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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 Unit 3101, 31/F United Centre, 95 Queensway, Admiralty, Hong Kong at 3:00 p.m. on Friday, 25 May 2018 for the purpose of considering, and if thought fit, passing the following resolution as ordinary resolution of the Company:

### **ORDINARY RESOLUTION**

**“THAT:**

the supplemental agreement dated 6 April 2018 (the “**2018 CCT Supplemental Agreement**”) entered into between the Company (as vendor) and 金川集團股份有限公司 (Jinchuan Group Co., Ltd.\*) (“**Jinchuan**”) (as purchaser), a company incorporated in the People’s Republic of China and the controlling shareholder of the Company, for extending the term of trading of the Mineral and Metal Products (as defined in the circular of the Company dated 9 May 2018) between the Company and its subsidiaries and associates controlled by the Company from time to time (collectively the “**Group**”) and Jinchuan and its subsidiaries and associates controlled by Jinchuan from time to time until 31 December 2020 (collectively the “**Jinchuan Group**”, for the purpose of this resolution, excluding the Group) (including for the avoidance of doubt the agreement dated 6 April 2018 (the “**2018 Cobalt Agreement**”) entered into between Golden Harbour International Trading Limited, a wholly owned subsidiary of the Company (“**Golden Harbour**”) and Lanzhou Jinchuan Advances Materials Technology Co.,

Ltd.\* (蘭州金川新材料科技股份有限公司) (“**Lanzhou Jinchuan**”), a subsidiary held by Jinchuan Group relating to the sale and purchase of cobalt hydroxide that are produced by Ruashi Mining SAS (as defined in the circular of the Company dated 9 May 2018)), and the continuing connected transactions contemplated under the 2018 CCT Supplemental 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 2018 CCT Supplemental Agreement and the 2018 Cobalt Agreement; and that the Proposed Revised Annual Caps (as defined in the circular of the Company dated 9 May 2018) for the continuing connected transactions contemplated under the 2018 CCT Supplemental Agreement (including for the avoidance of doubt the 2018 Cobalt Agreement) for each of the following financial years: (1) the financial year ending 31 December 2018; (2) the financial year ending 31 December 2019; and (3) the financial year ending 31 December 2020, being not exceeding the amount of USD755 million, USD793 million and USD833 million, respectively, be and are hereby approved.”

By order of the Board  
**Jinchuan Group International Resources Co. Ltd**  
**Gao Tianpeng**  
*Executive Director*

Hong Kong, 9 May 2018

*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. The Register of Members will be closed from Monday, 21 May 2018 to Friday, 25 May 2018 (both days inclusive). During such period, no transfer of Shares will be registered from the purpose of determining the entitlement to attend and vote at the EGM. All transfer documents accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong no later than 4:30 p.m. on Friday, 18 May 2018. Shareholders whose names are recorded on the Register of Members on Friday, 25 May 2018 are entitled to attend and vote at the EGM.

4. 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 Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong, not less than 48 hours before the time appointed for holding the EGM (i.e. before 3:00 p.m. on Wednesday, 23 May 2018) or any adjournment thereof.
5. 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).
6. Time and dates in this notice are Hong Kong time and dates.

\* *For identification purpose only*

*As at the date of this notice, the Board comprises two executive Directors, namely Mr. Gao Tianpeng and Mr. Qiao Fugui; three non-executive Directors, namely Mr. Chen Dexin, Mr. Zhang Youda and Mr. Zeng Weibing; and three independent non-executive Directors, namely Mr. Wu Chi Keung, Mr. Yen Yuen Ho, Tony and Mr. Poon Chiu Kwok.*