



(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 01164)

**Form of Proxy for the Extraordinary General Meeting
to be held on 10 June 2021 (or any adjournment thereof)**

I/We, ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ ordinary shares of HK\$0.01
each in the share capital of CGN Mining Company Limited (the “Company”), HEREBY APPOINT ^(Note 3) _____
of _____
or failing him/her, the chairman of the meeting ^(Note 4) as my/our proxy to attend, act and vote for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held at Conference Room 1402, 14th Floor, North Building, CGN Tower, 2002 Shennan Boulevard, Futian District, Shenzhen, Guangdong Province, PRC on 10 June 2021 (Thursday) at 11:00 a.m. (or any adjournment thereof) (the “Meeting”) in respect of the resolution set out in the notice of the Meeting (the “Notice”) as indicated below, and if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION ^(Note 5)		FOR ^(Note 6)	AGAINST ^(Note 6)
1.	To approve, ratify and confirm (i) the Sale and Purchase Agreement, the terms and conditions therein and the transactions contemplated thereunder; (ii) the grant of the Call Option and the Buy-back Right; (iii) the acceptance of the Put Option and the Sell-back Right; (iv) the Off-take Agreement, the terms and conditions therein, the transactions contemplated thereunder and its proposed annual transaction cap amounts; and (v) the entering into of the Cooperation Agreement, the Further Cooperation Agreement and the Mining Principles Agreement. ^(Note 7)		

Signature ^(Note 8): _____ Dated this _____ day of _____, 2021

Notes:

- Full name(s) and address(es) (as shown in the register of members) to be inserted in **BLOCK CAPITALS**. The name of all joint holders should be stated. In the case of joint holders of a share, any one of such joint holders (or their respective proxies) may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint holders are present, whether in person or by proxy, at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- Please insert the number of ordinary shares of the Company registered in your name(s) that this appointment of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the ordinary shares of the Company registered in your name(s).
- A member entitled to attend and vote at the Meeting is entitled to appoint proxy to attend and, subject to the provisions of the articles of association of the Company, to vote in his place. A proxy need not be a member of the Company, but must attend the meeting in person to represent the member. A member who is the holder of two or more shares may appoint more than one proxy to attend and vote on his behalf. If more than one proxy is so appointed, a photocopy of this form may be used and the appointment shall specify the number of shares in respect of which each such proxy is so appointed.
- If you do not wish to appoint the chairman of the Meeting as your alternate proxy to the named proxy, please delete the words “or failing him/her, the chairman of the Meeting”. **ANY DELETION OR ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGNS IT.**
- The descriptions of the proposed ordinary resolution is by way of summary only. The full text appears in the notice of the Meeting.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, INSERT A “✓” OR THE RELEVANT NUMBER OF SHARES IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, INSERT A “✓” OR THE RELEVANT NUMBER OF SHARES IN THE BOX MARKED “AGAINST”.** Failure to complete the box will entitle your proxy to vote or abstain at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the notice of the Meeting.
- Capitalised terms used herein shall have the same meaning as defined in the notice of the Meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of any officer or attorney or other person duly authorised.
- In order to be valid, this form of proxy together with a power of attorney or other authority, if applicable, under which it is signed (or a notarially certified copy of that power of attorney or authority) must be deposited at the Hong Kong branch share registrar and transfer office of the Company, Union Registrars Limited at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong not later than 48 hours before the appointed time for holding the Meeting or any adjournment thereof.
- Delivery of an instrument appointing a proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

PERSONAL INFORMATION COLLECTION STATEMENT

“Personal Data” in this proxy form has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Cap 486 (“PDPO”), which includes your and your proxy’s name and address.

Your and your proxy’s Personal Data provided in this proxy form will be used in connection with processing your request for the appointment of a proxy to attend, act and vote on your behalf as directed above at the Meeting. The supply of your and your proxy’s Personal Data is on a voluntary basis. However, we may not be able to process your instruction unless you provide us with your and your proxy’s Personal Data.

Your and your proxy’s Personal Data will be disclosed or transferred to the Company, the Company’s Hong Kong Branch Share Registrar, the Company’s principal share registrar and transfer office and/or other companies or bodies for the purpose stated above, or when it is required to do so by law, and will be retained for such period as may be necessary for our verification and record purpose. By providing your proxy’s Personal Data in this proxy form, you should have obtained the express consent (which has not been withdrawn) from your proxy in using his/her Personal Data provided in this proxy form and that you have informed your proxy of the purpose for and the manner in which his/her Personal Data may be used.

You/your proxy have/has the right to request access to and/or correction of your/your proxy’s Personal Data respectively in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your/your proxy’s Personal Data should be in writing by mail to Union Registrars Limited at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong.

* For identification purpose only