



# MONGOLIAN MINING CORPORATION

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 975)

## FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING TO BE HELD ON WEDNESDAY, 26 JUNE 2024

I/We<sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ shares<sup>(Note 2)</sup> of US\$0.10 each in the share capital of  
Mongolian Mining Corporation (the “Company”) HEREBY APPOINT<sup>(Note 3)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
or failing him, **THE CHAIRMAN OF THE MEETING** as my/our proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting of the Company  
to be held at Huashan Room, Level 5, Island Shangri-La, Two Pacific Place, Supreme Court Road, Hong Kong on Wednesday, 26 June 2024 at 10:00 a.m. (or at any  
adjournment thereof) (the “Meeting”) in respect of the resolutions as set out in the notice convening the said Meeting as indicated below, or, if no such indication is given,  
as my/our proxy thinks fit<sup>(Note 4)</sup>:

	ORDINARY RESOLUTIONS <sup>(Note 12)</sup>	FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
1.	To consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and of the independent auditor for the year ended 31 December 2023.		
2.	To re-elect Dr. Battengel Gotov as executive director.		
3.	To re-elect Mr. Myagmarjav Ganbyamba as non-executive director.		
4.	To re-elect Dr. Khashchuluun Chuluundorj as independent non-executive director.		
5.	To authorise the board of directors to fix the remuneration of the directors for the year ending 31 December 2024.		
6.	To re-appoint KPMG as auditor and to authorise the board of directors to fix the auditor’s remuneration.		
7.	To grant a general mandate to the directors to allot, issue and deal with additional shares of the Company (including any sale or transfer of treasury shares (which shall have the meaning ascribed to it under the Listing Rules coming into effect from 11 June 2024)) not exceeding 20% of the total number of issued shares of the Company (excluding any treasury shares) as at the date of passing of this resolution.		
8.	To grant a general mandate to the directors to repurchase the Company’s own shares not exceeding 10% of the total number of issued shares of the Company (excluding any treasury shares) as at the date of passing of this resolution.		
9.	To extend the general mandate granted to the directors to allot, issue and deal with additional shares of the Company (including any sale or transfer of treasury shares (which shall have the meaning ascribed to it under the Listing Rules coming into effect from 11 June 2024)) by the number of shares repurchased by the Company.		
	<b>SPECIAL RESOLUTION<sup>(Note 12)</sup></b>	<b>FOR<sup>(Note 4)</sup></b>	<b>AGAINST<sup>(Note 4)</sup></b>
10.	To approve the proposed amendments to the existing articles of association of the Company as set out in Appendix III to the circular of the Company dated 29 April 2024 and to approve and adopt the third amended and restated articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2024 Signed<sup>(Note 5)</sup> \_\_\_\_\_

### Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- Please insert the number of shares of the Company 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 of the Company registered in your name(s).
- Please insert the name and address of the proxy desired in the space provided. A member who is the holder of two or more shares may appoint more than one proxy to attend and vote on his behalf at the Meeting provided that if more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY OF THE RESOLUTIONS, PLEASE TICK (“/”) THE APPROPRIATE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY OF THE RESOLUTIONS, PLEASE TICK (“/”) THE APPROPRIATE BOX MARKED “AGAINST”.** Failure to tick a box will entitle your proxy to cast your votes 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 executed either under its common seal or under the hand of an officer or attorney duly authorised.
- Every member present in person (or in the case of a member being a corporation, by its duly authorised representative) or by proxy shall have one vote for every fully paid share of which he is the holder.
- In the case of joint holders, the vote(s) of the senior who tenders a vote whether in person or by proxy will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the Register of Members.
- 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 certified copy thereof, must be deposited at the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the Meeting (i.e. not later than 10:00 a.m. on Monday, 24 June 2024) (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 delivery of this form of proxy will not preclude you from attending and voting at the Meeting if you so wish and, in such event, this form of proxy shall be deemed to be revoked.
- Treasury shares, if any and registered under the name of the Company, shall have no voting rights at the general meeting(s) of the Company. For the avoidance of doubt, solely from the perspective of the Listing Rules, the Company shall, upon depositing any treasury shares in CCASS, abstain from voting at any of its general meeting(s) in relation to those shares.
- The full text of the resolutions is set out in the Notice of the Meeting dated 29 April 2024.
- References to time and dates in this form of proxy are to Hong Kong time and dates.

### PERSONAL INFORMATION COLLECTION STATEMENT

“Personal Data” in this form of proxy has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) (“PDPO”). The supply of your Personal Data and that of your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting of the Company (the “Purposes”). Your Personal Data and that of your proxy’s (or proxies’) name(s) and address(es) will be disclosed and transferred to the share registrar of the Company and/or agents, contractors, or third party service providers of the Company for the purpose of processing your instructions as stated in this form of proxy, or if required to do so by law, for example, in response to a court order or a law enforcement agency’s request and will be retained for such period as may be necessary for our verification and record purposes. By providing your proxy’s Personal Data in this form of proxy, you should have obtained the express consent (which has not been withdrawn in writing) from your proxy in using his/her Personal Data provided in this form of proxy and that you have informed your proxy of the purpose for and the manner in which his/her Personal Data may be used. You and your appointed proxy have the right to request access to and/or to correct the respective Personal Data in accordance with the provisions of the PDPO. Any such request should be in writing by mail to the Personal Data Privacy Officer of Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong; or by email to hknfo@computershare.com.hk.