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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 form of proxy and reply slip 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)

PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING

A letter from the Board is set out on pages 1 to 4 of this circular.

A notice convening the Extraordinary General Meeting 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 on Friday, 22 March 2019 at 2:30 p.m. is set out on pages 5 to 6 of this circular.

If you intend to attend the Extraordinary General Meeting, please complete and return the reply slip enclosed in this circular in accordance with the instructions printed thereon to the Secretariat of the Board at 3rd Floor, JCC International Plaza, 7666 Chang Dong Avenue, High-tech Development Zone, Nanchang, Jiangxi, the PRC (Postal Code: 330096) as soon as possible and in any event by not later than Saturday, 2 March 2019. The reply slip may be delivered to the Company by hand, by post or by fax (at fax no.: (86) 791-8271 0114).

Whether or not you are able to attend the Extraordinary General Meeting, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon to the Company's H Share Registrar, Hong Kong Registrars 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 Extraordinary General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the Extraordinary General Meeting should you so wish.

4 February 2019

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DEFINITIONS

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

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| “Board” | the board of Directors |
| “Company” | Jiangxi Copper Company Limited (江西銅業股份有限公司), a Sino-foreign joint venture joint stock limited company incorporated in the PRC |
| “controlling shareholder(s)” | has the meaning ascribed to it under the Listing Rules |
| “Director(s)” | director(s) of the Company |
| “Domestic Share(s)” | domestic share(s) of nominal value of RMB1.00 each in the ordinary share capital of the Company |
| “Extraordinary General Meeting” or “EGM” | an 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 on Friday, 22 March 2019 at 2:30 p.m. |
| “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 |
| “Hong Kong” | the Hong Kong Special Administrative Region of the PRC |
| “JCC” | Jiangxi Copper Corporation Limited, a controlling shareholder of the Company, holding approximately 41.65% of the total issued share capital of the Company as at the Latest Practicable Date |
| “Latest Practicable Date” | 31 January 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular |
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange |

DEFINITIONS

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| “Notice of Extraordinary General Meeting” or “Notice of EGM” | the notice dated 4 February, 2019 convening the Extraordinary General Meeting as set out on pages 5 to 6 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) |
| “SFO” | the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong |
| “Share(s)” | the ordinary share(s), including Domestic Shares and H Shares |
| “Shareholder(s)” | the holder(s) of the Shares of the Company |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “substantial shareholder(s)” | has the meaning ascribed to it under the Listing Rules |
| “HK\$” | Hong Kong dollars, the lawful currency of Hong Kong |
| “RMB” | Renminbi, the lawful currency of the PRC |
| “%” | per cent |

In this circular, the English translation of certain Chinese entities in the PRC which are marked with “” is for identification purpose only.*

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)

Executive Directors:

Mr. Long Ziping (*Chairman*)
Mr. Wang Bo
Mr. Gao Jianmin
Mr. Liang Qing
Mr. Dong Jiahui
Mr. Yu Tong

Legal address:

15 Yejin Avenue
Guixi City
Jiangxi
PRC

Principal Place of Business in Hong Kong:

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

Independent non-executive Directors:

Mr. Tu Shutian
Mr. Liu Erh Fei
Mr. Liu Xike
Mr. Zhu Xingwen

4 February 2019

To the Shareholders

Dear Sir or Madam,

PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR AND NOTICE OF EXTRAORDINARY GENERAL MEETING

I. INTRODUCTION

The purpose of this circular is to provide you with all the information regarding, inter alia, (i) the proposed appointment of an executive Director; and (ii) the Notice of EGM, so as to enable you to make an informed decision as to whether to vote for or against the relevant resolution to be proposed at the Extraordinary General Meeting.

LETTER FROM THE BOARD

II. PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR

Reference is made to the announcement of the Company dated 18 January 2019 in relation to, among others, the proposed appointment of an executive Director.

The Board proposed the appointment of Mr. Zheng Gaoqing (“**Mr. Zheng**”) as an executive Director of the Company. The appointment of Mr. Zheng as an executive Director is subject to the Shareholders’ approval at the Extraordinary General Meeting.

The biographical details of Mr. Zheng are set out below:

Mr. Zheng, aged 52, is a member of the Communist Party of the PRC with postgraduate academic qualifications and a master’s degree in business administration. He served as a former member of the Party Committee and Deputy Director of the Provincial State-owned Assets Supervision and Administration Commission. He had been a technician, assistant engineer and engineer of Jiangxi Optical Instrument Factory; cadre of Shangrao County Economic Commission of Jiangxi Province, deputy director and deputy secretary of the Second Light Bureau, deputy director of the Power Supply Bureau, concurrently as Chairman and General Manager of Jiangxi Hexing Electronics Co., Ltd.* (江西和興電子有限公司); Chairman and General Manager of Jiangxi Shangrao Ganxing Electronics Co., Ltd.* (江西上饒贛興電子有限公司); Director of Shangrao County Handicraft Association, General Manager of Great Wall Enterprise Group* (長城企業集團), concurrently as Secretary to the Party Committee of Shangrao County Second Light General Corporation* (上饒縣二輕總公司); deputy magistrate of the Poyang County Government of Jiangxi Province, member of the Standing Committee of the County Party Committee, executive deputy magistrate; deputy secretary of the Dexing Municipal Party Committee, mayor; secretary of the Wannian County Party Committee.

As at the Latest Practicable Date, except for being appointed as the general manager of the Company, Mr. Zheng has not held any other position with the Company or other members of the Group, has not held any position in other listed companies in the last three years, and has no other major appointments or professional qualifications. He does not have any relationships with any Directors, supervisors, senior management, substantial shareholders or controlling shareholders of the Company. He does not have any interest in the shares of the Company within the meaning of SFO.

LETTER FROM THE BOARD

Subject to the approval by the Shareholders at the Extraordinary General Meeting, the Company will enter into a service contract or appointment letter with Mr. Zheng. The initial length of services will be from the date of Extraordinary General Meeting up to the date on which the annual general meeting of the Company for the year 2020 being held. The Company has yet to fix the remuneration of Mr. Zheng and it will seek approval from the Shareholders at the Extraordinary General Meeting for authorisation that any one Director to enter into a service contract or appointment letter with Mr. Zheng. The Board will consider the duties of Mr. Zheng in the Company with reference to the salary of the other internal executive Directors in determining the remunerations of Mr. Zheng.

The Board is not aware that there are any other matters relating to Mr. Zheng that need to be brought to the attention of the Shareholders in respect of his appointment and there is no other information relating to Mr. Zheng which is required to be disclosed pursuant to any of the requirement of Rule 13.51(2) of the Listing Rules.

III. EXTRAORDINARY GENERAL MEETING

Set out on pages 5 to 6 of this circular is the Notice of EGM. At the Extraordinary General Meeting, an ordinary resolution will be proposed to approve the proposed appointment of Mr. Zheng as an executive Director.

The Extraordinary General Meeting will be held at 2:30 p.m. on Friday, 22 March 2019 at the Conference Room of the Company, JCC International Plaza, 7666 Chang Dong Avenue, High-tech Development Zone, Nanchang, Jiangxi, the PRC. A reply slip and a form of proxy for use at the Extraordinary General Meeting are enclosed in this circular.

If you intend to attend the Extraordinary General Meeting, please complete and return the accompanying reply slip in accordance with the instructions printed thereon as soon as possible and in any event not later than Saturday, 2 March 2019.

Whether or not you are able to attend the Extraordinary General Meeting, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon to the Company's H Share Registrar, Hong Kong Registrars 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 Extraordinary General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the Extraordinary General Meeting or any adjournment thereof should you so wish.

LETTER FROM THE BOARD

In order to determine the identity of the Shareholders entitled to attend and vote at the Extraordinary General Meeting, the register of members of the Company will be closed from Wednesday, 20 February 2019 to Friday, 22 March 2019 (both days inclusive), during such period no share transfer will be registered. 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 by no later than 4:30 p.m. on Tuesday, 19 February 2019.

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 accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

V. RECOMMENDATION

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

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

NOTICE OF EXTRAORDINARY GENERAL MEETING



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, 22 March 2019 at 2:30 p.m. for the following purpose:

BY WAY OF ORDINARY RESOLUTION:

1. To consider and approve the appointment of Mr. Zheng Gaoqing as an executive director of the Company (the “**Director**”) 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 “**Board**”) 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.

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

4 February 2019
Jiangxi Province, the PRC

NOTICE OF EXTRAORDINARY GENERAL MEETING

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 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 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 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, 20 February 2019 to Friday, 22 March 2019 (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 Wednesday, 20 February 2019 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 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, 19 February 2019.
- (vii) 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 PRC (Postal Code: 330096) on or before Saturday, 2 March 2019. The reply slip may be delivered to the Company by hand, by post or by fax (at fax no.: (86) 791-8271 0114).
- (viii) 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.