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If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Jiangxi Copper Company Limited**, you should at once hand this circular and the accompanying proxy form(s) to the purchaser or the transferee or to the bank or stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**(1) PROPOSED REGISTRATION AND ISSUANCE OF NON-FINANCIAL
CORPORATE DEBT FINANCING INSTRUMENTS
AND
(2) NOTICE OF EGM**

All the capitalised terms used in this circular have the meanings set out in the section headed “Definitions” of this circular. A letter from the Board is set out on pages 1 to 6 of this circular.

A notice convening the 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 PRC at 2:30 p.m. on Monday, 16 March 2026 is set out on pages 7 to 9 of this circular.

Whether or not you are able to attend the EGM, you are requested to complete and return the proxy form(s) in accordance with the instructions printed thereon to the Company’s H share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 24 hours before the time appointed for holding of the EGM or any adjournment thereof. Completion and return of the proxy form(s) will not preclude you from attending and voting at the EGM should you so wish.

24 February 2026

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DEFINITIONS

In this circular, the following expressions shall have the following meanings unless the context otherwise requires:

“A Share(s)”	A share(s) of nominal value of RMB1.00 each in the ordinary share capital of the Company which are listed on the Shanghai Stock Exchange
“A Shareholder(s)”	holder(s) of the A Share(s)
“Articles of Association”	the articles of association of Jiangxi Copper Company Limited, as amended from time to time
“Board”	the board of Directors of the Company
“Company”	Jiangxi Copper Company Limited, a Sino-foreign joint venture joint stock limited company incorporated in the PRC
“Director(s)”	director(s) of the Company
“Executive Director(s)”	executive director(s) of the Company
“EGM”	the extraordinary general meeting of the Company 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 PRC at 2:30 p.m. on Monday, 16 March 2026
“Group”	the Company and its subsidiaries
“H Share(s)”	overseas listed foreign share(s) in the ordinary share capital of the Company, with a nominal value of RMB1.00 each, which are listed on the Stock Exchange and traded in Hong Kong dollars
“H Shareholder(s)”	holder(s) of the H Share(s)
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	13 February 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Non-financial Corporate Debt Financing Instruments”	the medium-term notes with total amount not exceeding RMB15,000,000,000 (including RMB15,000,000,000) and the super-short-term financing bills with total amount not exceeding RMB10,000,000,000 (including RMB10,000,000,000) proposed to be registered and issued by the Company in the PRC
“Notice of EGM”	the notice dated 24 February 2026 convening the EGM as set out on pages 7 to 9 of this circular
“PRC”	the People’s Republic of China (and where the context requires, references in this circular to the PRC do not apply to Hong Kong, the Macau Special Administrative Region of the PRC or Taiwan)
“Proposed Registration and Issuance”	the proposed registration and issuance of Non-financial Corporate Debt Financing Instruments, the principal terms of which are set out in the section headed “II. PROPOSED REGISTRATION AND ISSUANCE OF NON-FINANCIAL CORPORATE DEBT FINANCING INSTRUMENTS”
“Share(s)”	the A Share(s) and/or H Share(s)
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“RMB”	Renminbi, the lawful currency of the PRC

LETTER FROM THE BOARD



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)

The Board

Executive Directors:

Mr. Zheng Gaoqing (*Chairman*)
Mr. Zhou Shaobing (*Deputy chairman*)
Mr. Gao Jian-min
Mr. Liang Qing
Mr. Yu Minxin

Independent Non-executive Directors:

Mr. Wang Feng
Ms. Lai Dan
Ms. Liu Shuying
Mr. Liu Zhihong

Legal address:

15 Yejin Avenue
Guixi City
Jiangxi
The PRC

Principal place of business in Hong Kong:

Suite 4501, 45th Floor
Office Tower
Convention Plaza
1 Harbour Road
Wanchai
Hong Kong

24 February 2026

To the Shareholders

Dear Sir or Madam,

(1) PROPOSED REGISTRATION AND ISSUANCE OF NON-FINANCIAL CORPORATE DEBT FINANCING INSTRUMENTS AND (2) NOTICE OF EGM

I. INTRODUCTION

The purpose of this circular is to provide you with information regarding, among others, (i) the Proposed Registration and Issuance; and (ii) the notice of EGM.

LETTER FROM THE BOARD

II. PROPOSED REGISTRATION AND ISSUANCE OF NON-FINANCIAL CORPORATE DEBT FINANCING INSTRUMENTS

References are made to the overseas regulatory announcement dated 19 January 2026 and the announcement dated 23 February 2026 of the Company in relation to, among others, the Proposed Registration and Issuance.

On 19 January 2026, the Board considered and approved the resolution in relation to the Proposed Registration and Issuance, the proposed principal terms of which are set out below:

1. Registration and issue size and type

The Company proposes to register and issue medium-term notes with total amount not exceeding RMB15,000,000,000 (including RMB15,000,000,000) and super-short-term financing bills with total amount not exceeding RMB10,000,000,000 (including RMB10,000,000,000).

2. Target subscribers

The Non-Financial Corporate Debt Financing Instruments are proposed to be issued to institutional investors in the national interbank bond market (excluding investors prohibited by the PRC laws and regulations).

3. Term of issuance

The term of the Proposed Registration and Issuance would be determined according to the actual conditions of the Company and the market, subject to the PRC laws and regulations and other relevant normative documents and regulatory requirements of regulatory authorities.

4. Method of issuance

The Non-Financial Corporate Debt Financing Instruments will be issued publicly and are proposed to be issued in tranches.

LETTER FROM THE BOARD

5. Use of proceeds

The Company intends to apply the proceeds to be raised from the Proposed Registration and Issuance for purposes that comply with the PRC laws and regulatory requirements, such as repaying interest-bearing loans of the Company, replenishing working capital or project acquisitions and mergers. The specific use of proceeds will be adjusted in accordance with the actual circumstances of the Company.

6. Authorisations in respect of the Proposed Registration and Issuance

To ensure that the Proposed Registration and Issuance will be implemented in an orderly and efficient manner, the Board intends to propose at the EGM for authorisation to the Board to handle matters relating to the Proposed Registration and 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 PRC laws and regulations, other relevant normative documents and regulatory requirements of regulatory authorities 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 Registration and Issuance in accordance with the actual conditions of the Company and the market, including but not limited to all matters relating to the Proposed Registration and Issuance such as the actual issue size, terms of issuance and types, interest rate of issuance or its determination basis, timing of issuance, target subscribers, method of issuance, whether the Non-Financial Corporate Debt Financing Instruments are to be issued once or by tranches, number of tranches and issue size of each tranche, issuance terms, specific use of the raised proceeds, 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 in respect of the Proposed Registration and Issuance;
- (iii) to be responsible for the specific implementation and execution of the Proposed Registration and Issuance and application for listing, including but not limited to formulating, authorising, signing, executing, revising and completing all relevant documentations in respect of the Proposed Registration and Issuance and their listing, including but not limited to the prospectus in relation to the offering, underwriting agreement, rules of the bondholders' meetings and various announcements, etc., and the relevant information disclosure in accordance with the requirements under the PRC laws, regulations and other normative documents, etc.;

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- (iv) if there are changes to the PRC 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, the Board will be authorised to make appropriate adjustments to the specific proposal of the Proposed Registration and Issuance in accordance with the relevant laws, regulations, the Articles of Association and advice of the regulatory institutions (if any), or determine whether to proceed with the relevant work regarding the Proposed Registration and Issuance according to the actual conditions; and
- (v) to handle with absolute discretion other matters in relation to the registration, issuance and listing of the Non-Financial Corporate Debt Financing Instruments.

On the basis of the abovementioned authorisations, the Board is further authorised to appoint any two Executive Directors to form a Directors' working group, which shall decide, handle and deal with all the aforementioned matters in relation to the registration, issuance and listing of the Non-Financial Corporate Debt Financing Instruments. The abovementioned authorisations shall remain valid from the date of passing of the resolution in respect of the Proposed Registration and Issuance at the EGM of the Company up to the date of completion of the authorised matters.

Reasons for and benefits of the Proposed Registration and Issuance

The Board considers that the Proposed Registration and Issuance will broaden the financing channels of the Group, reduce the financing costs, and enable flexible utilisation of the advantages of different bond products. Therefore, the Board considers that the Proposed Registration and Issuance is fair and reasonable and is in the interests of the Company and its Shareholders as a whole.

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III. EGM

Set out on pages 7 to 9 of this circular is the Notice of EGM. At the EGM, the ordinary resolution in relation to the Proposed Registration and Issuance will be proposed for approval.

The EGM will be held at 2:30 p.m. on Monday, 16 March 2026 at the Conference Room of the Company, JCC International Plaza, 7666 Chang Dong Avenue, High-tech Development Zone, Nanchang, Jiangxi, the PRC. A proxy form for use at the EGM is enclosed in this circular.

Whether or not you are able to attend the EGM, you are requested to complete and return the proxy form(s) in accordance with the instructions printed thereon to the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 24 hours before the time appointed for holding of the EGM or any adjournment thereof. Completion and return of the proxy form(s) will not preclude you from attending and voting at the EGM or any adjournment thereof should you so wish.

In accordance with Rule 13.39(4) of the Listing Rules, any vote of Shareholders at the EGM must be taken by poll except where the chairman of the EGM, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, the resolution will be put to vote by poll at the EGM convened pursuant to the requirements of the Articles of Association. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

As at the Latest Practicable Date, to the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholders will be required to abstain from voting on the resolution to be approved at the EGM.

In order to determine the identities of the Shareholders entitled to attend and vote at the EGM, the register of members of the Company will be closed from Wednesday, 11 March 2026 to Monday, 16 March 2026 (both days inclusive), during which period no share transfer will be registered. All transfer documents accompanied by the relevant share certificates must be lodged with the Company's H share registrar, Computershare Hong Kong Investor Services Limited, whose address is at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Tuesday, 10 March 2026.

LETTER FROM THE BOARD

IV. RESPONSIBILITY STATEMENTS

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other facts the omission of which would make this circular or any statement herein misleading.

V. RECOMMENDATION

The Directors believe that the proposed resolution above is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all Shareholders to vote in favour of such resolution which will be proposed at the EGM.

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

NOTICE OF EGM



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 EGM

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “**EGM**”) 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 Monday, 16 March 2026 (or any adjournment thereof) for the the purpose of considering, and if thought fit, passing of the following resolution:

ORDINARY RESOLUTION

1. To consider and approve:

- (a) the Company be and is hereby approved to register and issue medium-term notes with total amount not exceeding RMB15,000,000,000 (including RMB15,000,000,000) and super-short-term financing bills with total amount not exceeding RMB10,000,000,000 (including RMB10,000,000,000) (the “**Non-financial Corporate Debt Financing Instruments**”) (the “**Proposed Registration and Issuance**”);
- (b) the board (the “**Board**”) of directors of the Company (the “**Directors**”) be and is hereby authorised to handle matters relating to the Proposed Registration and 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 PRC laws and regulations, other relevant normative documents and regulatory requirements of regulatory authorities 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 Registration and Issuance in accordance with the actual conditions of the Company and the market, including but not limited to all matters relating to the Proposed Registration and Issuance such as the actual issue size, terms of issuance and types, interest rate of issuance or its determination basis, timing of issuance, target subscribers, method

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of issuance, whether the Non-financial Corporate Debt Financing Instruments are to be issued once or by tranches, number of tranches and issue size of each tranche, issuance terms, specific use of the raised proceeds, 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 in respect of the Proposed Registration and Issuance;
 - (iii) to be responsible for the specific implementation and execution of the Proposed Registration and Issuance and application for listing including but not limited to formulating, authorising, signing, executing, revising and completing all documentations in respect of the Proposed Registration and Issuance and their listing, including but not limited to the prospectus in relation to the offering, underwriting agreement, rules of the bondholders' meetings and various announcements, etc., and the relevant information disclosure in accordance with the requirements under the PRC laws, regulations and other normative documents, etc.;
 - (iv) if there are changes to the PRC 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 of Association**"), the Board will be authorised to make appropriate adjustments to the specific proposal of the Proposed Registration and Issuance in accordance with the relevant laws, regulations, the Articles of Association and advice of the regulatory institutions (if any), or determine whether to proceed with the relevant work regarding the Proposed Registration and Issuance according to the actual conditions; and
 - (v) to handle with absolute discretion other matters in relation to the registration, issuance and listing of the Non-Financial Corporate Debt Financing Instruments.
- (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 in relation to the registration, issuance and listing of the Non-financial Corporate Debt Financing Instruments; and

NOTICE OF EGM

- (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 aforementioned authorised matters.

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

24 February 2026

Jiangxi Province, the PRC

Notes:

- (i) Any shareholder of the Company (“**Shareholder**”) entitled to attend and vote at the EGM 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. 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 authorisation document on behalf of the appointer, a notarially certified copy of such power of attorney or other authorisation document shall be deposited at the Secretariat of the Board (in the case of proxy form of holders of A shares of the Company) at 3rd Floor, JCC International Plaza, 7666 Chang Dong Avenue, High-tech Development Zone, Nanchang, Jiangxi, the PRC (Postal Code: 330096) or at the Company’s H share registrar, Computershare Hong Kong Investor Services Limited (in the case of proxy form of holders of H shares of the Company), at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 24 hours before the time appointed for the holding of 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) In order to determine the identity of the Shareholders entitled to attend and vote at the EGM, the register of members of the Company will be closed from Wednesday, 11 March 2026 to Monday, 16 March 2026 (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, 16 March 2026 are entitled to attend and vote at the EGM.
- (vi) In order to attend and vote at the EGM, holders of H shares of the Company whose transfers have not been registered shall lodge all transfer documents accompanied by the relevant share certificates, with the Company’s H share registrar, Computershare Hong Kong Investor Services 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, 10 March 2026.
- (vii) The EGM is expected to take less than half a day. Shareholders or their proxies attending the EGM shall be responsible for their own travel and accommodation expenses.