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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)**

## **ANNOUNCEMENT PURSUANT TO RULE 13.18 OF THE LISTING RULES**

This announcement is made in compliance with the disclosure requirements under Rule 13.18 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

On 9 November 2016, Metorex (Proprietary) Limited (“**Metorex**”) (as borrower), an indirect wholly-owned subsidiary of Jinchuan Group International Resources Co. Ltd (the “**Company**”), entered into a facility agreement with China Development Bank Corporation (as lender) (“**CDBC**”) in relation to a loan facility for the purpose of funding the working capital and operations of Metorex and its subsidiaries in an amount of US\$100,000,000 (equivalent to approximately HK\$778,000,000) (the “**Facility Agreement**”). The final repayment date of the loan facility will be the date falling on the last day of a 36 month period from the date of the first utilization of such facility, which utilization should take place within 24 months from the date of the Facility Agreement.

On the same date, 金川集團股份有限公司(Jinchuan Group Co., Ltd\*) (“**Jinchuan Group**”) entered into a guarantee agreement with CDBC pursuant to which Jinchuan Group has provided a corporate guarantee in favour of CDBC as a security for the loan facility provided under the Facility Agreement (the “**Guarantee Agreement**”). As such corporate guarantee from Jinchuan Group is for the benefit of the Company or its subsidiaries on normal commercial terms where no security over the assets of the Company or its subsidiaries is granted to Jinchuan Group, such corporate guarantee is exempt from compliance with all reporting, announcement and independent shareholders’ approval requirements under Chapter 14A of the Listing Rules pursuant to Rule 14A.90 of the Listing Rules.

\* *For identification purposes only*

Pursuant to the Guarantee Agreement, Jinchuan Group has provided an undertaking to CDBC under which Jinchuan Group agreed to directly or indirectly own not less than 51% of the shares of Metorex, the breach of which would constitute an event of default under the terms of the Facility Agreement. In addition, pursuant to the Facility Agreement, the loan facility may, upon notification by CDBC, be cancelled and all the outstanding amounts may become immediately due and payable if Metorex is not or ceases to be a subsidiary of the Jinchuan Group. If the above undertaking is breached by Jinchuan Group, it will also constitute (i) a default under the facility agreement entered into by Kinsenda Copper Company SA (an indirectly 77% owned subsidiary of the Company) with CDBC, under which a principal amount of US\$215,500,000 remains outstanding as of the date of this announcement; and (ii) a default under the facility agreement entered into by Metorex with CDBC, under which a principal amount of US\$25,000,000 remains outstanding as of the date of this announcement. Details of such facility agreements were disclosed in the announcements of the Company dated 5 June 2014 and 30 May 2016, respectively.

As at the date of this announcement, Jinchuan Group indirectly owns approximately 75.00% of the issued share capital of the Company.

The Company will continue to make relevant disclosure in its subsequent interim and annual reports pursuant to Rule 13.21 of the Listing Rules for so long as circumstances giving rise to the obligation under Rule 13.18 of the Listing Rules continue to exist.

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

Hong Kong, 10 November 2016

*The exchange rate adopted in this announcement for illustration purpose only is US\$1=HK\$7.78. Such conversion should not be construed as a representation that the currency could actually be converted into HK\$ at that rate or at all.*

*As at the date of this announcement, the Board comprises four executive directors, namely Mr. Yang Zhiqiang, Mr. Zhang Sanlin, Mr. Chen Dexin 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.*