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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 (“**Company**”) will be held at BC Boardroom 2-3, 1/F., Hong Kong SkyCity Marriott Hotel, 1 Sky City Road East, Hong Kong International Airport, Lantau, Hong Kong at 10:00 a.m. on Monday, 30 September 2013 to consider and, if thought fit, pass (with or without modification) the following resolution as ordinary resolution:

ORDINARY RESOLUTION

“**THAT** the extension (as contemplated by the second extension agreement dated 30 August 2013 and entered into between Mr. Leung Ngai Man (as vendor) and Sino Prosper State Gold HK Limited (as purchaser) (a copy of which second extension agreement has been produced to the meeting and marked “**A**” and initialed by the chairman of the meeting for identification purpose)) from 30 September 2013 to 31 December 2014 of the long stop date under the Acquisition Agreement as defined in the Company’s circular dated 3 September 2013 (a copy of which has been produced to the meeting marked “**B**” and signed by the chairman of the meeting for the purpose of identification) be and is hereby approved.”

By order of the Board
Ng Kwok Chu, Winfield
Executive Director

Hong Kong, 3 September 2013

Registered office:
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Head office and principal place
of business in Hong Kong:*
Units 1702-04,
17/F, Shui On Centre
6-8 Harbour Road
Wanchai, Hong Kong

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 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.
- 4 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, 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.