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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 DIVIDEND PAYMENT**

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 19 June 2012.

Resolutions set out in the notice and the supplemental notice of AGM dated 4 May 2012 and 4 June 2012, respectively were duly passed at the AGM.

Reference is made to the circular of Jiangxi Copper Company Limited (the “Company”) despatched to its shareholders on 4 May 2012 in respect of, inter alia, (i) the entering into of the continuing connected transactions, (ii) proposed changes in board composition, retirement and election of directors and supervisors, (iii) proposed change of auditors and (iv) proposed distribution of final dividends (the “Circular”) and the supplemental notice of AGM dated 4 June 2012 in respect of the proposal for the expansion of business scope of the Company to include the provision of import and export agency services. Unless otherwise stated, terms used in this announcement shall have the same meanings as defined in the Circular.

## RESULTS OF THE AGM

The Board is pleased to announce that the AGM was held on 19 June 2012 at 10:00 a.m. at the conference room of the Company at 15 Yejin Avenue, Guixi City, Jiangxi, the PRC. 16 shareholders (including proxies) attended the meeting, representing 1,658,468,062 Shares (including 1,355,369,629 A Shares and 303,098,433 H Shares) or approximately 48% of the total issued share capital of the Company (the “Shares”). The AGM was validly convened in compliance with the relevant requirements of the Company Law of PRC, the Company’s Articles of Association and the relevant regulations. Mr. Li Yihuang, Chairman of the Company, acted as chairman of the AGM. The following are poll results in respect of the resolutions proposed at the AGM:

		Number of Votes (Approximate percentage representing number of Shares that have indicated voting (%))			Number of Shares that have not indicated voting
		For	Against	Abstain from Voting	
	<b>Ordinary Resolutions</b>				
1.	To consider and approve the report of the Board for the year of 2011	1,640,836,062 (99.99%)	166,000 (0.01%)	0	17,466,000
2.	To consider and approve the report of the supervisory committee of the Company for the year of 2011	1,640,836,062 (99.99%)	166,000 (0.01%)	0	17,466,000
3.	To consider and approve the audited financial statements and the auditors’ report of the Company for the year of 2011	1,640,836,062 (99.99%)	166,000 (0.01%)	0	17,466,000
4.	To consider and approve the proposal for distribution of profit of the Company for the year of 2011	1,646,604,062 (99.99%)	166,000 (0.01%)	0	11,698,000

		<b>Number of Votes</b> (Approximate percentage representing number of Shares that have indicated voting (%))			
	<b>Ordinary Resolutions</b>	<b>For</b>	<b>Against</b>	<b>Abstain from Voting</b>	<b>Number of Shares that have not indicated voting</b>
5.	To approve, ratify and confirm the Revised Financial Services Agreement entered into between JCC Financial and JCC on 27 March 2012 in respect of provision of financial services by JCC Financial to JCC and its subsidiaries from time to time (other than the Company and its subsidiaries (collectively, the “Group”)) and to approve the relevant annual caps in respect of credit services contemplated under the Revised Financial Services Agreement and the transactions contemplated thereunder.	110,276,804 (30.22%)	254,594,365 (69.78%)	0	11,522,000
6.	To approve, ratify and confirm the New Land Leasing Agreement entered into between the Company and JCC on 27 March 2012 in relation to the leasing of land use right of the lands from JCC to the Group and to approve the relevant annual caps and the transactions contemplated thereunder.	364,259,169 (99.95%)	166,000 (0.05%)	0	11,968,000

		<b>Number of Votes</b> (Approximate percentage representing number of Shares that have indicated voting (%))			
	<b>Ordinary Resolutions</b>	<b>For</b>	<b>Against</b>	<b>Abstain from Voting</b>	<b>Number of Shares that have not indicated voting</b>
7.	To elect directors of the Company (the “Directors”) for the next 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 2014				
	(i) Mr. Li Yihuang	1,624,345,491 (98.69%)	21,573,271 (1.31%)	0	12,549,300
	(ii) Mr. Li Baomin	1,633,279,799 (99.20%)	13,230,263 (0.80%)	0	11,958,000
	(iii) Mr. Gao Jianmin	1,633,271,757 (99.20%)	13,228,305 (0.80%)	0	11,968,000
	(iv) Mr. Liang Qing	1,633,271,757 (99.20%)	13,228,305 (0.80%)	0	11,968,000
	(v) Mr. Gan Chengjiu	1,635,054,757 (99.30%)	11,445,305 (0.70%)	0	11,968,000
	(vi) Mr. Hu Qingwen	1,633,271,757 (99.20%)	13,228,305 (0.80%)	0	11,968,000
	(vii) Mr. Shi Jialiang	1,633,271,757 (99.20%)	13,228,305 (0.80%)	0	11,968,000
	(viii) Mr. Wu Jianchang	1,644,396,951 (99.87%)	2,103,111 (0.13%)	0	11,968,000
	(ix) Mr. Gao Dezhu	1,638,259,943 (99.50%)	8,240,119 (0.50%)	0	11,968,000

		<b>Number of Votes</b> (Approximate percentage representing number of Shares that have indicated voting (%))			
	<b>Ordinary Resolutions</b>	<b>For</b>	<b>Against</b>	<b>Abstain from Voting</b>	<b>Number of Shares that have not indicated voting</b>
	(x) Mr. Zhang Weidong	1,643,773,651 (99.83%)	2,726,411 (0.17%)	0	11,968,000
	(xi) Mr. Deng Hui	1,644,396,951 (99.87%)	2,103,111 (0.13%)	0	11,968,000
8.	To authorise the Board to enter into service contract and/or appointment letter with each of the newly elected executive Directors and independent non-executive Directors respectively subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters	1,646,292,062 (99.99%)	166,000 (0.01%)	0	12,010,000
9.	To elect supervisors of the Company (the “Supervisors”) representing the Shareholders and to confirm the appointment of the Supervisors representing the staff and workers of the Company for the next term of office commencing on the date of the AGM to the date of the annual general meeting of the Company for the year 2014				
	(i) Mr. Hu Faliang	1,644,024,281 (99.85%)	2,475,781 (0.15%)	0	11,968,000

		<b>Number of Votes</b> (Approximate percentage representing number of Shares that have indicated voting (%))			
	<b>Ordinary Resolutions</b>	<b>For</b>	<b>Against</b>	<b>Abstain from Voting</b>	<b>Number of Shares that have not indicated voting</b>
	(ii) Mr. Wu Jinxing	1,635,816,272 (99.35%)	10,683,790 (0.65%)	0	11,968,000
	(iii) Ms. Wan Sujuan	1,646,334,051 (99.99%)	166,011 (0.01%)	0	11,968,000
	(iv) Mr. Xie Ming	1,644,024,281 (99.85%)	2,475,781 (0.15%)	0	11,968,000
	(v) Mr. Lin Jinliang	1,644,024,281 (99.85%)	2,475,781 (0.15%)	0	11,968,000
10.	To authorise the Board to enter into service contract or appointment letter with each of the newly elected Supervisors subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters	1,646,292,062 (99.99%)	166,000 (0.01%)	0	12,010,000
11.	To approve the annual remunerations of each newly elected executive Directors, independent non-executive Directors and Supervisors during their terms of office	1,640,180,312 (99.99%)	166,000 (0.01%)	0	18,121,750

		<b>Number of Votes</b> (Approximate percentage representing number of Shares that have indicated voting (%))			
	<b>Ordinary Resolutions</b>	<b>For</b>	<b>Against</b>	<b>Abstain from Voting</b>	<b>Number of Shares that have not indicated voting</b>
12.	To appoint Deloitte Touche Tohmatsu CPA Limited and Deloitte Touche Tohmatsu as the Company's domestic auditors and overseas auditors for the year 2012 respectively and to appoint Deloitte Touche Tohmatsu CPA Limited as the Company's internal control audit institution for the year 2012 and to authorize the Board to determine their remunerations and any one executive Director to enter into the service agreement and any other related documents with Deloitte Touche Tohmatsu CPA Limited and Deloitte Touche Tohmatsu	1,640,524,062 (99.99%)	166,000 (0.01%)	0	17,778,000

		<b>Number of Votes</b> (Approximate percentage representing number of Shares that have indicated voting (%))			
	<b>Ordinary Resolutions</b>	<b>For</b>	<b>Against</b>	<b>Abstain from Voting</b>	<b>Number of Shares that have not indicated voting</b>
13.	To consider and approve the proposal on permanent replenishment of working capital by surplus capital raised from previous non-public issue of A Shares of the Company.	1,646,334,062 (99.99%)	166,000 (0.01%)	0	11,968,000
	<b>Special Resolution</b>				
14.	To give a general mandate to the Directors to issue new H shares of not more than 20% of the total H shares in issue as at the date of the AGM	1,414,209,784 (85.87%)	232,736,278 (14.13%)	0	11,522,000
	<b>Ordinary Resolution</b>				
15.	To consider and approve the expansion of business scope of the Company to include the provision of import and export agency services, to amend the relevant provisions of the articles of association of the Company after the Company obtains the approval from the relevant authorities for provision of import and export agency services, and to authorise the directors to handle all relevant procedures in relation thereto	1,658,468,062 (100%)	0 (0%)	0	0



As at the date of the AGM, the total number of issued Shares of the Company 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 Company's Shares entitled any shareholder to attend and vote only against the resolutions at the abovementioned meeting.

The entering into of the Agreements constituted continuing connected transactions of the Company and pursuant to Rule 14A.18 of the Listing Rules, they are subject to approval by the Independent Shareholders. In view of the interest of JCC in the Agreements, JCC and its associates abstained from voting on the ordinary resolutions approving the Agreements at the AGM.

As more than 50% of the votes were cast in favour of the resolutions numbered 1 to 4, 6 to 13 and 15 at the AGM, each of these resolutions was duly passed as ordinary resolution of the Company. In addition, as more than two-thirds of the votes were cast in favour of the resolution numbered 14 at the AGM, the resolution numbered 14 was duly passed as special resolution of the Company.

As more than 50% of the votes were cast against the resolution numbered 5 at the AGM, the resolution numbered 5 was not approved by the Independent Shareholders at the AGM. Accordingly, the Company will not proceed with the credit services contemplated under the Revised Financial Services Agreement.

Deloitte Touche Tohmatsu CPA Limited, the auditors of the Company, 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 of Haiwen & Partners, who presented a legal opinion concluding that the convening and the procedures for holding of the AGM, the eligibility of the Shareholders 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 register of members of the Company will be closed from 23 June 2012 to 27 June 2012 (both days inclusive), during which period no transfer of Shares will be registered. The proposal of the payment of final dividend of RMB0.50 per Share (inclusive of tax) for the year of 2011 to holders of Shares of the Company by the Board was approved at the AGM.

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

1. In accordance with the relevant regulations and the Articles of Association of the Company, 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:

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

For the purpose of the abovementioned final dividend to holders of H Shares of the Company, the date of announcement is 19 June 2012. 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 (11 June 2012 to 15 June 2012) is RMB0.81463. Applying that average to the above formula, the dividend for each H Share is HK\$0.613776 (inclusive of tax).

2. Pursuant to the Articles of Association of the Company, the Company has appointed Bank of China (Hong Kong) Trustees Limited ("Receiving Agent") 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 Receiving Agent and will be posted by ordinary mail to holders of H Shares at their own risk on or before 31 July 2012.

3. Announcement will be made in the PRC relating to the method of payment of dividend to holders of domestic 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**  
**Pan Qifang**  
*Company Secretary*

19 June 2012, Guixi City, Jiangxi, the PRC

*As at the date of this announcement, the executive Directors of the Company are Mr. Li Yihuang, Mr. Li Baomin, Mr. Gao Jianmin, Mr. Liang Qing, Mr. Gan Chengjiu, Mr. Hu Qingwen and Mr. Shi Jialiang; the independent non-executive Directors of the Company are Mr. Wu Jianchang, Mr. Gao Dezhu, Mr. Zhang Weidong, and Mr. Deng Hui.*