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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)**

**SUPPLEMENTAL ANNOUNCEMENT  
IN RELATION TO THE ANNUAL REPORT  
FOR THE YEAR ENDED 31 DECEMBER 2022**

Reference is made to the annual report of Jinchuan Group International Resources Co. Ltd (“**Company**” and together with its subsidiaries, “**Group**”) for the year ended 31 December 2022 (“**2022 Annual Report**”). Unless otherwise defined herein, capitalised terms herein shall have the same meanings as those defined in the 2022 Annual Report.

As disclosed under the section headed “Share Incentive Scheme” in the Report of the Directors as set out in the 2022 Annual Report, the Company adopted the share incentive scheme (“**Share Incentive Scheme**”) on 2 June 2015. A summary of the principal terms of the Share Incentive Scheme is set out as follows as additional information to the 2022 Annual Report.

**SHARE INCENTIVE SCHEME**

**(1) Purpose**

To provide incentive or reward to Eligible Persons (as defined in paragraph (2) below) for their contributions to, and continuing efforts to promote the interests of, the Group and its business.

## **(2) Eligible Person(s)**

The board of directors of the Company (“**Board**”) may, at its absolute discretion, invite any person belonging to any of the following classes of persons of any member of the Group to be an Eligible Person: (a) directors, including executive directors and non-executive directors but excluding independent non-executive directors, of any member of the Group; and (b) key talents of any member of the Group, which has the meaning explained by each member of the Group and usually refer to employees who make significant contributions to the member of the Group, or have the scarce skills needed in the industry.

## **(3) The total number of shares available for issue**

The aggregate number of the performance-based share(s) of the Company to be granted to Eligible Person(s) (“**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 of the Company in issue (“**Shares**”) as at 2 June 2015 (“**Adoption Date**”), that is, 435,075,305 Performance Shares, as the total number of Shares as at the Adoption Date was 4,350,753,051. 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 from time to time.

As at the date of the 2022 Annual Report, the number of Shares available for issue under the Share Incentive Scheme in respect thereof is 435,075,305 Shares, representing approximately 3.48% of the Shares of the Company as at such date.

## **(4) The maximum entitlement of each participant**

No Performance Share should be granted to any Eligible Person if, at the time of grant, the aggregate number of the Shares granted to such Eligible Person in any 12-month period would exceed 1% of the total number of Shares in issue at such time, unless (a) such grant has been duly approved by an ordinary resolution of the Shareholders in a general meeting of the Company at which such Eligible Person and his associates abstained from voting; (b) a circular regarding the grant has been despatched to the Shareholders which will disclose, among others, the identity of the participant and the number and terms of the Performance Shares to be granted (and Shares previously granted to such participant); and (c) the number and terms of such Performance Shares are fixed before the general meeting of the Company at which the same are approved.

**(5) Vesting period of awarded shares**

The Board may from time to time while the Share Incentive Scheme is in force and subject to all applicable laws, determine such vesting criteria and conditions or periods for the award to be vested. Subject to the terms and conditions of the Share Incentive Scheme and the fulfilment of all vesting conditions to the vesting of the awarded shares of the Company on such selected participant, the respective awarded shares of the Company shall vest in such selected participant.

**(6) Payment on acceptance of award**

None.

**(7) The basis of determining the purchase price of shares awarded**

Not applicable as the grantees do not need to pay any purchase price for the grant of the Performance Shares.

**(8) The remaining life of the Share Incentive Scheme**

Subject to any early termination determined by the Board in accordance with the rules of the Share Incentive Scheme, the Share Incentive Scheme is valid and effective for a term of 10 years commencing on the Adoption Date (i.e. 2 June 2015 to 1 June 2025). As at the date of the 2022 Annual Report, the remaining life of the Share Incentive Scheme was approximately two years and one month.

The Company did not grant any share awards under the Share Incentive Scheme since the Adoption Date.

The supplemental information provided in this announcement do not affect other information contained in the 2022 Annual Report and, save as disclosed above, the contents of the 2022 Annual Report remain unchanged.

By order of the Board  
**Jinchuan Group International Resources Co. Ltd**  
**Wong Tak Chuen**  
*Company Secretary*

Hong Kong, 4 September 2023

*As at the date of this announcement, the Board comprises two executive directors, namely Mr. Gao Tianpeng and Mr. Cheng Yonghong; two non-executive directors, namely Mr. Liu Jian and Mr. Wang Qiangzhong; and four independent non-executive directors, namely Mr. Yen Yuen Ho, Tony, Mr. Poon Chiu Kwok, Mr. Yu Chi Kit and Ms. Han Ruixia.*