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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in doubt** as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in **Jiangxi Copper Company Limited**, you should at once hand this circular and the accompanying form of proxy and reply slip to the purchaser or the transferee or to the bank or stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**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)

**(1) PROPOSED AMENDMENTS TO THE RULES  
FOR INDEPENDENT DIRECTORS**  
**(2) PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR  
AND**  
**(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

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All the terms used in this circular have the meanings set out in the section headed “Definitions” of this circular. A letter from the Board is set out on pages 1 to 32 of this circular.

A notice convening the EGM 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 PRC at 3:00 p.m. on Wednesday, 10 July 2024 is set out on pages 33 to 35 of this circular.

If you intend to attend the EGM, please complete and return the reply slip enclosed in this circular in accordance with the instructions printed thereon to the Secretariat of the Board at 3rd Floor, JCC International Plaza, 7666 Chang Dong Avenue, High-tech Development Zone, Nanchang, Jiangxi, the PRC (Postal Code: 330096) as soon as possible and in any event no later than Wednesday, 3 July 2024. The reply slip may be delivered by hand, by post or by fax (at fax no.: (86) 791-8271 0114).

Whether or not you are able to attend the EGM, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon to the Company's H Share registrar, Hong Kong Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 24 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form(s) of proxy will not preclude you from attending and voting in person at the EGM should you so wish.

19 June 2024

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## DEFINITIONS

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*In this circular, the following expressions have the following meanings unless the context otherwise requires:*

“A Share(s)”	A share(s) of nominal value of RMB1.00 each in the ordinary share capital of the Company which are listed on the Shanghai Stock Exchange
“Board”	the board of Directors
“Company”	Jiangxi Copper Company Limited (江西銅業股份有限公司), a Sino-foreign joint venture joint stock limited company incorporated in the PRC
“controlling shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	director(s) of the Company
“EGM”	an extraordinary general meeting of the Company 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 PRC at 3:00 p.m. on Wednesday, 10 July 2024
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“H Share(s)”	overseas listed foreign share(s) in the ordinary share capital of the Company, with a nominal value of RMB1.00 each, which are listed on the Stock Exchange and traded in Hong Kong dollars
“Latest Practicable Date”	17 June 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Notice of EGM”	the notice dated 19 June 2024 convening the EGM as set out on pages 33 to 35 of this circular

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## DEFINITIONS

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“PRC”	the People’s Republic of China (and where the context requires, references in this circular to the PRC do not apply to Hong Kong, the Macau Special Administrative Region of the PRC or Taiwan)
“RMB”	Renminbi, the lawful currency of the PRC
“Rules for Independent Directors”	the Rules for Independent Directors of Jiangxi Copper Company Limited as amended from time to time
“Share(s)”	the A Share(s) and/or H Share(s)
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules

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## LETTER FROM THE BOARD

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# 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)

### **Board of Directors**

#### *Executive Directors:*

Mr. Zheng Gaoqing (*Chairman*)

Mr. Zhou Shaobing (*Deputy chairman*)

Mr. Gao Jian-min

Mr. Liang Qing

Mr. Liu Fangyun

#### *Independent non-executive Directors:*

Mr. Wang Feng

Mr. Li Shuidi

Ms. Lai Dan

Ms. Liu Shuying

#### *Legal address:*

15 Yejin Avenue

Guixi City

Jiangxi Province

The PRC

#### *Principal place of business in Hong Kong*

Suite 4501, 45th Floor

Office Tower

Convention Plaza

1 Harbour Road

Wanchai

Hong Kong

19 June 2024

*To the Shareholders*

Dear Sir or Madam,

**(1) PROPOSED AMENDMENTS TO THE RULES  
FOR INDEPENDENT DIRECTORS  
(2) PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR  
AND  
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

### **I. INTRODUCTION**

The purpose of this circular is to provide you with, among other things, information regarding (i) the proposed amendments to the Rules for Independent Directors; and (ii) the proposed appointment of executive Director; together with (iii) the Notice of EGM.

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## LETTER FROM THE BOARD

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### II. PROPOSED AMENDMENTS TO THE RULES FOR INDEPENDENT DIRECTORS

Reference is made to the announcement of the Company dated 13 June 2024 in relation to, among other things, the proposed amendments to the Rules for Independent Directors.

In accordance with the requirements of the Opinions on the Reform of the Independent Directors System for Listed Companies (《關於上市公司獨立董事制度改革的意見》) of the General Office of the State Council, the Administrative Measures for Independent Directors of Listed Companies (《上市公司獨立董事管理辦法》) of the China Securities Regulatory Commission, the Listing Rules (《股票上市規則》) and the Guidelines No. 1 on Self-Regulatory and Supervision for Listed Companies – Standardised Operation (《上市公司自律監管指引第1號－規範運作》) of the Shanghai Stock Exchange and other relevant documents (collectively referred to as the “**New Regulations for Independent Directors**”) and taking into consideration the actual situation of the Company, the Company proposes to amend the Rules for Independent Directors and the main amendments are as follows:

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## LETTER FROM THE BOARD

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<b>The Rules for Independent Directors before amendments</b>	<b>The Rules for Independent Directors after amendments</b>
<p><b>Article 1</b> To ensure the standardized operation of Jiangxi Copper Company Limited (hereinafter referred to as the “Company”) and the execution of duties of independent directors according to law, to ensure the proceedings of independent directors, to better this system of independent directors and improve the work efficiency and scientific decision-making capacity of independent directors, and to give full play to the role of independent directors, this system is formulated in accordance with the Company law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Securities Law of the People’s Republic of China, the Listing Rules of the Shanghai Stock Exchange, the Guiding Opinions on Establishing System of Independent Directors in Listing Companies formulated by China Securities Regulatory Commission (hereinafter referred to as “CSRC”), the Guidelines of the Registration and Training of Independent Directors in Listing Companies of Shanghai Stock Exchange developed by Shanghai Stock Exchange (hereinafter referred to as “SSE”) and other relevant laws, administrative regulations and normative documents, and Articles of Association of Jiangxi Copper Company Limited and its amendments (hereinafter referred to as the “Articles of Association”).</p>	<p><b>Article 1</b> To ensure the standardized operation of Jiangxi Copper Company Limited (hereinafter referred to as the “Company”) and the execution of duties of independent directors according to law, to ensure the proceedings of independent directors, to better this system of independent directors and improve the work efficiency and scientific decision-making capacity of independent directors, and to give full play to the role of independent directors, this system is formulated in accordance with the Company law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Securities Law of the People’s Republic of China, the Listing Rules of the Shanghai Stock Exchange (hereinafter referred to as the “Listing Rules”), the Administrative Measures for Independent Directors of Listed Companies (hereinafter referred to as the “Administrative Measures”) formulated by China Securities Regulatory Commission (hereinafter referred to as “CSRC”), and other relevant laws, administrative regulations and normative documents, and Articles of Association of Jiangxi Copper Company Limited and its amendments (hereinafter referred to as the “Articles of Association”).</p>

## LETTER FROM THE BOARD

<b>The Rules for Independent Directors before amendments</b>	<b>The Rules for Independent Directors after amendments</b>
<p><b>Article 2</b> Independent director of the company refers to director who only acts as a director in the company, and there is no relationship hindering his/her independent, objective judgment between such director and the company employing him/her and the substantial shareholders of the company. Independent director shall be independent from the company and its substantial shareholders. And independent director shall not hold any post other than independent director in the company.</p>	<p><b>Article 2</b> Independent director of the company refers to director who only acts as a director in the company, and who does not have any direct or indirect interest in the company employing him/her and the substantial shareholders or actual controllers of the Company, or any other relationship that may affect his/her ability to make independent and objective judgments.</p>
<p><b>Article 4</b> Independent directors shall be qualified for executing their duties. Acting as an independent director, basic conditions as follows shall be fulfilled:</p> <p>.....</p> <p>(IV) having more than five years of legal, economic or other work experience required by the execution of duties of independent directors;</p> <p>(V) fulfilling the requirements of the following laws, administrative regulations and departmental rules:</p> <p style="padding-left: 20px;">(1) requirements in respect of directors' qualifications in the Company Law;</p> <p style="padding-left: 20px;">(2) requirements in respect of concurrent posts of civil servants in the Civil Servant Law of the People's Republic of China;</p>	<p><b>Article 4</b> Independent directors shall be qualified for executing their duties. Acting as an independent director, basic conditions as follows shall be fulfilled:</p> <p>.....</p> <p>(IV) having more than five years of legal, accounting, economic or other work experience required by the execution of duties of independent directors;</p> <p>(V) having good personal integrity and no major breach of trust or other adverse records;</p> <p>(VI) fulfilling other conditions stipulated by laws, administrative regulations, departmental rules, normative documents and the Articles of Association.</p>



## LETTER FROM THE BOARD

<b>The Rules for Independent Directors before amendments</b>	<b>The Rules for Independent Directors after amendments</b>
<p>(3) requirements of the Notice on Regulating Officers under Direct Supervision by the Organisation Department of the CPC Central Committee Assuming Positions as Independent Directors and Independent Supervisors of Listed Companies and Fund Management Companies after Resignation or Retirement from Government Positions issued by Central Commission for Discipline Inspection of the CPC and the Organisation Department of the CPC Central Committee;</p> <p>(4) requirements on taking concurrent positions by managers of colleges and universities under the Opinions on Enhancing the Anti-Corruption and Encouraging Honest Work of Colleges and Universities issued by Central Commission for Discipline Inspection of the CPC, the Ministry of Education and the Ministry of Supervision;</p> <p>(5) requirements of the Interim Measures on the Administration of Independent Directors of Insurance Companies issued by China Insurance Regulatory Commission;</p> <p>(6) other regulations stipulated in laws, administrative regulations and departmental rules.</p>	

## LETTER FROM THE BOARD

<b>The Rules for Independent Directors before amendments</b>	<b>The Rules for Independent Directors after amendments</b>
<p><b>Article 5</b> Independent directors shall be independent. Following persons may not serve as independent directors:</p> <p>(I) Any person taking office in the company or its subsidiaries and his/her lineal relatives, major social relations (lineal relatives refer to the spouse, parents, children, etc.; major social relations refer to brothers and sisters, spouse's parents, filial spouses, spouses of brothers and sisters, spouse's brothers and sisters, etc.);</p> <p>(II) Shareholder who is a natural person and directly or indirectly holding more than 1% of the issued shares of the company or one of the top ten shareholders and his/her lineal relatives;</p> <p>(III) Any person employed by a company which is a shareholder of the company and directly or indirectly holding more than 5% of the issued shares of the company or in the company which is one of the top five shareholders of the company and his/her lineal relatives;</p> <p>(IV) The company's actual controller and personnel working in its subsidiaries;</p>	<p><b>Article 5</b> Independent directors shall be independent. Following persons may not serve as independent directors:</p> <p>(I) Any person taking office in the company or its subsidiaries and his/her lineal relatives, major social relations (lineal relatives refer to the spouse, parents, children, etc.; major social relations refer to brothers and sisters, spouse's parents, filial spouses, spouses of brothers and sisters, spouse's brothers and sisters, filial spouses' parents etc.);</p> <p>(II) Shareholder who is a natural person and directly or indirectly holding more than 1% of the issued shares of the company or one of the top ten shareholders and his/her lineal relatives;</p> <p>(III) Any person employed by a company which is a shareholder of the company and directly or indirectly holding more than 5% of the issued shares of the company or in the company which is one of the top five shareholders of the company and his/her lineal relatives;</p> <p>(IV) The personnel working in the subsidiaries of the company's controlling shareholders and actual controller and their lineal relatives;</p>

## LETTER FROM THE BOARD

<b>The Rules for Independent Directors before amendments</b>	<b>The Rules for Independent Directors after amendments</b>
<p>(V) Persons providing financial, legal, consulting and other services to the company and its controlling shareholder or their respective subsidiaries, including all members of the project team of the intermediaries providing services, reviewing officers at all levels, persons signing on reports, partners and principal persons in charge;</p> <p>(VI) Any person serving as the director, supervisor or officer in the company having material dealings with the company and its controlling shareholder or their respective subsidiaries, or in the controlling shareholder of such company. “Material dealings”, referred to under this clause, means the matters shall be submitted to the resolution of General Meeting of Shareholders in accordance with the Listing Rules or the Articles of Association, or other material matters shall be determined by Shanghai Stock Exchange;</p> <p>(VII) Any person to whom any one of the above circumstances has been occurred within the year;</p> <p>(VIII) Any other persons determined by China Securities Regulatory Commission and Shanghai Stock Exchange.</p>	<p>(V) Persons providing financial, legal, consulting, sponsor and other services to the company and its controlling shareholder, actual controller or their respective subsidiaries, including all members of the project team of the intermediaries providing services, reviewing officers at all levels, persons signing on reports, partners, directors, senior management and principal persons in charge;</p> <p>(VI) Any person who has material dealings with the company, its controlling shareholder, actual controllers or their respective subsidiaries, or who serves in entities with material dealings and their controlling shareholders or actual controllers. “Material dealings”, referred to under this clause, means the matters shall be submitted to the resolution of General Meeting of Shareholders in accordance with the Listing Rules or the Articles of Association, or other material matters shall be determined by Shanghai Stock Exchange;</p> <p>(VII) Any person to whom any one of the above circumstances has been occurred within the year;</p> <p>(VIII) Other persons who are not regarded as possessing independence by laws, administrative regulations, the CSRC, the Shanghai Stock Exchange and the Articles of Association.</p>

## LETTER FROM THE BOARD

<b>The Rules for Independent Directors before amendments</b>	<b>The Rules for Independent Directors after amendments</b>
	<p>“Serve” under this clause refers to serving as the director, supervisor, senior management and other employees.</p> <p>The subsidiaries of controlling shareholders and actual controllers of the company stated in the items (IV) to (VI) of the paragraph 1 of this Article exclude the subsidiaries not constituting connected relationships with the company in accordance with the Listing Rules.</p> <p>Independent directors shall conduct an annual self-examination of independence and submit the self-examination to the Board. The Board shall evaluate and issue a special opinion on the independence of the incumbent independent directors on an annual basis, which shall be disclosed at the same time as the annual report.</p>
<p><b>Article 6</b> The candidate for independent director shall have no following adverse records:</p> <p>(I) He/she has received administrative penalties from China Securities Regulatory Commission within last three years;</p> <p>(II) He/she is still in the period determined by the stock exchange that he/she is not qualified for serving as a director of listed company;</p> <p>(III) He/she has been publicly condemned or criticized by the stock exchange more than twice within the last three years;</p>	<p><b>Article 6</b> The candidate for independent director shall have no following adverse records:</p> <p>(I) He/she has received administrative penalties from China Securities Regulatory Commission within last three years;</p> <p>(II) He/she is still in the period determined by the stock exchange that he/she is not qualified for serving as a director of listed company;</p> <p>(III) He/she has been publicly condemned or criticized by the stock exchange more than three times within the last three years;</p>

## LETTER FROM THE BOARD

<b>The Rules for Independent Directors before amendments</b>	<b>The Rules for Independent Directors after amendments</b>
<p>(IV) During his/her term of independent director before, he/she did not attend the Board meetings for twice successively, or the Board meetings he/she did not attend in person account for more than one-third of all Board meetings held in the year;</p> <p>(V) During his/her term of independent director before, independent opinions made by him/her obviously did not comply with the facts.</p>	<p>(IV) During his/her term of independent director before, he/she did not attend the Board meetings for twice successively, and did not entrust another independent director to attend the meetings on his/her behalf;</p> <p>(V) Being subject to a criminal punishment by the judicial authority due to illegal securities and futures activities in the past three years;</p> <p>(VI) Being investigated by the CSRC or judicial authority for suspected illegal securities and futures activities, on which no explicit conclusion has been drawn;</p> <p>(VII) Having been removed from his/her position at a General Meeting of Shareholders proposed by the Board of Directors because he/she, during his/her office as an independent director in the past, had failed to attend two consecutive Board meetings in person and entrust another independent director to attend the Board meetings on his/her behalf, and less than twelve (12) months have passed upon such removal;</p> <p>(VIII) During his/her term of independent director before, independent opinions made by him/her obviously did not comply with the facts.</p> <p>(IX) Other circumstances determined by the stock exchange.</p>

## LETTER FROM THE BOARD

<b>The Rules for Independent Directors before amendments</b>	<b>The Rules for Independent Directors after amendments</b>
<p><b>Article 7</b> The company shall appoint suitable persons as independent directors in accordance with the requirements of relevant laws and regulations and these rules, including at least one accounting professional (who refers to accounting professional with title of a senior professional post or qualification of certified public accountant). The candidate nominated to be an independent director as accounting professional, shall have extensive knowledge and experience in the accounting profession, and shall at least fulfill one of the following requirements:</p> <ul style="list-style-type: none"> <li>(i) qualified as Certified Public Accountant (CPA);</li> <li>(ii) qualified as senior professionals, associate professor or obtained doctorate degree in accounting, auditing or financial management;</li> <li>(iii) qualified as senior professionals in economics management and with more than 5 years full time working experience in professional posts such as accounting, auditing or financial management.</li> </ul>	<p><b>Article 7</b> The company shall appoint suitable persons as independent directors in accordance with the requirements of relevant laws and regulations and these rules, including at least one accounting professional. The candidate nominated to be an independent director as accounting professional, shall have extensive knowledge and experience in the accounting profession, and shall at least fulfill one of the following requirements:</p> <ul style="list-style-type: none"> <li>(i) qualified as Certified Public Accountant (CPA);</li> <li>(ii) qualified as senior professionals, associate professor or above or obtained doctorate degree in accounting, auditing or financial management;</li> <li>(iii) qualified as senior professionals in economics management and with more than 5 years full time working experience in professional posts such as accounting, auditing or financial management.</li> </ul>

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**LETTER FROM THE BOARD**

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<b>The Rules for Independent Directors before amendments</b>	<b>The Rules for Independent Directors after amendments</b>
<p><b>Article 8</b> Board of Directors, Board of Supervisors, shareholders separately or jointly holding more than 1% of the issued shares of the company, may propose the candidates for independent directors, and subject to the election of the General Meeting of Shareholders.</p>	<p><b>Article 8</b> Board of Directors, Board of Supervisors, shareholders separately or jointly holding more than 1% of the issued shares of the company, may propose the candidates for independent directors, and subject to the election of the General Meeting of Shareholders.</p> <p>Where a General Meeting of Shareholders of the Company elects two or more independent directors, cumulative voting shall be implemented. The votes of minority shareholders shall be counted and disclosed separately.</p>
<p><b>Article 9</b> The nominator of independent director shall obtain the consent of the nominee prior to the nomination. The nominator shall be fully aware of the nominee' occupation, education background, job title, detailed work experience, all part-time jobs, and air his/her opinions on qualifications and independence of the nominee to serve as independent director, and the nominee shall issue a statement that there is no relationship affecting his/her independent, objective judgment between himself/herself and the company. Before the holding of the General Meeting of Shareholders electing independent directors, the Board of Directors of the company shall publish the foregoing according to the rules.</p>	<p><b>Article 9</b> The nominator of independent director shall obtain the consent of the nominee prior to the nomination. The nominator shall be fully aware of the nominee' occupation, education background, job title, detailed work experience, all part-time jobs, any adverse record such as major breach of trust and express his/her opinions on qualifications and independence of the nominee to serve as independent director, and the nominee shall issue a statement regarding the absence of any relationship between himself/herself and the Company that would affect his/her independent and objective judgment and other conditions for serving as an independent director. Before the holding of the General Meeting of Shareholders electing independent directors, the Board of Directors of the company shall publish the foregoing according to the rules.</p>

## LETTER FROM THE BOARD

<b>The Rules for Independent Directors before amendments</b>	<b>The Rules for Independent Directors after amendments</b>
<p><b>Article 10</b> When the company publishes the announcement of holding General Meeting of Shareholders to elect independent directors, it shall indicate that the proposal regarding independent directors is based on the review and consent of Shanghai Stock Exchange, and submit materials relating to independent director candidates (including but not limited to, statement of the nominee, statement of candidate, and resumes of the independent directors) to Shanghai Stock Exchange. If the Board of Directors of the company challenges the independent director candidates, written comments of the Board of Directors shall also be submitted together. Shanghai Stock Exchange shall review the qualifications and independence of such independent director candidates within 5 business days after the receipt of the materials. For the independent director candidates challenged by Shanghai Stock Exchange, the Board of Directors shall explain such challenge at the General Meeting of Shareholders, and state that such candidates will not be treated as candidates of independent directors to be submitted to vote at the General Meeting of Shareholders.</p>	<p><b>Article 10</b> The Nomination Committee of the Board of Directors shall review the qualifications for appointment of the nominees and form a definite opinion on the review.</p> <p>The Company shall, at the latest, when issuing the notice for convening the General Meeting of Shareholders in relation to the election of independent directors, indicate in the announcement that the resolution in relation to the independent directors is subject to no objection from the Shanghai Stock Exchange's review and submit the relevant materials of the independent director candidates (including but not limited to the nominator's declaration and undertaking, the candidate's declaration and undertaking, and the independent director candidate's resume) to the Shanghai Stock Exchange. If the Board of Directors of the company challenges the independent director candidates, written opinions of the Board of Directors shall be submitted at the same time to the Shanghai Stock Exchange. For the independent director candidates challenged by Shanghai Stock Exchange, the Board of Directors shall explain such challenge at the General Meeting of Shareholders, and state that such candidates will not be regarded as candidates of independent directors to be submitted for voting at the General Meeting of Shareholders.</p>



## LETTER FROM THE BOARD

<b>The Rules for Independent Directors before amendments</b>	<b>The Rules for Independent Directors after amendments</b>
<p><b>Article 11</b> The term of each independent director is same as the term of other directors of the company. The independent director may serve consecutive term upon the expiration of his/her term if re-elected, but the consecutive term shall not exceed six years.</p>	<p><b>Article 11</b> The term of each independent director is same as the term of other directors of the company. The independent director may serve consecutive term upon the expiration of his/her term if re-elected, but the consecutive term shall not exceed six years. Prior to the expiration of the term of office of an independent director, the Company may terminate his/her duties in accordance with statutory procedures. In the event that an independent director is dismissed in advance, the Company shall disclose the specific reasons and basis for such dismissal in a timely manner. If an independent director has any objections, the Company shall disclose them in a timely manner.</p>
<p><b>Article 12</b> If any independent director fails to attend the meeting of Board of Directors in person for three times consecutively, the Board of Directors shall submit to the General Meeting of Shareholders to replace such director. Any independent director may not be removed without cause before the expiration of his/her term, unless the afore-mentioned circumstance or a circumstance under which a person may not hold the post of director specified in the Company Law arises. In case of early dismissal, the company shall disclose it as a special disclosure, and in case the removed independent director is of the opinion that the company's grounds for removal are inappropriate, he/she can make a public statement to that effect.</p>	<p><b>Article 12</b> If an independent director fails to attend the meeting of the Board of Directors in person for two consecutive times and neither entrusts another independent director to attend the meeting on his/her behalf, the Board of Directors shall propose to the shareholders' meeting to remove him/her from the Board of Directors within 30 days from the date of occurrence of such fact. Any independent director may not be removed without cause before the expiration of his/her term, unless the afore-mentioned circumstance or a circumstance under which a person may not hold the post of director specified in laws, administrative regulations and the Articles of Association arises. In case of early dismissal, the Company shall disclose it as a special disclosure, and in case the removed independent director is of the opinion that the Company's grounds for removal are inappropriate, he/she can make a public statement to that effect.</p>

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## LETTER FROM THE BOARD

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<b>The Rules for Independent Directors before amendments</b>	<b>The Rules for Independent Directors after amendments</b>
<p><b>Article 13</b> In case any independent director is no longer qualified for serving as an independent director after his/her assumption of office, such independent director shall resign from office within 30 days from the date of the occurrence of such circumstance. If he/she fails to resign as required, the Board of Directors shall start the decision-making process to remove the independent director from office within 2 days.</p>	<p><b>Article 13</b> In case any independent director of the Company fails to meet the qualifications for appointment as an independent director or the independence requirements as stipulated herein after he/she has taken up his/her position, he/she shall immediately cease to perform his/her duties and resign from his/her position as an independent director. If he/she fails to resign in accordance with the requirements, the Board of Directors of the Company shall initiate the decision-making process to remove him/her from his/her position as an independent director within 2 days after the Board of Directors of the Company has become aware of or should have become aware of the occurrence of such a fact.</p>

## LETTER FROM THE BOARD

<b>The Rules for Independent Directors before amendments</b>	<b>The Rules for Independent Directors after amendments</b>
<p><b>Article 14</b> Any independent director may submit his/her resignation before the expiration of his/her term. When an independent director resigns, he shall submit a written resignation letter to the Board of Directors, stating the cases relating to his/her resignation or any cases to which he/she is of the opinion that attention of the company's shareholders and creditors should be drawn.</p> <p>If the resignation of an independent director causes the number of independent directors in the company's Board of Directors accounting for less than one third of all Board members, the written resignation of the said independent director shall take effect after his/her successor filling up the vacancy. The independent director who has submitted resignation shall continue to perform his/her duties until the date of new independent director is elected. The original nominator of the independent director or the Board of Directors of the company shall nominate a new independent director candidate within 90 days from the date of resignation of such independent director.</p>	<p><b>Article 14</b> Any independent director may submit his/her resignation before the expiration of his/her term. When an independent director resigns, he shall submit a written resignation letter to the Board of Directors, stating the cases relating to his/her resignation or any cases to which he/she is of the opinion that attention of the Company's shareholders and creditors should be drawn. The Company shall disclose the reasons for and concerning issues on the resignation of an independent director.</p> <p>If, as a result of the resignation or dismissal of an independent director, the proportion of independent directors on the Company's Board of Directors is less than one-third of the total number of members of the Board of Directors, or the proportion of independent directors on its special committees does not comply with the provisions of laws and regulations or the Articles of Association, or if there is a lack of accounting professionals among the independent directors, the Company shall complete the by-election within 60 days from the date of the occurrence of the foregoing facts.</p>
<p><b>Article 15</b> If any independent director fails to comply with the condition of independence or other circumstances unfit to execute the duties of independent director arise, and resulting in the number of independent directors is less than one third of all Board members, the company shall make up the number of independent directors as prescribed.</p>	<p>Article 15 of the original Rules for Independent Directors shall be deleted in its entirety.</p>

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## LETTER FROM THE BOARD

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<b>The Rules for Independent Directors before amendments</b>	<b>The Rules for Independent Directors after amendments</b>
<p><b>Article 16</b> The independent directors of the company have duty of good faith and diligence toward the company and all its shareholders. The independent directors shall strictly comply with the provisions of this system, execute the duties granted by laws, regulations and the company’s Articles of Association, and safeguard the company’s overall interests and, in particular, and pay attention to that the legitimate rights and interests of minority shareholders shall not be infringed.</p>	<p><b>Article 15</b> The independent directors of the company have duty of fidelity and diligence toward the company and all its shareholders. The independent directors shall strictly comply with the provisions of this system, execute the duties granted by laws, regulations and the company’s Articles of Association, perform and participate in decision-making, supervision, checks and balances, and professional advisory function in the Board of Directors and safeguard the company’s overall interests and, in particular, and pay attention to that the legitimate rights and interests of minority shareholders shall not be infringed.</p>
<p><b>Article 18</b> The independent director shall not simultaneously hold the post of independent director in more than five companies in principle, and he should ensure that he/she has sufficient time and energy to effectively perform his/her duties as an independent director. A person, who has served as independent director in five listed companies, shall not be nominated as candidate for independent director of other listed companies.</p>	<p><b>Article 17</b> The independent director shall not simultaneously hold the post of independent director in more than three domestic listing companies in principle, and he should ensure that he/she has sufficient time and energy to effectively perform his/her duties as an independent director. A person, who has served as independent director in three listed companies, shall not be nominated as candidate for independent director of other listed companies.</p>

## LETTER FROM THE BOARD

<b>The Rules for Independent Directors before amendments</b>	<b>The Rules for Independent Directors after amendments</b>
<p><b>Article 20</b> To exert full play to the role of independent directors, in addition to the powers granted to directors by the Company Law and other relevant laws and regulations, independent directors shall also enjoy the following special powers:</p> <p>(I) major connected transactions (namely proposed connected transactions between the company and a connected person with a total amount of more than RMB3 million yuan or more than 5% of the company's most recently audited net assets value) shall be submitted to the Board of Directors for deliberation after the approval of independent directors; before making judgment, independent directors may engage an intermediary to issue an independent financial consultant's report for them to rely on when make their judgment;</p> <p>(II) proposing the engagement or dismissal of an accounting firm to the Board of Directors;</p> <p>(III) proposing the convening of the extraordinary General Meeting of Shareholders to the Board of Directors;</p> <p>(IV) proposing the convening of the Board meeting;</p> <p>(V) independently nominating external auditing institution and advisory body;</p>	<p><b>Article 19</b> To exert full play to the role of independent directors, in addition to the powers granted to directors by the Company Law and other relevant laws and regulations, independent directors shall also enjoy the following special powers:</p> <p>(I) expressing independent opinions on matters that may prejudice the interests of the Company or minority shareholders;</p> <p>(II) proposing the convening of the extraordinary General Meeting of Shareholders to the Board of Directors;</p> <p>(III) proposing the convening of the Board meeting;</p> <p>(IV) independently engaging intermediaries to conduct audits, consultations or verifications on specific matters of the Company;</p> <p>(V) publicly soliciting shareholders' voting rights before the holding of General Meeting of Shareholders in accordance with the law;</p> <p>(VI) directly reporting to the General Meeting of Shareholders, the securities regulatory authority under the State Council and other relevant departments;</p> <p>(VII) other powers conferred by laws, administrative regulations, regulations of the CSRC, and the Articles of Association.</p>

## LETTER FROM THE BOARD

<b>The Rules for Independent Directors before amendments</b>	<b>The Rules for Independent Directors after amendments</b>
<p>(VI) publicly soliciting shareholders' voting rights before the holding of General Meeting of Shareholders;</p> <p>(VII) directly reporting to the General Meeting of Shareholders, the securities regulatory authority under the State Council and other relevant departments.</p> <p>Independent directors shall obtain the consent of half of all the independent directors before exercising the above powers. If any of the above proposals was not accepted or the above powers could not be exercised normally, the company shall disclose the details thereof.</p>	<p>Independent directors shall obtain the consent of more than half of all independent directors before exercising the powers set out in items (II) to (IV) above. The Company shall make disclosures in a timely manner when independent directors exercise the power provided in item (IV).</p>
	<p><b>Newly added: Article 20</b> Prior to the convening of a Board meeting, independent directors may communicate with the secretary of the Board of Directors to make enquiries, request for supplementary materials, and offer opinions and suggestions on the matters to be considered. The Board of Directors and other relevant personnel shall seriously study the questions, requests and opinions raised by the independent directors and provide timely feedback to the independent directors on the implementation of the revision of the resolutions, etc..</p> <p>Independent directors shall attend Board meetings in person. If, for any reason, he/she is unable to attend the meetings in person, the independent director shall review the materials of the meetings in advance, form a definite opinion and entrust another independent director in writing to attend on his/her behalf.</p>

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## LETTER FROM THE BOARD

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<b>The Rules for Independent Directors before amendments</b>	<b>The Rules for Independent Directors after amendments</b>
	<p>Independent directors who vote against or abstain from voting on resolutions of the Board of Directors shall explain the specific reasons and basis, and the compliance with the laws and regulations of the matters involved in the resolutions, potential risks and the impact on the rights and interests of the Company and the minority shareholders, etc. The dissenting opinions of the independent directors shall also be disclosed at the same time when the Company discloses the resolutions of the Board of Directors, and shall be stated in the resolutions of the Board of Directors and the minutes of the meeting.</p> <p>Independent directors shall continue to pay attention to the implementation of the resolutions of the Board of Directors in relation to the matters set out in Articles 23, 26, 27 and 28 of the Administrative Measures, and shall report to the Board of Directors in a timely manner and may require the Company to make written explanations if they discover any violation of laws, administrative regulations, regulations of the CSRC, the business rules of the stock exchange, and the Articles of Association, or violation of the resolutions of the General Meeting of Shareholders and the Board of Directors. If the discloseable matter is involved, the Company shall disclose it in a timely manner. If the Company fails to give an explanation or make a timely disclosure in accordance with the provisions, the independent directors may report the failure to the CSRC and the stock exchange.</p>

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**LETTER FROM THE BOARD**

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<b>The Rules for Independent Directors before amendments</b>	<b>The Rules for Independent Directors after amendments</b>
	<p><b>Newly added: Article 21</b> The following matters shall be submitted to the Board of Directors for consideration after being approved by more than half of all independent directors of the Company:</p> <ul style="list-style-type: none"> <li>(I) connected transactions that shall be disclosed;</li> <li>(II) the proposal for changing or waiving undertakings by the Company and the relevant parties;</li> <li>(III) decisions made and measures taken by the board of directors of the acquired company in response to the acquisition;</li> <li>(IV) other matters as stipulated by laws, administrative regulations, securities regulatory authorities and the Articles of Association.</li> </ul>
	<p><b>Newly added: Article 22</b> The Company shall regularly or irregularly convene meetings to be attended by all independent directors (hereinafter referred to as the “Special Meetings of Independent Directors”). Matters set out in the items (II) to (IV) of the paragraph 1 of Article 19 and the Article 21 herein shall be considered at the Special Meetings of Independent Directors. The Special Meetings of Independent Directors may study and discuss other matters of the Company as needed.</p>



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## LETTER FROM THE BOARD

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<b>The Rules for Independent Directors before amendments</b>	<b>The Rules for Independent Directors after amendments</b>
	<p>The Company shall, in principle, notify all independent directors three days prior to the meetings and provide relevant information and materials. The Special Meetings of Independent Directors shall be held only if more than two-thirds of the independent directors are in attendance; each independent director shall have one vote, which shall be cast by a show of hands or in writing, or by means of correspondence voting; and resolutions made at the meeting shall be passed by more than half of all independent directors. The Special Meetings of Independent Directors shall be convened and presided over by an independent director jointly elected by more than half of all independent directors; if the convenor does not perform his/her duties or is unable to perform his/her duties, two or more independent directors may convene and elect a representative to preside over the meeting. Minutes/resolutions of the Special Meetings of Independent Directors shall be prepared as required and the opinions of the independent directors shall be recorded in the minutes/resolutions of the meeting. The minutes/resolutions of the meeting shall be signed and confirmed by the independent directors.</p> <p>The Company shall provide facilities and support for the convening of the Special Meetings of Independent Directors.</p>

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## LETTER FROM THE BOARD

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<b>The Rules for Independent Directors before amendments</b>	<b>The Rules for Independent Directors after amendments</b>
<p><b>Article 21</b> The board of directors of the Company establishes an audit committee, a nomination committee and a remuneration committee; among which, the audit committee and remuneration committee shall consist of independent directors and serve as Chairman, the independent directors shall account for the majority in the nomination committee and there should be at least one accounting professional as independent director in the audit committee.</p>	<p><b>Article 23</b> The board of directors of the Company establishes special committees such as the independent audit committee (the audit committee), nomination committee and remuneration committee; among which, the independent audit committee (the audit committee) and remuneration committee shall consist of and the convenor shall be independent directors, the independent directors shall account for the majority in the nomination committee and serve as the convenor, and there should be at least one accounting professional as independent director in the audit committee.</p> <p>Independent directors shall attend meetings of special committees in person, and if an independent director is unable to attend the meeting in person for any reasons, he/she shall review meeting materials in advance to form a definite opinion, and entrust another independent director in writing to attend on his/her behalf. An independent director may, in the course of performing his/her duties, bring significant matters of the Company within the scope of the duties and responsibilities of special committees to the attention of the special committees for discussion and consideration in a timely manner in accordance with the procedures when becoming aware of such matters.</p>

## LETTER FROM THE BOARD

<b>The Rules for Independent Directors before amendments</b>	<b>The Rules for Independent Directors after amendments</b>
<p><b>Article 22</b> In addition to performing the duties mentioned above, independent directors shall also give independent opinions to the Board of Directors or the General Meeting of Shareholders regarding following matters:</p> <p>(I) the nomination and dismissal of directors;</p> <p>(II) the engagement or dismissal of officers;</p> <p>(III) the remuneration of the company’s directors and officers;</p> <p>(IV) the existing or newly generated loans or other transfer or remittance of money incurred by the company’s shareholders, actual controller or affiliates with a total amount equaling to or exceeding the determined standard (determined according to the standards issued by competing regulatory authorities from time to time) of major connected transaction which shall subject to the deliberation of Board of Directors or General Meeting of Shareholders according to law, and whether the company has taken effective measures to recover the debt;</p> <p>(V) matters involved in the provision of nonstandard audit opinions by the accounting firm without reservation for the financial and accounting book of the company;</p>	<p><b>Article 24</b> The independent directors shall submit an annual duty report to the annual general meeting of the Company to explain their performance of duties. The annual duty report shall include the following contents:</p> <p>(I) the number and manner of attendance and voting in the Board meetings and the number of attendance in General Meetings of Shareholders;</p> <p>(II) participation in the work of the special committees of the Board of Directors and the Special Meetings of Independent Directors;</p> <p>(III) consideration of the matters set out in Articles 23, 26, 27 and 28 of the Administrative Measures and the exercise of the special powers of the independent directors set out in the paragraph 1 of Article 18 of the Administrative Measures;</p> <p>(IV) the significant matters, manners and results of communications with the internal audit organisation and the accounting firm undertaking the Company’s auditing business in respect of the Company’s financial and business conditions;</p> <p>(V) communications with the minority shareholders;</p> <p>(VI) the time and description of on-site work at the Company;</p>

## LETTER FROM THE BOARD

<b>The Rules for Independent Directors before amendments</b>	<b>The Rules for Independent Directors after amendments</b>
<p>(VI) connected transactions shall be disclosed as stipulated;</p> <p>(VII) change to the usage of raised fund;</p> <p>(VIII) Directors, supervisors, senior management members, employees or legal persons, other organizations, natural persons intend to acquire the company or the controlling right controlled or commissioned by the company;</p> <p>(IX) matters that may, in the independent director's opinion, harm the rights and interests of minority shareholders; and</p> <p>(X) any other matters for which the independent directors shall give independent opinions as required by laws, regulations, stock exchange rules and other provisions of the location where the company's shares are listed.</p> <p>Independent directors shall give opinions regarding the above matters in one of following way: agree; qualified opinion and the reasons; objection and the reasons; cannot comment and the relevant obstacles. If relevant matter is a matter requiring disclosure, the company shall make a public announcement of the independent directors' opinions. If the independent directors fail to reach a consensus, the Board of Directors shall disclose the opinion of each of the independent directors.</p>	<p>(VII) other circumstances of performance of duties.</p> <p>The annual duty report of the independent directors shall be disclosed no later than the time when the Company issues the notice of the annual general meeting.</p>

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## LETTER FROM THE BOARD

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<b>The Rules for Independent Directors before amendments</b>	<b>The Rules for Independent Directors after amendments</b>
	<p><b>Newly added: Article 25</b> The independent directors should spend not less than fifteen days a year on-site at the Company.</p> <p>In addition to attending General Meetings of Shareholders, meetings of the Board of Directors and its special committees, and the Special Meetings of Independent Directors in accordance with the requirements, the independent directors may perform their duties by various means, such as obtaining information on the Company's operations on a regular basis, receiving reports from management, communicating with the person in charge of the internal audit organisation and intermediaries such as the accounting firm undertaking the Company's auditing business, conducting on-site inspections, and communicating with the minority shareholders.</p> <p>Independent directors shall maintain work records to record in detail the performance of their duties. Information obtained by the independent directors in the course of performing their duties, minutes of relevant meetings, records of communications with staff of the Company and the intermediaries, etc. shall form an integral part of the work records. With respect to the important contents of the work records, the independent directors may request the secretary of the Board of Directors and other relevant personnel to sign to confirm the same, and the Company and the relevant personnel shall cooperate with such request.</p>

## LETTER FROM THE BOARD

<b>The Rules for Independent Directors before amendments</b>	<b>The Rules for Independent Directors after amendments</b>
	<p>Work records of the independent directors and information provided by the Company to independent directors should be kept for at least ten years.</p>
	<p><b>Newly added: Article 26</b> The Company shall improve the communication mechanism between the independent directors and the minority shareholders, and the independent directors may verify the issues raised by the investors with the Company in a timely manner.</p>
<p><b>Article 23</b> The company shall provide the working conditions necessary for independent directors effectively performing their special duties. The secretary of the Board of Directors of the company shall actively provide the assistance necessary for independent director performing his/her duties, e.g. explaining cases, providing materials, etc. If the independent opinions, proposals and written statements provided by independent directors shall be publicly announced, the secretary of the Board shall handle the matters regarding the announcement with Shanghai Stock Exchange in a timely manner.</p>	<p><b>Article 27</b> The Company shall provide the working conditions necessary for independent directors effectively performing their special duties. The secretary of the Board of Directors of the Company shall actively provide the assistance necessary for independent director performing his/her duties, e.g. explaining cases, providing materials, etc. The secretary of the Board of Directors shall ensure the unimpeded access to information between the independent directors and other directors, senior management and other relevant personnel, and ensure that the independent directors have access to adequate resources and necessary professional advice when performing their duties. If the independent opinions, proposals and written statements provided by independent directors shall be publicly announced, the secretary of the Board shall handle the matters regarding the announcement with Shanghai Stock Exchange in a timely manner.</p>

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## LETTER FROM THE BOARD

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<b>The Rules for Independent Directors before amendments</b>	<b>The Rules for Independent Directors after amendments</b>
<p><b>Article 24</b> Independent Directors and other directors are entitled to the same right to know. For any other major matter requiring the decision of the Board of Directors, the company must notify independent directors in advance within the statutory period and provide them sufficient information. If any independent director is of the opinions that the information provided is insufficient, he may ask for further information. If more than two independent directors are of the opinion that the information provided is insufficient or the arguments made are unclear they may jointly propose to the Board of Directors in writing that the holding of meeting of Board or the deliberations on the matter in question shall be postponed. The Board of Directors shall accept such proposal. The information provided to the independent director by the company shall be saved by the company and the independent director himself/herself for at least five years.</p>	<p><b>Article 28</b> Independent Directors and other directors are entitled to the same right to know. In order to ensure the effective performance of their duties by the independent directors, the Company shall regularly inform the independent directors of the Company's operations, provide information, organise or cooperate with the independent directors to carry out on-site inspection and other work. For any other major matter requiring the decision of the Board of Directors, the Company must notify independent directors in advance within the statutory period and provide them sufficient information. If any independent director is of the opinions that the information provided is insufficient, he may ask for further information. If more than two independent directors are of the opinion that the information incomplete, insufficiently substantiated or provided not in a timely manner, they may jointly propose to the Board of Directors in writing that the holding of Board meeting or the deliberations on the matter in question shall be postponed. The Board of Directors shall accept such proposal.</p>

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## LETTER FROM THE BOARD

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<b>The Rules for Independent Directors before amendments</b>	<b>The Rules for Independent Directors after amendments</b>
<p><b>Article 25</b> When independent directors performs their duties, relevant personnel of the company shall actively cooperate with them and shall not refuse, hinder them or conceal information, and shall not interfere with the independent performance of their duties.</p>	<p><b>Article 29</b> When independent directors performs their duties, relevant personnel of the Company shall actively cooperate with them and shall not refuse, hinder them or conceal relevant information, and shall not interfere with the independent performance of their duties.</p> <p>If an independent director encounters obstruction in the exercise of his/her powers in accordance with the laws, he/she may explain the situation to the Board of Directors, request cooperation from the directors, senior management and other relevant personnel, and record the specific circumstances of the obstruction and the resolution of the situation in his/her work records; if the obstruction cannot be eliminated, he/she may report to the CSRC and the stock exchange.</p> <p>Where the performance of duties by an independent director involves information that should be disclosed, the Company shall process the disclosure in a timely manner; where the Company does not disclose such information, the independent director may directly apply for disclosure, or report to the CSRC and the stock exchange.</p>



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## LETTER FROM THE BOARD

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<b>The Rules for Independent Directors before amendments</b>	<b>The Rules for Independent Directors after amendments</b>
<p><b>Article 27</b> The company shall provide appropriate allowance to independent directors. For the rate for such allowance, first, the Board of Directors shall draw up the proposal, which shall be deliberated and adopted by the General Meeting of Shareholders, and then the rate shall be disclosed in the company’s annual report. In addition to above allowance, independent directors shall not receive any other extra, undisclosed benefits from the company, its principal shareholders or organizations or natural persons having material interests in the company.</p>	<p><b>Article 31</b> The Company shall provide appropriate allowance to independent directors. For the rate for such allowance, first, the Board of Directors shall draw up the proposal, which shall be deliberated and adopted by the General Meeting of Shareholders, and then the rate shall be disclosed in the Company’s annual report. In addition to above allowance, independent directors shall not receive any other extra, undisclosed benefits from the Company, its principal shareholders, actual controller or organizations or natural persons having material interests in the company.</p>

Save and except for the above-mentioned proposed amendments, all other contents of the Rules for Independent Directors shall remain unchanged. The numbering of the articles in the original Rules for Independent Directors shall be adjusted accordingly, and reference to the numbering of the relevant articles in the Rules for Independent Directors shall be changed accordingly. The English version of the above-mentioned proposed amendments is an unofficial translation of its Chinese version and is for reference purpose only. In case of discrepancies, the Chinese version shall prevail.

The proposed amendments to the Rules for Independent Directors are subject to the approval by the Shareholders at the EGM by way of ordinary resolution.

### III. PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR

Reference is made to the announcement of the Company dated 7 June 2024 in relation to, among other things, the proposed appointment of an executive Director.

The Board proposes the appointment of Mr. Yu Minxin (“**Mr. Yu**”) as an executive Director. The appointment of Mr. Yu as an executive Director is subject to the approval by the Shareholders at the EGM.

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## LETTER FROM THE BOARD

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The biographical details of Mr. Yu are set out below:

Yu Minxin, male, member of the Communist Party of the PRC, was born in October 1977 and graduated from the School of Accounting of Jiangxi University of Finance and Economics\* (江西財經大學) with postgraduate qualification. He is a certified public accountant and a senior accountant. He served as the manager of the finance department of Jiangxi Provincial State-owned Enterprise Assets Operation (Holdings) Co., Ltd.\* (江西省省屬國有企業資產經營(控股)有限公司), the chief financial officer of Jiangxi Provincial Expressway Investment Group Co., Ltd.\* (江西省高速公路投資集團有限責任公司) and the chief financial officer of Jiangxi Provincial Communications Investment Group Co., Ltd.\* (江西省交通投資集團有限責任公司). He currently serves as the chief financial officer and a member of the party committee of the Company, and a non-executive director of Jiangxi Bank Co., Ltd. (stock code: 1916).

As at the Latest Practicable Date, save as disclosed above, Mr. Yu had not held any other positions in the Company and its subsidiaries, had not held any directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and had no other major appointments and professional qualifications, and he did not have any relationship with the Directors, supervisors, senior management, substantial shareholders or controlling shareholders of the Company. Mr. Yu did not have any interest in the Shares within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Subject to the approval by the Shareholders at the EGM, the Company will enter into a service contract or letter of appointment with Mr. Yu. The initial term of office under the service contract will be from the date of approval at the EGM to the expiry of the term of office of the tenth session of the Board. The Company has yet to fix the remuneration of Mr. Yu and will seek Shareholders' approval at the EGM for the authorisation to the Board to fix his remuneration and any one executive Director to enter into a service contract or letter of appointment with him. The Board will consider the duties of Mr. Yu in the Company with reference to the remunerations of the other Directors when determining the remuneration of Mr. Yu.

The Board is not aware that there are any other matters relating to the proposed appointment of Mr. Yu that need to be brought to the attention of the Shareholders or the Stock Exchange and there is no other information relating to Mr. Yu which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

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## LETTER FROM THE BOARD

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### IV. EGM

Set out on pages 33 to 35 of this circular is the Notice of EGM. At the EGM, resolutions will be proposed to approve, among other things, (i) the proposed amendments to the Rules for Independent Directors; and (ii) the proposed appointment of an executive Director.

The EGM will be held at 3:00 p.m. on Wednesday, 10 July 2024 at the Conference Room of the Company, JCC International Plaza, 7666 Chang Dong Avenue, High-tech Development Zone, Nanchang, Jiangxi, the PRC. A reply slip and a form of proxy for use at the EGM are enclosed in this circular.

If you intend to attend the EGM, please complete and return the accompanying reply slip in accordance with the instructions printed thereon as soon as possible and in any event no later than Wednesday, 3 July 2024.

Whether or not you are able to attend the EGM, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon to the Company's H Share registrar, Hong Kong Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 24 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form(s) of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

In accordance with Rule 13.39(4) of the Listing Rules, all the resolutions proposed at the EGM will be voted on by way of poll except where the chairman of the EGM, in good faith, decides to allow a resolution which relates purely to procedural or administrative matter to be voted on by a show of hands. Accordingly, the resolutions will be put to vote by way of poll at the EGM demanded pursuant to Article 74 of the articles of association of the Company. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholders will be required to abstain from voting on the resolutions to be approved at the EGM.

In order to determine the identity of the Shareholders entitled to attend and vote at the EGM, the register of members of the Company will be closed from Friday, 5 July 2024 to Wednesday, 10 July 2024 (both days inclusive), during such period no share transfer will be registered. All transfer documents accompanied by the relevant share certificates, must be lodged with the H Share registrar of the Company, Hong Kong Registrars Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Thursday, 4 July 2024.

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## LETTER FROM THE BOARD

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### V. RESPONSIBILITY STATEMENTS

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other facts the omission of which would make this circular or any statement herein misleading.

### VI. RECOMMENDATION

The Directors believe that the proposed resolutions above are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all Shareholders to vote in favour of such resolutions which will be proposed at the EGM.

Yours faithfully,  
By Order of the Board of  
**Jiangxi Copper Company Limited**  
**Zheng Gaoqing**  
*Chairman*

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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### 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 EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting (the “**EGM**”) 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 (the “**PRC**”) at 3:00 p.m. on Wednesday, 10 July 2024 (or any adjournment thereof) for the following purposes:

### ORDINARY RESOLUTION

1. To consider and approve the amendments to the Rules for Independent Directors of Jiangxi Copper Company Limited (particulars of which are set out in the circular of the Company dated 19 June 2024).

### ORDINARY RESOLUTION (BY WAY OF CUMULATIVE VOTING)

2. To consider and approve the appointment of Mr. Yu Minxin as an executive director of the Company (the “**Director(s)**”) for a term of office from the date on which this resolution is passed to the expiry of the term of office of the tenth session of the board of Directors (the “**Board**”) and to authorise the Board to determine his remuneration and any one executive Director to enter into a service contract or letter of appointment on behalf of the Company with Mr. Yu Minxin on and subject to such terms and conditions as the Board shall think fit and to do all such acts and things necessary to give effect to the foregoing.

By Order of the Board of  
**Jiangxi Copper Company Limited**  
**Zheng Gaoqing**  
*Chairman*

19 June 2024  
Nanchang, Jiangxi, the PRC

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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*Notes:*

- (i) Any shareholder of the Company (“**Shareholder(s)**”) entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote at the EGM on his/her/its behalf in accordance with the articles of association of the Company. A proxy need not be a Shareholder.
- (ii) 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 other authority must be deposited at the Secretariat of the Board of the Company (in the case of the proxy form of holders of A shares of the Company) at 3rd Floor, JCC International Plaza, 7666 Chang Dong Avenue, High-tech Development Zone, Nanchang, Jiangxi, the PRC (Postal Code: 330096) or at the Company’s H share registrar, Hong Kong Registrars Limited (in the case of the proxy form of holders of H shares of the Company), at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 24 hours before the time appointed for holding the EGM or 24 hours before the time appointed for taking the poll.
- (iii) Shareholders or their proxies shall produce their identity documents when attending the EGM.
- (iv) In order to determine the identity of the Shareholders entitled to attend and vote at the EGM, the register of members of the Company will be closed from Friday, 5 July 2024 to Wednesday, 10 July 2024 (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 Friday, 5 July 2024 are entitled to attend and vote at the EGM.
- (vi) In order to attend and vote at the EGM, holders of H shares of the Company whose transfers have not been registered shall lodge all transfer documents accompanied by the relevant share certificates, with 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 no later than 4:30 p.m. on Thursday, 4 July 2024.
- (vii) Shareholders who intend to attend the EGM shall complete and return the reply slip for attending the EGM to 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 PRC (Postal Code: 330096) on or before Wednesday, 3 July 2024. The reply slip may be delivered by hand, by post or by fax (at fax no.: (86) 791-8271 0114).
- (viii) The EGM is expected to take less than half a day. Shareholders or their proxies attending the EGM shall be responsible for their own travel and accommodation expenses.

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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(ix) **IMPORTANT:**

- (a) The voting at the EGM in respect of Resolution No. 2 in relation to the proposed appointment of an executive Director shall be conducted by way of cumulative voting. In respect of this resolution, you are entitled to a number of votes equivalent to the number of shares held by you multiplying the number of the proposed executive Director.
- (b) For the proposed appointment of an executive Director, 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 Director, i.e. 1, and this particular allocation of votes may only be cast on the proposed executive Director candidate.

For illustration, if you hold 100 shares, the total number of votes you may cast in respect of Resolution No. 2 will be 100 votes, and this particular allocation of votes may only be cast on the proposed executive Director candidate. You may cast all or part of the 100 votes on the proposed executive Director candidate.

Please specify the number of votes cast for the executive Director candidate in the box marked “Number of votes”. Failure to specify the number of votes cast for the candidate will entitle your proxy to cast your votes at his discretion.

- (c) Please note with particular attention that, in respect of Resolution No. 2, if the total number of votes you have cast exceeds the number of votes you are entitled to, all the votes cast by you shall be invalid and you shall be deemed as having waived your right to vote.