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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**  
**PROPOSED CHANGE OF INDEPENDENT**  
**NON-EXECUTIVE DIRECTOR**

Reference is made to the announcement (the “**Announcement**”) of Jiangxi Copper Company Limited (the “**Company**”) dated 12 July 2018 relating to the resignation of independent non-executive director of the Company. Unless otherwise specified, terms used herein shall have the meanings ascribed to them in the Announcement.

The Board announces that, in order to fill the vacancy in independent non-executive Director arising from the resignation tendered by Mr. Zhou, the Company has, in accordance with the relevant provisions of the Company Law in the People’s Republic of China (the “**PRC**”) and the Articles of Association of the Company, received written notice from Jiangxi Copper Corporation Limited (“**JCC**”), the controlling shareholder of the Company, and nomination from the nomination committee of the Company (the “**Nomination Committee**”), all for the purpose of nominating Mr. Zhu Xingwen (“**Mr. Zhu**”) as candidate for election as independent non-executive Director. The Board has approved the proposed appointment of Mr. Zhu as the independent non-executive director of the Company at the Board meeting held on 16 November 2018. The appointment of Mr. Zhu as the independent non-executive Director is conditional upon the approval by the shareholders of the Company (the “**Shareholders**”) at the 2019 first extraordinary general meeting (the “**EGM**”).

Subject to Mr. Zhu’s appointment as an independent non-executive Director at the EGM, Mr. Zhu will also replace Mr. Zhou to act as the member of the audit committee of the Company (the “**Audit Committee**”), the Nomination Committee and the remuneration committee (the “**Remuneration Committee**”) of the Company.

**The profile of Mr. Zhu is set out below:**

**Mr. Zhu Xingwen (朱星文)**

Mr. Zhu, aged 56, a senior accountant, graduated from the Department of Finance and Accounting of Jiangxi University of Finance and Economics (江西財經學院) majoring in commercial accounting, with a bachelor's degree in economics; and from Tianjin University of Finance and Economics (天津財經大學), with a doctoral degree in Management (Accounting). Currently working as a professor and a tutor for doctoral and postgraduate students at the School of Accounting of Jiangxi University of Finance and Economics, his main research interests and highlights are on accounting theory and methods, auditing theory and practice, especially in the aspects of accounting legal regulations, accounting standards theory and accounting and auditing issues under the corporate governance framework.

As at the date of this announcement, save as disclosed above, Mr. Zhu has not held any other position with the Company or other members of the Group, has not held any position in other listed companies in the last three years, and has no other major appointments or professional qualifications. He does not have any relationships with any Directors, supervisors, senior management, substantial shareholders or controlling shareholders of the Company. He does not have any interest in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Subject to the approval by the Shareholders at the EGM, the Company will enter into service contract or appointment letter with Mr. Zhu. The initial term of office with the Company will be from the date of EGM until the expiration of the term of the current session of the Board. The Company has yet to fix the remuneration of Mr. Zhu and will seek approval from the Shareholders at the EGM for the authorisation to the Board to determine the remuneration of Mr. Zhu and the authorisation to any one Director to enter into service contract or appointment letter with Mr. Zhu. The Board will consider Mr. Zhu's duties in the Company with reference to the salary of other independent non-executive Directors in determining Mr. Zhu's remuneration.

The Board is not aware that there are any other matters relating to Mr. Zhu that need to be brought to the attention of Shareholders in respect of his appointment and there is no other information relating to Mr. Zhu which is required to be disclosed pursuant to any of the requirement of Rule 13.51(2) of the Rules Governing the Listing of Securities on the Stock Exchange.

A circular containing, among others, the proposed appointment of Mr. Zhu as the independent non-executive Director, together with a notice convening the EGM, will be despatched to the Shareholders when appropriate.

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

Nanchang, Jiangxi, the PRC, 16 November 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.*