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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 11 OCTOBER 2013**

The Board is pleased to announce that the Resolutions were duly passed by way of poll at the October EGM held on 11 October 2013.

Reference is made to the circular (the “**Circular**”) of Sino Prosper State Gold Resources Holdings Limited (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 Circular unless defined otherwise herein.

The Board is pleased to announce that the resolutions (“**Resolutions**”) set out in the notice of the October EGM dated 24 September 2013 were duly passed by the Independent Shareholders and the Shareholders (where applicable) by way of poll at the October EGM held on 11 October 2013.

No Shareholder was required to abstain from voting on the resolution numbered 1 to approve the increase in the authorised share capital of the Company at the October EGM. As at the date of the October EGM, the total number of Shares entitling the Shareholders to attend and vote for or against the resolution numbered 1 was 813,587,497 Shares, representing the entire issued share capital of the Company as at the date of the October EGM.

As stated in the Circular, Mr. Leung and his associates were required to abstain from voting on the resolution numbered 2 at the October EGM to approve the Agreement and the transactions contemplated thereunder, including the Acquisition, the issue of the Convertible Bonds, the Promissory Notes and the allotment and issue of the Conversion Shares. As at the date of the October EGM, the total number of issued Shares was 813,587,497 Shares, and the total number of Shares entitling the Independent Shareholders to attend and vote for or against the Resolution numbered 2 was 654,724,497 Shares.

There was no Share entitling the Shareholders to attend and vote only against the Resolutions at the October EGM. The Company's branch share registrar in Hong Kong, Tricor Securities Limited, was appointed as the scrutineer for the vote-taking at the October EGM.

The poll results in respect of the Resolutions were as follows:

ORDINARY RESOLUTIONS		FOR	AGAINST
		<i>Number of Shares (approximate %)</i>	<i>Number of Shares (approximate %)</i>
1	To approve the increase in the authorised share capital of the Company from HK\$200,000,000 to HK\$400,000,000 by the creation of an additional 2,000,000,000 ordinary shares of HK\$0.1 each in the capital of the Company	256,532,000 (79.05%)	68,001,300 (20.95%)
2	Subject to the authorised share capital of the Company being HK\$400 million: (A) To approve the Agreement; (B) To approve the creation and issue of the Convertible Bonds; (C) To authorise the Directors 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; and (D) To authorise the Directors 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, the issue of the Convertible Bonds 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) 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	256,532,000 (79.05%)	68,001,300 (20.95%)

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

Hong Kong, 11 October 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.