



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 FRIDAY, 15 JANUARY 2016 AT 9:30 AM AND
AT ANY ADJOURNMENT THEREOF**

I/We ^(Note 1) _____ being the registered holder(s)
of _____
of ^(Note 2) _____ shares of HK\$0.1 each in the capital of CITIC DAMENG HOLDINGS LIMITED (the “Company”),
hereby appoint ^(Note 3) _____
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 annual general meeting of the Company to be held at, Room 1, United Conference Centre, 10/F, United Centre, 95 Queensway, Hong Kong on Friday, 15 January 2016 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 stated, capitalised terms used herein shall have the same meanings as those defined in the circular of the Company dated 31 December 2015.

RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
(a)	the Capital Increase Agreement dated 22 December 2015 (“ Capital Increase Agreement ”) and entered into between 中信大錳礦業有限責任公司 (CITIC Dameng Mining Industrial Co., Limited Company), 廣西金錳礦業有限公司 (Guangxi Jinmeng Manganese Limited Company), and 獨山金錳礦業有限公司 (Dushan Jinmeng Manganese Limited Company), (copy of which has been produced to the meeting marked “A” and initialed by the chairman of the meeting for the purpose of identification) in relation to the Capital Contribution (as defined in the circular of the Company dated 31 December 2015), be and is hereby approved and confirmed;		
(b)	any director of the Company be and is hereby authorised, for and on behalf of the Company, to execute all such other documents, instruments and agreements (if necessary) and to do all such acts or things deemed by him to be incidental to, ancillary to or in connection with the matters contemplated under the Capital Increase Agreement and to agree to any amendment to any of the terms of the Capital Increase Agreement which in the opinion of the Directors is not of a material nature and is in the interests of the Company;		
(c)	the Corporate Guarantee dated 22 December 2015 (“ Corporate Guarantee ”) and entered into by 中信大錳礦業有限責任公司 (CITIC Dameng Mining Industrial Co., Limited Company) in favour of 中信銀行股份有限公司 (China CITIC Bank Corporation Limited) (copy of which has been produced to the meeting marked “B” and initialed by the chairman of the meeting for the purpose of identification) in relation to the provision of Corporate Guarantee (as defined in the circular of the Company dated 31 December 2015), be and is hereby approved and confirmed; and		
(d)	any director of the Company be and is hereby authorised, for and on behalf of the Company, to execute all such other documents, instruments and agreements (if necessary) and to do all such acts or things deemed by him to be incidental to, ancillary to or in connection with the matters contemplated under the Corporate Guarantee and to agree to any amendment to any of the terms of the Corporate Guarantee which in the opinion of the Directors is not of a material nature and is in the interests of the Company.		

Date: _____ 2016 Shareholder’s signature ^(Note 5): _____

Notes:

- Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
- 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).
- 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.
- 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.
- 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 common seal or under the hand of an officer or attorney duly authorised.
- If more than one of the joint holders is present at the meeting personally or by proxy, that one of the joint holders so present whose name stands first in the register of members of the Company in respect of the relevant Shares shall alone be entitled to vote in respect thereof.
- 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 proxy need not be a member of the Company but must be present in person at the meeting to represent you.
- 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 notarially certified copy of such power of attorney or authority, must be returned to Computershare Hong Kong Investor Services Limited, 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).
- 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.
- Any alterations made in this form should be initialed by the person who signs it.

* For identification purposes only