



中國鎂業資源集團有限公司*
MAGNESIUM RESOURCES CORPORATION OF CHINA LIMITED

(Incorporated in Bermuda with limited liability)
(Stock Code: 723)

FORM OF PROXY FOR SPECIAL GENERAL MEETING

I/We, (Note 1) _____,
of _____,
being the registered holder(s) of _____ shares (Note 2) of HK\$0.10 each in
the capital of Magnesium Resources Corporation of China Limited (the “Company”) hereby
appoint the Chairman of the special general meeting of the Company (the “Meeting”)
or (Note 3) _____
of _____
as my/our proxy to vote for me/us on my/our behalf at the Meeting to be held at Boardroom 5, G/F.,
Renaissance Harbour View Hotel, No. 1 Harbour Road, Wanchai, Hong Kong on Friday, 19 December
2008 at 10:30 a.m. and at any adjournment thereof, on the resolutions, with or without modifications,
referred to in the notice convening the Meeting (the “Notice”), or if no such indication is given, as my/
our proxy thinks fit.

| SPECIAL RESOLUTIONS | | For (Note 4) | Against (Note 4) |
|---------------------|---|-----------------|---------------------|
| 1. | To approve the change of name of the Company to “Bright Prosperous Holdings Limited” and to adopt the Chinese name of “晉盈控股有限公司” for identification purposes. | | |
| 2. | To approve the Capital Reorganisation as set out in the Notice of the Meeting. | | |
| 3. | To approve the Agreement dated 15 August 2008 and the transactions contemplated thereunder (including share repurchases made). | | |

Dated this _____ day of _____ 2008 Signed (Note 5) _____

Notes:

1. Full name(s) and address to be inserted in BLOCK LETTERS.
2. Please insert the number of shares registered in your name(s) to which this form of proxy relates. 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).
3. If you wish to appoint another person as proxy (who need not be a member of the Company), please delete the words “the Chairman of the special general meeting of the Company (the “Meeting”) or” and insert the name and address of that other person. Any alteration made to this proxy form must be initialed by the person who signs it.
4. Please indicate with an “X” in the appropriate space how you wish the proxy to vote on your behalf. In the absence of any such indication you will be deemed to have authorised him to vote or to abstain from voting 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.
5. This proxy form must be signed by the shareholder or his attorney or, if the shareholder is a corporation, be under seal or signed by a duly authorised officer or attorney.
6. In the case of joint registered holders, the vote of the senior member who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority will be determined by the order in which the names stand in the register of members in respect of the joint holding.
7. In order to be valid, this proxy form and any power of authority (if any) under which it is signed or a certified copy of that power of authority must be deposited with the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited, at 26/F Tesbury Centre, 28 Queen’s Road East, Wan Chai, Hong Kong no later than 48 hours before the time appointed for the holding of the Meeting or any adjournment thereof.
8. Completion and return of this proxy form will not preclude you from attending in person and voting at the Meeting.

* For identification purpose only