



# 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)

### **Overseas Regulatory Announcement and Change of Company Secretary**

The Company and all members of its board of directors warrant the authenticity, accuracy and completeness of the information contained in this announcement, and jointly and severally accept full responsibility for any misrepresentation, misleading statement or material omissions contained in this announcement.

#### **THE 24TH MEETING OF THE THIRD SESSION OF THE BOARD**

The twenty-fourth meeting (the “Meeting”) of the third session of the board of directors (the “Board”) of Jiangxi Copper Company Limited (the “Company”) was convened on 19 April, 2006 at the Conference Room of the Company. There were eight directors present at the Meeting, five of whom attended the Meeting by way of telephone conference. A quorum as set out in the provision of the Articles of Association of the Company was present.

The Meeting was convened and chaired by Mr. He Changming (Chairman). The convening of the Meeting complied with the relevant rules and regulations and the Articles of Association of the Company. After consideration by the directors at the Meeting (including the independent non-executive directors), the following resolutions were passed :

1. the financial statements prepared in accordance with the international accounting standards and the PRC accounting standard, the auditor’s report, the 2005 annual report and its summary, report of the Board, report from the Chairman and report on corporate governance were approved. The financial statements and auditor’s report and report from the Board will be submitted to the shareholders for approval at the annual general meeting of the Company for the year 2005 to be held on 15 June, 2006 (the “AGM”);
2. the Chinese and English versions of the result announcement of the Company for the year 2005 were approved and authorization was given to any one director or the secretary or the securities representative of the Company; to deliver the announcements and the notice of AGM to the The Stock Exchange of Hong Kong Limited, the London Stock Exchange and the Shanghai Stock Exchange and to arrange for publication on their website; to amend the result announcement, if required and to publish the result announcement on the designated newspapers in the places where the shares of the Company are listed;

3. the expiry of the third session of the Board was noted. The Board nominated candidates for the fourth session of the Board and agreed to submit these candidates for election at the AGM and agreed to seek authorization from shareholders for entering into service contracts or appointment letters with these directors and to deal with other relevant matters.

The shareholder holding more than 5% of the total issued share capital of the Company nominated Mr. He Changming, Ms. Qi Huaiying, Mr. Li Yihuang, Mr. Wang Chiwei, Mr. Wu Jinxing, Mr. Gao Jianmin and Mr. Liang Qing as executive directors and Mr. Kang Yi, Mr. Yin Hongshan, Mr. Tu Shutian and Ms. Zhang Xin as independent directors. Biographical details of all candidates will be set out in a circular to be dispatched to holders of H Shares on or about 28 April, 2006 (the "Circular");

4. the expiry of the term of service of the supervisors representing the shareholders and employees and staff of the Company was noted and it is required to form the fourth session of the supervisory committee. The shareholder holding more than 5% of the total issued share capital of the Company nominated Mr. Wang Maoxian, Mr. Li Ping and Mr. Gan Chengjiu as supervisors representing the shareholders of the Company. The committee representing the employees and staff of the Company nominated Mr. Li Baomin and Mr. Wu Faliang as supervisors representing the employees and staff of the Company. It was agreed to submit these candidates for election at the AGM and agreed to seek authorization from shareholders for entering into service contracts or appointment letters with these supervisors and to deal with other relevant matters. Biographical details of all candidates will be set out in the annual report of the Company for the year 2005;
5. the proposed fees and year-end bonus to directors and senior management, fees to supervisors and allowance to independent non-executive directors were approved. Details of such fees, bonus and allowance will be disclosed in the annual report of the Company for the year 2005;
6. a resolution regarding the change of company secretary was passed.

Mr. Huang Dongfeng has resigned as the secretary of the Company in the People's Republic of China with effect from 19 April 2006. The Board wishes to thank Mr. Huang for his contribution to the Company during his services. The Board confirms that there is no disagreement between the Board and Mr. Huang and there is no other matter regarding his resignation which needs to be brought to the attention of the shareholders of the Company. The Board wishes to further announce that Mr. Pan Qifang has been appointed as the secretary of the Company in the People's Republic of China with effect from 19 April 2006;

7. a resolution regarding the re-appointment of Deloitte Touche Tohmatsu Certified Public Accountants Ltd. as domestic auditors and Deloitte Touche Tohmatsu as international auditors of the Company for the year 2006, and the authorisation of the Board to determine their remuneration, was approved and agreed to submit to the shareholders for approval at the AGM;
8. the profit appropriation plan for the year ended 31 December 2005 was approved. The profit appropriation plan will be submitted to shareholders for approval at the AGM;
9. the business operation plan of the Company for the year 2006 was approved;
10. the advance of an aggregate amount of RMB7,600,000 to JCC - Yezhi Copper Foil Company Limited, a subsidiary of Jiangxi Copper Corporation, the controlling shareholder of the Company, was approved, ratified and confirmed. Such advance was fully repaid on 13 March, 2006;

11. a resolution to give a general and unconditional mandate to the Board to issue new H Shares of not more than 20% of the total H Shares in issue as at the date of AGM was approved. Details of the proposed issue will be set out in the notice of AGM and it was agreed to submit to the shareholders for approval at the AGM;
12. the proposed amendments to the Articles of Association of the Company were approved and the Board agreed to submit the amendments to the shareholders for approval by special resolution at the AGM. Details of the proposed amendments to the Articles of Association will be set out in the Circular; and
13. the convening of the AGM for the year 2005 and the relevant documentation for convening of the AGM were approved.

## **THE 7TH MEETING OF THE THIRD SESSION OF THE SUPERVISORY COMMITTEE**

The seventh meeting (the “Supervisory Meeting”) of the third session of the supervisory committee of the Company (the “Supervisory Committee”) was convened on 19 April, 2006 at the 2nd Floor of the Company’s office building. There were five supervisors present at the Supervisory Meeting. The convening of the Supervisory Meeting complied with the Company Law of the People’s Republic of China and the provision of the Articles of Association. The Supervisory Meeting was chaired by Mr. Wang Maoxian (Chairman of the Supervisory Committee) and the following resolutions were unanimously passed :

1. the Supervisory Committee report for the year 2005 was considered and approved, and will be submitted to shareholders for approval at the AGM;
2. the 2005 annual report and its summary were considered and approved, and will be submitted to shareholders for approval at the AGM;
3. the financial statements for the year 2005 were considered and approved, and will be submitted to shareholders for approval at the AGM;
4. the nomination of Mr. Wang Maoxian, Mr. Li Ping and Mr. Gan Chengjiu by Jiangxi Copper Corporation, the controlling shareholder of the Company, as supervisors representing the shareholders of the Company and the nomination of Mr. Li Baomin and Mr. Wu Faliang by the committee representing the employees and staff of the Company as supervisors representing the employees and staff of the Company were considered and approved. Such nomination will be submitted to shareholders for approval at the AGM;
5. the profit appropriation plan for the year ended 31 December 2005 was approved. The profit appropriation plan will be submitted to shareholders for approval at the AGM; and
6. the independent opinion of the Supervisory Committee on certain matters was approved.

Details of the abovementioned resolutions will be published on the website of Shanghai Stock Exchange at [www.sse.com.cn](http://www.sse.com.cn) on 20 April, 2006.

As the date of this announcement, the executive directors of the Company are Mr. He Changming, Ms. Qi Huaiying, Mr. Li Yihuang, Mr. Wang Chiwei, Mr. Wu Jinxing, Mr. Gao Jianmin and Mr. Liang Qing and the independent non-executive directors of the Company are Mr. Kang Yi, Mr. Shi Zhongliang, Mr. Liu Xinxu and Mr. Yin Hongshan.

By Order of the Board  
**Jiangxi Copper Company Limited**  
**He Changming**  
*Chairman*

19 April, 2006  
Guixi, Jiangxi Province, the PRC

Please also refer to the published version of this announcement in The Standard / Hong Kong Economic Times.