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## NOTICE OF EGM

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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 IS HEREBY GIVEN THAT the extraordinary general meeting (the “**Meeting**”) of Jinchuan Group International Resources Co. Ltd (the “**Company**”) will 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 for the purpose of considering and, if thought fit, passing, with or without modification, the following resolutions as ordinary resolutions of the Company:

### **ORDINARY RESOLUTIONS**

1. “**THAT:**

- (a) conditional upon the passing of the resolution 2 below, the conditional acquisition agreement (the “**Acquisition Agreement**”) dated 27 August 2013 entered into between Jintai Mining Investment Limited (as the “**Seller**”), Jinchuan Group (Hongkong) Resources Holdings Limited (“**Jinchuan HK**”) and the Company (as the buyer) and the instrument constituting the PSCS (as defined below) in relation to the proposed acquisition of the entire issued share capital of Jin Rui Mining Investment Limited (the “**Sale Share**”) and certain loans amounting to approximately US\$925.8 million (equivalent to approximately HK\$7,221.0 million) outstanding and owing as at completion (as defined below) (the “**Sale Loans**”) at an aggregate consideration of US\$1,290.0 million (equivalent to approximately HK\$10,062.0 million) (the “**Purchase Price**”), a copy of each which has been produced at the Meeting and marked “A” and signed by the chairman of the Meeting for the purpose of identification, and all the transactions contemplated thereunder, including, but not limited to:
- (i) the allotment and issue by the Company of 1,595,880,000 new ordinary shares (the “**Consideration Shares**”) of HK\$0.01 each in the issued share capital of the Company (each, a “**Share**”) at an issue price of HK\$1.00 per Share to the Seller and/or its nominee(s) on completion of the sale and purchase of the Sale Share and the Sale Loans pursuant to the terms and conditions of the Acquisition Agreement (“**Completion**”), to satisfy part of the Purchase Price in the amount of US\$204.6 million; and
- (ii) the issue by the Company of the perpetual subordinated convertible securities (the “**PSCS**”) in the principal amount of US\$1,085.4 million (equivalent to approximately HK\$8,466.1 million) to the Seller and/or its nominee(s) pursuant to the terms and conditions of the Acquisition Agreement and the PSCS, such

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PSCS being convertible into 8,466,120,000 new Shares at an initial conversion price of HK\$1.00 per Share, on Completion, to satisfy the remaining part of the Purchase Price in the amount of US\$1,085.4 million (equivalent to approximately HK\$8,466.1 million), be and are hereby approved, confirmed and ratified;

- (b) any one of the directors of the Company be and is hereby authorised to sign, execute, perfect, deliver, negotiate and agree all such documents, agreement and deeds, and to do, take and make all acts, matters and things for and on behalf of the Company, as he/she may in his/her opinion or discretion consider reasonable, necessary, desirable or expedient to implement and/or give effect to the Acquisition Agreement and all the transactions contemplated thereunder with any changes as such director of the Company may consider reasonable, necessary, desirable or expedient including but not limited to the taking or making of all steps, actions, applications, filings and consultations with all necessary regulatory authorities in Hong Kong, the PRC, the DRC, Zambia and South Africa.

2. **“THAT:**

conditional upon the passing of the resolution 1 above, the increase in the authorised share capital of the Company from HK\$50,000,000 divided into 5,000,000,000 Shares to HK\$200,000,000 divided into 20,000,000,000 Shares by the creation of an additional 15,000,000,000 unissued Shares be and is hereby approved;

3. **“THAT:**

- (a) conditional upon the passing of the resolutions 1 and 2 above, the grant of a specific mandate (the **“Specific Mandate”**) for the board of directors of the Company to issue not more than 4,000,000,000 new Shares at a price of no less than HK\$0.74 per Share and at a discount of not more than 20% to the higher of:
- (i) the closing price on the date of any relevant placing agreement or other agreement involving the proposed issue of securities under the Specific Mandate; and
  - (ii) the average closing price in the five trading days immediately prior to the earlier of:
    - (1) the date of announcement of the placing or the proposed transaction or arrangement involving the proposed issue of securities under the Specific Mandate;
    - (2) the date of the placing agreement or other agreement involving the proposed issue of securities under the Specific Mandate; and
    - (3) the date on which the placing or subscription price is fixed, and

for the period from the date of the passing of this resolution at the Meeting and up to the earlier of (a) the date falling 90 days after the date of the passing of this resolution at the Meeting; or (b) the revocation or variation of the authority given under this resolution at the Meeting by ordinary resolution(s) of the Shareholders in a general meeting of the Company;

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- (b) any one director of the Company be and is hereby authorised to negotiate, agree, sign, execute and deliver the placing agreement(s) in relation to the issue of Shares under the Specific Mandate, and to do, take and make all acts, matters, and things, for and on behalf of the Company, as he/she may in his/her opinion or discretion consider reasonable, necessary, desirable or expedient to effect the issue of Shares under the Specific Mandate.

By Order of the Board  
**Jinchuan Group International Resources Co. Ltd**  
**Mr. Yang Zhiqiang**  
*Chairman*

Jianchang City, Gansu Province, the PRC

30 August 2013

*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.
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 Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the Meeting 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).