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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,
CHANGES IN COMPOSITION OF BOARD COMMITTEES
AND
COMPLIANCE WITH RULES 3.10, 3.10A, 3.21 AND 3.25 OF THE LISTING RULES**

Appointment of Independent Non-Executive Director

The board (the “**Board**”) of directors (the “**Director(s)**”) of Jinchuan Group International Resources Co. Ltd (the “**Company**”) is pleased to announce that Mr. Yu Chi Kit (“**Mr. Yu**”) has been appointed as an independent non-executive director (“**Independent Non-executive Director**”) of the Company and a member of each of the Audit Committee, the Risk Management Committee and the Remuneration and Nomination Committee of the Company, all with effect from 6 November 2021.

Mr. Yu Chi Kit, aged 41, holds a bachelor’s degree in business administration from The Chinese University of Hong Kong. He is also a member of the Hong Kong Institute of Certified Public Accountants. He is the chief financial officer, company secretary and authorized representative of Xiwang Special Steel Company Limited (Stock Code: 1266) and Xiwang Property Holdings Company Limited (Stock Code: 2088), whose shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited, since 1 November 2019. He was previously the company secretary and authorized representative of China Development Bank International Investment Limited (Stock Code: 1062) from 20 June 2016 to 25 April 2019 and South China Assets Holdings Limited (Stock Code: 8155) from 1 April 2010 to 10 January 2011, whose shares are listed on the Main Board and GEM of The Stock Exchange of Hong Kong Limited respectively. He has extensive experience in accounting, auditing and company secretarial practice in Hong Kong.

As at the date of this announcement, Mr. Yu does not have any interest 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), and has no relationship with any directors, senior management or substantial or controlling shareholders of the Company.

Pursuant to an appointment letter made between the Company and Mr. Yu, the term of office for Mr. Yu shall commence from his appointment date and expire on 5 November 2024 and is also subject to retirement by rotation and re-appointment in accordance with the Company's Memorandum and Articles of Association and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"). Under the terms of such appointment letter, the director's fee payable to Mr. Yu is fixed at the rate of HK\$264,000 per annum until the Company otherwise determines. The said director's fee was determined with reference to his duties and responsibilities, and will be subject to review by the Remuneration and Nomination Committee of the Company on an annual basis. Mr. Yu has not entered into nor will be propose to enter into any service contracts, which fall within the meanings of Rule 13.68 of the Listing Rules requiring the prior approval of shareholders of the Company at general meetings, with the Company.

Save as disclosed above, there are no other matters concerning Mr. Yu's appointment that need to be brought to the attention of the shareholders of the Company nor any information required to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

The Board would like to express its warm welcome to Mr. Yu to join the Board.

Changes in Composition of Board Committees

The Board hereby announces that:

- (1) Mr. Poon Chiu Kwok, an Independent Non-executive Director of the Company, has been appointed as the chairman of the Audit Committee;
- (2) Mr. Yen Yuen Ho, Tony, an Independent Non-executive Director of the Company, has been appointed as the chairman of the Remuneration and Nomination Committee;
- (3) Mr. Gao Tianpeng, an executive Director of the Company, has resigned as a member of the Remuneration and Nomination Committee; and
- (4) Mr. Liu Jian, a non-executive Director of the Company, has been appointed as a member of the Remuneration and Nomination Committee.

The aforesaid changes in composition of the committees under the Board (collectively, the "**Board Committees**") shall take effect on 6 November 2021.

Compliance with Rules 3.10, 3.10A, 3.21 and 3.25 of the Listing Rules

Following the appointment of Mr. Yu and the aforesaid changes in composition of the Board Committees, (i) the Board shall comprise three Independent Non-executive Directors, representing more than one-third of the members of the Board, which fulfills the requirements under Rules 3.10(1) and 3.10A of the Listing Rules; (ii) each of the Audit Committee and the Remuneration and Nomination Committee are chaired by an Independent Non-executive Director as required under Rules 3.21 and 3.25 of the Listing Rules; and (iii) the Remuneration and Nomination Committee of the Company shall comprise a majority of Independent Non-executive Directors as members, which fulfills the requirement under Rule 3.25 of the Listing Rules.

By order of the Board
Jinchuan Group International Resources Co. Ltd
Wong Hok Bun Mario
Company Secretary

Hong Kong, 5 November 2021

As at the date of this announcement, the Board comprises two executive directors, namely Mr. Gao Tianpeng and Mr. Cheng Yonghong; three non-executive directors, namely Mr. Zhang Youda, Mr. Liu Jian and Mr. Wang Qiangzhong; and two independent non-executive directors, namely Mr. Yen Yuen Ho, Tony and Mr. Poon Chiu Kwok.