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RARE EARTH MAGNESIUM TECHNOLOGY GROUP HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock code: 00601)

Form of Proxy for the Special General Meeting to be held at 2:30 p.m. on Wednesday, 11 March 2020

I/We[1] ____

of ____

being the registered holder(s) of ____________________ ordinary share(s)[2] of HK$0.10 each in the share capital of Rare Earth Magnesium Technology Group Holdings Limited (the "**Company**") **HEREBY APPOINT**[3] THE CHAIRMAN OF THE MEETING or ____

of ____

as my/our proxy to attend the special general meeting of the Company (the "**SGM**") to be held at Suite 1105, 11th Floor, Tower 6, The Gateway, 9 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong on Wednesday, 11 March 2020 at 2:30 p.m. and to vote on my/our behalf on the undermentioned resolution as indicated below:

Ordinary Resolution	For[4]	Against[4]
"**THAT**: (1) the Supplemental Deed (as defined in the circular of the Company dated 18 February 2020, the "**Circular**") and the Alteration of Conditions (as defined in the Circular) contemplated thereunder be and are hereby approved, confirmed and ratified; (2) subject to the satisfaction of the conditions precedent stated in the Supplemental Deed, the issue and allotment of the Conversion Shares (as defined in the Circular) upon conversion of the Convertible Bond (as defined in the Circular) on and subject to the terms of the Convertible Bond up to and including the date which is seven days prior to the new Maturity Date (as defined in the Circular) be and are hereby approved and confirmed; and (3) any one director or the company secretary of the Company be and are hereby authorised to do all such things and acts as he may in his discretion consider as necessary, expedient or desirable for the purpose of or in connection with the Supplemental Deed and the Alteration of Conditions contemplated thereunder, including but not limited to the execution all such documents under seal where applicable, as he or she considers necessary or expedient in his or her opinion to implement and/or give effect to the allotment and issue of Conversion Shares upon conversion of the Convertible Bond."		

Dated this ______________ day of ______________ 2020 Signature(s)[6] ______________________

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares of HK$0.10 each 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 Company registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, please delete the words "**the Chairman of the meeting**" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY ONE OF THE RESOLUTIONS, PLEASE TICK THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY ONE OF THE RESOLUTIONS, PLEASE TICK THE BOX MARKED "AGAINST".** Failure to tick a box will entitle your proxy to cast your vote 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. 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 of such power or authority, must be deposited at the Hong Kong branch share registrar and transfer office of the Company, Tricor Secretaries Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for holding the said meeting or adjourned meeting.
6. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must either be executed under its common seal or under the hand of an officer or attorney or other person duly authorised.
7. Where there are joint holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holders is present at the meeting, personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
8. The description of these resolutions is by way of summary only. The full text appears in the Notice of SGM.
9. The proxy need not be a member of the Company but must attend the meeting (or at any adjournment thereof) in person to represent you.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and 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**'). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company/Tricor Secretaries Limited at the above address.