



CHINA METAL RESOURCES UTILIZATION LIMITED

中國金屬資源利用有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1636)

Form of proxy for use at the Extraordinary General Meeting to be held on 22 February 2022 (and adjournment thereof)

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____
share of HK\$0.1 each in the share capital of the China Metal Resources Utilization Limited (the "Company"), HEREBY APPOINT the **Chairman of the Extraordinary General Meeting** ^(Note 4) or _____
of _____
as my/our proxy to attend the Extraordinary General Meeting (and any adjournment thereof) of the Company to be held at Unit 02-03, 44/F., Cosco Tower, 183 Queen's Road Central, Hong Kong on 22 February 2022 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 said meeting and at such meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below.

ORDINARY RESOLUTIONS [#]		FOR ^(Note 5 & 6)	AGAINST ^(Note 5 & 6)
1.	To approve, ratify and confirm the Huarong Subscription Agreement (as defined in the circular of the Company dated 4 February 2022 (the "Circular")) and the transactions contemplated thereunder; to grant the Huarong Subscription Specific Mandate (as defined in the Circular) to the directors of the Company (the "Directors"); and to authorise any one of the Directors to do all things necessary for the purpose of or in connection with (1) the performance of the rights and/or obligations under the Huarong Subscription Agreement and (2) the issue and allotment of Huarong Subscription Shares pursuant to the Huarong Subscription Agreement (Note 11).		
2.	To approve, ratify and confirm the Prosper Rich Subscription Agreement (as defined in the Circular) and the transactions contemplated thereunder; to grant the Prosper Rich Subscription Specific Mandate (as defined in the Circular) to the Directors; and to authorise any one of the Directors to do all things necessary for the purpose of or in connection with (1) the performance of the rights and/or obligations under the Prosper Rich Subscription Agreement and (2) the issue and allotment of Prosper Rich Subscription Shares pursuant to the Prosper Rich Subscription Agreement (Note 11).		
3.	To approve, ratify and confirm the Huarong 2nd Amendment Deed (as defined in the Circular) and the other Huarong Amendment Documents (as defined in the Circular) in relation to the Amendments (as defined in the Circular) and the transactions contemplated thereunder; to grant the Convertible Bonds Specific Mandate (as defined in the Circular) to the Directors; and to authorise any one of the Directors to do all things necessary for the purpose of or in connection with (1) the performance of the rights and/or obligations under the Huarong Amendment Documents (as defined in the Circular) and (2) the issue and allotment of the New Shares (as defined in the Circular) pursuant to the Huarong Convertible Bonds (Note 11).		
4.	To approve the refreshment and renewal of the Scheme Mandate Limit (as defined in the Circular) for the grant of share options under the Share Option Scheme (as defined in the Circular) (excluding share options previously granted, outstanding, cancelled, lapsed or exercised under the Share Option Scheme); and to authorise any one of the Directors to grant share options up to the refreshed Scheme Mandate Limit and to exercise all the powers of the Company to allot, issue and deal with shares of the Company pursuant to the exercise of such share options (Note 11).		

[#] Full text of the resolutions are set out in the notice of the Extraordinary General Meeting as contained in the Circular of the Company dated 4 February 2022.

Dated this _____ day of _____ 2022. Signature(s): _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of the Company registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- Any member of the Company entitled to attend and vote at the meeting is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. The proxy need not be a member of the Company but must attend the meeting in person to represent the member.
- If any proxy other than the Chairman of the meeting is preferred, please strike out the words "the Chairman of the Extraordinary General Meeting or" here inserted and insert the name and address of the proxy desired in the space provided. A member of the Company who is the holder of two or more shares may appoint more than one proxy to attend and vote on his/her/its behalf at the meeting provided that if more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE EXTRAORDINARY GENERAL MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED "AGAINST".** Failure to complete any or all the boxes will entitle your proxy to cast his/her votes 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 convening the meeting.
- All resolutions will be put to vote by way of poll at the meeting. Every member of the Company present in person (in the case of a member being a corporation, by its duly authorised representative) or by proxy shall have one vote for every fully paid share of which he/she/it is the holder. A person entitled to more than one vote need not use all his/her votes or cast all the votes he/she uses in the same way and in such case, please state the relevant number of shares in the appropriate box(es) above.
- 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 executed under its common seal or under the hand of an officer or attorney or other person duly authorised.
- In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the Register of Members of the Company in respect of the joint holding.
- To be valid, this form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the Company's Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding this meeting or any adjourned meeting.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting and, in such event, the form of proxy shall be deemed to be revoked.
- The full text of the resolutions appears in the notice of the Extraordinary General Meeting of the Company dated 4 February 2022.