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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 AND CLASS MEETINGS
AND DIVIDEND PAYMENT**

The Company and all members of the Board warrant that the contents of this announcement do not contain any false statement, misleading representation or material omission and accept responsibility severally and jointly for the truthfulness, accuracy, and completeness of the contents of this announcement.

The AGM and the Class Meetings were held on 25 June 2019.

Resolutions set out in the notices dated 30 April 2019 were duly passed at the AGM and the Class Meetings.

Reference is made to the circular of Jiangxi Copper Company Limited (the “**Company**”) despatched to its shareholders on 30 April 2019 in respect of, inter alia, (i) the proposed distribution of final dividend, (ii) the proposed guarantee, (iii) the proposed grant of the repurchase mandate, and (iv) 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 AGM AND THE CLASS MEETINGS

The Board is pleased to announce that the AGM and the Class Meetings were held on 25 June 2019 at the Conference Room of the Company at JCC International Plaza, 7666 Chang Dong Avenue, High-tech Development Zone, Nanchang, Jiangxi, the PRC. 23 shareholders (including proxies) attended the AGM, representing 1,588,918,186 Shares (including 1,208,144,362 A Shares and 380,773,824 H Shares) or approximately 45.89% of the total issued Shares of the Company (3,462,729,405 Shares). 22 shareholders (including proxies) attended the A Shares Class Meeting, representing 1,208,144,362 A Shares or approximately 58.22% of the total issued A Shares of the Company (i.e. 2,075,247,405 A Shares), and 1 shareholder (including proxies) attended the H Shares Class Meeting, representing 380,547,824 H Shares or approximately 27.43% of the total issued H Shares of the Company (i.e. 1,387,482,000 H Shares). The AGM and the Class Meetings were 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 AGM and the Class Meetings. The poll results in respect of the resolutions proposed at the AGM and the Class Meetings are as follows:

AGM

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 2018.	1,588,185,386 (99.9539%)	58,800 (0.0037%)	674,000 (0.0424%)
2.	To consider and approve the report of the Supervisory Committee for the year of 2018.	1,588,185,386 (99.9539%)	58,800 (0.0037%)	674,000 (0.0424%)
3.	To consider and approve the audited financial statements and the auditors' report of the Company for the year of 2018.	1,588,185,386 (99.9539%)	58,800 (0.0037%)	674,000 (0.0424%)
4.	To consider and approve the proposal for distribution of profit of the Company for the year of 2018.	1,588,775,386 (99.9910%)	142,800 (0.0090%)	0 (0%)

Ordinary Resolutions		Number of votes (approximate percentage (%))		
		For	Against	Abstain from voting or number of Shares that have not indicated voting
5.	To appoint Ernst & Young Hua Ming LLP and Ernst & Young as the domestic and overseas auditors of the Company respectively for the year 2019, and to authorize any one executive Director to determine their remunerations at his discretion in accordance with their amount of work and to handle and enter into the service agreements with Ernst & Young Hua Ming LLP and Ernst & Young.	1,551,657,844 (97.6550%)	36,395,272 (2.2906%)	145,770 (0.0092%)
6.	To consider and, if thought fit, to approve the proposed provision of guarantee of a total amount not exceeding US\$1.8 billion by the Company to its wholly-owned subsidiaries 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.	1,588,858,786 (99.9963%)	59,400 (0.0037%)	0 (0%)

Special Resolutions		Number of votes (approximate percentage (%))		
		For	Against	Abstain from voting or number of Shares that have not indicated voting
7.	To consider and approve the grant of the general mandate to the Board to exercise all powers of the Company to repurchase no more than 10% of the total number of H shares of the Company in issue on the date of passing of this resolution.	1,585,832,186 (99.8058%)	3,010,000 (0.1894%)	76,000 (0.0048%)
8.	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.	1,588,859,386 (99.9963%)	58,800 (0.0037%)	0 (0%)

A Shares Class Meeting

Special Resolution		Number of votes (approximate percentage (%))		
		For	Against	Abstain from voting or number of A Shares that have not indicated voting
1.	To consider and approve the grant of the general mandate to the Board to exercise all powers of the Company to repurchase no more than 10% of the total number of H shares of the Company in issue on the date of passing of this resolution.	1,208,085,362 (99.9951%)	59,000 (0.0049%)	0 (0%)

H Shares Class Meeting

Special Resolution		Number of votes (approximate percentage (%))		
		For	Against	Abstain from voting or number of H Shares that have not indicated voting
1.	To consider and approve the grant of the general mandate to the Board to exercise all powers of the Company to repurchase no more than 10% of the total number of H shares of the Company in issue on the date of passing of this resolution.	380,248,824 (99.92%)	223,000 (0.06%)	76,000 (0.02%)

As at the date of the AGM and the Class Meetings, the total number of issued Shares, A Shares and/or H Shares entitling shareholders to attend and vote for or against the resolutions at the AGM, the A Shares Class Meeting and/or the H Shares Class Meeting are 3,462,729,405 Shares (including 2,075,247,405 A Shares and 1,387,482,000 H Shares), 2,075,247,405 A Shares and 1,387,482,000 H Shares respectively. None of the Shares entitled any Shareholder to attend and vote only against the resolutions at the abovementioned meetings.

As more than 50% of the votes were cast in favour of the resolutions numbered 1 to 6 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 resolutions numbered 7 and 8 at the AGM, numbered 1 at the A Shares Class Meeting and numbered 1 at the H Shares Class Meeting, each of these resolutions 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 and the Class Meetings based on the poll forms collected.

The process of the AGM and the Class Meetings was witnessed by Mr. Hou Zhiwei of Beijing DeHeng Law Offices, who presented a legal opinion concluding that the convening and the procedures for holding of the AGM and the Class Meetings, the eligibility of the Shareholders who participated and the persons who convened the AGM and the Class Meetings and the voting procedures thereof were in compliance with the relevant laws and the Articles. 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 2018 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, 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 25 June 2019. 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 (17 June 2019 to 21 June 2019) is approximately RMB0.879392. Applying that average to the above formula, the dividend for each H Share is HK\$0.227430 (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 2018 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 2018 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 9 July 2019, 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 9 July 2019. 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 2018, the H Shares register of members of the Company will be closed from Wednesday, 3 July 2019 to Tuesday, 9 July 2019 (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, 9 July 2019 are entitled to the final dividend for the year ended 31 December 2018. 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, 2 July 2019.

Pursuant to the Articles, 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 Tuesday, 6 August 2019.

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.

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

Nanchang, Jiangxi, the PRC
25 June 2019

As at the date of this announcement, the executive Directors are Mr. Long Ziping, Mr. Zheng Gaoqing, 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.