



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 Extraordinary General Meeting to be held on Tuesday, 18 December 2007 (or any adjournment thereof)

I/We, (note 1) _____
of _____,
being the registered holder(s) of (note 2) _____ ordinary shares of HK\$0.05 each in
the capital of Minmetals Resources Limited (“the Company”), HEREBY APPOINT the Chairman of the meeting or (note 3)

of _____
as my/our proxy to attend and act for me/us at the Extraordinary General Meeting to be held at Kowloon Room I, M/F,
Kowloon Shangri-La Hotel, 64 Mody Road, Tsimshatsui East, Kowloon, Hong Kong, on Tuesday, 18 December 2007 at 10:30 a.m.
and at any adjournment thereof for the purpose of considering and, if thought fit, passing the ordinary resolutions as set out in
the notice convening the meeting (or at any adjournment thereof) and at such meeting to vote on my/our behalf as indicated
below; and if no such indication is given, as my/our proxy thinks fit.

Ordinary Resolutions	FOR (note 4)	AGAINST (note 4)
1. “ THAT the transactions contemplated under the agreement entered into between the Company (as purchaser) and 五礦有色金屬股份有限公司 (China Minmetals Non-ferrous Metals Company Limited) (as vendor) for the sale and purchase of a 33% equity interest in 廣西華銀鋁業有限公司 (Guangxi Huayin Aluminium Company Limited) on 5 November 2007 as amended by a supplemental agreement dated 15 November 2007 (the “Agreement”) be and are hereby approved, and that the directors of the Company be and are hereby authorised to take all actions and execute all documents which they deem necessary, desirable or appropriate in order to implement and validate anything related to the Agreement.”		
2. “ THAT Mr. Cui Hushan be and is hereby re-elected as a director of the Company.”		

Signature (note 5): _____

Date: _____ 2007

Notes:

1. Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**.
2. Please insert the number of the ordinary shares of the Company registered in your name(s) and to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the ordinary shares in the capital of the Company registered in your name(s).
3. A member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company, but must attend the meeting in person to represent you. If any proxy other than the Chairman of the meeting is preferred, please strike out the words “**the Chairman of the meeting or**” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE MEMBER(S) WHO SIGN(S) IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK IN THE APPROPRIATE BOX BELOW THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK IN THE APPROPRIATE BOX BELOW THE BOX MARKED “AGAINST”.** Failure to tick either box of a resolution will entitle your proxy to cast his vote on that resolution at his discretion or abstain. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than that referred to in the notice convening the meeting or abstain.
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 executed either under seal or under the hand of an officer or attorney duly authorised.
6. This form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, must be deposited with the share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 46th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, not less than 48 hours before the time for holding the meeting or adjourned meeting or poll (as the case may be) at which the person named in the form of proxy proposes to vote, and in default, this form of proxy shall not be treated as valid.
7. In the case of joint holders of a share, 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, the first named being the senior.
8. Completion and return of this form of proxy will not preclude you from attending and voting in person at the meeting and, in such event, this form of proxy shall be deemed to have been revoked.