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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)

**POLL RESULTS OF EXTRAORDINARY GENERAL MEETING
HELD ON 30 SEPTEMBER 2013**

The Board is pleased to announce that the Adjournment Resolution was duly passed by the Shareholders by way of poll at the 930 EGM held on 30 September 2013.

References are made to (i) the circular (the “**Sep 11 Circular**”) of Sino Prosper State Gold Resources Holdings Limited (the “**Company**”) dated 11 September 2013; (ii) the clarification announcement (the “**Sep 12 Announcement**”) of the Company dated 12 September 2013; (iii) the clarification announcement (the “**Sep 23 Announcement**”) of the Company dated 23 September 2013; and (iv) the circular (the “**Sep 24 Circular**”) of the Company dated 24 September 2013, in relation to, among other matters, the very substantial acquisition and connected transaction of the Company. Terms used in this announcement shall have the same meanings as those defined in the Sep 24 Circular unless defined otherwise herein.

As stated in the Sep 23 Announcement and the Sep 24 Circular, at the commencement of the 930 EGM, the chairman of the 930 EGM proposed the Adjournment Resolution to adjourn the 930 EGM sine die (indefinitely). The Board is pleased to announce that the Adjournment Resolution was duly passed by the Shareholders by way of poll at the 930 EGM held on 30 September 2013.

As stated in the Sep 23 Announcement and the Sep 24 Circular, pursuant to Rule 13.41 of the Listing Rules, all Shareholders (including Mr. Leung) are permitted to vote on the Adjournment Resolution, and Mr. Leung has voted in favour of the Adjournment Resolution at the 930 EGM. As at the date of the 930 EGM, the total number of Shares entitling the Shareholders to attend and vote for or against the Adjournment Resolution was 813,587,497 Shares, representing the entire issued share capital of the Company as at the date of the 930 EGM.

The Company’s branch share registrar in Hong Kong, Tricor Secretaries Limited, was appointed as the scrutineer for the vote-taking at the 930 EGM.

The poll results are as follows:

Ordinary Resolution proposed at the 930 EGM		FOR Number of Shares (approximate %)	AGAINST Number of Shares (approximate %)
1	To adjourn the 930 EGM sine die (indefinitely)	296,397,250 (92.72%)	23,280,000 (7.28%)

As the Adjournment Resolution was duly passed by the Shareholders by way of poll at the 930 EGM, no further business was proposed at the 930 EGM. Shareholders are reminded that as stated in the Sep 23 Announcement and the Sep 24 Circular, the resolutions originally proposed at the 930 EGM will be considered and (if thought fit) approved at the October EGM as set out in the notice of the October EGM and related proxy form, which shall include Resolution 1 and Resolution 2 as set out in the notice of the 930 EGM dated 11 September 2013, but the Agreement as stated in Resolution 2 of the October EGM notice shall be amended and supplemented by the 1st Supplemental Agreement, the 2nd Supplemental Agreement, as well as the 3rd Supplemental Agreement. The October EGM is scheduled to 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.

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

Hong Kong, 30 September 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.