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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)

**ANNOUNCEMENT OF RESULTS OF  
ANNUAL GENERAL MEETING,  
DIVIDEND PAYMENT AND  
CHANGES OF COMPOSITION OF BOARD COMMITTEES**

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 AGM was held on 12 June 2018.

Resolutions set out in the notice dated 27 April 2018 were duly passed at the AGM.

Reference is made to the circular of Jiangxi Copper Company Limited (the “**Company**”) despatched to its shareholders on 27 April 2018 in respect of, inter alia, (i) the proposed distribution of final dividend, (ii) the proposed retirement, re-election and new appointment of directors, (iii) the proposed retirement and re-election of supervisors, (iv) the proposed change of auditors, (v) the proposed issuance of bonds and (vi) the proposed guarantees (the “**Circular**”). Unless otherwise stated, terms used in this announcement shall have the same meanings as those defined in the Circular.

## RESULTS OF THE AGM

The Board is pleased to announce that the AGM was held on 12 June 2018 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. 32 Shareholders (including proxies) attended the meeting, representing 1,544,571,922 Shares (including 1,206,438,713 A Shares and 338,133,209 H Shares) or approximately 44.60% of the total issued Shares of the Company (3,462,729,405 Shares). The AGM was validly convened in compliance with the relevant requirements of the Company Law of the PRC, the Articles of Association and the relevant regulations. Mr. Long Ziping, the chairman of the Board, acted as the chairman of the AGM. The poll results in respect of the resolutions proposed at the AGM are as follows:

Ordinary Resolutions		Number of votes (approximate percentage (%))		
		For	Against	Abstain from voting or number of Shares that have not indicated voting
1.	To consider and approve the report of the Board for the year of 2017.	<u>1,543,794,785</u> (99.9497%)	<u>263,237</u> (0.0170%)	<u>513,900</u> (0.0333%)
2.	To consider and approve the report of the Supervisory Committee for the year of 2017.	<u>1,543,794,785</u> (99.9497%)	<u>263,237</u> (0.0170%)	<u>513,900</u> (0.0333%)
3.	To consider and approve the audited financial statements and the auditors' report of the Company for the year of 2017.	<u>1,543,789,785</u> (99.9494%)	<u>268,237</u> (0.0174%)	<u>513,900</u> (0.0333%)
4.	To consider and approve the proposal for distribution of profit of the Company for the year of 2017.	<u>1,544,300,485</u> (99.9824%)	<u>271,437</u> (0.0176%)	<u>0</u> (0%)

<b>Ordinary Resolutions (By way of cumulative voting)</b>		<b><u>Number of votes for</u></b>	<b><u>Percentage of number of votes for to the total number of votes with valid voting rights at the AGM (%)</u></b>	<b><u>Elected or not</u></b>
5.	To elect executive Directors for the term of office commencing on the date of the AGM to the date of the annual general meeting of the Company for the year of 2020:			
	(i) Mr. Long Ziping	1,545,103,268	<u>97%</u>	<u>Elected</u>
	(ii) Mr. Wu Yuneng	1,544,264,398	<u>99%</u>	<u>Elected</u>
	(iii) Mr. Wang Bo	1,544,257,409	<u>99%</u>	<u>Elected</u>
	(iv) Mr. Wu Jinxing	1,544,257,405	<u>99%</u>	<u>Elected</u>
	(v) Mr. Gao Jianmin	1,544,264,399	<u>99%</u>	<u>Elected</u>
	(vi) Mr. Liang Qing	1,544,264,415	<u>99%</u>	<u>Elected</u>
	(vii) Mr. Dong Jiahui	1,544,257,400	<u>99%</u>	<u>Elected</u>
6.	To elect independent non-executive Directors for the term of office commencing on the date of the AGM to the date of the annual general meeting of the Company for the year of 2020:			
	(i) Mr. Tu Shutian	<u>1,544,190,010</u>	<u>89%</u>	<u>Elected</u>
	(ii) Mr. Liu Erh Fei	<u>1,543,696,654</u>	<u>89%</u>	<u>Elected</u>
	(iii) Mr. Zhou Donghua	<u>1,543,696,659</u>	<u>89%</u>	<u>Elected</u>
	(iv) Mr. Liu Xike	<u>1,544,294,004</u>	<u>99.9%</u>	<u>Elected</u>

<b>Ordinary Resolutions (By way of cumulative voting)</b>		<b><u>Number of votes for</u></b>	<b><u>Percentage of number of votes for to the total number of votes with valid voting rights at the AGM (%)</u></b>	<b><u>Elected or not</u></b>
7.	To elect Supervisors representing Shareholders for the term of office commencing on the date of the AGM to the date of the annual general meeting of the Company for the year of 2020:			
	(i) Mr. Hu Qingwen	<u>1,544,627,416</u>	<u>99.9%</u>	<u>Elected</u>
	(ii) Mr. Zhang Jianhua	<u>1,544,232,902</u>	<u>98.6%</u>	<u>Elected</u>
	(iii) Mr. Liao Shengsen	<u>1,544,232,903</u>	<u>98.6%</u>	<u>Elected</u>
<b>Ordinary Resolutions</b>		<b><u>Number of votes (approximate percentage (%))</u></b>		
		<b><u>For</u></b>	<b><u>Against</u></b>	<b><u>Abstain from voting or number of Shares that have not indicated voting</u></b>
8.	To approve annual remuneration scheme of all the Directors and Supervisors of the eighth session of the Board and the Supervisory Committee during their terms of office and to authorize the Board to determine and approve the payment of the annual remuneration.	<u>1,539,430,585</u> <u>(99.6671%)</u>	<u>851,337</u> <u>(0.0551%)</u>	<u>4,290,000</u> <u>(0.2777%)</u>

<b>Ordinary Resolutions</b>		<b>Number of votes (approximate percentage (%))</b>		
		<b>For</b>	<b>Against</b>	<b>Abstain from voting or number of Shares that have not indicated voting</b>
9.	To appoint Ernst & Young Hua Ming LLP and Ernst & Young as the domestic and overseas auditors of the Company respectively for the year 2018, and to authorize any one executive Director to determine their remunerations at his discretion in accordance with their amount of work and to enter into the service agreements and other related documents with Ernst & Young Hua Ming LLP and Ernst & Young.	<u>1,510,804,788</u> (97.8138%)	<u>17,181,702</u> (1.1124%)	<u>16,585,432</u> (1.0738%)
10.	To consider and approve the proposed provision of guarantees of a total amount not exceeding US\$1.8 billion by the Company to Jiangxi Copper Hong Kong Company Limited and Jiangxi Copper (Hong Kong) Investment Company Limited, for the application to financial institutions (including financial institutions and factoring companies) for comprehensive credit facilities.	<u>1,543,720,685</u> (99.9449%)	<u>851,237</u> (0.0551%)	<u>0</u> (0%)
<b>Special Resolution</b>		<b>Number of votes (approximate percentage (%))</b>		
		<b>For</b>	<b>Against</b>	<b>Abstain from voting or number of Shares that have not indicated voting</b>
11.	To consider and approve the Proposed Issuance of Bonds and the authorization to any two of the internal executive Directors to handle relevant matters relating to the Proposed Issuance of Bonds and the listing of Proposed Bonds.	<u>1,543,231,763</u> (99.9132%)	<u>1,340,159</u> (0.0868%)	<u>0</u> (0%)

As at the date of the AGM, the total number of issued Shares entitling shareholders to attend and vote for or against the resolutions at the AGM 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 abovementioned meeting.

As more than 50% of the votes were cast in favour of the resolutions numbered 1 to 10 at the AGM, 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 resolution numbered 11 at the AGM, the resolution numbered 11 was duly passed as special resolution of the Company.

Ernst & Young Hua Ming LLP, 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 AGM based on the poll forms collected.

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

## **PAYMENT OF DIVIDEND**

The proposal of the payment of final dividend of RMB0.20 per Share (inclusive of tax) for the year of 2017 to the Shareholders by the Board was approved at the AGM.

The method of payment of dividend by the Company will be as follows:

In accordance with the relevant regulations and the Articles of Association, dividend payable to the holders of H Shares shall be declared in Renminbi and paid in Hong Kong dollars. The following conversion formula shall apply:

$$\text{Dividend in foreign currency} = \frac{\text{Dividend in Renminbi}}{\text{Average mean Hong Kong dollar price published daily by The People's Bank of China over a period of one calendar week prior to the announcement of the dividend}}$$

For the purpose of the abovementioned final dividend to holders of H Shares of the Company, the date of announcement is 12 June 2018. The average mean price of one Hong Kong dollar published daily by The People's Bank of China over a period of one calendar week prior to the announcement of the dividend (4 June 2018 to 8 June 2018) is approximately RMB0.81649. Applying that average to the above formula, the dividend for each H Share is HK\$0.24495 (inclusive of tax).

Pursuant to the “Enterprise Income Tax Law of the PRC” (《中華人民共和國企業所得稅法》) and the relevant implementing rules which came into effect on 1 January 2008 and the “Notice of the Issues concerning Withholding the Enterprise Income Tax on the Dividends Paid by Chinese Resident Enterprises to H Share Holders Which are Overseas non-resident Enterprises” (《關於中國居民企業向境外H股非居民企業股東派發股息代扣代繳企業所得稅有關問題的通知》) issued by the State Administration of Taxation on 6 November 2008, the Company is required to withhold and pay corporate income tax at the rate of 10% before distributing the final dividend to non-resident enterprise shareholders as appearing on the H Shares register of members of the Company. Any Shares registered in the names of non-individual registered shareholders (including HKSCC Nominees Limited, other corporate nominees, trustees or other entities and organizations) will be treated as being held by non-resident enterprise shareholder and will therefore be subject to the withholding of the enterprise income tax.

Pursuant to the State Administration of Taxation Notice on Matters Concerning the Levy and Administration of Individual Income Tax After the Repeal of Guo Shui Fa [1993] No. 045 (Guo Shui Han [2011] No. 348) (《國家稅務總局關於國稅發[1993]045號文件廢止後有關個人所得稅徵管問題的通知》(國稅函[2011]348號)) dated 28 June 2011, and the letter entitled “Tax arrangements on dividends paid to Hong Kong residents by Mainland companies” dated 4 July 2011 issued by the Stock Exchange, the Company is required to withhold and pay the individual income tax in respect of the 2017 final dividend paid to the individual H Shareholders (the “**Individual H Shareholders**”), as a withholding agent on behalf of the same. However, the Individual H Shareholders may be entitled to certain tax preferential treatments pursuant to the tax treaties between the PRC and the countries (regions) in which the Individual H Shareholders are domiciled and the tax arrangements between Mainland China and Hong Kong (Macau).

Pursuant to the aforesaid tax regulations, when the 2017 final dividend is to be distributed to the holders of H Shares whose names appear on the register of members of the Company as at 26 June 2018, the Company will base on the tax rate of 10% to withhold 10% of the dividend to be distributed to the Individual H Shareholders as individual income tax. For non-resident enterprise holders of H Shares, the Company will withhold 10% of the dividend as enterprise income tax according to the relevant tax regulations in line with its previous practice.

If shareholders' names appear on the H Shares register of members, please refer to nominees or trust organization for details of the relevant arrangements. The Company has no obligation and shall not be responsible for confirming the identities of the shareholders. The Company will strictly comply with the laws, and withhold and pay the enterprise income tax and individual income tax on behalf of the relevant shareholders based on the H Shares register of members of the Company as of 26 June 2018. The Company will not accept any requests relating to any delay in confirming the identity of the shareholders or any uncertainties in the identity of the shareholders.

Pursuant to the Notice on the Tax Policies Related to the Pilot Program of the Shanghai-Hong Kong Stock Connect (Caishui [2014] No. 81) (《關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2014]81號)), for dividends received by domestic individual investors from investing in H shares listed on the Stock Exchange through Shanghai-Hong Kong Stock Connect, the company of such H shares shall withhold and pay individual income tax at the rate of 20% on behalf of the investors. For dividends received by domestic securities investment funds from investing in H shares listed on the Stock Exchange through Shanghai-Hong Kong Stock Connect, the tax payable shall be the same as that for domestic individual investors. The company of such H shares will not withhold and pay the income tax of dividends for domestic enterprise investors and those domestic enterprise investors shall report and pay the relevant tax themselves.

Pursuant to the Notice on the Tax Policies for Shenzhen-Hong Kong Stock Connect Pilot Program (Cai Shui [2016] No.127) (《關於深港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2016]127號)), for dividends received by domestic individual investors from investing in H shares listed on the Stock Exchange through Shenzhen-Hong Kong Stock Connect, the company of such H shares shall withhold and pay individual income tax at the rate of 20% on behalf of the investors. For dividends received by domestic securities investment funds from investing in H shares listed on the Stock Exchange through Shenzhen-Hong Kong Stock Connect, the tax payable shall be the same as that for domestic individual investors. The company of such H shares will not withhold and pay the income tax of dividends for domestic enterprise investors and those domestic enterprise investors shall report and pay the relevant tax themselves.

In order to determine the identity of the holders of H Shares who are entitled to receive the final dividend of the Company for the year ended 31 December 2017, the H Shares register of members of the Company will be closed from Wednesday, 20 June 2018 to Tuesday, 26 June 2018 (both days inclusive), during which period no transfer of Shares will be registered. The Shareholders whose names appear on the H Shares register of members of the Company as at Tuesday, 26 June 2018 are entitled to the final dividend for the year ended 31 December 2017. In order to qualify for the entitlement of dividend, the holders of H Shares must send the transfer forms and the relevant share certificates to the Company's H Share registrar, Hong Kong Registrars Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by no later than 4:30 p.m. on Tuesday, 19 June 2018.



Pursuant to the Articles of Association, the Company has appointed Bank of China (Hong Kong) Trustees Limited to receive on behalf of holders of H Share the dividend declared in respect of H Shares of the Company. The dividend warrants of H Shares together with the cheques will be issued by the Company's H Share Registrar, Computershare Hong Kong Investors Service Limited and will be posted by ordinary mail to holders of H Shares at their own risk on or around Wednesday, 25 July 2018.

Announcement will be made in the PRC relating to the method of payment of dividend to holders of A Shares of the Company and its related matters after consultation with China Securities Clearing and Registration Company, Shanghai Branch in accordance with the relevant provisions and procedures.

## **CHANGES OF COMPOSITIONS OF BOARD COMMITTEES**

The Board announces that following the appointment of Mr. Liu Xike as an independent non-executive Director, Mr. Liu Xike has also been appointed as a member of each of the audit committee, remuneration committee and nomination committee of the Company with effect from 12 June 2018.

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

Nanchang, Jiangxi, the PRC, 12 June 2018

*As at the date of this announcement, the executive Directors are Mr. Long Ziping, Mr. Wu Yuneng, Mr. Wang Bo, Mr. Wu Jinxing, Mr. Gao Jianmin, Mr. Liang Qing and Mr. Dong Jiahui; and the independent non-executive Directors are Mr. Tu Shutian, Mr. Liu Erh Fei, Mr. Zhou Donghua and Mr. Liu Xike.*