



稀鎂科技 REMT

稀鎂科技集團控股有限公司 RARE EARTH MAGNESIUM TECHNOLOGY GROUP HOLDINGS LIMITED

(in provisional liquidation)
(for restructuring purposes only)
(Incorporated in Bermuda with limited liability)
(Stock Code: 601)

Form of Proxy for Special General Meeting (or any adjournment thereof)

I/We¹ _____
of _____
being the registered holder(s) of _____ ordinary share(s)² of HK\$0.10 each in the share capital of Rare Earth Magnesium Technology Group Holdings Limited (the “Company”) **HEREBY APPOINT³** THE CHAIRMAN OF THE MEETING or _____
of _____
as my/our proxy to attend the special general meeting of the Company to be held at 16th Floor, Tower 5, The Gateway, Harbour City, Tsim Sha Tsui, Kowloon, Hong Kong on Wednesday, 25 May 2022 at 2:30 p.m. (or any adjournment thereof) and to vote on my/our behalf on the undermentioned resolutions as indicated below:

	Special Resolution	For ⁴	Against ⁴
1.	To approve the Capital Reduction and the Share Sub-division.		
Ordinary Resolutions			
2.	To approve the Share Consolidation.		
3.	To approve the implementation of the Creditors' Scheme including the issue and allotment of the Scheme Shares and Conversion Shares under the Special Mandate.		
4.	To authorise any one of directors to do all acts necessary or desirable to give effect to foregoing resolutions and the transactions contemplated thereunder.		

Dated this _____ day of _____, 2022

Signature(s)⁶ _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares of HK\$0.10 each registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, please delete the words “the Chairman of the meeting” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY ONE OF THE RESOLUTIONS, PLEASE TICK THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY ONE OF THE RESOLUTIONS, PLEASE TICK THE BOX MARKED “AGAINST”.** Failure to tick a box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
5. 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 of such power or authority, must be deposited at the Hong Kong branch share registrar and transfer office of the Company, Tricor Secretaries Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for holding the said meeting or adjourned meeting.
6. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must either be executed under its common seal or under the hand of an officer or attorney or other person duly authorised.
7. Where there are joint holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holders is present at the meeting, personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
8. The description of these resolutions is by way of summary only. The full text appears in the Notice of Special General Meeting.
9. The proxy need not be a member of the Company but must attend the meeting (or at any adjournment thereof) in person to represent you.