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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 of the Company at JCC International Plaza, 7666 Chang Dong Avenue, High-tech Development Zone, Nanchang, Jiangxi, the People’s Republic of China (the “**PRC**”) at 2:30 p.m. on Friday, 9 June 2023 (or any adjournment thereof) for the following purpose:

SPECIAL RESOLUTION

1. To consider and approve:

- (a) the Company be and is hereby approved to issue corporate bonds (the “**Corporate Bonds**”) with total amount not exceeding RMB15,000,000,000 (including RMB15,000,000,000) 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(s) 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 Directors' working group, which shall decide, handle 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.

ORDINARY RESOLUTIONS

- 2. To consider and approve the report of the Board for the year of 2022.
- 3. To consider and approve the report of the supervisory committee of the Company (the "**Supervisory Committee**") for the year of 2022.
- 4. To consider and approve the audited financial report and the annual report and its summary of the Company for the year of 2022.
- 5. To consider and approve the proposal for distribution of profit of the Company for the year of 2022.

ORDINARY RESOLUTION (BY WAY OF CUMULATIVE VOTING):

6. To consider and approve the appointment of Mr. Li Si as a supervisor of the Company (the “**Supervisor**”) to hold office from the date on which this resolution is passed until the expiration of the term of the ninth session of the Supervisory Committee and to authorise the Board to determine his remuneration and any one executive Director to enter into the service contract or letter of appointment on behalf of the Company with Mr. Li Si on and subject to such terms and conditions as the Board shall think fit and to do all such acts and things necessary to give effect to the foregoing.

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

29 April 2023
Jiangxi Province, the PRC

As at the date of this notice, the executive Directors are Mr. Zheng Gaoqing, Mr. Zhou Shaobing, 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. Liu Xike, Mr. Zhu Xingwen, Mr. Wang Feng and Mr. Li Shuidi.

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/its behalf in accordance with the Articles. 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 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 Thursday, 1 June 2023 to Friday, 9 June 2023 (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 Thursday, 1 June 2023 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 Wednesday, 31 May 2023.
- (vii) Shareholders who intend to attend the AGM shall complete and lodge the reply slip for attending the AGM 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) on or before Friday, 2 June 2023. 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 2022, the register of members of the Company will be closed from Saturday, 17 June 2023 to Friday, 23 June 2023 (both days inclusive), during which period no share transfer will be registered.
- (ix) The final dividend for the year ended 31 December 2022 will be payable to the Shareholders whose names appear on the register of members on Friday, 23 June 2023.
- (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 Friday, 16 June 2023.
- (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 AGM in respect of Resolution No. 6 in relation to the proposed appointment of Supervisor shall be conducted by way of cumulative voting. In respect of this resolution, you are entitled to a number of votes equivalent to the number of shares held by you multiplying the number of the proposed Supervisor.
- (b) For the appointment of Supervisor, 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 Supervisor, i.e. 1, and this particular allocation of votes may only be cast on the proposed Supervisor candidate.

For illustration, if you hold 100 shares, the total number of votes you may cast in respect of Resolution No. 6 will be 100 votes, and this particular allocation of votes may only be cast on the proposed Supervisor candidate. You may cast all or part of the 100 votes on the proposed Supervisor candidate.

Please specify the number of votes cast for the Supervisor candidate in the box marked "Number of votes". Failure to specify the number of votes cast for the candidate will entitle your proxy to cast your votes 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.