



DEJIN RESOURCES GROUP COMPANY LIMITED

德金資源集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 1163)

Form of Proxy for use at the Special General Meeting to be held on Friday, 3 October 2014

I/We ^(Note 1) _____
of _____
being the registered holder(s) of _____ shares ^(Note 2) of
HK\$0.01 each in the share capital of the above-named Company (the "Company"), **HEREBY APPOINT THE CHAIRMAN OF THE
MEETING** ^(Note 4) or _____
of _____

as my/our proxy to attend the Special General Meeting (and any adjourned meeting) of the Company to be held at Jasmine Room 3/F, Ramada Hong Kong Hotel, 308 Des Voeux Road West, Hong Kong, on Friday, 3 October 2014 at 11:00 a.m. for the purposes of considering and, if thought fit, passing the resolutions as 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 ^(Notes 5 & 6)	AGAINST ^(Notes 5 & 6)
1.	that Mr. Tsai Wallen be removed as executive director of the Company with immediate effect;		
2.	that Mr. Cheung Wai Yin, Wilson be removed as executive director of the Company with immediate effect;		
3.	that Mr. Lau Chi Yan, Pierre be removed as executive director of the Company with immediate effect;		
4.	that Mr. Yang Zhihua be removed as executive director of the Company with immediate effect;		
5.	that Mr. Chan Ka Wing be removed as executive director of the Company with immediate effect;		
6.	that Mr. Fu Wing Kwok, Ewing be removed as independent non-executive director of the Company with immediate effect;		
7.	that Mr. Ma Ning be removed as independent non-executive director of the Company with immediate effect;		
8.	that Ms. Pang Yuen Shan, Christina be removed as independent non-executive director of the Company with immediate effect;		
9.	that Ms. Yeung Mo Sheung, Ann be removed as independent non-executive director of the Company with immediate effect;		
10.	that any and all director or directors appointed by the Board pursuant to article 86(2)(b) of the Bye-laws of the Company on or after 5 August 2014 be and they are hereby removed as director(s) with immediate effect;		
11.	that Mr. Tian Lidong be appointed as executive director of the Company with immediate effect;		
12.	that Mr. Mow Tai Loy be appointed as executive director of the Company with immediate effect; and		
13.	that Mr. Zhao Zhibin be appointed as executive director of the Company with immediate effect.		

Dated this _____ day of _____ 2014.

Signature ^(Note 7): _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares of the Company 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).
3. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. The proxy need not be a member of the Company but must attend the meeting in person to represent the member.
4. If any proxy other than the Chairman is preferred, strike out the words "THE CHAIRMAN OF THE MEETING" here inserted and insert the name and address of the proxy desired in the space provided. A member of the Company who is the holder of two or more shares may appoint more than one proxy to attend and vote on his/her/its behalf at the meeting provided that if more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed. **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.**
5. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "AGAINST"**. Failure to complete any or all the boxes will entitle your proxy to cast his/her votes at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
6. All resolutions will be put to vote by way of poll at the meeting. Every member of the Company present in person (in the case of a member being a corporation, by its duly authorized representative) or by proxy shall have one vote for every fully paid share of which he/she/it is the holder. A person entitled to more than one vote on a poll need not use all his/her votes or cast all the votes he/she uses in the same way and in such cases, please state the relevant number of shares in the appropriate box(es) above.
7. This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney or other person duly authorized.
8. 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 certified copy thereof, must be deposited at the Company's Branch Share Registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding this meeting or the adjourned meeting.
9. 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 votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names of the joint holders stand in the Register of Members of the Company in respect of the joint holding.
10. Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting and, in such event, the form of proxy shall be deemed to be revoked.