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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 proxy form(s) 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**  
**AND**  
**(2) NOTICE OF ANNUAL GENERAL MEETING**

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All the capitalised 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 6 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 Friday, 5 June 2026 is set out on pages 7 to 8 of this circular.

Whether or not you are able to attend the AGM, you are requested to complete and return the proxy form in accordance with the instructions printed thereon to the Company’s H share registrar, Computershare Hong Kong Investor Services 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 proxy form(s) 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”	the annual general meeting of the Company for the year of 2025 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 Friday, 5 June 2026
“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 of the Company
“Company”	Jiangxi Copper Company Limited, a Sino-foreign joint venture joint stock limited company incorporated in the PRC
“Director(s)”	director(s) of the Company
“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)
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Latest Practicable Date”	24 April 2026, 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

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## DEFINITIONS

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“Notice of AGM”	the notice dated 30 April 2026 convening the AGM as set out on pages 7 to 8 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
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	A Share(s) and/or H Share(s)
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	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)

The Board

*Executive Directors:*

Mr. Zheng Gaoqing (*Chairman*)

Mr. Zhou Shaobing (*Deputy chairman*)

Mr. Gao Jian-min

Mr. Liang Qing

Mr. Yu Minxin

*Employee Director:*

Mr. Miao Shenggang

*Independent non-executive Directors:*

Mr. Wang Feng

Ms. Lai Dan

Ms. Liu Shuying

Mr. Liu Zhihong

*Legal address:*

15 Yejin Avenue

Guixi City

Jiangxi

The PRC

*Principal place of business in Hong Kong:*

Suite 4501, 45th Floor

Office Tower

Convention Plaza

1 Harbour Road

Wanchai

Hong Kong

30 April 2026

*To the Shareholders*

Dear Sir or Madam,

**(1) PROPOSED DISTRIBUTION OF FINAL DIVIDEND  
AND  
(2) 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; and (ii) the notice of AGM.

### II. PROPOSED DISTRIBUTION OF FINAL DIVIDEND

Reference is made to the announcement of results for the year ended 31 December 2025 of the Company dated 26 March 2026, 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 2025 to all 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 the 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 2025 (2024: RMB7 per 10 Shares) to all Shareholders based on 3,452,287,637 Shares, namely the total issued share capital of 3,462,729,405 Shares as at 26 March 2026 deducting 10,441,768 A Shares in the Company's repurchase dedicated securities account, amounting to approximately RMB2,071,372,582.2 (tax inclusive), accounting for 29.05% of the net profit attributable to the Shareholders for the year of 2025. 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 2025 to the record date for entitlement distribution, the total share capital of the Company changes, the total distribution 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 amount per Share shall remain unchanged.

The A Shares 2025 final dividend will be declared and paid in Renminbi, and the H Shares 2025 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 Shareholders' approval at the AGM, the Company expects to distribute the 2025 final dividend on Friday, 17 July 2026.

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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 People's Republic of China (《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 and Payment of Enterprise Income Tax on Dividends Distributed by Chinese Resident Enterprises to Overseas H Shareholders Which are Non-resident Enterprise Shareholders (《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 the enterprise income tax at the rate of 10% before distributing the final dividend to non-resident enterprise Shareholders as appearing on the H Share register of members of the Company. Any Shares registered in the names of non-individual Shareholders (including in the names of HKSCC Nominees Limited, other nominees or trustees or other entities and organisations) will be deemed as Shares held by non-resident enterprise Shareholders and will therefore be subject to the withholding of the enterprise income tax.

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

Pursuant to the State Administration of Taxation Notice on Issues 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)) issued by the State Administration of Taxation on 28 June 2011, and the letter entitled “Tax Arrangements on Dividends Distributed to Hong Kong Residents by Mainland Companies” issued by the Stock Exchange on 4 July 2011, the Company is required to withhold and pay the individual income tax when distributing the 2025 final dividend 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).

Pursuant to the aforesaid tax regulations, when the 2025 final dividend is to be distributed to the H Shareholders whose names appear on the register of members of the Company as at 19 June 2026, the Company will withhold 10% of the dividend to be distributed to the Individual H Shareholders as individual income tax at the tax rate of 10%. For non-resident enterprise H Shareholders, the Company will still withhold and pay enterprise income tax from their dividends at the tax rate of 10% according to the relevant tax regulations.

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## LETTER FROM THE BOARD

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If the Shareholders' names appear on the H Share register of members, please refer to the nominees or trust organisations for details of the relevant arrangements. The Company has no obligation and shall not be responsible for confirming the identities of the Shareholders, and will strictly withhold and pay the enterprise income tax and individual income tax on behalf of the relevant Shareholders based on the H Share register of members of the Company as at 19 June 2026. The Company will not accept any requests relating to any delay or uncertainties in confirming the identities of the Shareholders.

Pursuant to the relevant provisions of the Notice on the Tax Policies concerning 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 mainland 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 those investors. For dividends received by mainland 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 mainland individual investors. The company of such H shares will not withhold, and pay the income tax on dividends on behalf of mainland enterprise investors, and the tax payable shall be declared and paid by those enterprise investors themselves.

Pursuant to the relevant provisions of the Notice on the Tax Policies concerning the Pilot Program of the Shenzhen-Hong Kong Stock Connect (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 mainland 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 those investors. For dividends received by mainland 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 mainland individual investors. The company of such H shares will not withhold and pay the income tax on dividends on behalf of domestic enterprise investors, and the tax payable shall be declared and paid by those mainland enterprise investors themselves.

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

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## LETTER FROM THE BOARD

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### **Closure of Register of Members**

In order to determine the identities of the Shareholders entitled to receive the final dividend of the Company for the year ended 31 December 2025, the register of members of the Company will be closed from Saturday, 13 June 2026 to Friday, 19 June 2026 (both dates inclusive). All transfer documents accompanied by the relevant share certificates must be lodged with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, whose address is at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Friday, 12 June 2026.

Further announcement(s) relating to the detailed arrangement of the distribution of final dividend for the year ended 31 December 2025 will be made by the Company as and when appropriate.

### **III. AGM**

Set out on pages 7 to 8 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. The AGM will be held at 2:30 p.m. on Friday, 5 June 2026 at the Conference Room of the Company, JCC International Plaza, 7666 Chang Dong Avenue, High-tech Development Zone, Nanchang, Jiangxi, the PRC. A proxy form for use at the AGM is enclosed in this circular.

Whether or not you are able to attend the AGM, you are requested to complete and return the proxy form(s) in accordance with the instructions printed thereon to the Company's H share registrar, Computershare Hong Kong Investor Services 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 proxy form(s) 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, any vote of Shareholders at the AGM must be taken by poll except where the chairman of the AGM, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, the resolutions will be put to vote by poll at the AGM convened pursuant to the requirements 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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As at the Latest Practicable Date, 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 identities of the Shareholders entitled to attend and vote at the AGM, the register of members of the Company will be closed from Thursday, 28 May 2026 to Friday, 5 June 2026 (both days inclusive), during which period no share transfer will be registered. All transfer documents accompanied by the relevant share certificates must be lodged with the Company's H share registrar, Computershare Hong Kong Investor Services Limited, whose address is at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Wednesday, 27 May 2026.

#### IV. 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.

#### V. RECOMMENDATION

The Directors believe that the proposed resolutions above are all 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 AGM.

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

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## NOTICE OF AGM

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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 AGM

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “**AGM**”) of Jiangxi Copper Company Limited (the “**Company**”) (or any adjournment thereof) 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 Friday, 5 June 2026 for the purpose of considering, and if thought fit, passing of the following resolutions:

### ORDINARY RESOLUTIONS

1. To consider and approve the report of the Board for the year of 2025.
2. To consider and approve the audited financial report and the annual report and its summary of the Company for the year of 2025.
3. To consider and approve the proposal for distribution of final dividend of the Company for the year of 2025.
4. To consider and approve the independent non-executive directors’ report of the Company.

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

30 April 2026  
Nanchang, Jiangxi, the PRC

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## NOTICE OF AGM

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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 of Association of the Company. 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 authorisation document on behalf of the appointer, a notarially certified copy of that power of attorney or other authorisation document shall be deposited at 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) (in the case of proxy form of holders of A shares of the Company) or at the Company’s H share registrar, Computershare Hong Kong Investor Services 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 appointed for the holding of 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 identities of the Shareholders entitled to attend and vote at the AGM, the register of members of the Company will be closed from Thursday, 28 May 2026 to Friday, 5 June 2026 (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 Thursday, 28 May 2026 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 lodge all transfer documents accompanied by the relevant share certificates, with the Company’s H share registrar, Computershare Hong Kong Investor Services 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 Wednesday, 27 May 2026.
- (vii) In order to determine the identities of the Shareholders entitled to receive the final dividend of the Company for the year ended 31 December 2025, the register of members of the Company will be closed from Saturday, 13 June 2026 to Friday, 19 June 2026 (both days inclusive).
- (viii) Shareholders whose names appear on the register of members of the Company on Friday, 19 June 2026 are entitled to receive the final dividend of the Company for the year ended 31 December 2025.
- (ix) In order to qualify for the final dividend mentioned above, 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, Computershare Hong Kong Investor Services 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 Friday, 12 June 2026.
- (x) The AGM is expected to take less than half a day. Shareholders or their proxies attending the AGM shall be responsible for their own travel and accommodation expenses.