

**THIS IRREVOCABLE UNDERTAKING is dated 22 June, 2026 BY:**

**JINCHUAN (BVI) LIMITED**, a company incorporated in the British Virgin Islands with limited liability whose registered office is situated at Vistra Corporate Services Centre, Wickhams Cay II, Road Town, Tortola, VG1110, British Virgin Islands (“**Jinchuan BVI**”);

**JINCHUAN (BVI) 1 LIMITED**, a company incorporated in the British Virgin Islands with limited liability whose registered office is situated at Vistra Corporate Services Centre, Wickhams Cay II, Road Town, Tortola, VG1110, British Virgin Islands (“**Jinchuan BVI 1**”);

**JINCHUAN (BVI) 2 LIMITED**, a company incorporated in the British Virgin Islands with limited liability whose registered office is situated at Vistra Corporate Services Centre, Wickhams Cay II, Road Town, Tortola, VG1110, British Virgin Islands (“**Jinchuan BVI 2**”); and

**JINCHUAN (BVI) 3 LIMITED**, a company incorporated in the British Virgin Islands with limited liability whose registered office is situated at Vistra Corporate Services Centre, Wickhams Cay II, Road Town, Tortola, VG1110, British Virgin Islands (“**Jinchuan BVI 3**”).

(together the “**Jinchuan BVI Group**”, and collectively “**we**”)

to:

**JINCHUAN GROUP INTERNATIONAL RESOURCES CO. LTD**, a company incorporated in the Cayman Islands with limited liability and its principal place of business in Hong Kong at 15/F, Tower 2, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong (the “**Company**”).

## **BACKGROUND**

On 9 June 2026, Ms. Gong Hailin (the “**Offeror**”) has despatched an offer document (the “**Offer Document**”) relating to the unconditional voluntary cash partial offer (the “**Partial Offer**”) made by AFG Securities Limited for and on behalf of the Offeror to acquire up to 130,000,000 Offer Shares at the offer price of HK\$0.3 per Offer Share in cash from the Qualifying Shareholders. Details of the Partial Offer were set out in the Offer Document and the Form of Acceptance accompanied therewith.

Unless the context otherwise requires, capitalised terms used in this irrevocable undertaking shall have the same meanings as defined in the Offer Document.

As of the date hereof, we are interested in 7,593,009,857 Shares, collectively

representing approximately 57.81% of the total issued share capital of the Company (the “**Relevant Shares**”) and the respective number of Shares held by each of us are set out below: -

| Name of the Registered Holders | Number of Shares held | Approximate Percentage of Issued Share Capital of the Company |
|--------------------------------|-----------------------|---|
| Jinchuan (BVI) Limited         | 4,586,120,000         | 34.92%  |
| Jinchuan (BVI) 1 Limited       | 1,888,449,377         | 14.38%  |
| Jinchuan (BVI) 2 Limited       | 583,518,372           | 4.44%   |
| Jinchuan (BVI) 3 Limited       | 534,922,108           | 4.07%   |
| <b>Total</b>                   | <b>7,593,009,857</b>  | <b>57.81%</b>   |

**THIS IRREVOCABLE UNDERTAKING WITNESSES AND IT IS HEREBY AGREED as follows:**

We hereby confirm that each of us has no intention to accept the Partial Offer. We unconditionally and irrevocably undertake jointly to the Company that we shall not accept the Partial Offer in respect of the Relevant Shares.

This irrevocable undertaking shall become effective upon signing by each of us and shall remain in full force and effect until the earlier of the date on which the Partial Offer (i) closes; (ii) lapses; (iii) being revised; or (iv) being withdrawn.

The terms of this irrevocable undertaking shall be governed by and construed in accordance with the laws of Hong Kong. Parties to this irrevocable undertaking irrevocably submit to the non-exclusive jurisdiction of the courts of Hong Kong.

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**EXECUTED and DELIVERED as a DEED  
SEALED with the COMMON SEAL of  
JINCHUAN (BVI) 2 LIMITED**

and **SIGNED** by GAO TIANPENG

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in the presence of:  
Witness:

Signature of Witness

WONG TAK CHUEN  
Name of Witness



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Name of Witness

