神州资源
Sino Resources

SINO RESOURCES GROUP LIMITED

(carrying on business in Hong Kong as Sino Gp Limited)

神州資源集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 223)

PROXY FORM

Form of proxy for use by shareholders at the extraordinary general meeting to be convened at 10:00 a.m. on Monday, 6 April 2009 at 30/F, One Kowloon, No. 1 Wang Yuen Street, Kowloon Bay, Kowloon, Hong Kong

I/We[1] ____

of ____

being the registered holder(s) of[2] ____________________ shares of HK$0.01 each in the capital of Sino Resources Group Limited (carrying on business in Hong Kong as Sino Gp Limited) (the "Company") hereby appoint the Chairman of the Meeting or[3] ______________________________

of ____

as my/our proxy to attend and vote for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held at 30/F, One Kowloon, No. 1 Wang Yuen Street, Kowloon Bay, Kowloon, Hong Kong on Monday, 6 April 2009 at 10:00 a.m. and at any adjournment thereof on the undermentioned resolutions as indicated and if no such indication is given as my/our proxy thinks fit.

ORDINARY RESOLUTION	FOR[4]	AGAINST[4]
1. (a) To approve the Master Project Management Agreement (as defined in the circular of the Company dated 19 March 2009), the transactions contemplated thereunder and the annual cap amounts thereof; and (b) to authorise any one director of the Company to sign, execute, perfect, deliver the Master Project Management Agreement and all documents necessary to give effect to the Master Project Management Agreement and to implement the transactions contemplated thereunder.		

Signature[7]: ____________________ Date: ____________________

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 chairman of the meeting is preferred, please strike out "the Chairman of the Meeting or" and insert the name and address of the proxy desired in the space provided.
4. Please indicate with an "X" in the relevant box how you wish the proxy to vote on your behalf. If this form of proxy is returned without any indication, you will be deemed to have authorised your proxy to vote or abstain from voting as he thinks fit.
5. Any alteration made to this form of proxy should be initialled.
6. Any member entitled to attend and vote is entitled to appoint a proxy(ies) to attend instead of him and to vote. A proxy need not be a member of the Company.
7. This form of proxy must be signed by you or your attorney duly authorised to act on your behalf. lf the appointor is a corporation, this form of proxy must be executed under its common seal or under the hand of an officer, attorney or other person duly authorised on that behalf.
8. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company.
9. 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 that power or authority must be completed and deposited at the Company's share registrar in Hong Kong, Tricor Tengis Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof (as the case may be).
10. Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting or any adjournment thereof.

* *For identification purpose only*