



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 BC Boardroom 2-3, 1/F., Hong Kong SkyCity Marriott Hotel, 1 Sky City Road East, Hong Kong International Airport, Lantau, Hong Kong on 11 October 2013 at 10:30 a.m. or 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.	(Where the authorised share capital of the Company is HK\$200 million as at the date of the Meeting) To approve the increase in the authorised share capital of the Company from HK\$200,000,000 to HK\$400,000,000 by the creation of an additional 2,000,000,000 ordinary shares of HK\$0.1 each in the capital of the Company		
2.	Subject to the authorised share capital of the Company being HK\$400 million: (A) To approve the Agreement (as defined in the Company’s circular dated 24 September 2013 (the “Circular”)); (B) To approve the creation and issue of the Convertible Bonds (as defined in the Circular); (C) To authorise the directors (“Directors”) of the Company to allot and issue such number of new shares in the capital of the Company as may be allotted and issued upon the exercise of the conversion rights in full attaching to the Convertible Bonds (as defined in the Circular); and (D) To authorise the Directors to do all such acts and things, to sign and execute all such further documents and to take such steps as the Directors in their discretion may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Agreement (as defined in the Circular), the allotment and issue of the new shares upon exercise of the conversion rights attaching to the Convertible Bonds (as defined in the Circular), the issue of the Convertible Bonds (as defined in the Circular) or any of the transactions contemplated under the Agreement (including but not limited to the execution of the instrument which will constitute the Convertible Bonds (as defined in the Circular)) and to agree to such variation, amendments or waiver or matters relating thereto (including any variation, amendments or waiver of such documents, which are not fundamentally different from those as provided under the Agreement) as are, in the opinion of the Directors, in the interest of the Company and its shareholders as a whole		

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.