



JL MAG RARE-EARTH CO., LTD.
江西金力永磁科技股份有限公司

(A joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 06680)

Form of Proxy for the Second H Shares Class Meeting of 2023
(Applicable to H Shareholders)

Number of H shares to which this form of proxy relates ^(Note 1)	
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I/We^(Note 2) (name) _____
of (address) _____
being the holder(s) of _____^(Note 3) H Shares
of RMB1.00 each in the share capital of JL MAG RARE-EARTH CO., LTD. (the "Company") hereby appoint the Chairman of the meeting,
or^(Note 4) _____ of (address) _____

as my/our proxy to attend and vote for me/us on my/our behalf as directed below, or if no such indication is given then to vote as my/our proxy thinks fit, at the second H shares class meeting of 2023 ("H Shares Class Meeting") to be held at the conference room of Ganzhou Jinjiang International Hotel, 88 Jindongbei Road, Zhanggong District, Ganzhou City, Jiangxi Province, the PRC on Thursday, November 23, 2023, at 3:00 p.m. or any adjournment thereof, or immediately following the conclusion of the first extraordinary general meeting of 2023 (the "EGM") and the second A shares class meeting of 2023 (the "A Shares Class Meeting"), whichever is later,

	SPECIAL RESOLUTIONS ^(Note A)	FOR ^(Note 5)	AGAINST ^(Note 5)	ABSTAIN ^(Note 5)
1.	To consider and approve the Change of Registered Capital of the Company and Amendments to the Articles of Association			
2.	To consider and approve the amendments to the Rules of Procedure for General Meetings			
3.	To consider and approve the amendments to the Rules of Procedure for the Supervisory Committee			

Note A: Unless otherwise specified, capitalized terms used herein shall have the same meanings as those defined in the circular of the Company dated November 6, 2023.

Date: _____ Signature of Shareholder(s)^(Note 6) _____

Notes:

- Please insert the number of shares registered in your name(s) to which this proxy relates. If a number is inserted, this form of proxy will be deemed to relate only to those shares. If no number is inserted, the form of proxy will be deemed to relate to all shares registered in your name(s) (whether alone or jointly with others).
- Please insert the full name(s) and address(es) as registered in the register of members for H Shares of the Company in **BLOCK LETTERS**. The name of all joint registered holders should be stated.
- Please insert the number of shares of the Company registered in your name(s) and delete as appropriate.
- If any proxy other than the Chairman of the meeting is preferred, please strike out the words "the Chairman of the meeting, or" and insert the name and address of the proxy desired in the space provided. A shareholder may appoint one or more proxies to attend and vote at the H Shares Class Meeting on his/her behalf. A proxy needs not be a shareholder of the Company. **Any alteration made to this form of proxy must be initialed by the person who signs it.**
- Important: If you wish to vote for any resolution, please put a "✓" in the box marked "FOR". If you wish to vote against any resolution, please put a "✓" in the box marked "AGAINST". If you wish to vote abstention on any resolution, please put a "✓" in the box marked "ABSTAIN". If the form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy is entitled to vote or abstain at his/her discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy is entitled, in relation to that particular proposed resolution, to vote or abstain at his/her discretion. A proxy will also be entitled to vote at his/her discretion on any resolution properly put to the H Shares Class Meeting other than those set out in the notice convening the H Shares Class Meeting.
- This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a legal person, must be either executed under its common seal or under the hand of its legal representative or attorney or other officer duly authorized.
- If an attending shareholder or proxy casts a vote of abstention or abstains from voting in respect of a resolution, the Share(s) represented by that shareholder or proxy will be regarded as valid votes when the Company counts the votes with respect to that resolution.
- To be valid, this form of proxy and, if such proxy is signed by a person on behalf of the appointer pursuant to a power of attorney or other authority, a notarially certified copy of that power of attorney or other authority must be delivered to the Company's H Shares 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 24 hours before the time for holding of the H Shares Class Meeting or not less than 24 hours before the holding of any adjournment thereof.
- Completion and delivery of this form of proxy will not preclude you from attending and voting at the H Shares Class Meeting or any adjournment thereof if you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.
- Shareholders or his/her proxy(ies) shall produce their identification documents when attending the H Shares Class Meeting in person or by proxy.