



# 五礦建設有限公司\*

## MINMETALS LAND LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 230)

### FORM OF PROXY

I/We, (Note 1) \_\_\_\_\_ of \_\_\_\_\_  
\_\_\_\_\_ being the registered holder(s) of (Note 2) \_\_\_\_\_ shares of HK\$0.10 each in the capital of **Minmetals Land Limited** (the "Company"), hereby appoint (Note 3) \_\_\_\_\_, holder of identity card no./passport no. \_\_\_\_\_ or failing him, \_\_\_\_\_, holder of identity card no./passport no. \_\_\_\_\_ or failing him, the Chairman of the annual general meeting (the "Meeting") as my/our proxy to attend and vote for me/us at the Meeting to be held on Thursday, 15 May 2008 at 10:30 a.m. at Garden Rooms, 2nd Floor, The Royal Garden, 69 Mody Road, Tsimshatsui East, Kowloon, Hong Kong and at any adjournment thereof as indicated below.

	RESOLUTIONS	FOR	AGAINST
1.	To receive and consider the audited consolidated financial statements and the reports of the directors and of the auditors for the year ended 31 December 2007.		
2.	(a) To re-elect Mr. Yan Xichuan as a director of the Company.		
	(b) To re-elect Mr. Lam Chun, Daniel as a director of the Company.		
	(c) To authorise the board of directors to fix the remuneration of directors.		
3.	To fix the maximum number of directors at 12 and to authorise the board of directors to appoint additional directors up to such maximum number.		
4.	To re-appoint Messrs. PricewaterhouseCoopers as auditors for the ensuing year and to authorise the board of directors to fix their remuneration.		
5.	To grant a general mandate to the board of directors to allot and issue new shares of the Company.		
6.	To grant a general mandate to the board of directors to repurchase the Company's own shares.		
7.	To extend the general mandate on the issue of new shares of the Company.		

Date: \_\_\_\_\_

Signature (Note 5): \_\_\_\_\_

#### Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
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 in the capital of the Company registered in your name(s).
3. Please insert the name and identity card no./passport no. of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
4. If a shareholder wishes to vote FOR or AGAINST the resolutions, please indicate with a "✓" in the appropriate box. In the absence of any such indication, the proxy will vote or abstain at his discretion. The 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 the appointor or his attorney duly authorised in writing, or, if the appointor is a corporation, the form of proxy must be executed under its common seal or under the hand of an officer of the corporation or attorney duly authorised in that behalf.
6. A shareholder entitled to attend and vote at the Meeting may appoint a proxy to attend and vote instead of him; a proxy need not be a shareholder but must attend the Meeting in person to represent the shareholder.
7. In order to be valid, this form of proxy and the power of attorney, or other authority (if any) under which it is signed (or a notarially certified copy thereof) must be deposited at the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at 18th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time for holding the Meeting or any adjournment thereof.
8. In the case of joint holders of a share, any one of such holders may vote at the Meeting either in person or by proxy in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote.
9. Completion and return of this form of proxy will not preclude the appointor from attending and voting at the Meeting. In that event this form of proxy will be deemed to have been revoked.

\* For identification purpose only