

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 Wednesday, 12th June, 2002 for the following purposes:

1. To consider and approve the report of the Board of Directors for the year of 2001.
2. To consider and approve the report of the Supervisory Committee for the year of 2001.
3. To consider and approve the audited Financial Statements and the auditors’ report for the year of 2001.
4. To consider and approve the scheme of profit distribution for the year of 2001.
5. To accept the resignation of Mr. LONG Tao (龍濤) as an independent non-executive director of the Company and to authorise the Board of Directors to terminate the Company’s service contract or letter of appointment with Mr. LONG Tao (龍濤) 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.
6. To elect Mr. KANG Yi (康義) as an independent non-executive director of the Company to replace Mr. LONG Tao (龍濤) 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. KANG Yi (康義) 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.
7. To accept the resignation of Mr. CUI Guisheng (崔貴生) as an executive director of the Company and to authorise the Board of Directors to terminate the Company’s service contract or letter of appointment with Mr. CUI Guisheng (崔貴生) 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.
8. To elect Mr. LIANG Qing (梁青) as an executive director of the Company to replace Mr. CUI Guisheng (崔貴生) 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. LIANG Qing (梁青) 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 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 2002 and authorise the Board of Directors to determine their remunerations.

By Order of the Board
HUANG Dongfeng
Company Secretary

Jiangxi, PRC, 11th April, 2002.

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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 Shares 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) The holders H Shares or their proxies shall produce their identity documents when attending the meeting.
- (iv) The register of holders of H Shares of the Company will be closed from Monday, 13th May, 2002 to Wednesday, 12th June, 2002 (both days inclusive), during which period no transfer of shares will be registered.
- (v) The holders of H Shares whose names appear in the register of holders of H Shares on Monday, 13th May, 2002 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 Thursday, 23rd May, 2002. 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 31st December, 2001 is expected to be paid on Friday, 5th July, 2002 to the holders of H Shares whose names appear on the register of holders of H Shares on Tuesday, 21st May, 2002.
- (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 Shares Registrars, Hong Kong Registrars Limited together with the relevant share certificates not later than 4:00 p.m. on Friday, 10th May, 2002. The registered day and the relevant details of the proposed final dividend of the holders of A Shares will be disclosed by means of press announcement.
- (xi) 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 items 5 and 7 of this notice, the Company has received letters from Mr. LONG Tao and Mr. CUI Guisheng resigning as an independent non-executive director and an executive director of the Company respectively. However, the resignations are still subject to the approval by the shareholders of the Company in general meeting.
- (xi) Concerning items 6 and 8 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. KANG Yi and Mr. LIANG Qing as candidates for election as directors to replace Mr. LONG Tao and Mr. CUI Guisheng respectively and Mr. KANG Yi and Mr. LIANG Qing have given written notices to the Company of their willingness to accept the nomination. Mr. KANG Yi, age 62, male, is a professor-grade senior engineer and model labour of the State. He has been deputy general manager of the former China National Nonferrous Metals Industry Corporation (中國有色金屬工業總公司) and deputy director of the State Nonferrous Metals Industry Management Bureau (國家有色金屬工業管理局) and is now the chairman of China Nonferrous Metals Industry Association (中國有色金屬工業協會) and president of China Nonferrous Metals Institute (中國有色金屬學會理事長). He has over 30 years of experience in management of nonferrous metals enterprise. Mr. LIANG Qing, age 48, male, is a university graduate and is now a director and general manager of China Minmetals H.K. (Holdings) Limited. He has over 10 years of experience in international trading.