

METALLURGICAL CORPORATION OF CHINA LTD. *

中國冶金科工股份有限公司

(A joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 1618)

FORM OF PROXY FOR THE FIRST EXTRAORDINARY GENERAL MEETING TO BE HELD ON 29 DECEMBER 2025

I/We ^(Note 1) _____
of _____,
being the registered holder(s) of ^(Note 2) _____
A shares/H shares ^(Note 3) of RMB1.00 each in the share capital of Metallurgical Corporation of China Ltd.* (the “**Company**” or “**MCC**”).
HEREBY APPOINT THE CHAIRMAN OF THE MEETING ^(Note 4) or _____,
of _____,
as my/our proxy(ies) to attend and act for me/us at the first extraordinary general meeting of the Company (the “**EGM**”) (and at any adjournment thereof) to be held at Beijing Metropark International Hotel, 2 East North Third Ring Road, Chaoyang District, Beijing, the People's Republic of China on Monday, 29 December 2025 at 2 p.m. for the purposes of considering and, if thought fit, passing the resolutions as set out in the notice convening the EGM and at the EGM (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below and, if no such indication is given, as my/our proxy(ies) thinks/think fit.

ORDINARY RESOLUTIONS		For ^(Note 5)	Against ^(Note 5)	Abstain ^(Note 5)
1.	<p>To consider and approve the very substantial disposal and connected transaction in relation to disposal of Target Equity Interests in the Target Companies and assignment of the Debts.</p> <p>To consider and approve: (a) the Company (as vendor) having agreed to sell to Minmetals Land Holdings Co., Ltd. (as purchaser) the entire equity interest of MCC Real Estate Group Co., Ltd. (“MCC Real Estate”) and having agreed to assign to Minmetals Land Holdings Co., Ltd. the outstanding debts owned by MCC Real Estate to the Company and the arrangements contemplated thereunder; (b) the Company (as a vendor) and China Huaye Group Co., Ltd. (as a vendor) having agreed to sell to China Minmetals Corporation (as purchaser) and/or its designated entity(ies) (i) the entire equity interest of each of China Non-ferrous Engineering Co., Ltd., MCC Tongsin Resources Limited, MCC Huaye Duddar Mining Company (Pvt) Limited and Ramu NiCo Management (MCC) Ltd., and (ii) the 67.02% equity interest in MCC-JJJ Mining Development Company Limited and the arrangements contemplated thereunder; and (c) The Company and China Huaye Group Co., Ltd. having entered into and executed the aforementioned sale and purchase agreements; and (d) to authorise the chairman of the board of directors of the Company to do all such acts and things, to sign and execute all other relevant documents and to take such steps which, in his/her/their opinion, are necessary to give effect to or implement the aforementioned sale and purchase agreements and the transactions contemplated thereunder, and to agree to such variation, amendments or waiver or matters relating thereto as are, in his/her/their opinion, in the interest of the Company and its shareholders as a whole.</p>			
2.	To consider and approve the connected transactions in relation to the connected guarantees arising from the Disposals.			

ORDINARY RESOLUTIONS		For ^(Note 5)	Against ^(Note 5)	Abstain ^(Note 5)
	To consider and approve: (a) pursuant to the existing guarantee agreement dated 15 May 2024 entered into between the Company, Beijing Zhongshun Jinda Trading Co., Ltd.* (北京中順金達貿易有限公司) (“ Zhongshun Jinda ”) and Shandong International Trust Co., Ltd.* (山東省國際信託股份有限公司) (“ Shandong Trust ”), the Company shall continue to provide guarantee to Shandong Trust for the existing loan obtained by Zhongshun Jinda from Shandong Trust; and (b) the Company shall enter into a counter-guarantee agreement with China Minmetals or its designated entity, which shall remain in effect until the Company’s obligations under the aforesaid guarantee agreement expires or are released.			
3.	To consider and approve the change of the use of the A Share proceeds.			
4.	To consider and approve the change of the use of the H Share proceeds.			

Date: _____ 2025

Signature(s) ^(Note 6): _____

Notes:

- (1) Please insert the full name(s) and address(es) (as shown in the register of members of the Company) in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- (2) 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 shares in the Company registered in your name(s).
- (3) Please strike out the type of shares (A shares or H shares) to which this form of proxy does not relate.
- (4) If any proxy other than the chairman of the Meeting is preferred, please strike out the words “**THE CHAIRMAN OF THE MEETING or**” and insert the name and address of the proxy desired in the space provided. A shareholder entitled to attend and vote at the EGM may 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 EGM in person to represent you. The person appointed as proxy may exercise all the rights conferred on proxies under law, regulation or the articles of association of the Company. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- (5) **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK IN THE BOX MARKED “AGAINST”. IF YOU WISH TO ABSTAIN FROM VOTING ON A RESOLUTION, PLEASE TICK IN THE BOX MARKED “ABSTAIN”.** If no direction is given, your proxy may vote at his/her discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the EGM other than those referred to in the notice convening the EGM.
- (6) This form of proxy must be signed by you or your attorney duly authorized in writing. In the case of a corporation, the same must be either under its common seal or under the hand of its director(s) or duly authorized attorney(s). If this form of proxy is signed by an attorney of a shareholder, the power of attorney authorizing that attorney to sign, or other authorization document, must be notarized.
- (7) In accordance with the Company’s articles of association, where two or more persons are registered as the joint holders of any share, only the person whose name appears first in the register of members shall be entitled to receive notice of the EGM, to attend and exercise all the voting powers attached to such share at the EGM.
- (8) In order to be valid, this form of proxy together with the power of attorney or other authorization document (if any) must be deposited at the office of the board of directors of the Company at the Company’s principal place of business in the PRC if you are a holder of A shares and at the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, if you are a holder of H shares, not less than 24 hours before the time fixed for holding the EGM or any adjournment thereof (as the case may be) (excluding any public holiday).
- (9) The address and contact details of the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, are as follows:
17M Floor, Hopewell Centre
183 Queen’s Road East
Wanchai, Hong Kong
Tel: (852) 2862 8555
Fax: (852) 2865 0990
- (10) The address and contact details of the office of the board of directors of the Company are as follows:
MCC Tower
No. 28 Shuguang Xili
Chaoyang District
Beijing, 100028
The People’s Republic of China
Tel: (8610) 5986 8666
Fax: (8610) 5986 8999
- (11) A shareholder or his/her/its proxy should produce proof of identity when attending the EGM. If a corporate shareholder appoints its legal representative to attend the EGM, such legal representative shall produce proof of identity and a copy of the resolutions of the board of directors or proof of other governing body of such shareholder appointing such legal representative to attend the EGM.
- (12) Unless otherwise defined, terms used herein bear the same meaning as those defined in the circular of the Company dated 12 December 2025.

* For identification purposes only