
THE CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your licenced securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

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, licenced securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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This circular appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Company.



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)

**(1) VERY SUBSTANTIAL ACQUISITION AND CONNECTED TRANSACTION
IN RELATION TO
THE ACQUISITION OF THE ENTIRE ISSUED SHARE CAPITAL OF
JIN RUI MINING INVESTMENT LIMITED AND THE SALE LOANS
INVOLVING THE ISSUE OF CONSIDERATION SHARES AND
PERPETUAL SUBORDINATED CONVERTIBLE SECURITIES
(2) PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL
AND
(3) SPECIFIC MANDATE TO ISSUE NEW SHARES**

Sole Global Arranger

 **BOCI ASIA LIMITED**

Joint Financial Advisers

 **BOCI ASIA LIMITED** **BofA Merrill Lynch**

Independent Financial Adviser

 **Investec**

Capitalised terms used in this cover have the same meaning as those defined in the section headed “Definitions” in this circular. A letter from the Board is set out from pages 13 to 49 of this circular. A letter from the Independent Board Committee containing its advice to the Independent Shareholders in connection with the Acquisition pursuant to the terms of the Acquisition Agreement is set out on pages 50 and 51 of this circular. A letter from Independent Financial Adviser containing its advice to the Independent Board Committee and the Independent Shareholders in connection with the Acquisition pursuant to the terms of the Acquisition Agreement is set out from pages 52 to 96 of this circular.

A notice convening the extraordinary general meeting of the Company to be held at 10:30 a.m. on Monday, 23 September 2013 at Boardroom 6, Mezzanine Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong or any adjournment is set out from pages EGM-1 to EGM-3 of this circular. Whether or not you are able to attend the meeting in person, you are requested to complete and return the accompanying form of proxy to Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the extraordinary general meeting of the Company. Completion and return of the form of proxy shall not preclude you from attending and voting at the extraordinary general meeting of the Company should you so wish.

This circular will remain on the “Listed Company Information” pages of the website of the Stock Exchange and the website of the Company for at least seven days from the date of its posting.

30 August 2013