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If you are in any doubt as to any aspect of this circular or as to the action to be immediately taken, you should consult your stockbroker or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your shares in **Sino Prosper State Gold Resources Holdings Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or the transferee(s) or to the bank, stockbroker or licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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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. PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES**
- 2. RE-ELECTION OF RETIRING DIRECTORS**
- 3. NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company to be held at Concord Room II & III, 8/F, Renaissance Harbour View Hotel, 1 Harbour Road, Wanchai at 2:30 p.m. on 30 August 2010 is set out on pages 13 to 16 of this circular.

Whether or not you intend to attend the annual general meeting in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same as soon as possible and in any event not later than 48 hours before the time of the annual general meeting or any adjournment thereof to the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish.

30 July 2010

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Annual General Meeting”	the annual general meeting of the Company to be convened and held at Concord Room II & III, 8/F, Renaissance Harbour View Hotel, 1 Harbour Road, Wanchai at 2:30 p.m. on 30 August 2010, the notice of which is set out on pages 13 to 16 of this circular, and any adjournment thereof
“Articles”	the articles of association of the Company adopted pursuant to a written resolution passed by the then sole Shareholder on 25 April 2002, as amended from time to time
“associate(s)”	has the same meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	Sino Prosper State Gold Resources Holdings Limited 中盈國金資源控股有限公司, a company incorporated under the laws of the Cayman Islands with limited liability and the issued Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	director(s) of the Company
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to the effect that the total number of Shares which may be allotted and issued under the General Mandate may be increased by an additional number representing such number of Shares actually repurchased under the Repurchase Mandate
“Group”	the Company and its subsidiaries from time to time
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to exercise the Company’s power to allot, issue or otherwise deal with Shares up to a maximum of 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the relevant resolution at the Annual General Meeting

DEFINITIONS

“Latest Practicable Date”	26 July 2010, being the latest practicable date prior to the printing of this circular for ascertaining certain information herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	The People’s Republic of China
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to enable them to repurchase Shares on the Stock Exchange, the aggregate nominal amount of which shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the relevant resolution at the Annual General Meeting
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



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)

Executive Directors:

Leung Ngai Man (*Chairman*)
Sung Kin Man
Yeung Kit
Wong Wa Tak
Ng Kwok Chu, Winfield

Registered office:

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

Independent non-executive Directors:

Chan Sing Fai
Cai Wei Lun
Leung Wai Cheung

***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

30 July 2010

*To the Shareholders and, for information only,
the holders of outstanding options of the Company*

Dear Sir/Madam,

- 1. PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES**
- 2. RE-ELECTION OF RETIRING DIRECTORS**
- 3. NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The primary purposes of this circular are to provide you with information regarding the resolutions to be proposed at the Annual General Meeting and to give you notice of the Annual General Meeting. Resolutions to be proposed at the Annual General Meeting include ordinary resolutions relating to: (a) the proposed grant of each of the Issue Mandate, Repurchase Mandate and the Extension Mandate; and (b) the proposed re-election of each of the retiring Directors.

LETTER FROM THE BOARD

GRANT OF ISSUE MANDATE, REPURCHASE MANDATE AND EXTENSION MANDATE

Pursuant to the ordinary resolutions passed by the then Shareholders on 25 September 2009, the Directors were granted (a) a general unconditional mandate to allot, issue or otherwise deal with the Shares up to 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the said resolution; (b) a general unconditional mandate to repurchase Shares with an aggregate nominal amount not exceeding 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the said resolution; and (c) the power to extend the general mandate mentioned in (a) above by an amount representing the aggregate nominal amount of the Shares repurchased by the Company pursuant to the mandate to repurchase Shares referred to (b) above. By an ordinary resolution passed by Shareholders at the extraordinary general meeting held on 23 November 2009, the general mandate to issue Shares as mentioned in item (a) of this paragraph was revoked (without prejudice to the valid exercise of such general mandate) and a refreshed general mandate was granted to the Directors to allot, issue or otherwise deal with Shares up to 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the extraordinary general meeting.

The above mandates will expire at the conclusion of the Annual General Meeting. At the Annual General Meeting, the following ordinary resolutions, among other matters, will be proposed:

- (a) to grant the Issue Mandate to the Directors to exercise the powers of the Company to allot, issue or otherwise deal with the Shares up to a maximum of 20% of the aggregate nominal amount of the share capital of the Company in issue on the date of passing of such resolution. On the basis of 6,759,844,971 Shares in issue as at the Latest Practicable Date and assuming that no Shares will be issued or repurchased prior to the Annual General Meeting, the maximum number of Shares to be allotted and issued pursuant to the Issue Mandate will be 1,351,968,994;
- (b) to grant the Repurchase Mandate to the Directors to enable them to repurchase Shares on the Stock Exchange up to a maximum of 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of passing of such resolution; and
- (c) to grant the Extension Mandate to the Directors to increase the total number of Shares which may be allotted and issued under the Issue Mandate by an additional number representing such number of Shares actually repurchased under the Repurchase Mandate.

Subject to the approval of the above proposals by Shareholders at the Annual General Meeting, the Issue Mandate and the Repurchase Mandate will expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company following the Annual General Meeting; (b) the date by which the next annual general meeting is required by the Companies Law or the Articles to be held; or (c) when the authority given to the Directors thereunder is revoked or varied by ordinary resolution(s) of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

LETTER FROM THE BOARD

Under the Listing Rules, the Company is required to give the Shareholders all information which is reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the resolution in respect of the Repurchase Mandate at the Annual General Meeting. An explanatory statement for such purpose is set out in Appendix I to this circular.

RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 108(A) of the Articles, Messrs Yeung Kit (an executive Director), Wong Wa Tak (an executive Director), and Chan Sing Fai (an independent non-executive Director) will retire from their office of Directors by rotation. Of these three retiring Directors, only Mr. Yeung Kit, being eligible, offers himself for re-election as a Director at the Annual General Meeting, while the other two have not so offered. As Mr. Chan Sing Fai does not offer himself for re-election as a Director at the Annual General Meeting, and if no new independent non-executive Director is appointed to fill the vacant post which will arise upon his retirement, the Company will have only two independent non-executive Directors and two audit committee members following the conclusion of the Annual General Meeting. Such number falls below the minimum number required under Rule 3.10(1) and 3.21 of the Listing Rules respectively. The Company is in the course of identifying a suitable candidate to fill such vacancy upon Mr. Chan's retirement, with a view to complying with the said rules. It is expected that the candidate will also fill the vacancy of member of the remuneration committee of the Company, which will arise upon Mr. Chan's retirement. Further announcement will be made by the Company upon the identification and/or appointment of the new independent non-executive Director.

Mr. Sung Kin Man was appointed by the Board as executive Director on 1 November 2009. In accordance with Article 112 of the Articles, Mr. Sung will hold office until (and will retire at) the Annual General Meeting. Being eligible, Mr. Sung offers himself for re-election as a Director at the Annual General Meeting.

Biographical information of Messrs Yeung Kit and Sung Kin Man is set out in Appendix II to this circular.

ACTIONS TO BE TAKEN

Set out on page 13 to 16 of this circular is a notice convening the Annual General Meeting at which resolutions will be proposed to approve, among other matters, the following:

- (a) the grant of the Issue Mandate, Repurchase Mandate and Extension Mandate; and
- (b) the re-election of two of the retiring Directors, namely, Messrs Yeung Kit and Sung Kin Man.

LETTER FROM THE BOARD

A form of proxy for use at the Annual General Meeting is enclosed herewith. Whether or not you intend to attend the Annual General Meeting in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the time of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

VOTING BY POLL AT THE ANNUAL GENERAL MEETING

Pursuant to Rule 13.39 of the Listing Rules, all proposed resolutions put to Shareholders at the Annual General Meeting will be taken by poll.

RECOMMENDATION

Resolutions to be proposed at the Annual General Meeting include ordinary resolutions relating to (a) the proposed grant of each of the Issue Mandate, Repurchase Mandate and Extension Mandate; and (b) the proposed re-election of each of the two retiring Directors. The Board considers that all these proposed resolutions are in the best interest of the Company and the Shareholders as a whole and recommends the Shareholders to vote in favour of such resolutions at the Annual General Meeting.

GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices to this circular.

MISCELLANEOUS

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully
For and on behalf of the Board of
Sino Prosper State Gold Resources Holdings Limited
Leung Ngai Man
Chairman

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide the Shareholders with the requisite information as to the proposed Repurchase Mandate.

1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listing are on the Stock Exchange to repurchase their shares on the Stock Exchange and any other stock exchange on which shares of the company are listed and such exchange is recognised by the Securities and Futures Commission of Hong Kong subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all repurchase of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general repurchase mandate or by specific approval of a particular transaction.

2. SHARE CAPITAL

As at Latest Practicable Date, there were a total of 6,759,844,971 Shares in issue.

Subject to the passing of the proposed resolution granting the Repurchase Mandate and on the basis that no Shares are issued or repurchased prior to the Annual General Meeting, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 675,984,497 Shares, representing not exceeding 10% of the aggregate nominal value of the issued share capital of the Company as at the Latest Practicable Date.

Notwithstanding the above, the Company will only be allowed to repurchase under Repurchase Mandate a maximum number of Shares which represents not exceeding 10% of the aggregate nominal value of the issued share capital of the Company as at the date of passing of the relevant resolution.

3. REASONS FOR THE REPURCHASE

The Directors believe that seeking the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. Share repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders.

4. FUNDING OF REPURCHASES

Repurchases made pursuant to the Repurchase Mandate would be funded out of funds legally available for the purpose in accordance with the Company's memorandum of association, the Articles, the Companies Law, other applicable laws of the Cayman Islands and the Listing Rules. A listed company may not repurchase its own shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Under the Companies Law, repurchases by the Company may only be made out of the profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose, or, if so authorised by the Articles and subject to the provisions of the Companies Law, out of capital. Any premium payable on a redemption or purchase over the par value of the Shares to be purchased must be provided for out of profits of the Company or out of the Company's share premium account, or, if so authorised by the Articles and subject to the provisions of the Companies Law, out of capital.

5. GENERAL

There might be a material adverse impact on the working capital and/or the gearing position as disclosed in the audited consolidated financial statements of the Company for the year ended 31 March 2010 in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

6. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the 12 calendar months immediately preceding the Latest Practicable Date are as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2009		
July	0.305	0.190
August	0.350	0.230
September	0.305	0.230
October	0.335	0.220
November	0.275	0.195
December	0.215	0.116
2010		
January	0.210	0.150
February	0.157	0.128
March	0.180	0.132
April	0.250	0.150
May	0.229	0.101
June	0.189	0.136
July (including and up to the Latest Practicable Date)	0.193	0.160

7. UNDERTAKING

The Directors have undertaken to the Stock Exchange that they will only exercise the power of the Company to make repurchases under the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Cayman Islands and in accordance with the regulations set out in the memorandum of association of the Company and the Articles.

8. CONNECTED PERSON

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates, have any present intention to sell any Shares to the Company under the Repurchase Mandate if the same is approved by the Shareholders.

No connected person (as defined in the Listing Rules) has notified the Company that he/she has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

9. THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If on the Company exercising the powers of repurchase pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, based on the register kept by the Company pursuant to section 336 of the SFO and so far as is known to, or can be ascertained after reasonable enquiry by the Directors, there were three substantial Shareholders (as defined in the SFO) of the Company, namely:

- (i) Mr. Leung Ngai Man, by himself and through Climax Park Limited (a company incorporated in the British Virgin Islands, the entire issued share capital of which is owned by Mr. Leung Ngai Man) was the owner of (or interested in) approximately 28.92% of the then issued Shares;
- (ii) FMR LLC, a company incorporated in the United States of America, which was the owner of (or interested in) approximately 6.74% of the then issued Shares; and
- (iii) Invesco Hong Kong Limited, a company incorporated in Hong Kong (in its capacity as manager/advisor of various accounts), which was the owner of (or interested in) approximately 5.45% of the then issued Shares.

On the basis of 6,759,844,971 Shares in issue as at the Latest Practicable Date and assuming that no further Shares will be allotted and issued or repurchased before the Annual General Meeting, if the Repurchase Mandate are exercised in full, the percentage increase of Mr. Leung Ngai Man, FMR LLC, and Invesco Hong Kong Limited in shareholdings in the Company Shares will amount to approximately 32.13% (taking into account the shareholdings attributable to Climax Park Limited), 7.49%, and 6.06% respectively. In such circumstances, Mr. Leung Ngai Man would be obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

Save as disclosed above, the Directors are not aware of any Shareholder or group of Shareholders acting in concert, who may become obliged to make a mandatory offer under Rule 26 of the Takeovers Code as a consequence of any purchase pursuant to the Repurchase Mandate.

The Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in the number of Shares in hands of public falling below the prescribed minimum percentage of 25%.

10. SHARE REPURCHASE MADE BY THE COMPANY

The Company did not repurchase any of the Shares (whether on the Stock Exchange or otherwise) in the six months immediately preceding the Latest Practicable Date.

The brief biographical information of the retiring Directors eligible for re-election and offering their re-election at the Annual General Meeting is set out below:

EXECUTIVE DIRECTORS

Mr. YEUNG Kit (楊杰), aged 47, joined the Group in 2001. He was appointed as an executive Director in 2002. He is also a director of Sino Prosper Gas Limited, Joint Profit Group Limited, Konrich (Asia) Limited, Sino Prosper Medical Technology Limited, Sino Prosper LNG Limited and Sino Prosper Coal Mining Investment Limited, all being wholly-owned subsidiaries of the Company. Mr. Yeung has over 10 year's experience in the field of banking and finance, and more than 17 years' experience in the area of China trade and investment.

Mr. Yeung has entered into a service agreement with the Company on 1 January 2009 for an initial term of two years commencing from 1 January 2009, which will then be renewed thereafter on terms to be mutually agreed, unless terminated by not less than one month's notice in writing served by either party on the other. As at the Latest Practicable Date, Mr. Yeung was entitled to an annual remuneration of HK\$480,000. The emolument of Mr. Yeung has been determined by the Board with reference to his duties and responsibilities with the Group.

As at the Latest Practicable Date, Mr. Yeung was interested in options granted to him by the Company under its share option scheme, carrying rights to subscribe for up to 1,400,000 Shares at the exercise price of HK\$0.475 per Share during the exercise period from 1 November 2004 to 31 October 2014 and up to 5,000,000 Shares at the exercise price of HK\$0.410 per Share during the exercise period from 12 January 2005 to 11 January 2015. Save as aforesaid, Mr. Yeung did not have any other interest in the Shares, underlying shares or debenture in the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Mr. Yeung did not have any relationship with any other Directors, senior management or substantial or controlling Shareholder (as defined in the Listing Rules) of the Company as at the Latest Practicable Date.

There is no information which is discloseable nor is/was Mr. Yeung involved in any matters required to be disclosed pursuant to any of the requirements of the provisions under the Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

There are no other matters concerning Mr. Yeung that need to be brought to the attention of the Shareholders.

Mr. Sung Kin Man (宋建文), aged 38, graduated from the University of Southern California in the United States of America and obtained a Bachelor's Degree of Science in Business Administration majoring in Finance and minoring in Marketing. Mr. Sung has been working in the industry of finance and international capital market in Hong Kong and other Asian regions since 1994 and has gained extensive management experience throughout these years. Before the appointment of the Company, Mr. Sung was an executive director of UBS Securities Asia Limited, responsible for business in Greater China and had been a director of Global Equity of Merrill Lynch Asia Inc. from 2005 to 2007.

Mr. Sung has entered into a service agreement with the Group on 4 November 2009 which will remain effective, unless terminated by not less than three months' notice in writing served by either party on the other. As at the Latest Practicable Date, Mr. Sung was entitled to a one-off bonus of HK\$5,000,000 and an annual remuneration of HK\$5,000,000, which was determined with reference to his role and responsibilities within the Group and the prevailing market conditions. He is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company ("**Articles**").

As at the latest Practicable Date, Mr. Sung was interested in options granted to him by the Company under its share option scheme carrying rights to subscribe, at the exercise price of HK\$0.30 per Share, for (a) 2,500,000 Shares during the exercise period from 4 February 2011 to 3 May 2020; (b) 2,500,000 Shares during the exercise period from 4 August 2011 to 3 May 2020; (c) 2,500,000 Shares during the exercise period from 4 August 2012 to 3 May 2020; and (d) 2,500,000 Shares during the exercise period from 4 August 2013 to 3 May 2020. Save as disclosed above, Mr. Sung had no other interests in the Shares, underlying Shares and debenture of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Mr. Sung did not have any relationship with any other Directors, senior management or substantial or controlling Shareholder (as defined in the Listing Rules) of the Company as at the Latest Practicable Date.

There is no information which is discloseable nor is/was Mr. Sung involved in any matters required to be disclosed pursuant to any of the requirements of the provisions under the Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

There are no other matters concerning Mr. Sung that need to be brought to the attention of the Shareholders.

NOTICE OF THE ANNUAL GENERAL MEETING



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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (“**Meeting**”) of Sino Prosper State Gold Resources Holdings Limited (“**Company**”) will be held at Concord Room II & III, 8/F, Renaissance Harbour View Hotel, 1 Harbour Road, Wanchai at 2:30 p.m. on 30 August 2010 to consider and, if thought fit, transact the following ordinary businesses:

1. to receive and approve the audited consolidated financial statements and the reports of the directors (“**Directors**”) and auditors (“**Auditors**”) of the Company for the year ended 31 March 2010;
2. to re-elect two of the retiring Directors (namely, Messrs Yeung Kit and Sung Kin Man) (each as a separate resolution) and to authorise the board of Directors (which may be further delegated to its duly authorised committee) to fix their remuneration and to authorise the board of directors of the Company to fill vacancies on the board;
3. to re-appoint HLB Hodgson Impey Cheng as the Auditors of the Company and to authorise the board of Directors to fix their remuneration;

and as special business, to consider and, if thought fit, pass (with or without modification) the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

4. “**THAT:**
 - (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and all other applicable laws, the exercise by the directors (“**Directors**”) of the Company during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue or otherwise deal with the additional shares (“**Shares**”) of HK\$0.01 each in the share capital of the Company, and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares), which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;

NOTICE OF THE ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital of the Company allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to
 - (i) a Rights Issue (as defined in paragraph (d) below);
 - (ii) the exercise of any options granted under the share option schemes or similar arrangement of the Company adopted from time to time;
 - (iii) any issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association (“**Articles**”) of the Company and other relevant regulations; or
 - (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares;

shall not exceed the aggregate of (aa) 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution; and (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate nominal amount of any share capital of the Company purchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution), the said approval shall be limited accordingly; and

- (d) for the purpose of this resolution, “**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable law to be held; and
 - (iii) the date on which such mandate granted under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in the general meeting.

NOTICE OF THE ANNUAL GENERAL MEETING

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares or any class of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

5. “**THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors (“**Director**”) of the Company during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to repurchase the shares (“**Shares**”) of HK\$0.01 each in the capital of the Company on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”), or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (“**SFC**”) and the Stock Exchange for such purpose, and subject to and in accordance with the rules and regulations of the SFC, the Stock Exchange, the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and all other applicable laws as amended from time to time in this regard, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares which may be repurchased or agreed to be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (c) for the purposes of this resolution, “**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any other applicable law to be held; and
 - (iii) the date on which such mandate granted under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in the general meeting.”

NOTICE OF THE ANNUAL GENERAL MEETING

6. “**THAT** conditional upon the resolutions numbered 4 and 5 above being passed, the unconditional general mandate granted to the directors of the Company to allot, issue or otherwise deal with additional shares of the Company pursuant to paragraph (a) of resolution numbered 4 above be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to paragraph (a) of resolution numbered 5 above.”

By order of the Board
Sino Prosper State Gold Resources Holdings Limited
Leung Ngai Man
Chairman

Hong Kong, 30 July 2010

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 In relation to proposed resolution numbered 2, Messrs Yeung Kit, Wong Wa Tak, Sung Kin Man, and Chan Sing Fai will retire from their office of directors (“Directors”) of the Company at the Meeting pursuant to the Articles. Only Messrs Yeung Kit and Sung Kin Man, being eligible, offer themselves for re-election.
- 4 In relation to proposed resolution numbered 5 above, the Directors wish to state that they will exercise the powers conferred thereby to purchase Shares in circumstances which they deem appropriate for the benefit of the shareholders. An explanatory statement containing the information necessary to enable the shareholders to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in Appendix I to the circular of which this notice forms part.
- 5 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.
- 6 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.