



# China Asean Resources Limited

## 神州東盟資源有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 8186)

### PROXY FORM

**Special General Meeting to be held at Grand Hyatt Hong Kong,  
1 Harbour Road, Hong Kong on Wednesday, 28 May 2008 at 9:30 a.m.**

I/We<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of<sup>2</sup> \_\_\_\_\_ shares of HK\$0.01 each in the capital of  
China Asean Resources Limited (the "Company"), hereby appoint<sup>3</sup> \_\_\_\_\_  
of \_\_\_\_\_

or failing him, the Chairman of the meeting, as my/our proxy to attend on my/our behalf at the Special General Meeting (and at any adjournment thereof) of the Company to vote for me/us in my/our name(s) in respect of the resolutions referred to in the Notice of the SGM (with or without modifications) in the manner as hereunder indicated and if no such indication is given, as my/our proxy thinks fit.

Please tick ("✓") in the appropriate boxes to indicate how you wish your vote(s) to be cast.

ORDINARY RESOLUTIONS		FOR <sup>4</sup>	AGAINST <sup>4</sup>
1.	To approve the acquisition agreement dated 20 March 2008 in relation to the acquisition of the entire issued share capital of Agri-Industrial Crop Development (Cambodia) Co., Ltd and the transactions contemplated thereby (including but not limited the issue and allotment of 200,000,000 new shares of the Company at the price of HK\$0.60 each and the issue of the bonds in the principal amount of HK\$70,000,000 to the Vendor or his nominees, and to authorize the directors to do all other acts and things and execute all documents which they consider necessary for the implementation of and giving effect to the acquisition agreement and the transactions contemplated thereunder.		
2.	To approve the sub-concession and cooperation agreement dated 20 March 2008 in relation to the subleasing by (Cambodia) Tong Min Group Engineering Co., Ltd. of approximately 1,000 hectares of economic land concession located in Kratie District, Kratie Province, Cambodia, and to authorize the directors to do all other acts and things and execute all documents which they consider necessary for the implementation of and giving effect to the sub-concession and cooperation agreement and the transactions contemplated thereunder.		

Dated the \_\_\_\_\_ day of \_\_\_\_\_ 2008 Shareholder's signature<sup>7</sup> \_\_\_\_\_

#### Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- Please insert the number of shares of HK\$0.01 each in the capital of the Company 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).
- Full name and address of the proxy (who must be an individual) to be inserted in **BLOCK CAPITALS**. **IF NOT COMPLETED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY**. Shareholders are entitled to appoint a proxy of his/her own choice.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PUT A '✓' IN THE BOX MARKED "For" BESIDE THE APPROPRIATE RESOLUTION. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PUT A '✓' IN THE BOX MARKED "Against" BESIDE THE APPROPRIATE RESOLUTION.** If no directions given, the proxy will be entitled to vote or abstain as he thinks fit. The proxy will be entitled to vote or abstain at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- 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 thereof) must be deposited at the share registrar of the Company, i.e. Computershare Hong Kong Investors Services Limited at Rooms 1901-5, 19th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjourned meeting.
- If more than one joint holders of a share are present at the meeting personally or by proxy, the joint holder so present whose name stands first on the register of members in respect of such share, shall alone be entitled to vote.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, if you are a corporation, must either be executed under seal or under the hand of an officer, attorney or other person duly authorised.
- The proxy need not be a member of the Company.
- Completion and delivery of this form of proxy shall not preclude you from attending and voting in person if you so wish.
- Any alterations to this form of proxy must be initialed by the person who signs it.
- Terms defined in the Notice of the SGM shall have the same meanings when used herein.