



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 annual general meeting (the “Meeting”) to be held at 3/F., Nexxus Building, 77 Des Voeux Road Central, Hong Kong on Tuesday, 9 December 2014 at 10:30 a.m. and any adjournment thereof.

I/We ^(note a) _____
of _____
being the registered holder(s) of ^(note b) _____ shares of HK\$0.05 each in the share capital of the Company HEREBY APPOINT THE CHAIRMAN OF THE MEETING, or ^(note 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 dated 6 November 2014 (the “AGM Notice”) as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit.

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 receive and adopt the audited consolidated financial statements, the report of the directors and the independent auditors’ report of the Company for the year ended 30 June 2014.		
2.	(A) To re-elect Mr. Li Wai Hung as an executive director of the Company.		
	(B) To re-elect Ms. Xiong Yun Huan as executive director of the Company.		
	(C) To re-elect Mr. Johnny Huang as executive director of the Company.		
3.	(A) To re-elect Mr. Yan Shengxian as an independent non-executive director of the Company.		
	(B) To re-elect Ms. Tang Qing as independent non-executive director of the Company.		
4.	To authorise the board of directors of the Company (the “Board”) to fix the directors’ remuneration.		
5.	To re-appoint Shinewing (HK) CPA Limited as auditor of the Company and authorise the Board to fix their remuneration.		
6.	To grant a general mandate to the directors of the Company to allot, issue and deal with additional shares not exceeding 20% of the existing issued share capital of the Company as at the date of passing of this resolution as described in resolution no. 6 of the AGM Notice.		
7.	To grant a general mandate to the directors of the Company to repurchase shares not exceeding 10% of the existing issued share capital of the Company as at the date of passing of this resolution as described in resolution no. 7 of the AGM Notice.		
8.	To add the nominal amount of repurchased shares to the general mandate granted to the directors of the Company under resolution no. 6 above as described in resolution no. 8 of the AGM Notice.		
9.	To adopt a new share option scheme of the Company as described in resolution no. 9 of the AGM Notice.		

Dated this _____ day _____ of 2014

Shareholder’s signature: _____ ^(note f)

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 of the Company (“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 AGM 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 initialed 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.