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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)

**RESIGNATION OF EXECUTIVE DIRECTOR AND
CHANGES IN CERTAIN BOARD COMMITTEES**

The Board announces that, with effect from 26 November 2015:

- (1) Mr. Ritchie has resigned as an executive Director of the Company;
- (2) the Nomination Committee and Remuneration Committee have been combined into a single committee named the Remuneration and Nomination Committee; and
- (3) the Overseas Assets Oversight Committee and Strategy and Investment Committee have been combined into a single committee named the Strategy and Investment Committee.

RESIGNATION OF EXECUTIVE DIRECTOR

The board (the “Board”) of directors (the “Directors”) of Jinchuan Group International Resources Co. Ltd (the “Company”) announces that Mr. Douglas Campbell Walter Ritchie (“Mr. Ritchie”) has tendered his resignation as an executive Director of the Company with effect from 26 November 2015 on his own accord to pursue his personal interest and commitments.

Mr. Ritchie has confirmed that he has no disagreement with the Board and there is no matter relating to his resignation 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 Company would like to express its sincere gratitude to Mr. Ritchie for his invaluable contribution to the Company during his tenure of office.

CHANGES IN CERTAIN BOARD COMMITTEES

The Board announces that the Remuneration Committee and Nomination Committee of the Company have been combined into a single committee named the Remuneration and Nomination Committee with effect from 26 November 2015. The Remuneration and Nomination Committee comprises two executive Directors, namely Mr. Zhang Sanlin and Mr. Zhang Zhong; and three independent non-executive Directors, namely Mr. Wu Chi Keung, Mr. Yen Yuen Ho, Tony and Mr. Neil Thacker Maclachlan. Mr. Wu Chi Keung is the chairman of the Remuneration and Nomination Committee. The primary duties of the Remuneration and Nomination Committee are to review and determine the remuneration related matters of the Directors and senior management, and to identify and nominate individuals suitably qualified to become Board members and made recommendations to the Board.

The Board also announces that the Overseas Assets Oversight Committee and Strategy and Investment Committee of the Company have been combined into a single committee named the Strategy and Investment Committee with effect from 26 November 2015. The Strategy and Investment Committee comprises four executive Directors, namely Mr. Zhang Sanlin, Mr. Peter Geoffrey Albert, Mr. Zhang Zhong and Mr. Chen Dexin; and one independent non-executive Director, Mr. Neil Thacker Maclachlan. Mr. Zhang Sanlin is the chairman of the Strategy and Investment Committee and Mr. Peter Geoffrey Albert is the deputy chairman. The new Strategy and Investment Committee will assume the previous functions and duties of the Overseas Assets Oversight Committee, as well as the strategic development responsibilities.

The Board considered that the changes in certain board committees would facilitate the decision making process and increase the effectiveness and efficiency of the Board. The Remuneration and Nomination Committee is established with written terms of reference in compliance with the Corporate Governance Code as set out in the Appendix 14 to the Rules Governing the Listing of Securities on the Stock Exchange.

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

Johannesburg, the Republic of South Africa, 26 November 2015

As at the date of this announcement, the Board comprises five executive Directors, namely Mr. Yang Zhiqiang, Mr. Zhang Sanlin, Mr. Peter Geoffrey Albert, Mr. Zhang Zhong and Mr. Chen Dexin; and three independent non-executive Directors, namely Mr. Wu Chi Keung, Mr. Yen Yuen Ho, Tony and Mr. Neil Thacker Maclachlan.