



Wanguo International Mining Group Limited

萬國國際礦業集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3939)

Form of Proxy for use at the Annual General Meeting to be held on Friday, 22 May 2015 at 10:00 a.m.

I/We ^(Note 1) _____
of _____
being the registered holder(s) of _____ shares ^(Note 2) of HK\$0.10 each in the share capital of Wanguo International Mining Group Limited (the "Company"), HEREBY APPOINT ^(Note 3) _____ (name)
of _____ (address),
or failing him/her, THE CHAIRMAN OF THE MEETING as my/our proxy to attend the Annual General Meeting (and at any adjournment thereof) of the Company to be held at Best Western Hotel Harbour View (Meeting Room II 3/F), 239 Queen's Road West, Hong Kong on Friday, 22 May 2015 at 10:00 a.m. for the purposes of considering and, if thought fit, passing the resolutions as set out in the notice convening the said Meeting and at such Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below ^(Note 4).

ORDINARY RESOLUTIONS		For	Against
1.	To receive and consider the audited consolidated financial statements and the reports of the directors (the "Directors") and of the auditor for the year ended 31 December 2014.		
2.	To declare a final dividend of RMB2.67 cents per share for the year ended 31 December 2014.		
3.	(i) To re-elect the following Directors:		
	(a) Mr. Liu Zhichun		
	(b) Mr. Wen Baolin		
	(c) Mr. Shen Peng		
	(d) Mr. Li Hongchang		
(ii)	To authorise the Board of Directors to fix the Directors' remuneration.		
4.	To re-appoint Deloitte Touche Tohmatsu as auditor and to authorise the Board to fix their remuneration.		
5.	To give a general mandate to the Directors to allot, issue and deal with additional Shares of the Company not exceeding 20% of the aggregate nominal amount of Shares in the issued share capital of the Company as at the date of passing of this resolution.		
6.	To give a general mandate to the Directors to purchase the Company's Shares not exceeding 10% of the aggregate nominal amount of Shares in the issued share capital of the Company as at the date of passing of this resolution.		
7.	To extend the general mandate granted to the Directors to allot, issue and deal with additional Shares in the capital of the Company by the number of Shares repurchased by the Company.		

Dated this _____ day of _____ 2015 Signature ^(Note 5): _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number of 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 of the Company registered in your name(s).
- Please insert the name and address of the proxy. If no name is inserted, the chairman of the meeting will act as your proxy. A shareholder may appoint one or more proxies to attend the meeting and vote for him/her. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.** The proxy needs not be the Company's shareholder, but must attend the meeting (or any adjournment thereof) to represent you.
- 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(s) in respect of that resolution at his/her discretion or to abstain from voting. **Your proxy will also be entitled to vote at his/her discretion or to abstain from voting 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 executed under its common seal or under the hand of an officer or attorney or other person duly authorised.
- Every member of the Company present in person or by proxy or, being a corporation, is present by its duly authorised representative, shall have one vote for every fully paid share of which he is the holder.
- 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 votes 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 of the Company.
- To be valid, this form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time fixed for holding this Meeting or any adjournment thereof.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the Meeting if you so wish. If you attend and vote at the Meeting, the authority of your proxy will be revoked.
- Re-election of each Director under resolution 3 shall be voted upon by way of separate resolutions.