



CHINA MINING RESOURCES GROUP LIMITED

中國礦業資源集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 00340)

Form of Proxy for the Special General Meeting to be held on Friday, 8 June 2007

I/We ⁽¹⁾ _____
of _____
being the registered holder(s) of _____ shares ⁽²⁾ of HK\$0.10 each in the capital of
China Mining Resources Group Limited (the "Company"), HEREBY APPOINT _____
of _____
or failing him, the Chairman of the Meeting ⁽³⁾ as my/our proxy to attend and vote for me/us at the Special General Meeting (and at any adjournment thereof) of the Company to be held at Harcourt Room, Lower Lobby, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Friday, 8 June 2007 at 10:30 a.m. for the purpose of considering and, if thought fit, passing the Resolutions set out in the Notice convening the said Meeting and at such Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the Resolutions as indicated below.

ORDINARY RESOLUTIONS		FOR ⁽⁴⁾	AGAINST ⁽⁴⁾
1.	To approve, ratify and confirm the conditional sale and purchase agreement dated 11 March 2007 (the "Sale and Purchase Agreement") entered into between 蘇慶玉 (Su Qingyu), 王世遠 (Wang Shiyuan), 吳延忠 (Wu Yanzhong), 賀啓奎 (He Qikui), 劉曉波 (Liu Xiaobo), 矯海龍 (Jiao Hailong), 韓殿生 (Han Diansheng), 鞠海坤 (Ju Haikun), 陳旭東 (Chen Xudong), 李洪勝 (Li Hongsheng), 董文學 (Dong Wenxue), 陳士忠 (Chen Shizhong), 赤峰金劍銅業有限公司 (Chi Feng Jin Jian Copper Company Limited) and the Company and the transaction contemplated thereunder.		
2.	To approve the grant of a specific mandate to allot and issue not more than 1,135,539,885 new shares of the Company.		
3.	To approve, ratify and confirm the master supply agreement entered into by 哈爾濱松江銅業(集團)有限公司 (Harbin Songjiang Copper (Group) Company Limited) with 赤峰金劍銅業有限公司 (Chi Feng Jin Jian Copper Company Limited) on 26 April 2007 and the transactions and the annual caps for the period from the date of completion of the acquisition pursuant to the Sale and Purchase Agreement and ending on 31 December 2009 contemplated thereunder.		

Dated this _____ day of _____ 2007 Signature ⁽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 and address of the proxy desired in the space provided. **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 INITIALED BY THE PERSON WHO SIGNS IT.**
- (4) **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED "AGAINST".** Failure to complete any or all the boxes will entitle your proxy to cast his votes at his discretion. Your proxy will also be entitled to vote at his discretion on any resolutions properly put to the Meeting other than that 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 either under its common seal or under the hand of an officer or attorney duly authorised.
- (6) In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, will 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.
- (7) To be valid, this form of proxy, together with the power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Room 1806-7, 18/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or adjourned meeting.
- (8) The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- (9) Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the Meeting if you so wish.

* For identification purposes only