



PAN ASIA MINING LIMITED 寰亞礦業有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8173)

PROXY FORM

Form of proxy for use at the Extraordinary General Meeting to be held on 9 February 2011 at 11 a.m. (or at any adjournment thereof)

I/We, ^(Note 1) _____

of _____

being the registered holder(s) of ^(Note 2) _____ shares of
HK\$0.01 each in capital of Pan Asia Mining Limited (the “Company”), hereby appoint ^(Note 3) the chairman of the

Meeting (as defined below) or _____ of _____

or failing him, _____ of _____
to act as my/our proxy to attend and vote for me/us and on my/our behalf at the extraordinary general meeting of the
Company to be held at Suite 3008, Tower One, Times Square, 1 Matheson Street, Causeway Bay, Hong Kong, on 9
February 2011 at 11 a.m., or at any adjournment thereof (the “Meeting”) on the undermentioned resolutions as indicated
below or, if no such indication is given, as my/our proxy or proxies think(s) fit. My/our proxy will also be entitled to
vote at his/her discretion on any resolution properly put to the Meeting other than the undermentioned resolutions:

	ORDINARY RESOLUTION	FOR ^(note 4)	AGAINST ^(note 4)
1.	To approve the Capital Reorganisation.		
2.	To approve the Rights Issue.		

Dated the _____ day of _____ 2011 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 the Company registered in your name(s). If a number is inserted, this form of proxy will be deemed to relate only to those shares. If no number is inserted, this form of proxy will be deemed to relate to all shares of the Company registered in your name(s).
- (3) If any proxy other than the chairman of this meeting is preferred, please strike out “chairman of the Meeting (as defined below)” or” and insert the name and address of the proxy desired in the space provided. Any alternation made to this form of proxy must be initialed by the person who signs it.
- (4) Please indicate with an “X” in the appropriate space beside each of the resolutions how you wish the proxy to vote on your behalf on a poll. If this form is returned duly signed, but without any indication, the proxy will vote for or against the resolution or will abstain 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 form of proxy must be signed by you or your attorney duly authorised in writing or, if the appointor is a corporation, must be either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
- (6) 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 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 of the Company in respect of the joint holding.
- (7) To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be delivered to the Company’s share registrar in Hong Kong, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjourned meeting, and in default thereof this form of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiry of 12 months from the date of its execution.
- (8) A proxy need not be a shareholder of the Company but must attend the Meeting in person to represent you.
- (9) Completion and deposit of the proxy form will not preclude you from attending and voting at the Meeting if you wish.