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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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (“AGM”) of Jiangxi Copper Company Limited (the “**Company**”) will be held at the Conference Room at JCC International Plaza, 7666 Chang Dong Avenue, High-tech Development Zone, Nanchang, Jiangxi, the People’s Republic of China (the “**PRC**”) on Tuesday, 8 June 2021 at 2:30 p.m. for the following purpose:

SPECIAL RESOLUTION

1. To consider and approve the amendments to the Rules for General Meetings of the Company (particulars of which are set out in the circular of the Company dated 29 April 2021 (the “**Circular**”)).

ORDINARY RESOLUTIONS

2. To consider and approve the amendments to the Rules for Board of Directors of the Company (particulars of which are set out in the Circular).
3. To consider and approve the amendments to the Rules for Independent Directors of the Company (particulars of which are set out in the Circular).
4. To consider and approve the report of the board (the “**Board**”) of directors (the “**Director(s)**”) of the Company for the year of 2020.
5. To consider and approve the report of the supervisory committee of the Company (the “**Supervisory Committee**”) for the year of 2020.

6. To consider and approve the audited financial report and the annual report and its summary of the Company for the year of 2020.
7. To consider and approve the proposal for distribution of profit of the Company for the year of 2020.
8. To appoint Ernst & Young Hua Ming LLP as the domestic and internal auditors and Ernst & Young as the overseas auditors of the Company respectively for the year 2021, 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.
9. To approve annual remuneration scheme of all the Directors of the ninth session of the Board during their terms of office and to authorise the Board to determine and approve the payment of the annual remuneration:
 - (i) annual remuneration of each internal executive Director of the ninth session of the Board during his term of office will base on the figures of his salary in the previous year (tax inclusive), with the annual adjustment rate being determined by the remuneration committee of the Company by taking into account the actual operating results of the year;
 - (ii) annual remuneration of each external executive Director of the ninth session of the Board during his term of office will be RMB250,000 (tax inclusive); and
 - (iii) annual travel expense of each independent non-executive Director of the ninth session of the Board during his term of office will be RMB150,000 (tax inclusive).
10. To approve annual remuneration scheme of all the Supervisors of the ninth session of the Supervisory Committee during their terms of office which will be based on the figures of their salary in the previous year (tax inclusive), with the annual adjustment rate being determined by the remuneration committee of the Company by taking into account the actual operating results of the year, and to authorise the Board to determine and approve the payment of the annual remuneration.

ORDINARY RESOLUTIONS (BY WAY OF CUMULATIVE VOTING)

11. To elect executive Directors for the term of office commencing on the date of AGM to date of the annual general meeting of the Company for the year of 2023 and to authorise any one executive Director to enter into the service contract or letter of appointment on behalf of the Company with each of them:
 - (i) Mr. Zheng Gaoqing
 - (ii) Mr. Wang Bo
 - (iii) Mr. Gao Jian-min
 - (iv) Mr. Liang Qing
 - (v) Mr. Liu Fangyun
 - (vi) Mr. Yu Tong

12. To elect independent non-executive Directors for the term of office commencing on the date of AGM to date of the annual general meeting of the Company for the year of 2023 and to authorise any one executive Director to enter into the service contract or letter of appointment on behalf of the Company with each of them:
 - (i) Mr. Liu Erh Fei
 - (ii) Mr. Liu Xike
 - (iii) Mr. Zhu Xingwen
 - (iv) Mr. Wang Feng

13. To elect supervisors of the Company (the “**Supervisors**”) representing the shareholders of the Company (the “**Shareholders**”) and to confirm the appointment of the Supervisors representing the staff and workers of the Company for the term of office commencing on the date of the AGM to the date of annual general meeting of the Company for the year of 2023 and to authorise any one executive Director to enter into the service contract or letter of appointment on behalf of the Company with each of them:

(i) Mr. Guan Yongmin

(ii) Mr. Wu Donghua

(iii) Mr. Zhang Jianhua

By Order of the Board of
Jiangxi Copper Company Limited
Zheng Gaoqing
Chairman

29 April 2021

Jiangxi Province, the PRC

As at the date of this notice, the executive Directors are Mr. Zheng Gaoqing, Mr. Wang Bo, Mr. Gao Jian-min, Mr. Liang Qing, Mr. Liu Fangyun 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.

Notes:

- (i) Any shareholder of the Company (“**Shareholder**”) entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote at the AGM on his/her behalf in accordance with the Articles of Association. A proxy need not be a shareholder.
- (ii) In order to be valid, the proxy form and, if such proxy form is signed by a person under a power of attorney or other authority on behalf of the appointer, a notarially certified copy of that power of attorney or authority shall be deposited at the Secretariat of the Board of the Company at 3rd Floor, JCC International Plaza, 7666 Chang Dong Avenue, High-tech Development Zone, Nanchang, Jiangxi, the PRC (Postal Code: 330096) (in the case of proxy form of holders of domestic shares of the Company) or the Company’s H Share Registrar, Hong Kong Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (in the case of proxy form of holders of H shares of the Company) not less than 24 hours before the time for holding the AGM or 24 hours before the time appointed for taking the poll.

- (iii) Shareholders or their proxies shall produce their identity documents when attending the AGM.
- (iv) In order to determine the identity of the shareholders entitled to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 31 May 2021 to Tuesday, 8 June 2021 (both days inclusive), during which period no share transfer will be registered.
- (v) Shareholders whose names appear on the register of members of the Company on Monday, 31 May 2021 are entitled to attend and vote at the AGM.
- (vi) In order to attend and vote at the AGM, holders of H shares of the Company whose transfers have not been registered shall deposit the transfer forms together with the relevant share certificates, at 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 not later than 4:30 p.m. on Friday, 28 May 2021.
- (vii) Shareholders who intend to attend the AGM shall complete and lodge the reply slip for attending the AGM at Secretariat of the Board of Jiangxi Copper Company Limited at 3rd Floor, JCC International Plaza, 7666 Chang Dong Avenue, High-tech Development Zone, Nanchang, Jiangxi, the PRC (Postal Code: 330096) on or before Tuesday, 1 June 2021. The reply slip may be delivered to the Company by hand, by post or by fax (at fax no.: (86) 791–8271 0114).
- (viii) In order to determine the identity of the Shareholders entitled to receive the final dividend of the Company for the year ended 31 December 2020, the register of members of the Company will be closed from Wednesday, 16 June 2021 to Monday, 21 June 2021 (both days inclusive), during which period no share transfer will be registered.
- (ix) The final dividend for the year ended 31 December 2020 will be payable to the Shareholders whose names appear on the register of members on Monday, 21 June 2021.
- (x) In order to qualify for the final dividend mentioned above, holders of H shares whose transfers have not been registered shall deposit the transfer forms together with the relevant share certificates, at 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 not later than 4:30 p.m. on Tuesday, 15 June 2021.
- (xi) The AGM is not expected to take more than half a day. Shareholders or their proxies attending the AGM shall be responsible for their own travel and accommodation expenses.

(xii) **IMPORTANT:**

- (a) The voting at the meeting in respect of Resolutions No. 11, 12 and 13 in relation to the proposed election of executive Directors, independent non-executive Directors and Supervisors (as the case may be) shall be conducted by way of cumulative voting. In respect of these resolutions, you are entitled to a number of votes equivalent to the number of shares held by you multiplying the number of the proposed executive Directors, independent non-executive Directors or Supervisors.
- (b) The cumulative voting will be conducted separately in three categories, namely (i) the executive Directors; (ii) the independent non-executive Directors; and (iii) the Supervisors, i.e. (i) for the election of the executive Directors, the total number of votes you may cast shall equal to the product of the number of shares held by you multiplying the number of the proposed executive Directors, i.e. 6, and this particular allocation of votes may only be cast on the proposed executive Director candidates; (ii) for the election of the independent non-executive Directors, the total number of votes you may cast shall equal to the product of the number of shares held by you multiplying the number of the proposed independent non-executive Directors, i.e. 4, and this particular allocation of votes may only be cast on the proposed independent non-executive Director candidates; and (iii) for the election of Supervisors, the total number of votes you may cast shall equal to the product of the number of shares held by you multiplying the number of the proposed Supervisors, i.e. 3, and this particular allocation of votes may only be cast on the proposed Supervisor candidates.

For illustration, if you hold 100 shares, the total number of votes you may cast in respect of Resolution No. 11 will be 600 votes, and this particular allocation of votes may only be cast on the proposed executive Director candidates. You may cast 600 votes evenly among 6 proposed executive Director candidates, or to place all your votes on one particular candidate or cast your votes diversely to more than one candidates. The same voting method applies to the voting of Resolution No. 12 and Resolution No. 13. Please specify the number of votes cast for each of the candidates for executive Director, independent non-executive Director and Supervisor in the box marked "Number of Votes". Failure to specify the number of votes cast for each of the candidate will entitle your proxy to cast your vote at his discretion.

- (c) Please note with particular attention that, if the total number of votes you have cast exceeds the maximum votes you have, all the votes cast by you shall be invalid and you shall be deemed as having waived your right to vote.