



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)
(Shares — Stock Code: 2889; Bonds — Stock Code: 1605)

**FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING
TO BE HELD ON 6 NOVEMBER 2010 AT FLAT A, 29/F, ADMIRALTY CENTRE I,
18 HARCOURT ROAD, HONG KONG AT 10:00 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 extraordinary general meeting
(the “EGM”) of the Company to be held at Flat A, 29/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Saturday, 6 November
2010 at 10:00 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 RESOLUTION		FOR	AGAINST
1	(a) To confirm and approve the issue and allotment of the New Bonds Conversion Shares upon conversion of the New Bonds; and (b) to authorize any one director of the Company, or any two directors of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/them to be incidental to, ancillary to or in connection with the matters contemplated in and for completion of the issue and allotment of the New Bonds Conversion Shares upon conversion of the New Bonds.		

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).
- Please insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.** A member who is the holder of two or more shares of the Company may appoint more than one proxy to attend and vote on his behalf.
- 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”.** Failure to tick a box will entitle your proxy to cast your vote(s) at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the EGM other than those referred to in the notice convening the EGM.
- 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 EGM or at any adjournment thereof.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the EGM if you so wish. In such event, the form of proxy shall be deemed to be revoked.