



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 FIRST EXTRAORDINARY GENERAL MEETING OF 2023 TO BE HELD ON 11 SEPTEMBER 2023 ^(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”) **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 first extraordinary general meeting of 2023 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 Monday, 11 September 2023 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 resolutions[#] as indicated below and, if no such indication is given, as my/our proxy(ies) thinks/think fit.

Special Resolution		For ^(Note 6)	Against ^(Note 6)	Abstain ^(Note 6)
1.	To consider and approve the proposal of grant of general mandate to the Board of Directors to issue new Shares			
Ordinary Resolution		For ^(Note 6)	Against ^(Note 6)	Abstain ^(Note 6)
2.	To consider and approve that the Company is eligible to issue Preference Shares to qualified investors under the laws and regulations of the PRC			
Special Resolutions		For ^(Note 6)	Against ^(Note 6)	Abstain ^(Note 6)
3.	To consider and approve the proposal regarding the proposed Issuance Plan of Preference Shares of the Company			
	(1) type and number of Preference Shares to be issued;			
	(2) method of the issuance, target investors and placing arrangement to existing Shareholders;			
	(3) par value and issuance price;			
	(4) principles for determination of the dividend rate;			
	(5) method of the profit distribution for the Preference Shares;			
	(6) redemption terms;			
	(7) voting rights restrictions and restoration;			
	(8) sequence of settlement and method of liquidation;			
	(9) rating arrangement;			
	(10) guarantee arrangement;			
	(11) listing and transfer arrangement upon Proposed Issuance;			
	(12) use of proceeds;			
(13) validity period of the resolution in respect of the Proposed Issuance				
4.	To consider and approve the preliminary Issuance Plan for Preference Shares to be issued in the PRC			
5.	To consider and approve the feasibility analysis report of the use of proceeds raised from issuance of Preference Shares			
6.	To consider and approve the dilution of current return to Shareholders by the Proposed Issuance and the remedial measures to be adopted			
Ordinary Resolutions		For ^(Note 6)	Against ^(Note 6)	Abstain ^(Note 6)
7.	To consider and approve the proposed Shareholders' dividend return plan for the years of 2023 to 2025			
8.	To consider and approve the exemption from the preparation of the Report on Use of the Capital Previously Raised			

Special Resolutions		For ^(Note 6)	Against ^(Note 6)	Abstain ^(Note 6)
9.	To consider and approve the proposed amendments to the Articles of Association of the Company			
10.	To consider and approve the proposed amendments to the Rules of Procedures for the General Meetings			
11.	To consider and approve the proposed amendments to the Rules of Procedures for the Board Meetings			
Ordinary Resolution		For ^(Note 6)	Against ^(Note 6)	Abstain ^(Note 6)
12.	To consider and approve the proposed amendments to the A Share Proceeds Management System			
Special Resolution		For ^(Note 6)	Against ^(Note 6)	Abstain ^(Note 6)
13.	To consider and approve the authorization of the Board of Directors or any person authorized by the Board of Directors to deal with any matters in relation to the issuance of Preference Shares			

The full text of the resolutions is set out in the circular of the EGM dated 21 August 2023.

Date: _____ 2023

Signature(s) ^(Note 7): _____

Notes:

- (1) **IMPORTANT: You should first review the circular of the Company dated 21 August 2023 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 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/her 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 INITIALLED 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/her 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
The 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 those defined in the notice of the EGM dated 21 August 2023 and the circular of the Company dated 21 August 2023.
- (14) The resolutions will be voted on by means of the cumulative voting system, which means that each share held by a shareholder shall have the same number of votes as the number of directors to be elected (i.e. 2 votes). Each shareholder may cast all of his or her votes for one candidate or may split them between two candidates. The sum of the votes cast by each shareholder for all the candidates (including voting for and against resolutions) must not exceed the total number of votes he/she has.

* For identification purposes only