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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)

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “EGM”) of Sino Prosper State Gold Resources Holdings Limited (the “Company”) will be held at Units 1702-04, 17/F, Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong on 15 October 2010 at 10:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution as an ordinary resolution (with or without modification):

**ORDINARY RESOLUTION**

**“THAT:**

- (a) the conditional agreement (“Sale and Purchase Agreement”, a copy of which has been produced to the meeting marked “A” and signed by the chairman of the meeting for the purpose of identification) dated 25 August 2010 and entered into between (i) Mr. Leung Ngai Man (梁毅文), as purchaser (“the Purchaser”); and (ii) Sino Prosper Group Limited (中盈集團有限公司) as vendor (“the Vendor”), in relation to the sale and purchase of the entire issued ordinary share capital in Sino Prosper Gas Limited (中盈燃氣有限公司) (“Target HK”) and the loan payable by Target HK and/or CNPC Sino Prosper Petroleum and Gas Co. Ltd. (中油中盈石油燃氣銷售有限公司) (together “the Target Group”), brief details of which are set out in the circular (“Circular”) dated 28 September 2010 of the Company (a copy of which Circular has been produced to the meeting marked “B” and signed by the chairman of the meeting for the purpose of identification), and all the transactions contemplated thereby be and they are hereby approved; and
- (b) the directors of the Company (“Directors”) be and are hereby authorised to do all such acts and things, to sign and execute all such further documents and to take such steps which, in the opinion of the Directors, are necessary, appropriate, desirable or expedient to give effect to or

implement the Sale and Purchase Agreement and the transactions contemplated thereby and to agree to amendments or waivers or matters relating thereto as are, in the opinion of the Directors, in the interest of the Company and its shareholders as a whole (to the extent such amendments or waivers are not material in the context of the entire transaction as a whole).”

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

Hong Kong, 28 September 2010

*Registered office:*  
Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Head office and principal place of  
business in Hong Kong:*  
Units 1702-04, 17/F  
Shui On Centre  
6-8 Harbour Road  
Wanchai  
Hong Kong

*Notes:*

- (1) Any member of the Company entitled to attend and vote at the above meeting convened by this notice is entitled to appoint one or, if he is the holder of two or more shares, more than one proxy to attend and, subject to the provisions of the articles of association of the Company, vote in his stead. A proxy need not to be a Shareholder.
- (2) To be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority must be deposited at the Company's Hong Kong branch share registrar and transfer office, Tricor Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 48 hours before the time for holding the above meeting or any adjournment thereof.
- (3) Completion and return of the form of proxy will not preclude a member of the Company from attending and voting in person at the above meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (4) In the case of joint holders of a Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto to if more than one of such joint holders are present at the above meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

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