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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 BOARD MEETING**

The board of directors (the “Board”) of Sino Prosper State Gold Resources Holdings Limited (the “Company”) hereby announces that a meeting of the Board will be held at Units 1702-04, 17/F., Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong on Tuesday, 21 May 2013 at 10:00 a.m. for the following purposes:

1. To consider and approve the audited consolidated financial statements of the Company and its subsidiaries (collectively, the “Group”) for the financial year ended 31 March 2013 and approve the draft announcement of final results of the Group to be published on the websites of the Stock Exchange of Hong Kong Limited and the Company;
2. To consider and approve the Directors’ Report and the Corporate Governance Report;
3. To consider the payment of final dividend, if any;
4. To consider the closure of the Register of Members, if necessary;
5. To consider the time and venue of the forthcoming annual general meeting of the members of the Company; and
6. To transact any other business.

By order of the Board  
**Sino Prosper State Gold Resources Holdings Limited**  
**Ng Kwok Chu, Winfield**  
*Executive Director*

Hong Kong, 8 May 2013

*As of the date hereof, 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. Niu Zhihui, Mr. Cai Wei Lun and Mr. Zhang Qingkui.*