



**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)

**Proxy Form of Holders of H Shares for use at the Extraordinary General Meeting**

I/We <sup>(Note 1)</sup> \_\_\_\_\_ of \_\_\_\_\_

being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ H Shares in Jiangxi Copper Company Limited (the “**Company**”)  
HEREBY APPOINT <sup>(Note 3)</sup> \_\_\_\_\_ of \_\_\_\_\_

or failing him <sup>(Note 3)</sup> \_\_\_\_\_ of \_\_\_\_\_

\_\_\_\_\_ or failing him, the Chairman of the meeting or any other director of the Company as my/our proxy in respect of <sup>(Note 4)</sup> \_\_\_\_\_ H Shares in the capital of the Company held by me/us to attend and act for me/us at the Extraordinary General Meeting of the Company (“**EGM**”) to be held at the Conference Room of the Company at JCC International Plaza, 7666 Chang Dong Avenue, High-tech Development Zone, Nanchang, Jiangxi, the People’s Republic of China on Friday, 22 March 2019 at 2:30 p.m. or at any adjournment thereof and to vote at such meeting or any adjournment thereof in respect of the resolutions as hereunder indicated or, if no such indication is given, as my/our proxy(ies) think(s) fit.

<b>Ordinary Resolution</b>		<b>For</b> <sup>(Note 5)</sup>	<b>Against</b> <sup>(Note 5)</sup>	<b>Abstain</b> <sup>(Note 5)</sup>
1.	To consider and approve the appointment of Mr. Zheng Gaoqing as an executive director of the Company (the “ <b>Director</b> ”) to hold office from the date on which this resolution is passed until the date on which the annual general meeting of the Company for the year 2020 being held and to authorise the board of Directors (the “ <b>Board</b> ”) to determine his remuneration and any one executive Director to enter into a service contract or letter of appointment on behalf of the Company with Mr. Zheng Gaoqing on and 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.			

Dated this \_\_\_\_\_ day \_\_\_\_\_ of 2019

Signature(s) <sup>(Note 7)</sup>: \_\_\_\_\_

*Notes:*

1. Please insert the full name(s) and address(es) (as shown in the register of the members) in **BLOCK CAPITALS**.
2. Please insert the number of shares in the Company registered in your name(s).
3. Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.** A proxy need not be a shareholder of the Company but must attend the meeting in person to represent you.
4. **PLEASE INDICATE CLEARLY THE NUMBER OF SHARES IN THE COMPANY REGISTERED IN YOUR NAME(S) IN RESPECT OF WHICH THE PROXY IS SO APPOINTED.** If no such number is inserted, the proxy is deemed to be appointed in respect of all the shares in the Company registered in your name(s).
5. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK IN THE BOX MARKED “AGAINST”. IF YOU WISH TO ABSTAIN FROM VOTING ON THE RESOLUTION, TICK IN THE BOX MARKED “ABSTAIN”. ANY ABSTAIN VOTE OR WAIVER TO VOTE SHALL BE DISREGARDED AS VOTING RIGHTS FOR THE PURPOSE OF CALCULATING THE RESULT OF THAT RESOLUTION.** If you wish to vote only part of the H shares in respect of which the proxy is so appointed, please state the exact number of shares in lieu of a tick in the relevant box. Failure to tick or state the exact number of shares in any box will entitle your proxy to cast your vote at his discretion.
6. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must either be executed under its common seal or under the hand of an officer or attorney or other person duly authorised.
7. To be valid, this 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 other authority, must be deposited at the Company’s Secretariat of the Board at 3rd Floor, JCC International Plaza, 7666 Chang Dong Avenue, High-tech Development Zone, Nanchang, Jiangxi, the People’s Republic of China (Postal Code: 330096) (in the case of the proxy form by holders of domestic shares) or at the Company’s H Share Registrars, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (in the case of the proxy form by holders of H shares) not less than 24 hours before the time appointed for the holding of the meeting or 24 hours before the time appointed for taking the poll.