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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 INDEPENDENT NON-EXECUTIVE DIRECTOR
AND MEMBER OF AUDIT COMMITTEE, REMUNERATION
AND NOMINATION COMMITTEE AND STRATEGY
AND INVESTMENT COMMITTEE AND NON-COMPLIANCE WITH RULES
3.10(1), 3.10A, 3.21 AND 3.25 OF LISTING RULES AND CODE PROVISION
A.5.1 OF CORPORATE GOVERNANCE CODE OF LISTING RULES**

The Board announces that Mr. Maclachlan has tendered his resignation as an independent non-executive Director with effect from 31 January 2017. Upon his resignation, Mr. Maclachlan also ceased to be a member of each of the audit committee, remuneration and nomination committee and strategy and investment committee of the Company.

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (the “Board”) of directors (the “Directors”) of Jinchuan Group International Resources Co. Ltd (the “Company”) announces that Mr. Neil Thacker Maclachlan (“Mr. Maclachlan”) has tendered his resignation as an independent non-executive Director with effect from 31 January 2017 due to his own decision to devote more time to his personal commitment.

Mr. Maclachlan has confirmed that he has not claimed any compensations against the Company for his resignation and 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 and The Stock Exchange of Hong Kong Limited.

The Company would like to express its sincere gratitude to Mr. Maclachlan for his invaluable contribution to the Company during his tenure of office.

CHANGES IN COMPOSITION OF AUDIT COMMITTEE, REMUNERATION AND NOMINATION COMMITTEE AND STRATEGY AND INVESTMENT COMMITTEE

Following the resignation of Mr. Maclachlan, he also ceased to be a member of each of the audit committee, remuneration and nomination committee and strategy and investment committee of the Company with effect from 31 January 2017.

NON-COMPLIANCE WITH LISTING RULES

Following the resignation of Mr. Maclachlan, the Company has two independent non-executive Directors and two audit committee members only, the number of which falls below the minimum number required under Rule 3.10(1), Rule 3.10A and Rule 3.21 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”). In addition, the Company fails to meet the composition requirement of the remuneration committee under Rule 3.25 of the Listing Rules and the composition requirement of the nomination committee under code provision A.5.1 of the Corporate Governance Code contained in Appendix 14 of the Listing Rules (the “Corporate Governance Code”).

The Company is endeavouring to identify a suitable candidate to fill the vacancy as soon as practicable within three months from the date of resignation of Mr. Maclachlan pursuant to Rule 3.11, Rule 3.23 and Rule 3.27 of the Listing Rules. The Company will make a further announcement as and when appropriate.

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

Hong Kong, 1 February 2017

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 two independent non-executive directors, namely Mr. Wu Chi Keung and Mr. Yen Yuen Ho, Tony.