



**DAMENG**

**CITIC DAMENG HOLDINGS LIMITED**

**中信大錳控股有限公司\***

*(incorporated in Bermuda with limited liability)*

**(Stock Code: 1091)**

**FORM OF PROXY FOR USE AT THE SPECIAL GENERAL MEETING  
TO BE HELD ON WEDNESDAY, 25 JULY 2018 AT 9:30 A.M. AND  
AT ANY ADJOURNMENT THEREOF**

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

of \_\_\_\_\_ being the registered holder(s)

of <sup>(Note 2)</sup> \_\_\_\_\_

shares of HK\$0.1 each in the capital of CITIC DAMENG HOLDINGS LIMITED (the “Company”), hereby appoint <sup>(Note 3)</sup> \_\_\_\_\_

of \_\_\_\_\_

or failing him, \_\_\_\_\_

of \_\_\_\_\_

or failing him, the Chairman of the meeting to act as my/our proxy to attend and vote for me/us at the special general meeting of the Company to be held at, Room 1, United Conference Centre, 10/F, United Centre, 95 Queensway, Hong Kong on Wednesday, 25 July 2018 at 9:30 a.m. (and at any adjournment thereof) as indicated below or, if no such indication is given, as my/our proxy thinks fit.

Unless otherwise started, capitalised terms used herein shall have the same meaning as those defined in the circular of the Company dated 29 June 2018.

| <b>ORDINARY RESOLUTIONS</b> |   | <b>FOR</b> <sup>(Note 4)</sup> | <b>AGAINST</b> <sup>(Note 4)</sup> |
|-----------------------------|---|--------------------------------|------------------------------------|
| 1.                          | the 2018 Guangxi Dameng Ore Agreement and the transactions contemplated thereunder for the period from 26 July 2018 to 31 December 2020 and all matters incidental thereto be and are hereby approved, confirmed and ratified           |                                |                                    |
| 2.                          | the 2018 Guangxi Dameng EMM Agreement and the transactions contemplated thereunder for the period from 26 July 2018 to 31 December 2020 and all matters incidental thereto be and are hereby approved, confirmed and ratified           |                                |                                    |
| 3.                          | the 2018 Guangxi Dameng Raw Materials Agreement and the transactions contemplated thereunder for the period from 26 July 2018 to 31 December 2020 and all matters incidental thereto be and are hereby approved, confirmed and ratified |                                |                                    |
| 4.                          | the 2018 Integrated Services Framework Agreement and the transactions contemplated thereunder for the three years ending 31 December 2021 and all matters incidental thereto be and are hereby approved, confirmed and ratified         |                                |                                    |
| 5.                          | the 2018 Guangxi Liuzhou Agreement and the transactions contemplated thereunder for the three years ending 31 December 2021 and all matters incidental thereto be and are hereby approved, confirmed and ratified                       |                                |                                    |
| 6.                          | the 2018 Nanning Battery Plant Agreement and the transactions contemplated thereunder for the three years ending 31 December 2021 and all matters incidental thereto be and are hereby approved, confirmed and ratified                 |                                |                                    |
| 7.                          | the 2018 CITIC Special Steel Agreement and the transactions contemplated thereunder for the period from 26 July 2018 to 31 December 2020 and all matters incidental thereto be and are hereby approved, confirmed and ratified          |                                |                                    |

| SPECIAL RESOLUTIONS |   | FOR <sup>(Note 4)</sup> | AGAINST <sup>(Note 4)</sup> |
|---------------------|---|-------------------------|-----------------------------|
| 8.                  | To approve the cancellation of share premium and use the credit arising from such cancellation to offset the accumulated loss and transfer the remaining balance to the contributed surplus account, as described in the circular of the Company dated 29 June 2018 |                         |                             |

Date: \_\_\_\_\_ 2018

Shareholder's signature <sup>(Note 5)</sup>: \_\_\_\_\_

*Notes:*

1. Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
2. Please insert the number of shares of HK\$0.1 each in the share capital of the Company ("Shares") registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s).
3. Please insert the name and address of the proxy desired. IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.
4. IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE PLACE A "✓" IN THE RELEVANT BOX MARKED "FOR" BESIDE THE APPROPRIATE RESOLUTION. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE PLACE A "✓" IN THE RELEVANT BOX MARKED "AGAINST" BESIDE THE APPROPRIATE RESOLUTION. Failure to complete the boxes will entitle your proxy to cast his vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, this form of proxy must be executed under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
6. In case of joint holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he 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, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register members in respect of the joint holding.
7. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the meeting. A proxy need not be a member of the Company but must be present in person at the meeting to represent you.
8. To be valid, this form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a certified copy of such power of attorney or authority, must be returned to the Company's Share Registrar, Computershare Hong Kong Investor Services Limited ("Share Registrar"), 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting (or any adjournment thereof).
9. Completion and return of this form of proxy will not preclude you from attending and voting in person at the meeting (or any adjournment thereof) should you so wish and in such event, the form of proxy shall be deemed to be revoked.
10. Any alterations made in this form should be initialled by the person who signs it.

**PERSONAL INFORMATION COLLECTION STATEMENT**

- (i) "Personal Data" in this statement has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("PDPO").
- (ii) Your Personal Data is supplied to the Company on a voluntary basis. Failure to provide sufficient information may render the Company not able to process your instructions and/or request as stated in this proxy form.
- (iii) Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, the Share Registrar, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for verification and record purposes.
- (iv) You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing and sent to the Personal Data Privacy Officer of the Share Registrar.

\* For identification purpose only