



**CHINA AFRICA**  
RESOURCES PLC

**Form of proxy**

**For use by ordinary shareholders at the Annual General Meeting to be held at Morrison & Foerster (UK) LLP, 7th Floor, CityPoint, One Ropemaker Street, London EC2Y 9AW on Tuesday 4 June 2013 at 11.00am**

I/we (full name in block capitals) \_\_\_\_\_

of (address) \_\_\_\_\_

being (a) holder(s) of ordinary shares of 1.0p each in the capital of the Company hereby appoint the Chairman of the meeting or \_\_\_\_\_ (note 1) as my/our proxy to attend, speak and vote for me/us and on my/our behalf as directed below at the Annual General Meeting of the Company to be held on Tuesday 4 June 2013 at 11.00am and at any adjournment thereof in respect of \_\_\_\_\_ ordinary shares comprised in my/our above shareholding. The proxy may vote or abstain from voting at his/her discretion on any amendment to a resolution or any other business before the meeting.

Please indicate by ticking this box  if this is one of more than one appointments of a proxy in respect of your holding (note 2).

Please indicate with an "X" in the appropriate space how you wish your votes to be cast. If you wish to abstain from voting on any resolution, please indicate this with an "X" in the vote withheld box opposite that resolution.

To the extent this form is returned without an indication as to how the proxy is to vote, the proxy will vote or abstain from voting at his discretion.

	<b>Ordinary resolutions</b>	<b>For</b>	<b>Against</b>	<b>Withheld</b>
1	To receive the Company's Annual Report and Accounts for the financial year ended 31 December 2012, the Directors' Report and the Report of the Independent Auditors on those accounts.			
2	To reappoint Jianrong Xu as a Director of the Company.			
3	To reappoint Shasha Lu as a Director of the Company.			
4	To appoint Xingnan Xie as a Director of the Company			
5	To reappoint BDO LLP as auditors of the Company from the conclusion of the meeting until the conclusion of the next Annual General Meeting of the Company at which accounts are laid, and to authorise the Directors to determine their remuneration.			
6	To authorise the Directors of the Company to allot relevant securities pursuant to section 551 of the Companies Act 2006.			
	<b>Special resolution</b>			
7	Subject to passing of resolution 5, to disapply the statutory pre-emption rights in relation to the allotment of those relevant securities pursuant to section 570 of the Companies Act 2006 representing 20 per cent of the issued share capital of the Company.			

Date: \_\_\_\_\_ 2013

Signature: \_\_\_\_\_ [note 3]

## Notes

- 1 If you wish to appoint a proxy other than the Chairman of the meeting, insert the name in the space provided and delete the Chairman of the meeting. A proxy need not be a member of the Company.
- 2 You may, if you wish, appoint more than one proxy, but each must be appointed in respect of a specified number of shares within your holding. If you wish to do this, each proxy must be appointed by means of a separate form. Additional forms may be obtained from the registrars by telephoning Capita Registrars on 0871 664 0300. Alternatively, you may photocopy this form the required number of times before completing it. When appointing more than one proxy you must fill in the blank provided on each form to indicate the number of your shares in respect of which the proxy is to be appointed. If you fail to do so, the appointment will be rejected as invalid. You must also tick the box on each form to indicate it is one of more than one appointment in respect of your holding. All the forms should be returned in the same envelope. If you are only appointing one proxy, you can cross out all reference to the number of shares or leave the blank for the number of shares uncompleted, in which case the appointment will be taken to be for your full holding.
- 3 In the case of a corporation, this proxy must be given under its common seal or signed on its behalf by a duly authorised officer or an attorney.
- 4 A form of proxy is enclosed for use by members. To be valid, it should be completed, signed and delivered (together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of authority) to the Company's registrars, Capita Registrars, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU not later than 11.00am on Friday 31 May 2013. In the case of a poll taken subsequently to the date of the AGM, or any adjourned meeting, proxies must be received not less than 48 hours before the time appointed for the taking of the poll or for holding the adjourned meeting. Shareholders who intend to appoint more than one proxy can obtain additional forms of proxy from Capita Registrars. Alternatively, the form provided may be photocopied prior to completion. The forms of proxy should be returned in the same envelope and each should indicate that it is one or more than one appointments being made.
- 5 In the case of joint holders, the signature of any one holder will be sufficient but the names of all the joint holders should be stated. The vote of the senior who tenders a vote whether in person or by proxy will be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority is determined by the order in which the names stand in the register of members in respect of the joint holding.
- 6 A "vote withheld" is not a vote in law and will not be counted in the calculation of the votes for or against a resolution.
- 7 The completion and return of this form shall not preclude a shareholder from attending and voting in person.