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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. POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 30 AUGUST 2010;**
- 2. RETIREMENT OF DIRECTORS;**
- 3. NON-COMPLIANCE WITH REQUIREMENTS REGARDING INDEPENDENT NON-EXECUTIVE DIRECTOR AND MEMBER OF AUDIT COMMITTEE; AND**
- 4. CHANGE OF MEMBERS OF REMUNERATION COMMITTEE**

The Board is pleased to announce that all the ordinary resolutions proposed at the AGM held on 30 August 2010 were duly passed.

The Board also announces that Mr. Wong Wa Tak and Mr. Chan Sing Fai by rotation retired from their offices of Directors following the conclusion of the AGM.

In connection with, among other factors, the retirement of Mr. Chan, there will be changes in the members of the Audit Committee and the Remuneration Committee.

The Company currently only has two independent non-executive Directors and the audit committee of the Board only has two members, which fall below the minimum number required under the Listing Rules. Further announcement will be made upon the appointment of a new independent non-executive Director.

Reference is made to the notice of annual general meeting (the “**AGM Notice**”) of Sino Prosper State Gold Resources Holdings Limited (the “**Company**”) dated 30 July 2010 and the circular in relation to the AGM (the “**Circular**”) dated 30 July 2010. Terms used in this announcement shall have the same meanings as those defined in the Circular unless otherwise defined herein.

The Board is pleased to announce that all the ordinary resolutions set out in the AGM Notice were duly passed by way of poll at the AGM held on 30 August 2010. The Company’s Branch Share Registrar in Hong Kong, Tricor Secretaries Limited, acted as scrutineer for vote-taking at the AGM.

The poll results are as follows:

Ordinary resolutions proposed at the AGM (<i>Note</i>)		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 2010	3,477,144,110 (100%)	0 (0%)
2.	(a) To re-elect Mr. Yeung Kit as a director of the Company	3,023,944,110 (86.97%)	453,200,000 (13.03%)
	(b) To re-elect Mr. Sung Kin Man as a director of the Company	3,023,944,110 (86.97%)	453,200,000 (13.03%)
	(c) To authorize 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	3,477,144,110 (100%)	0 (0%)
3.	To re-appoint HLB Hodgson Impey Cheng as the Company's auditors and to authorize the board of directors of the Company to fix their remuneration	3,477,144,110 (100%)	0 (0%)
4.	To grant a general mandate to the directors of the Company to allot, issue or otherwise deal with the Company's shares	3,263,561,813 (95.62%)	149,650,000 (4.38%)
5.	To grant a general mandate to the directors of the Company to repurchase the Company's shares	3,413,211,813 (100%)	0 (0%)
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	3,263,561,813 (95.62%)	149,650,000 (4.38%)

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

As at the date of the AGM, the total number of Shares in issue was 6,759,844,971, 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.

RETIREMENT OF DIRECTORS

Mr. Wong Wa Tak and Mr. Chan Sing Fai did not offer themselves for re-election as Directors at the AGM and, by rotation, ceased to be Directors of the Company following the conclusion of the AGM.

NON-COMPLIANCE WITH REQUIREMENTS REGARDING INDEPENDENT NON-EXECUTIVE DIRECTOR AND MEMBER OF AUDIT COMMITTEE

As Mr. Chan Sing Fai does not offer himself for re-election as a Director at the AGM, and no new independent non-executive Director is appointed to fill the vacant post which has arisen upon his retirement after the conclusion of the AGM, the Company currently has only two independent non-executive Directors and the audit committee of the Board has only two members (namely, Mr. Cai Wei Lun and Dr. Leung Wai Cheung) following the conclusion of the AGM. Such number falls below the minimum number required under Rule 3.10(1) and 3.21 of the Listing Rules respectively. At present, Dr. Leung Wai Cheung, an independent non-executive Director, possesses the qualification which meets the requirements under Rule 3.10(2) of the Listing Rules.

The Company is in the course of identifying a suitable candidate to fill such vacancy due to 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 each of the audit committee and the remuneration committee of the Board, which also has arisen from 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.

CHANGE OF MEMBERSHIP OF REMUNERATION COMMITTEE

In connection with, among other factors, the said retirement of Mr. Chan, a resolution was passed by the Board to change, with effect from 30 August 2010, the membership of the Remuneration Committee:

- from (a) *immediately before such change*: Messrs Chan Sing Fai (Chairman), Cai Wei Lun, Leung Wai Cheung (Dr.), Leung Ngai Man, and Yeung Kit,
- to (b) *immediately after such change*: Dr. Leung Wai Cheung (Chairman), Messrs Cai Wei Lun, Leung Ngai Man, and Sung Kin Man.

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

Hong Kong, 30 August 2010

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 Mr. Cai Wei Lun and Dr. Leung Wai Cheung.