



中國大冶有色金屬礦業有限公司

China Daye Non-Ferrous Metals Mining Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 00661)

Form of Proxy for use at the Annual General Meeting to be held on Thursday, 25 May 2023 or any adjournment thereof

I/We, (Note 1) _____

of _____

being the registered holder(s) of _____ ordinary shares (Note 2) of HK\$0.05 each in the ordinary share capital of the above-named company (the "Company"), **HEREBY APPOINT THE CHAIRMAN OF THE MEETING** (Note 4)

or _____

of _____

as my/our proxy to attend the Annual General Meeting of the Company to be held at Function Room 4 & 6, 3/F, The Mira Hong Kong, Mira Place, 118-130 Nathan Road, Tsim Sha Tsui, Kowloon, Hong Kong, on Thursday, 25 May 2023 at 10:00 a.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 (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below, or on any resolution or motion which is proposed thereat, or, if no such indication is given, as my/our proxy may think fit.

ORDINARY RESOLUTIONS		FOR (Notes 5 & 6)	AGAINST (Notes 5 & 6)
1.	To consider and receive the audited financial statements and the reports of the directors and auditor for the year ended 31 December 2022.		
2.	To re-elect Mr. Zhang Guangming as an executive director of the Company.		
3.	To re-elect Ms. Liu Fang as an independent non-executive director of the Company;		
4.	To re-elect Mr. Xiao Shuxin as an executive director of the Company.		
5.	To re-elect Mr. Chen Zhimiao as an executive director of the Company.		
6.	To re-elect Mr. Wang Qihong as an independent non-executive director of the Company.		
7.	To authorize the board of directors to fix the respective directors' remuneration.		
8.	To appoint SHINEWING (HK) CPA Limited as the auditor of the Company and its subsidiaries to hold office until the conclusion of the next annual general meeting, and to authorize the board of directors to fix its remuneration.		
9.	To give a general mandate to the directors to purchase the Company's ordinary shares not exceeding 10% of the aggregate number of issued shares of the Company as at the date of passing of this resolution.		
10.	To give a general mandate to the directors to issue, allot and deal with additional ordinary shares of the Company not exceeding 20% of the aggregate number of issued shares of the Company as at the date of passing of this resolution.		
11.	To extend the general mandate granted to the directors to issue, allot and deal with additional shares of the Company by the aggregate number of shares bought back by the Company.		
SPECIAL RESOLUTION			
12.	To consider and approve the proposed amendments to the current bye-laws of the Company and to adopt the amended and restated bye-laws of the Company in substitution for and to the exclusion of the current bye-laws of the Company.		

Dated this _____ day of _____ 2023.

Signature(s) (Note 7): _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of ordinary shares of the Company 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 the ordinary 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 is preferred, strike out the words "**THE CHAIRMAN OF THE MEETING**" 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 ordinary 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 MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "AGAINST".** Failure to complete any or all the boxes will entitle your proxy to cast his/her votes or abstain at his/her discretion. Your proxy will also be entitled to vote or abstain 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 authorized representative) or by proxy shall have one vote for every fully paid ordinary share of which he/she/it is the holder. A person entitled to more than one vote on a poll need not use all his/her votes or cast all the votes he/she uses in the same way and in such cases, please state the relevant number of ordinary shares in the appropriate box(es) above.
- This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either executed under its seal or under the hand of an officer or attorney or other person duly authorized.
- 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 Branch Share Registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time fixed for holding this meeting or the adjourned meeting.
- 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 of the joint holders stand in the Register of Members of the Company in respect of the joint holding.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting (or any adjournment thereof) and, in such event, the form of proxy shall be deemed to be revoked.
- The description of each resolution herein is by way of summary only. The full text appears in the notice of the meeting.