



**MMG Limited**  
**五礦資源有限公司**

(Incorporated in Hong Kong with limited liability)  
(Stock Code: 1208)

**Form of Proxy for use at the Extraordinary General Meeting (or any adjournment thereof)**

I/We (note 1) \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of (note 2) \_\_\_\_\_ shares of MMG Limited  
(the "Company"), HEREBY APPOINT (note 3) the Chairman of the extraordinary general meeting of the Company (the "Meeting")  
or (note 4) \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend and act for me/us at the Meeting (or at any adjournment thereof) to be held at Studio 1, 7/F, W Hong Kong Hotel, 1 Austin Road West, Kowloon, Hong Kong on Monday, 21 July 2014 at 10:30 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the resolutions as set out in the notice convening the Meeting and at such Meeting (or at any adjournment thereof) to vote on my/our behalf as indicated below, and if no such indication is given, as my/our proxy thinks fit. Capitalised terms defined in the circular of the Company dated 30 June 2014 shall have the same meanings when used herein unless otherwise specified.

Please indicate with a "✓" in the box provided how you wish the proxy to vote on your behalf (note 5).

Ordinary Resolutions		FOR	AGAINST
1.	(a) To approve, confirm and ratify the entry into and performance of the Share Purchase Agreement and the transactions contemplated thereunder by the Purchasers and the Company;		
	(b) To approve the entry into and performance of the Shareholders' Agreement and the transactions contemplated thereunder by MMG SA and the Company;		
	(c) To approve, confirm and/or ratify the grant by MMG SA to each of Elion Holdings and CITIC, and the performance of MMG SA's obligations upon the exercise by Elion Holdings or CITIC, of the Contribution Default Call Option;		
	(d) To approve, confirm and/or ratify the grant by MMG SA to each shareholder of the JV Company (other than MMG SA), and the performance of MMG SA's obligations upon the exercise by such shareholder of the JV Company, of the Non-participation Call Option;		
	(e) To approve, confirm and/or ratify the grant by MMG SA to each shareholder of the JV Company (other than MMG SA), and the performance of MMG SA's obligations upon the exercise by such shareholder of the JV Company, of the Transfer Event Call Option;		
	(f) To approve, confirm and/or ratify the grant by the Company and MMG SA to Elion Holdings and CITIC, and the performance of the obligations of the Company and MMG SA upon the exercise by CITIC or GXIIC, of the Listing Put Option;		
	(g) To approve the exercise of each of the Call Options by MMG SA; and		
	(h) To authorize the Directors to do all such acts or things and to sign or execute, all such documents for and on behalf of the Company as they may consider necessary or desirable in connection with the Share Purchase Agreement and the Shareholders' Agreement, the Call Options, the Listing Put Option and the transactions contemplated thereunder.		
2.	Subject to the passing of resolution no. 1, to approve, confirm and ratify the CMN Framework Offtake Agreement and the transactions contemplated thereunder (including the CMN Annual Caps); and to authorise the Directors to do all such acts or things and to sign or execute all such documents for and on behalf of the Company as they may consider necessary or desirable in connection with the CMN Framework Offtake Agreement and the transactions contemplated thereunder.		

Signature (note 6) \_\_\_\_\_

Date: \_\_\_\_\_ 2014

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, strike out the words "the Chairman of the Meeting" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE SHAREHOLDER WHO SIGNS IT.**
- A shareholder of the Company entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a shareholder of the Company but must attend the Meeting in person to represent you.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK IN THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK IN THE APPROPRIATE BOX MARKED "AGAINST".** Failure to tick either box of a resolution will entitle your proxy to cast his/her votes on that resolution 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 that referred to in the notice convening the Meeting.
- This form of proxy must be signed by the shareholder or his/her attorney duly authorized in writing or, in the case of a corporation, must either be executed under seal or under the hand of an officer or attorney or other person duly authorized.
- In order to be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority, must be deposited with the share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
- Where there are joint holders of any share, any one of such joint holders may vote at the Meeting or any adjournment thereof, either personally or by proxy, in respect of such share as if he or she were solely entitled thereto, but if more than one of such joint holders be present at the Meeting personally or by proxy, 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.
- 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 and, in such event, this form of proxy shall be deemed to have been revoked.