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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)**

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**EGM**”) of the shareholders of Jinchuan Group International Resources Co. Ltd (the “**Company**”) will be held at Suite 4003–04, 40/F, Tower Two, Lippo Centre, 89 Queensway, Hong Kong at 10:30 a.m. on Thursday, 7 January 2016 for the purpose of considering, and if thought fit, passing the following resolution as an ordinary resolution of the Company:

### **ORDINARY RESOLUTION**

**“THAT:**

the agreement dated 2 December 2015 (the “**Agreement**”) entered into between Golden Harbour International Trading Limited, a wholly owned subsidiary of the Company (“**Golden Harbour**”), and Lanzhou Jinchuan Advanced Materials Technology Co., Ltd.\* (蘭州金川新材料科技股份有限公司), a subsidiary held by Jinchuan Group Co., Ltd.\* (金川集團股份有限公司), the controlling shareholder of the Company (“**Jinchuan Group**”), as to approximately 99% of its interest (“**Lanzhou Jinchuan**”) for the sale and purchase of cobalt hydroxide produced by Ruashi Mine (as defined in the circular of the Company dated 21 December 2015), pursuant to which Golden Harbour has agreed to sell to Lanzhou Jinchuan, and Lanzhou Jinchuan has agreed to purchase from Golden Harbour, the cobalt hydroxide that produced by Ruashi Mine and further sold to Golden Harbour under the purchase and sales contract for cobalt hydroxide entered into between Golden Harbour and Ruashi Mining (as defined in the circular of the Company dated 21 December 2015) dated 2 December 2015, and the continuing connected transactions contemplated under the Agreement be and are hereby approved, confirmed and ratified, and any one director of the Company be and is hereby authorised to take such actions and execute such documents as he may consider necessary or desirable to carry out and complete the transactions contemplated under the Agreement; and

\* For identification purpose only

the Proposed Annual Caps (as defined in the circular of the Company dated 21 December 2015) for the continuing connected transactions contemplated under the Agreement for each of the following financial years: (1) the financial year ending 31 December 2016; (2) the financial year ending 31 December 2017; and (3) the financial year ending 31 December 2018, being approximately US\$106 million, US\$106 million and US\$106 million respectively, be and are hereby approved.”

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

Hong Kong, 21 December 2015

*Notes:*

1. A member entitled to attend and vote at the EGM 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 EGM is enclosed. Whether or not you intend to attend the EGM 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 EGM or any adjourned EGM thereof if you so wish. In the event that you attend the EGM 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 Boardroom Share Registrars (HK) Limited at 31/F, 148 Electric Road, North Point, Hong Kong, not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof.
4. In the case of joint registered holders of any shares of the Company, any one of such joint registered holders may vote at the EGM, 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 are present at the EGM, 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 notice, the Board consists of 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.*