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)

FORM OF PROXY FOR EXTRAORDINARY GENERAL MEETING

I/We *(note a)* _____

of _____

being the holder(s) of _____ *(note b)* shares of HK$0.10 each in Sino Prosper

State Gold Resources Holdings Limited ("**Company**") hereby appoint the Chairman of the extraordinary general meeting ("**Meeting**") of the Company or _____ of _____

to act as my/our proxy *(note c)* at the Meeting to be held at 10 a.m. on 5 February 2013, at Units 1702-04, 17th Floor, Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong and at any adjournment thereof and to vote on my/our behalf as directed below, or if no such indication is given, as my/our proxy thinks fit.

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll *(note d)*.

	ORDINARY RESOLUTIONS*	FOR	AGAINST
1.	to re-elect Mr. Leung Ngai Man as a director of the Company.		
2.	to re-elect Mr. Ng Kwok Chu, Winfield as a director of the Company.		
3.	to re-elect Mr. Niu Zhihui as a director of the Company.		
4.	to authorise the board of directors of the Company (which may be further delegated to its duly authorised committee) to fix the remuneration of any director and to authorise the board of directors of the Company to fill vacancies on the board.		

Dated _____ 2013

Shareholder's signature X_____X *(notes e, f, g, h and i)*

Notes:

a   Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.

b   Please insert the number of Shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to be related to all the Shares in the capital of the Company registered in your name(s).

c   A proxy need not be a member of the Company. If you wish to appoint a person other than the Chairman of the Meeting as your proxy, please cross out the words "the Chairman of the extraordinary general meeting ("Meeting") of the Company or" and insert the name and address of the person appointed as your proxy in the space provided.

d   If you wish to vote for any of the resolutions set out above, please tick ("✓") the boxes marked "For". If you wish to vote against any resolutions, please tick ("✓") the boxes marked "Against". If the form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his/her discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his/her discretion. A proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting.

e   In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the Meeting, whether in person or by proxy, that one of the joint holders whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.

f   The form of proxy must be signed by a Shareholder, or his/her 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.

g   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 of such power or authority must be deposited at the offices of the Company's Hong Kong branch share registrar and transfer agent, Tricor Secretaries Limited, 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not later than 48 hours before the time of the Meeting or any adjourned meeting.

h   Any alteration made to this form should be initialled by the person who signs the form.

i   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.

*   *The full text of these resolutions are set out in the notice of the Meeting.*