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)

DISCLOSEABLE AND CONNECTED TRANSACTION DISPOSAL OF AN INTEREST IN A SUBSIDIARY IN RELATION TO RENEWAL OF MINING PERMIT

INTRODUCTION

As at the date of this announcement, the Company, through its non-wholly owned subsidiary, Kinsenda, holds 100% interest in Kinsenda Mine.

Kinsenda applied in 2018 for the renewal of the mining permit in relation to the Kinsenda Mine. The Mining Permit expired on 5 October 2021 and was successfully renewed for an additional 15 years until 5 October 2036.

As similarly mentioned in the Company's announcement dated 21 October 2024, the issuance of mining permits and their renewals are governed by the 2018 Mining Code. As part of the Renewal process, the 2018 Mining Code provides that upon renewal of a mining permit, the DRC State shall be entitled to an additional five (5) per cent share interest in the company holding the mining permit, in addition to its existing shareholding (if any).

By entering into the Agreement, CRC shall transfer its interest equivalent to 5% of the shares in Kinsenda directly to the DRC State in order to comply with the 2018 Mining Code on Renewal of the mining permit. The transfer was approved on 29 June 2026.

IMPLICATIONS UNDER THE LISTING RULES

As at the date of this announcement, Sodimico is a substantial shareholder of Kinsenda and therefore is a connected person at the subsidiary level of the Company. The DRC State is the ultimate controller of Sodimico and as such an associate of a connected person at the subsidiary level of the Company under Chapter 14A of the Listing Rules.

Immediately following the completion, the shareholding interest of the Group, through 67.15% held by CRC and 4.85% held by Metorex, in Kinsenda decreased from 77% to 72%. The Disposal constitutes a connected transaction under Chapter 14A of the Listing Rules. The amount involved in the Disposal exceeds 1% but does not exceed 5% of the applicable percentage ratios (other than the profits ratio) as calculated pursuant to Rule 14.07 of the Listing Rules. Given the amount involved in the Disposal exceeds 5% but does not exceed 25% of the profits ratio as calculated pursuant to Rule 14.07 of the Listing Rules, the Disposal also constitutes a discloseable transaction under Chapter 14 of the Listing Rules. Therefore, the Company is only required to comply with the reporting and announcement requirements but is exempt from independent shareholders' approval requirement pursuant to Rule 14A.76 of the Listing Rules.

IMPLICATIONS UNDER THE TAKEOVERS CODE

Reference is made to the response document of the Company dated 23 June 2026 (the "**Response Document**"). As the relevant Offer Period (as defined in the Response Document) commenced on 21 May 2026 and expiring on 7 July 2026, the Company has sought for ruling from the Executive on the Disposal. The Executive has confirmed that Rule 4 of the Takeovers Code does not apply to the Disposal.

INTRODUCTION

The Company, through its non-wholly owned subsidiary, Kinsenda, holds 100% interest in Kinsenda Mine.

Kinsenda Mine is an underground operating mine in the DRC and produces high grade copper concentrate since 2018. Kinsenda Mine has an estimated remaining total mine life of 10 years.

The Mining Permit expired on 5 October 2021. Before expiration, Kinsenda applied for the renewal of the mining permit in relation to the Kinsenda Mine, and the Mining Permit was successfully renewed for an additional 15 years until 5 October 2036.

The issuance of mining permits and their renewals are governed by the 2018 Mining Code. As part of the Renewal process, the 2018 Mining Code provides that upon renewal of a mining permit, the DRC State shall be entitled to an additional five (5) per cent share interest in the company holding the mining permit, in addition to its existing shareholding (if any).

By entering into the Agreement, CRC shall transfer its interest equivalent to 5% of the shares in Kinsenda directly to the DRC State in order to comply with the 2018 Mining Code on Renewal of the mining permit. The transfer was approved on 29 June 2026.

RELATIONSHIP BETWEEN THE PARTIES

The Company is an investment holding company. The Group is principally engaged in (i) the mining of metals, primarily copper and cobalt, in the DRC and in Zambia; and (ii) the trading of mineral and metal products in Hong Kong.

Kinsenda is an indirect non-wholly owned subsidiary of the Company. Immediately before the completion, Kinsenda is held as to 77% thereof, 72.15% held by CRC and 4.85% held by Metorex and the remaining 23% thereof is held by Sodimico.

Sodimico is a state-owned mining company registered in the DRC and a connected person at the subsidiary level of the Company. The DRC State is the ultimate controller of Sodimico and as such an associate of a connected person at the subsidiary level of the Company under Chapter 14A of the Listing Rules.

THE AGREEMENT

For the purpose of effecting the Renewal, CRC, and the DRC State entered into the Agreement for the transfer of 5% interest in Kinsenda to the DRC State, brief particulars of which are set out below:

Date	:	29 June 2026
Parties	:	(1) CRC (2) the DRC State (3) In the presence of Kinsenda
Subject Matter	:	the transfer of 5% interest in Kinsenda to the DRC State, free of all encumbrances and non-dilutable at nil consideration pursuant to the statutory requirement of the 2018 Mining Code on Renewal of the Mining Permit
Fees and taxes	:	all costs and registration fees relating to the transfer of Kinsenda's shares, including where applicable, the proportional rights relating to the transfer of such shares, and all other costs relating thereto will be borne by Kinsenda

SHAREHOLDING INTEREST OF KINSENDA

As at the date of this announcement, Kinsenda has 10,000 issued and outstanding shares. Set out below is the shareholding interest held by relevant shareholders in Kinsenda before and immediately following completion of the Disposal.

	Number of shares			
Shareholder	**before the completion (and percentage)**		**immediately following the completion (and percentage)**	
CRC	7,215	72.15%	6,715	67.15%
Metorex	485	4.85%	485	4.85%
Sodimico	2,300	23.00%	2,300	23.00%
DRC State	–	–	500	5.00%
Total	10,000	100.00%	10,000	100.00%

REASONS FOR AND BENEFIT OF ENTERING INTO THE AGREEMENT

The Agreement was entered into in compliance with the requirement under 2018 Mining Code. The Renewal will enable the Group to continue to engage in the production of copper concentrate of Kinsenda Mine for an extended term of another 15 years, and to fully utilize the expected life of mine. Further, the entering of the Agreement is consistent with the Group's continuing strategy to strengthen its business in the mineral resources sector and to focus on profit generating mines as well as mining projects with immense development potential to drive future revenue and profit.

FINANCIAL EFFECTS OF THE DISPOSAL

Upon completion of the Disposal, the Group's attributable interest in Kinsenda will be reduced from 77% to 72%. Kinsenda will remain as an indirect non-wholly owned subsidiary of the Company and the financial results of which will continue to be consolidated into the financial statements of the Group.

As the Disposal will not result in the Company's loss of control over Kinsenda, the Disposal will be accounted for as an equity transaction and is expected to recognise a mineral right and adjust the carrying amounts of the controlling and non-controlling interests to reflect the changes in their relative interests in Kinsenda. No sales proceeds and gain/loss through profit or loss arise from the Disposal. The financial effect of the Disposal expected by the Company is subject to the final ascertainment of the valuation of the 5% interest in Kinsenda as at completion of the Disposal when preparing the consolidated financial statements of the Group for the year ending 31 December 2026.

FINANCIAL INFORMATION OF KINSENDA

Kinsenda is principally engaged in mining activities. Immediately before the entering into the Agreement, Kinsenda holds 100% interest in Kinsenda Mine.

Set out below is the key financial information of Kinsenda for the two years ended 31 December 2024 and 2025:

	Year ended 31 December 2024 *US$'000* *(audited)*	**Year ended 31 December 2025** *US$'000* *(audited)*
Revenue	226,554	227,056
Net profit before taxation	35,610	78,742
Net profit after taxation	23,914	52,378

The total assets and net assets of Kinsenda as at 31 December 2025 were approximately US$708,048,000 (audited) and US$355,308,000 (audited) respectively while as at 31 December 2024, the total assets and net assets of Kinsenda were approximately US$705,727,000 (audited) and US$319,430,000 (audited) respectively.

Based on the financial statement of Kinsenda, the book value of the 5% interest in Kinsenda as at 31 May 2026 was approximately US$20.0 million (unaudited).

CONFIRMATION OF THE BOARD

The Directors (including the independent non-executive Directors) consider that although the Agreement was not entered into in the ordinary and usual course of business of the Group, the terms of the Agreement and the transaction contemplated thereunder are on normal commercial terms pursuant to 2018 Mining Code that are fair and reasonable and are in the interests of the Company and its shareholders as a whole.

None of the Directors have any material interest in the Agreement for which they would be required to abstain from voting on the relevant board resolution approving the Agreement pursuant to the Articles of Association of the Company. The Agreement and the transaction contemplated thereunder are approved by the Board.

IMPLICATIONS UNDER THE LISTING RULES

As at the date of this announcement, Sodimico is a substantial shareholder of Kinsenda and therefore is a connected person at the subsidiary level of the Company. The DRC State is the ultimate controller of Sodimico and as such an associate of a connected person at the subsidiary level of the Company under Chapter 14A of the Listing Rules.

Immediately following the completion, the shareholding interest of the Group in Kinsenda decreased from 77% to 72%. The Disposal constitutes a connected transaction under Chapter 14A of the Listing Rules. The amount involved in the Disposal exceeds 1% but does not exceed 5% of the applicable percentage ratios (other than the profits ratio) as calculated pursuant to Rule 14.07 of the Listing Rules. Given the amount involved in the Disposal exceeds 5% but does not exceed 25% of the profits ratio as calculated pursuant to Rule 14.07 of the Listing Rules, the Disposal also constitutes a discloseable transaction under Chapter 14 of the Listing Rules. Therefore, the Company is only required to comply with the reporting and announcement requirements but is exempt from independent shareholders' approval requirement pursuant to Rule 14A.76 of the Listing Rules.

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CONTINUED SUSPENSION OF TRADING

Trading in the shares of the Company on the Stock Exchange has been suspended with effect from 9:00 a.m. on Friday, 28 March 2025 and will remain suspended until further notice.

Shareholders and potential investors of the Company are advised not to place undue reliance on the information disclosed herein and are advised to exercise caution when dealing in the shares of the Company. Any shareholder or potential investor who is in doubt is advised to seek advice from professional advisers.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions have the following meanings:

"2018 Mining Code"	the Mining Code (revised in 2018) of the DRC
"Agreement"	the agreement dated 29 June 2026 entered into between CRC and the DRC State in relation to the transfer of Kinsenda's shares equivalent to 5% of the shares in Kinsenda pursuant to the requirement of the 2018 Mining Code on Renewal of the Mining Permit
"associate(s)"	has the meaning ascribed to it under the Listing Rules
"Board"	the board of Directors

"Company"	Jinchuan Group International Resources Co. Ltd, a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 2362)
"connected person(s)"	has the meaning ascribed to it under the Listing Rules
"CRC"	Copper Resources Corporation, a company incorporated in British Virgin Islands and a wholly owned subsidiary of the Company
"Disposal"	the transfer of Kinsenda's shares equivalent to 5% of the shares in Kinsenda by CRC to the DRC State at nil consideration pursuant to the requirement of the 2018 Mining Code on Renewal of the Mining Permit
"Director(s)"	the director(s) of the Company
"DRC"	the Democratic Republic of Congo
"DRC State"	DRC, the signing party of the Agreement
"Executive"	the Executive Director of the Corporate Finance Division of the SFC of any of his delegate(s)
"Group"	collectively, the Company and its subsidiaries and associates controlled by the Company from time to time
"Kinsenda"	Kinsenda Copper Company SA, a company incorporated in the DRC and an indirect non-wholly owned subsidiary of the Company
"Kinsenda Mine"	an underground copper mine owned by Kinsenda and situated in Haut Katanga Province, the DRC
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
Metorex	Metorex (Proprietary) Limited, a company incorporated in South Africa and an indirect wholly owned subsidiary of the Company
"Mining Permit"	mining permit PE 101 in relation to the Kinsenda Mine
"Renewal"	the renewal of the Mining Permit pursuant to the 2018 Mining Code

"SFC"	the Securities and Futures Commission of Hong Kong
"Share(s)"	ordinary shares of HK$0.01 each in the share capital of the Company listed on the Stock Exchange
"Shareholder(s)"	the holder(s) of the Share(s)
"Sodimico"	Société de Développement Industriel et Minere du Congo, a state-owned enterprise in the DRC
"South Africa"	the Republic of South Africa
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"subsidiary(ies)"	has the meaning ascribed to it under the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
"substantial shareholder(s)"	has the meaning ascribed to it under the Listing Rules
"Takeovers Code"	the Code on Takeovers and Mergers issued by the SFC, as amended, supplemented or otherwise modified from time to time
"US$"	United States dollars, the lawful currency of the United States of America
"%"	percentage

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

Hong Kong, 29 June 2026

As at the date of this announcement, the Board comprises two executive directors, namely Mr. Cheng Yonghong and Mr. Gao Tianpeng; one non-executive director, namely Mr. Wang Qiangzhong; and three independent non-executive directors, namely Mr. Yen Yuen Ho, Tony, Mr. Poon Chiu Kwok and Ms. Han Ruixia.

All the Directors jointly and severally accept fully responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their 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.