



**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)

**Proxy Form of Holders of H Shares for use at the Annual General Meeting**

I/We <sup>(Note 1)</sup> \_\_\_\_\_ of \_\_\_\_\_

being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ H Shares in Jiangxi Copper Company Limited (the “Company”)

HEREBY APPOINT <sup>(Note 3)</sup> \_\_\_\_\_ of \_\_\_\_\_

or failing him <sup>(Note 3)</sup> \_\_\_\_\_ of \_\_\_\_\_

\_\_\_\_\_ or failing him, the Chairman of the meeting or any other director of the Company as my/our proxy in respect of <sup>(Note 4)</sup> \_\_\_\_\_ H Shares in the capital of the Company held by me/us to attend and act for me/us at the Annual General Meeting of the Company (“AGM”) to be held at the Conference Room of the Company at JCC International Plaza, 7666 Chang Dong Avenue, High-tech Development Zone, Nanchang, Jiangxi, the People’s Republic of China on Tuesday, 12 June 2018 at 2:30 p.m. or at any adjournment thereof and to vote at such meeting or any adjournment thereof in respect of the resolutions as hereunder indicated or, if no such indication is given, as my/our proxy(ies) think(s) fit.

| Ordinary Resolutions |   | For <sup>(Note 5)</sup> | Against <sup>(Note 5)</sup> | Abstain <sup>(Note 5)</sup> |
|----------------------|---|-------------------------|-----------------------------|-----------------------------|
| 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.                                |                         |                             |                             |

| <b>Ordinary Resolutions (By Way of Cumulative Voting)</b> <i>(Note 6)</i> |   | <b>For</b> | <b>Against</b> | <b>Abstain</b> |
|---|---|------------|----------------|----------------|
| 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 “ <b>Supervisors</b> ”) representing the shareholders of the Company (the “ <b>Shareholders</b> ”) 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   |            |                |                |

| <b>Ordinary Resolutions</b> |   | <b>For</b>                         | <b>Against</b>                         | <b>Abstain</b>                         |
|-----------------------------|---|------------------------------------|--|--|
| 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.  |                                    |  |  |
| 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 approve the proposed provision of guarantees of a total amount not exceeding US\$1.8 billion by the Company to Jiangxi Copper Hong Kong Company Limited and Jiangxi Copper (Hong Kong) Investment Company Limited, for the application to financial institutions (including financial institutions and factoring companies) for comprehensive credit facilities.  |                                    |  |  |
| <b>Special Resolution</b>   |   | <b>For</b> <small>(Note 5)</small> | <b>Against</b> <small>(Note 5)</small> | <b>Abstain</b> <small>(Note 5)</small> |
| 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 (“ <b>Proposed Bonds</b> ”) in one or multiple tranche(s) (“ <b>Proposed Issuance of Bonds</b> ”) and the authorization to any two of the internal executive Directors to handle relevant matters relating to the Proposed Issuance of Bonds and the listing of Proposed Bonds. |                                    |  |  |

Dated this \_\_\_\_\_ day \_\_\_\_\_ of 2018

Signature(s) (Note 7): \_\_\_\_\_

Notes:

1. Please insert the full name(s) and address(es) (as shown in the register of the members) in **BLOCK CAPITALS**.
2. Please insert the number of shares in the Company registered in your name(s).
3. Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.** A proxy need not be a shareholder of the Company but must attend the meeting in person to represent you.
4. **PLEASE INDICATE CLEARLY THE NUMBER OF SHARES IN THE COMPANY REGISTERED IN YOUR NAME(S) IN RESPECT OF WHICH THE PROXY IS SO APPOINTED.** If no such number is inserted, the proxy is deemed to be appointed in respect of all the shares in the Company registered in your name(s).
5. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK IN THE BOX MARKED “AGAINST”. IF YOU WISH TO ABSTAIN FROM VOTING ON ANY RESOLUTION, TICK IN THE BOX MARKED “ABSTAIN”. ANY ABSTAIN VOTE OR WAIVER TO VOTE SHALL BE DISREGARDED AS VOTING RIGHTS FOR THE PURPOSE OF CALCULATING THE RESULT OF THAT RESOLUTION.** If you wish to vote only part of the H shares in respect of which the proxy is so appointed, please state the exact number of shares in lieu of a tick in the relevant box. Failure to tick or state the exact number of shares in any box will entitle your proxy to cast your vote at his discretion.
6. **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.
7. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must either be executed under its common seal or under the hand of an officer or attorney or other person duly authorised.
8. To be valid, this 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 other authority, must be deposited at the Company’s Secretariat of the Board 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 the proxy form by holders of domestic shares) or at the Company’s H Share Registrars, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (in the case of the proxy form by holders of H shares) not less than 24 hours before the time appointed for the holding of the meeting or 24 hours before the time appointed for taking the poll.