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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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (“**EGM**”) 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 Friday, 4 September 2020 at 2:30 p.m. for the following purposes:

BY WAY OF SPECIAL RESOLUTION

1. To consider and approve:

“**THAT:**

- (a) the Company be and is hereby approved to issue corporate bonds (the “**Corporate Bonds**”) with total amount not exceeding RMB15,000,000,000 (inclusive) in the PRC (the “**Proposed Issuance**”);
- (b) the board (the “**Board**”) of directors (the “**Directors**”) of the Company be and is hereby authorised to handle matters relating to the Proposed Issuance with absolute discretion to the extent permitted under the relevant laws and regulations, including but not limited to the following:

- (i) subject to the national laws and regulations, other relevant normative and regulatory requirements and the resolution to be passed at the general meeting of the Company, the Board will be authorised to determine the specific proposal and to amend and adjust the terms of the Proposed Issuance in accordance with the actual conditions of the Company and the market, including but not limited to all matters relating to the Proposed Issuance such as the actual issue size, terms and types of the Corporate Bonds, interest rate or its determination basis, timing of issuance, target subscribers, method of issuance, whether the Corporate Bonds are to be issued once or by tranches, number of tranches and issue size of each tranche, whether to incorporate sell-back or redemption provisions, specific use of the raised proceeds, proportion of online and offline issuance, credit rating arrangement, specific subscription methods, repayment of principal and interest, measures for safeguarding repayments, listing arrangement and determining the underwriting arrangement, etc.;
- (ii) to determine the engagement of intermediaries and select the bond custodian in respect of the Proposed Issuance;
- (iii) to be responsible for the specific implementation and execution of the issuance and application for listing of the Corporate Bonds, including but not limited to formulating, authorising, signing, executing, revising and completing the relevant documentations in respect of the issuance and listing of the Corporate Bonds, including but not limited to the prospectus in relation to the offering of the Corporate Bonds, underwriting agreement, bond custodian agreement, rules of the bondholders' meetings, listing agreement and various announcements, etc., and the relevant information disclosure in accordance with the requirements under the national laws, regulations and other normative documents, etc.;
- (iv) if there are any changes to the national laws, regulations and other normative documents or relevant policies of the regulatory institutions or market conditions, other than matters which require re-approval at the shareholders' meeting under the applicable laws, regulations, normative documents and the articles of association of the Company (the "**Articles**"), the Board will be authorised to make appropriate adjustments to the specific proposal of the Proposed Issuance in accordance with the relevant laws, regulations, the Articles and advice of the regulatory institutions (if any), or determine whether to proceed with the relevant work regarding the Proposed Issuance according to the actual conditions; and
- (v) to handle with absolute discretion all other matters in relation to the issuance and listing of the Corporate Bonds;

- (c) on the basis of the authorisations as set out in paragraph (b) above, any two executive Directors be and are hereby authorised to form a Board committee, which shall decide, and deal with all the aforementioned matters relating to the issuance and listing of the Corporate Bonds;
- (d) the authorisations as set out in paragraphs (b) and (c) above shall remain valid from the date of passing of this resolution up to the date of completion of the authorised matters; and
- (e) this resolution will be valid for 24 months commencing from the date of passing of this resolution.

By Order of the Board of
Jiangxi Copper Company Limited
Long Ziping
Chairman

17 August 2020
Jiangxi Province, the PRC

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. 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 EGM mentioned above is entitled to appoint one or more proxies to attend and vote at the EGM on his/her/its behalf in accordance with the articles of association of the Company. 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 A 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 EGM or 24 hours before the time appointed for taking the poll.
- (iii) Shareholders or their proxies shall produce their identity documents when attending the EGM.
- (iv) The record date for determining the entitlement of the Shareholders to attend and vote at the EGM will be the close of business on Monday, 31 August 2020. All transfer documents accompanied by the relevant share certificates, must be lodged with the H Share registrar of the Company, Hong Kong Registrars Limited, whose address is at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration by no later than 4:30 p.m. on Monday, 31 August 2020.
- (v) Shareholders who intend to attend the EGM shall complete and lodge the reply slip for attending the EGM 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 People’s Republic of China (Postal Code: 330096) on or before Friday, 28 August 2020. The reply slip may be delivered to the Company by hand, by post or by fax (at fax no.: (86) 791–82710114).
- (vi) The EGM is not expected to take more than half a day. Shareholders or their proxies attending the EGM shall be responsible for their own travel and accommodation expenses.