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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 an extraordinary general meeting (“**October EGM**”) 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 on 11 October 2013 at 10:30 a.m. or any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolution(s) as ordinary resolution(s) of the Company (as the case may be):

ORDINARY RESOLUTIONS (NOTE)

1. (To be considered and, if thought fit, approved by Shareholders to the extent that the authorised share capital of the Company is HK\$200 million as at the date of the October EGM) “**THAT** the authorised share capital of Sino Prosper State Gold Resources Holdings Limited (“**Company**”) be and it is hereby increased from HK\$200,000,000 to HK\$400,000,000 by the creation of an additional 2,000,000,000 ordinary shares of HK\$0.10 each in the capital of the Company, and that the directors (“**Directors**”) of the Company be and they are hereby authorised to do all such acts and things, to sign and execute all such further documents and to take such steps as the Directors may consider necessary, appropriate, desirable or expedient to give effect to or in connection with such increase in the authorised share capital of the Company.”
2. “**THAT** subject to the authorised share capital of the Company being HK\$400 million:
 - (A) the form and substance of the agreement (“**Agreement**”) dated 27 September 2012 and made between Leung Ngai Man as vendor (“**Vendor**”) and Favour South Limited as purchaser (“**Purchaser**”) (as supplemented and amended by the supplemental agreements thereto as mentioned in the Circular (as defined below)) in relation to the sale and purchase of the entire issued shares in Treasure Join Limited and the face value of the loans outstanding as at the completion of such transaction made by or on behalf of the Vendor to Treasure Join Limited at a consideration (subject to adjustments pursuant to the terms of

the Agreement) of HK\$850 million (a copy of each of the Agreement and the supplemental agreements thereto has been produced to the meeting and marked “A” and initialed by the chairman of the meeting for identification purpose), as mentioned in the Company’s circular (“**Circular**”) dated 24 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) and all the transactions contemplated thereby be and they are hereby approved;

- (B) the creation and issue of the Convertible Bonds (as defined in the Circular), on and subject to the terms of the Agreement, be and it is hereby approved;
- (C) the Directors be and they are hereby generally and specifically authorised to allot and issue such number of new shares in the capital of the Company as may be allotted and issued upon the exercise of the conversion rights in full attaching to the Convertible Bonds (as defined in the Circular); and
- (D) the Directors be and they are hereby authorised to do all such acts and things, to sign and execute all such further documents and to take such steps as the Directors in their discretion may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Agreement, the allotment and issue of the new shares upon exercise of the conversion rights attaching to the Convertible Bonds (as defined in the Circular), the issue of the Convertible Bonds (as defined in the Circular), the allotment and issue of the Conversion Shares (as defined in the Circular) or any of the transactions contemplated under the Agreement (including but not limited to the execution of the instrument which will constitute the Convertible Bonds (as defined in the Circular)) and to agree to such variation, amendments or waiver or matters relating thereto (including any variation, amendments or waiver of such documents, which are not fundamentally different from those as provided under the Agreement) as are, in the opinion of the Directors, in the interest of the Company and its shareholders as a whole.”

Note: Shareholders should note that in the event that the resolution to adjourn the extraordinary general meeting of the Company convened by a notice (“911 Notice”) dated 11 September 2013 to be held at BC Boardroom 2-3, 1/F., Hong Kong Skycity Marriot Hotel, 1 Sky City Road East, Hong Kong International Airport, Lantau, Hong Kong on Monday, 30 September 2013 at 10:30 a.m. (or immediately following the extraordinary general meeting to be held at 10:00 a.m. pursuant to the notice dated 3 September 2013 given by the Company, whichever is later) (“930 EGM”) is not passed, and the resolutions contained in the 911 Notice are subsequently proposed and also not passed at the 930 EGM, Resolution 1 and 2 of this notice to the October EGM above shall not be proposed, but instead the Chairman of the October EGM shall propose a resolution to adjourn the October EGM indefinitely, as there would not be any resolutions to be considered by the Independent Shareholders since the Acquisition will have already been voted down by the Independent Shareholders at the 930 EGM. Shareholders should note that the Acquisition will only be completed where Resolution 1 (where applicable) and Resolution 2 as stated in this notice of the October EGM are proposed by the Chairman and passed by the Independent Shareholders at the

October EGM. On the other hand, if the 930 EGM is not adjourned and both Resolutions 1 and 2 are approved at the 930 EGM, Resolution 2 of this notice would still need to be voted at the October EGM to approve the Acquisition.

For and on behalf of the board of directors of
Sino Prosper State Gold Resources Holdings Limited
Ng Kwok Chu, Winfield
Executive Director

Hong Kong, 24 September 2013

Registered Office:
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Notes:

- (1) Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A proxy need not be a member of the Company. A member who is holder of more than one share in the Company may appoint more than one proxy to attend in his/her stead.
- (2) The enclosed form of proxy and (if required by the board of directors of the Company) the power of attorney or other authority (if any), under which it is signed, or a certified copy of such power or authority shall be delivered at the Company's branch share registrar and transfer office, Tricor Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the October EGM or adjourned meeting at which the person named in the enclosed form of proxy proposes to vote, or, in the case of a poll taken subsequently to the date of the October EGM or adjourned meeting, not less than 48 hours before the time appointed for the taking of the poll, and in default the enclosed form of proxy shall not be treated as valid provided always that the chairman of the October EGM may at his discretion direct that an instrument of proxy shall be deemed to have been duly deposited upon receipt of telex or cable or facsimile confirmation from the appointor that the instrument of proxy duly signed is in the course of transmission to the Company. Delivery of any instrument appointing a proxy shall not preclude a member from attending and voting in person at the October EGM or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (3) Where there are joint registered holders of any share in the Company, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present being the most, or as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register in respect of the relevant joint holding.
- (4) The enclosed form of proxy must be signed by the appointor or of his attorney authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same.

As at the date of hereof, the Board comprises the following members: (a) as executive Directors, Mr. Leung Ngai Man, Mr. Sung Kin Man and Mr. Ng Kwok Chu, Winfield; and (b) as independent non-executive Directors, Mr. Niu Zhihui, Mr. Cai Wei Lun and Mr. Zhang Qingkui.