



JINCHUAN金川

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 FOR EXTRAORDINARY GENERAL MEETING

I/We, being the registered holder(s) of Jinchuan Group International Resources Co. Ltd (the “Company”), hereby appoint the proxy ^(Note 1) as specified below or failing him/her, **THE CHAIRMAN OF THE MEETING** ^(Note 1) to attend and vote for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held at Unit 3101, 31/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Tuesday, 25 April 2017 at 10:00 a.m. and at any adjournment thereof in respect of the resolutions as indicated below, or if no such indication is given, as my/our proxy thinks fit.

Capitalised terms used herein shall have the same meaning as those defined in the circular dated 6 April 2017 issued by the Company.

Registered Holder(s) (Complete in ENGLISH BLOCK CAPITALS. The names of all joint holders should be stated.)			
Registered Name			
Registered Address			
Certificate No. <i>(Note 8)</i>		Signature <i>(Note 4)</i>	
Registered Holding <i>(Note 2)</i>			
Date			

Proxy ^(Note 1) (Complete in ENGLISH BLOCK CAPITALS.)			
Full Name		No. of Shares <i>(Note 3)</i>	
Full Address			

ORDINARY RESOLUTIONS		FOR ^(Note 5)	AGAINST ^(Note 5)
1	To ratify, confirm and approve the Subscription Agreement dated 20 March 2017 entered into between the Company and SD Hi-Speed Investment HK Limited (山東高速環渤海投資(香港)有限公司) in respect of the allotment and issue of 483,000,000 new Shares and, subject to the passing of resolution no.2 below, the transactions contemplated thereunder, and the granting of the Specific Mandate to the Directors to allot and issue the Subscription Shares pursuant to the terms and conditions of the Subscription Agreement.		
2	Subject to the passing of resolution no.1 above, to appoint Mr. Zeng Weibing as a non-executive Director with effect from the Completion Date of the Subscription under the Subscription Agreement and to authorise the Board to fix his remuneration.		
3	To re-elect Mr. Poon Chiu Kwok as independent non-executive Director.		

Notes:

- If any proxy other than the chairman of the meeting is preferred, please insert the full name and address of the proxy desired in the space provided. A holder entitled to attend and vote at the meeting of the Company is entitled to appoint one or more proxies to attend and vote on his/her behalf. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.** The proxy needs not be a member of the Company, but must attend the meeting (or any adjournment thereof) to represent you.
- Please insert the number of shares registered in the name of the holder(s).
- Please insert the number of shares for this proxy. If no number is inserted, this proxy form will be deemed to relate to all the shares registered in the name of the holder(s).
- This proxy form must be signed and dated by the shareholder or his/her attorney duly authorised in writing. If the shareholder is a company, it should execute this proxy form under its common seal or by the signature(s) of (a) person(s) authorised to sign on its behalf. In the case of joint shareholders, any one shareholder may sign this proxy form. The vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members in respect of the joint shareholding.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED “AGAINST”.** Failure to tick either box in respect of a resolution will entitle your proxy to cast your vote in respect of that resolution at his/her discretion or to abstain. **Your proxy will also be entitled to vote at his/her discretion or to abstain on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.**
- In order to be valid, a proxy form and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney, must be deposited at the branch share registrar of the Company in Hong Kong, Boardroom Share Registrars (HK) Limited at 31/F., 148 Electric Road, North Point, Hong Kong, not less than 48 hours before the time fixed for holding the meeting or any adjournment thereof.
- Completion and delivery of this proxy form will not preclude you from attending and voting at the meeting if you so wish.
- Please provide one certificate number, if possible, to facilitate processing.
- For the avoidance of doubt, we do not accept any special instructions written on this proxy form.