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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 EXTRAORDINARY GENERAL MEETING
HELD ON 15 APRIL 2010**

AND

(B) UNUSUAL PRICE AND TRADING VOLUME MOVEMENTS

- (A) The Board is pleased to announce that the ordinary resolution proposed at the EGM held on 15 April 2010 was duly passed.
- (B) The Board has noted the recent increases in the price and trading volume of the share of the Company and wish to state that we are not aware of any reasons for such movements.

(A) POLL RESULTS OF EXTRAORDINARY GENERAL MEETING HELD ON 15 APRIL 2010

Reference is made to the notice of extraordinary general meeting (the “**EGM Notice**”) of Sino Prosper State Gold Resources Holdings Limited (the “**Company**”) dated 26 March 2010 and circular of the Company dated 26 March 2010 (the “**Circular**”) in relation to the Placing Agreement and the transactions contemplated thereunder. Unless otherwise stated, terms used in this announcement shall have the same meanings as those defined in the Circular.

The Board is pleased to announce that the ordinary resolution set out in the EGM Notice was duly passed by way of poll by the Shareholders at the extraordinary general meeting held on 15 April 2010 at 10:00 a.m. (the “**EGM**”). The Company’s share registrar in Hong Kong, Tricor Secretaries Limited, acted as the scrutineer for vote-taking at the EGM.

The poll result is as follows:

Ordinary resolution proposed at the EGM (Note)	Number of votes cast (%)	
	For	Against
To approve, confirm and ratify the Placing Agreement and the transactions contemplated thereunder.	941,140,000 (100%)	0 (0%)

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

As at the date of the 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 at the EGM. None of the Shares entitled their holders to attend and vote only against the resolution proposed at the EGM. No shareholders were required to abstain from voting on the resolution at the EGM.

(B) UNUSUAL PRICE AND TRADING VOLUME MOVEMENTS

This statement is made at the request of The Stock Exchange of Hong Kong Limited.

The Board has noted the recent increases in the price and trading volume of the shares of the Company and wish to state that we are not aware of any reasons for such movements.

Save as disclosed in (A) above, the Board also confirms that there are no negotiations or agreements relating to intended acquisitions or realizations which are discloseable under Rule 13.23 of the Listing Rules, neither is the Board aware of any matter discloseable under the general obligation imposed by Rule 13.09 of the Listing Rules, which is or may be of a price-sensitive nature.

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

Hong Kong, 15 April 2010

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.