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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 EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of Jiangxi Copper Company Limited (the “Company”) will be held at the Conference Room of the Company at 15 Yejin Avenue, Guixi City, Jiangxi, the People’s Republic of China on Tuesday, 6 December 2011 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolutions of the Company:

**ORDINARY RESOLUTIONS**

- (1) To consider and approve the proposal for distribution of profit of the Company for the six months ended 30 June 2011.
- (2) To appoint Ernst & Young Hua Ming Certified Public Accountants (“Ernst & Young”) as the Company’s internal control accountants for the year 2011 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.

(3) **“THAT**

- (i) the consolidated supply and services agreement I (the “Consolidated Supply and Services Agreement I”) entered into between the Company and Jiangxi Copper Corporation (“JCC”) on 30 September 2011 in respect of the supply of various materials, provision of industrial services and miscellaneous services by JCC and its subsidiaries from time to time (other than the Group (as defined below)) to the Company and its subsidiaries from time to time (collectively, the “Group”) (a copy of which marked “A” has been produced to the meeting and signed by the chairman of the meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;
- (ii) the maximum limit of the amount involved under the Consolidated Supply and Services Agreement I for the three financial years ending 31 December 2012, 31 December 2013 and 31 December 2014 shall not exceed RMB898,044,000, RMB998,019,000 and RMB1,090,501,000 respectively; and
- (iii) any director of the Company be and is hereby authorized for and on behalf of the Company to sign, seal, execute, perfect, deliver and do all such documents, deeds, acts, matters and things as he may in his discretion consider necessary or desirable or expedient for the purpose of or in connection with the Consolidated Supply and Services Agreement I and to make and agree such variations of a non-material nature in or to the terms of the Consolidated Supply and Services Agreement I as he may in his discretion consider to be desirable and in the interests of the Company.”

(4) **“THAT**

- (i) the consolidated supply and services agreement II (the “Consolidated Supply and Services Agreement II”) entered into between the Company and Jiangxi Copper Corporation (“JCC”) on 30 September 2011 in respect of the supply of various materials and provision of industrial services by the Company and its subsidiaries from time to time (collectively, the “Group”) to JCC and its subsidiaries from time to time (other than the Group)(a copy of which marked “B” has been produced to the meeting and signed by the chairman of the meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;

- (ii) the maximum limit of the amount involved under the Consolidated Supply and Services Agreement II for the three financial years ending 31 December 2012, 31 December 2013 and 31 December 2014 shall not exceed RMB3,027,286,000, RMB3,311,887,000 and RMB3,332,133,000 respectively; and
- (iii) any director of the Company be and is hereby authorized for and on behalf of the Company to sign, seal, execute, perfect, deliver and do all such documents, deeds, acts, matters and things as he may in his discretion consider necessary or desirable or expedient for the purpose of or in connection with the Consolidated Supply and Services Agreement II and to make and agree such variations of a non-material nature in or to the terms of the Consolidated Supply and Services Agreement II as he may in his discretion consider to be desirable and in the interests of the Company.”

(5) **“THAT**

- (i) the financial services agreement (the “Financial Services Agreement”) entered into between JCC Finance Company Limited (江西銅業集團財務有限公司) (“JCC Financial”) and Jiangxi Copper Corporation (“JCC”) on 30 September 2011 in respect of the provision of financial services by JCC Financial to JCC and its subsidiaries from time to time (other than the Company and its subsidiaries) (a copy of which marked “C” has been produced to the meeting and signed by the chairman of the meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;
- (ii) the maximum limit of the amount involved in the credit services contemplated under the Financial Services Agreement for the three financial years ending 31 December 2012, 31 December 2013 and 31 December 2014 shall not exceed RMB5,610,000,000, RMB6,380,000,000 and RMB6,400,000,000 respectively; and

(iii) any director of the Company be and is hereby authorized for and on behalf of the Company to sign, seal, execute, perfect, deliver and do all such documents, deeds, acts, matters and things as he may in his discretion consider necessary or desirable or expedient for the purpose of or in connection with the Financial Services Agreement and to make and agree such variations of a non-material nature in or to the terms of the Financial Services Agreement as he may in his discretion consider to be desirable and in the interests of the Company.”

By Order of the board of directors of  
**Jiangxi Copper Company Limited**  
**Pan Qifang**  
*Company Secretary*

21 October 2011

Guixi, Jiangxi Province, the People’s Republic of China

*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 need 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 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) In order to determine the identity of the shareholders entitled to attend and vote at the meeting, the register of shareholders of the Company will be closed from Saturday, 5 November 2011 to Tuesday, 6 December 2011 (both days inclusive), during which period no share transfer will be registered.
- (v) Shareholders whose names appear on the register of members of the Company on Monday, 5 December 2011 are entitled to attend and vote at the meeting.

- (vi) In order to attend and vote at the meeting, 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 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, 4 November 2011.
- (vii) 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 16 November 2011. The reply slip may be delivered to the Company by hand, by post or by fax (at fax no.: (86701) 3777013).
- (viii) In order to determine the identity of the shareholders entitled to receive the interim dividend of the Company for the six months ended 30 June 2011, the register of shareholders of the Company will be closed from Saturday, 10 December 2011 to Wednesday, 14 December 2011 (both days inclusive), during which period no share transfer will be registered.
- (ix) The interim dividend for the six months ended 30 June 2011 will be payable to the shareholders whose names appear on the register of shareholders on Wednesday, 14 December 2011.
- (x) In order to qualify for the interim 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 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, 9 December 2011.
- (xi) The extraordinary general meeting is not expected to take more than half a day. Shareholders or their proxies attending the extraordinary general meeting shall be responsible for their own travel and accommodation expenses.

*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.*