



# CHINA MINING RESOURCES GROUP LIMITED

## 中國礦業資源集團有限公司\*

(Incorporated in Bermuda with limited liability)

(Stock Code: 00340)

### Form of Proxy for the Special General Meeting to be held on Tuesday, 21 August 2007

I/We <sup>(1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ shares <sup>(2)</sup> of HK\$0.10 each in the capital of  
China Mining Resources Group Limited (the "Company"), HEREBY APPOINT \_\_\_\_\_  
of \_\_\_\_\_  
or failing him, the Chairman of the Meeting <sup>(3)</sup> as my/our proxy to attend and vote for me/us at the Special General Meeting  
(and at any adjournment thereof) of the Company to be held at Room 1306, 13/F., Bank of America Tower, 12 Harbour Road,  
Admiralty, Hong Kong on Tuesday, 21 August 2007 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the  
Resolutions set out in the Notice convening the said Meeting and at such Meeting (and at any adjournment thereof) to vote for  
me/us and in my/our name(s) in respect of the Resolutions as indicated below.

ORDINARY RESOLUTIONS		FOR <sup>(4)</sup>	AGAINST <sup>(4)</sup>
1.	To approve, ratify and confirm the conditional subscription agreement (the "Subscription Agreement") dated 13 July 2007 and entered into between the Company and Mr. Wu King Shiu Kelvin (胡景邵), Mr. Dong Wenxue (董文學), Mr. Wang Hui (王輝), Mr. Yeung Kwok Kuen (楊國權), Mr. Yin Guangyuan (尹光遠), Mr. Qiao Hongbo (喬洪波), Mr. Su Qingyu (蘇慶玉) and Mr. Qu Yanchun (曲彥春) (collectively the "Subscribers") in relation to (i) the subscriptions of a total of 157,070,000 new shares of HK\$0.10 each in the capital of the Company (the "Total Subscription Shares") by the Subscribers and (ii) the repurchases of the Total Subscription Shares from the Subscribers by the Company, and the transactions contemplated thereunder.		
2.	To approve the Subscriptions and the allotment and issue of the Total Subscription Shares by the Company to the Subscribers upon and subject to the terms of the Subscription Agreement.		
3.	To approve the Share Repurchases and the exercise of the discretion by the board of directors of the Company for and on behalf of the Company to effect each and all of the Share Repurchases for and on behalf of the Company in such manner as deemed appropriate by the board of directors of the Company, and upon and subject to the terms of the Subscription Agreement.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2007 Signature <sup>(5)</sup> \_\_\_\_\_

#### Notes:

- (1) Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
- (2) 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 Company registered in your name(s).
- (3) Please insert the name and address of the proxy desired in the space provided. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- (4) **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED "AGAINST".** Failure to complete any or all the boxes will entitle your proxy to cast his votes at his discretion. Your proxy will also be entitled to vote at his discretion on any resolutions properly put to the Meeting other than that referred to in the Notice convening the Meeting.
- (5) This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
- (6) In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the Register of Members.
- (7) To be valid, this form of proxy, together with the power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Room 1806-7, 18/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or adjourned meeting.
- (8) The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- (9) Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the Meeting if you so wish.

\* For identification purposes only