015.

#### **RESIGNATION OF CHIEF EXECUTIVE OFFICER**

The board (the “**Board**”) of directors (the “**Directors**”) of Jinchuan Group International Resources Co. Ltd (the “**Company**” together with its subsidiaries collectively referred to as the “**Group**”) announces that Mr. Yang Zhiqiang (“**Mr. Yang**”) has tendered his resignation as the Chief Executive Officer of the Company which will take effect from 1 July 2015, and after such resignation, Mr. Yang will remain as the Chairman of the Board and an Executive Director.

Mr. Yang has been the Chief Executive Officer since 30 November 2010. In line with the development of the Company and for the enhancement of corporate governance of the Company, Mr. Yang has voluntarily tendered his resignation as the Chief Executive Officer which will take effect from 1 July 2015.

Mr. Yang has confirmed that he has no disagreement with the Board and there is no matter in relation to his resignation as the Chief Executive Officer that needs to be brought to the attention of the shareholders of the Company or The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board would like to take this opportunity to acknowledge Mr. Yang’s contributions to the Company as the Chief Executive Officer.

## **APPOINTMENT OF CHIEF EXECUTIVE OFFICER AND EXECUTIVE DIRECTOR**

The Board also announces that Mr. Peter Geoffrey Albert (“**Mr. Albert**”) has been appointed as the Chief Executive Officer and an Executive Director of the Company with an effective date starting from 1 July 2015.

The biographical details of Mr. Albert are as follows:

Mr. Albert, aged 56, is a metallurgist and holds an Executive MBA degree. He has more than 30 years of experience in project management, general management and operations management in mining and minerals processing in Australia, Africa and Asia. He is a Member of the Institute of Materials, Minerals and Mining (London), a Fellow of the Australasian Institute of Mining and Metallurgy (“AusIMM”) and a Chartered Engineer.

For his achievements and leadership in the mining industry, and voted by his peers, Mr. Albert was awarded the “Mining CEO of the Year”, at the 2012 Asia Mining Congress. Mr. Albert was also awarded the “Mining Executive of the Year”, at the 2013 Asia Mining Congress.

Before joining the Company, Mr. Albert was the Chief Executive Officer and an Executive Director of G-Resources Group Ltd. (2009-2015), a company listed on the Main Board of the Stock Exchange. The Company understands that, after the above resignation, Mr. Albert will act as an advisor on a limited basis to assist in the operations of G-Resources Group Ltd. for an agreed period.

Prior to G-Resources Group Ltd., he was the Executive General Manager – Asia, OZ Minerals Limited covering off-shore operations; the Sepon copper and gold operations and projects; the development of the Martabe gold and silver mine in Indonesia; business development in Asia, and Asian government relations. He joined Oxiana Limited in 2000 from Fluor Daniel, where he held the position of General Manager – Projects. Mr. Albert has also worked with Shell-Billiton (Australia), Aker Kvaerner (Australia) and Johannesburg Consolidated Investments (South Africa).

Under a letter of appointment dated 8 June 2015, Mr. Albert has been appointed as an Executive Director of the Company for an initial term commencing from 1 July 2015 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.

Under the said letter of appointment, he is entitled to receive a monthly director's fee of HK\$20,000. In addition, pursuant to the employment contract between Mr. Albert and the Company, Mr. Albert is entitled to (i) a monthly salary of US\$83,333; (ii) an annual bonus of up to 50% of his annual salary payable subject to performance and Board approval; (iii) other benefits provided by the Company including but not limited to housing allowances; and (iv) a long term incentive of performance shares and/or share options linked to the Company's market performance and subject to Board approval. The aforesaid emoluments have been determined by the Board with reference to his skills, knowledge and expected involvement in the Company's affairs, profitability of the Group, remuneration benchmarks in the industry and the prevailing market conditions. If additional time is required to process Mr. Albert's visa application for undertaking employment with the Company, the commencement date of his appointment with the Company will correspondingly be adjusted.

Save as disclosed above and as at the date of this announcement, Mr. Albert 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 (the "**Listing Rules**") regarding Mr. Albert's appointment.

The Board would like to take this opportunity to welcome Mr. Albert to the Company.

#### **COMPLIANCE OF CORPORATE GOVERNANCE CODE PROVISION A.2.1**

The Company would also like to note that the appointment of the new Chief Executive Officer will enable the Company to comply with the code provision A.2.1 regarding the separation of the roles of the Chairman and the Chief Executive Officer under the Corporate Governance Code as set out in Appendix 14 to the Listing Rules.

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

Hong Kong, 8 June 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; and three independent non-executive directors, namely Mr. Wu Chi Keung, Mr. Yen Yuen Ho, Tony and Mr. Neil Thacker Maclachlan.*