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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)**

**APPOINTMENT OF INDEPENDENT NON-EXECUTIVE  
DIRECTOR AND CHANGES IN COMPOSITION OF THE AUDIT  
COMMITTEE, REMUNERATION AND NOMINATION COMMITTEE**

The Board announces, with effect from 21 March 2017, that:

- (1) Mr. Poon Chiu Kwok has been appointed as an independent non-executive director of the Company and a member of each of the audit committee, remuneration and nomination committee of the Company;
- (2) Mr. Zhang Zhong, an executive Director of the Company, has resigned as a member of remuneration and nomination committee; and
- (3) Mr. Chen Dexin, an executive Director and Chief Executive Officer of the Company, has been appointed as a member of remuneration and nomination committee.

**APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The board of directors (the “Board”) of Jinchuan Group International Resources Co. Ltd (the “Company”) is pleased to announce that Mr. Poon Chiu Kwok (“Mr. Poon”) has been appointed as an independent non-executive director of the Company with effect from 21 March 2017.

## **Biography of Mr. Poon**

Mr. Poon, aged 54, holds a master's degree in international accounting, a post-graduate diploma in laws, a bachelor's degree in laws and a bachelor's degree in business studies. He has over 25 years of experience in regulatory affairs, corporate finance, listed companies governance and management. He is an executive director, vice president and company secretary of Huabao International Holdings Limited, whose shares are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). He currently serves as an independent non-executive director of the following companies listed on the Stock Exchange: AUX International Holdings Limited, Changan Minsheng APLL Logistics Co., Ltd., Greentown Service Group Co. Ltd., Sany Heavy Equipment International Holdings Company Limited, Sunac China Holdings Limited, Tonly Electronics Holdings Limited, TUS International Limited and Yuanda China Holdings Limited. He was also an independent non-executive director of CSSC Offshore & Marine Engineering (Group) Company Limited (shares of which are listed on the Stock Exchange and the Shanghai Stock Exchange) from 31 May 2011 to 8 May 2014 and Ningbo Port Company Limited (shares of which are listed on the Shanghai Stock Exchange) from 1 April 2008 to 26 May 2014. Mr. Poon is a fellow member of The Institute of Chartered Secretaries and Administrators and The Hong Kong Institute of Chartered Secretaries and a member of its Technical Consultation Panel and Professional Development Committee. He is also a fellow member and Associate Instructor of Hong Kong Securities and Investment Institute.

Mr. Poon has entered into a letter of appointment dated 21 March 2017 with the Company for an initial term commencing from 21 March 2017 to 31 December 2019, 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. He is entitled to a director's fee in the amount of HK\$216,000 per annum. The aforesaid fee was determined on the same basis as that paid by the Company to other independent non-executive directors of the Company.

Save as disclosed above and as at the date of this announcement, Mr. Poon 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 of Hong Kong Limited (the "Listing Rules") regarding Mr. Poon's appointment.

Mr. Poon has confirmed that he meets the independence criteria as set out in Rule 3.13 of the Listing Rules.

The Board would like to take this opportunity to welcome Mr. Poon for joining the Board.

### **CHANGES IN COMPOSITION OF AUDIT COMMITTEE, REMUNERATION AND NOMINATION COMMITTEE**

The Board further announces that:

- (a) Mr. Poon has been appointed as a member of each of the audit committee, remuneration and nomination committee of the Company respectively with effect from 21 March 2017;
- (b) Mr. Zhang Zhong, an executive Director of the Company, has resigned as a member of remuneration and nomination Committee; and
- (c) Mr. Chen Dexin, an executive Director and Chief Executive Officer of the Company, has been appointed as a member of remuneration and nomination Committee.

### **LISTING RULES IMPLICATIONS**

Following the appointment of Mr. Poon as an independent non-executive director, a member of each of the audit committee, remuneration and nomination committee, the Company has fully complied with the requirements under Rules 3.10(1), 3.10A, 3.21 and 3.25 of the Listing Rules and code provision A.5.1 of the Corporate Governance Code contained in Appendix 14 of the Listing Rules subsequent to its announcement dated 1 February 2017.

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

Hong Kong, 21 March 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 three independent non-executive directors, namely Mr. Wu Chi Keung, Mr. Yen Yuen Ho, Tony and Mr. Poon Chiu Kwok.*