



JINCHUAN GROUP INTERNATIONAL RESOURCES CO. LTD

金川集團國際資源有限公司
(Incorporated in the Cayman Islands with limited liability)
 (Stock Code: 2362)

PROXY FORM

Form of proxy for use at the Annual General Meeting (the "Meeting") to be held at 11:00 a.m. on Friday, 24 June 2011 at Kennedy Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong.

I/We, (Note 1) _____

of I/We, (Note 1) _____

being the registered holder(s) of (Note 2) shares of HK\$0.01 each in capital of Jinchuan Group International Resources Co. Ltd (the "Company"), hereby appoint (Note 3) _____

or failing him, the Chairman of the Meeting as my/our proxy to attend and vote for me/us and on my/our behalf at the Meeting to be held at 11:00 a.m. on Friday, 24 June 2011 and at any adjournment thereof on the undermentioned resolutions as indicated below or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR (Note 4)	AGAINST (Note 4)
1.	To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the "Directors") and auditors for the year ended 31 December 2010.		
2.	a) To re-elect Mr. Yang Zhiqiang as executive Director.		
	b) To re-elect Mr. Zhang Sanlin as executive Director.		
	c) To re-elect Ms. Deng Wen as executive Director.		
	d) To re-elect Ms. Maria Majoire Lo as executive Director.		
	e) To re-elect Mr. Gao Tianpeng as non-executive Director.		
	f) To re-elect Mr. Qiao Fugui as non-executive Director.		
	g) To re-elect Mr. Yen Yuen Ho, Tony as independent non-executive Director .		
	h) To authorize the board of Directors (the "Board") to fix the remuneration of all Directors		
3.	To re-appoint Ernst & Young as Auditors and to authorize the Board to fix their remuneration.		
4.	Ordinary Resolution as detailed in item 4 of the Notice of Annual General Meeting (To grant a general mandate to the Directors to issue shares)		
5.	Ordinary Resolution as detailed in item 5 of the Notice of Annual General Meeting (To grant a general mandate to the Directors to repurchase shares).		
6.	Ordinary Resolution as detailed in item 6 of the Notice of Annual General Meeting (To grant an extension of the Issue Mandate to issue shares.)		
7.	Ordinary Resolution as detailed in item 7 of the Notice of Annual General Meeting (To grant the refreshment of 10% Share Option Scheme Limit)		

Dated this _____ day of _____ 2011. Shareholder's signature (Note 5) _____

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). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- (3) Please insert the name of the proxy desired. If no name is inserted, the Chairman of the Meeting will act as your proxy. Any alteration made to this form of proxy must be initialled by the person(s) who signs it. Completion and return of the proxy form will not preclude you from attending and voting in person at the meeting or the adjourned meeting. In the event that you attend the meeting or the adjourned meeting, this form of proxy will be deemed to be revoked.
- (4) **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK ("✓") IN THE BOX SET OPPOSITE THAT RESOLUTION BELOW THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK ("✓") IN THE BOX SET OPPOSITE THAT RESOLUTION BELOW THE BOX MARKED "AGAINST".** If no direction is given, your proxy will be entitled to cast your vote or abstain from voting at his/her/its discretion. Your proxy will also be entitled to vote at his/her/its discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- (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 its common seal or under the hand of an officer or attorney duly authorised to sign the same.
- (6) In the case of joint registered holders of any Shares, any one of such joint registered holders may vote at the Meeting, either in person or by proxy, in respect of such shares as if he/she/it were solely entitled thereto; but if more than one of such joint registered holders be present at the Meeting, either in person or by proxy, the vote of that one of them so present, either in person or by proxy, whose name stands first on the register of members in respect of such Shares shall be accepted to the exclusion of the votes of the other joint registered holder(s).
- (7) To be valid this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority shall be deposited with the branch share registrar of the Company in Hong Kong, Hong Kong Registrars Limited at Room 1806-1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the Meeting or any adjourned Meeting.
- (8) A proxy need not be a member of the Company but must attend the Meeting in person to represent you.