



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 at the extraordinary general meeting (“Meeting”) to be held at 10:45 a.m. on Friday, 30 November 2012 at 3/F., Nexus Building, 77 Des Voeux Road Central, Hong Kong and any adjournment thereof.

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

Please tick (“✓”) the appropriate box to indicate how you wish your vote(s) in respect of the resolution to be cast (note d).

Ordinary Resolution	For (note d)	Against (note d)
To approve, confirm and ratify the SP Agreement dated 7 September 2012 (as defined in the circular of the Company dated 30 October 2012) and all transactions contemplated thereunder; to approve the First Right Subscription (as defined in the circular of the Company dated 30 October 2012) and to authorise any one director of the Company to take all such actions as he may consider necessary or desirable for the purposes of giving effect to or in connection with the SP Agreement and all transactions contemplated thereunder.		

Dated this _____ day of _____ 2012

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

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 member of the Company. If you wish to appoint some person(s) other than the Chairman of the Meeting as your proxy, please strike out 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 the resolution set out above, please tick (“✓”) the box marked “For”. If you wish to vote against the resolution, please tick (“✓”) the box marked “Against”. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than that set out in the notice convening the Meeting.
- In the case of a joint holding of any Shares, this form of proxy may be signed by any joint holder, 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 the 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 in the case of 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 and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
- Any alteration made to this form of proxy should be initialled by the person who signs it.