



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

Proxy Form for use at the General Meeting (the “Meeting”)
to be held at 11:00 a.m. on Monday, 18 July 2016 (or any adjournment thereof)

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ share(s) of National United Resources Holdings Limited (the “Company”) hereby appoint the Chairman of the Meeting or ^(Note 3) _____
of _____
as my/our proxy to attend and vote for me/us and on my/our behalf at the Meeting of the Company to be held at Suite 5208, 52/F., Central Plaza, 18 Harbour Road, Wanchai, Hong Kong at 11:00 a.m. on Monday, 18 July 2016 (or any adjournment thereof) to vote for me/us and in my/our name(s) in respect of such resolution as set out in the notice convening the Meeting (the “Notice”) as hereunder indicated, or, if no such indication is given, as my/our proxy thinks fit. My/our proxy will also be entitled to vote on any matter properly put to the Meeting in such manner as he/she thinks fit.

Terms used in this form of proxy shall have the same meanings as defined in the circular of the Company dated 30 June 2016 unless the context requires otherwise.

ORDINARY RESOLUTION	For ^(Note 4)	Against ^(Note 4)
To approve, ratify and confirm the Sale and Purchase Agreement and the transactions contemplated thereunder, including but not limited to the issue of the Convertible Bonds, the allotment and issue of the Conversion Shares upon exercise of the conversion right attaching to the Convertible Bonds and to grant the directors of the Company the Specific Mandate to allot, issue and deal with the Conversion Shares (as more particularly described in the Notice).		

Dated this _____ day of _____ 2016

Signature(s) _____ ^(Notes 5 to 10)

Notes:

1. Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
2. Please insert the number of Shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all Shares 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 failing him” and insert the name and address of the 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 a resolution, tick in the box marked “For”. If you wish to vote against a resolution, tick in the box marked “Against”. If no direction is given, your proxy may vote or abstain as he/she thinks fit. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
5. Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company. A proxy need not be a member. In addition, a proxy or proxies representing either a member who is an individual or a member which is a corporation shall be entitled to exercise the same powers on behalf of the member which he or they represent as such member could exercise.
6. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
7. The instrument appointing a proxy and (if required by the board of directors of the Company) the power of attorney or other authority (if any), under which it is signed or a certified copy of such power or authority shall be delivered to the Company’s registered office at Suite 5208, 52/F., Central Plaza, 18 Harbour Road, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the Meeting or adjourned Meeting at which the person named in the instrument proposes to vote.
8. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the Meeting convened.
9. Where there are joint holders of any Share, any one of such joint holders may vote either in person or by proxy in respect of such Share as if he/she were solely entitled thereto; but if more than one of such joint holders be present at any Meeting, the vote of the senior 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 shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
10. The description of these resolutions is by way of summary only. The full text appears in the notice of the general meeting of the Company dated 30 June 2016.