



# 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 EXTRAORDINARY GENERAL MEETING

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_ being the registered  
holder(s) of \_\_\_\_\_ ordinary shares <sup>(Note 2)</sup> of DING HE MINING HOLDINGS LIMITED ("Company"),  
HEREBY APPOINT THE CHAIRMAN OF THE MEETING <sup>(Note 3)</sup> or, \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend and act for me/us at the extraordinary general meeting of the Company ("Meeting") (and at any adjournment thereof) to be held at Room 302, 3/F., Pico Tower, 66 Gloucester Road, Wanchai, Hong Kong on Wednesday, 11 July 2018 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 <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
1.1	Mr. WU Ju Shi be immediately appointed as an executive Director of the Company.		
1.2	Mr. CHOI Wai Lung Edward be immediately appointed as an independent non-executive Director of the Company.		
1.3	Mr. TSE Benjamin Andrew Jonathan be immediately appointed as an independent non-executive Director of the Company.		
1.4	Ms. Irene FANG be immediately appointed as an independent non-executive Director of the Company.		
1.5	Mr. LIU Qiang be immediately removed from his position as a Director of the Company.		
1.6	Ms. LU Sufang be immediately removed from her position as a Director of the Company.		
1.7	Mr. LEUNG Wai Kwan be immediately removed from his position as a Director of the Company.		
1.8	Mr. YIN Shibo be immediately removed from his position as a Director of the Company.		
1.9	Mr. FAN Weipeng be immediately removed from his position as a Director of the Company.		
1.10	Mr. CHEN Liang be immediately removed from his position as a Director of the Company.		
1.11	Ms. WONG Chi Yan be immediately removed from her position as a Director of the Company.		
1.12	Mr. CHAN Wai Kit be immediately removed from his position as a Director of the Company.		
1.13	Mr. YUAN Guangming immediately removed from his position as a Director of the Company.		
1.14	all Directors appointed by the Board of Directors of the Company on or after the date of deposit of the Requisition Notice but before the holding of this Meeting be immediately removed as Directors of the Company.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2018 Signature(s) \_\_\_\_\_ <sup>(Note 5)</sup>

#### 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 but must attend the meeting in person to represent you.
- 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 or any adjournment thereof. 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.

#### PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting (the "Purposes"). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company's share registrar at the above address.