



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)

**FORM OF PROXY FOR EXTRAORDINARY GENERAL MEETING TO BE
HELD ON 14 OCTOBER 2011
(OR AT ANY ADJOURNMENT THEREOF)**

I /We (*Note 1*) _____
of _____
being the registered holder(s) of (*Note 2*) _____ ordinary shares of HK\$0.01 each in the capital of **Sino Resources Group Limited** (the “Company”), HEREBY APPOINT (*Note 3*) the chairman of the meeting, or failing him _____ of _____ as my/our proxy to attend, act and vote for me/us and on my/our behalf at the extraordinary general meeting (“EGM”) (or any adjournment thereof) of the Company to be held at Room 2502, 25/F, 9 Queen’s Road Central, Central, Hong Kong on Friday, 14 October 2011 at 2:30 p.m. or any adjournment thereof in respect of the resolutions set out in the notice of EGM as indicated below, and if no such indication is given, as my/our proxy thinks fit. (Terms used in this form of proxy have the same meanings as defined in the notice convening the EGM (the “Notice”)).

ORDINARY RESOLUTION	FOR (<i>note 4</i>)	AGAINST (<i>note 4</i>)
To approve the Agreement and all transactions contemplated thereunder as set out in the Notice and the issue of Consideration Shares pursuant thereto		

Signature (*Note 5*): _____

Date this _____ day of _____, 2011

Notes:

- Full name(s) and address(es) (as shown in the register of members) to be inserted in **BLOCK CAPITALS**
- Please insert the number of ordinary shares of the Company 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 registered in your name(s)
- If any proxy other than the chairman of the meeting is preferred, please delete the words “the chairman of the meeting, or” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON(S) WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, TICK THE APPROPRIATE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, TICK THE APPROPRIATE BOX MARKED “AGAINST”.** Failure to complete any or all the boxes will entitle your proxy to cast his votes at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney or other person duly authorised.
- 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 votes of the other joint holder(s). For this purpose seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- 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 thereof, must be 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 fixed for holding the EGM (or any adjournment thereof).
- A proxy need not be a member of the Company but must attend the meeting in person to represent you.
- 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.

* for identification purposes only