



# 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)

### PROXY FORM

Form of proxy for use by shareholders at the annual general meeting to be convened at Unit 1006, 10th Floor, Tower One Lippo Centre, 89 Queensway, Hong Kong on Tuesday, 20 April 2010 at 11:00 a.m. (or any adjournment thereof)

I/We, <sup>(Note a)</sup> \_\_\_\_\_  
of \_\_\_\_\_

being the registered holder(s) of <sup>(Note b)</sup> \_\_\_\_\_ shares of HK\$0.001 each in the capital of China Metal Resources Holdings Limited (“Company”), hereby appoint the chairman of the annual general meeting of the Company (“Meeting”) or \_\_\_\_\_ of \_\_\_\_\_

to act as my/our proxy <sup>(Note c)</sup> at the Meeting to be held at Unit 1006, 10th Floor, Tower One Lippo Centre, 89 Queensway, Hong Kong on Tuesday, 20 April 2010 at 11:00 a.m. or at any adjournment thereof and to vote on my/our behalf as directed below.

Please tick (✓) in the appropriate boxes below to indicate how you wish your vote(s) to be cast <sup>(Note d)</sup>.

ORDINARY RESOLUTIONS		FOR <sup>(Note d)</sup>	AGAINST <sup>(Note d)</sup>
1.	To receive and approve the audited consolidated financial statements and the reports of the directors and the auditors of the Company for the year ended 31 December 2009		
2.	2.1 Each as a separate resolution, to re-elect the following retiring directors as directors of the Company		
	2.1.1 Mr. Gao Shikui		
	2.1.2 Mr. Cai Wei Lun		
	2.1.3 Mr. Ng Kwok Chu, Winfield		
	2.1.4 Dr. Leung Wai Cheung		
2.2	To authorise the board of directors to fix the directors’ remuneration		
3.	To re-appoint HLB Hodgson Impey Cheng as the auditors of the Company to hold office until conclusion of the next annual general meeting at a fee agreed with the directors of the Company		
4.	To grant a general mandate to the directors of the Company to allot, issue and deal with the Company’s shares		
5.	To grant a general mandate to the directors of the Company to purchase the Company’s shares		
6.	To add the nominal amount of the Company’s shares purchased by the Company to the mandate granted to the directors of the Company under resolution no. 4		
7.	To refresh the general scheme limit		

Date: \_\_\_\_\_

Signature: <sup>(Notes e, f, g and h)</sup> \_\_\_\_\_

#### 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 annual 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 tick (✓) 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 branch share registrar in Hong Kong, 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.