

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

**POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING
HELD ON 5 FEBRUARY 2013**

The Board is pleased to announce that all the ordinary resolutions proposed at the EGM held on 5 February 2013 were duly passed.

Reference is made to the notice of extraordinary general meeting (the “**EGM Notice**”) of Sino Prosper State Gold Resources Holdings Limited (the “**Company**”) dated 16 January 2013 and the circular in relation to the EGM (the “**Circular**”) dated 16 January 2013. Terms used in this announcement shall have the same meanings as those defined in the Circular, unless otherwise defined in this announcement.

The Board is pleased to announce that all the ordinary resolutions set out in the EGM Notice were duly passed by way of poll at the EGM held on 5 February 2013. The Company’s share registrar in Hong Kong, Tricor Secretaries Limited, acted as scrutineer for vote-taking at the EGM.

The poll results are as follows:

Ordinary resolutions proposed at the EGM		Number of votes cast (%)	
		For	Against
1.	To re-elect Mr. Leung Ngai Man as a director of the Company.	287,167,000 (83.14%)	58,217,999 (16.86%)
2.	To re-elect Mr. Ng Kwok Chu, Winfield as a director of the Company.	287,167,000 (83.14%)	58,217,999 (16.86%)
3.	To re-elect Mr. Niu Zhihui as a director of the Company.	321,452,999 (93.07%)	23,932,000 (6.93%)
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.	311,099,000 (92.07%)	26,790,999 (7.93%)

As at the date of the EGM, the total number of Shares in issue was 775,787,497, which was the total number of Shares entitling the holders to attend and vote for or against the resolutions proposed at the EGM. None of the Shares entitled their holders to attend and vote only against the resolutions proposed at the EGM. No shareholders were required to abstain from voting on any of the resolutions at the EGM.

By order of the Board
Sino Prosper State Gold Resources Holdings Limited
Leung Ngai Man
Chairman

Hong Kong, 5 February 2013

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.