



# China Vanadium Titano-Magnetite Mining Company Limited

## 中國鈦鈹磁鐵礦業有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 00893)

### PROXY FORM

**Form of proxy for use by shareholders at the extraordinary general meeting of the Company to be held on Wednesday, 15 May 2013 (or any adjournment thereof)**

I/We <sup>(Note 1)</sup> \_\_\_\_\_ of \_\_\_\_\_

being the registered holder(s) of \_\_\_\_\_ <sup>(Note 2)</sup> shares of HK\$0.10 each in the issued share capital of China Vanadium Titano-Magnetite Mining Company Limited (the "Company"), hereby appoint the Chairman of the extraordinary general meeting (the "EGM") of the Company OR <sup>(Note 3)</sup> \_\_\_\_\_ of \_\_\_\_\_

to act as my/our proxy to attend and act for me/us and on my/our behalf at the EGM (or any adjournment thereof) to be held at Taishan Room, Level 5, Island Shangri-la Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong on Wednesday, 15 May 2013 at 10:00 a.m. (or immediately after the conclusion or the adjournment of the meeting of certain holders of the ordinary shares of HK\$0.10 each in the capital of the Company convened by direction of the Grand Court of the Cayman Islands for the same day and place) for the purposes of considering and, if thought fit, passing the resolutions as set out in the notice dated 16 April 2013 convening the EGM (the "Notice") and at the EGM (or any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below:

SPECIAL RESOLUTION <sup>(Note 4)</sup>		FOR <sup>(Note 5)</sup>	AGAINST <sup>(Note 5)</sup>
1.	(a) To approve the reduction of the issued share capital of the Company on the Effective Date (as defined in the scheme of arrangement dated 16 April 2013 (the "Scheme of Arrangement")) pursuant to the Scheme of Arrangement by the cancellation and extinguishment of the Scheme Shares (as defined in the Scheme of Arrangement); and		
	(b) To authorise the directors of the Company to do all acts and things considered by them to be necessary or desirable in connection with the implementation of the Scheme of Arrangement and the reduction of capital pursuant to the Scheme of Arrangement, including (without limitation) giving consent to any modification of, or addition to, the Scheme of Arrangement or the reduction of capital which the Grand Court of the Cayman Islands may see fit to impose.		
ORDINARY RESOLUTION <sup>(Note 4)</sup>		FOR <sup>(Note 5)</sup>	AGAINST <sup>(Note 5)</sup>
2.	(a) To approve the restoration of the issued share capital of the Company to its former amount by allotting and issuing to the Offeror (as defined in the Scheme of Arrangement), credited as fully paid at par, the same number of ordinary shares of HK\$0.10 each in the share capital of the Company as the number of Scheme Shares cancelled and extinguished (subject to and simultaneously with the cancellation and extinguishment of the Scheme Shares referred to in resolution 1(a) taking effect); and		
	(b) To approve the application of the credit arising in the books of account of the Company consequent upon the reduction of its issued share capital resulting from the cancellation and extinguishment of the Scheme Shares referred to in resolution 1(a) in paying up in full at par the shares allotted and issued to the Offeror pursuant to resolution 2(a).		
ORDINARY RESOLUTION <sup>(Notes 4 and 6)</sup> (to be passed by Independent Shareholders only)		FOR <sup>(Note 5)</sup>	AGAINST <sup>(Note 5)</sup>
3.	To approve the deposit and maintenance of the Deposit Amount (as defined in the Scheme of Arrangement) by the Company in the Bank Accounts (as defined in the Scheme of Arrangement).		

Date \_\_\_\_\_

Signature <sup>(Note 7)</sup>: \_\_\_\_\_

**Notes:**

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- Please insert the number of shares of the Company registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all such shares of the Company registered in your name(s).
- Any member of the Company entitled to attend and vote at the EGM is entitled to appoint another person as his proxy to attend and vote instead of him. If any proxy other than the Chairman of the EGM is preferred, strike out the words "the Chairman of the extraordinary general meeting (the "EGM") of the Company OR" 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 shares may appoint more than one proxy to attend and vote on his behalf at the EGM 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 EGM WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- The description of the resolutions in this form of proxy is by way of summary only. Please refer to the Notice for the full text of the resolutions.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "AGAINST".** Failure to complete any or all the boxes will entitle your proxy to cast his votes at his 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.
- Only the votes cast by the Independent Shareholders (as defined in the Scheme of Arrangement) or their proxies will be counted in respect of this resolution.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney or other person duly authorised.
- All resolutions will be put to vote by way of poll at the EGM. Every member of the Company present in person (or being a corporation, is present by its duly authorised representative) or by proxy shall have one vote for every fully paid share of which he is the holder.
- 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 vote(s) of the other joint holder(s) and, for this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company.
- A person entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way and in such case, please state the relevant number of shares in the appropriate boxes above.
- 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 Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time for holding the EGM or any adjournment thereof.
- The proxy need not be a member of the Company but must attend the EGM in person to represent you.
- Completion and delivery of this form of proxy will not preclude you from attending and voting at the EGM or any adjourned EGM if you so wish and in such event, this form of proxy shall be deemed to be revoked.