



CHINA METAL RESOURCES HOLDINGS LIMITED

中國金屬資源控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8071)

FORM OF PROXY FOR EXTRAORDINARY GENERAL MEETING

I/We ^(Note a) _____
of _____
being the registered shareholder(s) of ^(Note b) _____
shares of HK\$0.001 each in the share capital of China Metal Resources Holdings Limited (“**Company**”) hereby appoint the Chairman of the extraordinary general meeting of the Company (“**Meeting**”) or _____
of _____
as my/our proxy ^(Note c) to attend and vote on my/our behalf at the Meeting to be held at Unit 1006, 10th Floor, Tower One Lippo Centre, 89 Queensway, Hong Kong on Friday, 12 November 2010 at 11:00 a.m. and at any adjournment thereof.

I/We direct that my/our vote be cast on the resolution as indicated by an “✓” in the appropriate box. In absence of any indication, the proxy may vote for or against the resolution at his/her own discretion.

ORDINARY RESOLUTION	FOR ^(Note d)	AGAINST ^(Note d)
To grant to the directors of the Company a general mandate to allot, issue and deal with shares in the capital of the Company		

Dated: _____ Signature ^(Notes e, f, g and h): _____

Notes:

- Please insert full name(s) and address(es) in **BLOCK CAPITALS** as shown in the register of shareholders of the Company. The names of all joint registered shareholders should be stated.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to be related to all the shares of the Company registered in your name(s).
- A proxy need not be a member of the Company but must attend the meeting in person to represent you. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words “the Chairman of the extraordinary general meeting of the Company (“**Meeting**”) or” and insert the name and address of the proxy.
- Please indicate with a (✓) in the relevant box the way you wish your votes to be cast. If this form of proxy when returned is duly signed but without specific direction on the proposed resolution, the proxy will vote or abstain at his discretion in respect of the proposed resolution. Your proxy will also be entitled to vote or abstain at his/her discretion on any amendment of a resolution put to the meeting.
- In the case of joint registered holders of any share, this form of proxy may be signed by any joint registered holder, but if more than one joint registered holder is present at the Meeting, whether in person or by proxy, that one of the joint registered holders whose name stands first on the register of members in respect of the relevant jointly registered share shall alone be entitled to vote in respect thereof to the exclusion of the votes of the other joint registered holders.
- This form of proxy must be signed by you, or your attorney duly authorised in writing, or if the shareholder is a corporation, either under its common seal or under the hand of an officer or attorney so authorised.
- To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority must be deposited at the Company’s Hong Kong branch registrar, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not later than 48 hours before the time of the Meeting or any adjournment thereof.
- Any alteration made to this form of proxy must be initialled by the person who signs it.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof if you so wish.