



# China Metal Resources Utilization Limited

## 中國金屬資源利用有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1636)

### Form of proxy for use at the Annual General Meeting to be held on 5 September 2020

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ share of HK\$0.1 each  
in the share capital of the China Metal Resources Utilization Limited (the “Company”), HEREBY APPOINT THE CHAIRMAN OF THE MEETING <sup>(Note 4)</sup>  
or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend the Annual General Meeting (and any adjournment thereof) of the Company to be held at Unit 02-03, 44/F., Cosco Tower, 183 Queen’s Road Central, Hong Kong on 5 September 2020 at 11:00 a.m. for the purposes of considering and, if thought fit, passing the resolutions as set out in the notice convening the said meeting and at such meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below.

| ORDINARY RESOLUTIONS |                                                                                                                                                                                                                                                                     | FOR <sup>(Notes 5 &amp; 6)</sup>                                         | AGAINST <sup>(Notes 5 &amp; 6)</sup> |
|----------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------|--------------------------------------|
| 1.                   | To consider and approve the audited consolidated financial statements of the Company and the reports of the directors and of the independent auditor of the Company for the year ended 31 December 2019 <sup>(note 12)</sup> .                                      | The Annual General Meeting will be adjourned to consider this resolution |                                      |
| 2.                   | To re-elect Mr. Kwong Wai Sun, Wilson as an executive director of the Company.                                                                                                                                                                                      |                                                                          |                                      |
| 3.                   | To re-elect Mr. Pan Liansheng as an independent non-executive director of the Company.                                                                                                                                                                              |                                                                          |                                      |
| 4.                   | To re-elect Ms. Ren Ruxian as an independent non-executive director of the Company.                                                                                                                                                                                 |                                                                          |                                      |
| 5.                   | To authorise the board of directors of the Company to fix the respective directors’ remuneration.                                                                                                                                                                   |                                                                          |                                      |
| 6.                   | To re-appoint Ernst and Young as auditor of the Company and to authorise the board of directors of the Company to fix auditors’ remuneration.                                                                                                                       |                                                                          |                                      |
| 7.                   | To give a general mandate to the directors of the Company to repurchase the shares of the Company not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.                        |                                                                          |                                      |
| 8.                   | To give a general mandate to the directors of the Company to issue, allot and deal with additional shares of the Company not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution. |                                                                          |                                      |
| 9.                   | To extend the general mandate granted to the directors of the Company to issue, allot and deal with additional shares in the capital of the Company by the aggregate nominal amount of shares repurchased by the Company.                                           |                                                                          |                                      |

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2020.

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

#### Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of the Company registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- Any member of the Company entitled to attend and vote at the meeting is entitled to appoint another person a his/her/its proxy to attend and vote instead of him/her/it. The proxy need not be a member of the Company but must attend the meeting in person to represent the member.
- If any proxy other than the Chairman of the meeting is preferred, please strike out the words “THE CHAIRMAN OF THE MEETING” here inserted 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/her/its behalf at the meeting 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 MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK (“✓”) THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK (“✓”) THE BOX MARKED “AGAINST”.** Failure to complete any or all the boxes will entitle your proxy to cast his/her votes at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- All resolutions will be put to vote by way of poll at the meeting. Every member of the Company present in person (in the case of a member being a corporation, by its duly authorised representative) or by proxy shall have one vote for every fully paid share of which he/she/it is the holder. A person entitled to more than one vote need not use all his/her votes or cast all the votes he/she uses in the same way and in such case, please state the relevant number of shares in the appropriate box(es) above.
- 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.
- 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 votes 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 in respect of the joint holding.
- 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 Branch Share 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 48 hours before the time fixed for holding this meeting or any adjourned meeting.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting and, in such event, the form of proxy shall be deemed to be revoked.
- The full text of the resolution appears in the notice of the annual general meeting of the Company dated 6 August 2020.
- As the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and of the independent auditor for the year ended 31 December 2019 is expected to be despatched to shareholders on 21 August 2020 as disclosed in the Company’s announcement dated 31 July 2020, the first item of the ordinary businesses to be transacted in the annual general meeting to be held on 5 September 2020 cannot be considered until enough notice period is provided to the shareholders. Instead, it will be transacted in an adjourned annual general meeting to be held subject to further notice.