GONG HAILIN

ANNOUNCEMENT

PRE-CONDITIONAL VOLUNTARY CASH PARTIAL OFFER BY AFG SECURITIES LIMITED FOR AND ON BEHALF OF GONG HAILIN TO ACQUIRE UP TO 130,000,000 SHARES IN JINCHUAN GROUP INTERNATIONAL RESOURCES CO. LTD (STOCK CODE: 2362) (OTHER THAN THOSE ALREADY OWNED BY GONG HAILIN AND PARTIES ACTING IN CONCERT WITH HER)

SATISFACTION OF PRE-CONDITIONS

Financial adviser to the Offeror

首盛資本集團
Alpha Financial Group

Offer agent to the Offeror

AFG
高鉦証券

Reference is made to the announcement issued by Ms. Gong Hailin (the "**Offeror**") dated 21 May 2026 in relation to the Partial Offer (the "**Announcement**"). Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement.

As disclosed in the section headed "PRE-CONDITIONAL VOLUNTARY CASH PARTIAL OFFER – Pre-Conditions to the Partial Offer" of the Announcement, the making of the Partial Offer is subject to:

(i) the obtaining of the consent from the Executive in respect of the Partial Offer pursuant to Rule 28.1 of the Takeovers Code;

(ii) the granting of the waiver from the Executive from the note to the definition of "Offer" under the Takeovers Code in connection with making the Partial Offer at a proposed Offer Price substantially below the market price of the Shares (i.e. at a discount of more than 50% to the closing price of the Shares on the Last Trading Day and the five-day average closing price before such day); and

(iii) the granting of the waiver from the Executive from the requirement under Rule 28.7 of the Takeovers Code in connection with the making of the Partial Offer for a specified range (rather than a precise number) of Shares.

It was further disclosed that the Offeror will issue a further announcement as soon as practicable after the Pre-Conditions have been satisfied.

The Offeror is pleased to announce that on 2 June 2026, the Executive has:

(i) consented to the Partial Offer pursuant to Rule 28.1 of the Takeovers Code;

(ii) granted the waiver from the application of the note to the definition of "offer" under the Takeovers Code in respect of the Offer Price; and

(iii) granted the waiver from strict compliance with Rule 28.7 of the Takeovers Code pursuant to section 2.1 of the Introduction to the Codes on Takeovers and Mergers and Share Buy-backs and has consented to the Partial Offer being made to acquire up to 130,000,000 Shares on the condition that the final closing date of the Partial Offer shall not be later than 28 days after the date of the Offer Document without the Executive's prior consent.

In accordance with Rule 8.2 of the Takeovers Code, the Offeror is required to despatch the Offer Document containing, among others, the terms and conditions of the Partial Offer and the Form of Acceptance, to the Shareholders no later than 21 days after the date of the Announcement (i.e. by 11 June 2026).

The Offeror is in the course of preparing the Offer Document in accordance with the Takeovers Code. The Offer Document is expected to be despatched to the Shareholders on or before 11 June 2026. Qualifying Shareholders are encouraged to read the Offer Document and the response document to be issued by the Offeree Company carefully, before deciding whether or not to accept the Partial Offer.

GONG HAILIN

Hong Kong, 2 June 2026

The Offeror accepts full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of her knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

In case of any inconsistency, the English text of this announcement shall prevail over the Chinese text.

This announcement will be published on the website of the Stock Exchange at www.hkexnews.hk.