



中國鎳資源

CHINA NICKEL RESOURCES

China Nickel Resources Holdings Company Limited

中國鎳資源控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 02889)

FORM OF PROXY FOR THE 2014 ANNUAL GENERAL MEETING  
TO BE HELD ON FRIDAY, 28 NOVEMBER 2014 AT 3:00 P.M.

I/We<sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ shares of HK\$0.10 each in the share capital of China Nickel Resources Holdings Company Limited 中國鎳資源控股有限公司 (the “Company”) hereby appoint the Chairman of the meeting <sup>(Note 3)</sup>  
or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend, act and vote for me/us and on my/our behalf as directed below at the 2014 annual general meeting (the “AGM”) of the Company to be held at Macau Jockey Club Function Room, 1/F., China Merchants Tower, Shun Tak Centre, 168–200 Connaught Road Central, Hong Kong on Friday, 28 November 2014 at 3:00 p.m. and at any adjournment thereof.

Please tick in the appropriate boxes to indicate how you wish your vote(s) to be cast, and if no such indication is given, your proxy is entitled to vote at his discretion <sup>(Note 4)</sup>.

ORDINARY RESOLUTIONS		FOR	AGAINST
1.	To receive the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and the independent auditor for the year ended 31 December 2013.		
2.	To re-elect Mr. Dong Chengzhe as director.		
3.	To re-elect Mr. Wang Ping as director.		
4.	To re-elect Mr. Yin Sheping as director.		
5.	To re-elect Mr. Song Wenzhou as director.		
6.	To re-elect Mr. Wong Chi Keung as director.		
7.	To authorise the board of directors to fix the directors’ remuneration.		
8.	To re-appoint PricewaterhouseCoopers as auditor and to authorise the board of directors to fix their remuneration.		
9.	To give a general mandate to the directors to repurchase shares of the Company not exceeding 10% of the issued share capital of the Company.		
10.	To give a general mandate to the directors to issue, allot and deal with the unissued shares of the Company not exceeding 20% of the issued share capital of the Company.		
11.	To extend the general mandate granted to the directors to issue, allot and deal with the unissued shares of the Company by adding thereto the number of shares to be repurchased by the Company.		

Date: \_\_\_\_\_ 2014

Signature(s) <sup>(Note 5)</sup> \_\_\_\_\_

Notes:

- Full name(s) and address to be inserted in BLOCK CAPITALS. The names of all joint holders should be stated.
- 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 of the Company registered in your name(s).
- If any proxy other than the Chairman of the meeting is preferred, please strike out the words “the Chairman of the meeting” and insert the name and address of the proxy desired in the space provided. A member of the Company entitled to attend and vote at the AGM is entitled to appoint another person as his proxy to attend and vote instead of him. A member of the Company who is the holder of two or more shares of the Company may appoint more than one proxy to represent him and vote on his behalf. If more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed. A proxy need not be a member of the Company. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK (“√”) THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK (“√”) THE BOX MARKED “AGAINST”.** If no direction is given, your proxy will vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the AGM other than those referred to in the notice convening the AGM.
- This form of proxy must be signed by you or your attorney duly authorised in writing. In case of a corporation, the same must be either under its common seal or under the hand of an officer or attorney so authorised.
- In 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 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.
- 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 certified copy thereof, must be deposited at the Company’s 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 fixed for holding the AGM or at any adjournment thereof.
- Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the AGM if you so wish. In such event, the form of proxy shall be deemed to be revoked.