



Form of Proxy for Annual General Meeting

I/We, ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ ordinary shares of HK\$0.01 each in the capital of CGN Mining Company Limited (the “Company”), HEREBY APPOINT ^(Note 3) the Chairman of the Meeting, or failing him _____
of _____
as my/our proxy to attend, act and vote for me/us and on my/our behalf at the Annual General Meeting (the “Meeting”) (or any adjournment thereof) of the Company to be held at Queensway & Victoria Room, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on 19 May 2016 (Thursday) at 10:30 a.m. in respect of the resolutions set out in the notice of the Meeting (the “Notice”) as indicated below, and if no such indication is given, as my/our proxy thinks fit.

| ORDINARY RESOLUTIONS | | FOR ^(Note 4) | AGAINST ^(Note 4) |
|----------------------|--|-------------------------|-----------------------------|
| 1. | To consider and adopt the audited consolidated financial statements and the reports of the directors and auditors of the Company for the year ended 31 December 2015. | | |
| 2. | (a) (i) To re-elect Mr. Zhou Zhenxing as a non-executive director of the Company. | | |
| | (ii) To re-elect Mr. Chen Qiming as a non-executive director of the Company. | | |
| | (iii) To re-elect Mr. Yu Zhiping as an executive director of the Company. | | |
| | (iv) To re-elect Mr. Xing Jianhua as an executive director of the Company. | | |
| | (b) To authorise the board of Directors to fix the remuneration of the directors. | | |
| 3. | To re-appoint SHINEWING (HK) CPA Limited as auditors of the Company and to authorise the board of directors to fix their remuneration. | | |
| 4. | To consider and approve the general unconditional mandate to the board of directors for the issue of additional new shares up to 20% of the issued share capital of the Company as at the date of this resolution. | | |
| 5. | To consider and approve the general unconditional mandate to the board of the directors for the repurchase of shares up to 10% of the issued share capital of the Company as at the date of this resolution. | | |
| 6. | To authorise the board of directors to allot, issue or otherwise deal with additional shares equal to the number of shares repurchased. | | |

Signature ^(Note 5): _____

Dated this _____ day of _____, 2016

Notes:

- Full name(s) and address(es) (as shown in the Register of Members) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of ordinary shares of the Company registered in your name(s). 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, please delete the words “the Chairman of the Meeting, or” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE ABOVE RESOLUTIONS, TICK IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE ABOVE RESOLUTIONS, TICK IN THE BOX MARKED “AGAINST”.** Failure to complete the box will entitle your proxy to vote or abstain 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, must be either under its common seal or under the hand of any officer or attorney or other person duly authorised.
- In the case of joint holders, 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 holder(s). For this purpose seniority will be determined by the order in which the names stand in the Register of Members of the Company in respect of the joint holding.
- 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 thereof, must be deposited at the Company’s Hong Kong branch share registrar, Union Registrars Limited at Suites3301-04, 33F, Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong not less than 48 hours before the time fixed for holding the Meeting (or any adjournment thereof).
- A proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- 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 if you so wish.

* For identification purpose only