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If you have sold or transferred all your shares in **Jinchuan Group International Resources Co. Ltd.**, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**RE-ELECTION OF RETIRING DIRECTORS,
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
MANDATE TO ISSUE NEW SHARES UNDER
THE SHARE INCENTIVE SCHEME
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of Jinchuan Group International Resources Co. Ltd to be held at Unit 3101, 31/F, United Centre, 95 Queensway, Hong Kong on Wednesday, 19 June 2019 at 3:00 p.m. is set out on pages 16 to 21 of this circular. A form of proxy for use at the annual general meeting is enclosed with this circular. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.jinchuan-intl.com).

Whether or not you are able to attend the annual general meeting, please complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar of the Company in Hong Kong, Boardroom Share Registrars (HK) Limited at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the annual general meeting (i.e. before 3:00 p.m. on Monday, 17 June 2019) or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the meeting if they so wish.

30 April 2019

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Adoption Date”	2 June 2015, the date upon which an ordinary resolution was passed by the Shareholders to approve and adopt the Share Incentive Scheme and to authorise the Board to grant the Performance Shares under the Share Incentive Scheme
“AGM”	the annual general meeting of the Company to be held at Unit 3101, 31/F, United Centre, 95 Queensway, Hong Kong, at 3:00 p.m. on Wednesday, 19 June 2019, notice of which is set out on pages 16 to 21 of this circular, and any adjournment thereof
“Articles of Association”	the articles of association of the Company
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Branch Share Registrar”	Boardroom Share Registrars (HK) Limited, being the Hong Kong branch share registrar and transfer office of the Company
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Company”	Jinchuan Group International Resources Co. Ltd, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	director(s) of the Company
“Eligible Person(s)”	any director (whether executive or non-executive) or employee (whether full time or part time) of any member of the Group
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	the general and unconditional mandate proposed to be granted to the Directors to allot, issue and otherwise deal with the Shares not exceeding 20% of the total number of issued Shares as at the date of passing the relevant resolution to grant such mandate
“JCG”	金川集團股份有限公司 (Jinchuan Group Co., Ltd*), a state-owned enterprise established in the PRC and the controlling shareholder of the Company
“Last AGM”	the previous annual general meeting of the Company held on 26 June 2018
“Latest Practicable Date”	23 April 2019, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum of Association”	the memorandum of association of the Company
“Performance Share(s)”	the performance-based share(s) of the Company to be granted to Eligible Person(s) pursuant to the terms of the Share Incentive Scheme
“PRC”	the People’s Republic of China
“Register of Members”	the register of members of the Company maintained by the Branch Share Registrar at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong
“Remuneration and Nomination Committee”	the remuneration and nomination committee of the Company

* For identification purpose only

DEFINITIONS

“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the powers of the Company to repurchase Shares up to a maximum of 10% of the total number of issued Shares of the Company as at the date of passing the relevant resolution to grant such mandate
“Retiring Directors”	the Directors, namely Mr. Zhang Youda, Mr. Yang Jinshan, Mr. Zeng Weibing and Mr. Yen Yuen Ho, Tony, retiring at the AGM and, being eligible, are offering themselves for re-election at the AGM, in accordance with the Articles of Association
“Scheme Mandate”	has the meaning ascribed to it in the paragraph headed “Scheme Mandate” as set out in the section “Letter from the Board” of this circular
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share Incentive Scheme”	the share incentive scheme of the Company adopted by way of an ordinary resolution at the annual general meeting of the Company held on 2 June 2015
“Share Option Scheme”	the existing share option scheme of the Company adopted by way of an ordinary resolution at the annual general meeting of the Company held on 20 June 2012
“Shareholder(s)”	holder(s) of the Share(s)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong
“Trustee”	the trustee corporation or trustee corporations to be appointed by the Company for the administration of the Share Incentive Scheme, if any
“%”	per cent.

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Gao Tianpeng (*Chief Executive Officer*)

Mr. Qiao Fugui

Non-executive Directors:

Mr. Zhang Youda (*Chairman of the Board*)

Mr. Yang Jinshan

Mr. Zeng Weibing

Independent Non-executive Directors:

Mr. Wu Chi Keung

Mr. Yen Yuen Ho, Tony

Mr. Poon Chiu Kwok

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Head office and principal place of
business in Hong Kong:*

Unit 3101, 31/F

United Centre

95 Queensway

Hong Kong

30 April 2019

To the Shareholders

Dear Sirs,

**RE-ELECTION OF RETIRING DIRECTORS,
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
MANDATE TO ISSUE NEW SHARES UNDER
THE SHARE INCENTIVE SCHEME
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide the Shareholders with information regarding the resolutions to be proposed at the AGM including, among other things, (i) the proposed re-election of the Retiring Directors; (ii) the granting of the Issue Mandate; (iii) the granting of the Repurchase Mandate; (iv) the extension of the Issue Mandate; and (v) the granting of Scheme Mandate. The Board has confirmed that having made all reasonable enquiries, no Shareholder is required to abstain from voting on any of the resolutions as set out in the notice of the AGM.

LETTER FROM THE BOARD

RE-ELECTION OF THE RETIRING DIRECTORS

As at the Latest Practicable Date, the Board consists of eight Directors, namely Mr. Gao Tianpeng, Mr. Qiao Fugui, Mr. Zhang Youda, Mr. Yang Jinshan, Mr. Zeng Weibing, Mr. Wu Chi Keung, Mr. Yen Yuen Ho, Tony and Mr. Poon Chiu Kwok.

Pursuant to Article 16.18 of the Articles of Association, at every annual general meeting of the Company, one-third of the Directors for the time being shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years. Accordingly, Mr. Zhang Youda (“**Mr. Zhang**”) and Mr. Zeng Weibing (“**Mr. Zeng**”) shall retire as non-executive Directors; and Mr. Yen Yuen Ho, Tony (“**Mr. Yen**”) shall retire as an independent non-executive Director at the AGM.

Pursuant to Article 16.2 of the Articles of Association, any Director appointed by the Board to fill a casual vacancy shall hold office only until the next following general meeting of the Company and be subject to re-election at such meeting. Accordingly, Mr. Yang Jinshan (“**Mr. Yang**”) shall retire as a non-executive Director at the AGM.

The Retiring Directors, being eligible, would offer themselves for re-election at the AGM. Each of the Directors seeking for re-election at the AGM has been considered with reference to his qualification, experience, management position and past contribution to the Group. The nomination accorded with the nomination policy and objective criteria as set out in the Company’s board diversity policy. The Board was satisfied that each of Mr. Zhang, Mr. Zeng and Mr. Yang has the required character, integrity and experience to continue to fulfil the role and function of the non-executive Directors.

Mr. Yen has been serving as an independent non-executive Director since August 2010. Taking into consideration of his independent scope of work in the past years, the Board (including the independent non-executive Directors other than Mr. Yen) considers that the long service of Mr. Yen would not affect his exercise of independent judgement and is satisfied that Mr. Yen has the required character, integrity and experience to continue fulfilling the role of an independent non-executive Director. As such, the Board (including the independent non-executive Directors other than Mr. Yen) consider Mr. Yen to be independent under the Listing Rules despite the length of his service. The Company has received from Mr Yen a confirmation of independence pursuant to Rule 3.13 of the Listing Rules. Mr. Yen does not have any management role in the Group and has no relationship with any other Directors, senior management or any substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

The Board accepted the nomination and recommended Mr. Zhang, Mr. Zeng, Mr. Yang and Mr. Yen to stand for re-election at the AGM.

Details of the Retiring Directors proposed to be re-elected are set out in Appendix I to this circular.

LETTER FROM THE BOARD

ISSUE MANDATE

At the Last AGM, a general mandate was granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with the Shares in the Company. Such mandate shall lapse at the conclusion of the AGM. At the AGM, ordinary resolutions will be proposed to (i) grant to the Directors a general mandate to allot, issue and otherwise deal with the Shares not exceeding 20% of the total number of issued Shares as at the date of passing such resolution; and (ii) add to such general mandate so granted to the Directors any Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate. The Directors have confirmed that they have no present intention to issue any new Shares pursuant to the Issue Mandate.

As at the Latest Practicable Date, the issued share capital of the Company is 12,609,873,051 Shares. Assuming that there is no change in the issued share capital of the Company between the Latest Practicable Date and the date of the AGM, the maximum number of Shares which may be issued pursuant to the Issue Mandate will be 2,521,974,610 Shares.

REPURCHASE MANDATE

At the Last AGM, a general mandate was granted to the Directors to exercise the powers of the Company to repurchase its own Shares. Such mandate shall lapse at the conclusion of the AGM. At the AGM, an ordinary resolution will be proposed to grant a general mandate to the Directors to exercise the powers of the Company to repurchase its own Shares up to a maximum of 10% of the total number of issued Shares as at the date of passing such resolution. An explanatory statement as required under the Listing Rules to provide the requisite information in respect of the Repurchase Mandate is set out in Appendix II to this circular. The Directors have confirmed that they have no present intention to repurchase any Shares pursuant to the Repurchase Mandate.

SCHEME MANDATE

The Share Incentive Scheme was adopted by way of an ordinary resolution at the annual general meeting held on 2 June 2015. The Share Incentive Scheme is not subject to the provisions of Chapter 17 of the Listing Rules and provides (among other things) that (a) for grant to Eligible Persons who are not connected person of the Company, the Trustee or the Remuneration and Nomination Committee shall, on behalf of the Eligible Persons, subscribe for new Shares from the Company and/or the Trustee shall purchase existing Shares from the secondary market to satisfy the relevant number of Performance Shares; and (b) for grant to Eligible Persons who are connected persons of the Company, the Trustee shall purchase, on behalf of the Eligible Persons, existing Share from the secondary market to satisfy the relevant number of Performance Shares, so that the grants under (a) or (b) above will not constitute connected transactions (as defined in the Listing Rules) of the Company. Pursuant to the Share Incentive Scheme, the maximum number of new Shares for allotment and issue to satisfy the grant of the Performance Shares, which may be granted by the Company during the period commencing from the date of AGM and ending on the date of the following annual general

LETTER FROM THE BOARD

meeting, will be 2% of the Company's total number of issued Shares as at the date of AGM. Such Scheme Mandate will only be used to satisfy the grant of the Performance Shares to Eligible Persons who are not connected person of the Company only. The aggregate number of the Performance Shares which may be allotted and issued and/or purchased upon vesting of the Performance Shares granted under the Share Incentive Scheme is limited to 10% of the total number of Shares in issue as at the Adoption Date. In addition, the maximum aggregate number of Shares which may be issued upon the vesting of Performance Shares granted under the Share Incentive Scheme and yet to be vested in relation to Shares or options granted under other long-term incentive schemes of the Company (including the Share Option Scheme) must not, in aggregate, exceed 30% of the total number of Shares in issue from time to time. At the AGM, an ordinary resolution will be proposed for the Shareholders to consider and to approve the granting of the Scheme Mandate.

The purpose of the Share Incentive Scheme is to provide incentive or reward to the Eligible Persons for their contributions to, and continuing efforts to promote the interests of, the Group and its business.

The Board may select the Eligible Persons and determine the number of the Performance Shares to be granted to each of the Eligible Persons by taking into consideration matters including, without limitation, the general financial condition of the Company or any subsidiary and the rank, skills, performance and contributions or potential contributions of the relevant Eligible Persons.

The Share Incentive Scheme should terminate on the earlier of (i) the tenth anniversary date of the Adoption Date; and (ii) such date of early termination as may be determined by the Board provided that such termination shall not affect any subsisting rights of any Eligible Person.

In accordance with the terms of the Share Incentive Scheme, any proposed Eligible Person to whom any Performance Share is proposed to be granted through subscription of new Shares under the Share Incentive Scheme, including such Eligible Persons being management members and employees of the Group (but excluding, for the avoidance of doubt, the Directors or any directors of the Company's subsidiaries who will not be entitled under the Share Incentive Scheme to receive grants of Performance Shares through the subscription of new Shares under the Share Incentive Scheme) and his/her associates, shall abstain from voting on the relevant resolution granting the Scheme Mandate at the AGM. As of the Latest Practicable Date, there is no specific Eligible Person to whom any Performance Share is proposed to be granted under the Share Incentive Scheme. As such, according to the Company's knowledge, no person is required to abstain from voting on the relevant resolution granting the Scheme Mandate at the AGM.

LETTER FROM THE BOARD

As at the Latest Practicable Date, the issued share capital of the Company is 12,609,873,051 Shares of HK\$0.01 each. Subject to the passing of the ordinary resolution in respect of granting the Scheme Mandate and on the basis that no further Share will be issued or repurchased prior to the AGM, the Scheme Mandate will, if exercised in full, result in up to 2% of the issued share capital of the Company as at the Latest Practicable Date or 252,197,461 Shares being allotted and issued and the interest of each existing Shareholder will be reduced by approximately 1.96% based on the enlarged issued share capital of 12,862,070,512 Shares (assuming the number of Shares held by the existing Shareholders remains unchanged). On the basis of the closing price of HK\$0.76 per Share as at the Latest Practicable Date and the Scheme Mandate being exercised in full, the aggregate market value of the 252,197,461 Shares to be allotted and issued pursuant thereto would be approximately HK\$191,670,070. The Company expects that the costs attributable to the grant of any Performance Shares under the Share Incentive Scheme will be accounted for by reference to the market value of such Performance Shares at the time of grant. The Company will give due consideration to any financial impact arising from the grant of the Performance Shares under the Share Incentive Scheme before deciding whether to exercise the Scheme Mandate to allot and issue new Shares or to purchase existing Shares from the secondary market to satisfy the grant of the Performance Shares. Since the date on which the Share Incentive Scheme was adopted by the Shareholders at the annual general meeting held on 2 June 2015 to the Latest Practicable Date, no Performance Share was allotted and issued to or purchased from the secondary market for any Eligible Person under the Share Incentive Scheme.

Application will be made to the Stock Exchange for the approval of the listing of, and permission to deal in, the Performance Shares which may fall to be allotted and issued pursuant to the Share Incentive Scheme, representing up to 2% of the Company's total number of issued Shares as at the date of passing the resolution approving the Scheme Mandate.

AGM

Set out in pages 16 to 21 of this circular is a notice convening the AGM which will be held at 3:00 p.m. on Wednesday, 19 June 2019 at Unit 3101, 31/F, United Centre, 95 Queensway, Hong Kong, at which resolutions will be proposed to approve, among other things, the re-election of the Retiring Directors, the granting of the Issue Mandate, the granting of the Repurchase Mandate, the extension of the Issue Mandate and the granting of the Scheme Mandate.

The form of proxy for use at the AGM is enclosed with this circular. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.jinchuan-intl.com). Whether or not you are able to attend the AGM, please complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Branch Share Registrar, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong, as soon as possible but in any event not less than 48 hours before the time fixed for the holding of the AGM (i.e. before 3:00 p.m. on Monday, 17 June 2019) or any adjournment thereof. Completion and return of the form of proxy will not preclude the Shareholders from attending and voting in person at the AGM if they so wish.

LETTER FROM THE BOARD

Pursuant to Rule 13.39(4) of the Listing Rules, the vote of Shareholders at the AGM will be taken by poll. An announcement on the poll vote results will be made by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

CLOSURE OF REGISTER OF MEMBERS

The Register of Members will be closed from Friday, 14 June 2019 to Wednesday, 19 June 2019 (both days inclusive). During such period, no transfer of Shares will be registered for the purpose of determining the entitlement to attend and vote at the AGM. All transfer documents accompanied by the relevant share certificates must be lodged with the Branch Share Registrar, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong no later than 4:30 p.m. on Thursday, 13 June 2019. Shareholders whose names are recorded in the Register of Members on 19 June 2019 are entitled to attend and vote at the AGM.

RECOMMENDATION

The Directors are of the opinion that the re-election of the Retiring Directors, the granting of the Issue Mandate, the granting of the Repurchase Mandate, the extension of the Issue Mandate and the granting of the Scheme Mandate, are in the interests of the Company and the Shareholders as a whole, and therefore recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement contained herein or this circular misleading.

FURTHER INFORMATION

Your attention is drawn to the information contained in the appendices to this circular.

For and on behalf of the Board
Jinchuan Group International Resources Co. Ltd
Wong Hok Bun Mario
Company Secretary

The following are the particulars of the Retiring Directors proposed for re-election at the AGM:

NON-EXECUTIVE DIRECTORS

Mr. Zhang

Mr. Zhang Youda, aged 45, has been the non-executive director of the Company since August 2017 and appointed as the Chairman of the Board since March 2010. Mr. Zhang obtained a bachelor's degree from Lanzhou University of Technology in Gansu Province, the PRC, in July 2004, majoring in accounting, and a master's degree from Lanzhou University in Gansu Province, the PRC, in June 2010, majoring in business administration. He is a senior accountant, senior economist, leading talent in accounting both in Gansu Province and in China at large, expert consultant of the Internal Standards-Controlling Committee of China's Ministry of Finance, an associate member of the Association of International Accountants ("AIA") and a Chartered Global Management Accountant ("CGMA"). He is currently the vice president and chief financial officer of JCG, the controlling shareholder of the Company, and a director of Gansu Province Materials & Industry Group. He was the finance manager and the cost branch manager of Financial Departments of several business units, the finance manager of construction site of the Pakistan 35km Highway Project, and the deputy general manager and general manager of Finance Department of JCG. He is a finance professional with extensive operational management experience in financial management. He currently serves as a non-executive director of Bank of Gansu Co., Ltd., a company listed on the Main Board of the Stock Exchange (Stock Code: 2139).

Mr. Yang

Mr. Yang Jinshan, aged 50, holds a Bachelor of Engineering from the North China University of Technology of the PRC. He has been the non-executive director of the Company since 19 March 2019. He currently acts as the general manager of the Finance Department of JCG. Since 1991, he had worked in different positions within the group of companies of JCG, including the deputy general manager of finance department, the deputy general manager of supervision department and risk management department, and the chief financial officer of Jinchuan Group (Hongkong) Resources Holdings Limited, the intermediate holding company of the Company (for the period from January 2012 to June 2015) and Metorex (Proprietary) Limited, a wholly-owned subsidiary of the Company in South Africa (for the period from June 2015 to January 2018). He has extensive experience in financial management, mining operation and management. As at the Latest Practicable Date, Mr. Yang holds 700,000 shares of the Company within the meaning of Part XV of the SFO.

Mr. Zeng

Mr. Zeng Weibing, aged 49, holds a PhD and is a researcher of engineering application technology. He was appointed as a non-executive director of the Company since April 2017. Mr. Zeng has been the legal representative and deputy general manager of Shandong Hi-Speed Investment Holding Co., Ltd.* (山東高速投資控股有限公司), a wholly-owned subsidiary of Shandong Hi-Speed Group Co., Ltd. (山東高速集團有限公司), which is an international conglomerate specialising in the investment, construction, operation and management of highways, expressways, railways, bridges ports and airports since February 2015. Mr. Zeng has been the deputy chief auditor of Shandong Hi-Speed Group Co., Ltd. since January 2019. Mr. Zeng joined Shandong High-Speed Group Co., Ltd. in 1997 and since then he has held several key positions in a number of important projects. He has extensive experience in merger and acquisitions, investment, asset management, project management and development, market development and operation management. Mr. Zeng currently serves as a member of the supervisory board and the chairman of the Remuneration, Nomination and Governance Committee of the Toulouse-Blagnac Airport in France. Also, he serves as an executive director of China Smarter Energy Group Holdings Limited, a company listed on the Main Board of the Stock Exchange (Stock Code: 1004) from 16 August 2017.

* *For identification purpose only*

INDEPENDENT NON-EXECUTIVE DIRECTOR**Mr. Yen**

Mr. Yen Yuen Ho, Tony, aged 71, was appointed as an independent non-executive director of the Company since August 2010. He is a solicitor of Hong Kong and the United Kingdom. He is also a barrister and solicitor of Australia, and was a member of The Law Reform Commission of Hong Kong. Mr. Yen has been practicing law in Hong Kong since 1983 and was the Law Draftsman of the Department of Justice in Hong Kong from 1995 to 2007. Currently, Mr. Yen is an Adjunct Professor of the Beijing Normal University and an Honorary Court Member of the court of the Hong Kong University of Science and Technology. He was an Adjunct Professor of the City University of Hong Kong from July 2011 to June 2014. He is a Director of the Hong Kong Institute for Public Administration and an Honorary Legal Adviser to the Friends of Scouting, Scout Association of Hong Kong. Additionally, Mr. Yen serves as the Director of two secondary schools, the Chairman of the Neighbourhood Advice Action Council and a Member of Heep Hong Society's Executive Council. He is also an Honorary Adviser to the Pok Oi Hospital, Honorary Adviser to the Hong Kong Academy of Nursing and the Honorary Legal Adviser to the Shanghai Fraternity Association. Mr. Yen was appointed as an Honorary Fellow of the School of Education, University of Hong Kong in 2014. In the past years, he was appointed by the HKSAR Government as a member of the Education Bureau's Panel of Review Board on School Complaints and as the Vice-Chairman of the Social Welfare Lump Sum Grant Independent Complaints Handling Committee. Mr. Yen also serves as a guest speaker to various universities in Hong Kong. He is an independent non-executive director of Panda Green Group Limited, Alltronics Holdings Limited and WWPKG Holdings Company Limited (the shares of which are

listed on the Stock Exchange). Mr. Yen was in October 2015 appointed by China Minsheng Jiaye Investment Co. Limited as an independent director.

GENERAL

Mr. Zhang has entered into a letter of appointment with the Company with a term ending 22 August 2020, Mr. Yang has entered into a letter of appointment with the Company with a term ending 18 March 2022, while Mr. Zeng and Mr. Yen have entered into letters of appointment with the Company with a term ending on 31 December 2019 or the date on which they shall retire from office in accordance with the Articles of Association and the Listing Rules and not having been re-elected or their letters of appointment are terminated before that.

Mr. Zhang, Mr. Yang and Mr. Zeng are not entitled to receive any director's fee. Mr. Zhang, Mr. Yang and Mr. Zeng are eligible to participate in the Share Option Scheme, Share Incentive Scheme and other benefits in kind available to non-executive Directors.

Mr. Yen is entitled to a director's fee of HK\$264,000 per annum. Mr. Yen is also eligible to participate in the Share Option Scheme, Share Incentive Scheme and other benefits in kind available to independent non-executive Directors.

The above emoluments of the Retiring Directors are recommended by the Remuneration and Nomination Committee and approved by the Board with reference to their respective qualifications, experience and roles and duties in the Company.

Save as disclosed above, each of the Retiring Directors does not have any other relationship with any Directors, senior management or substantial or controlling Shareholders (as defined in the Listing Rules) and has not held any directorship in other listed public companies in the past three years. As at the Latest Practicable Date, the Retiring Directors do not have any interest in the Shares or underlying Shares pursuant to Part XV of the SFO.

Save as disclosed above, the Board is not aware of any matter in relation to the Retiring Directors that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and any other matter that needs to be brought to the attention of the Shareholders.

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the ordinary resolution to approve the granting of the Repurchase Mandate to be proposed at the AGM.

1. SHARE CAPITAL

At the Latest Practicable Date, the issued share capital of the Company comprised 12,609,873,051 Shares. Subject to the passing of the resolution approving the granting of the Repurchase Mandate and on the basis that the issued share capital of the Company remains unchanged as at the date of AGM, the Directors would be authorised under the Repurchase Mandate to repurchase a maximum of 1,260,987,305 Shares, representing 10% of the existing 12,609,873,051 Shares in issue.

2. REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the interests of the Company and its Shareholders as a whole as it would enable the Directors to repurchase Shares in the market as and when appropriate. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders.

3. FUNDING OF REPURCHASES

Any repurchase would only be financed out of funds of the Company legally available for such purpose in accordance with the Memorandum and Articles of Association, the Listing Rules and the applicable laws of the Cayman Islands. The Company may not repurchase its Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

4. IMPACT OF REPURCHASES

There might be material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in its audited consolidated financial statements for the year ended 31 December 2018) in the event that the Repurchase Mandate is exercised in full at any time during the period covered by the Repurchase Mandate. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or its gearing level.

5. UNDERTAKING

The Directors have undertaken to the Stock Exchange that they will exercise the powers of the Company to repurchase Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules, the Memorandum and Articles of Association and the applicable laws of the Cayman Islands.

6. DISCLOSURE OF INTEREST

As at the Latest Practicable Date, none of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates, have a present intention to sell any Shares to the Company if the Repurchase Mandate is approved by the Shareholders.

No core connected persons of the Company have notified the Company that they have a present intention to sell Shares to the Company or have undertaken not to do so, if the Repurchase Mandate is approved by the Shareholders.

7. THE TAKEOVERS CODE

If, as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and, depending on the level of increase of the shareholding, become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, to the best knowledge of the Company, JCG and its concert parties were interested in 7,567,325,857 Shares, representing approximately 60.01% of the issued share capital of the Company.

Assuming that there is no alteration to the existing shareholdings, upon exercise of the Repurchase Mandate in full in accordance with the terms of the ordinary resolution to be proposed at the AGM, the shareholding of JCG and its concert parties in the Company would be increased to approximately 66.68% of the issued share capital of the Company. The Directors are not aware of any consequences of such repurchases of Shares that would result in a Shareholder, or group of Shareholders acting in concert, becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code if the Repurchase Mandate were to be exercised in full. Moreover, the Directors do not intend to exercise the power to repurchase Shares to an extent which would render any Shareholder or group of Shareholders obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

Assuming that there is no change in the total number of issued Shares between the Latest Practicable Date and date of repurchase, the exercise of Repurchase Mandate whether in whole or in part will not result in the number of Shares held by the public being reduced to less than 25% of the issued share capital of the Company. The Directors have no intention to exercise the Repurchase Mandate to an extent that may result in a public shareholding less than such prescribed percentage under the Listing Rules.

8. SHARE PURCHASES MADE BY THE COMPANY

No repurchases of Shares have been made by the Company (whether on the Stock Exchange or otherwise) during the six months preceding the Latest Practicable Date.

9. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous twelve months prior to the Latest Practicable Date were as follows:

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2018		
April	1.84	1.42
May	1.65	1.33
June	1.50	0.98
July	1.37	0.99
August	1.24	1.03
September	1.16	0.98
October	1.05	0.63
November	0.85	0.63
December	0.72	0.59
2019		
January	0.70	0.60
February	0.75	0.61
March	0.79	0.65
April (up to the Latest Practicable Date)	0.87	0.73

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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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Meeting**”) of Jinchuan Group International Resources Co. Ltd (the “**Company**”) will be held at 3:00 p.m. on Wednesday, 19 June 2019 at Unit 3101, 31/F, United Centre, 95 Queensway, Hong Kong for the following purposes:

ORDINARY RESOLUTIONS

1. to receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “**Director(s)**”) and auditor for the year ended 31 December 2018.
2.
 - (a) to re-elect Mr. Zhang Youda as a non-executive Director.
 - (b) to re-elect Mr. Yang Jinshan as a non-executive Director.
 - (c) to re-elect Mr. Zeng Weibing as a non-executive Director.
 - (d) to re-elect Mr. Yen Yuen Ho, Tony as an independent non-executive Director.
 - (e) to authorize the board of Directors (the “**Board**”) to fix the remuneration of all Directors.
3. to re-appoint Deloitte Touche Tohmatsu as auditor and to authorize the Board to fix their remuneration.
4. To approve the payment of a final dividend of HK0.1 cents per share for the year ended 31 December 2018.

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5. as special business to consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

“THAT:

- (a) subject to paragraph (c) of this resolution, pursuant to the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with authorised and unissued shares of the Company (the “**Shares**”), to allot, issue or grant securities convertible or exchangeable into Shares, or options, warrants or similar rights to subscribe for or acquire Shares or such convertible or exchangeable securities, and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the mandate referred to in paragraph (a) of this resolution shall authorize the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted or issued or dealt with (whether pursuant to options or otherwise) by the Directors pursuant to the mandate referred to in paragraph (a) of this resolution, otherwise than pursuant to:
 - (i) a Rights Issue (as hereinafter defined);
 - (ii) the exercise of the subscription rights under options granted under any share option scheme or similar arrangement of the Company for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries or any eligible participants of Shares or rights to acquire Shares;
 - (iii) any scrip dividend or similar arrangement providing for the allotment and issue of Shares or other securities of the Company in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company; or
 - (iv) any issue of Shares pursuant to the exercise of rights of subscription or conversion under the terms of any existing warrants, bonds, debentures, notes and other securities of the Company which carry rights to subscribe for or are convertible into Shares;

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shall not exceed 20% of the total number of issued Shares as at the date of passing this resolution and the said approval in paragraph (a) shall be limited accordingly; and if any subsequent consolidation or subdivision of Shares is conducted, the maximum number of Shares that may be issued under the mandate in paragraph (a) above as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same; and

- (d) for the purpose of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiry of the period within which the next annual general meeting of the Company is required by any applicable laws or by the Company’s articles of association to be held; or
 - (iii) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting; and

“**Rights Issue**” means an offer of Shares or an offer of warrants, options or other securities of the Company giving rights to subscribe for Shares, open for a period fixed by the Directors to holders of Shares on the register of members on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory applicable to the Company).”

6. as special business to consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

“**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase its own Shares on the Stock Exchange or any other stock exchange on which the securities of the Company may be listed and recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange, subject to and in accordance with all applicable laws, rules, regulations and the requirements of the Listing Rules or of any other stock exchange (as amended from time to time), be and is hereby generally and unconditionally approved;

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- (b) the total number of Shares to be repurchased by the Company pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued Shares as at the date of passing this resolution, and the said approval shall be limited accordingly; and if any subsequent consolidation or subdivision of Shares is conducted, the maximum number of Shares that may be repurchased under the mandate in paragraph (a) above as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same; and
- (c) for the purpose of this Resolution:

“**Relevant Period**” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiry of the period within which the next annual general meeting of the Company is required by any applicable laws or by the Company’s articles of association to be held; or
- (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders of the Company in general meeting.”

7. as special business to consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

“**THAT** conditional upon the passing of Ordinary Resolution Nos. 5 and 6 set out in this notice convening the Meeting of which this resolution forms part, the total number of Shares that may be allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with by the Directors pursuant to and in accordance with the mandate granted under Ordinary Resolution No. 5 be and is hereby increased and extended by the addition thereto of the total number of Shares repurchased by the Company pursuant to and in accordance with the mandate granted under Ordinary Resolution No. 6, provided that such amount shall not exceed 10% of the total number of issued Shares as at the date of passing this resolution.”

8. as special business to consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

“**THAT:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the Board (or its duly authorized Directors, committee, officer(s) or delegate(s)) during the Scheme Mandate Period (as defined below) of all the powers of the Company to allot,

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issue and deal with additional Shares to be issued under the share incentive scheme adopted by the shareholders of the Company on 2 June 2015 (as amended from time to time) be and is hereby generally and unconditionally approved;

- (b) the total number of additional Shares allotted, issued or dealt with by the Board (or its duly authorized committee, officer(s) or delegate(s)) pursuant to the approval in paragraph (a) above shall not exceed 2% of the total number of issued Shares as at the date of passing this resolution; and if any subsequent consolidation or subdivision of Shares is conducted, the maximum number of Shares that may be issued under the mandate in paragraph (a) above as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same; and
- (c) for the purpose of this resolution:

“**Scheme Mandate Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the revocation or variation of the authority given to the Board (or their duly authorized Directors, committee, officer(s) or delegate(s)) under this resolution by passing of an ordinary resolution of the Shareholders in a general meeting; or
- (iii) the expiration of the period within which the next annual general meeting of the Company is required by its memorandum and articles of association or any applicable laws to be held.”

For and on behalf of the Board
Jinchuan Group International Resources Co. Ltd
Wong Hok Bun Mario
Company Secretary

Hong Kong, 30 April 2019

Registered office:
Cricket Square, Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Head office and principal place of
business in Hong Kong:*
Unit 3101, 31/F
United Centre
95 Queensway
Hong Kong

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Notes:

1. A member entitled to attend and vote at the Meeting 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.

Closure of Register of Members for the Meeting

The register of members of the Company will be closed from Friday, 14 June 2019 to Wednesday, 19 June 2019 (both days inclusive) for the purpose of determining the entitlement of the shareholders of the Company to attend and vote at the Meeting. No transfer of shares may be registered during the said period. In order to qualify to attend and vote at the Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Branch Share Registrar, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong no later than 4:30 p.m. on Thursday, 13 June 2019.

Closure of Register of Members for payment of final dividend of 2018

The Register of Members of the Company will be closed from Thursday, 27 June 2019 to Tuesday, 2 July 2019 (both days inclusive) for the purpose of determining the entitlement of the shareholders of the Company to receive the final dividend for the year ended 31 December 2018. No transfer of shares may be registered during the said period. In order to qualify to receive the final dividend for the year ended 31 December 2018, all transfer documents accompanied by the relevant share certificates must be lodged with the Branch Share Registrar, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong no later than 4:30 p.m. on Wednesday, 26 June 2019.

2. A form of proxy for use at the Meeting is enclosed. Whether or not you intend to attend the Meeting 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 Meeting or any adjourned meeting thereof if you so wish. In the event that you attend the Meeting after having returned the completed form of proxy, your form of proxy will be deemed to have been revoked.
3. 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 the branch share registrar and transfer office of the Company in Hong Kong, Boardroom Share Registrars (HK) Limited at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong, not less than 48 hours before the time appointed for holding the Meeting (i.e. before 3:00 p.m. on Monday, 17 June 2019) or any adjournment thereof.
4. In the case of joint registered holders of any Shares, any one of such joint registered holders may vote at the Meeting, 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 be present at the Meeting, 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).
5. Time and dates in this notice are Hong Kong time and dates.

As at the date of this circular, the Board consists of two executive Directors, namely Mr. Gao Tianpeng and Mr. Qiao Fugui; three non-executive Directors, Mr. Zhang Youda, Mr. Yang Jinshan 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.