South Manganese Investment Limited
南方錳業投資有限公司

(incorporated in Bermuda with limited liability)

(Stock Code: 1091)

FORM OF PROXY FOR USE AT THE SPECIAL GENERAL MEETING TO BE HELD ON FRIDAY, 6 SEPTEMBER 2024 AT 10:30 A.M. AND AT ANY ADJOURNMENT THEREOF

I/We *(Note 1)* _____

of _____ being the registered holder(s)

of *(Note 2)* _____ shares of HK$0.1

each in the capital of **SOUTH MANGANESE INVESTMENT LIMITED** (the "**Company**"), hereby appoint *(Note 3)* _____

of _____

or failing him, _____

of _____

or failing him, the Chairman of the meeting to act as my/our proxy to attend and vote for me/us at the special general meeting of the Company to be held at 10/F, United Centre, 95 Queensway, Hong Kong on Friday, 6 September 2024 at 10:30 a.m. (and at any adjournment thereof) as indicated below or, if no such indication is given, as my/our proxy thinks fit.

	ORDINARY RESOLUTION	FOR *(Note 4)*	AGAINST *(Note 4)*
1.	Mr. Li Weijian be and is hereby removed from his position as a director of the Company pursuant to Bye-Law 83(4) of the Bye-Laws of the Company and cease to hold all positions in the Company with immediate effect upon passing of this resolution.		
2.	Mr. Li Junji be and is hereby removed from his position as a director of the Company pursuant to Bye-Law 83(4) of the Bye-Laws of the Company and cease to hold all positions in the Company with immediate effect upon passing of this resolution.		
3.	Mr. Zhang Yi (張逸) be appointed as an executive director of the Company with immediate effect upon passing of this resolution.		
4.	Mr. Liu Yang (劉陽) be appointed as an executive director of the Company with immediate effect upon passing of this resolution.		

Date: _____ 2024 Shareholder's signature *(Note 5)*: _____

Notes:

1. Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
2. Please insert the number of shares of HK$0.1 each in the share capital of the Company ("**Shares**") registered in your name(s) If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s).
3. Please insert the name and address of the proxy desired. IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.
4. IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE PLACE A "✓" IN THE RELEVANT BOX MARKED "FOR" BESIDE THE APPROPRIATE RESOLUTION. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE PLACE A "✓" IN THE RELEVANT BOX MARKED "AGAINST" BESIDE THE APPROPRIATE RESOLUTION. Failure to complete the boxes will entitle your proxy to cast his 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. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, this form of proxy must be executed under its common seal or under the hand of an officer or attorney duly authorised.
6. If more than one of the joint holders is present at the meeting personally or by proxy, that one of the joint holders so present whose name stands first in the register of members of the Company in respect of the relevant Shares shall alone be entitled to vote in respect thereof.
7. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company but must be present in person at the meeting to represent you.
8. To be valid, this form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney or authority, must be returned to the Company's Share Registrar, Computershare Hong Kong Investor Services Limited ("**Share Registrar**"), 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting (or any adjournment thereof).
9. Completion and return of this form of proxy will not preclude you from attending and voting in person at the meeting (or any adjournment thereof) should you so wish.
10. Any alterations made in this form should be initialled by the person who signs it.

PERSONAL INFORMATION COLLECTION STATEMENT

(i) "Personal Data" in this statement has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("**PDPO**").

(ii) Your Personal Data is supplied to the Company on a voluntary basis. Failure to provide sufficient information may render the Company not able to process your instructions and/or request as stated in this proxy form.

(iii) Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, the Share Registrar, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for verification and record purposes.

(iv) You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing and sent to the Personal Data Privacy Officer of the Share Registrar.