



JL MAG RARE-EARTH CO., LTD.
江西金力永磁科技股份有限公司

(A joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 06680)

Form of Proxy for the 2023 Annual General Meeting (Applicable to H Shareholders)

Number of H shares to which this form of proxy relates ^(Note 1)	
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I/We^(Note 2) (name) _____
of (address) _____
being the holder(s) of _____ ^(note 3)
H Shares of RMB1.00 each in the share capital of JL MAG RARE-EARTH CO., LTD. (the "Company") hereby appoint the Chairman of the meeting, or^(Note 4)
_____ of (address) _____

as my/our proxy to attend and vote for me/us on my/our behalf as directed below, or if no such indication is given then to vote as my/our proxy thinks fit, at the 2023 annual general meeting (the "AGM") to be held at the conference room of Crowne Plaza Ganzhou, 188 Qiandong Avenue, Shuidong Town, Zhanggong District, Ganzhou City, Jiangxi Province, the PRC on Wednesday, June 5, 2024 at 2:30 p.m. or at any adjournment thereof.

ORDINARY RESOLUTIONS ^(Note A)		FOR ^(Note 5)	AGAINST ^(Note 5)	ABSTAIN ^(Note 5)
1.	To consider and approve the Work Report of the Board of Directors for the Year 2023			
2.	To consider and approve the Work Report of the Supervisory Committee for the Year 2023			
3.	To consider and approve the 2023 Annual Report's Full Text and Report Summary and 2023 Annual Results			
4.	To consider and approve the Financial Statements for the Year 2023			
5.	To consider and approve the 2023 Profit Distribution Plan			
6.	To consider and approve the Engagement of Auditors of the Company for the Year 2024			
7.	To consider and approve the Purchase of Liability Insurance for the Company, Directors, Supervisors and Senior Management			
10.	To consider and approve the Proposed amendments to the Working Rules for Independent Directors			
11.	To consider and approve the election of Mr. Li Hua as the Non-employee Representative Supervisor of the fourth session of the Supervisory Committee			
12.	To consider and approve the allowance of non-executive directors of the fourth session of the Board			
13.	To consider and approve the allowance of independent non-executive directors of the fourth session of the Board			
ORDINARY RESOLUTIONS VOTED BY CUMULATIVE VOTING METHOD^(Note A)		Cumulative voting (Please insert the number of votes) ^(Note 6)		
8.	To consider and approve the Proposed Election of executive and non-executive Directors of the fourth Session of the Board:			
8.01	To elect Mr. Cai Baogui as an executive director of the Company			
8.02	To elect Mr. Lyu Feng as an executive director of the Company			
8.03	To elect Mr. Hu Zhibin as a non-executive director of the Company			
8.04	To elect Mr. Li Xinnong as a non-executive director of the Company			
8.05	To elect Mr. Liang Minhui as a non-executive director of the Company			
8.06	To elect Mr. Li Xiaoguang as a non-executive director of the Company			
8.07	To elect Mr. Xue Naichuan as a non-executive director of the Company			
9.	To consider and approve the Proposed Election of independent non-executive Directors of the Fourth Session of the Board:			
9.01	To elect Mr. Xu Feng as an independent non-executive director of the Company			
9.02	To elect Mr. Zhu Yuhua as an independent non-executive director of the Company			
9.03	To elect Ms. Cao Ying as an independent non-executive director of the Company			

SPECIAL RESOLUTIONS ^(Note A)		FOR ^(Note 5)	AGAINST ^(Note 5)	ABSTAIN ^(Note 5)
14.	To consider and approve the connected transaction in relation to the issuance of additional H shares of the Company and entering into the share subscription agreement			
15.	To consider and approve the Application to Banks for Integrated Credit Facilities by the Company and its Subsidiaries and the Related Guarantee			
16.	To consider and approve the new H share issuance plan of the Company			
17.	To consider and approve the Change of Registered Capital of the Company and Amendments to the Articles of Association			
18.	To consider and approve the General Mandate to Issue Additional A Shares or H Shares of the Company			
19.	To consider and approve the Request to the General Meeting to Authorize the Board of Directors to Handle Matters in Relation to the Small-scale Rapid Financing			
20.	To consider and approve the General Mandate to Issue Domestic and Overseas Debt Financing Instruments			

Note A: Unless otherwise specified, capitalized terms used herein shall have the same meanings as those defined in the circular dated May 14, 2024.

Date: _____ Signature of Shareholder(s)^(Note 7) _____

Notes:

- Please insert the number of shares registered in your name(s) to which this proxy relates. If a number is inserted, this form of proxy will be deemed to relate only to those shares. If no number is inserted, the form of proxy will be deemed to relate to all shares registered in your name(s) (whether alone or jointly with others).
- Please insert the full name(s) and address(es) as registered in the register of members for H Shares of the Company in **BLOCK LETTERS**. The name of all joint registered holders should be stated.
- Please insert the number of shares of the Company registered in your name(s) and delete as appropriate.
- If any proxy other than the Chairman of the Meeting is preferred, please strike out the words “the Chairman of the Meeting, or” and insert the name and address of the proxy desired in the space provided. A shareholder may appoint one or more proxies to attend and vote at the AGM on his/her behalf. A proxy needs not be a shareholder of the Company. **Any alteration made to this form of proxy must be initialed by the person who signs it.**
- Important: If you wish to vote for any resolution, please put a “✓” in the box marked “FOR”. If you wish to vote against any resolution, please put a “✓” in the box marked “AGAINST”. If you wish to vote abstention on any resolution, please put a “✓” in the box marked “ABSTAIN”. If the form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy is entitled to vote or abstain at his/her discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy is entitled, in relation to that particular proposed resolution, to vote or abstain at his/her discretion. A proxy will also be entitled to vote at his/her discretion on any resolution properly put to the AGM other than those set out in the notice convening the AGM.
- The No. 8 to No. 9 (including No. 8.01 to No. 8.07, No. 9.01 to No. 9.03) ordinary resolutions are divided into two groups of resolutions, namely, group for electing executive directors and non-executive directors and group for electing independent non-executive directors, each adopting cumulative voting system, where the group for electing executive directors and non-executive directors also adopt competitive election approach.

“Cumulative voting system” refers to a system when electing directors at a general meeting, for each of the group of resolutions, each of the shares held by a shareholder shall carry the same number of voting rights as the number of positions of directors to be elected under this group (among which, the number of executive and non-executive directors to be elected is six and the number of independent non-executive directors to be elected is three at this time). The voting rights owned by shareholders can be used in a concentrated or distributed manner, i.e. under each of the group of resolutions, the shareholders may use all of the votes concentrating on one particular person, or may distribute the votes for electing the number of directors to be elected or several of them (whether the votes are equally or arbitrarily distributed to those candidates). When the total votes cast by a shareholder on those or some candidates exceed the total votes to which it/he/she is entitled under a group of resolutions, all the votes cast will become invalid and be regarded as abstain votes under such group of resolutions; when the total votes cast by a shareholder for those or some candidates are equal to or less than the total votes to which it/he/she is entitled under a group of resolutions, the votes are valid and the remaining outstanding votes will be regarded as abstain votes under such group of resolutions. In addition, for the group of resolutions adopt competitive election approach under the cumulative voting system, where the number of candidates the shareholder casts votes on exceeds the number of directors to be elected under such group of resolutions, all the votes cast will become invalid and be regarded as abstain votes under such group of resolutions.

For the resolution regarding the election of independent non-executive directors of the fourth session of the Board, if the number of affirmative votes received by a candidate for independent non-executive director exceeds half of the total number of shares held by all shareholders present (before cumulation), that candidate will be considered elected. For the resolution in relation to election of executive directors and non-executive directors of the fourth session of the Board, given there are 7 candidates for 6 positions as executive directors and non-executive directors, any candidate who receives affirmative votes for election as an executive director or non-executive director exceeding half of the total number of shares held by all shareholders present at the AGM (before cumulation), and who ranks among the top 6 in terms of the affirmative votes, will be considered elected, and the remaining candidates for executive directors and non-executive directors will be considered not elected.

- This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a legal person, must be either executed under its common seal or under the hand of its legal representative or attorney or other officer duly authorized.
- If an attending shareholder or proxy casts a vote of abstention or abstains from voting in respect of a resolution, the Share(s) represented by that shareholder or proxy will be regarded as valid votes when the Company counts the votes with respect to that resolution.
- To be valid, this form of proxy and, if such proxy is signed by a person on behalf of the appointer pursuant to a power of attorney or other authority, a notarially certified copy of that power of attorney or other authority must be delivered to the Company’s H Shares 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 24 hours before the time for holding of the AGM (i.e. before 2:30 p.m. on Tuesday, June 4, 2024) or not less than 24 hours before the holding of any adjournment thereof.
- Completion and delivery of this form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof if you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.
- Shareholders or his/her proxy(ies) shall produce their identification documents when attending the AGM in person or by proxy.