
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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)

(1) RE-APPOINTMENT OF AUDITORS FOR THE YEAR OF 2023 AND (2) NOTICE OF EXTRAORDINARY GENERAL MEETING

All 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 4 of this circular.

A notice convening the EGM to be held at 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 Tuesday, 4 July 2023 is set out on pages 5 to 6 of this circular.

If you intend to attend the EGM, 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 Tuesday, 27 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).

Whether or not you are able to attend the EGM, 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 EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the EGM should you so wish.

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DEFINITIONS

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

“Articles of Association”	the articles of association of the Company, as amended, modified or otherwise supplemented from time to time
“A Share(s)”	A shares of nominal value of RMB1.00 each in the ordinary share capital of the Company which are listed on the Shanghai Stock Exchange
“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
“Director(s)”	director(s) of the Company
“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 at 2:30 p.m. on Tuesday, 4 July 2023
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“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
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Notice of EGM”	the notice dated 12 June 2023 convening the EGM 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)
“RMB”	Renminbi, the lawful currency of the PRC

DEFINITIONS

“Share(s)” the A Shares and/or H Shares

“Shareholder(s)” the holder(s) of the Shares

“Stock Exchange” The Stock Exchange of Hong Kong Limited

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)

Board of Directors

Executive Directors:

Mr. Zheng Gaoqing (*Chairman*)

Mr. Zhou Shaobing (*Deputy chairman*)

Mr. Wang Bo

Mr. Gao Jian-min

Mr. Liang Qing

Mr. Liu Fangyun

Mr. Yu Tong

Legal address:

15 Yejin Avenue

Guixi City

Jiangxi Province

The 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. Liu Xike

Mr. Zhu Xingwen

Mr. Wang Feng

Mr. Li Shuidi

12 June 2023

To the Shareholders

Dear Sir or Madam,

(1) RE-APPOINTMENT OF AUDITORS FOR THE YEAR OF 2023 AND (2) NOTICE OF EXTRAORDINARY GENERAL MEETING

I. INTRODUCTION

The purpose of this circular is to provide you with information regarding, among other things, (i) the re-appointment of auditors for the year of 2023; and (ii) the Notice of EGM.

LETTER FROM THE BOARD

II. RE-APPOINTMENT OF AUDITORS FOR THE YEAR OF 2023

Reference is made to the announcement of the Company dated 1 June 2023 in relation to the re-appointment of auditors for the year of 2023.

In accordance with the relevant requirements of China Securities Regulatory Commission and the Articles of Association in relation to the appointment of audit firm and the recommendation of the audit committee of the Company on the appointment of audit firm, the Board resolved the re-appointment of Ernst & Young Hua Ming LLP as the domestic financial auditor and internal control auditor of the Company for the year of 2023 and Ernst & Young as the overseas financial auditor of the Company for the year of 2023. Subject to the approval at the EGM, the appointment of the audit firm will take effect from the date of the EGM.

In 2022, the domestic and overseas audit fees of the Company amounted to RMB15.28 million (including internal control audit fee of RMB1.58 million). In 2023, the Company will determine the corresponding fees with Ernst & Young Hua Ming LLP and Ernst & Young based on a comprehensive consideration of business scale, audit workload and other factors, and the final audit fees are subject to the approval at the EGM. An ordinary resolution will be put forward at the EGM to authorise any one executive Director to determine their remunerations and to handle and enter into service agreements with Ernst & Young Hua Ming LLP and Ernst & Young.

III. EGM

Set out on pages 5 to 6 of this circular is the Notice of EGM. At the EGM, resolution(s) will be proposed to approve the re-appointment of auditors for the year of 2023.

The EGM will be held at 2:30 p.m. on Tuesday, 4 July 2023 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 EGM are enclosed in this circular.

If you intend to attend the EGM, please complete and return the accompanying reply slip in accordance with the instructions printed thereon as soon as possible and in any event by not later than Tuesday, 27 June 2023.

LETTER FROM THE BOARD

Whether or not you are able to attend the EGM, 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 EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

In accordance with Rule 13.39(4) of the Listing Rules, all the resolutions proposed at the EGM will be voted on by way of poll except where the chairman of the EGM, in good faith, decides to allow a resolution which relates purely to procedural or administrative matter to be voted on by a show of hands. Accordingly, the resolution(s) will be put to vote by way of poll at the EGM demanded pursuant to Article 74 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.

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(s) to be approved at the EGM.

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, 28 June 2023 to Tuesday, 4 July 2023 (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 for registration by no later than 4:30 p.m. on Tuesday, 27 June 2023.

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 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(s) above are 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(s) which will be proposed at the EGM.

Yours faithfully,
By Order of the Board of
Jiangxi Copper Company Limited
Zheng Gaoqing
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”) at 2:30 p.m. on Tuesday, 4 July 2023 (or any adjournment thereof) for the following purpose:

ORDINARY RESOLUTION

1. To appoint Ernst & Young Hua Ming LLP as the domestic financial auditor and internal control auditor and Ernst & Young as the overseas financial auditor of the Company respectively for the year of 2023, and to authorise any one executive director of the Company to determine their remunerations at his discretion based on their amount of work and to handle and enter into the service agreements with Ernst & Young Hua Ming LLP and Ernst & Young.

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

12 June 2023
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 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) 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, 28 June 2023 to Tuesday, 4 July 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 Wednesday, 28 June 2023 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, 27 June 2023.
- (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 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 Tuesday, 27 June 2023. The reply slip may be delivered to the Company by hand, by post or by fax (at fax no.: (86) 791-82710114).
- (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.