



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

Form of proxy for use by the shareholders of the Company at the extraordinary general meeting to be convened at Unit 1006, 10th Floor, Tower One Lippo Centre, 89 Queensway, Hong Kong on Friday, 15 January 2010 at 11:00 a.m. (or any adjournment thereof)

I/We^(Note a) _____

of _____

being the registered holder(s) of^(Note b) _____ shares of HK\$0.001 each in the capital of China

Metal Resources Holdings Limited (“**Company**”), hereby appoint the chairman of the extraordinary general meeting of the Company (“**Meeting**”) or _____

of _____

to act as my/our proxy^(Note c) at the Meeting to be held at Unit 1006, 10th Floor, Tower One Lippo Centre, 89 Queensway, Hong Kong on Friday, 15 January 2010 at 11:00 a.m. or at any adjournment thereof and to vote on my/our behalf as directed below.

Please make a mark in the appropriate box to indicate how you wish your proxy to vote in your name(s) in respect of the resolution. If no such indication is given, your proxy may vote or abstain at his/her discretion^(Note d).

ORDINARY RESOLUTION	FOR ^(Note d)	AGAINST ^(Note d)
To appoint HLB Hodgson Impey Cheng as the auditors of the Company and its subsidiaries in place of the resigned auditors, Grant Thornton to hold office until the conclusion of the next annual general meeting of the Company and the directors of the Company be and are hereby authorised to fix the remuneration for the appointed auditors		

Date: _____

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

Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders 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 relate to all the shares in the capital of the Company registered in your name(s).
- A proxy need not be a member of the Company. 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 person appointed as your proxy in the space provided.
- Please indicate with a ✓ in the relevant box the way you wish your vote 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. A proxy will also be entitled to vote or abstain at his discretion on any amendment of a resolution put to the meeting.
- In the case of joint registered holders of any share(s), 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.
- The form of proxy must be signed by a shareholder, or his 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 share 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 should be initialled by the person who signs the form.
- 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.