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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 APPOINTMENT OF EXECUTIVE DIRECTOR
(2) PROPOSED CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTORS
(3) PROPOSED CHANGE OF SUPERVISORS
AND
(4) NOTICE OF EXTRAORDINARY GENERAL MEETING

All 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 7 of this circular.

A notice convening the EGM to be held at 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 Tuesday, 18 October 2022 is set out on pages 8 to 11 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 by not later than Tuesday, 11 October 2022. 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 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 of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the EGM should you so wish.

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DEFINITIONS

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

“Articles of Association”	the articles of association of the Company, as amended, modified or otherwise supplemented from time to time
“A Share(s)”	A shares 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 Tuesday, 18 October 2022
“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
“Independent non-executive Director(s)”	the independent non-executive director(s) of the Company;
“JCC”	Jiangxi Copper Corporation Limited, the controlling shareholder of the Company

DEFINITIONS

“Latest Practicable Date”	20 September 2022, 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 26 September 2022 convening the EGM as set out on pages 8 to 11 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)
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	the A Shares and/or H Shares
“Shareholder(s)”	the holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules

In this circular, the English translation of certain Chinese entities in the PRC which are marked with “” is for identification purpose only.*

LETTER FROM THE BOARD



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. Wang Bo
Mr. Gao Jian-min
Mr. Liang Qing
Mr. Liu Fangyun
Mr. Yu Tong

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

Independent non-executive Directors:

Mr. Liu Erh Fei
Mr. Liu Xike
Mr. Zhu Xingwen
Mr. Wang Feng

26 September 2022

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR
(2) PROPOSED CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTORS
(3) PROPOSED CHANGE OF SUPERVISORS
AND
(4) NOTICE OF EXTRAORDINARY GENERAL MEETING**

I. INTRODUCTION

The purpose of this circular is to provide you with information regarding, among other things, (i) the proposed appointment of executive Director; (ii) the proposed change of Independent non-executive Directors; (iii) the proposed change of supervisors; and (iv) the Notice of EGM.

LETTER FROM THE BOARD

II. PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR

Reference is made to the announcement of the Company dated 15 August 2022 in relation to, among others, the proposed appointment of executive Director.

The Board proposed the appointment of Mr. Zhou Shaobing (“**Mr. Zhou**”) as an executive Director. The appointment of Mr. Zhou as an executive Director is subject to the Shareholders’ approval at the EGM.

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

Zhou Shaobing (周少兵)

Zhou Shaobing, male, born in July 1970, is a member of the Communist Party of the PRC and a university graduate. He served as the head of the mining site of Dexing Copper Mine* (德興銅礦), the chief engineer of Dexing Copper Mine, head of the mining site of Chengmenshan Copper Mine* (城門山銅礦) and 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).

As at the Latest Practicable Date, save as disclosed above, Mr. Zhou has not held any other position in the Company or other subsidiaries, has not held any directorship in other listed companies in the last three years, and has no other major appointments or professional qualifications. Mr. Zhou does not have any relationships with any Directors, supervisors, senior management, substantial shareholders or controlling shareholders of the Company. Mr. Zhou does not have any interests in the Shares within the meaning of Part XV of the SFO.

Subject to the approval by the Shareholders at the EGM, the Company will enter into a service contract or letter of appointment with Mr. Zhou. The initial length of service will be from the date of approval at the EGM to the expiration of the term of the ninth session of the Board. The Company has yet to fix the remuneration of Mr. Zhou and it will seek approval from the Shareholders at the EGM for the authorisation to the Board to determine the remuneration of Mr. Zhou and the authorisation to any one Director to enter into a service contract or letter of appointment with Mr. Zhou. The Board will consider the duties of Mr. Zhou in the Company with reference to the remuneration of the other Directors in determining the remuneration of Mr. Zhou.

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

LETTER FROM THE BOARD

III. PROPOSED CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

Reference is made to the announcement of the Company dated 19 July 2022 in relation to, among others, the proposed change of Independent non-executive Directors.

Mr. Liu Erh Fei shall resign from the positions as an Independent non-executive Director, a member of the audit committee, the remuneration committee and the nomination committee in accordance with the requirements of the Rules for Independent Directors of Listed Companies of the China Securities Regulatory Commission regarding the term of office of independent directors due to the expiration of his consecutive term of office as an independent Director for six years. In order to ensure the effectiveness of the work of the Board, the Company will re-elect an independent Director in accordance with the relevant requirements of the Company Law of the PRC and the Articles of Association. Mr. Li Shuidi (“**Mr. Li**”) was recommended by JCC and was nominated by the nomination committee of the Board as a candidate for independent Director to replace Mr. Liu Erh Fei at the EGM. Mr. Li, if appointed as an independent non-executive Director, will also be appointed to replace Mr. Liu Erh Fei as a member of the audit committee, the remuneration committee and the nomination committee, with effect from the date of approval at the EGM to the expiration of the term of the ninth session of the Board. The appointment of Mr. Li as an Independent non-executive Director is subject to the Shareholders’ approval at the EGM.

Mr. Liu Erh Fei has confirmed that he has no disagreement with the Board and that there is no other matters in relation to his cessation that need to be brought to the attention of the Shareholders.

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

Li Shuidi (李水弟)

Li Shuidi, male, born in March 1954 in Nanchang, Jiangxi Province, is a professor. He graduated from Nanchang University with a bachelor’s degree in machinery and a master’s degree in ideological and political education. He once served as 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.

As at the Latest Practicable Date, save as disclosed above, Mr. Li has not held any other position in the Company or other subsidiaries, has not held any directorship in other listed companies in the last three years, and has no other major appointments or professional qualifications. Mr. Li does not have any relationships with any Directors, supervisors, senior management, substantial shareholders or controlling shareholders of the Company. Mr. Li does not have any interests in the Shares within the meaning of Part XV of the SFO.

LETTER FROM THE BOARD

Mr. Li has confirmed that he meets the independence criteria as set out in Rule 3.13 of the Listing Rules.

Subject to the approval by the Shareholders at the EGM, the Company will enter into a service contract or letter of appointment with Mr. Li. The initial length of service will be from the date of approval at the EGM to the expiration of the term of the ninth session of the Board. The Company has yet to fix the remuneration of Mr. Li and it will seek approval from the Shareholders at the EGM for the authorisation to the Board to determine the remuneration of Mr. Li and the authorisation to any one Director to enter into a service contract or letter of appointment with Mr. Li. The Board will consider the duties of Mr. Li in the Company with reference to the remuneration of the other Independent non-executive Directors in determining the remuneration of Mr. Li.

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

IV. PROPOSED CHANGE OF SUPERVISORS

Reference is made to the announcement of the Company dated 19 July 2022 in relation to, among others, the proposed change of supervisors.

Mr. Wu Donghua (“**Mr. Wu**”) and Mr. Zhang Jianhua (“**Mr. Zhang**”), supervisors of the Company, shall resign as supervisors of the Company due to work adjustment, with effect from the date of election of new supervisors at the EGM. The resignations of Mr. Wu and Mr. Zhang as supervisors are subject to the Shareholders' approval at the EGM.

Mr. Wu and Mr. Zhang have each confirmed that they have no disagreement with the Board and that there is no other matter in relation to their cessation that needs to be brought to the attention of the Shareholders.

Mr. Zha Keping (“**Mr. Zha**”) and Mr. Liu Guobiao (“**Mr. Liu**”) were nominated as candidates for supervisors. The appointments of Mr. Zha and Mr. Liu as supervisors are subject to the Shareholders' approval at the EGM.

LETTER FROM THE BOARD

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

Zha Keping (查克兵)

Zha Keping, male, Han nationality, born in January 1969, has a postgraduate degree and a master's degree. He joined the workforce in July 1989, and is a member of the Communist Party of China and a senior engineer. He once served as the head of the mining site of Dexing Copper Mine* (德興銅礦), a member of the party committee and head of the mine of Chengmenshan Copper Mine (城門山銅礦), and the deputy chief engineer of JCC; he is currently the assistant to the general manager of the Company and the general manager of the strategy and investment department of the Company.

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

Liu Guobiao (劉國標)

Liu Guobiao, male, Han nationality, born in February 1967, has a bachelor degree. He joined the workforce in June 1989, and is a member of the Communist Party of China and a senior accountant. He once served as the deputy director of the audit department of JCC; deputy director of the secretariat to the Board of the Company; the chief financial officer and deputy general manager of Sichuan Kangxi Copper Industry Co., Ltd.* (四川康西銅業有限責任公司); the chief financial officer of Sichuan JCC Rare Earths Metals Co., Ltd.* (四川江銅稀土有限責任公司); member of the general Party branch and chief financial officer of JCC Copper Strip Company Limited* (江西銅業集團銅板帶有限公司); member of the general party branch and chief financial officer of Jiangxi JCC Copper Foil Technology Company Limited* (江西省江銅銅箔科技股份有限公司). He is currently the general manager of the audit department of the Company.

As at the Latest Practicable Date, save as disclosed above, each of Mr. Zha and Mr. Liu has not held any other position in the Company or other subsidiaries, has not held any directorship in other listed companies in the last three years and has no other major appointments or professional qualifications. Each of them does not have any relationships with any Directors, supervisors, senior management, substantial shareholders or controlling shareholders of the Company. Mr. Zha and Mr. Liu do not have any interests in the Shares within the meaning of Part XV of the SFO.

LETTER FROM THE BOARD

Subject to the approval by the Shareholders at the EGM, the Company will enter into service contracts or letters of appointment with Mr. Zha and Mr. Liu. The initial length of services will be from the date of approval at the EGM to the expiration of the term of the ninth session of the supervisory committee. The Company has yet to fix the remuneration of Mr. Zha and Mr. Liu and it will seek approval from the Shareholders at the EGM for the authorisation to the Board to determine the remuneration of Mr. Zha and Mr. Liu and the authorisation to any one Director to enter into a service contract or letter of appointment with each of Mr. Zha and Mr. Liu. The Board will consider the duties of Mr. Zha and Mr. Liu in the Company with reference to the remuneration of the other supervisors in determining the remuneration of Mr. Zha and Mr. Liu.

The Board is not aware that there are any other matters relating to Mr. Zha's and Mr. Liu's appointments that need to be brought to the attention of the Shareholders and there is no other information relating to Mr. Zha and Mr. Liu which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

V. EGM

Set out on pages 8 to 11 of this circular is the Notice of EGM. At the EGM, resolutions will be proposed to approve the proposed appointment of Mr. Zhou as an executive Director, the proposed appointment of Mr. Li as an Independent non-executive Director and the proposed change of supervisors.

The EGM will be held at 3:00 p.m. on Tuesday, 18 October 2022 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 by not later than Tuesday, 11 October 2022.

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 of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

LETTER FROM THE BOARD

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. 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.

The record date for determining the entitlement of the Shareholders to attend and vote at the EGM will be the close of business on Tuesday, 11 October 2022.

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 Tuesday, 11 October 2022 to Tuesday, 18 October 2022 (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 for registration by no later than 4:30 p.m. on Monday, 10 October 2022.

VI. 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 accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

VII. 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

NOTICE OF EXTRAORDINARY GENERAL MEETING



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 (“**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 Tuesday, 18 October 2022 (or any adjournment thereof) for the following purpose:

ORDINARY RESOLUTIONS:

1. To consider and approve the resignation of Mr. Wu Donghua as a supervisor of the Company with effect from the date on which this resolution is passed and to authorise any one executive director of the Company (the “**Director**”) to sign all documents and agreements and to do all such acts and things necessary to give effect to the foregoing.
2. To consider and approve the resignation of Mr. Zhang Jianhua as a supervisor of the Company with effect from the date on which this resolution is passed and to authorise any one executive Director to sign all documents and agreements and to do all such acts and things necessary to give effect to the foregoing.

ORDINARY RESOLUTIONS (BY WAY OF CUMULATIVE VOTING):

3. To consider and approve the appointment of Mr. Zhou Shaobing as an executive Director to hold office from the date on which this resolution is passed until the expiration of the term of the ninth 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. Zhou Shaobing 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.

NOTICE OF EXTRAORDINARY GENERAL MEETING

4. To consider and approve the appointment of Mr. Li Shuidi as an independent non-executive Director to hold office from the date on which this resolution is passed until the expiration of the term of the ninth session of 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. Li Shuidi 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.

5. To consider and approve the following resolutions in relation to the appointment of supervisors:
 - (i) To consider and approve the appointment of Mr. Zha Keping as a supervisor to hold office from the date on which this resolution is passed until the expiration of the term of the ninth session of the supervisory committee and to authorise the Board to determine his remuneration and any one executive Director to enter into the service contract or letter of appointment on behalf of the Company with Mr. Zha Keping 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.

 - (ii) To consider and approve the appointment of Mr. Liu Guobiao as a supervisor to hold office from the date on which this resolution is passed until the expiration of the term of the ninth session of the supervisory committee and to authorise the Board to determine his remuneration and any one executive Director to enter into the service contract or letter of appointment on behalf of the Company with Mr. Liu Guobiao 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

26 September 2022
Jiangxi Province, the PRC

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

- (i) Any shareholder of the Company (“**Shareholder**”) entitled to attend and vote at the EGM mentioned above 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) 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 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 Tuesday, 11 October 2022 to Tuesday, 18 October 2022 (both days inclusive), during which period no share transfer will be registered.
- (v) Shareholders whose names appear on the register of members of the Company on Tuesday, 11 October 2022 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 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 Monday, 10 October 2022.
- (vii) Shareholders who intend to attend the EGM shall complete and lodge the reply slip for attending the EGM at 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 Tuesday, 11 October 2022. The reply slip may be delivered to the Company by hand, by post or by fax (at fax no.: (86) 791-82710114).
- (viii) The EGM is not expected to take more than half a day. Shareholders or their proxies attending the EGM shall be responsible for their own travel and accommodation expenses.

NOTICE OF EXTRAORDINARY GENERAL MEETING

(ix) **IMPORTANT:**

- (a) The voting at the EGM in respect of Resolutions No. 3, 4 and 5 in relation to the proposed appointments of executive Director, independent non-executive Director and supervisors (as the case may be) shall be conducted by way of cumulative voting. In respect of these resolutions, you are entitled to a number of votes equivalent to the number of shares held by you multiplying the number of the proposed executive Directors, independent non-executive Directors or supervisors.
- (b) The cumulative voting will be conducted separately in three categories, namely (i) the executive Director; (ii) the independent non-executive Director; and (iii) the supervisors, i.e. (i) for the appointment of the 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; (ii) for the appointment of the independent non-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 independent non-executive Director, i.e. 1, and this particular allocation of votes may only be cast on the proposed independent non-executive Director candidate; and (iii) for the appointment of supervisors, the total number of votes you may cast shall equal to the product of the number of shares held by you multiplying the number of the proposed supervisors, i.e. 2, and this particular allocation of votes may only be cast on the proposed supervisor candidates.

For illustration, if you hold 100 shares, the total number of votes you may cast in respect of Resolution No. 5 will be 200 votes, and this particular allocation of votes may only be cast on the proposed supervisor candidates. You may cast 200 votes evenly among 2 proposed supervisor candidates, or to place all your votes on one particular candidate or cast your votes diversely on more than one candidate. The same voting method applies to the voting of Resolution No. 3 and Resolution No. 4.

Please specify the number of votes cast for each of the candidates for executive Director, independent non-executive Director and supervisor in the box marked “Number of votes”. Failure to specify the number of votes cast for each of the candidates will entitle your proxy to cast your votes at his discretion.

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