

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.



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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (“**AGM**”) of Jiangxi Copper Company Limited (the “**Company**”) will be held at the Conference Room at JCC International Plaza, 7666 Chang Dong Avenue, High-tech Development Zone, Nanchang, Jiangxi, the People’s Republic of China (“**PRC**”) on Tuesday, 12 June 2018 at 2:30 p.m. for the following purposes:

BY WAY OF ORDINARY RESOLUTIONS:

1. To consider and approve the report of the board (the “**Board**”) of directors (the “**Director(s)**”) of the Company for the year of 2017.
2. To consider and approve the report of the supervisory committee of the Company (the “**Supervisory Committee**”) for the year of 2017.
3. To consider and approve the audited financial statements and the auditors’ report of the Company for the year of 2017.
4. To consider and approve the proposal for distribution of profit of the Company for the year of 2017.

5. To elect executive Directors for the term of office commencing on the date of the AGM to the date of the annual general meeting of the Company for the year of 2020:
 - (i) Mr. Long Ziping
 - (ii) Mr. Wu Yuneng
 - (iii) Mr. Wang Bo
 - (iv) Mr. Wu Jinxing
 - (v) Mr. Gao Jianmin
 - (vi) Mr. Liang Qing
 - (vii) Mr. Dong Jiahui

6. To elect independent non-executive Directors for the term of office commencing on the date of the AGM to the date of the annual general meeting of the Company for the year of 2020:
 - (i) Mr. Tu Shutian
 - (ii) Mr. Liu Erh Fei
 - (iii) Dr. Zhou Donghua
 - (iv) Mr. Liu Xike

7. To elect supervisors of the Company (the “**Supervisors**”) representing the shareholders of the Company (the “**Shareholders**”) for the term of office commencing on the date of the AGM to the date of the annual general meeting of the Company for the year of 2020:
 - (i) Mr. Hu Qingwen
 - (ii) Mr. Zhang Jianhua
 - (iii) Mr. Liao Shengsen

8. To approve annual remuneration scheme of all the Directors and Supervisors of the eighth session of the Board and the Supervisory Committee during their terms of office and to authorize the Board to determine and approve the payment of the annual remuneration:
- (i) annual remuneration of each internal executive Director of the eighth session of the Board during his term of office will be based on the figures of his salary last year (tax inclusive), with the annual adjustment rate being determined by the remuneration committee of the Company by taking into account of the change in the actual operating results of the year;
 - (ii) annual remuneration of each Supervisor of the eighth session of the Supervisory Committee during his term of office will be based on the figures of his salary last year (tax inclusive), with the annual adjustment rate being determined by the remuneration committee of the Company by taking into account of the change in the actual operating results of the year;
 - (iii) annual remuneration of each external executive Director of the eighth session of the Board during his term of office will be RMB200,000 (tax inclusive); and
 - (iv) annual allowance (or travel expense) of each independent non-executive Director of the eighth session of the Board during his term of office will be RMB100,000 (tax inclusive).
9. To appoint Ernst & Young Hua Ming LLP and Ernst & Young as the domestic and overseas auditors of the Company respectively for the year 2018, and to authorize any one executive Director to determine their remunerations at his discretion in accordance with their amount of work and to enter into the service agreements and other related documents with Ernst & Young Hua Ming LLP and Ernst & Young.
10. To consider and, if thought fit, to approve the proposed provision of guarantees of a total amount not exceeding US\$1.8 billion (the “**Proposed Guarantees**”) by the Company to its wholly-owned subsidiaries Jiangxi Copper Hong Kong Company Limited (“**JCHK**”) and Jiangxi Copper (Hong Kong) Investment Company Limited (“**JCI**”), for the application to financial institutions (including financial institutions and factoring companies) for comprehensive credit facilities (the “**Comprehensive Credit Facilities**”), including:
- (i) to authorize the Company to provide guarantees of a total amount not exceeding US\$0.2 billion to JCHK for the application for Comprehensive Credit Facilities;
 - (ii) to authorize the Company to provide guarantees of a total amount not exceeding US\$1.6 billion to JCI for the application for Comprehensive Credit Facilities;

- (iii) to authorise any one executive Director to sign, seal, execute, perfect, deliver and do all such documents, deeds, acts, matters and things for and on behalf of the Company as he may in his discretion consider necessary or desirable or expedient for the purpose of or in connection with the Proposed Guarantees; and
- (iv) the aforementioned authorization shall be valid from the date of the AGM to the date of the annual general meeting of the Company for the year of 2018.

BY WAY OF SPECIAL RESOLUTION:

11. To consider and approve the issue of overseas USD-denominated bonds in the aggregate principal amount of US\$0.8 billion to US\$1 billion (“**Proposed Bonds**”) in one or multiple tranche(s) (“**Proposed Issuance of Bonds**”) and generally and unconditionally authorise any two of the internal executive Directors to handle relevant matters of the Proposed Issuance of Bonds and the listing of Proposed Bonds in accordance with the laws, regulations and normative documents as well as the market conditions when the issuance takes place, including but not limited to:
- (i) formulation and implementation of specific issuance proposal for the Proposed Issuance of Bonds in view of the specific conditions of the Company and the market, including but not limited to the issuing body, issuance timing, issuance size, number of issuance tranches, terms of bonds, interest rates of bonds and determination methods, use of proceeds, relevant matters relating to listing of the Proposed Bonds and formulation of bond repayment guarantee measures, etc., to the extent not in violation of the resolutions of the general meeting, the resolutions of the Board and relevant laws, regulations and normative documents of the PRC, the listing rules of the stock exchanges on which the shares of the Company are listed and the articles of association of the Company (the “**Articles of Association**”);
 - (ii) determining and engaging intermediaries participating in the Proposed Issuance of Bonds on behalf of the Company and taking any actions in respect of necessary appointment, including but not limited to the signing of relevant appointment documents;
 - (iii) carrying out all negotiation in relation to the Proposed Issuance of Bonds, the signing (with seal affixed if necessary), delivery, information disclosure and other relevant matters in relation to the contracts and other legal documents of the Proposed Issuance of Bonds on behalf of the Company, and handling all necessary procedures involved in the Proposed Issuance of Bonds on behalf of the Company, including application to, registration and filing with the relevant regulatory departments;

- (iv) handling relevant matters relating to the Proposed Issuance of Bonds, including but not limited to authorizing, signing, executing, amending, arranging publication or completing all necessary documents, contracts, agreements, different types of announcements and other legal documents related to the Proposed Issuance of Bonds and listing of the Proposed Bonds, as well as making relevant information disclosure and handling relevant matters relating to repayment of principals and interests for the Proposed Bonds;
- (v) save for the matters required to be re-approved by the Board in accordance with the provisions of relevant laws, regulations and normative documents of the PRC, the listing rules of the stock exchanges on which the shares of the Company are listed and the Articles of Association, making corresponding adjustments to relevant matters relating to the Proposed Issuance of Bonds in accordance with opinions of relevant regulatory departments, changes in policies or changes in market conditions, or determining whether to proceed with the Proposed Issuance of Bonds in accordance with the actual conditions;
- (vi) to approve, confirm and ratify any action or procedure relating to the Proposed Issuance of Bonds already taken by the Company;
- (vii) handling such other matters in relation to the Proposed Issuance of Bonds; and
- (viii) the Proposed Issuance of Bonds and the abovementioned relevant authorization will be effective for 24 months from the date of approval at the AGM.

By Order of the Board of
Jiangxi Copper Company Limited
Long Ziping
Chairman

27 April 2018
Jiangxi Province, the PRC

As at the date of this notice, the executive directors of the Company are Mr. Long Ziping, Mr. Gao Jianmin, Mr. Liang Qing, Mr. Wang Bo, Mr. Wu Jinxing and Mr. Wu Yuneng; and the independent non-executive directors of the Company are Mr. Tu Shutian, Mr. Liu Erh Fei and Dr. Zhou Donghua.

Notes:

- (i) Any Shareholder entitled to attend and vote at the AGM mentioned above is entitled to appoint one or more proxies to attend and vote at the AGM on his/her behalf in accordance with the Articles of Association. A proxy need not be a Shareholder.
- (ii) In order to be valid, the 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 authority shall be deposited at the Secretariat of the Board of the Company at 3rd Floor, JCC International Plaza, 7666 Chang Dong Avenue, High-tech Development Zone, Nanchang, Jiangxi, the People's Republic of China (Postal Code: 330096) (in the case of proxy form of holder of Domestic Shares) or 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 proxy form of holders of H Shares) not less than 24 hours before the time for holding the AGM or 24 hours before the time appointed for taking the poll.
- (iii) Shareholders or their proxies shall produce their identity documents when attending the AGM.
- (iv) In order to determine the identity of the Shareholders entitled to attend and vote at the AGM, the register of members of the Company will be closed from Saturday, 12 May 2018 to Tuesday, 12 June 2018 (both days inclusive), during which period no share transfer will be registered.
- (v) Shareholders whose names appear on the register of members of the Company on Tuesday, 12 June 2018 are entitled to attend and vote at the AGM.
- (vi) In order to attend and vote at the AGM, holders of H shares whose transfers have not been registered shall deposit the transfer forms together with the relevant share certificates, at the Company's H Share Registrars, Hong Kong Registrars Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, 11 May 2018.
- (vii) Shareholders who intend to attend the AGM shall complete and lodge the reply slip for attending the AGM at Secretariat of the Board of Jiangxi Copper Company Limited at 3rd Floor, JCC International Plaza, 7666 Chang Dong Avenue, High-tech Development Zone, Nanchang, Jiangxi, the People's Republic of China (Postal Code: 330096) on or before 23 May 2018. The reply slip may be delivered to the Company by hand, by post or by fax (at fax no.: (86) 791-82710114).
- (viii) In order to determine the identity of the Shareholders entitled to receive the final dividend of the Company for the year ended 31 December 2017, the register of members of the Company will be closed from Wednesday, 20 June 2018 to Tuesday, 26 June 2018 (both days inclusive), during which period no share transfer will be registered.
- (ix) The final dividend for the year ended 31 December 2017 will be payable to the Shareholders whose names appear on the register of members on Tuesday, 26 June 2018.
- (x) In order to qualify for the final dividend mentioned above, holders of H shares whose transfers have not been registered shall deposit the transfer forms together with the relevant share certificates, at the Company's H Share Registrar, Hong Kong Registrars Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Tuesday, 19 June 2018.

(xi) The AGM is not expected to take more than half a day. Shareholders or their proxies attending the AGM shall be responsible for their own travel and accommodation expenses.

(xii) **IMPORTANT:**

- (a) The voting at the meeting in respect of Resolutions No. 5, 6 and 7 in relation to the proposed election of executive Directors, independent non-executive Directors and Supervisors (as the case may be) shall be conducted by way of cumulative voting. In respect 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 proposed executive Directors, independent non-executive Directors or Supervisors.
- (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, 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 proposed executive Directors, i.e. 7, and this particular allocation of votes may only be cast on the proposed executive Director 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 proposed independent non-executive Directors, i.e. 4, and this particular allocation of votes may only be cast on the proposed independent non-executive Director candidates; and (iii) for the election of Supervisors, 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 proposed Supervisors, i.e. 3, and this particular allocation of votes may only be cast on the proposed Supervisor candidates.

For illustration, if you hold 100 shares, the total number of votes you may cast in respect of Resolution No. 5 will be 700 votes, and this particular allocation of votes may only be cast on the proposed executive Director candidates. You may cast 700 votes evenly among 7 proposed executive Director candidates, or to place all your votes on one particular candidate or cast your votes diversely to more than one candidates. The same voting method applies to the voting of Resolution No. 6 and Resolution No. 7.

Please specify the number of votes cast for each of the candidates for executive Director, independent non-executive Director and Supervisor in the box marked "Number of Votes". Failure to specify the number of votes cast for each of the candidate will entitle your proxy to cast your vote at his discretion.

- (c) Please note with particular attention that, if the total number of votes you have cast exceeds the maximum votes you have, all the votes cast by you shall be invalid and you shall be deemed as having waived your right to vote.