



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: 00766)

FORM OF PROXY FOR EXTRAORDINARY GENERAL MEETING

I/We (note a) _____
of _____
being the holder(s) of _____ (note b) shares of HK\$0.01 each
("Shares") 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 Units 1702-04, 17th Floor, Shui On Centre, 6-8
Harbour Road, Wanchai, Hong Kong on 24 February 2012 at 10 a.m. 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 and in respect
of any other business that may properly come before the Meeting and/or at any adjournment thereof:

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 RESOLUTION*	FOR	AGAINST
To approve the share consolidation.		

Dated _____ 2012

Shareholder's signature: _____ (notes e, f, g, h and i)

Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders of the Shares 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 be related to all the Shares registered in your name(s).
- 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.
- If you wish to vote for the resolution set out above, please tick ("✓") the box marked "For". If you wish to vote against the resolution, please tick ("✓") the box marked "Against". If this form returned is duly signed but without specific direction on the resolution, the proxy will vote or abstain at his/her discretion in respect of the resolution. A proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than that set out in the notice convening the Meeting.
- 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.
- This form of proxy must be signed by a member, or his/her attorney duly authorised in writing, or if the member 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 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.
- 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.

* The full text of the resolution is set out in the notice of the Meeting.