



Kinetic Mines and Energy Limited

力量礦業能源有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1277)

Proxy Form for use at the Annual General Meeting to be held at Carlton Room One, 2/F, The Ritz-Carlton, Guangzhou, 3 Xing An Road, Pearl River New City, Tianhe District, Guangzhou, People's Republic of China on Friday, 31 May 2013

I/We (note 1) _____
of _____
being the registered holder(s) of (note 2) ordinary shares of US\$0.001 each in the capital of **Kinetic Mines and Energy Limited** (the "Company") hereby appoint the Chairman of the meeting or (note 3 & 4) _____
of _____
as my/our proxy to act for me or us on my/our behalf at the annual general meeting of the Company (the "Annual General Meeting") (or at any adjournment thereof) to be held at Carlton Room One, 2/F, The Ritz-Carlton, Guangzhou, 3 Xing An Road, Pearl River New City, Tianhe District, Guangzhou, People's Republic of China on Friday, 31 May 2013 at 11:00 a.m. and at such Annual General Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) as directed below or, if no such indication is given, as my/our proxy thinks fit.

Resolutions		(Note 5)	
		For	Against
1	To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and the auditors of the Company for the year ended 31 December 2012.		
2	To re-elect Mr. Gu Jianhua as an executive director of the Company.		
3	To re-elect Ms. Zhang Lin as a non-executive director of the Company.		
4	To re-elect Mr. Shi Xiaoyu as an independent non-executive director of the Company.		
5	To authorise the board of directors to fix the remuneration of the directors of the Company (the "Directors").		
6	To re-appoint KPMG as auditors of the Company and to authorise the board of Directors to fix their remuneration.		
7	(1) To approve a general mandate to the Directors to issue shares of the Company not exceeding 20 per cent of the existing issued share capital of the Company.		
	(2) To approve a general mandate to the Directors to repurchase shares of the Company not exceeding 10 per cent of the existing issued share capital of the Company.		
	(3) To extend the general mandate granted to the Directors to allot, issue and deal with new shares not exceeding the number of shares repurchased by the Company.		

Dated _____

Shareholder's signature (note 6) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The name of all joint holders should be stated.
- Please insert the number of shares of US\$0.001 each of the Company registered in your name(s); if no number is inserted, this proxy form will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a shareholder of the Company.
- If any proxy other than the Chairman of the meeting is preferred, strike out the words "the Chairman of the meeting or" and insert the name and address of proxy desired in the space provided.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE PLACE A "✓" IN THE RELEVANT BOX MARKED "FOR", IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE PLACE A "✓" IN THE RELEVANT BOX MARKED "AGAINST".** Failure to complete the boxes will entitle your proxy to abstain or cast his vote at his discretion. Your proxy will also be entitled to abstain or vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- 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 or other person duly authorised.
- If more than one of the joint holders be present at the meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the name stand in the register of members in respect of the joint shareholding.
- To be valid, this 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 branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the meeting or any adjournment thereof.
- Completion and delivery of this proxy form shall not preclude a member from attending and voting in person if you so wish.
- Any alterations made in this form should be initialled by the person who signs it.