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SINO PROSPER STATE GOLD RESOURCES HOLDINGS LIMITED
中盈國金資源控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 766)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (“**Meeting**”) of Sino Prosper State Gold Resources Holdings Limited (the “**Company**”) will be held at Units 1702-04, 17th Floor, Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong at 10 a.m. on 5 February 2013 to consider and, if thought fit, transact the following ordinary business:

1. to re-elect Mr. Leung Ngai Man as a director of the Company;
2. to re-elect Mr. Ng Kwok Chu, Winfield as a director of the Company;
3. to re-elect Mr. Niu Zhihui as a director of the Company;
4. to authorise the board of directors of the Company (which may be further delegated to its duly authorised committee) to fix the remuneration of any director and to authorise the board of directors of the Company to fill vacancies on the board.

By order of the Board

Sino Prosper State Gold Resources Holdings Limited

Leung Ngai Man

Chairman

Hong Kong, 16 January 2013

Notes:

- 1 A shareholder entitled to attend and vote at the Meeting convened by this notice shall be entitled to appoint one proxy or, if he is the holder of two or more shares (“Shares”) of the Company, more than one proxy to attend and, subject to the provisions of the articles of association (“Articles”) of the Company, vote in his stead. A proxy need not be a shareholder.

- 2 To be valid, the form of proxy together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority must be deposited at the offices of the branch registrar and transfer agent of the Company in Hong Kong, Tricor Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East Wanchai, Hong Kong not later than 48 hours before the time of the Meeting or any adjourned meeting.
- 3 In relation to the above proposed resolutions, Messrs Leung Ngai Man, Ng Kwok Chu, Winfield and Niu Zhihui will retire from their office of directors ("Directors") of the Company at the Meeting pursuant to the Articles and, being eligible, offer themselves for re-election.
- 4 Completion and return of the form of proxy will not preclude a shareholder from attending and voting in person at the Meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- 5 In the case of joint registered holders of a Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto or if more than one of such joint holders are present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

As at the date of this announcement, the executive directors of the Company are Mr. Leung Ngai Man, Mr. Sung Kin Man, Mr. Ng Kwok Chu, Winfield, and Mr. Yeung Kit, and the independent non-executive directors of the Company are Mr. Cai Wei Lun, Mr. Niu Zhihui and Mr. Zhang Qingkui.