



中國鎳資源控股有限公司
CHINA NICKEL RESOURCES
HOLDINGS COMPANY LIMITED

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 02889)

**FORM OF PROXY FOR THE 2010 ANNUAL GENERAL MEETING
TO BE HELD ON TUESDAY, 29 JUNE 2010 AT
TAISHAN ROOM, LEVEL 5, ISLAND SHANGRI-LA, PACIFIC PLACE,
SUPREME COURT ROAD, CENTRAL, HONG KONG AT 11:00 A.M.**

I/We^(Note 1) _____
of _____
being the registered holder(s) of^(Note 2) _____ shares of HK\$0.10 each in the share capital of China Nickel Resources Holdings Company Limited (the “Company”) hereby appoint the Chairman of the meeting^(Note 3) or _____ of _____

as my/our proxy to attend, act and vote for me/us and on my/our behalf as directed below at the 2010 annual general meeting (the “AGM”) of the Company to be held at Taishan Room, Level 5, Island Shangri-la, Pacific Place, Supreme Court Road, Central, Hong Kong on Tuesday, 29 June 2010 at 11:00 a.m. (and at any adjournment thereof).

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast, and if no such indication is given, your proxy is entitled to vote at his discretion^(Note 4).

ORDINARY RESOLUTIONS		FOR	AGAINST
1.	To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and independent auditors for the year ended 31 December 2009.		
2.	(a) To re-elect Mr. Dong Shutong as director;		
	(b) To re-elect Mr. He Weiquan as director;		
	(c) To re-elect Mr. Song Wenzhou as director;		
	(d) To re-elect Mr. Huang Changhuai as director.		
3.	To authorize the board of directors to fix the directors’ remuneration.		
4.	To re-appoint Messrs. Ernst & Young as auditors and to authorize the board of directors to fix their remuneration.		
5.	To give a general mandate to the directors to issue the unissued shares of the Company not exceeding 20% of the issued share capital of the Company.		
6.	To give a general mandate to the directors to repurchase shares of the Company not exceeding 10% of the issued share capital of the Company.		
7.	To extend the general mandate granted to the directors to issue the unissued shares of the Company by the aggregate number of shares repurchased by the Company.		

Date: _____ 2010

Signature(s)^(Note 5) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- 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 of the Company registered in your name(s).
- If any proxy other than the Chairman of the meeting is preferred, please strike out the words “the Chairman of the meeting” and insert the name and address of the proxy desired in the space provided. A member of the Company entitled to attend and vote at the AGM is entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him and vote on his behalf. A proxy need not be a member of the Company. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK (“/”) THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK (“/”) THE BOX MARKED “AGAINST”.** If no direction is given, your proxy will vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the AGM other than those referred to in the notice convening the AGM.
- This form of proxy must be signed by you or your attorney duly authorized in writing. In case of a corporation, the same must be either under its common seal or under the hand of an officer or attorney so authorized.
- In 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 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 of the Company.
- In order to be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the Company’s share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the AGM or at any adjournment thereof.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM if you so wish. In such event, the form of proxy shall be deemed to be revoked.