



# 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 2021 FIRST EXTRAORDINARY GENERAL MEETING TO BE HELD ON 29 SEPTEMBER 2021 <sup>(Note 1)</sup>

I/We <sup>(Note 2)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 3)</sup> \_\_\_\_\_ A shares/H shares <sup>(Note 4)</sup> of RMB1.00 each in the share capital of Metallurgical Corporation of China Ltd.\* (the "Company") **HEREBY APPOINT THE CHAIRMAN OF THE MEETING** <sup>(Note 5)</sup> or \_\_\_\_\_ of, as my/our proxy(ies) to attend and act for me/us at the 2021 first extraordinary general meeting of the Company (the "EGM" or "Meeting") (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 Wednesday, 29 September 2021 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 EGM and at the EGM (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolution<sup>#</sup> as indicated below and, if no such indication is given, as my/our proxy(ies) thinks fit.

| Special Resolution |   | For <sup>(Note 6)</sup> | Against <sup>(Note 6)</sup> | Abstain <sup>(Note 6)</sup> |
|--------------------|---|-------------------------|-----------------------------|-----------------------------|
| 1.                 | To consider and approve the resolution in relation to the proposed amendment to the Articles of Association |                         |                             |                             |

# The full text of the resolution is set out in the circular of the EGM dated 10 September 2021.

Date: \_\_\_\_\_ 2021

Signature(s) <sup>(Note 7)</sup>: \_\_\_\_\_

*Notes:*

- (1) **IMPORTANT: You should first review the circular of the Company dated 10 September 2021 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 name of all joint holders should be stated.
- (3) 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).
- (4) Please strike out the type of shares (A shares or H shares) to which this 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 EGM may appoint one or more proxies to attend and vote on his behalf. A proxy need not be a shareholder of the Company but must attend the EGM in person to represent you. The person appointed as proxy may exercise all the rights conferred on proxies under law, regulation 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.**
- (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”.** If no direction is given, your proxy may vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the EGM other than those referred to in the notice convening the EGM.
- (7) This form of proxy must be signed by you or your attorney duly authorized 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 authorized attorney(s). If this form of proxy is signed by an attorney of a shareholder, the power of attorney authorizing that attorney to sign, or other authorization document, must be notarized.
- (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 notice of the EGM, to attend and exercise all the voting powers attached to such share at the EGM.
- (9) In order to be valid, this form of proxy together with the power of attorney or other authorization document (if any) must be deposited at the office of the board of directors of the Company at the Company’s principal place of business in the PRC 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 before the time fixed for holding the EGM or any adjournment thereof (as the case may be) (excluding any public holiday).
- (10) 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
- (11) 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
- (12) A shareholder or his/her/its proxy should produce proof of identity when attending the EGM. If a corporate shareholder appoints its legal representative to attend the EGM, such legal representative shall produce proof of identity and a copy of the resolutions of the board of directors or proof of other governing body of such shareholder appointing such legal representative to attend the EGM.
- (13) Unless otherwise defined, terms used herein bear the same meaning as defined in the notice of the EGM dated 10 September 2021 and the circular of the Company dated 10 September 2021.

*\* For identification purposes only*