



**SINO PROSPER STATE GOLD RESOURCES HOLDINGS LIMITED**  
**中盈國金資源控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

(Stock Code: 766)

**PROXY FORM**

**Form of proxy for use by shareholders at the extraordinary general meeting to be held at 10:00 a.m. on Friday, 15 October 2010 at Units 1702-04, 17/F, Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong (or any adjournment thereof)**

I/We (*note a*) \_\_\_\_\_

of \_\_\_\_\_

being the registered holder(s) of (*note b*) \_\_\_\_\_

shares of HK\$0.01 each in the capital of Sino Prosper State Gold Resources Holdings Limited (the "**Company**"), hereby appoint the Chairman of the extraordinary general meeting (the "**Meeting**") of the Company or (*note c*) \_\_\_\_\_ (*name*)

of \_\_\_\_\_

(*address*) to act as my/our proxy to attend and vote for me/us at the Meeting to be convened at 10:00 a.m. on Friday, 15 October 2010 at Units 1702-04, 17/F, Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong or at any adjournment thereof for the purpose of considering and, if thought fit, passing the ordinary resolution as set out in the notice convening the Meeting in the manner as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

<b>ORDINARY RESOLUTION</b> ( <i>note</i> )	<b>FOR</b> ( <i>note d</i> )	<b>AGAINST</b> ( <i>note d</i> )
To approve the Sale and Purchase Agreement and all the transactions contemplated thereunder.		

*Note:* for the full text of the resolution please refer to the Company's circular dated 28 September 2010.

Date \_\_\_\_\_

Shareholder's signature (*notes e, f, g and h*) \_\_\_\_\_

*Notes:*

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- 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).
- A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words "the Chairman of the extraordinary general meeting (the "**Meeting**") of the Company or" and insert the name and address of the person appointed as your proxy in the space provided.
- Please indicate with a "✓" in the relevant box the way you wish your votes to be cast. If this form of proxy when returned is duly signed but without specific direction on the proposed resolution, the proxy will vote or abstain at his discretion in respect of the proposed resolution. A proxy will also be entitled to vote or abstain at his discretion on any amendment of a resolution put to the Meeting.
- In the case of joint registered holders of any share, this form of proxy may be signed by any joint registered holder, but if more than one joint registered holder is present at the Meeting, whether in person or by proxy, that one of the joint registered holders whose name stands first on the register of members in respect of the relevant jointly registered share shall alone be entitled to vote in respect thereof to the exclusion of the votes of the other joint registered holders.
- The form of proxy must be signed by a shareholder, or his 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 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 Hong Kong's Company's branch share registrar and transfer office, Tricor Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 48 hours before the time for holding the Meeting or any adjournment thereof.
- Any alteration made to this form should be initialled by the person who signs the form.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof if you so wish.