



Ding He Mining Holdings Limited

鼎和礦業控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 705)

PROXY FORM FOR 2016 ANNUAL GENERAL MEETING

I/We ^(Note 1) _____ of _____ being the registered holder(s) of _____ ordinary shares ^(Note 2) of DING HE MINING HOLDINGS LIMITED (“Company”), HEREBY APPOINT THE CHAIRMAN OF THE MEETING ^(Note 3) or, failing him, _____

of _____ as my/our proxy to attend and act for me/us at the annual general meeting of the Company (“Meeting”) (and at any adjournment thereof) to be held at Suites 903–905, 9th Floor, Shui On Centre, 6–8 Harbour Road, Wanchai, Hong Kong on Tuesday, 28 June 2016 at 3:00 p.m. for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice of the 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, or if no such indication is given, as my/our proxy think(s) fit.

	ORDINARY RESOLUTIONS	FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To receive and adopt the audited consolidated financial statements and the reports of the directors and auditor of the Company for the year ended 31 December 2015.		
2.	(a) To re-elect Mr. Du Jian Jun as the executive director of the Company.		
	(b) To re-elect Mr. Fan Weipeng as the executive director of the Company.		
	(c) To re-elect Ms. Meng Xiao Ying as the executive director of the Company.		
	(d) To re-elect Ms. Tian Jinghua as the independent non-executive director of the Company.		
	(e) To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.		
3.	To re-appoint Baker Tilly Hong Kong Limited as the auditor of the Company and to authorise the board of directors of the Company to fix their remuneration.		
4.	To grant a general mandate to the directors of the Company to allot, issue and deal with additional shares of the Company, not exceeding 20% of the number of shares of the Company in issue as at the date of this resolution.		
5.	To grant a general mandate to the directors to buy-back shares of the Company, not exceeding 10% of the number of shares of the Company in issue as at the date of this resolution.		
6.	To extend the general mandate granted to the directors of the Company pursuant to resolution numbered 4 to allot, issue and deal with new shares not exceeding the number of shares brought back by the Company under resolution numbered 5.		

Dated this _____ day of _____ 2016

Signature(s) ^(Note 5) _____

Notes:

- Please insert full name(s) and address(es) in **BLOCK CAPITALS**.
- Please insert the number of ordinary shares registered in your name(s) to which this proxy related. If no number is inserted, this form of proxy will be deemed to relate to all the ordinary shares registered in your name(s).
- Please insert the name and address of the proxy. If no name is inserted, the chairman of the meeting will act as the proxy. A shareholder may appoint one or more proxies to attend and vote in his/her stead at the meeting provided that each proxy is appointed to represent the respective number of shares held by the shareholder as specified in the relevant proxy form. To appoint more than one proxy, a photocopy of this proxy form may be used. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.** The proxy does not need to be a member of the Company.
- 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”. IF YOU WISH TO USE LESS THAN ALL YOUR VOTES, OR TO CAST SOME OF YOUR VOTES “FOR” AND SOME OF YOUR VOTES “AGAINST” A PARTICULAR RESOLUTION, YOU MUST WRITE THE NUMBER OF VOTES IN THE RELEVANT BOX(ES).** Failure to tick either box or write the number of votes in the 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 from voting. Your proxy will also be entitled to vote at his/her discretion or to abstain from voting on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- This proxy form must be signed by you or your agent duly authorised in writing or, in the case of a corporation, must either be executed under its common seal or signed by an officer or agent duly authorised in writing. In the case of joint holders, the signature of any one holder will be sufficient but the names of all the joint holders should be stated. Where there are joint holders of any ordinary shares of the Company, any one of such joint holders may vote at the meeting, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- In order to be valid, this form of proxy must be completed, signed and deposited at the share registrar of the Company, Union Registrars Limited, at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong, together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof), not less than 48 hours before the time for holding the Meeting. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the Meeting or any adjournment thereof, if they so wish. In that event, this form of proxy will be deemed to have been revoked.