



NATIONAL UNITED RESOURCES HOLDINGS LIMITED

國家聯合資源控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 254)

Form of proxy for use at the annual general meeting (the "Meeting") to be held at 11:00 a.m. on Wednesday, 29 June 2016 (or at any adjournment thereof)

I/We¹, _____
of _____
being the registered holder(s) of _____ shares² of National United Resources Holdings Limited (the "Company"), **HEREBY APPOINT** the chairman of the Meeting or³ _____ of _____ as my/our proxy to act for me/us at the Meeting (or at any adjournment thereof) of the Company, to be held at 11:00 a.m. on Wednesday, 29 June 2016 at Suite 5208, 52/F., Central Plaza, 18 Harbour Road, Wanchai, Hong Kong for the purpose of considering the resolutions set out in the notice convening the Meeting and at the Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of such resolutions as hereinafter indicated, and if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		For ⁴	Against ⁴
1.	To receive, consider and adopt the audited financial statements of the Company and its subsidiaries for the year ended 31 December 2015 and the reports of the directors of the Company (the "Directors", each a "Director") and the auditor of the Company thereon.		
2.	(a) To re-elect Mr. Li Hui as an executive Director.	(a)	(a)
	(b) To re-elect Mr. Tian Songlin as an executive Director.	(b)	(b)
	(c) To re-elect Mr. Yang Liu as a non-executive Director.	(c)	(c)
	(d) To re-elect Dr. Zhang Tianmin as an independent non-executive Director.	(d)	(d)
	(e) To authorise the board of Directors (the "Board") to fix the Directors' remuneration.	(e)	(e)
3.	To re-appoint ZHONGHUI ANDA CPA Limited as the auditor of the Company, and to authorize the Board to fix its remuneration.		
4.	To grant a general mandate to the Directors to buy back the Company's shares.		
5.	To grant a general mandate to the Directors to issue new shares of the Company.		
6.	To approve the addition of the aggregate number of shares of the Company mentioned in resolution numbered 4 to the aggregate number of shares of the Company that may be issued pursuant to resolution numbered 5.		

Signature⁶ _____

Date _____

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. If any proxy other than the chairman of the Meeting is preferred, strike out "the chairman of the Meeting or" and insert the name and address of proxy desired in the space provided. **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 INDICATE WITH A TICK IN THE RELEVANT BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE INDICATE WITH A TICK IN THE RELEVANT BOX MARKED "AGAINST".** Failure to indicate which way you wish your votes to be cast will entitle your proxy to cast your votes at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
5. In order 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 lodged at the Company's registered office at Suite 5208, 52/F., Central Plaza, 18 Harbour Road, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
6. 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 under its seal or under the hand of an officer or attorney duly authorized.
7. In the case of joint holders, the vote of the sender who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority will be determined by the order in which the names stand in the register in respect of the joint holding.
8. The proxy need not be a member of the Company but must attend the Meeting and at any adjournment thereof in person to represent you.