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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)

**(1) POLL RESULTS OF THE ANNUAL GENERAL MEETING AND  
EXTRAORDINARY GENERAL MEETING  
HELD ON 28 JUNE 2013; AND  
(2) RETIREMENT OF DIRECTOR**

The Board is pleased to announce that all the ordinary resolutions proposed at the AGM and EGM, both held on 28 June 2013, were duly passed.

Following the conclusion of the AGM, Mr. Yeung Kit, an executive Director, ceased to be a Director.

The annual general meeting of Sino Prosper State Gold Resources Holdings Limited (the “**Company**”) and an extraordinary general meeting of the Company were both held on 28 June 2013.

**POLL RESULTS OF THE ANNUAL GENERAL MEETING**

Reference is made to the notice of annual general meeting (the “**AGM Notice**”) dated 28 May 2013 and the circular in relation to the AGM (the “**AGM Circular**”) dated 28 May 2013. Terms used in this section of the announcement shall have the same meanings as those defined in the AGM Circular, unless otherwise defined in this announcement.

The Board is pleased to announce that all the ordinary resolutions set out in the AGM Notice were duly passed by way of poll at the AGM held on 28 June 2013. The Company’s share registrar in Hong Kong, Tricor Secretaries Limited, acted as scrutineer for vote-taking at the AGM.

The poll results are as follows:

Ordinary resolutions proposed at the AGM ( <i>Note</i> )		Number of votes cast (%)	
		For	Against
1.	To receive and approve the audited consolidated financial statements and the reports of the directors and the auditors of the Company for the year ended 31 March 2013	340,468,100 (86.17%)	54,645,300 (13.83%)
2.	(a) To re-elect Mr. Cai Wei Lun as a director of the Company	340,468,100 (86.17%)	54,645,300 (13.83%)
	(b) To re-elect Mr. Zhang Qingkui as a director of the Company	340,468,100 (86.17%)	54,645,300 (13.83%)
	(c) To authorise the board of directors of the Company (or its delegated committee) to fix the directors' remuneration and to authorise the board of directors to fill vacancies on the board	332,973,100 (85.90%)	54,645,300 (14.10%)
3.	To re-appoint HLB Hodgson Impey Cheng Limited as the Company's auditors and to authorize the board of directors of the Company to fix their remuneration	340,468,100 (86.17%)	54,645,300 (13.83%)
4.	To grant a general mandate to the directors of the Company to allot, issue or otherwise deal with the Company's shares	321,401,100 (81.34%)	73,712,300 (18.66%)
5.	To grant a general mandate to the directors of the Company to repurchase the Company's shares	395,113,400 (100%)	0 (0%)
6.	To add the nominal amount of the Company's shares repurchased by the Company to the mandate granted to the directors of the Company under resolution numbered 4	321,401,100 (81.34%)	73,712,300 (18.66%)

*Note: Please refer to the AGM Notice for the full text of the resolutions.*

As at the date of the AGM, 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 AGM. No shareholders were required to abstain from voting on any of the resolutions at the AGM.

## **RETIREMENT OF EXECUTIVE DIRECTOR**

The Board also announces that Mr. Yeung Kit, an executive Director, retired by rotation at the AGM and he did not offer himself for re-election as Director as he would like to spend more time in pursuing his own business development.

Mr. Yeung has confirmed that he has no claim against the Company and its subsidiaries in respect of his retirement and that he has no disagreement with the Board, and there are no matters that need to be brought to the attention of the Shareholders in relation to his ceasing to be an executive Director.

The Board would like to take this opportunity to express its appreciation to Mr. Yeung for his valuable contribution to the Company during his term of services.

## POLL RESULTS OF EXTRAORDINARY GENERAL MEETING

Reference is made to the notice of extraordinary general meeting (the “**EGM Notice**”) of dated 10 June 2013 and the circular in relation to the EGM (the “**EGM Circular**”) dated 10 June 2013. Terms used in this section of the announcement shall have the same meanings as those defined in the EGM Circular, unless otherwise defined in this announcement.

The Board is pleased to announce that the ordinary resolution set out in the EGM Notice was duly passed by way of poll at the EGM held on 28 June 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 resolution proposed at the EGM ( <i>Note</i> )	Number of votes cast (%)	
	For	Against
To approve the renewal of the 10% General Limit on the number of Shares which may be allotted and issued upon the exercise of the options to be granted under the share option scheme of the Company	321,399,000 (81.34%)	73,712,300 (18.66%)

*Note: Please refer to the EGM Notice for the full text of the resolution.*

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. 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**  
**Ng Kwok Chu, Winfield**  
*Executive Director*

Hong Kong, 28 June 2013

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