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江西銅業股份有限公司
JIANGXI COPPER COMPANY LIMITED

(a Sino-foreign joint venture joint stock limited company incorporated in the People's Republic of China)

(Stock Code: 0358)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting (“AGM”) of Jiangxi Copper Company Limited (the “Company”) will be held at 15 Yejin Avenue, Guixi City, Jiangxi, the People’s Republic of China on Thursday, 9 June 2011 at 10:00 a.m. for the following purposes:-

BY WAY OF ORDINARY RESOLUTIONS:

1. To consider and approve the report of the board of directors of the Company for the year of 2010.
2. To consider and approve the report of the supervisory committee of the Company for the year of 2010.
3. To consider and approve the audited financial statements and the auditors’ report of the Company for the year of 2010.
4. To consider and approve the proposal for distribution of profit of the Company for the year of 2010.

5. To appoint Ernst & Young Hua Ming and Ernst & Young as the Company's domestic auditors and overseas auditors for the year 2011, respectively and to authorise the board of directors of the Company to determine their remunerations and any one executive director of the Company to enter into the service agreement and any other related documents with Ernst & Young Hua Ming and Ernst & Young.
6. To consider and approve the proposed abolishment of the shares appreciation rights scheme ("Shares Appreciation Rights Scheme") and formulation of the long-term incentive pilot program ("Long-term Incentive Pilot Program") as set out in Appendix I to the circular despatched by the Company on 21 April 2011 and to authorise the board of directors of the Company to make such variations of a non-material nature to the Long-term Incentive Pilot Program; to proceed with the examination, registration, filing, approval and consent procedures with the relevant government authorities (where necessary); to sign, execute, amend and complete documents to be submitted to the relevant government authorities, organisations and individuals; and to do all acts, matters and things deemed necessary, appropriate or expedient in relation to the abolishment of the Shares Appreciation Rights Scheme and formulation of the Long-term Incentive Pilot Program.
7. To consider and approve the amendments to the rules of procedures for the board of directors of the Company ("Rules of Procedures for the Board") as set out in Appendix II to the circular despatched by the Company on 21 April 2011 and to authorise the board of directors of the Company to make such variations of a non-material nature to the Rules of Procedures for the Board and to do all such acts, deeds and things as they shall, in their absolute discretion, deem fit, expedient or desirable in order to give effect to the foregoing.

BY WAY OF SPECIAL RESOLUTION:

8. To consider and approve the following resolution as a special resolution:-

“THAT

- (a) subject to the limitations imposed by (c) and (d) below and in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”), the Company Law (the “Company Law”) of the People’s Republic of China (the “PRC”), and other applicable rules and regulations of the PRC (in each case as amended from time to time), a general unconditional mandate be and is hereby granted to the board of directors of the Company (the “Board of Directors”) to exercise once or more than once during the Relevant Period (as defined below) all the powers of the Company to allot and issue new overseas foreign listed shares of the Company (“H Shares”) on such terms and conditions as the Board of Directors may determine and that, in the exercise of their powers to allot and issue shares, the authority of the Board of Directors shall include (without limitation):
- (i) the determination of the number of the H Shares to be issued;
 - (ii) the determination of the issue price of the new H Shares;
 - (iii) the determination of the opening and closing dates of the issue of new H Shares;
 - (iv) the determination of the number of new H Shares to be issued to the existing shareholders (if any);
 - (v) the making or granting offers, agreements and options which might require the exercise of such powers;
- (b) upon the exercise of the powers pursuant to paragraph (a) above, the Board of Directors may during the Relevant Period make and grant offers, agreements and options which might require the H Shares relating to the exercise of the authority thereunder being allotted and issued after the expiry of the Relevant Period.

- (c) the aggregate nominal amount of the H Shares to be allotted or conditionally or unconditionally agreed to be allotted and issued (whether pursuant to the exercise of options or otherwise) by the Board of Directors pursuant to the authority granted under paragraph (a) above (excluding any shares which may be allotted and issued upon the conversion of the capital reserve fund into capital in accordance with the Company Law or the articles of association of the Company) shall not exceed 20% of the aggregate nominal amount of the H Shares in issue as at the date of passing of this Resolution;
- (d) the Board of Directors in exercising the mandate granted under paragraph (a) above shall (i) comply with the Company Law, other applicable laws and regulations of the PRC, the Listing Rules and the rules of the stock exchanges and regulatory authority of the relevant places where the shares of the Company are listed (in each case, as amended from time to time) and (ii) be subject to the approval of the China Securities Regulatory Commission and relevant authorities of the PRC;
- (e) for the purposes of this Resolution:

“Relevant Period” means the period from the date of the passing of this Resolution until whichever is the earlier of:

- (i) twelve months from the date of passing of this Resolution;
 - (ii) the conclusion of the next annual general meeting of the Company; and
 - (iii) the date on which the mandate granted by this Resolution is revoked or varied by a special resolution of the shareholders in general meeting;
- (f) the Board of Directors shall, subject to the relevant approvals being obtained from the relevant authorities and to the compliance with the Company Law and other applicable laws and regulations of the PRC, increase the Company’s registered share capital corresponding to the relevant number of shares allotted and issued upon the exercise of the mandate given pursuant to paragraph (a) of this Resolution;

- (g) subject to the Listing Committee of The Stock Exchange of Hong Kong Limited granting listing of, and permission to deal in, the H shares of the Company's share capital proposed to be issued by the Company and to the approval of the China Securities Regulatory Commission for the issue of H Shares being granted, the Board of Directors be and is hereby authorised to amend, as they may deem appropriate and necessary, the articles of association of the Company to reflect the change in the share capital structure of the Company in the event of an exercise of the authority granted under paragraph (a) to allot and issue new H Shares;
- (i) authorise any two Directors to sign the necessary documents, complete the necessary procedures and take other necessary steps to complete the allotment and issue and listing of the new H Shares.”

By Order of the Board of
Jiangxi Copper Company Limited
Li Yihuang
Chairman

21 April 2011

Guixi, Jiangxi Province, the PRC

Notes:

- (i) Any shareholder entitled to attend and vote at the meeting mentioned above is entitled to appoint one or more proxies to attend and vote at the meeting on his/her behalf in accordance with the Articles of Association of the Company. A proxy needs not be a shareholder of the Company.
- (ii) In order to be valid, the proxy form and, if such proxy form is signed by a person under a power of attorney or other authority on behalf of the appointer, a notarially certified copy of that power of attorney or authority shall be deposited at the legal address of the Company (in the case of proxy form of holder of domestic shares) or the Company's H Share Registrars, Hong Kong Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (in the case of proxy form of holders of H Shares) not less than 24 hours before the time for holding the meeting or 24 hours before the time appointed for taking the poll.

- (iii) Shareholders or their proxies shall produce their identity documents when attending the meeting.
- (iv) The register of shareholders of the Company will be closed from Monday, 9 May 2011 to Thursday, 9 June 2011 (both dates inclusive), during which period no transfer of H shares will be registered.
- (v) Shareholders whose names appear on the register of holders of H shares on Monday, 9 May 2011 are entitled to attend and vote at the meeting.
- (vi) Shareholders who intend to attend the meeting shall complete and lodge the reply slip for attending the meeting at the Company's legal address at 15 Yejin Avenue, Guixi City, Jiangxi, the People's Republic of China on or before 19 May 2011. The reply slip may be delivered to the Company by hand, by post or by fax (at fax no.: (86) 701-3777013).
- (vii) The final dividend for the year ended 31 December 2010 will be payable to the shareholders whose names appear on the register of shareholders on Thursday, 9 June 2011.
- (viii) In order to qualify for the final dividend mentioned above, holders of H shares whose transfers have not been registered shall deposit the transfer forms together with the relevant share certificates, at the Company's H Shares Registrar, Hong Kong Registrars Limited, at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:00 p.m. on Friday, 6 May 2011.
- (ix) The AGM is not expected to take more than half a day. Shareholders or their proxies attending the AGM shall be responsible for their own travel and accommodation expenses.
- (x) Concerning items 6 and 7 of this notice, the details of the Long-term Incentive Pilot Program and Rules of Procedures for the Board are set out in the Appendices to the circular despatched to the shareholders on 21 April 2011.

As at the date of this announcement, the executive directors of the Company are Mr. Li Yihuang, Mr. Li Baomin, Mr. Gao Jianmin, Mr. Liang Qing, Mr. Gan Chengjiu, Mr. Hu Qingwen and Mr. Shi Jialiang; and the independent non-executive directors of the Company are Mr. Wu Jianchang, Mr. Tu Shutian, Ms. Zhang Rui and Mr. Gao Dezhu.