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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 AMENDMENTS TO THE ARTICLES OF
ASSOCIATION

The board of directors (the “**Board**”) of Jiangxi Copper Company Limited (the “**Company**”) announces that the Board convened the sixteenth meeting of the eighth session of the Board on 30 December 2019 and approved, among others, the resolution in relation to the amendments (“**Amendments of Articles**”) of the articles of association of the Company (the “**Articles**”). Pursuant to the “Reply of the State Council on Adjustment of the Notice Period for General Meeting and Other Matters Applicable to Overseas Listed Company” (國務院關於調整適用在境外上市公司召開股東大會通知期限等事項規定的批覆) (Guo Han [2019] No. 97) (the “**Notice**”), the requirements on, among others, the notice period and convening procedures for general meeting of joint stock companies incorporated in the People’s Republic of China (“**PRC**”) and listed overseas shall be governed by the relevant provisions under the Company Law of the PRC (“**Company Law**”). Accordingly, in light of the actual situation of the Company and pursuant to the Notice and the Company Law, the Company proposes to amend provisions of the Articles relating to, among others, the business scope and notice period, which shall be subject to approval of shareholders of the Company (the “**Shareholders**”) by way of special resolution at the forthcoming extraordinary general meeting (the “**EGM**”) and the class meetings of holders of A shares and H shares of the Company (the “**Class Meetings**”).

Details of the Amendments of Articles are as follow:

AMENDMENTS OF THE ARTICLES

1. Article 14 in the original Articles will be amended as follows:

Article 14

The scope of operations of the Company shall be based on the items approved by the company registration authorities.

The scope of operations of the Company includes: mining, milling, smelting, further processing and related technical services of non-ferrous metals and rare metals; smelting, mangle processing and further processing of non-ferrous metal mines, rare metals, non-metal mines, non-ferrous metals and related by-products; sulfur chemical products and its extended products and fine chemical products related to the abovementioned operations; trading of non-ferrous metals and trading of precious metals; beneficiation pharmacy, rubber products; production and processing of toxic chemicals, corrosives, compressed gases and liquefied gases; sale and after-sale services for self-produced products together with related consultation services and businesses; geotechnical projects, surveying, tunneling projects; repair and decoration for electrical and mechanical and civil engineering works; vehicles and engineering machinery repair, mobile crane repair; production of rubber hoses assemblies-wire reinforced hydraulic type; casting of wear-resistant alloy products; manufacturing, further processing, erection, repair and sale of mining and smelting specialized equipment; painting, insulation and anticorrosion works; cleansing of industrial equipment; **passenger and freight transportation (include dangerous goods transportation)**; freight transportation agent, warehousing (except dangerous goods); **property leasing; technical consultation and services; technical development and assignment**; engaging in overseas futures hedging business; provision of import and export agency services (the import and export of the abovementioned commodities do not involve commodities which are subject to and regulated under specific regulations such as state trading, import quota license, export quota bidding and export quota license).

2. Article 45 in the original Articles will be amended as follows:

Article 45

Where the relevant laws and regulations and the listing rules of the stock exchanges stipulate the period of closure of the register of shareholders prior to the holding of a shareholders general meeting or the record date for the determination of dividend distribution by the Company, such provisions shall prevail.

3. Article 61 in the original Articles will be amended as follows:

Article 61

The Company shall, twenty (20) clear business days before the date of meeting, give written notices of the shareholders' annual general meeting; when the Company convenes an extraordinary general meeting, it shall give written notice at least ten (10) clear business days or fifteen (15) days (whichever is the longer period) prior to the date of the meeting, and inform all registered shareholders of the matters to be considered at the meeting and the date and venue of the meeting. Those shareholders who intend to attend the meeting shall deliver the written reply to the Company five (5) business days before the meeting.

The venue of the meeting shall be arranged for the shareholders' general meeting, and shall be held onsite, and the Company will also provide access through internet or by other means in order to be more convenient to the shareholders to attend the shareholders' general meeting. Attendance by any shareholder of the shareholders' general meeting in the manner above shall be deemed as valid attendance.

Subject to the requirements of legality and effectiveness of the shareholders' general meeting, and without prejudice to the legitimate interests of domestic and overseas shareholders, the Company may give priority to online voting platform and other means of modern information technology provided in various manners and from various sources, to increase the percentage of participation in the shareholders' general meeting by the public shareholders.

4. **Article 62 in the original Articles will be amended as follows:**

Article 62

Shareholders, individually or aggregately, holding over 3% of the total number of shares of the Company shall have the right to propose provisional motions to the convener in writing ten (10) days prior to the shareholders' general meeting. **Subject to compliance with relevant laws, administrative regulations and listing rules of the stock exchanges on which the shares of the Company are listed,** the convener shall within two (2) days of receipt of the provisional motions issue supplemental notice of the meeting to disclose the contents of the provisional motions. **The content of such proposals shall fall within the scope of the duties of the shareholders, and have a clear topic for discussion and specific matters for resolutions.**

Save as stipulated by Article 62 of the Articles of Association, an extraordinary general meeting shall not decide on matters other than those contained in the notice.

5. **Article 63 in the original Articles will be deleted in its entirety.**

6. Article 65 in the original Articles will be amended as follows:

Article 64

Notice of shareholders' general meeting shall be given to the shareholders (whether or not entitled to vote at the shareholders' general meeting) in the manners as prescribed in Article 207 of the Articles of Association. In the case of delivering by hand or by pre-paid mail, the notice shall be delivered to the addresses of the shareholders as shown in the register of shareholders. For the holders of domestic shares, notice of shareholders' general meeting may be given by way of public announcement.

The public announcement referred to above shall be published in a newspaper or several newspapers prescribed by the **China Securities Regulatory Commission**. Once published, all holders of domestic shares shall be deemed to have received the relevant notice of the shareholders' general meeting.

7. Article 93 in the original Articles will be amended as follows:

Article 92

The Company shall, **give** written notice of the class meeting **in accordance with the notification period requirements with respect to the convening of extraordinary general meetings as stipulated in Article 61 of the Articles of Association** and inform all registered shareholders of that class of the matters to be considered at the class meeting and the date and venue of the class meeting.

Save and except for the Amendments of Articles, the content of other chapters and articles of the Articles shall remain unchanged. The numbering of the articles in the original Articles shall be adjusted accordingly, and references to the numbering of relevant articles in the Articles shall be changed accordingly. The English version of the Amendments of Articles is an unofficial translation of its Chinese version for reference purpose only. In case of discrepancies, the Chinese version shall prevail.

PROPOSED DESPATCH OF CIRCULAR

A circular containing, among others, the details of the Amendments of Articles, together with a notice convening the EGM, will be despatched to the Shareholders in due course.

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

Nanchang, Jiangxi, the PRC, 30 December 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 Erfei, Mr. Liu Xike and Mr. Zhu Xingwen.