

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, the People's Republic of China ("PRC") at 10:00 a.m. on 20 May, 2004 (Thursday) for the following purposes:-

1. To consider and approve the report of the Board of Directors for the year of 2003.
2. To consider and approve the report of the Supervisory Committee for the year of 2003.
3. To consider and approve the audited Financial Statements and the Auditors' Report for the year of 2003.
4. To consider and approve the proposal for distribution of profit for the year of 2003.
5. 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 2004 and authorise any two executive directors of the Company to determine their remunerations and to enter into the service agreement and other related documents with them.
6. To consider and approve the following resolution :-

"THAT

- (a) subject to the limitations imposed by (c) and (d) below and in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"), the listing rules of the London Stock Exchange Limited (the "London Listing Rules") (where applicable), the Company Law of the PRC (the "Company Law"), and other applicable rules and regulations of the PRC (in each case as amended from time to time), a general unconditional mandate be and it is hereby granted to the board of directors of the Company (the "Board of Directors") to exercise once or more than once during the Relevant Period (as defined below) all the powers of the Company to allot and issue new foreign listed shares of the Company ("H Shares") on such terms and conditions as the Board of Directors may determine and that, in the exercise of their power to allot and issue shares, the authority of the Board of Directors shall include (without limitation):
 - (i) the determination of the number of the H Shares to be issued;
 - (ii) the determination of the issue price of the new H Shares;
 - (iii) the determination of the opening and closing dates of the issue of new H Shares;
 - (iv) the determination of the number of new H Shares (if any) to be issued to the existing shareholders;
 - (v) the making or grant of offers, agreements and options which might require the exercise of such powers;
 - (vi) in the case of an offer or allotment of H Shares to the shareholders of the Company, the exclusion of offer or allotment to shareholders resided outside Hong Kong who are subject to prohibitions or requirements under overseas laws or regulations or for some other reasons which the Board of Directors consider expedient;

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- (b) upon the exercise of the powers pursuant to paragraph (a) above, the Board of Directors may during the Relevant Period make and grant offers, agreements and options which might require the H Shares relating to the exercise of the authority thereunder being allotted and issued after the expiry of the Relevant Period.
- (c) the aggregate amount of the H Shares to be allotted or conditionally or unconditionally agreed to be allotted and issued (whether pursuant to the exercise of options or otherwise) by the Board of Directors pursuant to the authority granted under paragraph (a) above (excluding any shares which may be allotted and issued upon the conversion of the capital reserve fund into capital in accordance with the Company Law or the Articles of Association of the Company) shall not exceed 20% of the aggregate amount of the H Shares in issue as at the date of passing of this Resolution;
- (d) the Board of Directors in exercising the mandate granted under paragraph (a) above shall (i) comply with the Company Law, other applicable laws and regulations of the PRC, and the Listing Rules and the London Listing Rules (where applicable) (in each case, as amended from time to time) and (ii) be subject to the approval of the China Securities Regulatory Commission and relevant authorities of the PRC;
- (e) for the purposes of this Resolution:

“Relevant Period” means the period from the date of the passing of this Resolution until whichever is the earlier of:

 - (i) the conclusion of the next annual general meeting of the Company; and
 - (ii) the date on which the mandate granted by this Resolution is revoked or varied by a special resolution of the shareholders in general meeting;
- (f) the Board of Directors shall, subject to the relevant approvals being obtained from the relevant authorities and to the compliance with the Company Law and other applicable laws and regulations of the PRC, increase the Company’s registered share capital corresponding to the relevant number of shares allotted and issued upon the exercise of the mandate given pursuant to paragraph (a) of this Resolution;
- (g) subject to (i) the Listing Committee of The Stock Exchange of Hong Kong Limited and (ii) where applicable, the relevant stock exchange on which the H Shares of the Company are listed, granting listing of, and permission to deal in, the H shares of the Company proposed to be issued by the Company and to the approval of the China Securities Regulatory Commission for the issue of shares being granted, the Board of Directors be and they are hereby authorised to amend, as they may deem appropriate and necessary, the Articles of Association of the Company to reflect the change in the share capital structure of the Company in the event of an exercise of the authority granted under paragraph (a) to allot and issue new H Shares. ”

By Order of the Board
Huang Dongfeng
Company Secretary

Jiangxi, PRC, 11 March, 2004

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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 Share 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 20 April, 2004 (Tuesday) to 20 May, 2004 (Thursday) (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 20 April, 2004 (Tuesday) are entitled to attend and vote at the meeting.
- (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 City, Jiangxi, the People's Republic of China on or before Friday, 30 April, 2004. 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, 2003 is expected to be paid on or before 7 June, 2004 (Monday) to the holders of shares of the Company whose names appear on the register of holders of shares of the Company on 27 April, 2004 (Tuesday) based on 1,156,482,000 H shares in issue.
- (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 Share 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 19 April, 2004 (Monday). The registration date 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 less than half a day. Shareholders or their proxies attending the Annual General Meeting shall be responsible for their own travel and accommodation expenses.