



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)

SECOND FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON 29 JUNE 2020 ^(Note 1)

I/We ^(Note 2) _____
of _____
being the registered holder(s) of ^(Note 3) _____ A Shares/H Shares ^(Note 4) 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 5), 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 and the supplemental notice of 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 6)	Against ^(Note 6)	Abstain ^(Note 6)
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 6)	Against ^(Note 6)	Abstain ^(Note 6)
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			
Supplemental Ordinary Resolution		For ^(Note 6)	Against ^(Note 6)	Abstain ^(Note 6)
9.	To consider and approve the proposal in relation to the appointment of WUYIGE Certified Public Accountants LLP as the auditor and the internal control auditor of the Company for the year 2020, and to authorize the Board to determine their remunerations			

Date: _____ 2020

Signature(s) ^(Note 7): _____

Notes:

- (1) **IMPORTANT:** You should first review the notice of the AGM (the “**AGM Notice**”) dated 14 May 2020 and the supplemental notice of the AGM (the “**Supplemental Notice**”) dated 11 June 2020 of the Company before appointing a proxy.
- (2) 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.
- (3) Please insert the number of Shares registered in your name(s) to which this second form of proxy relates. If no number is inserted, this second form of proxy will be deemed to relate to all Shares in the Company registered in your name(s).
- (4) Please strike out the type of Shares (A Shares or H Shares) to which this second form of proxy does not relate.
- (5) 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 SECOND FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- (6) **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 AGM Notice and the Supplemental Notice.
- (7) This second 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 second 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.
- (8) 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 AGM Notice and the Supplemental Notice, to attend and exercise all the voting powers attached to such Share at the AGM.
- (9) In order to be valid, this second 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).
- (10) Shareholders who intend to appoint a proxy to attend the AGM but have not returned the form of proxy despatched on 14 May 2020 together with the AGM Notice (the “**First Form of Proxy**”) shall only return this second form of proxy while the First Form of Proxy needs not to be returned.
- (11) Shareholders who have returned the First Form of Proxy shall note that:
 - (a) If this second form of proxy is not returned 24 hours (excluding any part of a day that is a public holiday) before the time designated for holding the AGM or any adjourned meeting thereof, the duly completed and returned First Form of Proxy will be deemed as a valid form of proxy. In addition to those resolutions contained in the AGM Notice and the First Form of Proxy, the proxy/proxies so appointed by the Shareholder shall also be entitled to vote at his/her discretion or abstain from voting on any resolutions properly put forward at the AGM, including the supplemental resolution set out in the Supplemental Notice.
 - (b) If this second form of proxy has been returned 24 hours (excluding any part of a day that is a public holiday) before the time designated for the holding the AGM or any adjourned meeting thereof, the First Form of Proxy previously returned by the Shareholder shall be revoked and superseded by this second form of proxy. This duly completed second form of proxy will be deemed as a valid form of proxy.
- (12) 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
- (13) 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
- (14) 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.

* For identification purposes only