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sinogold

SINO GOLD MINING LIMITED

澳 華 黃 金 有 限 公 司*

(incorporated in the New South Wales, Australia with limited liability)

(STOCK CODE: ASX: SGX, SEHK: 1862)

*(a company incorporated in New South Wales, Australia with limited liability
under the Australian Corporations Act 2001 (Commonwealth of Australia))*

3 November 2009

Proxy Form for Share Scheme Meeting to be held on 2 December 2009

Further to the submission of the Scheme Booklet on 29 October 2009 relating to the proposed merger between Sino Gold Mining Limited (“Sino Gold”) (ASX: SGX, SEHK: 1862) and Eldorado Gold Corporation (“Eldorado”) (TSX: ELD) (NYSE: EGO) attached is the Proxy Form for the Share Scheme Meeting to be held on 2 December 2009.

By Order of the Board
SINO GOLD MINING LIMITED

James Edward Askew
Chairman

As at the date of this announcement, the directors of Sino Gold Mining Limited are:

Executive directors:

Mr. Jacob Klein
Mr. Hanjing Xu

Independent non-executive directors:

Mr. James Edward Askew
Mr. Peter William Cassidy
Mr. Brian Henry Davidson
Mr. Peter John Housden
Mr. Liangang Li

** for identification purposes only*



Sino Gold Mining Limited
(ABN 42 093 518 579)

**Proxy Form for
Share Scheme Meeting**

Registries Limited
GPO Box 3933
Sydney NSW 2001
Enquiries: +61 2 9290 9600
Facsimile: +61 2 9279 0664
www.registries.com.au
registries@registries.com.au

[Name and address details]

[Barcode]

If you are appointing a proxy to attend and vote at the Share Scheme Meeting on your behalf, complete this form and lodge it in accordance with the instructions overleaf. Alternatively, if you propose to attend and vote at the Share Scheme Meeting in person, bring this form with you to assist in registering your attendance.

If you wish to appoint a proxy, the Sino Gold Scheme Registry must receive this form no later than 10.00am Sydney time (7.00am Hong Kong time) on Monday, 30 November 2009 (48 hours before the commencement of the Share Scheme Meeting).

Step 1 - Appointment of proxy to vote on your behalf

I/We being a shareholder/shareholders of Sino Gold Mining Limited and entitled to attend and vote at the Share Scheme Meeting appoint:

the Chairman of the Share Scheme Meeting (mark with an "X")

OR

If you are **NOT** appointing the Chairman of the Share Scheme Meeting as your proxy, please write the full name of the individual/body corporate you are appointing as your proxy here. Do not insert your own name.

or failing the individual/body corporate named, or if no individual/body corporate is named, the Chairman of the Share Scheme Meeting, as my/our proxy to act generally on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Share Scheme Meeting to be held at the Hilton Sydney, Level 2, Function Room 3, 488 George Street, Sydney, Australia on Wednesday, 2 December 2009 at 10.00am, and at any adjournment or postponement of that meeting.

Step 2 - Voting directions to your proxy

Item of business	For	Against	Abstain*	Sino Gold shares to be voted
	(Please mark <input checked="" type="checkbox"/> to indicate your directions.)			(Only for use if appointing more than one proxy.)
To approve the Share Scheme	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	_____ % or _____ shares

* If you mark the **Abstain** box, you are directing your proxy not to vote on your behalf and your votes will not be counted in computing the required majority.

The Chairman of the Share Scheme Meeting intends to vote all undirected proxies in favour of the resolution to approve the Share Scheme.

Step 3 Signature of shareholder(s) – this must be completed

This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Shareholder 1

Joint Shareholder 2 (if joint)

Joint Shareholder 3 (if joint)

Executed in accordance with section 127 of the Corporations Act by:

Sole Director (no Company Secretary) or Sole Director and Sole Company Secretary

Director

Director / Company Secretary

(Contact Name)

(Contact Telephone and Email)

____ / ____ / 2009
(Date)

Instructions for Completing Proxy Form

1. **(General)** This form should be read in conjunction with Sino Gold's scheme booklet dated 28 October 2009. Words and phrases used but not defined in this form, have the defined meanings set out in section 13 of the booklet.
2. **(Address)** Your pre-printed name and address is as it appears on the Sino Gold Share Register. If you are issuer sponsored and this information is incorrect, please make the correction on the front of this form. If you are sponsored by a broker on the CHESS subregister and this information is incorrect, you should advise your broker.
3. **(Transfer of ownership)** If you have already sold all of your Sino Gold shares, you do not need to take any further action, and you should destroy this form for security reasons. **Please note, you cannot change ownership of your Sino Gold shares using this form.**
4. **(Appointment of a proxy)** If you wish to appoint the Chairman of the Share Scheme Meeting as your proxy, mark the box. If the person you wish to appoint is someone other than the Chairman or is a body corporate, please write the full name of the individual or body corporate you are appointing. **If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Share Scheme Meeting will be your proxy.**

Your proxy need not be another Sino Gold shareholder. You cannot appoint yourself as a proxy.

If you appoint a body corporate as your proxy, it will need to appoint an individual as its attorney or body corporate representative to attend and vote on its behalf. See the explanatory notes to the Notice of Share Scheme Meeting for more information.

5. **(Appointment of a second proxy)** You may appoint a second proxy by completing and returning an additional Proxy Form, which you can obtain from the Sino Gold Scheme Registry. Replacement Proxy Forms can also be obtained from the Sino Gold Scheme Registry. If you wish to appoint a second proxy, you should:
 - (a) clearly indicate on the second Proxy Form that it is a second proxy and not a revocation of your first proxy; and
 - (b) specify on each Proxy Form the proportion of your voting rights that proxy is appointed to represent (either as a percentage or number of your Sino Gold shares). If you do not specify a proportion in either Proxy Form, each proxy may exercise half of your votes. If you specify the proportion in only

one Proxy Form, the proxy appointed under the other Proxy Form may exercise all of your remaining votes. All fractions will be disregarded.

6. **(Voting directions)** You may direct your proxy how to vote by placing a mark in one of the boxes opposite the item of business. If you do not mark any of the boxes, your proxy may vote as he or she chooses. If you mark more than one box, your vote will be invalid.
7. **(Privacy and personal information)** Personal information you provide on this form will be collected by the Sino Gold Scheme Registry for use in the implementation of the Schemes, and may be disclosed to other persons. Please refer to '*Privacy and personal information*' in the '*Important Information*' section of the booklet for more information.
8. **(Signing Instructions)** You must sign this form as follows in the spaces provided.

Individuals: where the holding is in one name, the holder must sign.

Joint holdings: where the holding is in more than one name, all must sign.

Attorneys: if this form is being signed under a power of attorney, an original or certified copy of the power of attorney must be returned with this form.

Companies: where the company has a sole director and no company secretary or the sole director is also the sole company secretary, this form must be signed by that person. Otherwise this form must be signed by a director jointly with either another director or a company secretary. Please indicate the office held by signing in the appropriate place.

Deceased estate: in the case of a deceased estate, the executor must sign this form and an original or certified copy of probate or letters of administration must be returned with this form.

9. **(Lodgement)** This form (and any power of attorney under which it is signed) must be received at one of the addresses or the facsimile number below not later than 10.00am Sydney time (7.00am Hong Kong time) on Monday, 30 November 2009 (48 hours before the commencement of the Share Scheme Meeting). A Proxy Form received after that time will not be valid for the Share Scheme Meeting.

Street address:

Sino Gold Scheme Registry
c/- Registries Limited
Level 2, 207 Kent Street
Sydney NSW 2000
Australia

OR

Postal address:

Sino Gold Scheme Registry
c/- Registries Limited
GPO Box 3933
Sydney NSW 2001
Australia

OR

Facsimile:

Sino Gold Scheme Registry
c/- Registries Limited
(02) 9279 0664 (within Australia)
+61 2 9279 0664 (outside Australia)