



China Natural Investment Company Limited

中國天然投資有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8250)

FORM OF PROXY

Form of proxy for use by shareholders of China Natural Investment Company Limited (the “Company”) at the extraordinary general meeting (the “Meeting”) to be held at 3/F, Nexus Building, 77 Des Voeux Road Central, Hong Kong on Monday, 30 July 2012 at 2:30 p.m. and any adjournment thereof.

I/We ^(note a) _____
of _____
being the registered holder(s) of ^(note b) _____ shares of HK\$0.05 each (the “Shares”) in the share capital of the Company HEREBY APPOINT the Chairman of the Meeting, or ^(notes c) _____
of _____
as my/our proxy to attend and act for me/us at the Meeting and at any adjournment thereof and to vote on my/our behalf in respect of the resolutions set out in the notice convening the Meeting (the “EGM Notice”) as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit.

Terms used in this form of proxy shall have the same meanings as defined in the circular of the Company dated 5 July 2012 unless the context otherwise requires.

Please tick (“✓”) the appropriate boxes to indicate how you wish your vote(s) to be cast ^(note d).

No.	Ordinary Resolutions	For ^(note d)	Against ^(note d)
1.	To approve the Share Placing Agreement and the transactions contemplated thereunder.		
2.	To approve the CN Placing Agreement and the transactions contemplated thereunder.		
3.	To approve, conditional upon the Stock Exchange granting the listing of and permission to deal in the Placing Shares and/or the Conversion Shares, the allotment and issue of the Placing Shares and the Conversion Shares.		
4.	To authorise the Directors to exercise all powers of the Company to implement the transactions under to Share Placing Agreement and CN Placing Agreement as well as the allotment and issue of the Placing Shares and Conversion Shares.		

Dated this _____ day of _____ 2012

Shareholder’s signature ^(notes e, f, g and i): _____

Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**.
- Please insert the number of Shares registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s).
- A proxy need not be a shareholder of the Company but must attend the Meeting in person to represent you. If you wish to appoint some person(s) other than the Chairman of the Meeting as your proxy, please delete the words “the Chairman of the Meeting, or” and insert the name and address of the person appointed as proxy in the space provided.
- If you wish to vote for a resolution set out above, please tick (“✓”) the appropriate box marked “For”. If you wish to vote against a resolution, please tick (“✓”) the appropriate box marked “Against”. If no direction is given, your proxy may vote or abstain as he/she thinks fit. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those set out in the EGM Notice.
- In the case of a joint holding of any Shares, this form of proxy may be signed by any one of the joint holders, but if more than one joint holder is present at the Meeting, whether in person or by proxy, that one of the joint holders whose name stands first on the register of members of the Company in respect of the relevant joint holding of Shares shall alone be entitled to vote in respect thereof.
- This form of proxy must be signed by a shareholder of the Company, or his/her attorney duly authorised in writing, or if the shareholder is a corporation, either under its common seal or under the hand of an officer or attorney so authorised.
- 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 deposited at the office of the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof (as the case may be).
- Any alteration made to this form of proxy should be initialled by the person who signs it.
- Completion and return of this form of proxy will not preclude a shareholder of the Company from attending and voting in person at the Meeting (or any adjournment thereof) and in such event, this form of proxy shall be deemed to have been revoked.