



中國礦業資源集團有限公司*
 China Mining Resources Group Limited
 (incorporated in Bermuda with limited liability)
 (Stock Code : 00340)

Form of Proxy for the Special General Meeting to be held on Monday, 6 December 2010

I/We⁽¹⁾ _____
 of _____
 being the registered holder(s) of _____ shares⁽²⁾ 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⁽³⁾ as my/our proxy to attend and vote for me/us at the special general meeting of the Company to be held at Room 1306, 13/F., Bank of America Tower, 12 Harcourt Road, Admiralty, Hong Kong on Monday, 6 December 2010 at 2:30 p.m. or at any adjournment thereof (the "Meeting") for the purpose of considering and, if thought fit, passing the Resolutions set out in the notice convening the Meeting dated 19 November 2010 (the "Notice") and at such Meeting to vote for me/us and in my/our name(s) in respect of the Resolutions as indicated below.

ORDINARY RESOLUTIONS		FOR ⁽⁴⁾	AGAINST ⁽⁴⁾
1.	<p>"THAT, conditional upon the passing of the resolution set out in Resolution 2 below, (a) to approve, confirm and ratify the sale and purchase agreement dated 2 October 2010 (the "Agreement") entered into by Famous Class Limited, Ms. Ho Ping Tanya, Double Joy Enterprise Limited and Skypro Holdings Limited and Mr. Wong Chiu Fung; (b) to approve the allotment and issue of an aggregate of 2,347,620,000 ordinary shares of HK\$0.10 each ("Shares") in the share capital of the Company; (c) to approve the allotment and issue of an aggregate of 3,776,190,000 convertible preference shares of HK\$0.10 each ("Convertible Preference Shares"); (d) the Convertible Preference Shares to have attached thereto the rights and privileges and be subject to the restrictions set out in the notice convening this meeting; (e) to authorize any one director of the Company to do all such things and to sign, seal, execute, perfect and deliver all such documents as he or she may consider necessary, desirable or expedient to give effect to any matters relating to the Agreement and all transactions contemplated thereunder."</p>		
2.	<p>"THAT, the authorized share capital of the Company be and is hereby increased from HK\$1,000,000,000 divided into 10,000,000,000 Shares to HK\$5,000,000,000 divided into 46,223,810,000 Shares and 3,776,190,000 Convertible Preference Shares by the creation of an additional 36,223,810,000 Shares and 3,776,190,000 Convertible Preference Shares."</p>		

Date this _____ day of _____ 2010 Signed⁽⁵⁾ _____

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 OR 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.
- (5) This form of proxy must be signed by you or your attorney duly authorized 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 authorized.
- (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 of the Company.
- (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 certified copy thereof, must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the 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 and in such event, the instrument appointing a proxy shall be deemed to be revoked.

* For identification purpose only