



MR SAM SAMPLE  
 DESIGNATION (IF ANY)  
 MR JOINT HOLDER 1  
 ADD1  
 ADD2  
 ADD3  
 ADD4

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000001

SG328



The Chairman of Mwana Africa PLC invites you to attend the Annual General Meeting (the "Meeting") of the Company to be held at **Broadway House, Tothill Street, London SW1H 9NQ** on 29 September 2015 at 2pm.


Shareholder Reference Number

C1234567890

J N T



**Form of Proxy - Annual General Meeting of Mwana Africa PLC to be held on 29 September 2015**



**Cast your Proxy online...It's fast, easy and secure!**


**www.eproxyappointment.com**

You will be asked to enter the Control Number, Shareholder Reference Number (SRN) and PIN shown opposite and agree to certain terms and conditions.

Control Number: 913199

SRN: C1234567890

PIN: 1234



To view the Mwana Africa 2015 Annual Report and AGM Notice online, log on to **www.mwanaafrica.com**

**To be effective, all proxy appointments must be lodged with the Company's Registrar at:  
 Computershare Investor Services (Ireland) Limited, P.O. Box 954, Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18 or through the voting website,  
 see above, by 25 September 2015 at 2pm.**

**Explanatory Notes:**

1. Every shareholder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as his/her proxy to exercise all or any of his/her rights, to attend, speak, ask questions and vote on his/her behalf at the meeting. If you wish to appoint a person other than the Chairman of the meeting, please insert the name of your chosen proxy holder in the space provided (see reverse).
2. A shareholder may appoint more than one proxy to attend, speak, ask questions and vote at the meeting provided each proxy is appointed to exercise rights attached to different shares held by that shareholder. To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar's helpline on +353 1 216 3100 or you may photocopy this form. Please indicate in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account). All forms must be signed and should be returned together in the same envelope. Where a poll is taken at the AGM, a shareholder, present in person or proxy, holding more than one share is not required to cast all their votes in the same way.
3. To be effective, the completed Form of Proxy together with any power of attorney or other authority under which it is executed, or a notarially certified copy thereof, must be deposited with the Registrar of the Company before the deadline set out above. A shareholder wishing to appoint a proxy by electronic means may do so on [www.eproxyappointment.com](http://www.eproxyappointment.com). Details of the requirements are set out in the box above. A shareholder who wishes to appoint more than one proxy by electronic means must contact the Registrar by sending an email to [clientservices@computershare.ie](mailto:clientservices@computershare.ie).
4. The 'Vote Withheld' option overleaf is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
5. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at 6pm on 25 September 2015 (or in the case of an adjournment as at 6pm on the day that is two days before the date of the adjourned meeting). Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
6. To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) not later than 2pm on 25 September 2015. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
7. The above is how your address appears on the Register of Members. If this information is incorrect please ring the Registrar's helpline on +353 1 216 3100 to request a change of address form or go to [www.investorcentre.com/ie](http://www.investorcentre.com/ie) to use the online Investor Centre service.
8. Any alterations made to this form should be initialled.
9. The appointment of a proxy will not preclude a member from attending the meeting and voting in person.
10. In the case of joint holders, the signature of the first named shareholder will suffice.

**Kindly Note:** This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services (Ireland) Limited accept no liability for any instruction that does not comply with these conditions.

**All Holders**

MR A SAMPLE  
 <Designation>  
 ADDITIONAL HOLDER 1  
 ADDITIONAL HOLDER 2  
 ADDITIONAL HOLDER 3  
 ADDITIONAL HOLDER 4

# Poll Card

To be completed **only** at the AGM if a Poll is called.

## Ordinary Resolutions

- |   | For                      | Against                  | Vote<br>Withheld         |
|---|--------------------------|--------------------------|--------------------------|
| 1. To receive and adopt the Company's annual accounts for the year ended 31 March 2015. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. To re-appoint Yat Hoi Ning as a director of the Company.                             | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. To re-appoint Yuan Ching Hu as a director of the Company.                            | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. To appoint Brian Ching Fung Hung as a director of the Company.                       | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. To approve the directors' remuneration report for the year ended 31 March 2015.      | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

- |  | For                      | Against                  | Vote<br>Withheld         |
|--|--------------------------|--------------------------|--------------------------|
| 6. To appoint KPMG LLP as auditors of the Company.                     | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7. To authorise the directors to fix the remuneration of the auditors. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 8. To authorise the directors to allot relevant securities.            | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
- Special Resolution**
- |   |                          |                          |                          |
|---|--------------------------|--------------------------|--------------------------|
| 9. To change the Company's name to Asa Resource Group Plc (with immediate effect from the conclusion of the meeting). | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 10. To authorise the directors to allot equity securities.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Signature \_\_\_\_\_

## Form of Proxy

Please use a **black** pen. Mark with an **X** inside the box as shown in this example.



You can also instruct your proxy not to vote on a resolution by inserting an "X" in the vote withheld box.

I/We hereby appoint the Chairman of the Meeting OR the following person

Please leave this box blank if you have selected the Chairman. Do not insert your own name(s).

as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement\* on my/our behalf on any matter at the Annual General Meeting of Mwana Africa PLC to be held at **Broadway House, Tothill Street, London SW1H 9NQ** on 29 September 2015 at 2pm, and at any adjournment thereof. I/We direct that my/our vote(s) be cast on the specified resolutions as indicated by an X in the appropriate box.

\* For the appointment of more than one proxy, please refer to Explanatory Note 2 (see front).

Please tick here to indicate that this proxy appointment is one of multiple appointments being made.



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- |   | For                      | Against                  | Vote<br>Withheld         |
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| 3. To re-appoint Yuan Ching Hu as a director of the Company.                            | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. To appoint Brian Ching Fung Hung as a director of the Company.                       | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. To approve the directors' remuneration report for the year ended 31 March 2015.      | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

- |  | For                      | Against                  | Vote<br>Withheld         |
|--|--------------------------|--------------------------|--------------------------|
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| 7. To authorise the directors to fix the remuneration of the auditors. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 8. To authorise the directors to allot relevant securities.            | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
- Special Resolution**
- |   |                          |                          |                          |
|---|--------------------------|--------------------------|--------------------------|
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| 10. To authorise the directors to allot equity securities.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

I/we direct my/our proxy to vote on the resolutions proposed at the Meeting as indicated on this form. Where no instruction appears above as to how the proxy should vote the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting.

Signature

Date

DD / MM / YY

In the case of a body corporate, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).

