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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)

**(A) POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON 24 SEPTEMBER 2012;
(B) APPOINTMENT OF DIRECTORS**

(A) POLL RESULTS OF THE AGM

The Board would announce that at the AGM held on 24 September 2012, proposed resolutions no. 1, 2(b), 2(d), 3 and 5 as set out in the AGM Notice were passed, while proposed resolutions no. 2(a), 2(c), 4 and 6 were not passed.

(B) APPOINTMENT OF DIRECTORS

As proposed resolutions no. 2(a) and 2(c) set out in the AGM Notice in connection with the re-appointment of Mr. Leung Ngai Man and Mr. Ng Kwok Chu, Winfield as Directors were not carried, Mr. Leung and Mr. Ng retired from their offices of Directors upon conclusion of the AGM.

After the AGM, the Board held a meeting on the same day to consider the implication of the matter.

It was resolved by the Board to exercise its power under the Company's articles of association to appoint Mr. Leung and Mr. Ng as executive Directors with effect from 24 September 2012, in order to ensure management continuity of the Group and the business and various projects of the Group could continue to be supervised by them. Mr. Leung has also been appointed as the Company's Chairman and a member of the remuneration committee of the Company.

(A) POLL RESULTS OF THE ANNUAL GENERAL MEETING

Reference is made to the notice of annual general meeting (the "AGM Notice") of Sino Prosper State Gold Resources Holdings Limited (the "Company") dated 24 August 2012 and the circular ("Circular") dated 24 August 2012 in relation to the AGM. Terms used in this announcement shall have the same meanings as those defined in the Circular, unless the context otherwise requires in this announcement.

The Board would announce the results by way of poll by the Shareholders at the AGM held on 24 September 2012 in the following.

The Company's share registrar in Hong Kong, Tricor Secretaries Limited, acted as scrutineer for vote-taking at the AGM.

The poll results of the proposed resolutions set out in the AGM Notice are as follows:

Ordinary resolutions proposed at the AGM (Note)		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 2012	434,183,299 (97.23%)	12,381,000 (2.77%)
2.	(a) To re-elect Mr. Leung Ngai Man as a director of the Company	211,642,000 (47.39%)	234,962,299 (52.61%)
	(b) To re-elect Mr. Sung Kin Man as a director of the Company	313,983,299 (70.27%)	132,811,000 (29.73%)
	(c) To re-elect Mr. Ng Kwok Chu, Winfield as a director of the Company	211,642,000 (47.39%)	234,962,299 (52.61%)
	(d) To authorise the board of directors of the Company (or its delegated committee) to fix the directors' remuneration and to authorize the board of directors to fill vacancies on the board	243,313,999 (55.41%)	195,795,300 (44.59%)
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	434,223,299 (97.23%)	12,381,000 (2.77%)
4.	To grant a general mandate to the directors of the Company to allot, issue or otherwise deal with the Company's shares	216,632,000 (48.51%)	229,972,299 (51.49%)
5.	To grant a general mandate to the directors of the Company to repurchase the Company's shares	434,233,299 (97.23%)	12,381,000 (2.77%)
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	216,637,000 (48.51%)	229,967,299 (51.49%)

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

As shown in the above table, proposed resolutions no. 1, 2(b), 2(d), 3 and 5 as set out in the AGM Notice were passed, while proposed resolutions no. 2(a), 2(c), 4 and 6 were not passed.

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. None of the Shares entitled their holders to attend and vote only against the resolutions proposed at the AGM. No shareholders were required to abstain from voting on any of the resolutions at the AGM.

(B) APPOINTMENT OF DIRECTORS

As proposed resolutions no. 2(a) and 2(c) as set out in the AGM Notice in connection with the re-appointment of Mr. Leung Ngai Man (“**Mr. Leung**”) and Mr. Ng Kwok Chu, Winfield (“**Mr. Ng**”) were not carried, they retired from their offices of Directors upon conclusion of the AGM.

After the AGM, the Board held a meeting on the same day to consider the implication of the matter. At such meeting, it was resolved by the Board to exercise its power under the Company’s articles of association (“**Articles**”) to appoint Mr. Leung and Mr. Ng as executive Directors with effect from 24 September 2012, in order to ensure management continuity of the Group and the business and various projects of the Group could continue to be supervised by them. Mr. Leung has also been appointed as the Company’s Chairman and a member of the remuneration committee of the Company.

Pursuant to Article 112 of the Articles, Mr. Leung and Mr. Ng will hold office until the next following general meeting of the Company and shall then be eligible for re-election at the meeting.

The brief biographical information of each of Mr. Leung and Mr. Ng is set out in the annex to this announcement.

By order of the Board
Sino Prosper State Gold Resources Holdings Limited
Sung Kin Man
Chief Executive Officer and Executive Director

Hong Kong, 24 September 2012

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

BRIEF BIOGRAPHICAL INFORMATION OF EACH OF MR. LEUNG AND MR. NG

Mr. LEUNG Ngai Man, 51, is the Chairman of the Group. He was appointed as an executive Director in 2001. Active in China since 1980s, Mr. Leung has over two decades of experience in the areas of trading, investment, property development and management. Mr. Leung has an extensive network and relationship with numerous PRC companies and authorities. He is currently the Chairman and executive director of China Netcom Technology Holdings Limited (“**CNTH**”, stock code: 8071), the shares of which are listed on GEM.

Mr. Leung entered into a service contract with the Group for an initial term of one year commencing from 3 September 2010. He retired from the office of Director at the conclusion of the AGM held on 24 September 2012, and was subsequently re-appointed by the Board. The service contract was automatically renewable for the successive terms of one year but not more than an aggregate of three years from the date of initial commencement, unless terminated by either party by giving not less than three months’ notice in writing to the other party. As at the date of this announcement, Mr. Leung was entitled to an annual remuneration of HK\$6,960,000. Such salaries and benefits were determined with reference to his roles and responsibilities of the Group and the prevailing market conditions. Mr. Leung is subject to the rotational and retirement requirements under the Articles.

As at the date of this announcement, Mr. Leung had a long position in the underlying Shares comprising 203,578,000 Shares. Among these Shares, (a) 202,778,000 Shares were beneficially owned by Mr. Leung; and (b) 800,000 Shares represented underlying Shares for which Mr. Leung was entitled to subscribe upon exercise of certain options granted to him under a share option scheme of the Company (which scheme was terminated by Shareholders by way of an ordinary resolution passed at the Company’s special general meeting held on 20 April 2012 (the “**Old Share Option Scheme**”), though the relevant options remained outstanding and exercisable in accordance with the terms of the Old Share Option Scheme). Save as aforesaid, Mr. Leung 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 date of this announcement.

Save for Mr. Ng, Dr. Leung Wai Cheung and Mr. Cai Wei Lun who assumed directorship in both the Company and CNTH, and Mr. Ng who assumed common directorship in certain subsidiaries of the Company and CNTH, Mr. Leung did not have any relationship with any Directors, senior management or substantial or controlling Shareholder (as defined in the Listing Rules) of the Company as at the date of this announcement.

Mr. NG Kwok Chu, Winfield, 54, joined the Group as an executive Director in 2009 and was appointed as the chairman of the board of 敖漢旗鑫瑞恩礦業有限責任公司 (transliterated as Aohanqi Xinrui En Industry Co., Ltd.), a subsidiary of the Group in 2010. Mr. Ng has over 20 years' experience in consumer and commercial finance in Hong Kong and China. Mr. Ng is an executive director of CNTH listed on GEM, and an independent non-executive director (“**INED**”) of Long Success International (Holdings) Limited (stock code: 8017) listed on GEM. Mr. Ng was also appointed as an independent non-executive director of The China Uptown Group Company Limited (stock code: 2330) on 30 June 2011.

Mr. Ng has entered into a service contract on 25 June 2012 with the Group for an initial term of two years commencing from 26 June 2012. He retired from the office of Director at the conclusion of the AGM held on 24 September 2012, and was subsequently re-appointed by the Board. The service contract would be renewed thereafter on terms to be mutually agreed, unless terminated by either party giving out not less than one month's notice in writing to the other party. As at the date of this announcement, Mr. Ng was entitled to an annual remuneration of HK\$240,000. Such salaries and benefits were determined with reference to this roles and responsibilities of the Group and the prevailing market conditions. Mr. Ng is subject to the rotational and retirement requirements under the Articles.

Mr. Ng did not have any interest in the Shares, underlying Shares and debentures of the Company within the meaning of Part XV of the SFO as at the date of this announcement.

Save for Mr. Leung, Dr. Leung Wai Cheung and Mr. Cai Wei Lun who assumed directorship in both the Company and CNTH, and Mr. Ng and Mr. Leung who assumed common directorship in certain subsidiaries of CNTH, Mr. Ng did not have any relationship with any Directors, senior management or substantial or controlling Shareholder (as defined in the Listing Rules) of the Company as at the date of this announcement.

GENERAL

There is no information which is discloseable nor is/was either or both of Mr. Leung and Mr. Ng involved in any matters required to be disclosed pursuant to any of the requirements of the provisions under Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules in relation to his appointment as Directors. There are no other matters concerning Mr. Leung or Mr. Ng that need to be brought to the attention of the Shareholders.