



HUA YI COPPER HOLDINGS LIMITED

華藝礦業控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock code: 559)

FORM OF PROXY FOR THE SPECIAL GENERAL MEETING

I/We¹ _____
of _____

being the registered holder(s) of² _____ ordinary shares of HK\$0.05 each in the share capital of **HUA YI COPPER HOLDINGS LIMITED** (the “Company”), HEREBY APPOINT³ _____

of _____
or failing him, the Chairman of the Meeting as my/our proxy to attend and vote for me/us and on my/our behalf at the Special General Meeting of the Company to be held at 3/F., Nexxus Building, 77 Des Voeux Road Central, Hong Kong, at 11:00 a.m. on 4 March 2013 and at any adjournment thereof for the purpose of considering and, if thought fit, passing the resolutions set out in the notice convening the said meeting (the “SGM Notice”) and to vote for me/us in my/our name(s) in respect of the said resolutions as indicated below:

SPECIAL RESOLUTION		FOR ⁴	AGAINST ⁴
1.	To approve the Change of Company Name (as defined in the circular of the Company dated 8 February 2013 (the “Circular”)) subject to and conditional upon, amongst other things, the completion of the Acquisition (as defined in the Circular)		
ORDINARY RESOLUTIONS		FOR ⁴	AGAINST ⁴
2.	To approve the increase in the authorised share capital of the Company and the creation and issuance of the Convertible Preference Shares (as defined in the Circular) and other matters set out in paragraph 2 in the notice of special general meeting dated 8 February 2013		
3.	To approve, confirm and ratify the Agreement (as defined in the Circular), the Supplemental Agreement (as defined in the Circular) and the transactions contemplated therein, to approve the issue and allotment of the Convertible Preference Shares (as defined in the Circular) and such number of the Conversion Shares (as defined in the Circular) which may fall to be issued upon the exercise of the conversion rights attaching to the Convertible Preference Shares (as defined in the Circular), to authorise the directors to do all such further acts and things and execute such further documents which in their opinion may be necessary or expedient to give effect to the terms of the Agreement and the Supplemental Agreement and the issue, allotment and conversion of the Convertible Preference Shares or any of the transactions contemplated under the Agreement and the Supplemental Agreement, and to approve other matters set out in paragraph 3 in the notice of special general meeting dated 8 February 2013		

Dated this _____ day of _____ 2013 Signature(s) _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
2. Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
3. Insert in **BLOCK CAPITALS** the name and address of the proxy desired in the space provided. If no name is inserted, the Chairman of the meeting will act as your proxy. Any member entitled to attend and vote at the meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE BOX MARKED “AGAINST”.** Failure to complete the box will entitle your proxy to cast his/her vote at his/her discretion.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation must be either executed under its common seal or under the hand of an officer or attorney duly authorised.
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 holder(s) and for this purpose seniority will be determined by the order in which the names stand in the Register of Members.
7. To be valid, this form of proxy together with the 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 branch share registrar of the Company 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.
8. Completion and deposit of this form of proxy will not preclude you from attending and voting at the meeting if you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.
9. Any alteration made in this form should be initialed by the person(s) who sign(s) it.

* for identification purposes only