

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Jiangxi Copper Company Limited (the "Company") will be held at the conference room of the Company at 15 Yejin Avenue, Guixi City, Jiangxi, the People's Republic of China ("PRC") at 2:00 p.m. on Thursday, 17 May 2001 for the following purposes:

1. To consider and approve the report of the Board of Directors for the year of 2000.
2. To consider and approve the report of the Supervisory Committee for the year of 2000.
3. To consider and approve the remuneration of the Supervisors for the year of 2000.
4. To consider and approve the audited Financial Statements and the auditors' report for the year of 2000.
5. To consider and approve the scheme of profit distribution for the year of 2000 as follows:-

The appropriation of net profits after taxation shall be: 10% for Statutory Accumulation Fund (法定公積金), 10% for Statutory Welfare Benefit Fund (法定公積金), 15% for Discretionary Accumulation Fund (任意公積金) and 65% for profit available for distribution.

6. To consider and approve, by way of special resolution, the payment of a final dividend of RMB0.01 per share for the year of 2000 to shareholders whose names appear on the register of shareholders on 24th April, 2001.
7. To re-appoint Deloitte Touche Tohmatsu Shanghai Certified Public Accountants Ltd. and Deloitte Touche Tohmatsu as the Company's PRC and international auditors for the year of 2001 and authorise the Directors to determine their remunerations.
8. To accept the resignation of Mr. WANG Yunjie (王雲杰) as an independent non-executive director of the Company and to authorise the board of directors to terminate the Company's service contracts or letter of appointment with Mr. WANG Yunjie (王雲杰), upon such terms and conditions as the board of directors shall think fit and to do all such acts and things to give effect to such matters.

9. To elect Mr. LIU Xinxi (劉新熙) as an independent non-executive director of the Company to replace Mr. WANG Yunjie (王雲杰) to hold office until the date of the annual general meeting of the Company for the year of 2003 and to authorise the board of directors to enter into service contract or letter of appointment with Mr. LIU Xinxi (劉新熙) upon such terms and conditions as the board of directors shall think fit and to do all such acts and things to give effect to such matters.
10. To authorise the board of directors to terminate the Company's service contract with Mr. CAI Jihua (蔡繼華), the resigning supervisor representing the staff and workers, upon such terms and conditions as the board of directors shall think fit and to do all such acts and things to give effect to such matters.
11. To authorise the board of directors to enter into service contract with Ms. YANG Mingjie (楊明潔), who was on 15th March, 2001 elected by the general meeting of the representatives of the staff and workers of the Company as supervisor representing the staff and workers to replace Mr. CAI Jihua (蔡繼華), upon such terms and conditions as the board of directors shall think fit and to do all such acts and things to give effect to such matters.

By Order of the Board
HUANG Dongfeng
Company Secretary

16 March 2001

Notes:

- (i) Any shareholder entitled to attend and vote at the meeting mentioned above is entitled to appoint one or more proxies to attend and vote at the meeting on his/her behalf in accordance with the Articles of Association of the Company. A proxy need not be a shareholder of the Company.
- (ii) In order to be valid, the proxy form of holders of H Shares 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 Company's H Share Registrars, Hong Kong Registrars Limited at 2nd Floor, Vicwood Plaza, 199 Des Voeux Road Central, Hong Kong not less than 24 hours before the time for holding the meeting or 24 hours before the time appointed for taking the poll.

- (iii) Shareholders or their proxies shall produce their identity documents when attending the meeting.
- (iv) The register of shareholders of the Company will be closed from Tuesday, 17 April 2001 to Thursday, 17 May 2001 (both days inclusive), during which period no transfer of shares will be registered.
- (v) Shareholders whose names appear in the register of shareholders on Tuesday, 17 April 2001 are entitled to attend and vote at the meeting.
- (vi) Shareholders who intend to attend the meeting shall complete and lodge the reply slip for attending the meeting at the Company's legal address at 15 Yejin Avenue, Guixi City, Jiangxi, PRC on or before Friday, 27 April 2001. The reply slip may be delivered to the Company by hand, by post, by cable or by fax (at fax no.: (86) 701-3777013).
- (vii) The final dividend for the year ended 31 December 2000 is expected to be paid on Thursday, 31 May 2001 to the shareholders whose names appear on the register of shareholders on Tuesday, 24 April 2001.
- (viii) In order to qualify for the final dividend mentioned above, holders of H Shares whose transfers have not been registered shall deposit the transfers at the Company's H Share Registrars, Hong Kong Registrars Limited together with the relevant share certificates not later than 4:00 p.m. on Thursday, 12 April 2001.
- (ix) The Annual General Meeting is not expected to take more than half a day. Shareholders or their proxies attending the Annual General Meeting shall be responsible for their own travel and accommodation expenses.
- (x) Concerning item 8 of this notice, the Company has received a letter dated 6 December 2000 from Mr. WANG Yunjie resigning as an independent non-executive director of the Company. However, such resignation is still subject to the approval by the shareholders of the Company in general meeting.
- (xi) Concerning item 9 of this notice, the directors wish to state that a shareholder of the Company has given written notice to the Company pursuant to Article 95 of the Company's Articles of Association of the intention to nominate Mr. LIU Xinxi as candidate for election as a director to replace Mr. WANG Yunjie and Mr. Liu Xinxi has given written notice to the Company of his willingness to accept the nomination.

- (xii) Concerning item 10 and 11 of this notice, the association of the staff and workers of the Company has given written notice to the Company that it has received a letter dated 20 February 2001 from Mr. CAI Jihua, resigning as supervisor representing the staff and workers. On 15 March 2001, the general meeting of representatives of the staff and workers of the Company consented to the resignation tendered by such supervisor and elected Ms. YANG Mingjie as supervisor representing the staff and workers through democratic election to replace Mr. CAI Jihua. Ms. YANG Mingjie has given written notice to the Company of her willingness to act as supervisor. According to the Company's Articles of Association, the remuneration of the supervisors and method of payment require the approval of the shareholders of the Company in general meeting. Accordingly, approval is sought from shareholders for authorising the board of directors to terminate the Company's existing service contract with the resigning supervisor representing the staff and workers and to enter into service contract with the newly elected supervisor representing the staff and workers.