



**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 Wednesday, 8 April 2009**

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 of the Company to be held at Room 1306, 13/F., Bank of America Tower, 12 Harcourt Road, Admiralty, Hong Kong on Wednesday, 8 April 2009 at 2:30 p.m. 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 23 March 2009 (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 <sup>(4)</sup>	AGAINST <sup>(4)</sup>
1.	To authorize the directors of the Company to exercise their discretion from time to time as to whether to proceed with the Further Quadra Investment (as defined in the circular of the Company dated 23 March 2009) by Best Tone Holdings Limited on the market within a period of 12 months from the date of the Meeting subject always to the conditions as set out in the notice convening the Meeting dated 23 March 2009.		
2.	Subject to the passing of Resolution no.1 as set out in the notice convening the Meeting, to authorize the directors of the Company to exercise their discretion from time to time as to whether to proceed with the Possible Quadra Disposal (as defined in the circular of the Company dated 23 March 2009) by Best Tone Holdings Limited on the market within a period of 12 months from the date of the Meeting subject always to the conditions as set out in the notice convening the Meeting dated 23 March 2009.		
3.	To approve the appointment of Deloitte Touche Tohmatsu as auditors of the Company to fill the vacancy following the resignation of KPMG, and to hold office until the conclusion of the next annual general meeting of the Company and to authorize the board of directors of the Company to fix their remuneration.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2009 Signed <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.
- (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 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 Rooms 1806-7, 18th 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.

\* For identification purposes only