



五礦資源有限公司

MINMETALS RESOURCES LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 1208)

Form of Proxy for use at the Annual General Meeting (or any adjournment thereof)

I/We (note 1) _____
of _____
being the registered holder(s) of (note 2) _____ shares of HK\$0.05 each in the capital of Minmetals Resources Limited (the "Company"), HEREBY APPOINT (note 3) the Chairman of the annual general meeting of the Company (the "Meeting") or (note 4) _____
of _____
as my/our proxy to attend and act for me/us at the Meeting (or at any adjournment thereof) to be held at Studio 1, 7/F, W Hong Kong Hotel, 1 Austin Road West, Kowloon, Hong Kong on 30 May 2012 at 10:30 a.m. for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the Meeting and at such Meeting (or at any adjournment thereof) to vote on my/our behalf as indicated below, and if no such indication is given, as my/our proxy thinks fit.

Please indicate with a "✓" in the box provided how you wish the proxy to vote on your behalf (note 5) .

Ordinary Resolutions		FOR	AGAINST
1.	To receive and consider the audited financial statements and the reports of the directors and auditors of the Company for the year ended 31 December 2011.		
2.	(a) To re-elect Mr Anthony Charles Larkin as a director.		
	(b) To re-elect Mr Wang Lixin as a director.		
	(c) To re-elect Mr David Mark Lamont as a director.		
	(d) To re-elect Mr Gao Xiaoyu as a director.		
	(e) To authorize the board of directors of the Company to fix the directors' remuneration.		
3.	To re-appoint PricewaterhouseCoppers as the auditors of the Company and to authorize the board of directors of the Company to fix their remuneration.		
4.	To grant a general mandate to the board of directors of the Company to allot additional shares not exceeding 20% of the issued share capital of the Company.		
5.	To grant a general mandate to the board of directors of the Company to repurchase shares of the Company not exceeding 10% of the issued share capital of the Company.		
6.	Conditional on the passing of Resolutions no. 4 and no. 5, power be given to the board of directors of the Company to extend the general mandate on the issue of additional shares by the number of shares repurchased by the Company.		
7.	To approve, ratify and confirm the Products Sale Framework Agreement (as defined in the circular of the Company dated 27 April 2012 (the "Circular")) and the Annual Caps (as defined in the Circular) and authorise any one of the directors of the Company to take all actions to implement and/or give effect to the Products Sale Framework Agreement and all the transactions contemplated thereunder.		

Signature (note 6) _____

Date: _____ 2012

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) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, strike out the words "**the Chairman of the Meeting**" 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 SHAREHOLDER WHO SIGNS IT.**
4. A shareholder of the Company entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a shareholder of the Company but must attend the Meeting in person to represent you.
5. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK IN THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK IN THE APPROPRIATE BOX MARKED "AGAINST".** Failure to tick either box of a resolution will entitle your proxy to cast his/her votes on that resolution at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than that referred to in the notice convening the Meeting.
6. This form of proxy must be signed by the shareholder or his/her attorney duly authorized in writing or, in the case of a corporation, must either be executed under seal or under the hand of an officer or attorney or other person duly authorized.
7. In order to be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority, must be deposited with the share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
8. Where there are joint holders of any share, any one of such joint holders may vote at the Meeting or any adjournment thereof, either personally or by proxy, in respect of such share as if he or she were solely entitled thereto, but if more than one of such joint holders be present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
9. Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof and, in such event, this form of proxy shall be deemed to have been revoked.