



China Vanadium Titano-Magnetite Mining Company Limited

中國鈦鈦磁鐵礦業有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 00893)

PROXY FORM FOR ANNUAL GENERAL MEETING

I/We, being the registered holder(s) of China Vanadium Titano-Magnetite Mining Company Limited (the "Company"), hereby appoint the proxy ^(Note 1) as specified below or failing him/her, **THE CHAIRMAN OF THE ANNUAL GENERAL MEETING** (the "Meeting") ^(Note 1) to attend and vote for me/us and on my/our behalf at the Meeting to be held at Park Lane Room V, 27/F, The Park Lane Hong Kong, 310 Gloucester Road, Causeway Bay, Hong Kong on Wednesday, 25 May 2016 at 10:00 a.m. and at any adjournment thereof in respect of the resolutions as indicated below, or if no such indication is given, as my/our proxy thinks fit.

Registered Holder(s) (Complete in ENGLISH BLOCK CAPITALS. The names of all joint holders should be stated.)			
Registered Name			
Registered Address			
Certificate No. ^(Note 8)		Signature ^(Note 4)	
Registered Holding ^(Note 2)			
Date			

Proxy ^(Note 1) (Complete in ENGLISH BLOCK CAPITALS.)			
Full Name		No. of Shares ^(Note 3)	
Full Address			

	ORDINARY RESOLUTIONS	FOR ^(Note 5)	AGAINST ^(Note 5)
1.	To consider and adopt the audited financial statements of the Company and its subsidiaries for the year ended 31 December 2015, Directors' Report and Independent Auditors' Report		
2.	(a) To re-elect Mr. Zheng Zhiquan as an executive director of the Company ("Director")		
	(b) To re-elect Mr. Jiang Zhong Ping as an executive Director		
	(c) To re-elect Mr. Liu Yi as an independent non-executive Director		
3.	To authorise the board of Directors (the "Board") to fix the Directors' remuneration for the year ending 31 December 2016		
4.	To re-appoint Ernst & Young as the auditors and to authorise the Board to fix their remuneration		
5.	To grant a general mandate to the Board to allot, issue and deal with the Company's additional shares as set out in resolution no. 5 of the notice convening the Meeting (the "Notice")		
6.	To grant a general mandate to the Board to repurchase the Company's shares as set out in resolution no. 6 of the Notice		
7.	To extend the general mandate to the Board to allot, issue and deal with such number of additional shares as may be repurchased by the Company as set out in resolution no. 7 of the Notice		

Notes:

- If any proxy other than the chairman of the Meeting is preferred, please insert the full name and address of the proxy desired in the space provided. A holder entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote on his/her behalf. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.** The proxy needs not be a member of the Company, but must attend the Meeting (or any adjournment thereof) to represent you.
- Please insert the number of shares registered in the name of the holder(s).
- Please insert the number of shares to which this proxy form relates. If no number is inserted, this proxy form will be deemed to relate to all the shares registered in the name of the holder(s).
- This proxy form must be signed and dated by the shareholder or his/her attorney duly authorised in writing. If the shareholder is a company, it should execute this proxy form under its common seal or by the signature(s) of (a) person(s) authorised to sign on its behalf. In the case of joint shareholders, any one shareholder may sign this proxy form. The vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members in respect of the joint shareholding.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED "AGAINST".** Failure to tick either box in respect of a resolution will entitle your proxy to cast your vote in respect of that resolution at his/her discretion or to abstain. **Your proxy will also be entitled to vote at his/her discretion or to abstain on any resolution properly put to the meeting other than those referred to in the Notice.**
- In order to be valid, a proxy form and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney, must be lodged with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as practicable and in any event not less than 48 hours before the time appointed for holding of the Meeting or any adjournment thereof.
- Completion and delivery of this proxy form will not preclude you from attending and voting at the Meeting if you so wish.
- Please provide one certificate number, if possible, to facilitate processing.
- For the avoidance of doubt, we do not accept any special instructions written on this proxy form.