



香港資源控股
HONG KONG
RESOURCES
HOLDINGS

HONG KONG RESOURCES HOLDINGS COMPANY LIMITED

(Incorporated in Bermuda with limited liability and carrying on business in Hong Kong as

HKRH China Limited)

(Stock Code: 2882)

FORM OF PROXY FOR USE AT THE SPECIAL GENERAL MEETING

I/We ^{note 1} _____
of _____
being the registered holder(s) of ^{note 2} _____
ordinary shares of HK\$0.01 each in the capital of Hong Kong Resources Holdings Company Limited (the “Company”),
HEREBY APPOINT ^{note 3} the Chairman of the meeting, or _____
of _____
as my/our proxy to attend for me/us at the special general meeting (and at any adjournment thereof) of the Company (the “SGM”) to be held on Monday, 22 February 2010 at 9:00 a.m. at Rooms 1402-03, 14th Floor, Admiralty Centre, Tower 2, 18 Harcourt Road, Hong Kong for the purpose of considering and, if thought fit, passing the resolution as set out in the notice convening the SGM and to vote for me/us and in my/our name(s) in respect of the resolution as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION	FOR ^{note 4}	AGAINST ^{note 4}
To appoint Deloitte Touche Tohmatsu as the auditor of the Company and its subsidiaries (the “Group”) to fill the casual vacancy following the resignation of Ray W.H. Chan & Co. and to hold office until the conclusion of the next annual general meeting of the Company and the board of directors of the Company be and is hereby authorised to fix the remuneration of the auditor of the Group		

Signature(s) ^{note 5}: _____

Date: _____

Notes:

1. Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
2. Please insert the number of shares registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
3. If any proxy other than the chairman is preferred, please strike out “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 PERSON(S) WHO SIGN(S) IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK THE RELEVANT BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK THE RELEVANT BOX MARKED “AGAINST”.** Failure to tick either box will entitle your proxy to cast your vote or abstain at his discretion. Your proxy will also be entitled to vote or abstain at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
5. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney authorised in writing or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
6. Any member of the Company entitled to attend and vote at the meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member of the Company who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting. In case of a recognised clearing house, it may authorise such person(s) as it thinks fit to act as its representative(s) of the meeting and vote in its stead. A proxy need not be a member of the Company.
7. The instrument appointing a 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 shall be deposited at the Company’s share registrar in Hong Kong, Tricor Tengis Limited at 26/F., Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the meeting or the adjourned meeting or poll (as the case may be) at which the person named in such instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.
8. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.