



# 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 Wednesday, 27 December 2006 (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 Wednesday, 27 December 2006 at 2:30 p.m. and at any adjournment thereof for the  
purpose of considering and, if thought fit, passing the ordinary resolution and the special resolution  
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.

	FOR (note 4)	AGAINST (note 4)
<b>Ordinary Resolution</b> "THAT Ren Suotang be and is hereby re-elected as a director of the Company."		
<b>Special Resolution</b> "THAT the Special Capital Reserve Account of the Company be and the same is hereby cancelled and the Share Premium Account of the Company be and the same is hereby reduced from HK\$3,503,361,724.99 to HK\$2,738,933,771.24."		

Signature (note 5): \_\_\_\_\_

Date: \_\_\_\_\_ 2006

*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 members 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.