



國金資源控股有限公司*
Guojin Resources Holdings Limited

(Incorporated in Bermuda with limited liability)

(Stock Code : 630)

PROXY FORM

Form of proxy for the Annual General Meeting of Guojin Resources Holdings Limited to be held at Unit A, 29/F., Admiralty Centre 1, 18 Harcourt Road, Hong Kong on Thursday, 4 August 2011 at 10:00 a.m.

I/We ^(note 1) _____
of _____
being the registered holder(s) of ^(note 2) _____ shares of HK\$0.10 each in the capital of Guojin Resources Holdings Limited (the "Company"), hereby appoint ^(note 3) _____ of _____ or failing him, the Chairman of the meeting, as my/our proxy to attend on my/our behalf at the meeting (and at any adjournment thereof) to vote for me/us in my/our name(s) in respect of the resolutions set out in the notice of the meeting (with or without modifications) as hereunder indicated.

Ordinary Resolutions		For ^(note 4)	Against ^(note 4)
1.	To receive and adopt the audited Financial Statements and the Reports of the Directors and of the Auditor for the year ended 31 December 2010.		
2.	(1) To re-elect Ms. Lam Suk Ling, Shirley as an Executive Director.		
	(2) To re-elect Mr. Leung Ka Kui, Johnny as an Independent Non-executive Director.		
	(3) To authorise the Board of Directors to fix the Directors' remuneration.		
3.	To re-appoint SHINEWING (HK) CPA Limited as the auditor and to authorise the Board of Directors to fix the auditor's remuneration.		
4.	To give a general mandate to the Directors to allot, issue and deal with additional shares not exceeding 20% of the issued share capital of the Company.		
5.	To approve the refreshment of Scheme Mandate Limit of the Share Option Scheme.		

Dated this _____ day of _____ 2011 Signature(s) ^(note 7) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of HK\$0.10 each in the capital 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 of the Company registered in your name(s).
- Full name and address of proxy to be inserted in **BLOCK CAPITALS**. **IF NOT COMPLETED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK IN THE BOX MARKED "FOR" BESIDE THE APPROPRIATE RESOLUTION. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK IN THE BOX MARKED "AGAINST" BESIDE THE APPROPRIATE RESOLUTION.** If no direction is given, the proxy will be entitled to vote or abstain as he thinks fit. Your proxy will be entitled to vote or abstain at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- 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 of that power or authority must be deposited at the Company's principal place of business at Units 3303-3304, Level 33, Tower 1, Enterprise Square Five, 38 Wang Chiu Road, Kowloon Bay, Kowloon, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjourned meeting.
- In the case of joint holders of a share, the vote of the person, whether attending in person or by proxy, whose name stands first on the Register of Members of the Company in respect of such share shall be accepted to the exclusion of the vote(s) of the other joint holder(s).
- This form of proxy must be signed by you or your attorney duly authorised in writing or, if you are a corporation, must either be executed under seal or under the hand of an officer or attorney duly authorised.
- The proxy need not be a member of the Company but must attend the meeting in person to represent you.
- Completion and delivery of this form of proxy shall not preclude you from attending and voting in person if you so wish.
- Any alteration to this form of proxy must be initialled by the person who signs it.

* For identification purposes only