

INTERNATIONAL RESOURCES ENTERPRISE LIMITED

國際資源實業有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 1229)

FORM OF PROXY FOR USE AT THE SPECIAL GENERAL MEETING TO BE HELD ON 19 SEPTEMBER 2011 (OR ANY ADJOURNMENT THEREOF)

I/We ¹ _____
of _____
being the registered holder(s) of ² _____
shares of HK\$0.10 each in the capital of International Resources Enterprise Limited (the “Company”) HEREBY
APPOINT ³ THE CHAIRPERSON OF THE SGM (as defined below) or _____
of _____
as my/our proxy to attend and vote for me/us and on my/our behalf at the special general meeting (the “SGM”) of
the Company to be held at Suites 1003-1006, 10th Floor, Two Pacific Place, 88 Queensway, Hong Kong on Monday,
19 September 2011 at 11:00 a.m. (or any adjournment thereof) in respect of the special resolution set out in the notice of
the SGM as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit.

SPECIAL RESOLUTION	For ⁴	Against ⁴
To approve the change of name of the Company to “Nan Nan Resources Enterprise Limited” and adopt the Chinese name “南南資源實業有限公司” as the secondary name of the Company		

Dated this _____ day of _____ 2011. Signature(s) 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. If any proxy other than the chairperson of the SGM is preferred, please strike out the words “THE CHAIRPERSON OF THE SGM or” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.** The proxy needs not be a member of the Company but must attend the SGM (or any adjournment thereof) to represent you.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE TICK (“✓”) THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE TICK (“✓”) IN THE BOX MARKED “AGAINST”.** Failure to tick a box will entitle your proxy to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the SGM other than those referred to in the notice convening the SGM.
5. 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 certified copy of such power or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Union Registrars Limited at 18th Floor, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding the SGM or any adjourned meeting thereof (as the case may be).
6. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must either be executed under its common seal or under the hand of an officer or attorney or other person duly authorised.
7. In the case of joint registered holders, any one of such holders may attend and vote at the SGM either personally or by proxy, but if more than one of such joint holders be present at the SGM personally or by proxy, the vote of the said persons so present whose name stands first in the register of members of the Company in respect of the joint holding shall be accepted to the exclusion of the votes of the other joint holders.
8. Completion and deposit of this form of proxy will not preclude you from attending and voting at the SGM if you so wish.