

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, 15th Yejin Avenue, Guixi City, Jiangxi Province, the People’s Republic of China (“PRC”) at 10:00a.m. on 11 June 2003 (Wednesday) for the following purposes:-

1. To consider and approve the report of the Board of Directors for the year of 2002.
2. To consider and approve the report of the Supervisory Committee for the year of 2002.
3. To consider and approve the audited Financial Statements and the Auditors’ Report for the year of 2002.
4. To consider and approve the proposal for distribution of profit for the year of 2002.
5. To consider and approve the allowance to the independent non-executive directors and the remuneration of the supervisors for the year of 2002.
6. To re-elect Mr. He Changming, Ms. Qi Huaiying, Mr. Du Xinmin, Mr. Wang Chiwei, Mr. Gao Jianmin, Mr Liang Qing, Mr. Kang Yi, Mr. Shi Zhongliang and Mr. Liu Xinxi, existing directors of the Board of Directors and to elect Mr. Li Yihuang and Mr. Yin Hongshan as directors for the next term of office; to authorize the Board of Directors to enter into service contracts and/or appointment letters with all the newly elected executive directors and non-executive directors respectively 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 elect Mr. Gan Chengjiu, Mr. Li Ping, and Mr. Wang Maoxian as supervisors representing the shareholders and to confirm the appointment of Mr. Li Baomin and Mr. Hu Faliang as supervisors representing staff of the Company for the next term of office; to authorize the Board of Directors to enter into undertaking letters with all the newly elected supervisors representing the shareholders and representing the staff respectively and to do all such acts and things to give effect to such matters.
8. To consider and approve the annual salary and the increment thereof for the executive directors and supervisors, the bonus for the executive directors and senior management and allowance to the independent non-executive directors of the next term of office and to authorize the Board of Directors to deal with such matters.
9. To re-appoint Deloitte Touche Tohmatsu Certified Public Accountants Ltd. and Deloitte Touche Tohmatsu as the Company’s PRC and international auditors for the year of 2003 and authorise the Board of Directors to determine their remunerations.

By Order of the Board
Huang Dongfeng
Company Secretary

Jiangxi Province, the PRC, 8 April 2003

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 Rooms 1901-1905, 19/F, Hopewell Centre, 183 Queens’ Road East, Wanchai, 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 of H Shares or their proxies shall produce their identity documents when attending the meeting.
- (iv) The register of holders of shares of the Company will be closed from 12 May 2003 (Monday) to 11 June 2003 (Wednesday) (both days inclusive), during which period no transfer of shares will be registered.
- (v) The holders of shares of the Company whose names appear on the register of holders of shares of the Company on 12 May 2003 (Monday) are entitled to attend and vote at the meeting.

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- (vi) The holders of shares of the Company who intend to attend the meeting shall complete and lodge the reply slip for attending the meeting at the Company's legal address at 15th Yejin Avenue, Guixi, Jiangxi Province, the People's Republic of China on or before Thursday, 22 May 2003. 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 2002 is expected to be paid on or before 4 July 2003 (Friday) to the holders of shares of the Company whose names appear on the register of holders of shares of the Company on 19 May 2003 (Monday).
- (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 together with the relevant share certificates, at the Company's H Shares Registrars, Hong Kong Registrars Limited at Rooms 1712-1716, 17/F, Hopewell Centre, 183 Queens' Road East, Wanchai, Hong Kong not later than 4:00 p.m. on 9 May 2003 (Friday). The registration day and the relevant details of the proposed final dividend of the holders of A Shares will be disclosed by means of press announcement.
- (ix) The Annual General Meeting is expected to take not 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 6 of this notice, the term of office for all the existing directors will expire at the forthcoming annual meeting. The service contracts and/or appointment letters entered into with the existing executive directors and non-executive directors respectively will terminate upon the expiry of the term of office for the directors. Accordingly, approval is sought from shareholders to renew the directors' appointment, to determine the remuneration of the directors and to authorize the Board of Directors to enter into new service contracts and/or appointment letters with the newly elected executive directors and non-executive directors respectively. As at the date of the meeting of the Board of Directors held on 8 April 2003, the Company has received from a shareholder the written notice of the intention to nominate candidates for election as directors and the respective written notices by such candidates of their willingness to accept the nominations. Except Mr. Li Yihuang and Mr. Yin Hongshan who will be in place of Mr. Yuen Zeping and Mr. Sun Chuanyao respectively, all other candidates are existing directors. Please refer to the section headed "Directors, Supervisors and Senior Management and Details of Employees" of the Annual Report 2002 for the respective profiles of the existing directors to be re-elected and Mr. Li Yihuang. Profile of Mr. Yin Hongshan - Mr. Yin Hongshan, born in August 1945, is a Senior Economist. He is currently the Chief Secretary to the Metallurgical Branch of the Chinese Labour Society. He had been the Deputy Chief Economist of Jiangxi Provincial Department of Metallurgy of Jiangxi Province, Research Officer of the Development and Research Centre of Jiangxi Provincial Government and the Strategic Consultation Committee of the Jiangxi Provincial Government. He has over 30 years of experience in metallurgical corporate engineering technology, management and capital operation as well as human resources management. Mr. Yin graduated from Tianjin University majoring in metal physics chemistry.
- (xi) Concerning item 7 of this notice, the term of office for all the existing supervisors shall expire at the forthcoming annual general meeting. Accordingly, approval is sought from shareholders of the Company to renew the appointment of the supervisors representing the shareholders and to authorize the Board of Directors of the Company to enter into new undertaking letters with the newly elected supervisors representing the shareholders and representing the staff of the Company respectively. The supervisors representing the staff shall be elected through democratic election by the staff of the Company. Please refer to the appendix for profiles of the respective candidates.

APPENDIX: PROFILES OF SUPERVISORS PROPOSED TO BE APPOINTED

Gan Chengjiu, born in February 1962, is a Senior Accountant and the Chief Accountant of Jiangxi Copper Corporation. Mr. Gan has been engaging in financial management in Jiangxi Copper Corporation with extensive experience in finance, accounting and assets management. Mr. Gan graduated from Zhejiang Metallurgic and Economics Technical School majoring in accounting. He obtained a bachelor's degree in Economics of Jiangxi Financial University in June 1996.

Li Ping, born in March 1958, is a Senior Engineer and the Deputy General Manager of Jianxi Copper Corporation. He was once the Director of Dexing Copper Mine. Mr. Li has been working for Jiangxi Copper Corporation for over 20 years and has a wide range of experience in mechanical engineering, equipment and management. Mr. Li graduated from Northeast University majoring in mechanical engineering of copper mine.

Li Baomin, born in May 1957, is a Senior Economist. Mr. Li held a number of management positions in Jiangxi Copper Corporation with extensive management experience. He graduated from the Faculty of History of Jiangxi Teachers' University, the Corporate Management College of Fudan University in 1992 and postgraduate programme of economics of Jiangxi Provincial Party Committee College in 2001.

Wang Maoxian, born in February 1952, is a Senior Accountant. He held a number of management positions and has extensive experience in finance, accounting and personnel management. Mr. Wang graduated from Central Finance and Monetary College majoring in finance and accounting.

Hu Faliang, born in February 1959, is a Senior Economist. He is currently the Chairman of the Labour Union of the Company and had been the Deputy Director of Yongping Copper Mine with extensive experience in management. Mr. Hu graduated from Zhejiang Metallurgic and Economics Technical College majoring in planning statistics.