



METALLURGICAL CORPORATION OF CHINA LTD. *

中國冶金科工股份有限公司

(A joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 1618)

Form of Proxy for the Annual General Meeting to be held on 29 June 2020

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ A Shares/H Shares ^(Note 3) of RMB1.00
each in the share capital of Metallurgical Corporation of China Ltd.* (the “Company” or “MCC”) **HEREBY APPOINT THE
CHAIRMAN OF THE MEETING** ^(Note 4), or _____
of _____,
as my/our proxy(ies) to attend and act for me/us at the 2019 Annual General Meeting of the Company (the “AGM”) (and at any adjournment thereof) to be held at MCC Tower, No. 28 Shuguang Xili, Chaoyang District, Beijing, 100028, the People's Republic of China on Monday, 29 June 2020 at 2:00 p.m. for the purposes of considering and, if thought fit, passing the resolutions as set out in the notice convening the AGM and at the AGM (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as hereunder indicated and, if no such indication is given, as my/our proxy(ies) thinks fit.

Ordinary Resolutions		For ^(Note 5)	Against ^(Note 5)	Abstain ^(Note 5)
1.	To consider and approve the proposal in relation to the “Work Report of the Board of MCC for the Year 2019”			
2.	To consider and approve the proposal in relation to the “Work Report of the Supervisory Committee of MCC for the Year 2019”			
3.	To consider and approve the proposal in relation to the report on final accounts of the Company for the year 2019 (as set out in the 2019 annual report of the Company)			
4.	To consider and approve the proposal in relation to the profit distribution plan of the Company for the year 2019			
5.	To consider and approve the proposal in relation to the emoluments of Directors and Supervisors of the Company for the year 2019			
6.	To consider and approve the proposal in relation to the plan of guarantees to be provided by the Company for the year 2020			
Special Resolutions		For ^(Note 5)	Against ^(Note 5)	Abstain ^(Note 5)
7.	To consider and approve the proposal in relation to the grant of general mandate to the Board of Directors to issue shares			
8.	To consider and approve the proposal in relation to the amendments to the Articles of Association and the Rules of Procedure for General Meetings			

Date: _____ 2020

Signature(s) ^(Note 6): _____

Notes:

- (1) Please insert the full name(s) and address(es) (as shown in the register of members of the Company) in **BLOCK CAPITALS**. The names of all joint holders should also be stated.
- (2) Please insert the number of Shares registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all Shares in the Company registered in your name(s).
- (3) Please strike out the type of Shares (A Shares or H Shares) to which this form of proxy does not relate.
- (4) If any proxy other than the Chairman of the Meeting is preferred, please strike out the words “**THE CHAIRMAN OF THE MEETING**” and insert the name and address of the proxy desired in the space provided. A Shareholder entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a Shareholder of the Company but must attend the AGM in person to represent you. The person appointed as proxy may exercise all the rights conferred on proxies under laws, regulations or the Articles of Association of the Company. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- (5) **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK IN THE BOX MARKED “AGAINST”. IF YOU WISH TO ABSTAIN FROM VOTING ON A RESOLUTION, PLEASE TICK IN THE BOX MARKED “ABSTAIN”.** Failure to complete the boxes will entitle your proxy to cast his vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the AGM other than those referred to in the notice convening the AGM.
- (6) This form of proxy must be signed by you or your attorney duly authorised in writing. In the case of a corporation, the same must be either under its common seal or under the hand of its director(s) or duly authorised attorney(s). If this form of proxy is signed by an attorney of a Shareholder, the power of attorney authorising that attorney to sign, or other authorisation document, must be notarised.
- (7) In accordance with the Company’s Articles of Association, where two or more persons are registered as the joint holders of any Share, only the person whose name appears first in the register of members shall be entitled to receive the notice of the AGM, to attend and exercise all the voting powers attached to such share at the AGM.
- (8) In order to be valid, this form of proxy together with the power of attorney or other authorisation document (if any) must be deposited at the office of the Board of Directors in the Company’s principal place of business in China if you are a holder of A Shares and at the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, if you are a holder of H Shares not less than 24 hours (excluding any public holidays) before the time fixed for holding the AGM or any adjournment thereof (as the case may be).
- (9) The address and contact details of the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, are as follows:

17M Floor
Hopewell Centre
183 Queen’s Road East
Wanchai, Hong Kong
Tel: (852) 2862 8555
Fax: (852) 2865 0990
- (10) The address and contact details of the office of the Board of Directors of the Company are as follows:

MCC Tower
No. 28 Shuguang Xili
Chaoyang District
Beijing, 100028
People’s Republic of China
Tel: (8610) 5986 8666
Fax: (8610) 5986 8999
- (11) A Shareholder or his/her/its proxy should produce proof of identity when attending the AGM. If a corporate Shareholder appoints its legal representative to attend the AGM, such legal representative shall produce proof of identity and a copy of the resolution of the board of directors or other governing body of such Shareholder appointing such legal representative to attend the AGM.
- (12) Unless otherwise defined, terms used herein bear the same meaning as defined in the circular of the Company dated 14 May 2020.

* *For identification purposes only*