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SINO PROSPER HOLDINGS LIMITED

中盈控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 766)

POLL RESULTS OF EXTRAORDINARY GENERAL MEETINGS HELD ON 23 NOVEMBER 2009

The Board is pleased to announce that the special resolution and ordinary resolution proposed at the EGMs held on 23 November 2009 were duly passed.

Reference is made to the notice of extraordinary general meeting (the “First EGM Notice”) of Sino Prosper Holdings Limited (the “Company”) dated 5 November 2009 in relation to the refreshment of the General Mandate, notice of extraordinary general meeting (the “Second EGM Notice”) of the Company dated 30 October 2009 in relation to the change of name of the Company, circulars of the Company dated 30 October 2009 and 5 November 2009 (collectively the “Circulars”) in relation to the abovementioned matters. Unless otherwise stated, terms used in this announcement shall have the same meanings as those defined in the Circulars.

The Board is pleased to announce that the ordinary resolution set out in the First EGM Notice and the special resolution set out in the Second EGM Notice were duly passed by way of poll by the Independent Shareholders and Shareholders respectively at the extraordinary general meetings held on 23 November 2009 at 10:30 a.m. (the “First EGM”) and at 11:00 a.m. (the “Second EGM”) (collectively the “EGMs”). The Company’s Branch Share Registrar in Hong Kong, Tricor Secretaries Limited, acted as scrutineer for vote-taking at the EGMs.

The poll results are as follows:

Ordinary resolution proposed at the First EGM (Note)	Number of votes cast (%)	
	For	Against
To grant to the directors of the Company a refreshed general mandate to allot, issue and deal with unissued shares in the capital of the Company.	291,040,000 (100%)	0 (0%)

Note: Please refer to the First EGM Notice for the full text of the resolution.

As at the date of the First EGM, the total number of Shares in issue was 2,662,063,158. Mr. Leung Ngai Man, together with his associate, were interested in an aggregate of 771,950,000 Shares, representing approximately 29.00% of the entire issued share capital of the Company and Mr. Wong Wa Tak together with his associate, were interested in an aggregate of 1,600,000 Shares, representing approximately 0.06% of the entire issued share capital of the Company, abstained from voting on the ordinary resolution set out in the First EGM Notice in accordance with the Listing Rules. Accordingly, the total number of Shares entitling the Independent Shareholders to attend and vote for or against the ordinary resolution set out in the First EGM Notice was 1,888,513,158 Shares, representing approximately 70.94% of the entire issued share capital of the Company. None of the Shares entitled their holders to attend and vote only against the ordinary resolution proposed at the First EGM.

Special resolution proposed at the Second EGM (<i>Note</i>)	Number of votes cast (%)	
	For	Against
To consider and approve the change of the name of the Company from “Sino Prosper Holdings Limited 中盈控股有限公司” to “Sino Prosper State Gold Resources Holdings Limited 中盈國金資源控股有限公司”.	436,990,000 (100%)	0 (0%)

Note: Please refer to the Second EGM Notice for the full text of the resolution.

As at the date of the Second EGM, the total number of Shares in issue was 2,662,063,158, which was the total number of shares entitling the holders to attend and vote for or against the resolution proposed at the second EGM. None of the Shares entitled their holders to attend and vote only against the special resolution proposed at the Second EGM. No Shareholders were required to abstain from voting on the special resolution at the Second EGM.

Following the passing of the special resolution to approve the change of company name, the Company will attend to the necessary filings at the Registrar of Companies in the Cayman Islands and the Companies Registry in Hong Kong. The Company will make further announcement to inform Shareholders as to when the change of company name will become effective and on the change of stock short name and on the arrangement as to the exchange of new share certificates.

By order of the Board
Sino Prosper Holdings Limited
Yeung Kit
Executive Director

Hong Kong, 23 November 2009

As at the date of this announcement, the executive Directors of the Company are Mr. Leung Ngai Man, Mr. Sung Kin Man, Mr. Yeung Kit, Mr. Wong Wa Tak and Mr. Ng Kwok Chu, Winfield, and the independent non-executive Directors of the Company are Mr. Chan Sing Fai, Mr. Cai Wei Lun and Dr. Leung Wai Cheung.