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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 DISTRIBUTION OF FINAL DIVIDEND**  
**(2) RE-APPOINTMENT OF AUDITORS FOR THE YEAR OF 2024**  
**(3) PROPOSED RETIREMENT, RE-ELECTION AND  
NEW APPOINTMENT OF DIRECTORS**  
**(4) PROPOSED RETIREMENT, RE-ELECTION AND NEW  
APPOINTMENT OF SUPERVISORS**  
**(5) PROPOSED EXTENSION OF VALIDITY PERIOD OF  
AUTHORISATION FOR MATTERS RELATING TO SPIN-OFF AND  
LISTING OF A CONTROLLED SUBSIDIARY  
AND**  
**(6) NOTICE OF ANNUAL GENERAL MEETING**
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A letter from the Board is set out on pages 1 to 15 of this circular.

A notice convening the 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 PRC at 2:30 p.m. on Thursday, 6 June 2024 is set out on pages 16 to 21 of this circular.

If you intend to attend the AGM, 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 not later than Thursday, 30 May 2024. The reply slip may be delivered to the Company by hand, by post or by fax (at fax no.: (86) 791-8271 0114).

Whether or not you are able to attend the AGM, 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 of the AGM or any adjournment thereof. Completion and return of the form(s) of proxy will not preclude you from attending and voting at the AGM should you so wish.

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## DEFINITIONS

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

“AGM”	an annual general meeting of the Company for the year of 2023 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 2:30 p.m. on Thursday, 6 June 2024
“Articles”	the articles of association of the Company, as amended, modified or otherwise as supplemented from time to time
“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
“A Shareholder(s)”	holder(s) of the A Share(s)
“Board”	the board of Directors
“Company”	Jiangxi Copper Company Limited, 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
“Group”	the Company and its subsidiaries
“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
“H Shareholder(s)”	holder(s) of the H Share(s)
“JCC”	Jiangxi Copper Corporation Limited, a controlling shareholder of the Company

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## DEFINITIONS

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“JCC Copper Foil”	Jiangxi JCC Copper Foil Technology Company Limited* (江西省江銅銅箔科技股份有限公司), a controlled subsidiary of the Company
“Latest Practicable Date”	24 April 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 AGM”	the notice dated 30 April 2024 convening the AGM as set out on pages 16 to 21 of this circular
“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)
“PRC GAAP”	PRC Accounting Standards for Business Enterprises
“Spin-off”	the proposed initial public offering of JCC Copper Foil’s RMB ordinary shares to the public on the ChiNext upon completion of the issuance
“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
“Supervisor(s)”	supervisor(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“RMB”	Renminbi, the lawful currency of the PRC
“%”	per cent

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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)

*Executive Directors:*

Mr. Zheng Gaoqing (*Chairman*)  
Mr. Zhou Shaobing (*Deputy chairman*)  
Mr. Gao Jian-min  
Mr. Liang Qing  
Mr. Liu Fangyun

*Legal address:*

15 Yejin Avenue  
Guixi City  
Jiangxi  
The PRC

*Independent non-executive Directors:*

Mr. Liu Xike  
Mr. Zhu Xingwen  
Mr. Wang Feng  
Mr. Li Shuidi

*Principal place of business in Hong Kong:*

Suite 4501, 45th Floor  
Office Tower  
Convention Plaza  
1 Harbour Road  
Wanchai  
Hong Kong

30 April 2024

*To the Shareholders*

Dear Sir or Madam,

- (1) PROPOSED DISTRIBUTION OF FINAL DIVIDEND**  
**(2) RE-APPOINTMENT OF AUDITORS FOR THE YEAR OF 2024**  
**(3) PROPOSED RETIREMENT, RE-ELECTION AND  
NEW APPOINTMENT OF DIRECTORS**  
**(4) PROPOSED RETIREMENT, RE-ELECTION AND NEW  
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LISTING OF A CONTROLLED SUBSIDIARY  
AND**  
**(6) NOTICE OF ANNUAL GENERAL MEETING**

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## LETTER FROM THE BOARD

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### I. INTRODUCTION

The purpose of this circular is to provide you with information regarding, among others, (i) the proposed distribution of final dividend; (ii) the re-appointment of the auditors of the Company for the year of 2024; (iii) the proposed retirement, re-election and new appointment of the Directors; (iv) the proposed retirement, re-election and new appointment of the Supervisors; (v) the proposed extension of validity period of authorisation for matters relating to the spin-off and listing of a controlled subsidiary; and (vi) the notice of AGM.

### II. PROPOSED DISTRIBUTION OF FINAL DIVIDEND

Reference is made to the announcement of results for the year ended 31 December 2023 of the Company dated 27 March 2024, in respect of, among others, the recommendation by the Board of the distribution of a final dividend of RMB0.60 per Share (tax inclusive) for the year ended 31 December 2023 to all the Shareholders.

The Board recommended that after the approval of the Shareholders at the AGM: (1) to appropriate 10% of the profit after tax of the parent company calculated under PRC GAAP to the statutory surplus reserve; and (2) to distribute a final dividend of RMB6 per 10 Shares (tax inclusive) for the year ended 31 December 2023 (2022: RMB5 per 10 Shares) to all Shareholders based on 3,462,372,805 Shares, namely the total issued share capital of 3,462,729,405 Shares as at 26 March 2024 deducting 356,600 A Shares in the Company's repurchase dedicated securities account, amounting to approximately RMB2,077,423,683, accounting for 31.94% of the net profit attributable to the Shareholders for the year of 2023. The remaining undistributed profits are carried down to the next year.

If, during the period between the date of disclosure of the announcement of results for the year ended 31 December 2023 to the record date for entitlement distribution, the total share capital of the Company changes for reasons such as share repurchases, the total amount shall be adjusted based on the total share capital on the record date for future implementation of the distribution plan deducted by the number of Shares in the repurchase dedicated securities account, in accordance with the principle that the distribution ratio per Share shall remain unchanged.

The A Shares 2023 final dividend will be declared and paid in Renminbi, and the H Shares 2023 final dividend will be declared in Renminbi and paid in Hong Kong dollars. The profit distribution will not carry out conversion of capital reserve to share capital or issue of bonus shares. Subject to approval at the AGM, the Company expects to distribute the 2023 final dividend on Thursday, 18 July 2024.

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## LETTER FROM THE BOARD

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### **Withholding and Payment of Enterprise Income Tax for Non-resident Enterprise Shareholders**

Pursuant to the “Enterprise Income Tax Law of the PRC” (《中華人民共和國企業所得稅法》) and the relevant implementing rules which came into effect on 1 January 2008 and the “Notice of the Issues concerning Withholding the Enterprise Income Tax on the Dividends Paid by Chinese Resident Enterprises to H Share Holders Which are Overseas Non-resident Enterprises” (《關於中國居民企業向境外H股非居民企業股東派發股息代扣代繳企業所得稅有關問題的通知》) issued by the State Administration of Taxation on 6 November 2008, the Company is required to withhold and pay corporate income tax at the rate of 10% before distributing the final dividend to non-resident enterprise shareholders as appearing on the H Shares register of members of the Company. Any Shares registered in the names of non-individual registered shareholders (including HKSCC Nominees Limited, other corporate nominees, trustees or other entities and organisations) will be treated as being held by non-resident enterprise shareholder and will therefore be subject to the withholding of the enterprise income tax.

### **Withholding and Payment of Personal Income Tax for Individual H Shareholders**

Pursuant to the State Administration of Taxation Notice on Matters Concerning the Levy and Administration of Individual Income Tax After the Repeal of Guo Shui Fa [1993] No. 045 (Guo Shui Han [2011] No. 348) (《國家稅務總局關於國稅發[1993] 045號文件廢止後有關個人所得稅徵管問題的通知》(國稅函[2011] 348號)) dated 28 June 2011, and the letter entitled “Tax arrangements on dividends paid to Hong Kong residents by Mainland companies” dated 4 July 2011 issued by the Stock Exchange, the Company is required to withhold and pay the individual income tax in respect of the 2023 final dividends paid to the individual H Shareholders (the “**Individual H Shareholders**”), as a withholding agent on behalf of the same. However, the Individual H Shareholders may be entitled to certain tax preferential treatments pursuant to the tax treaties between the PRC and the countries (regions) in which the Individual H Shareholders are domiciled and the tax arrangements between Mainland China and Hong Kong (Macau).

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## LETTER FROM THE BOARD

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Pursuant to the aforesaid tax regulations, when the 2023 final dividend is to be distributed to the holders of H Shares whose names appear on the register of members of the Company as at 21 June 2024, the Company will base on the tax rate of 10% to withhold 10% of the dividend to be distributed to the Individual H Shareholders as individual income tax. For non-resident enterprise holders of H Shares, the Company will withhold 10% of the dividend as enterprise income tax according to the relevant tax regulations in line with its previous practice.

If Shareholders' names appear on the H Shares register of members, please refer to nominees or trust organisation for details of the relevant arrangements. The Company has no obligation and shall not be responsible for confirming the identities of the Shareholders. The Company will strictly comply with the laws, and withhold and pay the enterprise income tax and individual income tax on behalf of the relevant Shareholders based on the H Shares register of members of the Company as at 21 June 2024. The Company will not accept any requests relating to any delay in confirming the identity of the Shareholders or any uncertainties in the identity of the Shareholders.

Pursuant to the Notice on the Tax Policies Related to the Pilot Program of the Shanghai-Hong Kong Stock Connect (Cai Shui [2014] No. 81) (《關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2014] 81號)), for dividends received by domestic individual investors from investing in H shares listed on the Stock Exchange through Shanghai-Hong Kong Stock Connect, the company of such H shares shall withhold and pay individual income tax at the rate of 20% on behalf of the investors. For dividends received by domestic securities investment funds from investing in H shares listed on the Stock Exchange through Shanghai-Hong Kong Stock Connect, the tax payable shall be the same as that for domestic individual investors. The company of such H shares will not withhold and pay the income tax of dividends for domestic enterprise investors and those domestic enterprise investors shall report and pay the relevant tax themselves.

Pursuant to the Notice on the Tax Policies for Shenzhen-Hong Kong Stock Connect Pilot Program (Cai Shui [2016] No. 127) (《關於深港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2016] 127號)), for dividends received by domestic individual investors from investing in H shares listed on the Stock Exchange through Shenzhen-Hong Kong Stock Connect, the company of such H shares shall withhold and pay individual income tax at the rate of 20% on behalf of the investors. For dividends received by domestic securities investment funds from investing in H shares listed on the Stock Exchange through Shenzhen-Hong Kong Stock Connect, the tax payable shall be the same as that for domestic individual investors. The company of such H shares will not withhold and pay the income tax of dividends for domestic enterprise investors and those domestic enterprise investors shall report and pay the relevant tax themselves.

Should the holders of H Shares of the Company have any doubts in relation to the aforesaid arrangements, they are recommended to consult their tax advisors regarding the relevant tax impacts in Mainland China, Hong Kong and other countries (regions) on the possession and disposal of H Shares of the Company.



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## LETTER FROM THE BOARD

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### Closure of Register of Members

In order to determine the identity of the Shareholders entitled to receive the final dividend of the Company for the year ended 31 December 2023, the register of members of the Company will be closed from Saturday, 15 June 2024 to Friday, 21 June 2024 (both dates inclusive). All transfer documents accompanied by the relevant share certificates must be lodged with the H Share registrar of the Company, Hong Kong Registrars Limited, whose address is at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong by no later than 4:30 p.m. on Friday, 14 June 2024.

Further announcements relating to the detailed arrangement of the distribution of final dividend for the year ended 31 December 2023 will be made by the Company as and when appropriate.

### III. RE-APPOINTMENT OF AUDITORS FOR THE YEAR OF 2024

Reference is made to the announcement of the Company dated 27 March 2024 in relation to, among others, the re-appointment of the auditors of the Company for the year of 2024.

In accordance with the provisions of the Administrative Measures for Selection and Appointment of Accounting Firms by State-owned Enterprises and Listed Companies (Cai Kuai [2023] No. 4) issued by the Ministry of Finance of the People’s Republic of China, the State-owned Assets Supervision and Administration Commission of the State Council and the China Securities Regulatory Commission, as well as the relevant provisions in relation to the appointment of audit firms in the Articles and the recommendation of the audit committee of the Company on the appointment of audit firm, the Board resolved to re-appoint Ernst & Young Hua Ming LLP (“**Ernst & Young Hua Ming**”) as the domestic financial auditor and internal control auditor of the Company for the year of 2024 and Ernst & Young (“**Ernst & Young**”) as overseas financial auditor of the Company for the year of 2024. Subject to the approval at the AGM, the appointment of the audit firms will take effect from the date of the AGM.

In 2023, the domestic and overseas audit fees of the Company amounted to RMB12.80 million (including internal control audit fee of RMB1.00 million). In 2024, the Company will determine the corresponding fees with Ernst & Young Hua Ming and Ernst & Young based on a comprehensive consideration of business scale, audit workload and other factors, and the final audit fees are subject to the approval at the AGM. An ordinary resolution will be put forward at the AGM to authorise any one executive Director to determine their remuneration and to enter into service contract with Ernst & Young Hua Ming and Ernst & Young.

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## LETTER FROM THE BOARD

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### IV. PROPOSED RETIREMENT, RE-ELECTION AND NEW APPOINTMENT OF DIRECTORS

References are made to the announcements of the Company dated 27 March 2024 and 24 April 2024 in relation to, among others, the proposed retirement, re-election and new appointment of the Directors.

According to Article 103 of the Articles, the term of office of each of the Directors is three years and upon expiry of such term, each of the Directors shall be eligible for re-election at a general meeting of the Company.

The current term of office of the ninth session of the Board is due to expire at the AGM. The Company has received written notice from its substantial shareholder, JCC, and as approved by the nomination committee of the Board (the “**Nomination Committee**”), nominating Mr. Zheng Gaoqing, Mr. Zhou Shaobing, Mr. Gao Jian-min, Mr. Liang Qing, Mr. Liu Fangyun, Mr. Wang Feng and Mr. Li Shuidi, all being retiring Directors, and Ms. Lai Dan and Ms. Liu Shuying, being new Directors, as candidates for the election as Directors (collectively, the “**Directors Candidates**”) for the next term of office commencing from the date of the AGM and ending on the date of the annual general meeting of the Company for the year of 2026 to be held in 2027.

Resolutions will be proposed at the AGM to elect the members of the tenth session of the Board and to authorise the Board to enter into a service contract or letter of appointment with each of the re-elected or newly appointed Directors.

#### **Particulars of the Directors Candidates proposed to be re-elected or newly appointed as executive Directors and independent non-executive Directors**

##### ***Executive Directors***

**Mr. Zheng Gaoqing** (鄭高清), aged 58, is a member of the Communist Party of the PRC (“**CPC**”) with postgraduate academic qualifications and a master’s degree in business administration. He is currently the secretary of the party committee of the Company, an executive Director and the chairman of the Company. At the same time, Mr. Zheng is also the secretary of the party committee and the chairman of JCC. He served as the chairman of Jiangxi Copper Hong Kong Company Limited (江西銅業香港有限公司), a subsidiary of the Company. He had been a technician, assistant engineer and engineer of Jiangxi Optical Instrument Factory\* (江西光學儀器廠); the cadre of the Shangrao County Economic Commission of Jiangxi Province, the deputy director and deputy secretary of the Second Light Bureau\* (二輕局), the deputy director of the Power Supply Bureau, concurrently as the chairman and general manager of Jiangxi Hexing Electronics Co., Ltd.\* (江西和興電子有限公司); the chairman and general manager of Jiangxi Shangrao Ganxing Electronics Co., Ltd.\* (江西上饒贛興電子有限公司); a director of Shangrao County Handicraft Association\* (上饒縣手工聯社), the general manager of Great Wall Enterprise Group\* (長城企業集團), concurrently

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## LETTER FROM THE BOARD

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as the secretary to the party committee of Shangrao County Second Light General Corporation\* (上饒縣二輕總公司); the deputy magistrate of the Poyang County Government of Jiangxi Province, a member of the Standing Committee of the County Party Committee and the executive deputy magistrate; the deputy secretary of the municipal party committee and mayor of Dexing City; the secretary of the party committee of Wannian County and a member of the party committee and deputy manager of the State-owned Assets Supervision and Administration Commission of Jiangxi Province\* (江西省國有資產監督管理委員會). He has extensive experience in management.

**Mr. Zhou Shaobing (周少兵)**, aged 54, is a member of CPC with a university degree. He is currently the deputy secretary of the party committee of the Company, an executive Director, the deputy chairman, and the general manager of the Company. He served as the head of the mining site of Dexing Copper Mine\* (德興銅礦) of the Company (“**Dexing Copper Mine**”), the chief engineer of Dexing Copper Mine, the head of the mining site of Chengmenshan Copper Mine\* (城門山銅礦) of the Company (“**Chengmenshan Copper Mine**”) and a deputy general manager of the Company. He was the secretary of the party committee and the chairman of Jiangxi Tungsten Holding Group Co., Ltd.\* (江西鎢業控股集團有限公司).

**Mr. Gao Jian-min (高建民)**, aged 64, graduated from Tsinghua University. He has been a Director since the incorporation of the Company. He is currently the chairman of Silver Grant Group (HK) Limited, and was a director and the managing director of Silver Grant International Holdings Group Limited (formerly known as Silver Grant International Industries Limited) (stock code: 171) (“**Silver Grant**”), a director of Qingling Motors Co., Ltd. (stock code: 1122) and the vice chairman of Oshidori International Holdings Limited (stock code: 622). He has extensive experience in finance, industrial investment and development.

**Mr. Liang Qing (梁青)**, aged 70, has been appointed as a Director since June 2002. He was the deputy chairman and general manager of China Minmetals H.K. (Holdings) Limited. Mr. Liang Qing is currently an independent non-executive director of Silver Grant and Sinotruk (Hong Kong) Limited (stock code: 3808). He has extensive experience in international trading and investment.

**Mr. Liu Fangyun (劉方雲)**, aged 58, graduated from the Kunming Institute of Technology (昆明工學院) (now known as Kunming University of Science and Technology (昆明理工大學)) majoring in mining machinery and is a professor-level senior engineer. He has been serving as a member of the party committee of the Company since August 2019. Mr. Liu Fangyun also served as the head of Chengmenshan Copper Mine, the head and the labour union president of Dexing Copper Mine, an executive director and the legal representative of Jiangxi Copper Engineering Magazine Co., Ltd.\* (江西《銅業工程》雜誌社有限公司), a subsidiary of JCC, and the secretary of the party committee, the chairman and the general manager of Jiangxi Province Minbao Investment Company Limited\* (江西省民爆投資有限公司). He served as an executive Director during the period from June 2013 to July 2016 and has been serving as an executive Director again since 10 June 2020. Mr. Liu

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## LETTER FROM THE BOARD

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Fangyun serves as a deputy general manager of the Company with effect from 13 November 2019. At the same time, he also serves as the chairman of Jiangxi JCC High Precision Copper Plate and Strip Co., Ltd.\* (江西江銅高精銅板帶有限公司).

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

**Mr. Wang Feng (王豐)**, aged 47, graduated from Fudan University with a master's degree in international trade and obtained a doctoral degree in corporate management from Peking University. He is now the chairman of Beijing Hejun Consultancy Limited\* (北京和君諮詢有限公司), the chairman of Hejun Consultancy of Hejun Group Limited\* (和君集團有限公司和君諮詢) and the associate dean and senior partner of Hejun Business School\* (和君商學院).

**Mr. Li Shuidi (李水弟)**, aged 70, has a postgraduate degree. He graduated from Nanchang University with a bachelor's degree in machinery and a master's degree in ideological and political education. He served as the deputy secretary to the party committee of Nanchang University, secretary to the party committee of Nanchang Institute of Technology, and vice chairman of the Education, Science, Culture and Health Committee of Jiangxi Provincial People's Congress\* (江西省人大教育科學文化衛生委員會).

**Ms. Lai Dan (賴丹)**, aged 47, is a member of CPC and a professor and currently serves as the executive dean of the Energy and Metal Industry Research Institute\* (能源金屬產業研究院) at Gannan University of Science and Technology\* (贛南科技學院), currently as the vice chairman of the Accounting Professional Committee of the China Non-ferrous Metals Society\* (中國有色金屬學會會計專業委員會). Ms. Lai Dan served as the executive dean of the Non-ferrous Metals Industry Development Research Institute\* (有色金屬產業發展研究院) at Jiangxi University of Science and Technology\* (江西理工大學).

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## LETTER FROM THE BOARD

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**Ms. Liu Shuying (劉淑英)**, aged 62, is a member of CPC with a university degree, a Class-C top talent of Nanchang City, an expert in the talent pool of the PRC and Jiangxi Province and a professor-level senior engineer. She served as a vice president of Jiangling Motors Co., Ltd.\* (江鈴汽車股份有限公司), concurrently as the secretary to the party committee of product research and development and the dean of the vehicle engineering research and development institute of Jiangling Motors Co., Ltd.\* (江鈴汽車股份有限公司). She has extensive experience in management.

Subject to the appointment of Ms. Lai Dan as an independent non-executive Director, she will be appointed as a member and the chairperson of the audit committee of the Board (the “**Audit Committee**”), and a member of the remuneration committee of the Board (the “**Remuneration Committee**”) and the Nomination Committee. Subject to the appointment of Ms. Liu Shuying as an independent non-executive Director, she will be appointed as a member and the vice chairperson of the environmental, social and governance development committee of the Board, and a member of the Audit Committee, the Remuneration Committee and the Nomination Committee.

As at the Latest Practicable Date, save as disclosed above, each of the Directors Candidates 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 each of the Directors Candidates did not have any relationships with any Directors, Supervisors, senior management, substantial shareholders or controlling shareholders of the Company. Each of the Directors Candidates did not have any interest in the Shares within the meaning of Part XV of the SFO.

Subject to the approval by the Shareholders at the AGM, the Company will enter into a service contract or letter of appointment with each of the re-elected or newly appointed Directors. The initial length of service will be from the date of the AGM up to the date on which the annual general meeting of the Company for the year of 2026 is to be held. The Company will seek approval from the Shareholders at the AGM for the authorisation to the Board to determine the remuneration of each of the re-elected or newly appointed Directors and the authorisation to any one Director to enter into service contracts or letters of appointment with them. As considered and approved by the Remuneration Committee, it is proposed that, (i) each internal executive Director is entitled to receive basic annual remuneration based on the figures of his/her salary for the previous year (tax inclusive), and the Remuneration Committee will, with reference to the then actual results of operation, determine the annual adjustment rate; (ii) each external executive Director is entitled to receive annual remuneration of RMB250,000 (tax inclusive); and (iii) each independent non-executive Director is entitled to receive annual travel allowances of RMB150,000 (tax inclusive).

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## LETTER FROM THE BOARD

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For the year ended 31 December 2023, the remunerations of Mr. Zheng Gaoqing, Mr. Zhou Shaobing, Mr. Wang Bo, Mr. Liu Fangyun, Mr. Yu Tong, Mr. Gao Jian-min, Mr. Liang Qing, Mr. Liu Xike, Mr. Zhu Xingwen, Mr. Wang Feng and Mr. Li Shuidi are RMB1,331,600, RMB1,331,600, RMB1,109,700, RMB1,331,600, RMB1,331,600, RMB250,000, RMB250,000, RMB150,000, RMB150,000, RMB150,000 and RMB150,000, respectively.

The Board is not aware of any other matters that need to be brought to the attention of the Shareholders or the Stock Exchange in respect of the proposed re-election or the new appointment of the Directors and there is no other information relating to the Directors Candidates which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

For the proposed re-election and new appointment (as the case may be) of Mr. Wang Feng, Mr. Li Shudi, Ms. Lai Dan and Ms. Liu Shuying (collectively, the “**INED Candidates**”) as the independent non-executive Directors, the Board and the Nomination Committee have complied with the Board diversity and nomination policy of the Company, taking into consideration skills and experience required for the overall operation of the Board, the background and other factors of the INED Candidates. The Board and the Nomination Committee are of the view that, the INED Candidates have the basic knowledge of the operation of a listed company with extensive economic, financial, management or other work experience necessary to perform the duties of the independent non-executive Directors, and have the ability to provide independent, fair and objective opinions on corporate affairs of the Company. Each of the INED Candidates will also promote diversity of the Board in cultural and educational background and professional experience, etc. Therefore, their re-election and new appointment (as the case may be) as the independent non-executive Directors is in the best interests of the Company and the Shareholders as a whole.

Each of the INED Candidates has confirmed their independence to the Company in accordance with Rule 3.13 of the Listing Rules. The Board has assessed and reviewed the independence of each of the INED Candidates and believes that they have satisfied the independence requirements.

### V. PROPOSED RETIREMENT, RE-ELECTION AND NEW APPOINTMENT OF SUPERVISORS

Reference is made to the announcement of the Company dated 27 March 2024 in relation to, among others, the proposed retirement, re-election and new appointment of the Supervisors.

According to Article 132 of the Articles, the term of office of each of the Supervisors shall be three years and upon expiry of such term, each of the Supervisors shall be eligible for re-election upon the end of term by the Shareholders or the staff and workers of the Company (the “**Staff and Workers**”), where appropriate.

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## LETTER FROM THE BOARD

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The current term of office of the ninth session of the Supervisory Committee is due to expire at the AGM. The Company has received written notice from its substantial shareholder, JCC, nominating Mr. Zha Kebing and Mr. Li Si, both being retiring Supervisors representing the Shareholders, and Ms. Cai Lisi, as a new Supervisor representing the Shareholders, as the candidates for election as Supervisors representing the Shareholders for the next term of office commencing from the date of the AGM and ending on the date of the annual general meeting of the Company for the year of 2026 to be held in 2027. Ms. Gong Bin and Mr. Zhao Bicheng, both being retiring Supervisors representing the Staff and Workers, have also been elected as the candidates for re-election as Supervisors representing the Staff and Workers for the next term of office commencing from the date of the AGM and ending on the date of the annual general meeting of the Company for the year of 2026 to be held in 2027 at a representative meeting of the Staff and Workers.

Resolutions will be proposed at the AGM to elect the Supervisors representing the Shareholders and to confirm the appointment of the Supervisors representing the Staff and Workers and to authorise the Board to enter into a service contract or letter of appointment with each of the re-elected or newly appointed Supervisors.

### **Particulars of the candidates proposed to be re-elected or newly appointed as Supervisors (collectively, the “Supervisors Candidates”)**

#### ***Supervisors representing the Shareholders***

**Mr. Zha Kebing** (查克兵), aged 55, has a postgraduate degree and a master’s degree, and is a senior engineer. He currently serves as the assistant to the general manager and the general manager of the strategy and investment department of the Company. Mr. Zha Kebing served as the head of the mining site of Dexing Copper Mine, a member of the party committee and head of the mine of Chengmenshan Copper Mine, and the deputy chief engineer of JCC.

**Mr. Li Si** (李思), aged 38, has a postgraduate degree. He currently serves as the general manager of the legal affairs and risk control department of the Company and a supervisor of JCC.

**Ms. Cai Lisi** (蔡麗斯), aged 39, is a member of CPC with a postgraduate degree, and a senior economist. She currently serves as the deputy general manager (leading role) of the audit department of the Company. Ms. Cai Lisi served as the customer manager of the credit department, the manager of the general department, the manager of the business department and the manager of the financial market department of JCC Finance Company Limited\* (江西銅業集團財務有限公司) and an assistant to the general manager of the audit department of the Company.

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## LETTER FROM THE BOARD

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### *Supervisors representing the Staff and Workers*

**Ms. Gong Bin** (鞏彬), aged 46, has a bachelor's degree and is a political engineer. She is currently the deputy secretary to the discipline inspection committee and the director of the party committee inspection office of the Company. Ms. Gong Bin served as the deputy director of the television station of the Company and the deputy secretary of the youth league committee of the Company, and the secretary of the disciplinary committee of Dexing Copper Mine and the processing division of the Company.

**Mr. Zhao Bicheng** (趙弼城), aged 35, has a bachelor's degree. He is currently the executive vice chairman of the labour union of the Company. Mr. Zhao Bicheng served in the Jiangxi Provincial Fire Brigade and served as the deputy secretary of the youth league committee and the director of the discipline inspection office of the discipline inspection committee of Jiangxi Provincial State-owned Enterprise Assets Management (Holding) Co., Ltd.\* (江西省省屬國有企業資產經營(控股)有限公司).

As at the Latest Practicable Date, save as disclosed above, each of the Supervisors Candidates had not held any other 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 each of the Supervisors Candidates did not have any relationship with any Directors, Supervisors, senior management, substantial shareholders or controlling shareholders of the Company. Each of the Supervisors Candidates did not have any interest in the Shares within the meaning of Part XV of the SFO.

Subject to the approval of the Shareholders at the AGM, the Company will enter into a service contract or letter of appointment with each of the re-elected or newly appointed Supervisors. The initial length of service will be from the date of the AGM up to the date on which the annual general meeting of the Company for the year of 2026 is to be held. The Company will seek approval from the Shareholders at the AGM for the authorisation to the Board to determine the remuneration of the re-elected or newly appointed Supervisors and the authorisation to any one Director to enter into service contracts or letters of appointment with them. It is proposed that, each Supervisor is entitled to receive basic annual remuneration based on the figures of his/her salary for the previous year (tax inclusive), and the Remuneration Committee will, with reference to the then actual results of operation, determine the annual adjustment rate.

For the year ended 31 December 2023, the remunerations of Mr. Zha Kebing, Mr. Liu Guobiao, Mr. Li Si, Ms. Gong Bin and Mr. Zhao Bicheng are RMB956,100, RMB956,100, RMB478,100, RMB956,100 and RMB956,100, respectively.



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## LETTER FROM THE BOARD

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The Board is not aware of any other matters that need to be brought to the attention of the Shareholders or the Stock Exchange in respect of the proposed re-election of the Supervisors and there is no other information relating to the Supervisors Candidates which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

### **VI. PROPOSED EXTENSION OF VALIDITY PERIOD OF AUTHORISATION FOR MATTERS RELATING TO SPIN-OFF AND LISTING OF A CONTROLLED SUBSIDIARY**

References are made to the announcements of the Company dated 22 February 2022, 11 April 2022, 22 May 2022, 28 July 2022, 19 September 2022, 27 September 2022 and 16 June 2023, and the circular of the Company dated 25 May 2022, in relation to the Spin-off, as well as the announcement of the Company dated 17 June 2022 in relation to the results of the relevant extraordinary general meeting (the “**2022 First EGM**”).

Pursuant to the “Resolution Regarding the Authorisation by the General Meeting to the Board of Directors and its Authorised Persons to Deal with Matters Relating to the Spin-off of the Company” as considered and approved at the 2022 First EGM, the Shareholders had authorised the Board and its authorised persons to handle the matters relating the Spin-off at their full discretion (the “**Authorisations**”). The validity period of the Authorisations was 24 months commencing from the date of approval by the Shareholders at the 2022 First EGM, i.e. from 17 June 2022 to 16 June 2024.

To ensure that the subsequent matters relating to the Spin-off will be progressed in a continuous, effective and smooth manner, the Board intends to propose at the AGM for the Shareholders to extend the validity period of the Authorisations for 24 months commencing from the date of expiry, in accordance with the provisions of the relevant laws, regulations and regulating papers including the Company Law of the People’s Republic of China, the Securities Law of the People’s Republic of China and the Provisions on the Spin-off of Listed Companies (Trial) and taking into account the actual circumstances of the Company.

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## LETTER FROM THE BOARD

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### VII. ANNUAL GENERAL MEETING

Set out on pages 16 to 21 of this circular is the Notice of AGM. At the AGM, resolutions will be proposed to approve, among others, (i) the proposed distribution of final dividend; (ii) the re-appointment of the auditors of the Company for the year of 2024; (iii) the proposed retirement, re-election and new appointment of the Directors; (iv) the proposed retirement, re-election and new appointment of the Supervisors; and (v) the proposed extension of validity period of authorisation for matters relating to the spin-off and listing of a controlled subsidiary. The AGM will be held at 2:30 p.m. on Thursday, 6 June 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 AGM are enclosed in this circular.

If you intend to attend the AGM, please complete and return the accompanying reply slip in accordance with the instructions printed thereon as soon as possible and in any event not later than Thursday, 30 May 2024.

Whether or not you are able to attend the AGM, 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 of the AGM or any adjournment thereof. Completion and return of the form(s) of proxy will not preclude you from attending and voting at the AGM 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 AGM will be voted on by way of poll except where the chairman of the AGM, 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 AGM demanded pursuant to Article 74 of the Articles. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

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## LETTER FROM THE BOARD

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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 AGM.

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 Wednesday, 29 May 2024 to Thursday, 6 June 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, whose address is at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by no later than 4:30 p.m. on Tuesday, 28 May 2024.

### VIII. 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 any statement or this circular herein misleading.

### IX. RECOMMENDATION

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

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

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## NOTICE OF ANNUAL 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 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “**AGM**”) of Jiangxi Copper Company Limited (the “**Company**”) will 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 (the “**PRC**”) at 2:30 p.m. on Thursday, 6 June 2024 (or any adjournment thereof) for the following purpose:

### SPECIAL RESOLUTION

1. To extend the validity period of the authorisation to the board (the “**Board**”) of directors (the “**Director(s)**”) of the Company and its authorised persons to deal with matters relating to the spin-off and listing of Jiangxi JCC Copper Foil Technology Company Limited\* (江西省江銅銅箔科技股份有限公司) at their full discretion for 24 months commencing from the date of expiry.

### ORDINARY RESOLUTIONS

2. To consider and approve the report of the Board for the year of 2023.
3. To consider and approve the report of the supervisory committee of the Company (the “**Supervisory Committee**”) for the year of 2023.
4. To consider and approve the audited financial report and the annual report and its summary of the Company for the year of 2023.
5. To consider and approve the proposal for distribution of profit of the Company for the year of 2023.

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## NOTICE OF ANNUAL GENERAL MEETING

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6. To appoint Ernst & Young Hua Ming LLP as the domestic financial auditor and internal control auditor and Ernst & Young as the overseas financial auditor of the Company, respectively for the year of 2024, and to authorise any one executive Director to determine their remunerations at his discretion based on their amount of work and to handle and enter into the service agreements with Ernst & Young Hua Ming LLP and Ernst & Young.
  
7. To approve the annual remuneration scheme of all the Directors of the tenth session of the Board during their terms of office and to authorise the Board to determine and approve the payment of the annual remuneration:
  - (i) annual remuneration of each internal executive Director of the tenth session of the Board during his/her term of office will be based on the figures of his/her salary for the previous year (tax inclusive) and subject to an annual adjustment rate determined by the remuneration committee of the Board (the “**Remuneration Committee**”) with reference to the actual results of operation for the year;
  
  - (ii) annual remuneration of each external executive Director of the tenth session of the Board during his/her term of office will be RMB250,000 (tax inclusive); and
  
  - (iii) annual travel allowances of each independent non-executive Director of the tenth session of the Board during his/her term of office will be RMB150,000 (tax inclusive).
  
8. To approve the annual remuneration scheme of all the supervisors (the “**Supervisor(s)**”) of the tenth session of the Supervisory Committee during their terms of office, under which the annual remuneration of each Supervisor will be based on the figures of his/her salary for the previous year (tax inclusive) and the annual rate is determined by the Remuneration Committee with reference to the actual results of operation for the year, and the Supervisory Committee is authorised to determine and approve the payment of the annual remuneration.

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## NOTICE OF ANNUAL GENERAL MEETING

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### ORDINARY RESOLUTIONS (BY WAY OF CUMULATIVE VOTING):

9. To elect the following persons as the executive Directors of the tenth session of the Board for a term of office commencing on the date of the AGM and ending on the date of the annual general meeting of the Company for the year of 2026 and to authorise any one executive Director to enter into a service contract or letter of appointment on behalf of the Company with each of them 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:
- (i) Mr. Zheng Gaoqing;
  - (ii) Mr. Zhou Shaobing;
  - (iii) Mr. Gao Jian-min;
  - (iv) Mr. Liang Qing; and
  - (v) Mr. Liu Fangyun.
10. To elect the following persons as the independent non-executive Directors of the tenth session of the Board for a term of office commencing on the date of the AGM and ending on the date of the annual general meeting of the Company for the year of 2026 and to authorise any one executive Director to enter into a service contract or letter of appointment on behalf of the Company with each of them 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:
- (i) Mr. Wang Feng;
  - (ii) Mr. Li Shuidi;
  - (iii) Ms. Lai Dan; and
  - (iv) Ms. Liu Shuying.

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## NOTICE OF ANNUAL GENERAL MEETING

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11. To elect the following persons as the Supervisors representing the shareholders of the Company and to confirm the appointment of Ms. Gong Bin and Mr. Zhao Bicheng as the Supervisors representing the staff and workers of the Company, of the tenth session of the Supervisory Committee for a term of office commencing on the date of the AGM and ending on the date of the annual general meeting of the Company for the year of 2026, and to authorise any one executive Director to enter into a service contract or letter of appointment on behalf of the Company with each of the Supervisors 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:

(i) Mr. Zha Kebing;

(ii) Mr. Li Si; and

(iii) Ms. Cai Lisi.

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

30 April 2024

Nanchang, Jiangxi, the PRC

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

- (i) Any shareholder of the Company (“**Shareholder(s)**”) entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote at the AGM on his/her/its behalf in accordance with the Articles. 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 PRC (Postal Code: 330096) (in the case of proxy form of holders of A shares of the Company) 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 of the Company) 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 Wednesday, 29 May 2024 to Thursday, 6 June 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 Wednesday, 29 May 2024 are entitled to attend and vote at the AGM.
- (vi) In order to attend and vote at the AGM, holders of H shares of the Company 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, 28 May 2024.
- (vii) Shareholders who intend to attend the AGM shall complete and lodge the reply slip for attending the AGM 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 PRC (Postal Code: 330096) on or before Thursday, 30 May 2024. The reply slip may be delivered to the Company by hand, by post or by fax (at fax no.: (86) 791-8271 0114).
- (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 2023, the register of members of the Company will be closed from Saturday, 15 June 2024 to Friday, 21 June 2024 (both days inclusive), during which period no share transfer will be registered.
- (ix) The final dividend for the year ended 31 December 2023 will be payable to the Shareholders whose names appear on the register of members on Friday, 21 June 2024.
- (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 Friday, 14 June 2024.
- (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.



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## NOTICE OF ANNUAL GENERAL MEETING

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(xii) **IMPORTANT:**

- (a) The voting at the AGM in respect of Resolutions Nos. 9, 10 and 11 in relation to the proposed election of the executive Directors, the independent non-executive Directors and the Supervisors representing the Shareholders (as the case may be) shall be conducted by way of cumulative voting. In respect of each 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 executive Directors, the independent non-executive Directors and the Supervisors representing the Shareholders (as the case may be) to be elected.
- (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 representing the Shareholders, 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 executive Directors to be elected, i.e. 5 and this particular allocation of votes may only be cast on the executive Directors 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 independent non-executive Directors to be elected, i.e. 4 and this particular allocation of votes may only be cast on the independent non-executive Directors candidates; and (iii) for the election of the Supervisors representing the Shareholders, 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 Supervisors representing the Shareholders to be elected, i.e. 3 and this particular allocation of votes may only be cast on the candidates of Supervisors representing the Shareholders.

For illustration, if you hold 100 shares, the total number of votes you may cast in respect of Resolution No.9 will be 500 votes, and this particular allocation of votes may only be cast on the executive Directors candidates. You may cast 500 votes evenly among the 5 executive Directors candidates, or place all your votes on one particular candidate, or cast your votes diversely to more than one candidate. The same voting method applies to the voting of Resolutions Nos. 10 and 11.

Please specify the number of votes cast for each of the candidates for the executive Directors, the independent non-executive Directors and the Supervisors representing the Shareholders in the boxes marked "Number of votes". Failure to specify the number of votes cast for each of the candidates will entitle your proxy to cast your votes at his discretion.

- (c) Please note with particular attention that, in respect of each of the Resolutions Nos. 9, 10 and 11, if the total number of votes that you have cast exceeds the number of votes that you are entitled to, all the votes cast by you shall be invalid and you shall be deemed to have waived your right to vote.