



**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)

**Revised Proxy Form of Holders of H Shares for use at the Annual General Meeting**

I/We <sup>(Note 1)</sup> \_\_\_\_\_ of \_\_\_\_\_

being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ H shares in Jiangxi Copper Company Limited (the "Company")

**HEREBY APPOINT** <sup>(Note 3)</sup> \_\_\_\_\_

of \_\_\_\_\_

or failing him <sup>(Note 3)</sup> \_\_\_\_\_ of \_\_\_\_\_

or failing him, the chairman of the meeting or any other director of the Company as my/our proxy in respect of <sup>(Note 4)</sup>

\_\_\_\_\_ H shares in the capital of the Company held by me/us to attend and act for me/us at the annual general meeting of the Company (the "AGM") 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 People's Republic of China (the "PRC") at 2:30 p.m. on Thursday, 6 June 2024 (or any adjournment thereof) and to vote at such meeting or any adjournment thereof in respect of the resolutions as hereunder indicated or, if no such indication is given, as my/our proxy(ies) think(s) fit.

	<b>Special Resolution</b>	<b>For</b> <sup>(Note 5)</sup>	<b>Against</b> <sup>(Note 5)</sup>	<b>Abstain</b> <sup>(Note 5)</sup>
1.	To extend the validity period of the authorisation to the board (the "Board") of directors (the "Director(s)") of the Company and its authorised persons to deal with matters relating to the spin-off and listing of Jiangxi JCC Copper Foil Technology Company Limited* (江西省江銅銅箔科技股份有限公司) at their full discretion for 24 months commencing from the date of expiry.			

Ordinary Resolutions		For <sup>(Note 5)</sup>	Against <sup>(Note 5)</sup>	Abstain <sup>(Note 5)</sup>
2.	To consider and approve the report of the Board for the year of 2023.			
3.	To consider and approve the report of the supervisory committee of the Company (the “ <b>Supervisory Committee</b> ”) for the year of 2023.			
4.	To consider and approve the audited financial report and the annual report and its summary of the Company for the year of 2023.			
5.	To consider and approve the proposal for distribution of profit of the Company for the year of 2023.			
6.	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 2024, and to authorise any one executive Director 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.			
7.	<p>To approve the annual remuneration scheme of all the Directors of the tenth session of the Board during their terms of office and to authorise the Board to determine and approve the payment of the annual remuneration:</p> <p>(i) annual remuneration of each internal executive Director of the tenth session of the Board during his/her term of office will be based on the figures of his/her salary for the previous year (tax inclusive) and subject to an annual adjustment rate determined by the remuneration committee of the Board (the “<b>Remuneration Committee</b>”) with reference to the actual results of operation for the year;</p> <p>(ii) annual remuneration of each external executive Director of the tenth session of the Board during his/her term of office will be RMB250,000 (tax inclusive); and</p> <p>(iii) annual travel allowances of each independent non-executive Director of the tenth session of the Board during his/her term of office will be RMB150,000 (tax inclusive).</p>			
8.	To approve the annual remuneration scheme of all the supervisors (the “ <b>Supervisor(s)</b> ”) of the tenth session of the Supervisory Committee during their terms of office, under which the annual remuneration of each Supervisor will be based on the figures of his/her salary for the previous year (tax inclusive) and the annual rate is determined by the Remuneration Committee with reference to the actual results of operation for the year, and the Supervisory Committee is authorised to determine and approve the payment of the annual remuneration.			

Ordinary Resolutions (By way of cumulative voting)		Number of votes <sup>(Note 6)</sup>
9.	To elect the following persons as the executive Directors of the tenth session of the Board for a term of office commencing on the date of the AGM and ending on the date of the annual general meeting of the Company for the year of 2026 and to authorise any one executive Director to enter into a service contract or letter of appointment on behalf of the Company with each of them 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:	
	(i) Mr. Zheng Gaoqing;	
	(ii) Mr. Zhou Shaobing;	
	(iii) Mr. Gao Jian-min;	
	(iv) Mr. Liang Qing; and	
	(v) Mr. Liu Fangyun.	
10.	To elect the following persons as the independent non-executive Directors of the tenth session of the Board for a term of office commencing on the date of the AGM and ending on the date of the annual general meeting of the Company for the year of 2026 and to authorise any one executive Director to enter into a service contract or letter of appointment on behalf of the Company with each of them 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:	
	(i) Mr. Wang Feng;	
	(ii) Mr. Li Shuidi;	
	(iii) Ms. Lai Dan; and	
	(iv) Ms. Liu Shuying.	
11.	To elect the following persons as the Supervisors representing the shareholders of the Company and to confirm the appointment of Ms. Gong Bin and Mr. Zhao Bicheng as the Supervisors representing the staff and workers of the Company, of the tenth session of the Supervisory Committee for a term of office commencing on the date of the AGM and ending on the date of the annual general meeting of the Company for the year of 2026, and to authorise any one executive Director to enter into a service contract or letter of appointment on behalf of the Company with each of the Supervisors 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:	
	(i) Mr. Zha Kebing;	
	(ii) Mr. Li Si; and	
	(iii) Ms. Cai Lisi.	

Dated this \_\_\_\_\_ day \_\_\_\_\_ of 2024

Signature(s)<sup>(Note 7)</sup>: \_\_\_\_\_

Notes:

1. Please insert the full name(s) and address(es) (as shown in the register of members) in **BLOCK CAPITALS**.
2. Please insert the number of shares in the Company registered in your name(s).
3. Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.** A proxy need not be a shareholder of the Company ("Shareholder(s)") but must attend the meeting in person to represent you.
4. **PLEASE INDICATE CLEARLY THE NUMBER OF SHARES IN THE COMPANY REGISTERED IN YOUR NAME(S) IN RESPECT OF WHICH THE PROXY IS SO APPOINTED.** If no such number is inserted, the proxy is deemed to be appointed in respect of all the shares in the Company registered in your name(s).
5. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK IN THE BOX MARKED "AGAINST". IF YOU WISH TO ABSTAIN FROM VOTING ON ANY RESOLUTION, TICK IN THE BOX MARKED "ABSTAIN". ANY ABSTAIN VOTE OR WAIVER TO VOTE SHALL BE DISREGARDED AS VOTING RIGHTS FOR THE PURPOSE OF CALCULATING THE RESULT OF THAT RESOLUTION.** If you wish to vote only part of the H shares in respect of which the proxy is so appointed, please state the exact number of shares in lieu of a tick in the relevant box. Failure to tick or state the exact number of shares in any box will entitle your proxy to cast your vote at his discretion.
6. **IMPORTANT:**
  - (a) The voting at the AGM in respect of Resolutions Nos. 9, 10 and 11 in relation to the proposed election of the executive Directors, the independent non-executive Directors and the Supervisors representing the Shareholders (as the case may be) shall be conducted by way of cumulative voting. In respect of each of these resolutions, you are entitled to a number of votes equivalent to the number of shares held by you multiplying the number of the executive Directors, the independent non-executive Directors and the Supervisors representing the Shareholders (as the case may be) to be elected.
  - (b) The cumulative voting will be conducted separately in three categories, namely (i) the executive Directors; (ii) the independent non-executive Directors; and (iii) the Supervisors representing the Shareholders, i.e. (i) for the election of the executive Directors, 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 executive Directors to be elected, i.e. 5 and this particular allocation of votes may only be cast on the executive Directors candidates; (ii) for the election of the independent non-executive Directors, 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 independent non-executive Directors to be elected, i.e. 4 and this particular allocation of votes may only be cast on the independent non-executive Directors candidates; and (iii) for the election of the Supervisors representing the Shareholders, 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 Supervisors representing the Shareholders to be elected, i.e. 3 and this particular allocation of votes may only be cast on the candidates of Supervisors representing the Shareholders.
- For illustration, if you hold 100 shares, the total number of votes you may cast in respect of Resolution No.9 will be 500 votes, and this particular allocation of votes may only be cast on the executive Directors candidates. You may cast 500 votes evenly among the 5 executive Directors candidates, or place all your votes on one particular candidate, or cast your votes diversely to more than one candidate. The same voting method applies to the voting of Resolutions Nos. 10 and 11.
- Please specify the number of votes cast for each of the candidates for the executive Directors, the independent non-executive Directors and the Supervisors representing the Shareholders in the boxes marked "Number of votes". Failure to specify the number of votes cast for each of the candidates will entitle your proxy to cast your votes at his discretion.
- (c) Please note with particular attention that, in respect of each of the Resolutions Nos. 9, 10 and 11, if the total number of votes that you have cast exceeds the number of votes that you are entitled to, all the votes cast by you shall be invalid and you shall be deemed to have waived your right to vote.
7. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must either be executed under its common seal or under the hand of an officer or attorney or other person duly authorised.
8. Shareholders should note that this revised proxy form supersedes and replaces the proxy form despatched with the circular and the notice of the AGM of the Company both dated 30 April 2024 (the "**Original Proxy Form**") and that the Original Proxy Form is void and invalid. **Shareholders who have duly completed and returned the Original Proxy Form should complete and return this revised proxy form in accordance with the instructions provided herein.**
9. To be valid, this 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 other authority, must be deposited at the Company's 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) (in the case of the proxy form by holders of A shares) or at 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 the proxy form by holders of H shares) not less than 24 hours before the time appointed for the holding of the meeting or 24 hours before the time appointed for taking the poll.