

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

**ANNOUNCEMENT OF RESULTS OF
EXTRAORDINARY GENERAL MEETING AND
CHANGES OF COMPOSITIONS OF BOARD COMMITTEES AND
AUTHORISED REPRESENTATIVE**

The Company and all members of the Board warrant the truthfulness, accuracy and completeness of the contents of this announcement and accept responsibility severally for any false statement, misleading representation or material omission contained in this announcement.

The EGM was held on 15 January 2019.

Resolutions set out in the notice of the EGM dated 30 November 2018 were duly passed at the EGM.

Reference is made to the circular of Jiangxi Copper Company Limited (the “**Company**”) despatched to its shareholders on 30 November 2018 in respect of, inter alia, (i) the proposed changes of directors of the Company, (ii) the proposed change in use of proceeds raised by the Company from the exercise of the warrants issued by the Company, and (iii) the proposed amendments to the articles of association of the Company (the “**Circular**”). Unless otherwise stated, terms used in this announcement shall have the same meanings as those defined in the Circular.

RESULTS OF THE EGM

The Board is pleased to announce that the EGM was held on 15 January 2019 at 2:30 p.m. at the Conference Room of the Company at JCC International Plaza, 7666 Chang Dong Avenue, High-tech Development Zone, Nanchang, Jiangxi, the PRC. Both on-site voting and internet voting were adopted at the EGM. Internet voting was conducted via the trading system of the Shanghai Stock Exchange and was participated by the A Shareholders. 10 Shareholders (including proxies) attended the EGM, representing 1,538,431,647 Shares (including 1,207,720,014 A Shares and 330,711,633 H Shares) or approximately 44.43% of the total issued share capital of the Company (i.e. 3,462,729,405 Shares). The EGM was validly convened in compliance with the relevant requirements of the Company Law of the PRC, the Articles and the relevant regulations. Mr. Long Ziping, the chairman of the Board, acted as the chairman of the EGM. The following are poll results in respect of the resolutions proposed at the EGM:

Ordinary Resolutions		Number of Votes (Approximate percentage representing number of Shares that have indicated voting (%))		
		For	Against	Abstain from voting
1.	To consider and approve Mr. Wu Yuneng's cessation to act as an executive Director with effect from the date on which this resolution is passed and to authorise any one executive Director to sign all documents, agreements and to do all such acts and things to give effect to such matters.	1,537,709,647 (99.95%)	722,000 (0.05%)	0
2.	To consider and approve Mr. Wu Jinxing's cessation to act as an executive Director with effect from the date on which this resolution is passed and to authorise any one executive Director to sign all documents, agreements and to do all such acts and things to give effect to such matters.	1,537,709,647 (99.95%)	722,000 (0.05%)	0

Ordinary Resolutions		Number of Votes (Approximate percentage representing number of Shares that have indicated voting (%))		
		For	Against	Abstain from voting
3.	To consider and approve the appointment of Mr. Yu Tong as an executive Director to hold office from the date on which this resolution is passed until the expiration of the term of the eighth session of the Board and to authorise the Board to determine his remuneration and any one executive Director to enter into a service contract or letter of appointment on behalf of the Company with Mr. Yu Tong on and subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters.	1,522,181,047 (98.94%)	16,250,600 (1.06%)	0
4.	To consider and approve the appointment of Mr. Zhu Xingwen as an independent non-executive Director to hold office from the date on which this resolution is passed until the expiration of the term of the eighth session of the Board and to authorise the Board to determine his remuneration and any one executive Director to enter into a service contract or letter of appointment on behalf of the Company with Mr. Zhu Xingwen on and subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters.	1,536,455,946 (99.87%)	1,975,701 (0.13%)	0

Ordinary Resolutions		Number of Votes (Approximate percentage representing number of Shares that have indicated voting (%))		
		For	Against	Abstain from voting
5.	To consider and approve the change in use of the remaining balance of the special account for the proceeds raised of the Company from the exercise of the warrants “JCC CWB1” into permanent working capital replenishment of the Company (details of which are set out in the Circular) and to authorise any one executive Director to sign all documents, agreements and to do all such acts and things to give effect to such matters.	1,538,423,647 (99.9995%)	8,000 (0.0005%)	0
Special Resolution		Number of Votes (Approximate percentage representing number of Shares that have indicated voting (%))		
		For	Against	Abstain from voting
6.	To consider and approve the proposed amendments to the Articles (details of which are set out in the Circular) and to authorise any one executive Director to make such adjustments or other amendments to the Articles as he considers necessary or otherwise appropriate in connection with the proposed amendments to the Articles or as may be required by the relevant regulatory authorities, and to deal with on behalf of the Company the relevant filing, amendments and registration (where necessary) procedures and other related issues arising from the amendments to the Articles.	1,535,698,047 (99.82%)	2,733,600 (0.18%)	0

As at the date of the EGM, the total number of issued Shares entitling Shareholders to attend and vote for or against the resolutions at the EGM is 3,462,729,405 Shares (including 2,075,247,405 A Shares and 1,387,482,000 H Shares). None of the Shares entitled any Shareholder to attend and vote only against the resolutions at the EGM.

As more than 50% of the votes were cast in favour of the ordinary resolutions numbered 1 to 5 at the EGM, each of these resolutions was duly passed as ordinary resolution of the Company.

As more than two-thirds of the votes were cast in favour of the special resolution numbered 6 at the EGM, the resolution was duly passed as a special resolution of the Company.

Ernst & Young Hua Ming LLP, the auditors of the Company, has acted as the scrutineer and has checked the mathematical accuracy of calculation of and verified the poll results of each resolution proposed at the EGM based on the poll forms collected.

The process of the EGM was witnessed by Mr. Wang Jianyong and Mr. Sun Yi of Haiwen & Partners (Beijing Office), who presented a legal opinion concluding that the convening and the procedures for holding of the EGM, the eligibility of the persons who participated and the persons who convened the EGM and the voting procedures thereof were in compliance with the relevant laws and the Articles. The voting results are lawful and valid.

CHANGES OF COMPOSITION OF BOARD COMMITTEES

The Board announces that following the appointment of Mr. Zhu Xingwen as an independent non-executive Director, Mr. Zhu Xingwen shall also be appointed as the chairman of the audit committee of the Company and a member of each of the remuneration committee and nomination committee of the Company.

CHANGE OF AUTHORISED REPRESENTATIVE

The Board also announces that, following Mr. Wu Jinxing's resignation as an executive Director, he will resign as an authorised representative of the Company (the "**Authorised Representative**") under Rule 3.05 of the Listing Rules. As such, Mr. Yu Tong will replace Mr. Wu Jinxing as an Authorised Representative with effect from the date of this announcement.

By Order of the Board
JIANGXI COPPER COMPANY LIMITED
Long Ziping
Chairman

Nanchang, Jiangxi, the PRC, 15 January 2019

As at the date of this announcement, the executive Directors are Mr. Long Ziping, Mr. Wang Bo, Mr. Gao Jianmin, Mr. Liang Qing, Mr. Dong Jiahui and Mr. Yu Tong; and the independent non-executive Directors are Mr. Tu Shutian, Mr. Liu Erh Fei, Mr. Liu Xike and Mr. Zhu Xingwen.