



ORIENTAL METALS (HOLDINGS) COMPANY LIMITED

東方鑫源(集團)有限公司

(Incorporated in Hong Kong with limited liability)

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 Oriental Metals (Holdings) Company Limited (the "Company"), HEREBY APPOINT (note 3) the Chairman of the Meeting or (note 4) _____
of _____
as my/our proxy to attend and act for me/us at the Annual General Meeting (or at any adjournment thereof) of the Company to be held at Kowloon Room I, M/F., Kowloon Shangri-La Hotel, 64 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on 28th May, 2004 at 3:00 p.m. for the purpose of considering and, if thought fit, passing the Resolutions as set out in the Notice convening the said 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 adopt the Audited Consolidated Accounts and the Reports of the Directors and the Auditors for the year ended 31st December, 2003.		
2.	(a) To re-elect Mr. Lin Xizhong as a Director.		
	(b) To re-elect Mr. Qian Wenchao as a Director.		
	(c) To re-elect Mr. Tang Xiaojin as a Director.		
	(d) To re-elect Mr. Chan Wai Dune as a Director.		
	(e) To authorize the Directors of the Company to fix the remuneration of directors.		
3.	To re-appoint Auditors and to authorize the Directors of the Company to fix their remuneration.		
4.	To adopt the New Share Option Scheme.		
5.	To grant a general mandate to the Directors of the Company to allot additional shares not exceeding 20% of the issued share capital of the Company.		
6.	To grant a general mandate to the Directors of the Company to repurchase shares of the Company not exceeding 10% of the issued share capital of the Company.		
7.	To extend the general mandate on the issue of additional shares.		
	Special Resolution		
8.	To amend the Articles of Association of the Company.		

Shareholder's Signature (note 6) _____

Dated this _____ day of _____, 2004

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 INITIALLED 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, on a poll, 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 you or your 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 Registrars of the Company, Computershare Hong Kong Investor Services Limited, at Room 1901-5, 19th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 48 hours before the time appointed for holding the Meeting or any adjourned meeting.
8. In the case of joint holders of a share, any one of such holders may vote at the Meeting or any adjournment thereof, either in person or by proxy, in respect of such share, but if more than one of such joint holders are present at the Meeting or any adjournment thereof, 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 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 respect of jointholding.
9. 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.