



**KINGSTONE**  
金石礦業

**CHINA KINGSTONE MINING HOLDINGS LIMITED**

**中國金石礦業控股有限公司**

*(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)*

**(Stock Code: 1380)**

**FORM OF PROXY FOR THE SPECIAL GENERAL MEETING  
TO BE HELD ON 12 DECEMBER 2023  
(OR AT ANY ADJOURNMENT THEREOF)**

I/We (Note 1) \_\_\_\_\_

of \_\_\_\_\_

being the registered holder(s) of \_\_\_\_\_ shares (Note 2) of HK\$0.20 each in the issued share capital of **China Kingstone Mining Holdings Limited** (the “Company”) hereby appoint the Chairman of the special general meeting of the Company (the “Meeting”) or failing him/her (Note 3) \_\_\_\_\_

of \_\_\_\_\_

as my/our proxy to attend and vote for me/our behalf at the Meeting to held at Portion 2, 12/F., The Center, 99 Queen’s Road Central, Hong Kong at 3:00 p.m. on Tuesday, 12 December 2023 or at any adjournment thereof for the purpose of considering and, if thought fit, to pass the resolution set out in the notice convening the Meeting and at such Meeting to vote for me/us and in my/our name(s) in respect of the resolution as indicated below.

<b>ORDINARY RESOLUTION</b>	<b>For (Note 4)</b>	<b>Against (Note 4)</b>
To approve, ratify and confirm the Amended and Restated Subscription Agreement and the transactions contemplated thereunder, including the creation and issue by the Company of the Tranche 1 Notes and the allotment and issue of the Tranche 1 Conversion Shares upon exercise of the conversion rights attaching to the Tranche 1 Notes.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2023

Signed (Note 5) \_\_\_\_\_

**Notes:**

- (1) Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The name of all joint holders should be stated.
- (2) Please insert the number of Shares registered in your name(s). 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).
- (3) If any proxy other than the Chairman of the Meeting is preferred, delete the Chairman of the Meeting and insert the name and address of the desired proxy in the space provided. **(ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALLED BY THE PERSON WHO SIGNS IT)**
- (4) **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE APPROPRIATE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE APPROPRIATE BOX MARKED “AGAINST”.** Failure to complete any or all the boxes will entitle your proxy to cast your votes 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.
- (5) 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 executed under its common seal or under the hand of an officer or attorney duly authorised.
- (6) In the case of joint registered 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 registered holder(s), and 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, the first named being the senior.
- (7) 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 of attorney or authority, must be deposited at the Company’s branch share registrar in Hong Kong, 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 holding the Meeting or any adjournment thereof.
- (8) The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- (9) Completion and delivery of this form of proxy will not preclude you from attending and voting in person at the Meeting if you so wish and in such event, this form of proxy shall be deemed to be revoked.