



滙力集團  
HUILI GROUP

**Huili Resources (Group) Limited**  
**滙力資源(集團)有限公司**  
*(incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 1303)**

**FORM OF PROXY FOR THE ANNUAL GENERAL MEETING  
TO BE HELD AT 11:30 A.M. ON FRIDAY, 3 JUNE 2016 AND ANY ADJOURNMENT THEREOF**

I/We<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ shares (“Shares”) of HK\$0.10 each in the capital of Huili Resources (Group) Limited (the “Company”), HEREBY APPOINT THE CHAIRMAN OF THE MEETING<sup>3</sup>, or \_\_\_\_\_  
of \_\_\_\_\_  
or failing him/her \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend and act for me/us and on my/our behalf at the annual general meeting of the Company to be held at 11:30 a.m. on Friday, 3 June 2016 at 3rd Floor, No. 8 Queen’s Road Central, Hong Kong (and at any adjournment thereof) (the “Meeting”) for the purpose of considering and, if thought fit, passing the ordinary resolutions as set out in the notice convening the Meeting and at the Meeting to vote for me/us and in my/our name(s) in respect of such resolutions as hereunder indicated, and, 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 thinks fit.

	ORDINARY RESOLUTIONS	FOR <sup>4</sup>	AGAINST <sup>4</sup>
1.	To receive, consider and approve the audited financial statements, the directors’ report and the auditors’ report for the year ended 31 December 2015.		
2.	(A) To re-elect Mr. Wang Dayong as an executive director of the Company;		
	(B) To re-elect Mr. Sun Zhong as an executive director of the Company;		
	(C) To re-elect Mr. Shou Xuancheng as an executive director of the Company;		
	(D) To re-elect Mr. Xu Zucheng as an executive director of the Company;		
	(E) To re-elect Ms. Wang Qian as an executive director of the Company; and		
	(F) To authorise the board of directors to fix the remuneration of the directors of the Company.		
3.	To re-appoint Messrs. PricewaterhouseCoopers as auditors of the Company and to authorise the board of directors to fix their remuneration.		
4.	(A) To grant a general mandate to the directors of the Company to issue shares as set out in item 4(A) of the notice convening the Meeting;		
	(B) To grant a general mandate to the directors of the Company to repurchase shares as set out in item 4(B) of the notice convening the Meeting;		
	(C) Subject to passing of ordinary resolutions Nos. 4(A) and 4(B), to extend the general mandate to the directors of the Company as set out in item 4(C) of the notice convening the Meeting.		
5.	To refresh the scheme mandate limit under the share option scheme as set out in item 5 of the notice convening the Meeting.		

Signature<sup>5</sup> \_\_\_\_\_

Date \_\_\_\_\_

Notes:

- Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- 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).
- If any proxy other than the Chairman of the Meeting is preferred, strike out “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 PERSON WHO SIGNS IT.**
- 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.
- 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, attorney or other person duly authorised to sign the same.
- 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 of such power of authority, must be deposited at the office of the share registrar of the Company, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding of the Meeting or the adjourned Meeting (as the case may be).
- In the case of joint registered holders of any Shares, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such Shares as if he/she was solely entitled thereto; but if more than one of such joint registered holders be present at the Meeting, either personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such Shares shall alone be entitled to vote in respect thereof to the exclusion of the votes of the other joint registered holders.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and return of this form will not preclude you from attending and voting at the Meeting if you so wish. If you attend and vote at the Meeting, the authority of your proxy will be revoked.