

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

**POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING
HELD ON 25 APRIL 2017**

The Board is pleased to announce that all the ordinary resolutions proposed at the EGM held on 25 April 2017 were duly passed.

Reference is made to the circular issued by Jinchuan Group International Resources Co. Ltd (the “**Company**”) on 6 April 2017 (the “**Circular**”) and the notice of extraordinary general meeting of the Company (the “**Notice of EGM**”) relating to, among others, (i) the Subscription under Specific Mandate, (ii) the proposed appointment of non-executive Director and (iii) the proposed re-election of Retiring Director. Unless otherwise defined herein, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE EGM

The board of directors (the “**Board**”) of the Company is pleased to announce that at the Company’s EGM held on 25 April 2017, all the ordinary resolutions proposed were duly passed by way of poll voting.

As at the date of the EGM, the total number of issued shares of the Company was 4,350,753,051. To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, no Shareholders were required to abstain (and have abstained) from voting on the ordinary resolutions at the EGM. As such, the total number of Shares entitling the Shareholders to attend and vote on the resolutions proposed at the EGM was 4,350,753,051.

The poll results are as follows:

Ordinary Resolutions		Number of Votes (%) (Note (a))	
		For	Against
1.	To ratify, confirm and approve the Subscription Agreement dated 20 March 2017 entered into between the Company and SD Hi-Speed Investment HK Limited (山東高速環渤海投資(香港)有限公司) in respect of the allotment and issue of 483,000,000 new Shares and, subject to the passing of resolution no.2 below, the transactions contemplated thereunder, and the granting of the Specific Mandate to the Directors to allot and issue the Subscription Shares pursuant to the terms and conditions of the Subscription Agreement.	3,263,788,621 (100%)	0 (0%)
2.	Subject to the passing of resolution no.1 above, to appoint Mr. Zeng Weibing as a non-executive Director with effect from the Completion Date of the Subscription under the Subscription Agreement and to authorise the Board to fix his remuneration.	3,263,788,621 (100%)	0 (0%)
3.	To re-elect Mr. Poon Chiu Kwok as independent non-executive Director.	3,263,028,621 (99.98%)	760,000 (0.02%)

Notes:

- (a) The number and percentage of votes are based on the total number of Shares voted by the Shareholders at the EGM in person or by proxy.
- (b) As more than 50% of the votes were cast in favour of the above resolutions, the ordinary resolutions were duly passed.
- (c) As no Shareholder was required to, pursuant to Rule 13.40 of the Listing Rules, abstain from voting in favour of the resolutions at the EGM, there were no shares entitling the holder to attend and abstain from voting in favour of the resolution at the EGM under that rule.
- (d) The Company's Branch Share Registrar in Hong Kong, Boardroom Share Registrars (HK) Limited, acted as the scrutineer for the vote-taking at the EGM.

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

Hong Kong, 25 April 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.