



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 FOR ANNUAL GENERAL MEETING

I/We, being the registered holder(s) of China Vanadium Titano-Magnetite Mining Company Limited (the "Company"), hereby appoint the proxy ^(Note 1) as specified below or failing him/her, **THE CHAIRMAN OF THE ANNUAL GENERAL MEETING** (the "Meeting") ^(Note 1) to attend and vote for me/us and on my/our behalf at the Meeting to be held at No. 269 Tianfu Second Street, Tranvic Mansion, High-Tech District, Chengdu, the People's Republic of China on Tuesday, 16 June 2020 at 10:00 a.m. and at any adjournment thereof in respect of the resolutions as indicated below, or if no such indication is given, as my/our proxy thinks fit.

Registered Holder(s) (Complete in ENGLISH BLOCK CAPITALS. The names of all joint holders should be stated.)			
Registered Name			
Registered Address			
Certificate No. ^(Note 8)		Signature ^(Note 4)	
Registered Holding ^(Note 2)			
Date			

Proxy ^(Note 1) (Complete in ENGLISH BLOCK CAPITALS.)			
Full Name		No. of Shares ^(Note 3)	
Full Address			

ORDINARY RESOLUTIONS		FOR ^(Note 5)	AGAINST ^(Note 5)
1.	To consider and adopt the audited financial statements of the Company and its subsidiaries for the year ended 31 December 2019, the report of the directors of the Company and the independent auditor's report of the Company		
2.	To re-elect Mr. Jiang Zhong Ping as an executive director of the Company (the "Director")		
3.	To re-elect Mr. Hao Xiemin as an executive Director		
4.	To re-elect Mr. Wang Hu as an executive Director		
5.	To authorise the board of Directors (the "Board") to fix the Directors' remuneration for the year ending 31 December 2020		
6.	To re-appoint Ernst & Young as the auditor of the Company and to authorise the Board to fix its remuneration		
7.	To grant a general mandate to the Board to allot, issue and deal with the Company's additional shares as set out in resolution no. 7 of the notice convening the Meeting (the "Notice")		
8.	To grant a general mandate to the Board to repurchase the Company's shares as set out in resolution no. 8 of the Notice		
9.	To extend the general mandate to the Board to allot, issue and deal with such number of additional shares as may be repurchased by the Company as set out in resolution no. 9 of the Notice		
10.	To approve the adoption of the new share option scheme (the "New Share Option Scheme") and authorise the Directors to grant options and to allot, issue and deal with the shares pursuant to the exercise of any option granted thereunder and to take such steps and do such acts and to enter into such transactions, arrangements or agreements as may be necessary or expedient in order to implement and give full effect to the New Share Option Scheme		
SPECIAL RESOLUTION			
11.	To approve the proposed amendments to the existing memorandum and articles of association of the Company (the "Existing Memorandum and Articles") and the adoption of the new memorandum and articles of association of the Company, in substitution for and to the exclusion of the Existing Memorandum and Articles as set out in resolution no. 11 of the Notice		

Notes:

- Due to the outbreak of COVID-19 pandemic and the resulting restrictions on global movement of people and attendance at mass gatherings, and for the health and safety of the shareholders, the Board would like to encourage the shareholders to appoint the chairman of the Meeting as your proxy to attend and vote on your behalf at the Meeting (or any adjournment thereof). If any proxy other than the chairman of the Meeting is preferred, please insert the full name and address of the proxy desired in the space provided. A holder entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote on his/her behalf. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.** The proxy need not be a member of the Company, but must attend the Meeting (or any adjournment thereof) to represent you.
- Please insert the number of shares registered in the name of the holder(s).
- Please insert the number of shares to which this proxy form relates. If no number is inserted, this proxy form will be deemed to relate to all the shares registered in the name of the holder(s).
- This proxy form must be signed and dated by the shareholder or his/her attorney duly authorised in writing. If the shareholder is a company, it should execute this proxy form under its common seal or by the signature(s) of (a) person(s) authorised to sign on its behalf. In the case of joint shareholders, any one shareholder may sign this proxy form. The vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members in respect of the joint shareholding.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED "AGAINST".** Failure to tick either box in respect of a resolution will entitle your proxy to cast your vote in respect of that resolution at his/her discretion or to abstain. **Your proxy will also be entitled to vote at his/her discretion or to abstain on any resolution properly put to the meeting other than those referred to in the Notice.**
- In order to be valid, this proxy form and the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power of attorney, must be lodged with 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, as soon as practicable and in any event not less than 48 hours before the time appointed for holding of the Meeting (i.e. not later than Sunday, 14 June 2020 at 10:00 a.m. (Hong Kong time)) or any adjournment thereof.
- Completion and delivery of this proxy form will not preclude you from attending and voting at the Meeting if you so wish.
- Please provide one certificate number, if possible, to facilitate processing.
- For the avoidance of doubt, we do not accept any special instructions written on this proxy form.