



# SINOCOP RESOURCES (HOLDINGS) LIMITED

## 中銅資源（控股）有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 476)

### Proxy form for use at the special general meeting to be held on Monday, 5 May 2014 at 11:00 a.m. and at any adjournment thereof

I/We (note 1) \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of (note 2) \_\_\_\_\_ shares of HK\$0.01 each in the capital of  
**SINOCOP RESOURCES (HOLDINGS) LIMITED** (“the Company”) HEREBY APPOINT **THE CHAIRMAN OF  
THE MEETING** or (note 3) \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend the special general meeting of the Company to be held at Plaza 3, Lower Lobby, Novotel Century  
Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Monday, 5 May 2014 at 11:00 a.m. (and at any adjournment thereof), in  
respect of the resolutions set out in the notice convening the said meeting (the “Notice”) as hereunder indicated, and to vote for  
me/us as indicated below.

Please indicate with a “✓” in the boxes provided how you wish the proxy to vote on your behalf (note 4).

RESOLUTIONS		FOR	AGAINST
1.	Ordinary resolution: To approve, confirm and ratify the Option Deeds and all transactions contemplated thereunder including the issue and allotment of the Consideration Shares under the Put option Deed and the grant of authorisation to the directors of the Company in connection therewith.		
2.	Ordinary resolution: To grant a general mandate to the Directors to allot, issue and deal with shares of the Company.		
3.	Ordinary resolution: To add the nominal amount of shares repurchased by the Company to the mandate granted to the directors of the Company under resolution No.2.		
4.	Special resolution: To approve the change of name of the Company.		

Date: \_\_\_\_\_ day of \_\_\_\_\_ 2014      Shareholder's Signature (note 5): \_\_\_\_\_

#### Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares of HK\$0.01 each registered in your name(s). If no number is inserted, the proxy form 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, 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 PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK THE BOX MARKED “FOR” BESIDE THE APPROPRIATE RESOLUTION. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK THE BOX MARKED “AGAINST” BESIDE THE APPROPRIATE RESOLUTION.** Failure to complete any or all boxes will entitle your proxy to abstain or cast his votes on the relevant resolutions at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
5. This proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, this proxy form must be under its common seal or under the hand of an officer or attorney duly authorised.
6. Where there are joint holders of any share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such shares as if he was solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of Shareholders in respect of such shares shall alone be entitled to vote in respect thereof.
7. To be valid, the proxy form together with any power of attorney or other authority (if any) under which it is signed or notarially certified copy of such power or authority must be deposited at the Company's principal place of business in Hong Kong at 37th Floor, China Online Centre, 333 Lockhart Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
8. A proxy need not be a Shareholder of the Company but must attend the meeting in person to represent you.
9. Completion and return of this proxy form will not preclude you from attending and voting at the meeting if you so wish.
10. The Register of Shareholders will be closed from Wednesday, 30 April 2014 to Monday, 5 May 2014, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for attending this special general meeting, all duly completed and signed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Branch Registrars in Hong Kong, Tricor Tengis Limited at Level 22, Hopwell centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Tuesday, 29 April 2014.